EVEREST

COMPLETE BUILDING SOLUTIONS

Annual Report
2014-15
EVEREST INDUSTRIES LIMITED

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Caution regarding forward-looking statements

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise

Everest is a dependable building solutions provider with a strong portfolio of innovative building products and construction solutions. A resurgent economy boosted by government's initiatives like 'Make in India', ' Swachh Bharat' and the development of Smart Cities deeply benefits our industry. Everest enables speed of construction, safety of people and strength and quality of the building.

COMPLETE BUILDING SOLUTIONS

THE WORLD OF EVEREST

Everest offers a complete range of building solutions for roofing, ceiling, wall, flooring and cladding and steel buildings for industrial, commercial and residential applications. Over the past eight decades, Everest has evolved to keep pace with increasing demand in the construction industry. The Company's building products and solutions are available in more than 1,00,000 villages and 600 cities in India and also in over 25 countries globally. The Company has designed and erected more than 1500 pre-engineered steel buildings across 275 cities in India.

Our Vision

Everest will be the deepest penetrated housing and building solutions provider to deliver Strength, Speed and Safety to its customers in all its target markets.

Our Business

Everest's two distinct business segments are building products and steel buildings. Building Products segment contributes three-fourth of its revenues and includes fibre cement roofing sheets, fibre cement boards and solid wall panels.

Accounting for one-fourth of annual revenues, the Steel Building segment offers customized building solutions in steel such as Pre-Engineered Steel Buildings, Smart Steel buildings, metal roofing and cladding.

Our Reach

Everest has a widespread national presence. Its products and solutions are distributed through 38 sales depots and 6,000 dealer outlets to reach more than 600 cities and 1,00,000 villages. Besides India, its range of building products is exported to more than 25 countries.

Manufacturing Facilities

Building Products

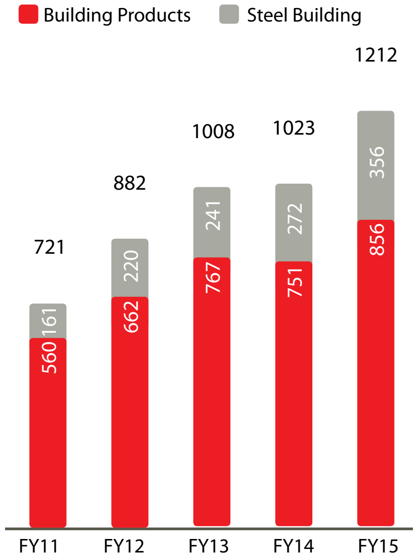
Location	Products	Total Capacity (MTPA)
Bhagwanpur, Uttarakhand	Fibre Cement Roofing Sheets | Boards and Panels	8,10,000
Lakhmapur, Maharashtra	Fibre Cement Roofing Sheets | Boards and Panels	
Kolkata, West Bengal	Fibre Cement Roofing Sheets	
Kymore, Madhya Pradesh	Fibre Cement Roofing Sheets	
Podanur, Tamil Nadu	Fibre Cement Roofing Sheets	
Somnathpur, Odisha	Fibre Cement Roofing Sheets	

Steel Building

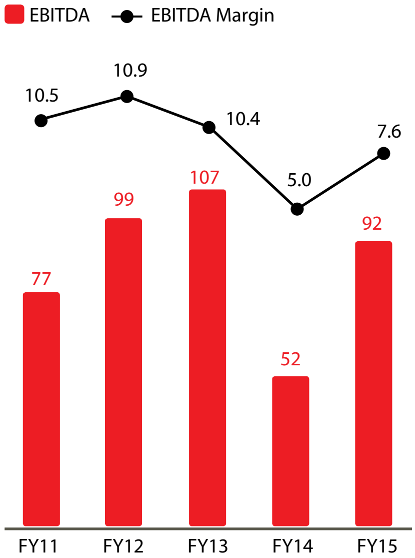
Location	Products	Total Capacity (MTPA)
Bhagwanpur, Uttarakhand	Pre Engineered Buildings | Smart Steel Buildings	72,000
Dahej, Gujarat	Pre Engineered Buildings | Smart Steel Buildings	
Ranchi, Jharkhand	Metal Roofing	

FINANCIAL HIGHLIGHTS

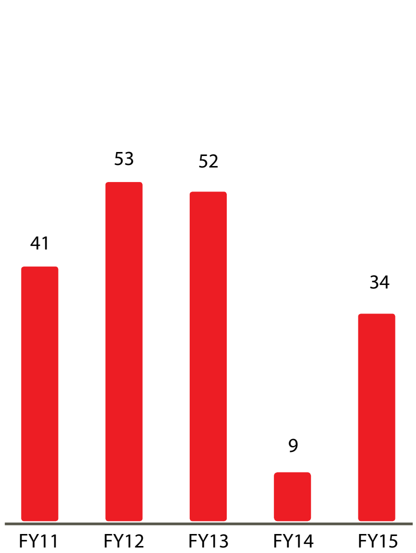
Sales Revenue (₹ crore)



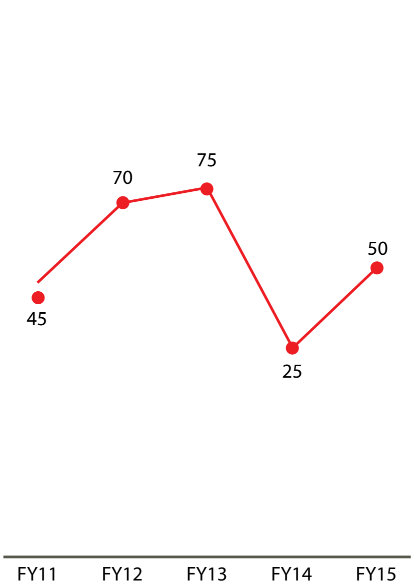
EBITDA (₹ crore), EBITDA Margin (%)



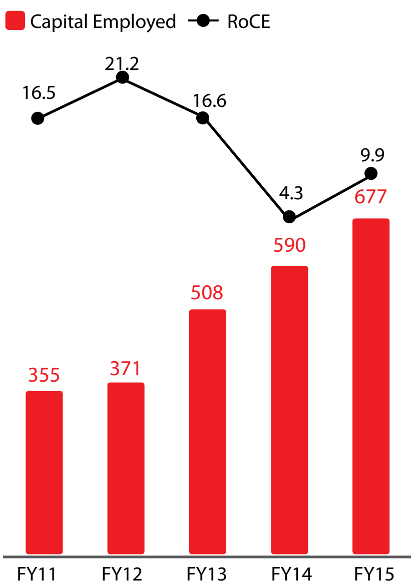
Net Profit (₹ crore)



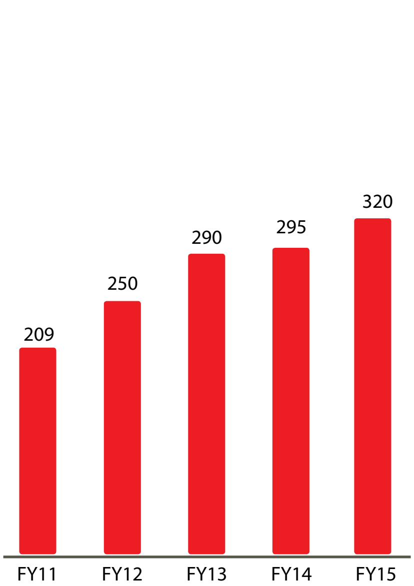
Dividend (%)



Capital Employed (₹ crore), RoCE (%)



Net Worth (₹ crore)



*Graphs not to scale

AN ACTION-PACKED DECADE

FY06

Launched Solid Wall Panels (Rapicon)

FY07

Initiated Fibre Cement Roofing and Boards Plant at Bhagwanpur, Uttarakhand

FY08

Launched Roof light-Polycarbonate Roofing Sheets; Initiated Pre-Engineered Steel Building Plant at Bhagwanpur, Uttarakhand

FY09

Launched Cement Planks; Introduced Smart Steel Buildings; Upgraded the Roofing Plant at Kolkata

FY10

Launched EPDM washers; Upgraded the Oldest Roofing Plant at Kymore

FY11

Launched Metal Roofing Sheets; Delivered 500th Pre-Engineered Building

FY12

Built India's Fastest Educational Institute

FY13

Delivered 1000th Pre-Engineered Building

FY14

Initiated PEB Plant in Gujarat; Established Odisha Roofing plant; Established Ranchi Metal Roofing plant

FY15

Achieved 100% utilization at Somnathpur plant in Orissa; Commenced full operations in Narmada plant in Gujarat

NARMADA WORKS : A WORK IN PROGRESS

Capacity Expansion in Gujarat

Narmada Works, our latest state-of-the art manufacturing unit for Steel Building and Metal Roofing at Dahej, Gujarat was commissioned in FY15. Giant cutouts of our team erecting the building symbolizes Everest's commitment to continuously work towards progress.

Built with an investment of ₹ 50 crores, this modern plant will cater to projects in Western, Central and Southern regions. The plant would help save freight cost and provide better customer service and faster deliveries. The unit has an installed manufacturing capacity of 30,000 MTPA for manufacturing Pre-engineered Steel Buildings and Smart Steel Buildings with automatic Paint Line and Shot Blasting Facility.

Reflecting the Company's firm commitment in conserving the environment, the facility has undertaken initiatives like green belt development, rain water harvesting, sewage treatment plant and fume extraction system to make it a zero discharge unit.

Products

Pre-engineered Buildings

Smart Steel Buildings

Metal Roofing with Accessories

CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. A. V. Somani	Chairman
	Mr. M. L. Gupta	Vice Chairman
	Mr. M. L. Narula	Director
	Mr. Amitabh Das Mundhra	Director
	Mr. B. L. Taparia	Director
	Ms. Bhavna G. Doshi	Director
	Mr. Manish Sanghi	Managing Director
	Mr. Y. Srinivasa Rao	Executive Director

COMPANY SECRETARY

Mr. Neeraj Kohli

AUDITORS

M/s Deloitte Haskins & Sells
Chartered Accountants, Gurgaon

BANKERS

State Bank of India
ICICI Bank Limited
Axis Bank Limited
HDFC Bank Limited
Kotak Mahindra Bank Limited
DBS Bank Limited

REGISTERED OFFICE

Gat 152, Lakhmapur, Taluka Dindori,
Nashik - 422 202, Maharashtra

CORPORATE OFFICE

Genesis, A-32, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi - 110 044

REGISTRAR AND SHARE TRANSFER AGENTS

MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area,
Phase – I, New Delhi - 110 020

SAFETY

LIGHT WEIGHT CREATES HEAVY DEMAND

> The dry wall partition system was 4 times faster than conventional systems.

The Challenge

The CSR foundation of a large corporation committed to restore a 90-year-old heritage hospital in Mumbai to its erstwhile glory. Limitation of space and safety of the old 7-storey heritage structure and a new 22-storey building for a state-of-the art hospital demanded a safe light walling solution to reduce load on the foundation and yet rate high on impact resistance, strength, fire and acoustic insulation for high security and privacy.

The Solution

After detailed discussions with the hospital experts, the Everest Boards team presented a dry wall partition system using Everest High Density boards to achieve 52 dB sound insulation and requisite fire rating. Moreover, the partition weighed 1/8th the weight of a conventional wall, dramatically reducing the load on the foundation. To add to the customer experience, the Everest technical team provided onsite technical assistance and supervision to the train local contractor. This sped up construction 4-times faster than a conventional system.

The Result

The hospital building was completed on time and inaugurated by Prime Minister Shri Narendra Modi in October 2014. The customer's trust in Everest products has led to many specifications in their forthcoming projects and the team is currently providing solutions to them for a 2-hour fire rating system using hollow dry wall partition.

SPEED

SCHOOLS CAN CREATE A PARADIGM SHIFT

> "The successful completion of the project in 120 days has changed the paradigm of speed in education projects."

The Challenge

In November 2014, the educational wing of a large corporate group got permission to establish a new school near Delhi. Conventional construction of the school building would have taken at least 10 months, leaving the school building vacant and idle for 6 months before commencement of the next academic session in April 2016. One senior executive in their project division approached Everest to explore the possibility of commencing operation in April 2015. This entailed erecting the building along with air-conditioning and interior furnishing in 4 months.

The Solution

Everest's Steel Building team swung into action onsite on 15 December 2014 with a meticulous erection schedule. The factory commenced production of the steel structure while foundations were being cast. The Everest team interacted closely with the customer to ensure regular supply of funds and material and Everest's supply chain ensured that our light gauge Smart Steel, Cement Planks for external cladding and Fibre Cement Boards for internal cladding were received on site as the building progressed. The ability to minimize on site erection time helped to complete the building in spite of severe winter cold and unseasonal rains.

The Result

Close co-operation with the architect and the customer enabled Everest Steel Building team to deliver the 46,000 sq ft school building within 120 days. On 15 April 2015, sixty young pre-schoolers trooped in to start their life's journey. The client is delighted that it could start operations one year ahead of schedule, making a big difference to the project profitability. For Everest, enquiries from architects designing educational institutions are increasing.

STRENGTH

SMASHING THE LOW QUALITY MYTH IN ODISHA

> "Within 18 months, the number of outlets selling Everest Fibre Cement Roofing Sheets witnessed 3 times growth."

The Challenge

Everest started commercial production at its state-of-the-art manufacturing facility at Somnathpur in Odisha in May 2013. Everest's sales in the state of Odisha, until then, was less than 800 MT per month. With a new installed capacity of more than 8,000 MT a month, it was necessary to expand the local demand to ensure 100% capacity utilization. The local feedback ascertained that a large part of Odisha's population could not afford expensive products and were compelled to use low quality, low cost products.

The Solution

Much before the commissioning of the plant, the Everest marketing team started expanding the distribution network. The project team accepted the challenge to ensure swift stabilization of the new production and to ensure very high quality material. Supplying the market with the best quality roofing sheets that they have ever seen was the only way to establish market leadership in Odisha. And to communicate our higher strength and quality, Everest appointed popular Oriya Moviestar, Anubhav Mohanty as its brand ambassador.

The Result

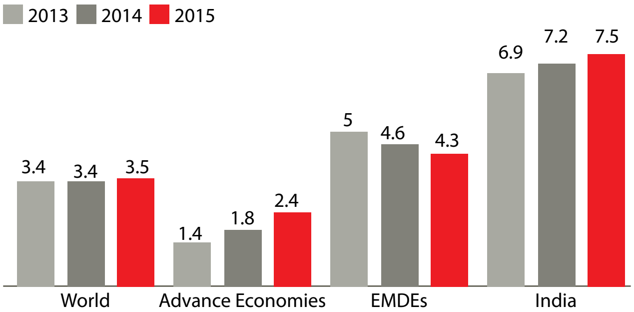
Within 18 months, the number of Everest outlets in Odisha grew by 3 times and sales touched 5000 MT a month, ensuring more than 60% of the plant production being consumed within the State. In spite of having a very low per capita income, customers in Odisha confirmed our belief that no homeowner would like to compromise on the quality of his roof.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview of Economy

Key global economic developments of the year 2014 included a sharp drop in crude prices, softened inflation and commodity prices and moderation in exports of manufactured goods from developing to advanced economies. International Monetary Fund (IMF) estimated global GDP growth to have remained flat at 3.4% for 2014, in its April 2015 World Economic Outlook. The IMF forecast for 2015 indicates a 10-bps increase in Global GDP growth (3.5%).

GDP Growth (%)



Source: IMF World Economic Outlook, April 2015

India moved to a new series of GDP estimation, making 2011-12 prices as the base price (factor cost). The GDP growth rate, as per this new series adopted by the Central Statistical Office (CSO), reached 7.3%. The growth was led by core sectors of manufacturing, utilities and construction. Agricultural activities recorded a drop in their growth and services sector recorded a moderate growth.

The Indian economy saw pockets of growth owing to a positive sentiment after the election of a stable majority Government. The initial policy announcements have had a positive impact on the business and investor community. Concrete steps by Reserve Bank of India to reduce the repo rate and current account deficit whilst building up the foreign reserves have helped rein in inflation.

Industry Overview

HOUSING SEGMENT

With a mission to provide housing for all by 2022, the government is aiming to build 4 crore affordable houses in urban areas and another 2 crore in rural areas. A recent report by KPMG estimated the current housing shortage of 6 crore units (2014). In order to ensure housing for every household by 2022, the report estimated the requirement of 11 crore dwelling units to be built with an investment of USD 2 trillion.

Besides housing, the Swachh Bharat initiative to equip urban and rural households with low-cost toilets has gained desired focus and urgency. The program entails an investment of about ₹ 2 lac crore over 2014 to 2019 to build nearly 12 crore toilets.

Current state of housing in india	Requirments to achieve the vision by 2022
Housing shortage of about six crore units	By 2022, India needs to develop about 11 crore housing units
Level of annual investment in the housing sector is about USD 110-120 billion	Investments of more than USD 2 trillion or about USD 250-260 billion annual investment until 2022
Average growth of 5-6 % in the annual real estate investments between FY08 and FY14	Investment will need to grow at a CAGR of 12-13% (unadjusted for inflation) in 2022
Prioritised rural growth resulting in uneven distribution of housing development	70% of the housing needs till 2022 should be concentrated in 9 states
Both the central and state governments are spending about USD 5-6 billion annually, which is about 3% of the current investments in the real estate sector, or 1% of its annual expenditure	Urban housing is to accounts for about 85-90% of the total investment; the focus should be on affordable urban, which is 70% for the total urban housing requirement
	About 1.7-2.0 lacs hectares of land is expected to be required to fulfil urban housing need by 2022

Source: Decoding housing for all; KPMG India

INDUSTRIAL SEGMENT

Pre-Engineered Buildings (PEB) and structural steel concept is gaining popularity in India. Shorter construction time and cost efficiency as compared to conventional buildings makes it suitable for construction of varied applications. Traditionally used for industrial buildings, now PEBs are gaining acceptance in commercial and institutional applications such as showrooms, schools, etc.

The 'Make in India' campaign and the boom in retail are expected to create demand for warehouses and industrial segment in India.

Business Segment Review

BUILDING PRODUCTS SEGMENT

Roofing Industry Overview

Fibre Cement Roofing Sheets find their application primarily in industrial, logistics and rural/suburban housing segment. Valued at around ₹ 3900 crores in 2013-14, the segment is expected to grow at around 8-10% over coming years.

Growth Drivers

- **Housing for All:** To address the shortage of housing in India, Government has launched a massive campaign, Housing for All by the year 2022. Under this initiative Government would develop 2 crore urban houses and 4 crore rural houses.
- **Warehousing Growth:** The rise in e-Retail coupled with other industrial activities is fueling the growth of India's warehousing requirement. The demand is expected to grow at an annual average rate of 9% to 1,439 million sq. ft in 2019 from 919 million sq. ft in 2014, according to global property consultancy firm Knight Frank.
- **Industrial Revival:** The otherwise sluggish industrial project landscape is likely to get the necessary fillip from 'Make in India' campaign, lowering of interest rates, implementation of land, labour and GST reforms in the near future.
- **Rural demand:** Sustained improvement in socio-economic potential of vast rural populace on account of enhanced farm income, local rural employment and development of nearby urban centers would sustain the demand for fibre cement roofing sheets in rural housing.

Everest's Roofing Solutions

Everest provides a variety of roofing solutions to housing and construction industry. Fibre Cement Roofing is non-corrosive, fire-resistant, easy to fix and economical. HiTech Roofing is used in manufacturing and export-oriented units and is available in a range of colours. Polycarbonte Rooflight sheets allow natural light into industrial buildings and reduce electricity costs. Durasteel Roofs are high-durability coloured metal sheets used for cladding and roofing. Everest has a 14-15% market share in fibre cement roofing.

Despite the economic slowdown, we sustained our sales by deeper rural penetration. We appointed new distributors in select clusters with large populations and expanded our dealership network. The year witnessed a push on brand awareness and promotions to increase brand recall and customer connect. 7,500 roofing installers were trained during the year.

Boards & Panels Industry Overview

The Indian Boards industry comprises of traditional products like plywood, laminates and particle boards and new-age modern building products like fibre cement boards and gypsum boards. The market size is estimated to be about ₹ 25,000 crore with new-age modern building products market size of ₹ 1,800 crore. The inability of wood-based products to meet changing needs of modern customers such as resistance from fire, moisture, dampness and termites has increased the demand for modern building materials including Fibre Cement Boards.

Growth Drivers

- **Construction Projects:** India is expected to become the third largest construction market in the world by 2025 (Source IBEF). The construction sector contributes 15% of India's GDP today and is the largest economic activity after agriculture. Government initiative on large infrastructure projects to construct 100 smart cities to curb migration to metros, development of affordable housing and increase in economic activity are the biggest drivers for building materials, especially those that can be specified by architects to provide standardized quality. Fibre Cement Boards and Panels are increasingly being specified by architects and project heads.
- **Need for Speed:** The need for faster and scalable construction would continue to expand the share of Fibre Cement Boards and Dry Wall Systems across infrastructure projects, hospitality, education and healthcare establishments, affordable and mass housing schemes, slum rehabilitation programs, rural sanitation and toilet building programs.
- **Labour Efficient Modular Construction:** The acute shortage of skilled labour and increasing impact of financial costs on projects have given rise to a demand for modular and ready-to-install products which can save time without compromising on safety or strength. Fast and sustainable construction methods using Fibre Cement Boards address this need and are being recommended by architects and

interior designers. Ready-to- install packaged products like Designer Board ceilings and Cement Planks have found aesthetic appeal in housing projects, textile and industrial projects and commercial applications.

- **Affordable Construction:** The cost of skilled labour and basic materials like cement, bricks and sand has been on the rise. The cost difference is very narrow between on-site construction and ready-to-install modern construction techniques using Fibre Cement Boards. Products and solutions with shorter on-site labour cycles are becoming more popular.

Everest's Boards and Panels Solutions

Everest offers a wide range of Fibre Cement Boards and Panels for Ceilings, Walls and Flooring. Demand for these new-age products is on a steady rise in the fast changing world of modern construction.

Construction techniques using Fibre Cement Boards is widely accepted in international markets. Everest Fibre Cement Boards have a major market share in Middle East markets.

Building Products Manufacturing Facilities

Everest's Fibre cement roofing sheet manufacturing facilities are located at Kymore (Madhya Pradesh), Podanur (Tamil Nadu), Kolkata (West Bengal), Bhagwanpur (Uttarakhand), Lakhmapur(Maharashtra) and Balasore (Odisha). Boards and Panels plants are located at Bhagwanpur (Uttarakhand) and Lakhmanpur (Maharashtra). A new Boards manufacturing facility is being established in UAE.

Operational Highlights

- Everest Cement Wood Planks have gained popularity in retail markets
- Plant productivity recorded significant improvement on account of process improvement and preventive maintenance.

Financial Highlights for Building Products

Revenue increased by 14.26% to ₹ 86,717.95 lacs during the year compared to ₹ 75,890.62 lacs in the previous year.

Outlook

Government schemes and thrust on infrastructure and manufacturing growth will lead to a major push in the construction sector. The latent demand in housing will help in propelling demand of roofing and boards products.

STEEL BUILDING SEGMENT

Industry Overview

As per World Steel Association, the global steel demand is expected to grow marginally by 0.5% in 2015 whereas in India steel demand is expected to grow by 6.2% in 2015. The demand for steel buildings in India is also growing steadily. The current market size of Pre-Engineered Building (PEB) industry is estimated to be ₹ 5000 crore. PEB is becoming a popular and economical construction method in India today. Apart from factories and warehouses, the Indian PEB market is also experiencing demand from new applications such as infrastructure projects, airports, multi-storey buildings, stadiums, metro stations etc. PEBs ensure efficient, cost effective and speedy ways to complete projects, which has made it popular as a rapid construction technology.

Growth Drivers

Infrastructure and Consumer Durable Growth: The demand in steel building is estimated to rebound in the latter half of 2015 with growth in infrastructure. Growth in the automobile and consumer durable sectors will also support demand growth in the long term due to investments in manufacturing facilities and warehouses.

Need for Cost and Time Control: PEBs consume less material, time and cost compared to any other building system. Increase in compliances and project planning drives business towards PEB to control risks of project overruns.

Rise in demand for Warehouses: The warehousing sector in India is still at a very nascent stage and there are vast growth opportunities. As per a report by Knight Frank, the total warehousing space requirement in India is expected to grow at a CAGR of 9% to 1,439 million sq.ft. by 2019. The increasing share of organized retailers in India along with rising manufacturing activities, are some of the key reasons for this growth.

Make in India Campaign: Government of India's Make in India initiative is expected to bring in FDI to the Manufacturing sector in India, providing the sector a strong growth push.

Everest's Steel Building Solutions

The concept of Pre-Engineered Building is fast gaining acceptance in the construction industry. Everest provides innovative and good quality solutions and has fast emerged as a leading operator in this segment with repeat business

from customers. The Steel Building business contributed 30% to Everest's revenue in 2014-15. Raw material cost was affected adversely by increase in steel prices during the year. However, towards the end of year, steel prices have softened.

Manufacturing Capacities

Everest's latest Pre-Engineered building manufacturing facility, Narmada Works, is located at Dahej (Gujarat). With an installed capacity of 2500 MT per month and an automatic paint line, the state-of-the-art facility commenced full operations during the year. This plant will serve the West, Central and South regions of India and offer better logistics support. The Company's other two facilities are located at Bhagwanpur (Uttarakhand) and Ranchi (Jharkhand) with a total manufacturing capacity of 42,000 MT per annum.

Capacity Expansion

Post the commencement of commercial Production at the new Steel Building Plant in, Gujarat, company's total installed capacity for Steel Buildings has risen to 72,000 MT per annum.

Financial Highlights

Revenue increased by 31.47% to ₹ 36,331.59 lacs during the year compared to ₹ 27,634.54 lacs in the previous year.

Outlook

As India starts investing more aggressively in infrastructure, its manufacturing sector will become much stronger. The rise of the manufacturing sector will also be aided by India's growing scale, its strong engineering skills, and abundant labour.

Financial Statement and Analysis

SOURCE OF FUNDS

a. Share Capital

The share capital comprises of only one class of shares – equity shares of face value of ₹ 10 each. The authorized share capital is ₹ 1,700 lacs, divided into 170 lacs equity shares of ₹ 10 each. The issued, subscribed and fully paid up share capital increased to ₹ 1,529.11 lacs as at 31 March 2015 from ₹ 1,519.47 lacs in the previous year on account of shares issued to employees of the Company pursuant to applicable Employee Stock Option Schemes.

b. Reserves and surplus

Capital Reserve

Capital reserve remained unchanged during the year at ₹ 30.00 lacs.

Securities premium

An amount of ₹ 147.63 lacs was added to the securities premium account. This was on account of premium received on issuance of 96,430 equity shares to employees, taking the closing balance to ₹ 467.39 lacs as at 31 March 2015.

General Reserve

An amount of ₹ 350.00 lacs was transferred to the general reserve.

Profit and Loss Account

The balance retained in the profit and loss account as at 31 March 2015 was ₹ 20,455.69 lacs, after providing for dividends, dividend distribution tax and transfer to general reserve. The total amount of profits appropriated to dividend including dividend distribution tax was ₹ 917.42 lacs compared to ₹ 444.43 lacs in the previous year.

c. Shareholders' Fund

The total shareholders' fund increased to ₹ 31,971.10 lacs as at 31 March 2015 compared to ₹ 29,452.71 lacs as at 31 March 2014, primarily on account of securities premium and retained profits of the year.

d. Loan Funds

Company's borrowings increased from ₹ 21,688.18 lacs as at 31 March 2014 to ₹ 28,048.75 lacs in 31 March 2015. The increase was mainly on account of External commercial borrowing (ECB) of ₹ 6,259.08 lacs availed mainly for the new project in UAE.

e. Long-term provisions

Long-term provisions stood at ₹ 598.83 lacs as at 31 March 2015 compared to ₹ 607.88 lacs in the last year. These mainly comprise the long term component of Employee benefits in accordance with accounting standard AS-15 applicable in this respect.

f. Deferred Tax Assets/ Liabilities

Deferred tax assets stood at ₹ 356.06 lacs as at 31 March 2015 as against ₹ 380.20 lacs in 31 March 2014 and deferred liabilities stood at ₹ 3,307.19 lacs as at 31 March 2015 as against ₹ 3,211.95 lacs as at 31 March 2014. Net deferred tax liability stood at ₹ 2,951.13 lacs as at 31 March 2015 against ₹ 2,831.75 lacs on 31 March 2014.

g. Current Liabilities (other than short-term borrowings)

Current liabilities increased to ₹ 31,433.35 lacs as at 31 March 2015 against ₹ 28,172.06 lacs as at 31 March 2014 on account of increase in volume of purchases and better credit terms negotiated with vendors.

h. Short Term Borrowings

Short-term borrowings include secured loans from banks by way of cash credit and buyer's credit. The amount of short-term loans increased to ₹ 18,570.17 lacs as at 31 March 2015 from ₹ 16,555.48 lacs as at 31 March 2014.

APPLICATION OF FUNDS

a. Fixed Assets

The gross block (including tangible and intangible assets) increased to ₹ 54,568.48 lacs as at 31 March 2015 against ₹ 48,001.16 lacs in the last year. The increase in fixed assets represents mainly capital expenditure towards the PEB plant in Gujarat.

b. Non-current Investments

The amount stood at ₹ 774.18 lacs comprising of 9,500 fully paid up equity shares of ₹ 10 each of Everest Building Solutions Ltd. and 12,25,000 fully paid up equity shares of USD 1 each of Everest Building products, Mauritius.

c. Long-term Loans and Advances

The amount of long-term loans and advances as at 31 March 2015 stood at ₹ 8,710.05 lacs against ₹ 7,450.53 lacs in previous year. This increase is mainly on account of increase in advance income tax.

d. Current assets

Trade Receivables

Trade receivables amounted to ₹ 10,431.41 lacs as at 31 March 2015 compared to ₹ 8,070.81 lacs in the last year. The average collection period stood at 30 days during the year compared to 27 days in the last year. The increase was mainly in Steel Buildings business and in export receivables.

Cash and Cash Equivalents

Cash and cash equivalents stood at ₹ 6,363.21 lacs as at 31 March 2015 compared to ₹ 2,514.30 lacs in the last year. The increase is on account of ECB proceeds awaiting deployment on Capital projects.

Short-term Loans and Advances

The amount of short-term loans and advances reduced to ₹ 5,980.55 lacs as at 31 March 2015 compared to ₹ 6,082.16 lacs in the previous year. There was no material change in short-term loans and advances during the year.

Other Current Assets

Other current assets increased to ₹ 102.66 lacs as at 31 March 2015 as compared to ₹ 54.83 lacs in the previous year due to increase in interest accrued but not due mainly on the ECB proceeds held with banks in the form of fixed deposits.

INCOME STATEMENT

a. Revenues

Total revenue of the Company increased to ₹ 1,24,095.26 lacs in FY15 compared to ₹ 1,04,758.85 lacs in FY14, an increase of 18.45%. Building products contributed ₹ 86,717.95 lacs to the total revenue during the year compared to ₹ 75,890.62 lacs in the previous year an increase of 14.26%. Steel Buildings contributed to ₹ 36,331.59 lacs to the total revenue during the year compared to ₹ 27,634.54 lacs in the previous year, an increase of 31.47%. Increase in revenue is primarily driven by volume growth.

b. Operating expenditure

Operating expenditure comprising of cost of raw material consumed, changes in inventories of finished goods, work in progress, purchases of stock in trade, employee benefit expenses and other expenses increased to ₹ 1,14,856.17 lacs in FY15 against ₹ 99,539.76 lacs in FY14. It represents 92.55% of total revenues for the year ended 31 March 2015 as compared to 95.02% in the previous year.

c. Operating Profit

Operating profit increased to ₹ 8,193.37 lacs from ₹ 3,985.40 lacs in FY14, an increase of 105.58%. The operating profit margin improved from 3.85% in FY14 to 6.66% in FY15.

d. Finance Cost

The company has availed term loans including ECBs and working capital loans. The total interest cost for all these loans stood at ₹ 1,869.47 lacs in FY15 compared to ₹ 1,256.90 lacs in FY14. This increase is on account of fresh ECB availed by the Company and an increase in short term borrowings during the year.

e. Depreciation and Amortization Expense

Consequent to the enactment of the Companies Act, 2013, the Company has computed depreciation with reference to the useful life of assets recommended in Schedule II to the Act. Accordingly an amount of ₹ 2,542.36 was provided as depreciation in FY15 as compared to ₹ 2,672.04 lacs in FY14.

f. Tax Expenses

The Company's tax expense increased to ₹ 1,406.63 crore in FY15 compared to ₹ 375.19 lacs in FY14. The effective rate of tax for the year is 29.14% compared to 29.08 % during the previous year.

g. Net Profit After Tax

Net profit was ₹ 3,420.63 lacs in FY15 compared to ₹ 914.96 lacs in FY14. The Company reported a 1.89% increase in net profit margins from 0.87% for the year ended 31 March, 2014 to 2.76% for the year ended 31 March 2015.

h. Earnings Per Share

TThe basic earnings per share during the year was ₹ 22.45 per share compared to ₹ 6.02 per share in the previous year.

Risk Management

Any business is exposed to various external and internal risks that may affect it adversely. The company has an adequate risk management framework and an internal audit system in place. Some of the key risks and their corresponding mitigation measures are explained here:

Raw Material

The key raw materials in our manufacturing process are cement, chrysotile fibre and steel. Volatility in prices and consistent availability of raw material might affect production.

- The company has always focused on maintaining adequate inventory of raw materials as buffer against shipment and transport delays.
- The company enters into long term agreements with its domestic and global raw material vendors to ensure regular and stable supply of raw materials.

Volatility in Foreign Exchange

Exports of boards and imports of fibre and pulp exposes the company to the risk of volatility in foreign exchange which can adversely affect raw material cost or export realization. The company also has External Commercial Borrowings.

- The company undertakes adequate measures to track the changes in foreign exchange and accordingly takes forward covers to minimize impact of foreign exchange volatility

Quality

Everest has built a strong reputation for the quality of its products and projects. Any inconsistency in the delivery of our promised quality would adversely affect our credibility and brand image.

- The manufacturing facilities at Kymore, Nashik, Coimbatore, Kolkata and Steel Building production facility at Bhagwanpur are ISO-9001 and ISO-14001 certified which assures that the company's products meet highest standard quality and durability.
- The R&D centre for building products at Nashik develops innovative new products and new processes to consistently improve quality and optimize costs.
- The company delivers various products, services and solutions to reputed institutions and corporations. Regular repeat orders and prestigious clients reflects the acceptance of the company's commitment to high quality, efficient project management and technical capability.
- Quality control personnel at each facility are empowered to ensure that all checks and controls on raw material and finished goods testing are maintained.

Price

Our product segments are highly competitive and input costs are rising every year. Inability to pass through price increase to customers may impact its profitability and margin.

- Everest's strong brand quality, the deep engagement with customers and our network and strong commitment to quality commands price premium in most markets that we serve. The company is able to pass on a reasonable cost escalation to customers.
- Local advertising and promotion is used to communicate price increase to the trade and customer.

Credit

Recovering receivables in a market facing shortage of liquidity can have a serious impact on cash flows.

- Credit facilities to our distributors are extended only against security deposits provided by them. The company takes strong measures to minimize the time lag in respect of erection payments and L/C sales.
- The company keeps a close check on credit worthiness of its distributors and customers.

Health and Safety

At Everest, health and safety is paramount to all our business operations. We take special care of health and safety aspect of all employees, associates and customers of the Company. Our manufacturing units ensure zero discharge of industrial effluents into the environment. We take adequate safety measures at Pre-Engineered Building sites, especially during installation to ensure a safe workplace. Further, we provide safety training to workers, provide safety gear and ensure that safe work place practices are followed strictly at all our plant locations and erection sites.

There are many misconceptions about one of our raw materials, asbestos. We use white asbestos (Chrysotile) fibre bound in a cement matrix while manufacturing AC Roofing. Chrysotile is naturally occurring mineral, mined and imported in pallets. Since it is not sprayed, fibre emission is fully controlled. Fibre concentration at our production facilities is better than international norms and we ensure zero discharge of industrial effluent. Regular health check-ups for all of our employees confirm the absence of any asbestos- related disease over decades of service. We ensure the highest level of safety for our employees and the community. Living and working under an Everest Roof is safe.

Research and Development (R&D)

Everest's Research and Development division based in Lakhamapur works has received recognition from Department of Science and Industrial Research (DSIR) and Ministry of Science and Technology (MoST). The R&D department is actively involved in process and product development with a clear focus on cost and value optimization. Key R&D activities during the year included development of special quality solutions and colour application for fibre cement products and new designs for fibre cement boards. In the steel building division, the R&D department initiated projects for faster manufacturing throughput, scrap reduction and better material flow for faster erection planning,

Human Resources

The employees of Everest are its greatest assets. Attracting and motivating the best available talent is essential to achieve our growth plans. Everest provides a collaborative work environment that fosters ethical behavior, mutual respect and responsibility in the most efficient manner.

Some of the key human resource development initiatives are:

Individual development and Training: Human resources development at Everest is driven towards enhancing performance and individual development. Feedback sessions are conducted 4 times in a year. Assessment of training needs are discovered and implemented.

Employee Engagement: Participation in various competitions within and outside the company such as 5-S activities, Kaizen improvements and Quality Circle activities are encouraged. Team members are involved in a number of work related projects, learning clubs, inter-corporate and inter-zone cricket matches and recreation activity which helps them engage with other employees and build trust.

Rewards: The Employee Stock option Scheme for senior management grants them the option to acquire shares of the company. The employees are also rewarded for achieving targets under Everest's Excellence Bonus Scheme and Everest Champions Scheme.

The Company had 1738 employees on its rolls as at 31 March 2015.

Beyond Business

Imparting a positive impact to the community in which it operates is a true test of the company's contribution to society. Everest endeavours to make a positive difference in the community's surrounding areas of operation.

- **Individual Social Responsibility:** Everest has initiated a drive to inculcate the habit of social responsibility in every team member. Every officer in the company has committed to social service for 4 hours in every calendar year. The results have been positive and have helped ensure that the CSR budgets of the company provide maximum positive impact because of their personal involvement.
- **Flood Relief:** The company and its employees contributed generously to the Prime Minister's Relief Fund to provide assistance to victims of devastating floods in Jammu and Kashmir in September 2014.
- **Skill Development:** Various activities were undertaken at different locations. Training for mobile repairing and sewing is an ongoing program for local youth and women in Bhagwanpur (Uttarakhand). This skill training creates opportunities for self-employment. Computer centers in Kymore, Kolkata and Bhagwanpur were established.
- **Roofing Training:** There is a huge demand for skilled manpower and contract labour. Everest has initiated roof sheet erection training program to train marginal workers with advance skills in roof fixing. This will align them to construct a better quality roofing and have a positive impact on their employability, volume of contracting jobs and their margins.
- **Health and Sanitation:** Everest participated in the Swachh Bharat Mission and constructed 17 toilets in 9 schools at 7 different locations to directly benefit more than 1800 children. The Company is also actively working with various CSR Divisions of public sector companies to develop toilet models for rapid construction and delivery. Awareness sessions on health and HIV/AIDS were conducted at various plant locations. Annual blood donation camps and eye check-up camps were also conducted.
- **Environment:** Podanur Works in Tamil Nadu has initiated a 500KW Solar Power generation facility to use green power in our manufacturing process. The project has also led to cost savings. Plantation drives have been undertaken at various plant locations at identified schools, hospitals and community playgrounds.
- **Sports:** Encouraging sports is essential to chanellise the energy of the youth and to make health an important agenda in the community. The sports facilities at our plant locations have been used to promote sport in rural areas by initiating football and badminton tournaments in Podanur and Kymore.
- **Partnering with NGOs:** We support various established NGOs who work at a grass root level. Salaam Bombay Foundation conducts life skill program in schools in Maharashtra with a focus on health and education. Everest has initiated a long duration program in schools in Nashik region. The Indian Heritage Society is involved in conserving urban green spaces. Everest has supported their Art in the Park initiative in Mumbai. The Company has also initiated formation of Everest Foundation to have a deeper focus on Corporate Social Responsibility for the company.

NOTICE

Notice is hereby given that the Eighty Second Annual General Meeting (AGM) of the Members of Everest Industries Limited will be held at the Registered Office of the Company at GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra) on Wednesday, the 26th August, 2015 at 11.00 a.m. to transact the following businessess:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To declare dividend on equity shares for the year ended 31st March, 2015.

3. To appoint a Director in place of Mr. M.L. Gupta (DIN 00088685), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

4. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the Sections 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendation of Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on 30th July, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 015125N) are appointed as the statutory auditors of the Company to hold office till the conclusion of the 84th AGM to be held in the financial year ending 2017.

   RESOLVED FURTHER THAT the appointment of statutory auditors be and is hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2016."

SPECIAL BUSINESS

5. To approve the re-appointment of Mr. Y. Srinivasa Rao (DIN 01289086), Whole Time Director designated as Executive Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the re-appointment of Mr. Y. Srinivasa Rao (DIN 01289086) as Whole Time Director designated as Executive Director of the Company for a period of five years with effect from 23rd April, 2015 to 22nd April, 2020 at such remuneration and on such other terms and conditions as set out in the draft Agreement submitted to this meeting and signed by a Director for the purpose of identification, the details of the same are mentioned below:

Particulars	Amount
Basic Salary	₹ 3,90,000 per month (in the grade of ₹ 3,50,000 – 45,000- 8,00,000)
Perquisites	125% of Basic Salary
Provident Fund/Superannuation/ Annuity Fund/NPS	As per Company's Rules
Performance Incentive	As may be decided by the Board of Directors and Nomination and Remuneration Committee of the Board.
Interest subsidy	As per Company's Rules

   RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of the said re-appointment and/or the agreement in such manner as may be agreed to between the company and Mr. Y. Srinivasa Rao.

   RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Y. Srinivasa Rao, the Company has no profits or its profits are inadequate, the Company will pay remuneration as per Schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

   RESOLVED FURTHER THAT Mr. Y. Srinivasa Rao shall be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

6. To approve the revision in salary of Mr. Aditya Vikram Somani (DIN 00046286), Whole Time Director designated as Chairman of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   RESOLVED THAT in partial modification of Ordinary Resolution no. 6 passed at the 80th Annual General Meeting held on 26th July, 2013 and Special Resolution No. 10 passed at the 81st Annual General Meeting held on 30th July, 2014 for the appointment and terms of remuneration of Mr. Aditya Vikram Somani (DIN 00046286), Whole Time Director designated as Chairman of the Company pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and any amendment thereto from time to time, the Company hereby approves the revision in salary grade and commission payable to Mr. Aditya Vikram Somani with authority to the Board of Directors to fix his salary within the grade and Mr. Aditya Vikram Somani shall be entitled to a commission of upto 2% of net profits of the Company with effect from 1st April, 2015 for the remaining tenure of his contract as set out in the explanatory statement annexed hereto and the draft Supplemental Agreement submitted to this meeting signed by a Director for the purpose of identification.

   RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Aditya Vikram Somani, the Company has no profits or its profits are inadequate, the Company will pay the remuneration as per schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the Schedule V, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

7. To approve the revision in salary of Mr. Manish Sanghi (DIN 00088527), Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   RESOLVED THAT in partial modification of Ordinary Resolution no. 7 passed at the 80th Annual General Meeting of the Company held on 26th July, 2013 and Special Resolution No. 11 passed at the 81st Annual General Meeting of the Company held on 30th July, 2014 for the appointment and terms of remuneration of Mr. Manish Sanghi (DIN 00088527) as Managing Director pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and any amendment thereto from time to time, the Company hereby approves the revision in salary grade applicable to Mr. Manish Sanghi with authority to the Board of Directors to fix his salary within the grade, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April, 2015 for the remaining tenure of his contract as set out in the explanatory statement annexed hereto and the draft Supplemental Agreement submitted to this meeting signed by a Director for the purpose of identification.

   RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Manish Sanghi, the Company has no profits or its profits are inadequate, the Company will pay the remuneration as per schedule V of the Companies Act, 2013, in case the Company pays in excess of the said limits as specified in the schedule V, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

8. To approve the Commission to Non-executive Directors and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the provisions of the Articles of Association of the Company, if any, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 be paid and distributed among the directors of the Company or some or any of them (other than the Managing Director and Whole Time Directors) in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year commencing from 1st April, 2015."

9. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 00239) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration of ₹4,80,000/-.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To determine the office of Mr. Manish Sanghi (DIN: 00088527), Managing Director of the Company, as liable to retire by rotation and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT Mr. Manish Sanghi (DIN 00088527), Managing Director of the Company shall be liable to retire by rotation."

11. To authorise Board for further issue of shares to employees under employees stock option scheme and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

    "RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder [including any statutory modification(s) or re-enactment thereof], the provisions of Articles of Association and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI Regulations"), the Listing Agreement entered into by the Company with the Stock Exchanges where securities of the Company are listed and any other applicable laws for the time being in force and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee or such other Committee which the Board might constitute, to exercise its powers, including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Board to grant to such employees (including to the Managing /Whole-time Director(s) of the Company), as may be decided by the Board in its sole discretion, as are in the permanent employment of the Company in the management staff, at the time when the grant is made, equity stock options (the "Options") not exceeding 180,000 (One Lac Eighty Thousand) Options under the Employees' Stock Option Scheme (ESOS-2015) during the financial year 2015-2016 (the "Scheme") each such Option being convertible into one equity share of face value of ₹ 10/- each on payment of such exercise price as may be decided by the Board and to issue and allot to such employees such number of equity shares of the Company, at such price, in such manner, during such period, in one or more tranches and on such terms and conditions, as the Board may decide, provided that the equity shares so allotted shall not in the aggregate exceed 180,000 (One Lac Eighty Thousand) Equity Shares in the Company.

    RESOLVED FURTHER THAT the equity shares so issued or allotted shall rank pari passu in all respects with the existing equity shares of the Company.

    RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form and terms of the issue, the issue price and all other terms and matters connected therewith, and to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable for such purpose, including steps for listing of the equity shares allotted under the Scheme, and to make and accept any modifications in the proposal, including to withdraw, suspend or revive the Scheme from time to time, as may be required by the authorities entrusted with the power to regulate such issues and to settle any questions or difficulties that may arise in regard to the issue of equity shares under the Scheme and seek modifications, alterations or revisions are not detrimental to the interests of the employees.

    RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division and other corporate actions, the Board is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the employees.

    RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

By Order of the Board
For Everest Industries Limited

Neeraj Kohli
Company Secretary & Head-Legal
Membership No. FCS 3089

Mumbai, 22nd April, 2015

Regd. Office: Gat 152, Lakhmapur, Taluka Dindori
Nashik- 422202, Maharashtra
Tel : 02557-250375/462, Fax : 02557-250376
CIN: L74999MH1934PLC002093
E-mail : compofficer@everestind.com

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th August, 2015 to 26th August, 2015 (both days inclusive) in connection with AGM and payment of dividend for the financial year ended 31st March, 2015.

4. The dividend as recommended by the Board of Directors, if approved by the Shareholders at the 82nd Annual General Meeting, shall be paid to those members whose names stand on the Register of Members of the Company on 26th August, 2015. The dividend in respect of shares held in dematerialized form in the depository system will be paid to the beneficial owners of the shares as on the closing hours of business on 19th August, 2015 as per the list provided by the respective Depositories for this purpose.

5. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th July, 2014 (date of last Annual General Meeting) on the website of the Company (www.everestind.com), as also on the website of the Ministry of Corporate Affairs.

6. A brief resume of Directors to be re-appointed, nature of their expertise, names of Companies in which they hold directorship and membership/ chairmanships of the Board Committees, shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the stock exchanges are given in the annexure to this Notice.

7. Copy of the Annual Report 2014-15 is being sent by electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report, 2014-15 are being sent by the permitted mode.

8. The Certificates received from the Auditors of the Company that Employee Stock Option Schemes i.e. ESOS 2009, ESOS 2010, ESOS 2011, ESOS 2012 and ESOS 2014 have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed at the relevant Annual General Meeting of the Company are open for inspection at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of AGM.

9. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

11. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

12. The Company is providing facility for voting by electronic means and the business may be transacted through such voting.

13. The facility for voting, through ballot or polling paper will also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the meeting.

14. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

15. Members may also note that the Notice of the 82nd AGM and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website www.everestind.com. The physical copies of the documents will also be available at the Registered Office for inspection between 11.00 a.m. to 1.00 p.m. on any working day up to the date of AGM.

16. **Voting through electronic means**

    I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015

('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 82nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 22nd August, 2015 (9:00 am) and ends on 25th August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "Everest Industries e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Everest Industries Limited.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to everestscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) **EVEN** (E Voting Event Number), **USER ID and PASSWORD/PIN are enclosed in a separate sheet sent alongwith AGM notice.**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th August, 2015.

X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mr. Tanuj Vohra, Company Secretary (Membership No. 5621) of M/s. Tanuj Vohra & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.everestind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him and the same shall be communicated to BSE and NSE.

EXPLANATORY STATEMENT

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is annexed to and forms part of the Notice convening the 82nd Annual General Meeting:

Item No. 5

The re-appointment of Mr. Y. Srinivasa Rao, Whole Time Director designated as Executive Director of the Company was for a period of three years with effect from 23rd April, 2012 to 22nd April, 2015. The Nomination and Remuneration Committee in their meeting held on 25th March, 2015 have recommended the re-appointment of Mr. Rao as Executive Director for a further period of 5 years to the Board of Directors for approval. The Board of Directors in their meeting held on 25th March, 2015 have re-appointed Mr. Rao as Whole Time Director designated as Executive Director of the Company for a further period of five years with effect from 23rd April, 2015 to 22nd April, 2020 subject to the approval of the shareholders of the Company. The Board in their meeting held on 22nd April, 2015, fixed the basic salary of Mr. Rao at ₹3,90,000/- p.m., in the salary grade of ₹3,50,000-45,000 - 8,00,000, subject to the approval of the Members of the Company. The remuneration payable to Mr. Rao shall be effective from 1st April, 2015.

Mr. Rao graduated with B.Sc. in Mechanical Engineering and has a total experience of around 29 years in multi-cultural and international environment. Mr. Rao joined the Company in 1997 and had an outstanding and rewarding career in the Organisation, with a rich and varied experience of handling manufacturing, project management, technology transfer and Research and Development initiatives.

The terms of re-appointment and remuneration payable to Mr. Rao, inter alia, contain the following principal terms and conditions :

(i) Basic Salary : ₹3,90,000/- p.m.
(in the grade of ₹3,50,000-45,000 - 8,00,000)

The annual increments will be effective from 1st April each year and will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company on the basis of merit and performance of the Company.

(ii) Perquisites & Allowances

In addition to salary, Mr. Rao shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Executive Director, aggregate of perquisites and allowances will be subject to a maximum of 125% of the basic salary per month.

Perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Provision of car with driver and communication facilities shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Mr. Rao shall also be entitled to club fees, medical insurance for self & family and personal accident insurance.

(iii) Provident Fund, Superannuation/Annuity Fund/NPS

Mr. Rao shall be entitled to the Company's contribution to Provident Fund, Superannuation or Annuity Fund or NPS and Gratuity payable as per the rules of the Company.

(iv) Performance Incentive

Remuneration by way of performance incentive in addition to the salary, perquisites and allowances shall be payable for each financial year of an amount as may be determined by the Nomination and Remuneration Committee and as decided by the Board of Directors of the Company in their sole discretion, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to Mr. Rao will be decided by the Board and the Nomination and Remuneration Committee of the Board entirely at its discretion.

(v) Interest Subsidy

Mr. Rao shall also be entitled to interest subsidy as per Company's Housing Loan Assistance Scheme.

(vi) Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Rao, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013.

(vii) Annual Leave

Thirty (30) days for every completed year of service. Encashment of leaves will not be included in the computation of the ceiling on perquisites.

The terms and conditions of Mr. Rao's appointment as Executive Director may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee/ Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereto made hereafter in this regard.

In compliance with the provisions of the Companies Act, 2013, the terms of appointment as specified in the agreement are now being placed before the Members for their approval as Special Resolution at Item No 5 of the Notice.

The draft Agreement to be entered into between the Company and Mr. Y Srinivasa Rao is open for inspection at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of AGM.

The Board commends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Except Mr. Y Srinivasa Rao, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Mr. Aditya Vikram Somani was re-appointed as Whole Time Director designated as Chairman of the Company for a period of three years with effect from 21st June, 2013 to 20th June, 2016 on a salary of ₹6,50,000/- per month in the grade of ₹6,50,000–1,00,000-11,50,000. The terms of re-appointment of Mr. Somani including remuneration were approved by the members by ordinary resolution in the Annual General Meeting held on 26th July, 2013 and subsequently approved by the members by special resolution in the Annual General Meeting held on 30th July, 2014.

The Board of Directors in their meeting held on 22nd April, 2015 on the recommendation of Nomination and Remuneration Committee have revised w.e.f. 1st April, 2015 the salary of Mr. Aditya Vikram Somani to ₹13,50,000/- p.m. in the revised salary grade of ₹12,50,000 – 1,00,000 – 20,50,000 for the remaining tenure of his contract i.e. upto 20th June, 2016, with authority to the Board to fix his salary within the grade from time to time. The annual increments will be effective 1st April, each year and will be decided by the Nomination and Remuneration Committee and the Board on the basis of merit and performance of the Company. The Board in their meeting held on 22nd April, 2015 have also revised commission payable to Mr. Aditya Vikram Somani shall be upto 2% of net profits of the Company instead of 2% of net profits w.e.f. 1st April, 2015

All other terms and conditions of the appointment of Mr. Somani will remain unchanged. The Board commends the Special Resolution set out at Item no. 6 of the Notice for approval by the Members.

The draft Supplemental Agreement between the Company and Mr. Somani is available for inspection by the Members of the Company at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day up to the date of AGM.

Except Mr. Aditya Vikram Somani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Mr. Manish Sanghi was re-appointed as Managing Director of the Company for a period of three years with effect from 1st October, 2013 to 30th September, 2016 on a basic Salary of ₹3,10,000/- per month in the grade of ₹3,10,000–40,000-4,70,000. The terms of re-appointment of Mr. Sanghi, including subsequent increase in his salary together with such perquisites, allowances and performance incentives were approved by the members by ordinary resolution in the AGM held on 26th July, 2013 and subsequently approved by the members by special resolution in the AGM held on 30th July, 2014.

The Board of Directors in their meeting held on 22nd April, 2015 on the recommendation of Nomination and Remuneration Committee have revised w.e.f. 1st April, 2015 the basic salary of Mr. Sanghi to ₹5,00,000/- p.m. in the revised salary grade of ₹4,50,000-60,000-11,00,000 for the remaining tenure of his contract i.e. upto 30th September, 2016, with authority to the Board to fix his salary within the grade from time to time. The annual increments will be effective 1st April, each year and will be decided by the Nomination and Remuneration Committee and the Board on the basis of merit and performance of the Company.

All other terms and conditions of the appointment of Mr. Sanghi will remain unchanged. The Board commends the Special Resoulation set out at Item no.7 of the Notice for approval by the Members.

The draft Supplemental Agreement between the Company and Mr. Sanghi, is available for inspection by the Members of the Company at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day up to the date of AGM.

Except Mr. Manish Sanghi, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice for the approval by the members.

Item No. 8

The Shareholders of the Company at the 78th AGM held on 22nd July, 2011, had by a special resolution approved the payment of remuneration by way of commission to non-executive directors, such remuneration not to exceed 1% of the net profits of the Company for each year for a period of 5 years commencing from 1st April 2011 to 31st March, 2016.

Although the approval is valid until 31st March, 2016, the resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to continue payment of commission to non-executive directors. The Board of Directors will determine each year the specific amount to be paid as commission to the non-executive directors, which shall not exceed 1% of the net profits of the company for that year, as computed in the manner referred to in Section 198 of the Act. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and committees thereof, if any.

The Board commends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members.

Except non-executive directors, none of the other Directors, Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Chandra Wadhwa & Co., Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No. 10

The Company adopted new Articles of Association (AOA) in the Annual General Meeting of the Company held on 30th July, 2014. The earlier AOA said that the Managing Director will not retire by rotation. The new AOA do not mention anything about the retirement by rotation of Managing Director. The Board in their meeting held on 22nd April, 2015 has made Mr. Manish Sanghi liable to retire by rotation.

The Board commends the Ordinary Resolution set out at Item No.10 of the Notice for approval by the Members.

Except Mr. Manish Sanghi, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 10 of the Notice.

Item No. 11

The Board of Directors of your Company has approved an Employees' Stock Option Scheme for the Financial Year 2015-2016 (ESOS-2015) (the "Scheme") in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI Regulations") with the objective of strengthening employee bonds with the Company and creating a sense of ownership. Your Board felt it appropriate to extend ESOS to permanent employees in the management staff, including Managing Director and Whole-time Director(s) in order to motivate and retain the best talent. Further, fresh Equity Shares are proposed to be issued under ESOS 2015 by the Company and the Scheme will be managed directly by the Company.

Regulation 6(1) of SEBI (Share Based Employee Benefits) Regulations, 2014 requires the approval of the Company's shareholders by means of a Special Resolution for allotment of shares to employees of the Company under ESOS. The Special Resolution is set out at Item No.11 of the Notice.

The salient features of ESOS 2015 are as under:

(a) Total number of Options to be granted

The aggregate number of Options to be granted under the said Scheme is 180,000 (One Lac Eighty Thousand). Each Option shall entitle the holder thereof to apply for and be allotted one fully paid Equity Share of ₹10/- at a price determined in accordance with the formula stated in para (f) below.

The Options granted to the employees shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

(b) Class of employees eligible for ESOS – 2015

Such employees as are in the permanent employment of the Company in the management staff including the Managing/Whole-time Director(s) at the time when the grant is made and as may be decided by the Board, are eligible to participate in the said Scheme.

The persons not eligible for grant of Options:

- An employee who is a promoter or belongs to the promoter group; or
- A director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company at the time of grant of options; or
- Independent Directors

(c) Requirements & Period of Vesting

The vesting period is one year from the date of grant of Options to the concerned employees. The requirements of vesting and period of vesting shall be mentioned in the Grant Letter to be issued to eligible employees. No employee can exercise his/her right during this vesting period. The basic condition for vesting is continued employment.

(d) Maximum period within which the options shall be vested

All the Options granted will vest at the end of one year from the date of grant of Options.

(e) Exercise period and process of exercise

The exercise period shall commence from the date of expiry of vesting period and will expire after four years from the date of expiry of vesting period. Special provisions shall apply in case of resignation, death, disability, retirement or misconduct of any employee. Any eligible employee may exercise the Options vested in him/her during the exercise period by submitting an acceptance in writing.

(f) Exercise Price

The exercise price for the Options will be decided by the Board, but such a price shall not be less than the previous two weeks' average closing price or closing price of the Company's shares on the Stock Exchange on the date prior to the date of grant of the Options, whichever is less. The Board shall be authorized to grant a further discount not exceeding 15% on the above price. However, the Exercise Price shall not be less than the par value of the Equity Shares of the Company.

(g) Appraisal process for determining the eligibility of employees to the ESOS

The appraisal process to be followed for grant of Options would, inter alia, take into consideration the performance rating, individual contribution towards the Company's business performance and potential for growth.

(h) Maximum number of Options / Quantum of benefits to be granted per employee and in the aggregate

An employee may be granted Options not exceeding 30,000 (Thirty Thousand) Options and the aggregate of all such Options to the eligible employees shall not exceed 180,000 (One Lac Eighty Thousand) Options.

(i) Adjustments in case of Corporate Actions

A fair and reasonable adjustment shall be made by the Board to the number of Options and to the exercise price in case of corporate actions such as Rights Issue, Bonus Issue, Merger, Sale of Divisions and others between the date of grant of Options and the exercise of the Options.

(j) The Company shall conform to the accounting policies specified in the said SEBI Regulations, as may be applicable.

(k) The Company will value its Options on the basis of intrinsic value.

(l) The difference between the employee compensation cost computed on the basis of the intrinsic value method and the employee compensation cost calculated on the basis of the fair value method for the Options and also the impact of this difference on the profits and on earnings per share (EPS) of the Company, shall be disclosed in the Directors' Report.

MONITORING AND ADMINISTRATION

The Board has already in place a Compensation Committee referred to as 'Nomination and Remuneration Committee' which shall be responsible for formulation of Policy and Rules. However, certain members of Senior Management will be empowered to administer and monitor the Scheme as per the approved Policy and Rules.

The decision of the Board / Nomination and Remuneration Committee of Directors on all matters/issues pertaining to said ESOS-2015 Scheme shall be final and binding on the eligible employees of the Company.

Section 62(1)(b) of the Companies Act, 2013 provides that allotment of Equity Shares to Employees under a Scheme of Employee Stock Options shall require approval of the Members in General Meeting. The consent of the Members is, therefore, sought to authorize the Board of Directors to issue the equity shares under the Scheme in the manner set out in the Special Resolution at Item No.11 of the Notice. The Special Resolution proposed to be passed is as per and in accordance with the said SEBI Regulations.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval of the Members.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution set out at Item No. 11 to the extent of the equity shares / options already held by them and the options which may be granted to them under the ESOS 2015.

By Order of the Board
For Everest Industries Limited

Neeraj Kohli
Company Secretary & Head-Legal
Membership No. FCS 3089

Mumbai, 22nd April, 2015

Regd. Office: Gat 152, Lakhmapur, Taluka Dindori
Nashik- 422202, Maharashtra
Tel : 02557-250375/462, Fax : 02557-250376
CIN: L74999MH1934PLC002093
E-mail : compofficer@everestind.com

ANNEXURE TO THE NOTICE DATED 22ND APRIL, 2015 - ITEM NOS. 3 and 5 DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Name of Director	Mr. M.L. Gupta	Mr. Y. Srinivasa Rao
Date of Birth	03.02.1941	16.06.1963
Date of appointment	08.07.2002	23.04.2007
Expertise in specific functional areas	Technical/ General Management	Manufacturing Operations
Qualifications	B.Tech. (Hons)	B.Sc. Engg. (Mech)
List of Directorship held in other Companies as on 31st March, 2015	None	Everest Building Solutions Ltd.
Chairman/Member of the Committees of the Board of Public Companies on which he/she is a Director as on 31st March, 2015 (Mandatory only)	None	None
Shareholding in the Company as on 31st March, 2015	60,000	7150
Relationship with other Directors	None	None

BOARD'S REPORT

To The Members of

Everest Industries Limited

Your Directors are pleased to present the Eighty Second Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

(₹ in lacs)

Particulars	Financial Year ended			
	Standalone		Consolidated	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Net Revenue from operations & Other Income	124,095.26	104,758.85	124,172.28	104,758.86
Profit before Depreciation & Finance Costs	9,239.09	5,219.09	9,241.84	5,206.22
Less : Depreciation	2,542.36	2,672.04	2,542.36	2,672.04
- Finance Costs	1,869.47	1,256.90	1,869.47	1,256.90
Profit before Tax	4,827.26	1,290.15	4,830.01	1,277.28
Tax Expense	1,406.63	375.19	1,407.04	375.19
Profit for the year	**3,420.63**	**914.96**	**3,422.97**	**902.09**
Add: Balance in Profit & Loss Account	18,302.48	17,923.85	18,289.61	17,923.85
Profit Available for Appropriation	21,723.11	18,838.81	21,712.58	18,825.94
Appropriations:				
General Reserve	350.00	91.90	350.00	91.90
Dividend	764.55	379.87	764.55	379.87
Tax on dividend	152.87	64.56	152.87	64.56
Closing Balance	**20,455.69**	**18,302.48**	**20,445.16**	**18,289.61**

DIVIDEND

The Board of Directors have recommended a dividend of 50% i.e. ₹5/- per equity share of ₹10/- each for the Financial Year ended 31st March, 2015 subject to approval of the shareholders. The total outgo on account of dividend including tax on dividend will be ₹917.42 Lacs as against ₹444.43 Lacs for the previous financial year.

PERFORMANCE REVIEW

Indian economy witnessed sluggish growth in the first half of 2014. Economic growth and capital investment slowed down due to high interest rates, inflation etc. Signs of recovery started showing up in the second half. Despite the constraints, the Company recorded improved performance. The Highlights of the Company's standalone performance are as under:

1. Driven by growth in both the business segments the Revenue from operations during the year at ₹1,23,049.54 lacs was up 18.86% as compared with ₹1,03,525.16 lacs in 2013-14. Building products and steel building segments recorded a growth of 14.27% and 31.47% respectively in the top line.
2. Production volume recorded healthy growth in both business segments.
   a. In building products segment the production at 7,44,164 MT was higher by 21.9% over 6,10,614 MT in 2013-14.
   b. In steel buildings segment the production at 31,969 MT was up by 15.5% over 27,677 MT in 2013-14.
3. Operating Profit (EBIDTA) at ₹8,193.37 lacs was up by 105.6% over ₹3,985.40 lacs in 2013-14
4. Improved operating performance increased Profit before Tax by 274.16% to ₹4,827.26 lacs compared to ₹1,290.15 lacs in the earlier year.
5. Cash profit was ₹6,155.53 lacs as compared to ₹3,962.19 lacs in the previous year.

The consolidated revenue from operations of the Company for the year ended 31st March, 2015 was ₹1,23,126.43 lacs up by 18.93% from ₹1,03,525.16 lacs in the previous year.

The consolidated operating profits before other income and depreciation increased by 132.97% on a year on year basis from ₹2,715.62 lacs in the previous year to ₹6,326.52 lacs in the current year. Profit after tax was higher by 279.45% at ₹3,422.97 lacs as against ₹902.09 lacs in the previous year.

TRANSFER TO RESERVES

The Company proposes to transfer ₹350.00 lacs to the general reserves.

NEWLY COMMISSIONED PROJECT

During the year, the Company's Steel Building Plant at Dahej, Gujarat has commenced commercial production.

NEW PROJECTS

The Company is in the process of setting up of a 72,000 M.T. P.A. Fibre Cement Boards Plant in UAE through its wholly owned subsidiary Company in Mauritius to cater the Middle East Markets.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 ('Act') for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act, Mr. M.L. Gupta, Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.

The Board of Directors in their meeting held on 25th March, 2015 have re-appointed Mr. Y. Srinivasa Rao as Whole Time Director designated as Executive Director of the Company for a period of five years w.e.f. 23rd April, 2015 to 22nd April, 2020 subject to the approval of the shareholders of the Company. The resolution pertaining to his re-appointment & the remuneration payable to him is set out at item no. 5 of the Notice and relevant Explanatory Statement.

The salary of Mr. A.V. Somani, Chairman and Mr. Manish Sanghi, Managing Director has been revised w.e.f. 1st April, 2015 as set out in item nos. 6 & 7 of the notice respectively and relevant Explanatory Statement. The resolutions are commended to the Members for approval.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board of Directors in their meeting held on 30th July, 2014 had fixed the term of Independent Directors to a maximum period of 9 years on the Board of the Company. Mr. Sandeep H Junnarkar, Director of the Company on completion of nine years on the board of the Company resigned w.e.f. 7th November, 2014.

The Board places on record its appreciation for the invaluable contribution and guidance provided by Mr. Sandeep H Junnarkar during his tenure as Director of the Company.

During the year, Mr. Manish Sanghi, Managing Director, Mr. Rakesh Kumar Gupta, Chief Financial Officer and Mr. Neeraj Kohli, Company Secretary have been designated as Key Managerial personnel w.e.f. 1st April, 2014.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the drafts forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman, Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

During the year, the Company has conducted Familiarization Programme for the Independent Directors. The Familiarization Programme Module is available on the Company's website at http://www.everestind.com/about-us/board-directors

SUBSIDIARIES

The Company has three subsidiaries viz., Everest Building Products in Mauritius, Everestind FZE in Jebel Ali Free Zone, Dubai, UAE and Everest Building Products LLC in Ras Al Khaimah, UAE. In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of the Board's Report as Annexure - 1.

FIXED DEPOSITS

Your Company has not invited or accepted any fixed deposits from the public and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. A separate Report on Corporate Governance along with Certificate from M/s. Tanuj Vohra & Associates, Practicing Company Secretaries on compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges is provided as part of this Annual Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into a contract / arrangement with M/s. Simplex Infrastructures Limited in the ordinary course of business and on arm's length basis. As per the Policy on materiality of related party transactions and dealing with related party transactions, the contract with M/s Simplex Infrastructures Limited is not a material related party transaction. Therefore, disclosure in Form AOC-2 is not required. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.everestind.com/about-us/share-holder-information.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: http://www.everestind.com/corporate-social-responsibility. The Company has identified four focus areas of engagement which are as under:

1. Environmental sustainability
2. Employment enhancing vocational skills
3. Health, hygiene & sanitation
4. Promotion of education
5. Promotion of sports

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Act. During the year, the Company has spent ₹44.50 Lacs out of ₹110.56 lacs on CSR activities. As the Company was in the process of setting up a frame work for undertaking CSR activities and identifying CSR projects thus it could not spend 2% of the average net profit of the Company. The financial data pertaining to the Company's CSR activities for the Financial Year 2014-15 is attached in the prescribed format in Annexure -2 to the Board's Report.

The Company has formed a trust by the name 'Everest Foundation' on 31st March, 2015 to undertake CSR activities on behalf of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.

EMPLOYEES' STOCK OPTION SCHEME

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable SEBI Guidelines.

The applicable disclosures as stipulated under the SEBI Guidelines as on March 31, 2015 with regard to the Employees' Stock Option Schemes (ESOS) are provided in Annexure 3 to the Board's Report.

The Company has received certificates from the Statutory Auditors of the Company that the Schemes have been implemented in accordance with the SEBI Guidelines and the resolution passed by the members. The certificates would be placed at the Annual General Meeting for inspection by the members.

AUDITORS

At the Annual General Meeting held on 30th July, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 84th AGM, to be held in the year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2015-16 is placed for ratification by the shareholders.

COST AUDITORS

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company has been carrying out audit of cost records.

The Board of Directors on the recommendation of Audit Committee has appointed M/s. Chandra Wadhwa & Co., Cost Accountants as Cost Auditor to audit the cost records of the Company for the financial year 2015-16. As required under the Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

SECRETARIAL AUDITORS

The Board has appointed M/s Tanuj Vohra & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the financial year 2014-15 as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2014-15 is attached as Annexure 4 to the Board's Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES:

AUDIT COMMITTEE

The Audit Committee of the Board comprises of Mr. M.L. Narula (Chairman), Mr. M.L. Gupta (Member), Mr. B.L. Taparia (Member) and Mrs. Bhavna G Doshi (Member). For details, please refer to Corporate Governance Report attached to this report.

NOMINATION AND REMUNERATION COMMITTEE

The Committee oversees and administers executive compensation, operating under the policy adopted by the Board.

The Nomination and Remuneration Committee of the Board comprises of Mr. M.L. Narula (Chairman), Mr. M.L. Gupta (Member), Mr. Amitabh Das Mundhra (Member) and Mr. B.L. Taparia (Member). For details, please refer to Corporate Governance Report attached to this report.

The Nomination and Remuneration Committee has framed the Nomination, Remuneration and Board Diversity Policy. A copy of Nomination, Remuneration and Board Diversity Policy is appended as Annexure 5 to the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has laid out the Company's policy on Corporate Social Responsibility (CSR), and the CSR activities of the Company are carried out as per the instructions of the Committee.

The CSR Committee of the Board comprises of Mr. A.V. Somani (Chairman), Mr. M.L. Gupta (Member), Mr. M.L. Narula (Member), Mr. Manish Sanghi (Member) and Mr. Y. Srinivasa Rao (Member). The CSR Policy is available on Company's website at the link: http://www.everestind.com/corporate-social-responsibility.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee reviews and ensures redressal of investor grievances. For details, please refer to Corporate Governance Report attached to this report.

The Stakeholders Relationship Committee of the Board comprises of Mr. M.L. Gupta (Chairman), Mr. A.V. Somani (Member) and Mr. Manish Sanghi (Member).

VIGIL MECHANISM POLICY

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement for directors and employees to report concerns about unethical behavior, actual or suspected fraud. Protected disclosures can be made by a whistle blower in writing to the Ombudsman and under the said mechanism no person has been denied direct access to the chairperson of the Audit Committee.

The Vigil Mechanism Policy may be accessed on the Company's website at the link: http://www.everestind.com/about-us/share-holder-information.

RISK MANAGEMENT

During the year, directors have framed a Risk Management Policy to mitigate the risks. The Company manages and monitors the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Quarterly risk analysis reports are reviewed and discussed in the Board Meetings.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

NUMBER OF MEETINGS OF THE BOARD

The Board met six times during the Financial Year 2014-15, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Listing Agreement.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

The details of investments covered under the provisions of Section 186 of the Companies Act, 2013 are disclosed in the Note No. 2.10 to the Standalone Financial Statement. The Company has not given any loans, and guarantees under Section 186 of the Act during the Financial Year 2014-15.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The required particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required are appended as Annexure 6 to the Board's Report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, and Extract of Annual Return in the prescribed format is appended as Annexure 7 to the Board's Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in Annexure 8 to the Board's Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure 9 to the Board's Report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

HUMAN RESOURCES

The Company has continuously adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities. Everest's people centric focus providing an open work environment fostering continuous improvement and development helped several employees realize their career aspiration during the year.

INDUSTRIAL RELATIONS

During the year, the industrial relations at all the works of the Company were cordial.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to the Company's business associates, trade partners, dealers, customers, shareholders, vendors, bankers, technology providers and other stakeholders all over India and overseas for the continued support and co-operation extended by them to the Company during the year. Your Board also thanks the Government of India, State Governments and other Government Authorities for their continued support and encouragement to the Company and look forward to their support in future.

Your Directors especially wish to place on record their sincere appreciation of the efficient services rendered by the Company's motivated team members from all Zones, Works and Offices.

For and on behalf of the Board

Manish Sanghi	**Y. Srinivasa Rao**
Managing Director	Executive Director

Mumbai, 22nd April, 2015

ANNEXURE - 1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES.

(Pursuant to first proviso to Sub-Section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014-AOC-1)

PART A: SUBSIDIARIES

(₹ in Lacs)

Name of the subsidiary	Everest Building products LLC*	Everest Building Products Mauritius	Everestind FZE
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	07.12.2014 To 31.03.2015	01.04.2014 To 31.03.2015	01.04.2014 To 31.03.2015
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	AED ₹ 17.02	USD ₹ 62.59	AED ₹ 17.02
3. Share capital	0	773.23	170.55
4. Reserves & surplus	-0.73	-17.08	-2.65
5. Total assets	297.68	759.50	444.05
6. Total Liabilities	298.41	3.35	276.15
7. Investments	-	170.54	-
8. Turnover	-	76.89	-
9. Profit before taxation	-	2.75	-
10. Provision for taxation	-	0.41	-
11. Profit after taxation	-	2.34	-
12. Proposed Dividend	-	-	-
13. % of shareholding	-	100%	100%**

*Everest Building Products LLC is Company's subsidiary as the Company controls the composition of its Board of Directors.

**Everestind FZE is the wholly owned subsidiary of the Company's wholly owned subsidiary i.e. Everest Building Products, Mauritius.

PART B: ASSOCIATES AND JOINT VENTURES: Not Applicable

Notes :

1. Everest Building Products, Mauritius was incorporated on 9th September, 2013, Everestind FZE in Jebel Ali Free Zone, Dubai, UAE was incorporated on 18th December, 2013 and Everest Building Products LLC in Ras Al Khaimah UAE was incorporated on 7th December, 2014.
2. Everest Building products LLC and Everestind FZE are yet to commence operations.

For and on behalf of the Board

Manish Sanghi Managing Director	**Y. Srinivasa Rao** Executive Director
Rakesh Kumar Gupta Chief Financial Officer	**Neeraj Kohli** Company Secretary

Mumbai, 22nd April, 2015

ANNEXURE - 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2014-15

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

1.	A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes.	The CSR Policy was approved by the Board of Directors at its meeting held on 30.4.2014 and has been uploaded on the Company's website. A gist of the programs that the Company can undertake under the CSR Policy are mentioned below. The web link of CSR Policy is http://www.everestind.com/corporate-social-responsibility. The Company had proposed to undertake activities relating to Environmental sustainability, Employment enhancing vocational skills, Health, hygiene & sanitation and Promotion of education & sports.
2.	The composition of the CSR Committee	Mr. A.V. Somani - Chairman Mr. M.L. Gupta - Member Mr. M.L. Narula - Member Mr. Manish Sanghi - Member Mr. Y. Srinivasa Rao - Member
3.	Average Net Profit of the company for last 3 financial years	₹5,527.83 lacs
4.	Prescribed CSR expenditure (2% of amount)	₹110.56 lacs
5.	Details of CSR activities/projects undertaken during the year:	
	a) total amount to be spent for the financial year	₹110.56 lacs
	b) amount un-spent, if any	₹66.06 lacs
	c) manner in which the amount spent during financial year, is detailed below:	Details given below:

S. No.	Name of the CSR Project	Activities relating to (one of the items of Schedule VII in which the Projects / programs falls or is related to)	Geographical Location (District & State)	Amount (Outlay) to be spent (₹ in lacs)	Amount spent on projects (₹ in lacs)	Projects implementation details; direct or through implementation Agency
I	Health, Hygiene & Sanitation	Constructing toilets in Govt. schools	Bhagwanpur (Haridwar, Uttarakhand) Ranchi (Jharkhand) Somnathpur (Balasore, Odisha) Podanur (Coimbatore, Tamil Nadu) Nasik (Maharastra) Dahej (Bharuch, Gujarat) Kymore (Katni, M.P.)	6.17	2.97	Directly by the Company
		General Health camps for mother & child	Kymore (Katni, M.P.) Dahej (Bharuch, Gujarat) Nasik (Maharastra)	1.90	Nil	

S. No.	Name of the CSR Project	Activities relating to (one of the items of Schedule VII in which the Projects / programs falls or is related to)	Geographical Location (District & State)	Amount (Outlay) to be spent (₹ in lacs)	Amount spent on projects (₹ in lacs)	Projects implementation details; direct or through implementation Agency
II	Vocational training and skill enhancemet	• Training on computers • Sewing Center	Bhwagwanpur (Haridwar, Uttarakhand) Kymore (Katni, M.P.)	14.33	13.42	PHD Rural Development Foundation and directly by the Company
		• Training on Mobile Repairing	Bhagwanpur (Haridwar, Uttarakhand)	1.70	1.70	PHD Rural Development Foundation
		• Training on Roof Sheet Erection	Bhagwanpur (Haridwar, Uttarakhand)	2.80	1.29	Construction Industry Development Council
III	Environment Sustainability	• Plantation Drive at Govt. lands. • Awareness on Ecological balance • Promoting green environment through retaining park in cities	Somnathpur (Balasore, Odisha), Dahej (Bharuch, Gujarat) New Delhi, Mumbai	11.00	9.64	Directly by the Company and Indian Heritage Society, Mumbai
IV	Promoting Sports	Promoting national sport in rural areas.	Podanur (Coimbatore, Tamil Nadu) Kymore (Katni, M.P.)	8.00	7.69	Directly by the Company
V	Promoting Education	Support to school for various activities as learning aid	Dahej (Bharuch, Gujarat) Kolkata, Kymore, (Katni, M.P.)	4.38	4.36	Directly by the Company
VI	Community Development	Support provided to various community based organizations towards Constructing cow shelter, Bus stand renovation, community function etc.	Somnathpur (Balasore, Odisha), Kymore (Katni, M.P.)	1.31	1.31	Directly by the Company
Total - Direct Expense				**51.59**	**42.38**	
***Total– Indirect Expense**				**2.58**	**2.12**	
Grand Total				**54.17**	**44.50**	

*Though Total indirect CSR expense is ₹6.66 lakhs , however as per the notification of MCA dated 27th Feb. 2014, we have kept indirect expenses at 5 per cent of total direct expense.

6.	In case the company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board's Report	As the company was in the process of setting up a frame work for undertaking CSR activities and identifying CSR projects, thus the company has been able to spend ₹44.50 lacs out of ₹110.56 lacs on CSR activities.

RESPONSIBILITY STATEMENT

We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

For and on behalf of the Board

Mumbai, 22nd April, 2015

Manish Sanghi
Managing Director

A. V. Somani
Chairman, CSR Committee

ANNEXURE 3

STATEMENT PURSUANT TO REGULATION 14 (DISCLOSURE IN THE BOARD'S REPORT) OF SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014.

Pursuant to the Special Resolutions passed by the shareholders in the Annual General Meetings of the Company held on 29.07.2009, 29.7.2010, 22.7.2011, 24.7.2012 and 30.7.2014, the Nomination and Remuneration Committee (earlier known as Remuneration Committee) of the Directors have granted Stock Options to eligible employees and Managing Director/Whole Time Director for the financial years 2009-2010, 2010-2011, 2011-12, 2012-13 and 2014-15 respectively. The Company in its Annual General Meeting held on 26th July, 2013 had passed a Special Resolution approving Employees' Stock Option Scheme 2013 however, no options have been granted by the Company in the financial year 2013-14. The employees are entitled to get one equity share per option. The details of the Stock Options are given here below:

Sl. No.	Description	Particulars of ESOS-2009	Particulars of ESOS-2010	Particulars of ESOS-2011	Particulars of ESOS-2012	Particulars of ESOS-2014
A.	Options granted	1,40,000 options were granted to the employees and Wholetime Directors of the Company on 27.01.2010.	1,47,705 options were granted to the employees and Wholetime Directors of the Company on 18.01.2011.	1,50,720 options were granted to the employees and Wholetime Directors of the Company on 24.01.2012.	1,60,945 options were granted to the employees and Wholetime Directors of the Company on 22.01.2013.	1,40,000 options were granted to the employees and Wholetime Directors of the Company on 21.01.2015.
B.	Pricing formula	@₹169/-	@₹174/-	@₹126/-	@₹268/-	@₹336/-
		Being the average closing price of the share during the two weeks preceding the date of grant of options on BSE/NSE or closing price of the Company's share on that Exchange on the date prior to the date of grant of options, whichever is less.				
		Accordingly, the exercise price has been determined at ₹ 169/- per share. The closing price on BSE on January 25, 2010 was ₹168.55.	Accordingly, the exercise price has been determined at ₹ 174/- per share. The closing price on BSE on January 17, 2011 was ₹173.35.	Accordingly, the exercise price has been determined at ₹ 126/- per share. The closing price on NSE on January 23, 2012 was ₹125.93.	Accordingly, the exercise price has been determined at ₹ 268/- per share. The closing price on NSE on January 21, 2013 was ₹267.45.	Accordingly, the exercise price has been determined at ₹ 336/- per share. The closing price on NSE on January 20, 2015 was ₹335.40.
C.	Options vested	65,320	89,375	99,655	1,39,425	NIL
D.	Options exercised	54,620	9,605	26,805	5,400	NIL
E.	The total number of shares arising as a result of exercise of options.	54,620	9,605	26,805	5,400	NIL
F.	Options Lapsed	10,700	2,210	3,655	6,660	NIL
G.	Variation of terms of options	NIL	NIL	NIL	NIL	NIL
H.	Money realized by exercise of options.	₹92,30,780	₹16,71,270	₹33,77,430	₹14,47,200	NIL
I.	Total number of options in force.	NIL	77,560	69,195	1,27,365	1,40,000
J.	Details of options granted to :					
	(i) Senior Managerial Personnel :					
	(a) Mr. Manish Sanghi, Managing Director	15,000	20,000	20,000	20,000	20,000
	(b) Mr. M. L. Gupta, Director	15,000	-	-	-	-
	(c) Mr. Y. Srinivasa Rao, Executive Director	15,000	15,000	15,000	15,000	15,000
	(d) Mr. Manish Garg, President & Chief Executive (SBS)	7,000	7,000	10,000	10,000	7,000
	(e) Mr. Rakesh Kumar Gupta, CFO	5,000	7,500	7,500	5,250	3,000
	(f) Mr. Rahul Chopra, Sr. Vice President & Head Roofing Business	2,700	3,000	3,000	5,000	4,500
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	None	None	None	None	None

Sl. No.	Description	Particulars of ESOS-2009	Particulars of ESOS-2010	Particulars of ESOS-2011	Particulars of ESOS-2012	Particulars of ESOS-2014
	iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None	None	None	None	None
K.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 Earnings Per Share.	₹ 22.45				
L.	i) Method of calculation of employee compensation cost.	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for stock-based compensation cost for the financial year 2014-15.				
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options.	The employee compensation cost would have increased by ₹40.55 Lakhs				
	iii) The impact of this difference on Profits and on EPS of the Company.	The effect of adopting the fair value method on the net income and earnings per share is presented below:				

		(₹ in lacs)
Net Income reported		3,420.63
Add: Intrinsic Value Compensation Cost		
- Employees Stock Option Scheme 2012		-
Less: Fair value Compensation Cost (Black Scholes Model)		
- Employees Stock Option Scheme 2012		40.55
Adjusted Net Income		3,380.08
Earning Per share	Basic (₹)	Diluted (₹)
As reported	22.45	22.45
As adjusted	22.18	22.18

M.	Weighted average exercise price and weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Options whose exercise price is equal to the market price: Weighted average exercise price: ₹169.00 Weighted average fair value: ₹68.04	Options whose exercise price is equal to the market price: Weighted average exercise price: ₹ 174.00 Weighted average fair value: ₹66.18	Options whose exercise price is equal to the market price: Weighted average exercise price: ₹ 126.00 Weighted average fair value: ₹48.69	Options whose exercise price is equal to the market price: Weighted average exercise price: ₹ 268.00 Weighted average fair value: ₹95.59	Options whose exercise price is equal to the market price: Weighted average exercise price: ₹ 336.00 Weighted average fair value: ₹151.01
N.	A description of the method and significant assumptions used during the year to estimate the fair values of options :	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions
	(i) risk free interest rate:	7.42%	8.06%	8.13%	7.91%	7.72%
	(ii) expected life:	5 years	5 years	5 years	5 years	5 years
	(iii) expected volatility:	53.30%	44.50%	40.22%	35.32%	41.72%
	(iv) expected dividends:	2.84%	2.60%	3.42%	2.60%	0.75%
	v) the price of the underlying share in market at the time of option grant:	₹ 158.60	₹ 173.35	₹ 131.45	₹ 269.40	₹ 333.40

For and on behalf of the Board

Mumbai, 22nd April, 2015

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

ANNEXURE 4

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Everest Industries Limited
CIN: L74999MH1934PLC002093
Gat No 152, Lakhmapur, Taluka Dindori
Nashik-422202, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Everest Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Everest Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Everest Industries Limited for the financial year ended on 31st March, 2015 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

    d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

    e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

    f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

    g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

    h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

vi. Some of the Other laws specifically applicable on the Company:

a) The Petroleum Act, 1934 and Rules made thereunder;

b) The Explosives Act, 1884 and Rules made thereunder;

c) The Electricity Act, 2003 and Rules made thereunder;

d) The Boilers Act, 1923 and Rules made thereunder;

e) Fire Prevention and Fire Safety act and Indian Standard Code of practice for selection, installation and maintainance of portable first aid fire extinguishers;

f) The Bureau of Indian Standards Act, 1986 and Rules and Regulations made thereunder; and

g) Shop and Commercial Establishments Act and Rules made thereunder.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the company with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). However, the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) were not applicable to the company for the period under review.

We further report that during the period under review the Company has substantially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notice is given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions carried through by the Board do not have any dissenting views and hence, no relevant recordings were made in the minutes book maintained for the purpose.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws including Labour Laws and Environmental Laws and Rules, Regulations and Guidelines framed thereunder.

We further report that during the year under review the Company has created charge in favour of all movable and immovable properties of the Company, both present and future and also, conferring the power to and in favour of Financial Institution or Banks, to enter upon and to take possession of the assets of the Company in certain events, for securing the loan or other financial assistance obtained or to be obtained by the company, in the Board Meeting held on 30th April, 2014 and the same was further approved by the shareholders of the Company in Annual General Meeting held on 30th July, 2014.

For Tanuj Vohra & Associates
Company Secretaries

Tanuj Vohra
Delhi, 22 April, 2015 — M. No.: F5621, C.P. No.: 5253

ANNEXURE 5

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

1. Introduction

The Board of Directors ("Board") of Everest Industries Limited ("Company") has adopted the following

a. Policy for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees.

b. Policy on Board Diversity

2. Policy Objective

a. To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down.

b. To lay down criteria for determining qualification, positive attributes and Independence of a Director;

c. To lay down criteria, relating to remuneration of directors, key managerial personnel and other employees.

3. Definitions

"Board of Directors" means the "Board of Directors" of Everest Industries Limited.

"Company" means Everest Industries Limited.

"Independent Director" means a Director who satisfies the criteria of independence as prescribed under the Companies Act 2013 and the Listing Agreement with the Stock Exchanges.

"Key Managerial Personnel" or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:-

I. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;

II. Company Secretary; and

III. Chief Financial Officer

IV. Such other officer as may be prescribed

"Nomination & Remuneration Committee" means "Nomination & Remuneration Committee" constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and the Listing Agreement with the Stock Exchanges.

"Policy" means the Nomination, Remuneration and Board Diversity Policy.

"Other employees" means, all the employees other than the Directors, KMPs and the Senior Management Personnel.

"Senior Management Personnel" means, the personnel of the Company who are members of its core management team excluding Board of Directors and KMPs comprising of Mr. Manish Garg, President and Chief Executive (ESBS) and Mr. Rahul Chopra, Sr. Vice President & Head Roofing Business.

4. Constitution

a. The Board shall determine the membership of the Nomination & Remuneration Committee.

b. The Committee shall comprise of at least three non- executive directors, of which not less than one-half shall be independent directors.

Provided that the Chairperson of the Company (whether executive or non executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

c. Chairman of the committee shall be an Independent Director.

5. Policy

This policy is divided into three parts:

5.1 Appointment & Removal

a. Criteria for identifying persons who are qualified to be appointed as a Director / KMP / Senior Management Personnel / Other Employees of the Company:

i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

iv. Independent Director shall be appointed as per the criteria laid down under Section 149(6) of the Companies Act, 2013.

v. The other employees shall be appointed and removed as per the policy and procedure of the Company.

b. Term / Tenure:

The Term/Tenure of the Directors/ KMP's/Senior Management Personnel and other employees shall be as per the Company's prevailing policy subject to the provisions of the Companies Act, 2013 and rules made thereunder and Listing agreement as amended from time to time.

c. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations and Listing Agreement.

d. Retirement:

The director, KMP, senior management & other employees shall retire as per the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and the prevailing policy of the Company. The Board will have the discretion to retain the director, KMP, & senior management personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5.2 Remuneration

The level and composition of remuneration to be paid to the Managing Director, Whole-Time Director(s), Non-Executive Director(s), KMP's, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMP's, Senior Management and other employees of the company. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

i. Director/ Managing Director

Besides the above Criteria, the Remuneration/ Compensation/ Commission / Bonus etc. to be paid to Director/ Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

ii. Non-Executive Directors

The Non-Executive Independent Directors will be paid commission as decided by the Board of Directors subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder.

The Non-Executive Independent Director will receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. Independent Directors shall not be entitled to stock option.

iii. Senior Management Personnel / KMPs

The Remuneration to be paid to Senior Management Personnel / KMP's shall be based on the experience, qualification and expertise of the related personnel and shall be decided by the Managing Director & CEO of the Company.

iv. Other Employees

The power to decide structure of remuneration for other employees has been delegated to the Managing Director & CEO of the Company or any other employee that the Managing Director & CEO may deem fit.

5.3 Diversity

The Board shall at all times promote and welcome diversity, equal opportunities and gender mix in its composition with due recognition and weightage to the skills, experience and business acumen of the directorship candidatures.

a. The Board will review the appropriate skills, experience and knowledge required of the Board members, in the context of the needs of the Company's and the Group's businesses and strategies.

b. The Board will review its composition and size from time to time to ensure its appropriateness and the fulfillment of the gender diversity representation.

6. Disclosures

This Remuneration policy and criteria of making payments to non-executive director's shall be disclosed in the Board's report.

7. Amendment(s)

The Board of Directors may review or amend this policy, in whole or in part, from time to time, after taking into account the recommendations from the Nomination & Remuneration Committee.

ANNEXURE 6

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014.

A) Conservation of Energy:

i. Steps Taken or Impact on Conservation of Energy:

- Different types of Audits conducted at different works to reduce the Energy Consumption
  1. Energy Audit
  2. Harmonics Audit
  3. Air Audit (Compressor)

ii. Steps taken by the company for utilizing alternate sources of energy:

- **Renewable Energy**
  a. Podanur Works started consuming Solar Power of 500 KW from Third Party.
  b. Started consuming Wind Power at Lakhmapur Works to promote Renewable energy resulting in Cost reduction.
- Exploring Solar Power Plant at Lakhmapur Works.

iII. Capital Investment on Energy conservation equipments:

Sr. No.	Manufacturing works	Capital investment on energy conservation equipment's (₹ In lacs)
1.	Bhagwanpur Works	6.05
2.	Lakhmapur Works	56.94
3.	Podanur Works	14.97
4.	Bhagwanpur Works (ESBS)	0.17

B) Technology Absorption :

i. The efforts made towards technology absorption

1. Machines at Bhagwanpur Works, Podanur Works and Somnathpur Works were modified for Supercolour sheets production.
2. Boards machines were modified to enhance the quality of the boards.
3. Started manufacturing a new profile (European Profile –P7) non asbestos corrugated sheets for both domestic and export market.

ii. Benefits derived like Product Improvement and product development.

1. Developed Moisture Resistant Boards for special applications with special characteristics.
2. Developed Low Density Boards for special applications.
3. Developed Low Density Rapicon Panels.
4. Improved Cement wood Planks

Benefits Derived like Cost Reduction

Use of Cost effective fibre to reduce the product cost.

Benefits Derived like Import Substitution

Import substitution and saving in Foreign currency by using local raw materials as partial replacement.

iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) following information may be furnished. : None

iv) Expenditure incurred on Research and Development :

(₹ in lacs)

Particulars	Current Year	Previous Year
(I) Capital	1.46	0.00
(II) Recurring	104.21	164.39
(III) Total	105.67	164.39
(IV) Total R & D expenditure as a percentage of total turnover	0.09%	0.16 %

C) Foreign Exchange Earnings and Outgo

(₹ in lacs)

Particulars	Current Year	Previous Year
Foreign Exchange Earnings	9,690.14	5,904.85
Foreign Exchange Used	25,724.57	20,952.33

For and on behalf of the Board

Manish Sanghi Managing Director

Y. Srinivasa Rao Executive Director

Mumbai, 22nd April, 2015

ANNEXURE 7

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on the Financial year ended on 31st March, 2015
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L74999MH1934PLC002093
2.	Registration Date	3.4.1934
3.	Name of the Company	Everest Industries Limited
4.	Category / Sub-Category of the Company	Public Company/ Limited by shares
5.	Address of the Registered Office and contact details	GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202, Maharashtra Tel +91 2557 250375/462 Fax +91 2557 250376
6	Whether listed company	Yes
7	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	M/s. MCS Ltd. F–65, First Floor, Okhla Industrial Area, Phase - I, New Delhi-110020. Ph. No.: 011-41406149, 41406151 Fax No.: 011-41709881

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service*	% to total turnover of the company
1.	Building Products	23959 & 26956	70.66%
2.	Steel Building	41003	29.34%

* As per NIC 2008

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Everest Building Products Mauritius	N.A.	Subsidiary	100%	2(87)(ii)
2.	Everestind FZE Jebel Ali Free Zone, Dubai, UAE	N.A.	Subsidiary	100% *	2(87)(ii)
3.	Everest Building Products LLC Ras Al Khaimah, UAE.	N.A.	Subsidiary	NIL **	2(87)(i)

* Everestind FZE is the wholly owned subsidiary of the Company's wholly owned subsidiary i.e. Everest Building Products, Mauritius.

** Everest Building Products LLC is Company's subsidiary as the Company controls the composition of its Board of Directors.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Sl. No.	Category of shareholder	No. of shares held at the beginning of the year (As on 01/04/2014)				No. of shares held at the end of the year (As on 31/03/2015)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	**Shareholding of Promoter and Promoter Group**									
(1)	**Indian**									
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Govern-ment/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	7520470	0	7520470	49.49	7520470	0	7520470	49.18	-0.31
(d)	Financial Institu-tions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(1)	**7520470**	**0**	**7520470**	**49.49**	**7520470**	**0**	**7520470**	**49.18**	**-0.31**
(2)	**Foreign**		0				0			
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**7520470**	**0**	**7520470**	**49.49**	**7520470**	**0**	**7520470**	**49.18**	**-0.31**
(B)	**Public shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds/ UTI	1299631	1000	1300631	8.56	2165164	1000	2166164	14.17	5.61
(b)	Financial Institutions/ Banks	175	50	225	0.00	1025	50	1075	0.01	0.01
(c)	Central Government/ State Government(s)	0	200	200	0.00	0	200	200	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	187	187	0.00	0	187	187	0.00	0.00
(f)	Foreign Institutional Investors	0	1275	1275	0.01	0	1275	1275	0.01	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	**1299806**	**2712**	**1302518**	**8.57**	**2166189**	**2712**	**2168901**	**14.18**	**5.61**
(2)	**Non-institutions**									
(a)	Bodies Corporate	1090518	5327	1095845	7.21	694855	5327	700182	4.58	-2.63
(b)	Individuals -									

Sl. No.	Category of shareholder	No. of shares held at the beginning of the year (As on 01/04/2014)				No. of shares held at the end of the year (As on 31/03/2015)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	i. Individual shareholders holding nominal share capital up to ₹1 lakh.	2989983	309317	3299300	21.72	2949139	287463	3236602	21.17	-0.55
	ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh.	1463512	0	1463512	9.63	1197516	0	1197516	7.83	-1.80
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
I	Trust & Foundations	336908	50	336958	2.22	336903	50	336953	2.21	-0.01
ii	Cooperative Societies	0	0	0	0.00	0	0	0	0.00	0.00
iii	Educational Institutions	0	0	0	0.00	0	0	0	0.00	0.00
iv	Non Resident Individual	175462	600	176062	1.16	129871	600	130471	0.85	-0.31
v	Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
vi	OCBs	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(2)	**6056383**	**315294**	**6371677**	**41.94**	**5308284**	**293440**	**5601724**	**36.64**	**-5.30**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**7356189**	**318006**	**7674195**	**50.51**	**7474473**	**296152**	**7770625**	**50.82**	**0.31**
	TOTAL (A)+(B)	**14876659**	**318006**	**15194665**	**100.00**	**14994943**	**296152**	**15291095**	**100.00**	**0.00**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**		0				0			
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	**14876659**	**318006**	**15194665**	**100.00**	**14994943**	**296152**	**15291095**	**100.00**	**0.00**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01/04/2014)			Shareholding at the end of the year (As on 31/03/2015)			% change in share holing during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Falak Investment Private Limited	7383470	48.59	0	7383470	48.29	0	-0.31*
2	Trapu Cans Private Limited	137000	0.90	0	137000	0.90	0	0.00
		7520470	**49.49**	**0**	**7520470**	**49.18**	**0**	**-0.31**

* Decrease in the percentage of shareholding of Falak Investment Private Limited is due to allotment of shares to the employees under Employee Stock Options Schemes during the Financial Year 2014-15.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoter's shareholding during the Financial Year 2014-15.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of Shares at the beginning 01/04/2014/end of the year 31/03/2015	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Reliance Capital Trustee Co Ltd-Reliance Longterm Equity Fund	966748	6.32	01/04/2014	0	Nil movement during the year		
		966748	6.32	31/03/2015			966748	6.32
2	Everest Staff Welfare Trust	336478	2.20	01/04/2014	0	Nil movement during the year		
		336478	2.20	31/03/2015			336478	2.20
3	Delhi Iron and Steel Co Pvt. Ltd.	328960	2.15	01/04/2014				
				04/04/2014	-20000	Transfer	308960	2.02
				24/10/2014	1000	Transfer	309960	2.02
				28/11/2014	-168667	Transfer	141293	0.92
				05/12/2014	-18327	Transfer	122966	0.80
		0	0.00	31/03/2015	-122966	Transfer	0	0.00
4	HSBC Progressive Themes Fund	196500	1.29	01/04/2014	0	Nil movement during the year		
		196500	1.29	31/03/2015			196500	1.29
5	Ramesh Damani	175000	1.14	01/04/2014				
				25/07/2014	-13500	Transfer	161500	1.06
				21/11/2014	-25000	Transfer	136500	0.89
		136500	0.89	31/03/2015			136500	0.89
6	HSBC Midcap Equity Fund	132308	0.87	01/04/2014	0	Nil movement during the year		
		132308	0.87	31/03/2015			132308	0.87
7	Sonal D Shah	100000	0.65	01/04/2014	0	Nil movement during the year		
		100000	0.65	31/03/2015			100000	0.65
8	Urmila D Shah	100000	0.65	01/04/2014	0	Nil movement during the year		
		100000	0.65	31/03/2015			100000	0.65
9	Preeti N Shah	100000	0.65	01/04/2014	0	Nil movement during the year		
		100000	0.65	31/03/2015			100000	0.65
10.	Optimum Securities Pvt. Ltd.	5	0.00	01/04/2014				
				30/06/2014	22993	Transfer	22998	0.15
				04/07/2014	3139	Transfer	26137	0.17
				19/09/2014	-855	Transfer	25282	0.17
				21/11/2014	-3668	Transfer	21614	0.14
				30/01/2015	35763	Transfer	57377	0.38
				06/02/2015	686	Transfer	58063	0.38
				13/02/2015	12027	Transfer	70090	0.46
				20/02/2015	2176	Transfer	72266	0.47
				27/02/2015	1229	Transfer	73495	0.48
		73495	0.48	31/03/2015			73495	0.48

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares at the beginning (01/04/2014/ end of the year 31/03/2015)	% of total shares of the Company				No. of shares	% of total shares of the company
1.	A. V. Somani (Chairman)	500	0.00	01/04/2014	0	Nil movement during the year		
		500	0.00	31/03/2015			500	0.00
2.	M.L. Gupta (Vice-Chairman)	90000	0.59	01/04/2014				
				23/05/2014	-10000	Transfer	80000	0.52
				06/06/2014	-10000	Transfer	70000	0.46
				13/06/2014	-10000	Transfer	60000	0.39
		60000	0.39	31/03/2015			60000	0.39
3.	Manish Sanghi (Managing Director)	56330	0.37	01/04/2014				
				08/08/2014	-10132	Transfer	46198	0.30
				05/09/2014	-10000	Transfer	36198	0.24
				07/11/2014	15000	ESOS Allotment	51198	0.33
				27/02/2015	-276	Transfer	50922	0.33
		50922	0.33	31/03/2015			50922	0.33
4.	B.L. Taparia (Director)	1000	0.00	01.04.2014	0	Nil movement during the year		
		1000	0.00	31/03/2015			1000	0.00
5.	Y. Srinivasa Rao (Executive Director)	150	0.00	01/04/2014				
				17/10/2014	15000	ESOS Allotment	15150	0.09
				23/01/2015	-1500	Transfer	13650	0.09
				20/02/2015	-1500	Transfer	12150	0.08
				02/03/2015	-3000	Transfer	9150	0.06
				03/03/2015	-72	Transfer	9078	0.06
				04/03/2015	-1928	Transfer	7150	0.05
		7150	0.05	31/03/2015			7150	0.05
6.	Rakesh Kumar Gupta (Chief Financial Officer and KMP)	0	0.00	01/04/2014				
				30/07/2014	7500	ESOS Allotment	7500	0.05
				01/09/2014	-7500	Transfer	0	0.00
		0	0.00	31/03/2015			0	0.00

The following Directors/Key Managerial Personnel did not hold any shares during the financial year 2014-15

- M. L. Narula - Director
- Amitabh Das Mundhra - Director
- Bhavna G. Doshi - Director
- Sandeep H. Junnarkar - Director*
- Neeraj Kohli - KMP

* Ceased to be a Director w.e.f. 07/11/2014

V. INDEBTEDNESS:

Indebtness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01/04/2014)				
i) Principal Amount	24,318.38	-	-	24,318.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	173.32	-	-	173.32
Total (i+ii+iii)	**24,491.70**	**-**	**-**	**24,491.70**
Change in Indebtedness during the financial year				
• Addition	8,382.57	-	-	8,382.57
• Reduction	2,670.64	-	-	2,670.64
Net Change	**5,711.93**	**-**	**-**	**5,711.93**
Indebtedness at the end of the financial year				
i) Principal Amount	30,077.95	-	-	30,077.95
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	125.68	-	-	125.68
Total (i+ii+iii)	30,203.63	**-**	**-**	30,203.63

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		A.V.Somani	Manish Sanghi	Y.Srinivasa Rao	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90.00	98.00	74.07	262.07
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	43.28	0.43	0.37	44.08
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	---	---	---	-
2.	Stock Option	---	12.75	12.45	25.20
3.	Sweat Equity	---	---	---	-
4.	Commission				
	- as % of profit	68.37	60.00	53.00	181.37
	- others	-	-	-	-
5.	Others (PF & Superannuation)	Nil	11.34	8.75	20.09
	Total (A)	**201.65**	**182.52**	**148.64**	**532.81**
	Ceiling as per the Act	₹539.95 lacs (being 10%of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013).			

B. Remuneration to other Directors:

(₹ In Lacs)

Sl. No.	Particulars of Remuneration	Name of Non-Executive Directors						Total Amount
		M.L. Gupta	M.L. Narula	Amitabh Das Mundhra	B.L. Taparia	Bhavna G Doshi	Sandeep H Junnarkar *	
1.	**Independent Directors**							
	Fee for attending board / committee meetings	-	3.20	1.20	2.20	1.80	1.80	10.20
	Commission	-	8.00	3.00	5.50	5.50	-	22.00
	Others	-	-	-	-	-	-	-
	Total (1)		**11.20**	**4.20**	**7.70**	**7.30**	**1.80**	**32.20**
2.	**Other Non-Executive Directors**							
	Fee for attending board / committee meetings	3.30	-	-	-	-	-	3.30
	Commission	5.50	-	-	-	-	-	5.50
	Others	-	-	-	-	-	-	-
	Total (2)	**8.80**	**-**	**-**	**-**	**-**	**-**	**8.80**
	Total (1+2)	**8.80**	**11.20**	**4.20**	**7.70**	**7.30**	**1.80**	**41.00**
	Overall Ceiling as per the Act	₹53.99 lacs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

* Ceased to be a Director w.e.f. 07/11/2014

C. Remuneration to Key Managerial Personnel other than MD / Manager/WTD

(₹ In Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		C.E.O.	Company Secretary (Neeraj Kohli)	C.F.O. (Rakesh Kumar Gupta)	
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		11.78	50.69	62.53
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		-	-	-
2.	Stock Option		-	3.67	3.67
3.	Sweat Equity		-	-	-
4.	Commission				
	- as % of profit		-	-	-
5.	Others (PF & Superannuation)		1.30	4.23	5.53
	Total		**13.08**	**58.59**	**71.73**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's Operations in future.

ANNEXURE 8

STATEMENT PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2015.

Employed for full year and in receipt of remuneration of not less than ₹ 60,00,000/- per year

Sl. No.	Name	Designation	Qualification	Age (Years)	Experience (Years)	Remuneration Gross (₹In lacs)	Date of commencement of Employment	Previous Employment	%of shares held in the Company
1.	A.V. Somani	Chairman	MBA, PGDM, M.Com.	41	24	201.65	21.6.2010	White Knight Constructions India Pvt. Ltd. (Director)	0.00*
2.	Manish Sanghi	Managing Director	B.E. (Mech), PGDM (IIM-A)	52	29	182.52	16.01.2001	Delphi Automotive Systems Ltd. (General Manager-Marketing & Planning)	0.33
3.	Y. Srinivasa Rao	Executive Director	B.Sc. Engg. (Mech)	51	29	148.64	20.08.1997	Samcor Glass Ltd. (Manager)	0.05
4.	Manish Garg	President & Chief Executive (SBS)	Diploma in Engineering, AMIE	42	24	117.34	20.04.2007	Interarch Building Products P. Ltd. (General Manager-Marketing)	None

* Mr. A. V. Somani is holding 500 shares in the company.

Notes:

1. No employee of the Company was in receipt of remuneration aggregating not less than ₹ 5,00,000 per month and employed for part of the Financial year.
2. Gross Remuneration shown above is subject to tax and comprises of salary, allowances, monetary value of perquisites, company's contribution to provident fund, officer's superannuation fund, performance incentives/commission.
3. All the above employments are contractual in nature except that of Mr. Manish Garg.
4. None of the above employees are related to any Director of the Company.

For and on behalf of the Board

Manish Sanghi — Managing Director

Y. Srinivasa Rao — Executive Director

Mumbai, 22nd April, 2015

ANNEXURE 9

PARTICULARS OF REMUNERATION

Information as per Rule 5(1) of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014.

(A) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.

Non-Executive Directors	Ratio to Median Remuneration
M.L. Gupta	1:4
M.L. Narula	1:5
Bhavna G. Doshi	1:3
Amitabh Das Mundhra	1:2
B.L. Taparia	1:3
Sandeep H. Junnarkar	1:1
Executive Directors	
A.V. Somani	1:86
Manish Sanghi	1:77
Y. Srinivasa Rao	1:66

(B) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year.

Name of Person	Remuneration (₹in lacs)		% Increase in remuneration
	2013-14	2014-15	
M.L. Gupta	4.70	8.80	87.23***
M.L. Narula	5.70	11.20	96.49***
Bhavna G. Doshi *	2.05	7.30	256.10***
Amitabh Das Mundhra	2.15	4.20	95.34***
B.L. Taparia	4.20	7.70	83.33***
Sandeep H. Junnarkar**	4.70	1.80	(61.70)
A.V. Somani	137.05	201.65	47.13****
Manish Sanghi	122.30	182.52	49.24****
Y. Srinivasa Rao	98.59	148.64	50.76****
Rakesh Kumar Gupta	52.52	58.59	11.56
Neeraj Kohli	12.46	13.08	5.00

Percentage in brackets represents negative percentage.

* Appointed as Director w.e.f. 25th October, 2013.

** Ceased to be Director w.e.f. 7th November, 2014.

***Due to inadequacy of profits in the financial year 2013-14, the commission paid to Non- Executive Directors was less as is normally paid.
****Due to inadequacy of profits in the financial year 2013-14, the Commission/Performance Incentives could not be paid to Managing Director/Whole Time Directors. Further, remuneration of Mr. Manish Sanghi and Mr. Y. Srinivasa Rao for the financial year 2014-15 includes perquisites on account of exercise of stock options.

(C) The percentage increase in the median remuneration of employees in the financial year.

7%.

(D) The number of permanent employees on the rolls of Company.

1738

(E) The explanation on the relationship between average increase in remuneration and company performance.

On an average, employees received an increase of 7%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.

(F) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

Particulars	(₹ in Lacs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	254.19
Total revenue	1,24,095.26
Remuneration (as % of revenue)	0.20%
Profit before tax (PBT)	4,827.26
Remuneration (as % of PBT)	5.27%

(G) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year.

Particulars	Unit	As at 31st March 2015	As at 31st March 2014	Variation
Closing rate of share at BSE	₹	319.40	147.10	117%
EPS (Consolidated)	₹	22.46	5.94	278%
Market Capitalization	₹ /lacs	48,839.76	22,351.35	119%
Price earnings ratio	Ratio	14.22	24.76	(43%)

(H) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average increase in salaries of employees other than managerial personnel in 2014-15 was 7%. Percentage increase in the managerial remuneration for the year was 38%.

(I) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company.

(₹ in Lacs)

Particulars	Managing Director	Chief Financial Officer	Company Secretary
Remuneration	182.52	58.59	13.08
Total revenue	1,24,095.26	1,24,095.26	1,24,095.26
Remuneration (as % of revenue)	0.15%	0.05%	0.01%
Profits before tax (PBT)	4,827.26	4,827.26	4,827.26
Remuneration (as % of PBT)	3.78%	1.21%	0.27%

(J) The key parameters for any variable component of remuneration availed by the directors.

Payment of Commission/Performance Incentive to Executive Directors is within the ceiling of 10% of the net profits of the Company as computed under the applicable provisions of the Companies Act, 2013. The Performance Incentive payable to Managing Director and Executive Director is based on their performance evaluation and performance of the Company.

Payment of commission to the Non-Executive Directors is within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Companies Act, 2013. The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on performance evaluation which is based on attendance and contribution at the Board and certain committee meetings, as well as the time spent on operational matters other than at meetings.

(K) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

Not applicable.

(L) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Mumbai, 22nd April, 2015

CORPORATE GOVERNANCE REPORT

COMPANY'S PRACTICE ON CORPORATE GOVERNANCE

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit.

1. BOARD OF DIRECTORS

The Company has a high profiled Board with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. Notice, Agenda and Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

(A) Composition of Board

The present Board of the Company consists of eight Directors of which three are Executive Directors and five are Non-Executive Directors including one woman Director. Out of five Non-Executive Directors, four are independent Directors. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints.

(B) Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are paid sitting fee as well as commission within the limits prescribed under Section 197(1)(ii) of the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees and commission to them during the year 2014-15.

Independent Directors are not serving as Independent Directors in more than seven listed companies.

The Directors of the Company who holds the position as Whole Time Director in the Company do not serve as Independent Director in more than three listed companies.

(C) Other provisions as to Board and Committees

The Board comprises of Mr. A.V. Somani as Executive Chairman, Mr. Manish Sanghi as Managing Director, Mr. Y. Srinivasa Rao as Executive Director and Mr. M.L. Gupta as Non Executive Director. Mr. M.L. Narula, Mr. Amitabh Das Mundhra, Mr. B.L. Taparia and Mrs. Bhavna G. Doshi are Independent Directors.

During the year 2014-15, six meetings of the Board of Directors were held on 4th April, 2014, 30th April, 2014, 30th July, 2014, 17th October, 2014, 21st January, 2015 and 25th March, 2015 with clearly defined agenda, circulated well in advance before each meeting. The maximum time gap between any two consecutive meetings did not exceed 120 days.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions in other public Companies as on 31st March, 2015 have been made by the Directors as per Clause 49 (II) (D) of the listing agreement.

Details of attendance of Directors at Board Meetings held during the period under review and at the last Annual General Meeting held on 30th July, 2014, with particulars of their Directorships and Chairmanship/Membership of Board Committees of other companies showing the position as on 31st March, 2015 are given below:

Name of Director	Particulars of attendance		No. of Directorships and Committee Membership/ Chairmanship held in other Companies*		Category of Directors
	Board Meetings	Last AGM	Other Directorship	Other Committee Member/ Chairman	
Mr. A.V. Somani (Chairman)	6	Yes	3	1	Executive
Mr. M.L. Gupta (Vice Chairman)	6	Yes	Nil	Nil	Non-Executive
Mr. M.L. Narula	6	Yes	1	Nil	Independent Non-Executive
Mr. Amitabh Das Mundhra	3	No	16	1	Independent Non-Executive
Mr. B.L. Taparia	4	No	3	1	Independent Non-Executive
Mrs. Bhavna G. Doshi	5	No	10	5 (4 as Chairman)	Independent Non-Executive
Mr. Manish Sanghi (Managing Director)	6	Yes	1	Nil	Executive
Mr. Y. Srinivasa Rao (Executive Director)	6	Yes	1	Nil	Executive
Mr. Sandeep H. Junnarkar* *	3	Yes	-	-	Independent Non-Executive

* Other directorships do not include alternate directorships, directorships of companies under Section 8 of Companies Act, 2013 and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of public limited companies.

**Ceased to be a director w.e.f. 7th November, 2014.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board.

No Director of the Company is related to any other Director of the Company.

(D) Code of Conduct

The Board of Directors have adopted and laid down the Code of Conduct for all Directors and Senior Management Personnel, which comprises of members of Management one level below the Executive Director, including all Functional, Works and Zonal Heads. The Code is posted and available at the website of the Company www.everestind.com.

The members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31st March, 2015. The Annual Report of the Company contains a declaration by the Managing Director in terms of Clause 49 of the listing agreement based on the compliance declarations received from the Board and Senior Management.

(E) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman, Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

(F) Familiarization Programmes for Board Members

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company. The Familiarization Programme Module is available on the Company's website at the link : http://www.everestind.com/about-us/board-directors .

2. BOARD COMMITTEES

The Board has constituted five Committees namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Banking Facility Committee:

2.1 AUDIT COMMITTEE

(A) Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the Listing Agreement pertaining to the Audit Committee. Its functioning is as under:

(i) The Audit Committee presently consists of the four Non-Executive Directors, out of which three are Independent Directors;

(ii) All members of the Committee are financially literate and having the requisite financial management expertise;

(iii) The Chairman of the Audit Committee is an Independent Director;

(iv). The Chairman of the Audit Committee was present at the last Annual General Meeting held on 30th July, 2014.

(B) Terms of Reference

The Committee has Audit Committee Charter. The terms of reference of the Audit Committee include inter-alia:

- Oversight of the Company's financial reporting process and the disclosure of its financial information;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon;
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Approval of the related party transactions as per policy of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal observations by the internal auditors into matters where there is irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Vigil mechanism;
- Management discussion and analysis of financial condition and results of operations.

(C) Composition, its meetings and attendance:

The Committee comprises of Mr. M.L. Narula (Chairman), Mr. M.L. Gupta (Member), Mr. B.L. Taparia (Member) and Mrs. Bhavna G Doshi (Member).

During the year, four Audit Committee Meetings were held on 30th April, 2014, 30th July, 2014, 17th October, 2014 and 21st January, 2015. The number of meetings held and number of meetings attended by the Members during the year are given below:

Name of Director	Category	Number of Meetings held	Number of Meetings attended
Mr. M.L. Narula	Independent Director	4	4
Mr. M.L. Gupta	Non-Independent Director	4	4
Mr. B.L.Taparia	Independent Director	4	3
Mrs. Bhavna G. Doshi *	Independent Director	4	1
Mr. Sandeep H. Junnarkar**	Independent Director	4	3

* Co-opted in the Audit Committee w.e.f. 18th October, 2014.

**Ceased to be a Director w.e.f. 7th November, 2014.

The Audit Committee meetings are attended by invitation by the Managing Director, CFO, Internal Auditors, Statutory Auditors and Senior Management Executives of the Company. The Company Secretary acts as the Secretary of the Audit Committee.

2.2 STAKEHOLDERS RELATIONSHIP COMMITTEE

(A) Composition

Stakeholders Relationship Committee comprises of Mr. M.L. Gupta (Chairman), Mr. A.V. Somani (Member) and Mr. Manish Sanghi (Member).

(B) Terms of Reference

i. To consider and resolve the grievances of security holders of the Company

ii. To approve applications for transfer, transmission, transposition of shares and mutation of share certificates including issue of duplicate certificates, split, sub-division or consolidation of certificates and to deal with all related matters.

iii. To look into and redress the Shareholders / investors grievances relating to:

a. Transfer of shares;

b. Non-receipt of dividends;

c. Non-receipt of annual reports; and

d. Any other complaint concerning the Shareholders / investors

iv. The Committee will oversee the performance of the Registrars and Share Transfer Agents of the Company.

v. Such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee;

vi. Consider other matters, as from time to time be referred to it by the Board.

(C) Meetings and attendance during the year

During the year, two meetings of the Stakeholders Relationship Committee were held on 30th July, 2014 and 21st January, 2015.

The number of meetings held and number of meetings attended by the Members during the year are given below:

Name of Director	Category	Number of Meetings held	Number of Meetings attended
Mr. M.L. Gupta	Non-Independent Director	2	2
Mr. A.V. Somani	Non-Independent Director	2	2
Mr. Manish Sanghi	Non-Independent Director	2	2

The Stakeholders Relationship Committee approved transfers etc through Resolution by Circulation 16 times during the year. During the year, the Company has not received any complaint from the shareholders.

2.3 NOMINATION AND REMUNERATION COMMITTEE

(A) Composition

The Nomination and Remuneration Committee comprises of Mr. M.L. Narula (Chairman), Mr. M.L. Gupta (Member), Mr. Amitabh Das Mundhra (Member) and Mr. B.L. Taparia (Member).

(B) Terms of reference

The Terms of Reference of Nomination and Remuneration Committee include:

a) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Directors' performance.

b) Formulation of the criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

c) Determine/ review on behalf of Board of Directors of the Company the compensation package, service agreements and other employment conditions for Managing/Whole Time Director(s).

d) Determine on behalf of the Board of Directors of the Company the quantum of annual increments/incentives on the basis of performance of the Key Managerial Personnel.

e) Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company.

f) Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.

g) Consider other matters, as from time to time be referred to it by the Board.

(C) Meetings and attendance during the year:

During the year, four meetings of Nomination and Remuneration Committee were held on 30th April, 2014, 17th October, 2014, 21st January, 2015 and 25th March, 2015.

The number of meetings held and number of meetings attended by the Members during the year are given below:

Name of Director	Category	Number of Meetings held	Number of Meetings attended
Mr. M.L. Narula	Independent Director	4	4
Mr. M.L. Gupta	Non-Independent Director	4	4
Mr. Amitabh Das Mundhra	Independent Director	4	2
Mr. B.L. Taparia *	Independent Director	4	2
Mr. Sandeep H. Junnarkar **	Independent Director	4	2

* Co-opted in the Nomination and Remuneration Committee w.e.f. 18th October,2014.

**Ceased to be a Director w.e.f. 7th November, 2014.

(D) Remuneration policy

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Nomination, Remuneation and Board Diversity Policy of the Company is attached to the Director's Report as Annexure 6.

(E) Details of Remuneration of Executive Director for the Year

Name and Designation	Mr. A.V. Somani, Chairman	Mr. Manish Sanghi, Managing Director	Mr. Y. Srinivasa Rao, Executive Director
Tenure of Appointment	**Three years ending on 20th June, 2016**	**Three years ending on 30th September, 2016**	**Five years ending on 22nd April, 2020**
Salary (₹)	90,00,000	42,00,000	32,40,000
Perquisites/Allowances (₹)	42,96,935	52,50,000	40,50,000
Commission (₹)	68,37,000	-	-
Performance Incentive (₹)	-	60,00,000	53,00,000
Contributions to Provident Fund/Superannuation Fund (₹)	-	11,34,000	8,74,800
Other (₹)	30,830	3,93,164	1,53,882
Perquisites value of ESOS (₹)	-	12,75,000	12,45,000
Total	2,01,64,765	1,82,52,164	1,48,63,682

Notice period for termination of appointment of Executive Director is three months on either side.

(F) Details of Remuneration of Non-Executive Directors for the Year

The Non-Executive Directors are entitled to sitting fee for attending the Board/ Committee Meetings. The Non-Executive Directors are paid Sitting Fees at the rate of ₹40,000/- for each Board Meeting; ₹20,000/- for each Audit Committee Meeting; ₹ 10,000/- for each Nomination and Remuneration Committee Meeting/Corporate Social Responsibility Committee Meeting and ₹ 5,000/- for each Stakeholder Relationship Committee Meeting. The Non-Executive Directors are also paid commission up to 1% of the net profit of the Company as decided by the Board of Directors. The sitting fee and Commission paid to the Non-Executive Directors for the year ended 31st March, 2015 is as under:

Name	Mr. M.L. Narula	Mr. M.L. Gupta	Mr. Amitabh Das Mundhra	Mr. B.L. Taparia	Mrs. Bhavna G. Doshi	Mr. Sandeep H Junnarkar*
Sitting fees (₹)	3,20,000	3,30,000	1,20,000	2,20,000	1,80,000	1,80,000
Commission (₹)	8,00,000	5,50,000	3,00,000	5,50,000	5,50,000	-

*Ceased to be a Director w.e.f. 7th November, 2014.

Note:

1. Mr. M.L. Gupta holds 60,000 equity shares and Mr. B.L. Taparia holds 1,000 equity shares in the Company as on 31st March, 2015.
2. There has been no pecuniary relationship or transactions other than above of the Non-Executive Directors vis-à-vis the Company during the year under review.

2.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(A) Composition

The Corporate Social Responsibility Committee comprises of Mr. A.V. Somani (Chairman), Mr. M.L. Gupta (Member), Mr. M.L. Narula (Member), Mr. Manish Sanghi (Member) and Mr. Y. Srinivasa Rao (Member).

(B) Terms of Reference

i) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activity or activities to be undertaken by the Company as per the Schedule VII of the Companies Act, 2013.

ii) To recommend the amount of expenditure to be incurred on the activities related to CSR; and

iii) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

(C) Meetings and attendance during the year

During the year, three meetings of Corporate Social Responsibility Committee (CSR) were held on 30th April, 2014, 17th October, 2014 and 21st January, 2015. The number of meetings held and the number of meetings attended by the Members during the year are given below:

Name of Director	Category	Number of Meetings held	Number of Meetings attended
Mr. A.V. Somani	Non-Independent Director	3	3
Mr. M.L. Gupta	Non-Independent Director	3	3
Mr. M.L. Narula	Independent Director	3	3
Mr. Manish Sanghi	Non-Independent Director	3	3
Mr. Y. Srinivasa rao	Non-Independent Director	3	3

The Company has formulated CSR Policy which may be accessed on the Company's website at the link: http://www.everestind.com/corporate-social-responsibility.

2.5 BANKING FACILITY COMMITTEE

(A) Composition

The Banking Facility Committee comprises of Mr. A.V. Somani (Chairman), Mr. M.L. Gupta (Member) and Mr. Manish Sanghi (Member).

(B) Terms of Reference

The Banking Facility Committee is authorised, inter alia, to obtain term loans, project loans, working capital loans etc. from the Company's bankers within the limits prescribed by the Board.

(C) Meetings and attendance during the year

During the year, five meetings of Banking Facility Committee were held on 11th June, 2014, 11th September, 2014, 04th November, 2014, 16th March, 2015 and 25th March, 2015. The number of meetings held and number of meetings attended by the Members during the year are as given below:

Name of Director	Category	Number of Meetings held	Number of Meetings attended
Mr. A.V. Somani	Non-Independent Director	5	5
Mr. Manish Sanghi	Non-Independent Director	5	5
Mr. M.L. Gupta	Non-Independent Director	5	2

3. Independent Directors Meeting

Independent Directors are regularly updated on the performance of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors Mr. M.L. Narula, Mr. B. L. Taparia and Mrs. Bhavna G. Doshi met on 21st January, 2015 without the attendance of non independent directors and members of the management to:

(i) Review the performance of non-independent directors and the Board as a whole;

(ii) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors;

(iii) Assess the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Mr. Amitabh Das Mundhra was granted leave of absence.

4. Disclosures

4.1 Subsidiary Company

(i) The Company does not have any Indian Subsidiary Company.

(ii) The Company has three foreign subsidiaries viz., Everest Building Products in Mauritius, Everestind FZE in Jebel Ali Free Zone, Dubai, UAE and Everest Building Products LLC in Ras Al Khaimah, UAE.

4.2 Basis of related party transactions

The particulars of transactions between the Company and its related parties are as per the Accounting Standard 18 "Related Party Disclosure" prescribed by the Companies (Accounting Standards) Rules, 2006 are disclosed in the Annual Accounts (Note No. 2.32). These are not likely to have any conflict with the Company's interest. The Company has entered into a contract with Simplex Infrastructures Limited in the ordinary course of business and on arm's length basis. As per the policy on materiality of related party transactions and dealing with related party transactions, the contract with M/s Simplex Infrastructures Limited is not a material related party transaction. There were no transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

4.3 Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

4.4 Risk Management

The Company manages and monitors the principal risks and uncertainties that can impact its ability to achieve its strategic obligations. Quarterly Risk Analysis Reports are reviewed and discussed in the Board Meetings.

4.5 Proceeds from public issues, right issues, preferential issues etc.

During the Financial Year ended 31st March, 2015, the Company has not raised any money from public issues, right issues, preferential issues etc.

4.6 Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the shareholders.

4.7 VIGIL MECHANISM POLICY

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement for directors and employees to report concerns about unethical behavior, actual or suspected fraud. Protected disclosures can be made by a whistle blower in writing to the Ombudsman and under the said mechanism no person has been denied direct access to the chairperson of the Audit Committee.

4.8 There is no non-compliance by the Company and no penalty, stricture imposed on the Company by Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets, during the last three years.

4.9 Adoption of non-mandatory requirements under Clause 49 of the Listing Agreement are reviewed by the Board from time to time. The Company has appointed separate persons to the post of Chairman and Managing Director.

5. Shareholders

(i) The quarterly results and presentations made by the Company to analysts are put on the Company's website www.everestind.com.

(ii) The Company has sent Annual Report through email to those Shareholders who have registered their email ids with Depositary Participants.

6. Means of Communication

The Quarterly/Annual Financial Results of the Company are forwarded to The BSE Limited and to The National Stock Exchange of India Limited where the Company's shares are listed and published in Business Standard, Mumbai & Sakal, Nashik and are displayed on the Company's website www.everestind.com.

7. Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Practices and procedures for Fair Disclosure and Code of conduct to regulate, monitor and reporting trading by insiders. The codes advise procedures to be followed and disclosures to be made, while dealing in shares of the Company and cautioning them on consequences of non-compliances.

8. CEO / CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

9. GENERAL BODY MEETINGS (HELD IN THE LAST 3 YEARS)

Year	AGM/ EGM	Venue of the Meeting	Date	Time
2014	AGM	GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra)	30th July, 2014	11.30 a.m.
2013	AGM	GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra)	26th July, 2013	11.30 a.m.
2012	AGM	The Gateway Hotel Ambad Nashik, P-17, MIDC, Ambad, Mumbai - Agra Road, Nashik – 422 010 (Maharashtra)	24th July, 2012	11.30 a.m.

No other General Body Meeting held in the last three years.

Details of Special Resolution(s) passed at General Meetings during the last three years

(i) At the 79th Annual General Meeting held on 24th July, 2012, a Special Resolution was passed, authorising the Board of Directors of the Company to issue and allot shares under Employees' Stock Option Scheme (ESOS)-2012 to the specified employees during the financial year 2012-13.

(ii) At the 80th Annual General Meeting held on 26th July, 2013, a Special Resolution was passed, authorising the Board of Directors of the Company to issue and allot shares under Employees' Stock Option Scheme (ESOS)-2013 to the specified employees during the financial year 2013-14.

(iii) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, approving remuneration payable to Mr. A.V. Somani, Whole Time Director designated as Chairman.

(iv) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, approving remuneration payable to Mr. Manish Sanghi, Managing Director.

(v) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, approving remuneration payable to Mr. Y. Srinivasa Rao, Whole Time Director designated as Executive Director.

(vi) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, for approval for waiver of recovery of excess remuneration paid to Mr. A.V. Somani, Whole Time Director designated as Chairman for the financial year 2013-14.

(vii) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed for approval for waiver of recovery of excess remuneration paid to Mr. Manish Sanghi, Managing Director for the financial year 2013-14.

(viii) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed for waiver of recovery of excess remuneration paid to Mr. Y. Srinivasa Rao, Whole Time Director designated as Executive Director for the financial year 2013-14.

(ix) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed for approval for payment of commission to Non Executive Directors for the financial year 2013-14.

(x) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, for adoption of new Articles of Association of the Company.

(xi) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, authorising the Board of Directors of the Company to issue and allot shares under Employees' Stock Option Scheme (ESOS)-2014 to the specified employees during the financial year 2014-15.

(xii) At the 81st Annual General Meeting held on 30th July, 2014, a Special Resolution was passed, authorising the Board of Directors of the Company to mortgage/ create charge on properties of the Company for securing loans and other financial assistance under Section 180(1)(a) of the Companies Act, 2013.

During the year, no approval of shareholders was taken through Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

10. GENERAL SHAREHOLDER'S INFORMATION

i)	Annual General Meeting Day, Date, Time and Venue	Wednesday, 26th August, 2015 at 11.00 a.m. at GAT 152, Lakhmapur, Taluka Dindori, Nashik-422202 (Maharashtra)
ii)	Financial Year	1st April,2014 to 31st March, 2015
iii)	Date of Book Closure	20th August, 2015 to 26th August, 2015 (both days inclusive)
iv)	Posting of Annual Report	On or before 1st August, 2015
v)	Dividend	₹ 5.00 per equity share of face value of ₹10/- each.
vi)	Dividend Payment date	Dividend, if any, declared in the forthcoming 82nd Annual General Meeting will be paid on or after 31st August, 2015
vii)	Unclaimed/Unpaid Dividend for the previous years.	The Company is required to transfer dividends which have remained unpaid/ unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unclaimed/ unpaid dividend for the year 31st March, 2007 has been transferred to the Investor Education & Protection Fund established by the Government. The Company will transfer the dividend for the year ended 31st March, 2008, which have remained unclaimed to the said fund in September, 2015. Members who have not encashed their dividend warrants for the Financial Year 2008-2009 & onwards may approach the Company for obtaining demand draft in lieu of unpaid dividend warrant.
viii)	Financial Calendar	
	a) Unaudited Financial Results for the quarter ending 30th June, 2015, Quarter and half year ending 30th September, 2015, Quarter and nine months period ending 31st December, 2015.	Within 45 days from the end of each quarter as stipulated under the Listing Agreement.
	b) Audited Financial Results for the quarter/ year ending March 31, 2016.	Within 60 days from the end of the last quarter/year as stipulated under the Listing Agreement.
ix)	Listing of Equity Shares	BSE Limited & The National Stock Exchange of India Limited at Mumbai. The Listing fees for the Financial Year 2015-16 has been paid to the Exchanges.
x)	Corporate Identification Number (CIN) of the Company	L74999MH1934PLC002093

11. STOCK CODE

BSE Limited	-	508906
National Stock Exchange of India Limited	-	EVERESTIND
ISIN of the Company	-	INE295A01018

12. Market Price Information

A. The reported high and low share prices during the year ended 31st March, 2015 on BSE, where your Company's shares are traded vis-à-vis BSE Sensex, are given below:

MONTH	BSE Limited*		BSE SENSEX*	
	HIGH (₹)	LOW (₹)	HIGH	LOW
April, 2014	167.00	135.05	22939.31	22197.51
May, 2014	179.00	145.00	25375.63	22277.04
June, 2014	230.00	170.00	25725.12	24270.20
July, 2014	265.95	218.00	26300.17	24892.00
August, 2014	265.30	235.00	26674.38	25232.82
September, 2014	294.00	240.00	27354.99	26220.49
October, 2014	270.25	242.50	27894.32	25910.77
November, 2014	322.00	265.55	28822.37	27739.56
December, 2014	314.00	262.00	28809.64	26469.42
January, 2015	353.50	306.85	29844.16	26776.12
February, 2015	347.60	307.00	29560.32	28044.49
March, 2015	333.00	300.80	30024.74	27,248.45

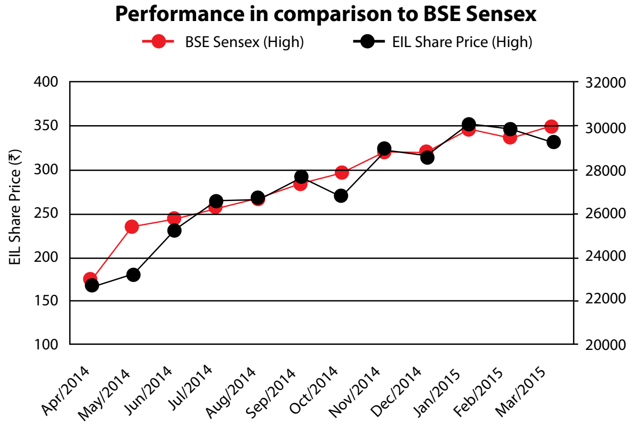
* Based on BSE website.

B. The reported high and low share prices during the year ended 31st March, 2015 on the National Stock Exchange, where your Company's shares are traded vis-a-vis CNX Nifty are given below:

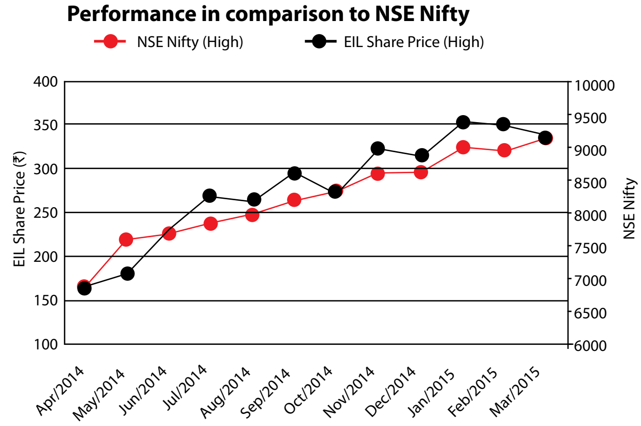
MONTH	The National Stock Exchange of India Limited (NSE)*		CNX NIFTY*	
	HIGH (₹)	LOW (₹)	HIGH	LOW
April, 2014	166.70	137.90	6869.85	6650.40
May, 2014	180.00	145.00	7563.50	6638.55
June, 2014	230.00	171.00	7700.05	7239.50
July, 2014	268.50	214.05	7840.95	7422.15
August, 2014	264.00	236.35	7968.25	7540.10
September, 2014	295.00	240.00	8180.20	7841.80
October, 2014	272.00	242.50	8330.75	7723.85
November, 2014	321.90	265.95	8617.00	8290.25
December, 2014	315.00	278.00	8626.95	7961.35
January, 2015	353.80	300.85	8996.60	8065.45
February, 2015	350.00	307.60	8941.10	8470.50
March, 2015	333.00	288.60	9119.20	8269.15

* Based on NSE website.

Performance in comparison to BSE Sensex



Performance in comparison to NSE Nifty



13. REGISTRAR & SHARE TRANSFER AGENT (RTA)

M/s. MCS Limited
F–65, First Floor, Okhla Industrial Area, Phase - I
New Delhi-110020
Phone No. 011-41406149, 41406151, 41406152
Fax No. 011-41709881

14. SHARE TRANSFER SYSTEM

All the requests received from Shareholders for transfer, transmission etc. are processed by the Share Transfer Agent of the Company within the stipulated time as prescribed in the Listing Agreement with the Stock Exchanges.

15. PERMANENT ACCOUNT NUMBER (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition and transmission of shares.

16. SHAREHOLDING AS ON 31ST MARCH, 2015

A) Distribution of Shareholding as on 31st March, 2015

No. of Equity Shares	No. of shareholders	% of shareholders	Total No. of shares held	% of shareholding
1 to 500	9964	86.18	1406286	9.20
501 to 1000	949	8.21	710403	4.65
1001 to 2000	336	2.91	486706	3.18
2001 to 3000	105	0.91	265299	1.74
3001 to 4000	46	0.40	163565	1.07
4001 to 5000	44	0.38	205381	1.34
5001 to 10000	58	0.50	402126	2.63
10001 to 50000	42	0.36	851483	5.57
50001 to 100000	7	0.06	552810	3.61
100001 and above	11	0.09	10247036	67.01
Total	**11562**	**100.00**	**15291095**	**100.00**

B) Shareholding Pattern as on 31st March, 2015

Sr. No.	Category	No. of Shares held	% of shareholding
1.	Promoters	7520470	49.18
2.	Mutual Funds/ UTI	2166164	14.17
3.	Financial Institutions/ Banks	1075	0.00
4.	Central Government/ State Government(s)	200	0.00
5.	Insurance Companies	187	0.00
6.	Foreign Institutional Investors	1275	0.00
7.	Bodies Corporate	700182	4.58
8.	Individuals	4434118	29.00
9.	Trusts & Foundations	336953	2.21
10.	NRI’s	130471	0.86
	Total	**15291095**	**100.00**

17. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

18. DEMATERILIZATION OF SHARES

98.06% of the Equity Shares of the Company have been dematerialised as on 31st March, 2015. The Company’s shares can be traded only in dematerialised form as per SEBI notification. The Company has entered into an agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. The Company’s shares are regularly traded on BSE and NSE.

19. NOMINATION FACILITY FOR SHAREHOLDERS

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Those Members who hold shares in physical form may obtain nomination form from the Company Secretary at ‘Genesis’, A-32, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 or download the same from the Company’s website www.everestind.com.

20. RECONCILIATION OF SHARE CAPITAL

As stipulated by SEBI, a qualified Practising Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

21. PAYMENT OF DIVIDEND THROUGH ELECTRONIC CLEARING SERVICE

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to the Investors wherever ECS and bank details are available. Those Members who hold shares in physical form may obtain mandate form for payment of dividend through Electronic Clearing Service (ECS) from Company Secretary at ‘Genesis’, A-32, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 or download the same from the Company’s website www.everestind.com .

22. LOCATION OF PLANTS OF THE COMPANY

Kymore Works
Everest Nagar, P.O. Kymore
Dist. Katni - 483880
Madhya Pradesh

Lakhmapur Works
Gat 152, Lakhmapur
Taluka Dindori, Nashik – 422202
Maharashtra

Bhagwanpur Works
158 & 159, Lakesari, Pargana Bhagwanpur
Tehsil Roorkee - 247661
Uttarakhand

Ranchi Works
Sarwal Namkum, Opp. Tola – Charna Bera
Ranchi – 834010
Jharkhand

Kolkata Works
1, Taratola Road, Garden Reach
Kolkata – 700024
West Bengal

Podanur Works
Podanur P.O.
Coimbatore – 641023
Tamil Nadu

Somnathpur Works
Z5, IID Centre, Somnathpur
Tehsil Remuna, Dist. Baleshwar - 756019
Odisha

Narmada Works
E-68, GIDC Dahej-3,
Dahej, Dist. Bharuch-392130
Gujarat

23. ADDRESS FOR CORRESPONDENCE

a) For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialization of shares or any other query relating to shares shall be forwarded to the Share Transfer Agents directly at the address given hereunder. Members are requested to provide complete details regarding their queries quoting folio number/DP ID no./Client ID No., number of shares held etc.

M/s. MCS Ltd. (Unit: Everest Industries Limited)
F–65, First Floor, Okhla Industrial Area, Phase - I, New Delhi-110020.
Tel : 011-41406149, 41406151, Fax : 011-41709881
Email: admin@mcsdel.com

b) For any query on any point in Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to the kind attention of Mr. Neeraj Kohli, Company Secretary & Head-Legal at the following address:

Everest Industries Limited,
'Genesis', A-32, Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi-110044.
Tel : 011-41731951/52. Fax No.011-46566370

Members can also register their complaints at compofficer@everestind.com, an exclusive email ID, designated by the Company for the purpose of registering complaints by investors, in compliance of Clause 47(f) of the Listing Agreement.

For Everest Industries Limited

Place : Mumbai
Date : 22nd April, 2015

Manish Sanghi
Managing Director

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

This is to certify that as provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management personnel have affirmed to the compliance with the Code of Conduct for the twelve months period ended 31st March, 2015.

For Everest Industries Limited

Place: Mumbai
Date : 22nd April, 2015

Manish Sanghi
Managing Director

CEO / CFO CERTIFICATION

We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2015 and that to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit Committee:

i. significant changes in internal control over financial reporting during the year;

ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Everest Industries Limited

Mumbai, 22nd April, 2015

Rakesh Kumar Gupta
Chief Financial Officer

Manish Sanghi
Managing Director

COMPLIANCE CERTIFICATE

TO THE MEMBERS OF

EVEREST INDUSTRIES LIMITED

1. We have examined the compliance of the conditions of Corporate Governance by Everest Industries Limited ('the Company') for the Financial Year ended 31st of March, 2015, as stipulated under Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Tanuj Vohra & Associates
Company Secretaries

Place: Delhi
Date: 22nd April, 2015

Tanuj Vohra
C.P. No. 5253

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
EVEREST INDUSTRIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Everest Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section133 of the Act, read with Rule 7 of the Companies(Accounts) Rules,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financialstatements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary fort he purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule7 of the Companies(Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section164 (2)of the Act.

(f) With respect tot he other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors)Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 2.25 to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been node lay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Alka Chadha
Partner
(Membership No. 93474)

Mumbai, 22 April, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. **In respect of its fixed assets:**

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.

ii. **In respect of its inventories:**

a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.

b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any major weakness in such internal control system.

v. According to the information and explanations given to us, the Company has not accepted any deposit during the year.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us in respect of statutory dues:

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.

b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

c. Details of dues of Income-tax, Sales Tax, Service Tax and Excise Duty which have not been deposited as on 31 March, 2015 on account of disputes are given below:

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (₹ /Lakhs)
Income Tax Act, 1961	Demand on account of disallowances of certain claims	Commissioner of Income Tax Appeals	2006 to 2008	506.24
		Appellate Tribunal	2003-04 and 2006-07	99.16
		Deputy Commissioner	2007 to 2009 and 2011-12	1,123.22
		Income tax Officer	2012 to 2014	103.79
				1,832.41
Sales Tax Laws	Demand on account of non-collection of statutory forms etc.	Commissioner Appeals	1997-98, 2000-2003, 2006-07 and 2010-11	305.74
		Appellate Tribunal	1997 to 1999, 2000-01, 2004-05, 2007-08, 2009 to 2012	49.58
		Joint Commissioner	1999 to 2001 and 2009 to 2011	15.08
		Assistant Commissioner	1994-95	0.47
		Joint Commissioner (Appeal)	2009 to 2012	103.72
		Additional Commissioner	2011 to 2013	62.08
	Demand on account of stock transfers being considered as local sales	Madras High Court	1990-91, 1998-99 and 2013-14	422.68
	Demand on account of stock transfers being considered as inter-state sales	Appellate Tribunal	1997-98	241.82
		Central Sales Tax Appellate Authority	1994 to 1996	676.08
	Demand on account of understatement of sales/purchase	Appellate Tribunal	2011-12	159.83
				2,037.08
The Central Excise Act, 1944	Demand on account of wrong availment of cenvat credit	Deputy Commissioner	2009 to 2010 and 2011 to 2014	8.12
		Joint Commissioner	2006 to 2010	14.29
		Assistant Commissioner	2006 to 2012	11.54
		Additional Commissioner	2007 to 2012	34.55
		Commissioner	2004 to 2006 and 2007-2015	513.79
		Commissioner Appeals	2006 to 2013	37.69
	Demand of duty under Section 11D of the Central Excise Act, 1944	Appellate Tribunal	1992 to 1996	2,462.40
	Demand on account of wrong availment of Cenvat credit	Appellate Tribunal	2008-09	24.83
				3,107.21

There are no dues in respect of Wealth Tax, Customs Duty, Value Added Tax and Cess which have not been deposited as on 31 March, 2015 on account of disputes.

d. The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

viii. The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loans from financial institutions nor has it issued any debentures.

x. According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.

xi. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.

xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Alka Chadha
Partner
(Membership No. 93474)

Mumbai, 22 April, 2015

BALANCE SHEET
AS AT 31 MARCH, 2015

(₹ in lacs)

	Note Reference	As at 31.03.2015	As at 31.03.2014
I. Equity and liabilities			
1. Shareholder's funds			
a. Share capital	2.01	1,529.11	1,519.47
b. Reserves and surplus	2.02	30,441.99	27,933.24
		31,971.10	**29,452.71**
2. Non-current liabilities			
a. Long-term borrowings	2.03	9,478.58	5,132.70
b. Deferred tax liabilities (Net)	2.30	2,951.13	2,831.75
c. Long-term provisions	2.04	598.83	607.88
		13,028.54	**8,572.33**
3. Current liabilities			
a. Short-term borrowings	2.05	18,570.17	16,555.48
b. Trade payables	2.06	13,218.19	12,286.10
c. Other current liabilities	2.07	13,520.26	12,916.00
d. Short-term provisions	2.08	4,694.90	2,969.96
		50,003.52	**44,727.54**
Total		**95,003.16**	**82,752.58**
II. Assets			
1. Non-current assets			
a. Fixed assets			
i. Tangible assets	2.09	31,380.35	26,914.76
ii. Intangible assets	2.09	706.16	1,259.13
iii. Capital work in progress	2.33	3,034.50	6,104.80
		35,121.01	**34,278.69**
b. Non-current investments	2.10	774.18	63.37
c. Long-term loans and advances	2.11	8,710.05	7,450.53
d. Other non-current assets	2.12	335.39	29.05
		44,940.63	**41,821.64**
2. Current Assets			
a. Inventories	2.13	27,184.70	24,208.84
b. Trade receivables	2.14	10,431.41	8,070.81
c. Cash and cash equivalents	2.15	6,363.21	2,514.30
d. Short-term loans and advances	2.16	5,980.55	6,082.16
e. Other current assets	2.17	102.66	54.83
		50,062.53	**40,930.94**
Total		**95,003.16**	**82,752.58**
See accompanying notes forming part of the financial statements	1 & 2		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

For and on behalf of the Board of Directors

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31 MARCH, 2015

(₹ in lacs)

		Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
1.	Revenue from operations (gross)	2.18	130,061.26	109,467.57
	Less : Excise duty		7,011.72	5,942.41
	Revenue from operations (net)		**123,049.54**	**103,525.16**
2.	Other income	2.19	1,045.72	1,233.69
3.	**Total revenue (1+2)**		**124,095.26**	**104,758.85**
4.	**Expenses**			
	a. Cost of materials consumed	2.20	70,566.32	57,406.48
	b. Purchases of stock-in-trade (traded goods)	2.38	1,493.52	2,805.56
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.21	(1,428.43)	70.52
	d. Employee benefits expense	2.22	10,909.58	9,695.47
	e. Finance costs	2.23	1,869.47	1,256.90
	f. Depreciation and amortisation expense	2.09	2,542.36	2,672.04
	g. Other expenses	2.24	33,315.18	29,561.73
	Total expenses		**119,268.00**	**103,468.70**
5	**Profit before tax (3-4)**		**4,827.26**	**1,290.15**
6.	**Tax expense**			
	a. Current tax expense (see note 2.31)		1,214.09	278.57
	b. Minimum alternative tax credit entitlement		-	(278.57)
	c. Net current tax expense		1,214.09	-
	d. Deferred tax (see note 2.30)		192.54	375.19
	e. Net tax expense		1,406.63	375.19
7.	**Profit for the year (5-6)**		**3,420.63**	**914.96**
	Earnings per equity share (see note 2.36) [Face value - ₹ 10 per share]			
	Basic and diluted earnings per share (₹)		22.45	6.02
	See accompanying notes forming part of the financial statements	1 & 2		

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH, 2015

(₹ in lacs)

	Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
A. Cash flow from operating activities			
Net profit before tax		**4,827.26**	**1,290.15**
Adjustments for:			
Depreciation and amortisation expense		2,542.36	2,672.04
Finance costs		1,869.47	1,256.90
Interest income		(325.60)	(438.74)
Loss/ (profit) on sale of fixed assets (net)		(1.56)	(0.23)
Liabilities / provisions no longer required written back		(599.93)	(687.48)
Provision for doubtful receivables and other receivables / Doubtful trade and other receivables written off		188.72	63.87
Net unrealised (gain)/loss on exchange rate fluctuation		(5.78)	(101.85)
Operating profit before working capital changes		**8,494.94**	**4,054.66**
Changes in working capital:			
Adjustment for (increase)/decrease in operating assets:			
Inventories		(2,975.86)	1,207.76
Trade receivables		(2,532.53)	(2,919.59)
Short-term loans and advances		101.61	(1,207.88)
Other non-current assets		(306.34)	(14.83)
Long-term loans and advances		(53.10)	(425.45)
Other current assets		7.58	30.24
Adjustment for increase/(decrease) in operating liabilities:			
Trade payables		1,521.01	2,060.32
Other current liabilities		1,584.25	2,151.32
Short-term provisions		140.59	0.94
Long-term provisions		(9.05)	(149.70)
Cash generated from operations		5,973.10	4,787.79
Net income tax paid		(1,520.54)	(608.46)
Net cash flow from / (used in) operating activities	**[A]**	**4,452.56**	**4,179.33**
B. Cash flow from investing activities			
Capital expenditure on fixed assets, including capital advances		(3,745.78)	(11,794.86)
Proceeds from sale of fixed assets		28.90	0.90
Proceeds from sale of long term investments		-	1.50
Purchase of long-term investments-in subsidiary		(710.81)	(62.42)
Bank balances not considered as cash and cash equivalents			
- Placed (deposits and unclaimed dividend accounts)		-	(19.70)
- Matured (deposits)		2.91	1,200.00
Interest received		270.19	476.06
Net Cash from / (used in) investing activities	**[B]**	**(4,154.59)**	**(10,198.52)**

(₹ in lacs)

		Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
C. Cash flow from financing activities				
Proceeds from issue of equity shares			9.64	0.74
Share premium received			147.63	4.19
Proceeds from long-term borrowings			6,367.88	1,890.00
Repayment of long-term borrowings			(2,623.00)	(1,950.50)
Proceeds from short-term borrowings (net)			2,014.69	7,035.36
Finance costs			(1,917.11)	(1,224.61)
Dividends paid			(381.32)	(1,133.12)
Tax on dividend			(64.56)	(193.58)
Net Cash flow from/(used) in financing activities	**[C]**		**3,553.85**	**4,428.48**
Net increase in cash and cash equivalents	**[A+B+C]**		3,851.82	(1,590.71)
Cash and cash equivalents as at 1.04.2014			2,247.31	3,838.02
Cash and cash equivalents as at 31.03.2015 *		**2.15**	**6,099.13**	**2,247.31**
*** Comprises:**				
a. Cash on hand			9.73	10.55
b. Cheques on hand			708.17	907.44
c. Balances with banks				
i. Current accounts			1,131.23	1,329.32
ii. Other deposit accounts				
- Original maturity of 3 months or less			4,250.00	-
			6,099.13	**2,247.31**

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

For and on behalf of the Board of Directors

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1.1

Corporate information

Everest Industries Limited ('the Company') is engaged in manufacturing and trading of building products like roofing products, boards and panels, other building products and accessories and manufacturing and erection of pre-engineered steel buildings and related accessories.

NOTE 1.2

Significant Accounting Policies

(i) Accounting Convention

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(ii) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to the differences between these estimates and the actual results and the differences are recognised in the periods in which these differences are known / materialise.

(iii) Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price, any import duties and other taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

Capital work-in-progress:

Projects under which fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

(iv) Depreciation / Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold land and leasehold improvements are amortised over the term of the lease.

Technical know-how is amortised over the term of the agreement. Computer software is amortised over the estimated useful life of 3 years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

(v) Revenue Recognition

Revenue from sale of products is recognised, net of returns and rebates, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the despatch of goods to customers. Sales include excise duty but exclude sales tax and value added tax, wherever applicable.

Revenue from fixed price pre-engineered buildings contracts (Contracts) is recognised in accordance with the percentage of completion method based on the work performed and when it is probable that the economic benefits associated with the contract will flow to the Company. The stage of completion of a contract is determined based on the proportion that contract costs incurred for work performed upto the reporting date bear to the total estimated contract costs. If a loss is projected on any of the contracts in process, the entire projected loss is recognised.

(vi) Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value.

(vii) Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary and includes all applicable costs incurred in bringing goods to their present location and condition. The basis for determining cost for various categories of inventories is as follows:

Stores and spare parts	- Weighted average
Raw materials	- Weighted average
Materials in transit	- At cost
Work in progress and Finished goods	- Material cost plus appropriate share of labour, manufacturing and other overheads
Stock in trade	- Weighted average

(viii) Research and Development Costs

Research and development costs of revenue nature are charged to the Statement of Profit and Loss when incurred. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the rates set out in Note 1.2 (iv) above.

(ix) Employee Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund and compensated absences.

a. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange of services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences and performance incentives.

b. Post-employment benefit plans

The Company has various schemes of retirement benefits namely provident fund, superannuation schemes and gratuity, which are administered by trustees of independently constituted trusts recognised by the Income-tax authorities.

The Company's contributions towards provident fund are deposited in a trust formed by the Company under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. Contributions to superannuation fund are deposited in a separate trust. These trusts are recognised by the Income Tax authorities. The contributions to the trusts are managed by the trustees of the respective trusts.

The Company's superannuation scheme and the employee's provident fund scheme are considered as defined contribution schemes. The Company's contribution paid/ payable under these schemes are recognised as expenses in the Statement of Profit and Loss during the period in which the employee renders the related service. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall as at the Balance Sheet date, if any, is provided for.

The Company's gratuity scheme is a defined benefit scheme. For defined benefit schemes, the cost of providing benefits is determined using projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised to the extent the benefits are already vested, and otherwise is amortised on a straight-line method over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme.

Benefits comprising compensated absences constitute other employee benefits. The liability for compensated absences is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

(x) Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(xi) Foreign Exchange Transactions

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Treatment of exchange differences

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is charged to the Statement of Profit and Loss.

In other cases, the exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Accounting for forward contracts

Premium / discount on forward exchange contracts are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense when the same is effected.

Derivative contracts

The Company enters into derivative contracts in the nature of interest rate swaps and forward contracts with an intention to hedge its existing assets and liabilities and firm commitments. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign Exchange Transactions.

All derivative contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

(xii) Taxation

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. Deferred tax assets and liabilities are recognised for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

(xiii) Earnings Per Share

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard 'AS20 – Earning Per Share'. Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the result would be anti-dilutive.

(xiv) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised as income in the Statement of Profit and Loss.

(xv) Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are not recognised in the financial statements.

(xvi) Employee Stock Option Scheme

Stock options granted to the employees under the stock options schemes are accounted as per the accounting treatment prescribed by the SEBI (Employee Stock Option and Employees Stock Purchase Scheme Guidelines, 1999). Accordingly, the excess of average market value of the shares over the preceding two weeks of the date of grant of options over the exercise price of the options is recognised as deferred employee compensation and is charged to the Statement of Profit and Loss on straight line basis over the vesting period of the options.

(xvii) Leases

Assets taken under lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

(xviii) Export Incentives

Export benefits are accounted for in the year of exports based on eligibility and there is no significant uncertainty in receiving the same.

(xix) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(xx) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash and cash equivalents in Cash Flow Statement comprises of cash on hand, bank balances and short-term deposits with banks with an original maturity of three months or less.

(xxi) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and reasonable certainty exists in availing / utilising the credits.

(xxii) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.01 Share capital		
1. Authorised	1,700.00	1,700.00
17,000,000 equity shares of ₹ 10 each (previous year 17,000,000 equity shares of ₹ 10 each)		
2. Issued		
15,291,095 equity shares of ₹ 10 each	1,529.11	1,519.47
(previous year 15,194,665 equity shares of ₹ 10 each)		
3. Subscribed and fully paid up (see note 2.43, 2.44 and 2.45)		
15,291,095 equity shares of ₹ 10 each	**1,529.11**	**1,519.47**
(previous year 15,194,665 equity shares of ₹ 10 each)		
Of the above:		
15,000 (previous year 15,000) equity shares are allotted as fully paid up pursuant to a contract without payment being received in cash		
13,350,020 (previous year 13,350,020) equity shares are allotted as fully paid up by way of bonus shares by capitalisation of general reserve		
The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held.		

	As at 31.03.2015	As at 31.03.2014
2.02 Reserves and surplus		
1. Capital reserve	30.00	30.00
2. Securities premium account		
Opening balance	319.76	315.57
Add: Premium on shares issued during the year	147.63	4.19
Closing balance	467.39	319.76
3. General reserve		
Opening balance	9,281.00	9,189.10
Add: Transferred from surplus in Statement of Profit and Loss	350.00	91.90
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 2.49)	142.09	-
Closing balance	9,488.91	9,281.00
4. Surplus in statement of profit and loss		
Opening balance	18,302.48	17,923.85
Add: Profit for the year	3,420.63	914.96
Less: Dividends proposed to be distributed to equity shareholders	764.55	379.87
Tax on dividend	152.87	64.56
Transferred to general reserve	350.00	91.90
Closing balance	20,455.69	18,302.48
	30,441.99	**27,933.24**

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.03 Long-term borrowings		
Term loans from banks (secured)	9,478.58	5,132.70
	9,478.58	**5,132.70**

Note:

External Commercial Borrowing (ECB) from DBS Bank Limited of ₹ 3,715.20 lakhs (previous year ₹ 5,366.40 lakhs) is secured by first pari-passu charges on all the immoveable and movable fixed assets other than the immovebale fixed assets situated at Podanur and Kolkata and second pari passu charge on all present and future current assets of the Company. The ECB is repayable in 15 quarterly instalments of USD 800,000; the last instalment is due in April 2017. The rate of interest is Libor +2.75% per annum.

External Commercial Borrowing (ECB) from Axis Bank Limited of ₹ 6,259.08 lakhs (previous year ₹ Nil) is secured by first pari-passu charges on all the immoveable and movable fixed assets other than the immoveable fixed assets situated at Podanur, Kolkata and Noida and pledge of shares held in subsidiary. The ECB is repayable in 24 quarterly instalments; the last instalment is due in December 2022. The rate of interest is 3 months Libor + 4.00% per annum

External Commercial Borrowing (ECB) from ICICI Bank Limited of Nil (previous year ₹ 601.00 lakhs) was secured by a first pari-passu charge over all the immoveable and moveable fixed assets other than the immoveable fixed assets situated at Podanur plant and second pari-passu charge on all current assets of the Company. The ECB is repayable in 12 half yearly instalments of USD 1,000,000; the last instalment was due in July 2014. The rate of interest was Libor+1.03% per annum.

Term Loan from HDFC Bank Limited of ₹ 1,533.50 lakhs (previous year ₹ 1,795.50 lakhs) was secured by exclusive charge over the immovable property situated at Noida. The loan is repayable in 20 quarterly instalments of ₹ 100.30 lakhs; the last instalment is due in November 2018. The rate of interest is 12.00% per annum.

For current maturites of long term borrowings see note 2.07.

	As at 31.03.2015	As at 31.03.2014
2.04 Long-term provisions		
Provision for employees benefits:		
- Provision for gratuity (See note 2.29)	192.15	119.70
- Provision for compensated absences	406.68	488.18
	598.83	**607.88**

	As at 31.03.2015	As at 31.03.2014
2.05 Short-term borrowings		
Loans from banks (Secured)		
i. Cash credit	10,171.28	4,392.11
ii. Working capital demand loan	500.00	5,000.00
iii. Buyer's credit	7,898.89	7,163.37
	18,570.17	**16,555.48**

Note:
Loans from banks are secured by a first pari-passu charge by way of hypothecation of stocks, present and future, book debts and receivables, first pari-passu charge on land and building situated at Podanur and second pari-passu charge on all fixed assets, land and buildings both present and future, except land and building situated at Kolkata, Podanur and Noida..

	As at 31.03.2015	As at 31.03.2014
2.06 Trade payables		
Trade payables - other than acceptances (see note 2.47)	13,218.19	12,286.10
	13,218.19	**12,286.10**

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.07 Other current liabilities		
a. Current maturities of long-term debt (secured)		
- Term loans from banks (see note 2.03)	2,029.20	2,630.20
b. Interest accrued but not due on borrowings	125.68	173.32
c. Unpaid dividends	38.73	40.18
d. Other payables		
i. Payables in respect of statutory dues	1,667.62	1,286.80
ii. Payables for purchase of fixed assets	103.80	433.70
iii. Stockists'and other deposits	2,687.50	2,399.25
iv. Advances from customers	6,463.89	5,651.24
v. Provision for mark to market loss on derivative transactions	-	7.65
vi. Retention monies	403.84	293.66
	13,520.26	**12,916.00**

	As at 31.03.2015	As at 31.03.2014
2.08 Short-term provisions		
a. Provision for employee benefits:		
- Provision for compensated absences	155.34	14.75
b. Provision - Others:		
i. Provision for tax [(net of advance tax ₹ 3,201.97 lakhs (previous year ₹ 5,373.25 lakhs)]	3,622.14	2,510.78
ii. Provision for proposed equity dividend	764.55	379.87
iii. Provision for tax on proposed dividend	152.87	64.56
	4,694.90	**2,969.96**

2.09 Fixed assets

(₹ in lacs)

Particulars	Gross block					Accumulated depreciation					Net block	
	Balance as at 1.04.2014	Additions	Disposals	Effect of foreign currency exchange differences	Balance as at 31.03.2015	Balance as at 1.04.2014	Deprecia-tion / amortisation expense for the year	Eliminated on disposal of assets	" Other adjustments (see note 2.49) "	Balance as at 31.03.2015	Balance as at 31.03.2015	Balance as at 31.03.2014
Tangible assets												
Land												
Freehold	1,387.86	8.96	-	-	1,396.82	-	-	-	-	-	1,396.82	1,387.86
	1,387.86	-	-	-	*1,387.86*	-	-	-	-	-	*1,387.86*	*1,387.86*
Leasehold	2,425.04	113.10	-	-	2,538.14	15.84	20.11	-	-	35.95	2,502.19	2,409.20
	238.54	*2,186.50*	-	-	*2,425.04*	*6.73*	*9.11*	-	-	*15.84*	*2,409.20*	*231.81*
Buildings												
On freehold land	7,519.97	45.18	-	-	7,565.15	3,287.24	154.02	-	-	3,441.26	4,123.89	4,232.73
	7,268.72	*237.94*	-	*13.31*	*7,519.97*	*2,920.10*	*367.14*	-	-	*3,287.24*	*4,232.73*	*4,348.62*
On leasehold land	1,536.64	3,382.30	-	-	4,918.94	155.16	67.45	-	-	222.61	4,696.33	1,381.48
	164.28	*1,372.36*	-	-	*1,536.64*	*107.95*	*47.21*	-	-	*155.16*	*1,381.48*	*56.33*
Plant and equipment	30,504.34	2,622.20	104.16	-	33,022.38	13,679.99	1,476.22	77.24	88.83	15,167.80	17,854.58	16,824.35
	26,063.28	*4,419.43*	*106.77*	*128.40*	*30,504.34*	*12,163.09*	*1,623.07*	*106.17*	-	*13,679.99*	*16,824.35*	*13,900.19*
Furniture and fixtures	510.52	40.41	2.20	-	548.73	326.86	48.76	2.20	3.69	377.11	171.62	183.66
	465.29	*48.42*	*3.19*	-	*510.52*	*288.51*	*41.47*	*3.12*	-	*326.86*	*183.66*	*176.78*
Vehicles	194.89	11.31	4.83	-	201.37	137.32	9.74	4.83	-	142.23	59.14	57.57
	208.40	-	*13.51*	-	*194.89*	*127.81*	*23.02*	*13.51*	-	*137.32*	*57.57*	*80.59*
Office equipment	1,105.20	57.08	19.06	-	1,143.22	873.46	72.57	18.64	67.85	995.24	147.98	231.74
	1,056.78	*53.18*	*6.85*	*2.09*	*1,105.20*	*808.30*	*72.01*	*6.85*	-	*873.46*	*231.74*	*248.48*
Leasehold improvements	169.63	-	-	-	169.63	105.87	14.97	-	-	120.84	48.79	63.76
	169.63	-	-	-	*169.63*	*94.06*	*11.81*	-	-	*105.87*	*63.76*	*75.57*
Others												
Roads	231.93	341.22	-	-	573.15	89.52	49.74	-	54.88	194.14	379.01	142.41
	226.00	*5.93*	-	-	*231.93*	*81.97*	*7.55*	-	-	*89.52*	*142.41*	*144.03*
Sub total	**45,586.02**	**6,621.76**	**130.25**	-	**52,077.53**	**18,671.26**	**1,913.58**	**102.91**	**215.25**	**20,697.18**	**31,380.35**	**26,914.76**
Previous year	*37,248.78*	*8,323.76*	*130.32*	*143.80*	*45,586.02*	*16,598.52*	*2,202.39*	*129.65*	-	*18,671.26*	*26,914.76*	*20,650.26*
Intangible assets												
Computer software	2,165.39	75.81	-	-	2,241.20	906.26	628.78	-	-	1,535.04	706.16	1,259.13
	921.61	*1,243.78*	-	-	*2,165.39*	*436.61*	*469.65*	-	-	*906.26*	*1,259.13*	*485.00*
Technical knowhow	249.75	-	-	-	249.75	249.75	-	-	-	249.75	-	-
	249.75	-	-	-	*249.75*	*249.75*	-	-	-	*249.75*	-	-
Sub total	**2,415.14**	**75.81**	-	-	**2,490.95**	**1,156.01**	**628.78**	-	-	**1,784.79**	**706.16**	**1,259.13**
Previous year	*1,171.36*	*1,243.78*	-	-	*2,415.14*	*686.36*	*469.65*	-	-	*1,156.01*	*1,259.13*	*485.00*
Total	**48,001.16**	**6,697.57**	**130.25**	-	**54,568.48**	**19,827.27**	**2,542.36**	**102.91**	**215.25**	**22,481.97**	**32,086.51**	**28,173.89**
Previous year	*38,420.14*	*9,567.54*	*130.32*	*143.80*	*48,001.16*	*17,284.88*	*2,672.04*	*129.65*	-	*19,827.27*	*28,173.89*	*21,135.26*

Previous year figures are in italics.

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.10 Non-current investments (at cost)- (see note 2.32)		
A. Trade		
a. Investments in equity instruments, long term, unquoted of subsidiary		
[12,25,000 (previous year 1) equity shares of USD 1. each fully paid up of M/s Everest Building Products, Mauritius]	773.23	0.00
b. Other non-current investments		
Share application money paid to M/s. Everest Building Products, Mauritius	-	62.42
B. Other investments		
Investments in equity instruments, long term, unquoted of others		
[9,500 (previous year 9,500) equity shares of ₹ 10 each fully paid up of M/s Everest Building Solutions Limited]	0.95	0.95
	774.18	**63.37**
2.11 Long-term loans and advances		
(Unsecured, considered good)		
a. Capital advances	434.18	645.57
b. Security deposits	878.50	825.40
c. Advance tax	7,079.20	5,489.72
[Net of provision for current tax - ₹ 5,134.76 lakhs (previous year ₹ 3,032.42 lakhs)]		
d. Minimum alternative tax credit entitlement	106.90	278.57
d. Other loans and advances		
Balances with excise, customs and port trust authorities	211.27	211.27
	8,710.05	**7,450.53**
2.12 Other non-current assets		
(Unsecured, considered good)		
Bank balances in earmarked accounts		
Balances held as margin money (deposit accounts)	335.39	29.05
	335.39	**29.05**
2.13 Inventories		
(See note 1.2(vii)) (At lower of cost and net realisable value)		
a. Raw materials		
i. On hand	11,040.03	9,950.82
ii. In transit	1,077.84	874.76
	12,117.87	10,825.58
b. Work-in-progress (see note 2.39)	4,194.13	6,421.37
c. Finished goods (see note 2.39)	7,890.93	4,025.43
d. Stock-in-trade (see note 2.39)	1,271.94	1,481.77
e. Stores and spares	1,622.55	1,394.02
f. Packing materials	87.28	60.67
	27,184.70	**24,208.84**

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.14 Trade receivables		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Unsecured, considered good	1,640.38	863.59
- Doubtful	207.00	59.09
Less: Provision for doubtful trade receivables	207.00	59.09
	1,640.38	863.59
b. Other trade receivables		
- Secured, considered good	5,163.88	4,959.25
- Unsecured, considered good	3,627.15	2,247.97
	8,791.03	**7,207.22**
	10,431.41	**8,070.81**
2.15 Cash and cash equivalents		
Cash and cash equivalents (as per AS 3 Cash Flow Statements)		
a. Cash on hand	9.73	10.55
b. Cheques on hand	708.17	907.44
c. Balances with banks		
i. Current accounts	1,131.23	1,329.32
ii. Other deposit accounts		
- Original maturity of 3 months or less	4,250.00	-
Cash and cash equivalents (as per AS 3 Cash Flow Statements)	6,099.13	2,247.31
Other bank balances		
Earmarked accounts		
- Unpaid dividend (current accounts)	38.73	40.18
- Balances held as margin money (deposit accounts)	225.35	226.81
Other bank balances	264.08	266.99
Total Cash and cash equivalents	**6,363.21**	**2,514.30**
2.16 Short-term loans and advances		
(Unsecured, considered good)		
a. Loans and advances to employees	120.97	109.70
b. Prepaid expenses	648.72	597.44
c. Balances with government authorities		
i. Balances with excise, customs and port trust authorities	955.19	674.42
ii. VAT credit receivable	1,270.87	1,049.37
d. Advance to suppliers	2,984.80	3,426.32
e. Other loans and advances	-	224.91
	5,980.55	**6,082.16**
2.17 Other current assets		
a. Interest accrued but not due	92.72	37.31
b. Insurance claims	9.94	17.52
	102.66	**54.83**

(₹ in lacs)

	Year ended 31.03.2015	Year ended 31.03.2014
2.18 Revenue from operations (see note 1.2 (v))		
a. Revenue from sale of products (see note 2.40)	92,272.87	81,583.91
b. Revenue from contracts	39,656.04	27,249.11
c. Other operating revenues		
i. Sale of scrap	904.59	664.75
ii. Export incentives	152.40	76.90
iii. Others (including other incentives)	746.68	463.31
	1,803.67	1,204.96
Less: Realisation from sale of trial run production transferred to CWIP (see note 2.33)	3,671.32	570.41
	130,061.26	**109,467.57**
2.19 Other income		
a. Interest income		
i. Interest from banks on deposits	113.30	142.75
ii. Interest on income tax refund	171.46	246.63
iii. Other interest	40.84	49.36
	325.60	438.74
b. Other non-operating income		
i. Profit on sale of fixed assets (net)	1.56	0.23
ii. Liabilities / provisions no longer required written back	599.93	687.48
iii. Miscellaneous income	118.63	107.24
	720.12	794.95
	1,045.72	**1,233.69**
2.20 Cost of materials consumed (see note 2.37)		
Cost of materials consumed	72,663.94	58,171.16
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	2,097.62	764.68
	70,566.32	**57,406.48**
2.21 Changes in Inventories of finished Goods, work-in-progress and stock -in-trade		
Inventories at the end of the year:		
Finished goods	7,890.93	4,025.43
Work-in-progress	4,194.13	6,421.37
Stock-in-trade	1,271.94	1,481.77
	13,357.00	11,928.57
Inventories at the beginning of the year:		
Finished goods	4,025.43	3,851.62
Work-in-progress	6,421.37	7,439.69
Stock-in-trade	1,481.77	707.78
	11,928.57	11,999.09
	(1,428.43)	**70.52**

(₹ in lacs)

	Year ended 31.03.2015	Year ended 31.03.2014
2.22 Employee benefits expense		
a. Salaries and wages	10,689.86	9,028.19
b. Contributions to provident and other funds	626.87	367.31
c. Staff welfare expenses	655.31	517.34
	11,972.04	9,912.84
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	1,062.46	217.37
	10,909.58	**9,695.47**
2.23 Finance costs		
a. Interest expense on borrowings	1,654.67	1,551.43
b. Other borrowing costs	307.56	31.90
	1,962.23	1,583.33
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	92.76	326.43
	1,869.47	**1,256.90**
2.24 Other expenses		
a. Consumption of stores and spare parts	4,749.33	4,047.90
b. Consumption of packing materials	1,250.19	1,015.08
c. Power and fuel	3,614.97	3,327.95
d. Repairs and maintenance		
- Building	198.06	187.68
- Machinery	720.15	561.26
- Others	517.74	372.65
e. Rent (see note 2.35)	649.06	587.92
f. Rates and taxes	373.58	304.40
g. Insurance	232.27	173.40
h. Travelling	1,343.22	1,513.58
i. Advertisement and sales promotion expenses	1,483.82	1,711.75
j. Cost for erection of buildings	3,607.16	1,498.97
k. Net loss on foreign currency transactions and translation	608.89	664.72
l. Outward freight charges on finished goods	9,577.46	9,101.76
m. Professional and consultancy expenses (see note 2.26)	1,014.17	989.44
n. Research and development expenses (see note 2.48)	96.54	159.20
o. Increase/decrease in excise duty on inventory	333.69	57.68
p. Provision for doubtful trade and other receivables (net)	172.61	38.87
q. Doubtful trade and other receivables written off	16.11	25.00
r. Expenditure on corporate social responsibility	42.38	5.46
s. Miscellaneous expenses	3,881.45	3,756.35
	34,482.85	**30,101.02**
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	1,167.67	539.29
	33,315.18	**29,561.73**

2.25 Contingent Liabilities and Commitments

(i) Contingent liabilities

Claims against the Company not acknowledged as liabilities in respect of::

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
i. Sales tax matters	2,130.36	2,192.81
ii. Customs, excise and service tax matters	3,111.59	2,882.05
iii. Income Tax matters	7,585.44	7,919.37
Total	**12,827.39**	**12,994.23**
iv. Advance paid / adjusted by Income Tax authorities against above	5,850.69	4,579.53

(ii) Commitments

a) Estimated amount of contracts to be executed on capital account – ₹ 325.98 lakhs (net of advances – ₹ 434.18 lakhs), [previous year –₹ 1,994.88 lakhs (net of advances ₹ 645.57 lakhs)].

b) Export Obligation: The Company has purchased fixed assets under the 'Export Promotion Capital Goods Schemes'. As per the terms of the license granted under the scheme, the Company has undertaken to achieve an export commitment of ₹ 7,894.34 lakhs (previous year ₹ 7,678.39 lakhs) over a period of 6-8 years.

The Company would be liable to pay customs duty of ₹ 1,021.31 lakhs (previous year ₹ 985.32 lakhs) and interest on the same in the event of non-fulfillment of the balance export obligation. The Company is in the process of filing of satisfaction of its export obligations of ₹ 1,458.86 lakhs. However the Company does not expect any liability to arise based on its export performance.

2.26 Professional and consultancy expenses include auditors remuneration (excluding service tax) as follows::

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
(a) To statutory auditors		
- Audit fee	36.50	32.50
- For other services (including fees for limited review)	12.50	9.90
- Reimbursement of expenses	6.03	5.13
	55.03	47.53
(b) To cost auditor		
- Cost audit fee	4.80	3.00
- Reimbursement of expenses	0.63	0.30
	5.43	3.30
	60.46	**50.83**

2.27 Construction Contracts (see note 1.2(v))

Details of contract revenue and costs are as below:

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Contract revenue recognised during the year	39,656.04	27,249.11
Aggregate of contract costs incurred and recognised profits (less recognised losses) in respect of contracts in progress upto the year end	7,973.04	13,960.05
Retentions moneys for contracts in progress	270.72	156.28
Advances received for contracts in progress	1,816.94	1,026.41

2.28 Foreign Exchange Disclosure

Outstanding forward exchange contracts as on 31 March, 2015:

Particulars	As at 31.03.2015			As at 31.03.2014		
	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)
Receivables	USD	13.00	813.68	USD	-	-
Payables	USD	-	-	USD	85.46	5,136.36
	EURO	-	-	EURO	2.66	219.98
ECB Loan	USD	72.00	3,715.20	USD	104.00	5,366.40

Foreign currency exposures that are not hedged by derivative instruments or otherwise are as follows:

Particulars	As at 31.03.2015			As at 31.03.2014		
	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)
Receivables	USD	16.88	1,056.72	USD	13.46	808.75
Payables	USD	150.77	9,436.86	USD	49.11	2,951.42
ECB Loan	USD	100.00	6,259.08	USD	10.00	601.00

2.29 Disclosure of Retirement Benefits under Accounting Standard 'AS15-Employee Benefits'

a. Defined contribution plan

The Company makes provident fund and superannuation fund contributions to defined contribution retirement benefit plans for covered employees. The Company's contributions towards provident fund and superannuation fund are deposited in respective trusts. The Company is generally liable for contributions paid/ payable under Provident Fund scheme and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

As of 31 March, 2015, the fair value of the assets of the fund and the accumulated members' corpus is ₹ 5,780.25 lakhs and ₹ 5,599.39 lakhs respectively. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.75%. The actuarial assumptions include discount rate of 7.80% and an average expected future period of 10 years.

The Company recognised 361.08 lakhs (previous year ₹ 332.39 lakhs) for provident fund contributions and ₹ 89.69 lakhs (previous year ₹ 90.37 lakhs) for superannuation fund contributions in the Statement of Profit and Loss. The contribution payable to the plan by the Company is at the rate specified in rules to the scheme.

b. Defined benefit plan

The Company's contribution towards its gratuity liability is a defined benefit retirement plan. The Company makes contributions to the trust from time to time which in turn makes contributions to the Employee's Group Gratuity-cum-Life Assurance scheme of the Life Insurance Corporation of India. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each balance sheet date.

c. The following tables set out the funded status of the gratuity plan and amounts recognised in the Company's financial statements as at 31 March, 2015:

(i) Movement in net liability

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Present value of defined benefit obligations as on 01.04.2014	(A)	1,413.66	1,439.36
Interest cost	(B)	125.90	113.23
Current service cost	(C)	133.49	141.60
Benefits paid	(D)	(105.07)	(83.04)
Ac	(E)	24.38	(197.49)
Present value of defined benefit obligations as on 31.03.2015 (F=A+B+C+D+E)	(F)	**1,592.36**	**1,413.66**

(ii) The amounts recognised in the Balance Sheet and the Statement of Profit and Loss are as follows:

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Present value of funded defined benefit obligations as on 31.03.2015	(A)	1,592.36	1,413.66
Estimated fair value of plan assets	(B)	1,400.21	1,293.96
Net liability/ (asset) (C=A-B)	(c)	**192.15**	**119.70**
Amounts in the Balance Sheet			
a. Liabilities		192.15	119.70
b. Assets		-	-
c. Net liability/ (asset)		192.15	119.70
Amount charged to Statement of Profit and Loss			
Service cost	(E)	133.49	141.60
Interest cost	(F)	125.90	113.23
Expected return on plan assets	(G)	119.33	109.56
Net actuarial (gain)/ loss	(H)	29.54	(197.49)
Expense recognised in the Statement of Profit and Loss (I=E+F-G+H)	(I)	**169.60**	**(52.22)**

(iii) Principal actuarial assumptions used in determining gratuity and leave encashment obligations:

Assumptions	Year ended 31.03.2015 Rate (%)	Year ended 31.03.2014 Rate (%)
Discount rate	7.80%	9.25%
Rate of return on plan assets	8.85%	9.25%
Salary escalation	8.00%	9.00%
Mortality rate	IALM (2006-08) (modified)	IALM (2006-08) (modified)
Withdrawal rate		
Upto 30 years	3.00%	3.00%
Ages from 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

The discount rate is based on the Government bond yields as at 31 March, 2015.

(iv) Experience adjustments

(₹ in lacs)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Present value of defined benefit obligation	(1,592.36)	(1,413.66)	(1,439.36)	(1,235.91)	(1,122.50)
Fair value of plan assets	1,400.21	1,293.96	1,184.40	894.35	818.63
Funded status	(192.15)	(119.70)	(254.96)	(341.56)	(303.87)
Experience gain / (loss) adjustments on plan liabilities	38.68	37.08	(0.78)	32.30	5.25
Experience gain / (loss) adjustments on plan assets	(5.16)	-	1.10	-	0.24

The Company expects the benefit payout of ₹ 75.73 lakhs (previous year ₹ 50.23 lakhs) to the gratuity fund for the year ended 31 March, 2016.

(v) Fair value of plan assets

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Fair value of plan assets at the beginning of the year	(A)	1,293.96	1,184.40
Expected return on plan assets	(B)	119.33	109.56
Contributions	(C)	-	-
Benefits paid	(D)	(7.92)	-
Actuarial gain/ (loss) on plan assets	(E)	(5.16)	-
Fair value of plan assets at the end of the year(F=A+B+C+D+E)	**(F)**	**1,400.21**	**1,293.96**

(vi) Actual return on plan assets

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Expected return on plan assets	(A)	119.33	109.56
Actuarial gain/ (loss) on plan assets	(B)	-	-
Actual return on plan assets(C =A+B)	**(C)**	**119.33**	**109.96**

(vii) The major categories of plan assets as a percentage of total plan assets are as follows:

Particulars	As at 31.03.2014	As at 31.03.2013
Government of India securities	46.61%	42.31%
Debt instruments	34.61%	37.52%
Equity shares	4.56%	4.69%
Other deposits	14.22%	15.48%
	100.00%	100.00%

The planned assets of the Company are managed by the Life Insurance Corporation of India in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan. Information on categories of plan assets as at 31 March, 2015 has not been provided by the Life Insurance Corporation of India.

2.30 Deferred Taxation

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
a. Deferred tax assets		
Tax impact of:		
i. Expenditure covered by Section 43B of the Income-tax Act, 1961	285.70	244.46
ii. Unabsorbed depreciation	-	115.66
ii. Provision for doubtful trade receivables	70.36	20.08
Total deferred tax assets	**356.06**	**380.20**
b. Deferred tax liabilities		
Tax impact of:		
Excess of depreciation allowable under the Income-tax Act, 1961 over depreciation provided in financial statements*	3,307.19	3,211.95
Total deferred tax liability	**3,307.19**	**3,211.95**
Net deferred tax liability	**2,951.13**	**2,831.75**

* Deferred tax expense during the year of ₹ 192.54 lakhs (previous year ₹ 375.19 lakhs) is net of transition adjustment amounting to ₹ 73.16 lakhs (previous year ₹ Nil) related to depreciation (also refer Note 2.49).

2.31 Managerial Remuneration

Managerial remuneration forming part of employee benefits expenses for the year ended 31 March, 2014 had exceeded the limits specified in the Companies Act, 1956. The Company had filed applications with the Central Government for requisite approvals. The Company has reversed/ adjusted managerial remuneration amounting to ₹ 128.46 lakhs during the current year to the extent approvals had not been received from the Central Government..

2.32 Related Party Disclosures

a. List of related parties

i. Enterprise exercising significant influence
- M/s Falak Investment Private Limited

ii. Subsidiary companies
- M/s Everest Building Products, Mauritius(with effect from 9 September, 2013)
- M/s Everestind FZE, United Arab Emirates(UAE)* (with effect from 18 December, 2013) –subsidiary of Everest Building Products
- M/s Everest Building Products LLC , United Arab Emirates (UAE)* (with effect from 7 December, 2014) –subsidiary of Everest Building Products

ii. Associate company
- M/s Everest Building Solutions Limited(upto 23 March, 2014)

iii. Key management personnel
- Mr. Aditya Vikram Somani, Chairman
- Mr. Manish Sanghi, Managing Director
- Mr. Y. Srinivasa Rao, Executive Director

* Has not commenced operations

b. Transactions with related parties during the year:

(₹ in lacs)

S. No	Particulars	Year ended 31.03.2015	Year ended 31.03.2014
i.	Dividend paid to enterprise exercising significant influence		
	M/s Falak Investment Private Limited	184.59	553.76
ii.	Investment in equity		
	M/s Everest Building Products	710.81	-
iii.	Share application money paid during the year		
	M/s Everest Building Products	-	62.42
iv.	Remuneration to key management personnel		
	Mr. Aditya Vikram Somani	201.65	137.05
	Mr. Manish Sanghi	182.52	122.30
	Mr. Y. Srinivasa Rao	148.64	98.59
v.	Dividend paid to key management personnel		
	Mr. Aditya Vikram Somani	0.01	0.04
	Mr. Manish Sanghi	1.41	4.22
	Mr. Y. Srinivasa Rao	-	0.01
vi.	Reimbursement of expenses paid		
	M/s Everest Building Products	2.22	-

c. Balances outstanding with related parties at the year end:

(₹ in lacs)

S. No	Particulars	As at 31.03.2015	As at 31.03.2014
i.	Share capital from enterprise exercising significant influence		
	M/s Falak Investment Private Limited	738.35	738.35
ii.	Investment in equity of subsidiary company including share application money pending allotment		
	M/s Everest Building Solutions Limited	773.23	62.42
iii.	Commission due to key management personnel		
	a. Mr. Aditya Vikram Somani	23.61	18.00
iv.	Performance incentive due to key management personnel		
	a. Mr. Manish Sanghi	30.00	28.00
	b. Mr. Y. Srinivasa Rao	28.00	24.00
v.	Trade payables		
	M/s Everest Building Products	2.22	-

2.33 Capital Work in Progress and Pre-operative Expenditure

Capital work in progress and pre-operative expenditure comprise the following:

a. Capital work in progress

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
i. Project assets	3,034.50	5,845.81
ii. Unallocated project pre-operative expenditure (see b below)	-	258.99
	3,034.50	**6,104.80**

b. Pre-operative expenditure

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Opening balance (a)	258.99	378.40
Add: Expenditure incurred during the year		
Cost of materials consumed	2,097.62	764.68
Salaries and wages	900.75	195.48
Contributions to provident and other funds	10.29	7.29
Staff welfare expenses	151.42	14.60
Consumption of stores and spare parts	434.38	92.07
Power and fuel	-	51.17
Repairs and maintenance – Others	161.52	38.35
Rent	13.10	12.39
Rates and taxes	0.96	34.69
Insurance	2.14	2.02
Travelling	141.02	138.61
Outward freight charges on finished goods	197.70	-
Advertisement and sales promotion expenses	86.36	0.31
Miscellaneous expenses	130.49	169.68
Interest on borrowings	92.76	326.43
Sub Total (b)	**4,420.51**	**1,847.77**
Less :		
Transfer of inventory produced during trial run production	33.84	316.41
Realisation from sale of trial run production	3,671.32	570.41
Sub Total (c)	**3,705.16**	**886.82**
Unallocated preoperative expenditure (d) (a+b-c)	974.34	1,339.35
Deletions during the year (e)	974.34	1,080.36
Closing balance (d-e)	-	**258.99**

2.34 Segment Information

a. Business segments:

Based on the guiding principles given in Accounting Standard AS-17 “Segment Reporting”, the Company’s business segments include ‘Building products’ and ‘Steel buildings’.

Building products includes manufacturing and trading of roofing products, boards and panels, other building products and accessories.

Steel buildings consist of manufacture and erection of pre – engineered and smart steel buildings and its accessories.

b. Geographical segments:

Since the Company’s activities/ operations are primarily within the country and as such there is only one geographical segment.

c. Segment accounting policies:

In addition to the significant accounting policies applicable to the business segments as set out in note a above, the accounting policies in relation to segment accounting are as under:

i. Segment revenue and expenses:

Segment revenue and expenses include the respective amounts identifiable to each of the segments. Unallocable items in segment results include income from bank deposits and corporate expenses.

ii. Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include fixed deposits, advance income tax, borrowings and deferred income tax etc.

Information about business segments:

(₹ in lacs)

Particulars	Building products		Steel buildings		Total	
	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
1. Segment Revenue						
External revenue (Net of excise duty)	85,667.62	75,071.09	35,578.25	27,249.11	121,245.87	102,320.20
Other operating income	1,050.33	819.53	753.34	385.43	1,803.67	1,204.96
Total Revenue	86,717.95	75,890.62	36,331.59	27,634.54	123,049.54	103,525.16
2. Segment Results	8,527.64	3,589.64	(256.04)	906.07	8,271.60	4,495.71
Unallocated expenses (net of income)					1,574.87	1,948.66
Operating Profit	8,527.64	3,589.64	(256.04)	906.07	6,696.73	2,547.05
Finance costs					1,869.47	1,256.90
Profit before tax					4,827.26	1,290.15
Tax Expense					1,406.63	375.19
Net Profit					**3,420.63**	**914.96**

Particulars	Building products		Steel buildings		Total	
	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
3. Other Information						
A. Assets						
Segment assets	51,408.46	49,605.76	25,278.79	21,386.22	76,687.25	70,991.98
Unallocated assets					18,315.91	11,760.60
Total Assets	**51,408.46**	**49,605.76**	**25,278.79**	**21,386.22**	**95,003.16**	**82,752.58**
B. Liabilities						
Segment liabilities	11,930.57	12,262.48	11,358.42	8,442.69	23,288.99	20,705.17
Unallocated liabilities					39,743.07	32,594.70
Total Liabilities	**11,930.57**	**12,262.48**	**11,358.42**	**8,442.69**	**63,032.06**	**53,299.87**

Particulars	Building products		Steel buildings	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
C. Others				
Capital expenditure	1,145.31	3,628.95	2,163.78	4,737.78
Depreciation	1,398.57	1,832.43	675.93	514.82
Non – cash expenses other than depreciation (includes provision for doubtful trade receivables and other receivables)	-	-	188.72	63.87

2.35 Lease Commitments

Operating lease

The Company has taken properties on cancellable operating leases and has recognised rent of ₹ 649.06 lakhs (previous year ₹ 587.92 lakhs). There are no non-cancellable lease arrangements as at the end of the year.

2.36 Earnings per Share

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Number of equity shares of ₹ 10 each fully paid up at the beginning of the year	15,194,665	15,187,290
b. Number of equity shares of ₹ 10 each fully paid up at the year end	15,291,095	15,194,665
c. Weighted average number of equity shares used in computing earnings per share	15,237,169	15,189,961
d. Weighted average number of options granted at fair value	414,120	393,775
e. Weighted average number of options post adjustment for number of options granted at fair value	414,120	393,775
f. Net profit for the year – (₹ / lakhs)	3,420.63	914.96
g. Basic earnings per share (Rupees)	22.45	6.02
h. Diluted earnings per share (Rupees)	22.45	6.02
i. Nominal value of equity shares (Rupees)	10.00	10.00

2.37 Cost of Materials Consumed

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Opening stock	10,825.58	12,227.43
Add: Purchases	71,858.61	56,004.63
	82,684.19	68,232.06
Less: Closing stock	12,117.87	10,825.58
Cost of materials consumed*	**70,566.32**	**57,406.48**
Materials consumed comprises:*		
Raw fibre	23,964.55	20,524.33
Cement	12,089.73	9,972.41
Steel	20,895.94	18,228.91
Other items	13,616.10	8,680.83
	70,566.32	**57,406.48**

* excludes Pre-operative expenses transferred to capital work in progress ₹ 2,097.62 lakhs (previous year ₹ 764.68 lakhs) and research and development expenses of ₹ 18.68 lakhs (previous year ₹ 76.23 lakhs).

2.38 Purchases of Stock- in-Trade

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Roofing accessories	806.82	1,853.59
Other items	686.70	951.97
	1,493.52	**2,805.56**

2.39 Details of finished goods, work in progress and stock-in-trade

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Work in progress		
i. Building products	3,638.61	5,968.57
ii. Steel buildings	555.52	452.80
	4,194.13	**6,421.37**
b. Finished goods		
i. Building products	7,037.47	3,338.55
ii Steel buildings	853.46	686.88
	7,890.93	**4,025.43**
b. Stock-in-Trade		
i. Roofing accessories	855.25	1,150.82
ii Other items	416.69	330.95
	1,271.94	**1,481.77**

2.40 Details of revenue from sale of products

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Manufactured goods		
Building products	90,101.72	79,087.65
Sale of manufactured goods	**90,101.72**	**79,087.65**
b. Traded Goods		
i. Roofing accessories	1,403.71	1,406.85
ii. Other items	767.44	1,089.41
Sale of traded goods	**2,171.15**	**2,496.26**
Total sale of products	**92,272.87**	**81,583.91**

2.41 Consumption of Imported/Indigenous Raw Materials, Stores and Spare Parts (including packing materials)

Particulars	Year ended 31.03.2015		Year ended 31.03.2014	
	(₹ /lacs)	%	(₹ /lacs)	%
a. Raw materials*				
i. Imported	26,683.64	37.81	22,270.26	38.79
ii. Indigenous	43,882.68	62.19	35,136.22	61.21
	70,566.32	**100.00**	**57,406.48**	**100.00**
b. Stores and spare parts (including packing materials)**				
i. Imported	258.64	4.65	68.42	1.38
ii. Indigenous	5,306.50	95.35	4,902.49	98.62
	5,565.14	**100.00**	**4,970.91**	**100.00**

* excludes Pre-operative expenses transferred to capital work in progress of ₹ 2,097.62 lakhs (previous year ₹ 764.68 lakhs) and research and development expenses of ₹ 18.68 lakhs (previous year ₹ 76.23 lakhs).

** excludes Pre-operative expenses transferred to capital work in progress of ₹ 434.38 lakhs (previous year ₹ 92.07 lakhs) and research and development expenses of ₹ 11.28 lakhs (previous year ₹ 12.64 lakhs).

2.42 Other Additional Information

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Imports (CIF) value		
(i) Raw materials	24,179.68	18,834.05
(ii) Stock- in-trade	206.47	16.09
(iii) Capital goods (including capital work-in-progress)	264.64	787.28
(iv) Stores and spares	172.43	152.26
b. Expenditure in foreign currency		
(i) Travelling expenses	76.66	102.20
(ii) Interest	537.18	642.94
(iii) Others	287.51	417.51
c. Earnings in foreign exchange		
FOB value of goods exported	9,690.14	5,904.85

2.43 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.44 Reconciliation of the number of shares

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Number of equity shares outstanding at the year beginning	15,194,665	15,187,290
b. Number of options exercised during the year	96,430	7,375
c. Number of equity shares outstanding at the year end	15,291,095	15,194,665

2.45 Number of shares held by each share holder holding more than 5% shares

Particulars	Year ended 31.03.2014		Year ended 31.03.2013	
	(No. of shares)	%	(No. of shares)	%
a. Falak Investment Private Limited	7,383,470	48.29	7,383,470	48.59
b. Reliance Capital Trustee Co Ltd	966,748	6.32	966,748	6.36

2.46 Employee Stock Option Scheme

The Company has granted 140,000 options (previous year Nil options) to the employees during the year ended 31 March, 2015. The exercise price per option shall be the average of the two weeks high and low price of the share preceding the date of grant of options on BSE/NSE or closing price of the Company's share on that stock exchange on the date prior to the date of grant of options, whichever is less. Options granted shall vest with the grantee after a period of one year from the date of grant. The exercise period of the options is a period of four years after the vesting of the options.

Particulars	ESOS (2008)	ESOS (2009)	ESOS (2010)	ESOS (2011)	ESOS (2012)	ESOS (2014)
Year in which scheme was established	2008-09	2009-10	2010-11	2011-12	2012-13	2014-15
Number of options authorised and granted	144,850	140,000	147,705	150,720	160,945	140,000
Exercise price	₹ 52	₹ 169	₹ 174	₹ 126	₹ 268	Rs.336
Vesting date	After one year from the date of grant of option					
Vesting requirement	One year service from the date of grant of option					
Exercise period	During four years after vesting date					

Option activity during the year under the plans is set out below:

Particulars	ESOS (2008)	ESOS (2009)	ESOS (2010)	ESOS (2011)	ESOS (2012)	ESOS (2014)
i. Opening balance	-	65,320	89,375	99,655	139,425	-
	10,150	*72,040*	*98,920*	*116,710*	*160,945*	-
ii. Granted during the year	-	-	-	-	-	140,000
	-	-	-	-	-	-
iii. Vested during the year	-	-	-	-	-	-
	-	-	-	-	-	-
iv. Exercised during the year	-	54,620	9,605	26,805	5,400	-
	5,900	-	-	*1,475*	-	-
v. Forfeited during the year	-	-	(2,210)	(3,655)	(6,660)	-
	-	*(6,720)*	*(9,545)*	*(15,580)*	*(21,520)*	-
vi. Expired during the year	-	(10,700)	-	-	-	-
	(4,250)	-	-	-	-	-
vii. Outstanding at the year end	-	-	77,560	69,195	127,365	140,000
	-	*65,320*	*89,375*	*99,655*	*139,425*	-
viii. Options exercisable at the year end	-	-	77,560	69,195	127,365	-
	-	*65,320*	*89,375*	*99,655*	*139,425*	-
ix. Remaining contractual life (years) at the year end	-	-	0.80	1.81	2.81	4.81
	-	*0.82*	*1.80*	*2.81*	*3.81*	-

Previous year figures are in italics.

The Company has accounted the above options using the intrinsic value method at the exercise price from time to time and there is no stock compensation expense under the intrinsic value method for the options granted.

The Guidance Note issued by the Institute of Chartered Accountants of India requires the disclosure of pro forma net results and EPS both basic and diluted, had the Company adopted the fair value method. Had the Company accounted the option under fair value method, amortising the stock compensation expense thereon over the vesting period, the reported profit for the year ended 31 March, 2015 would have been lower by ₹ 40.55 lakhs (previous year ₹ 124.76 lakhs) and the basic and diluted EPS would have been revised to ₹ 22.18 (previous year ₹ 5.20) and ₹ 22.18 (previous year ₹ 5.20) respectively. The fair value of stock based awards to employees is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected term of the options to be 5 years, an expected dividend yield of 0.75% (previous year Nil) on the underlying equity shares, volatility in the share price of 41.72% (previous year Nil) and a risk free rate of interest of 7.72% (previous year Nil). The Company's calculations are based on a single option valuation approach, and forfeitures are recognised as they occur. The expected volatility is based on historical volatility of the share price during the year after eliminating the abnormal price fluctuations.

2.47 As per information available with the Company, none of its creditors comprises micro, small and medium enterprises as defined under the MSMED Act, 2006 which comprise amounts outstanding for more than 45 days as at the Balance Sheet date. Based on the information available with the Company, the balance due to micro and small enterprises as defined under the MSMED Act, 2006 in the current year is ₹ Nil (Previous year Nil) and no interest during the year has been paid or is payable under the terms of the MSMED Act, 2006.

2.48 Expenditure on Research and Development

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Capital nature*		
Gross block	111.14	109.68
Accumulated depreciation	60.04	52.37
Net block	**51.10**	**57.31**
Additions during the year	1.46	-
Capital work in progress	-	-
Revenue nature		
i. Cost of materials consumed	18.68	76.23
ii. Consumption of stores and spare parts	11.28	12.64
iii. Employee benefits expense		
- Salaries and wages	46.32	39.80
- Contributions to provident and other funds	3.77	3.19
iv. Miscellaneous expenses	16.49	27.34
	96.54	**159.20**
v. Depreciation	7.67	5.19
Total	**104.21**	**164.39**

* details of fixed assets utilised for research and development.

2.49 Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing on or after 1 April, 2014 the Company has computed depreciation with reference to the useful life of assets recommended in Schedule II to the Act. The depreciation for the year is lower by ₹ 542.51 lakhs consequent to the change in the useful life of the assets. Further, depreciation related to the assets having written down value of ₹ 215.25 lakhs as on 1 April, 2014, whose useful life had expired, has been adjusted from the general reserves amounting to ₹ 142.09 lakhs (net of deferred tax credit of ₹ 73.16 lacs).

2.50 Previous year figures have been recast/ regrouped wherever necessary to conform to the current years' presentation.

For and on behalf of the Board of Directors

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF
EVEREST INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Everest Industries Limited** (the "Company") and its subsidiaries(the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31 March, 2015;

(b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of threesubsidiaries whose financial statements reflect total assets (net) of ₹ 753.90 lakhs as at 31 March, 2015, total revenues of ₹ 77.02 lakhs and net cash outflows amounting to ₹ 315.90lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of thesesubsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Alka Chadha
Partner
(Membership No. 93474)

Mumbai, 22 April, 2015

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH, 2015

(₹ in lacs)

	Note Reference	As at 31.03.2015	As at 31.03.2014
I. Equity and liabilities			
1. Shareholder's funds			
a. Share capital	2.01	1,529.11	1,519.47
b. Reserves and surplus	2.02	30,421.53	27,918.45
		31,950.64	**29,437.92**
2. Non-current liabilities			
a. Long-term borrowings	2.03	9,478.58	5,132.70
b. Deferred tax liabilities (Net)	2.30	2,951.13	2,831.75
c. Long-term provisions	2.04	598.83	607.88
		13,028.54	**8,572.33**
3. Current liabilities			
a. Short-term borrowings	2.05	18,570.17	16,555.48
b. Trade payables	2.06	13,218.91	12,293.15
c. Other current liabilities	2.07	13,520.26	12,916.00
d. Short-term provisions	2.08	4,695.31	2,969.96
		50,004.65	**44,734.59**
Total		**94,983.83**	**82,744.84**
II. Assets			
1. Non-current assets			
a. Fixed assets			
i. Tangible assets	2.09	31,380.35	26,914.76
ii. Intangible assets	2.09	706.16	1,259.13
iii. Capital work in progress	2.33	3,216.56	6,104.80
		35,303.07	**34,278.69**
b. Non-current investments	2.10	0.95	0.95
c. Long-term loans and advances	2.11	8,739.80	7,450.53
d. Other non-current assets	2.12	335.39	29.05
		44,379.21	**41,759.22**
2. Current Assets			
a. Inventories	2.13	27,184.70	24,208.84
b. Trade receivables	2.14	10,431.41	8,070.81
c. Cash and cash equivalents	2.15	6,788.29	2,546.69
d. Short-term loans and advances	2.16	6,097.56	6,104.45
e. Other current assets	2.17	102.66	54.83
		50,604.62	**40,985.62**
Total		**94,983.83**	**82,744.84**
See accompanying notes forming part of the consolidated financial statements	1 & 2		

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31 MARCH, 2015

(₹ in lacs)

		Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
1.	Revenue from operations (gross)	2.18	130,138.15	109,467.57
	Less : Excise duty		7,011.72	5,942.41
	Revenue from operations (net)		**123,126.43**	**103,525.16**
2.	Other income	2.19	1,045.85	1,233.70
3.	**Total revenue (1+2)**		**124,172.28**	**104,758.86**
4.	**Expenses**			
	a. Cost of materials consumed	2.20	70,566.32	57,406.48
	b. Purchases of stock-in-trade (traded goods)		1,542.54	2,805.56
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.21	(1,428.43)	70.52
	d. Employee benefits expense	2.22	10,909.58	9,695.47
	e. Finance costs	2.23	1,869.47	1,256.90
	f. Depreciation and amortisation expense	2.09	2,542.36	2,672.04
	g. Other expenses	2.24	33,340.43	29,574.61
	Total expenses		**119,342.27**	**103,481.58**
5	**Profit before tax (3-4)**		**4,830.01**	**1,277.28**
6.	**Tax expense**			
	a. Current tax expense		1,214.50	278.57
	b. Minimum alternative tax credit entitlement		-	(278.57)
	c. Net current tax expense		1,214.50	-
	d. Deferred tax (see note 2.30)		192.54	375.19
	e. Net tax expense		1,407.04	375.19
7.	**Profit for the year before Share of profit/(loss) of associate**		**3,422.97**	**902.09**
8.	Share of profit/(loss) of associate		-	-
9.	**Profit after tax**		**3,422.97**	**902.09**
	Earnings per equity share (see note 2.36) [Face value - ₹ 10 per share]			
	Basic and diluted earnings per share (₹)		22.46	5.94
	See accompanying notes forming part of the consolidated financial statements	1 & 2		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

For and on behalf of the Board of Directors

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH, 2015

(₹ in lacs)

	Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
A. Cash flow from operating activities			
Net profit before tax		**4,830.01**	**1,277.28**
Adjustments for:			
Depreciation and amortisation expense		2,542.36	2,672.04
Finance costs		1,869.47	1,256.90
Interest income		(325.73)	(438.75)
Loss/ (profit) on sale of fixed assets (net)		(1.56)	(0.23)
Liabilities / provisions no longer required written back		(599.93)	(687.48)
Provision for doubtful receivables and other receivables / Doubtful trade and other receivables written off		188.72	63.87
Net unrealised (gain)/loss on exchange rate fluctuation		(13.79)	(103.77)
Operating profit before working capital changes		**8,489.55**	**4,039.86**
Changes in working capital:			
Adjustment for (increase)/decrease in operating assets:			
Inventories		(2,975.86)	1,207.76
Trade receivables		(2,532.53)	(2,919.59)
Short-term loans and advances		6.89	(1,230.17)
Other non-current assets		(306.34)	(14.83)
Long-term loans and advances		(82.85)	(425.45)
Other current assets		7.58	30.24
Adjustment for increase/(decrease) in operating liabilities:			
Trade payables		1,514.68	2,067.37
Other current liabilities		1,584.25	2,151.32
Short-term provisions		140.59	0.94
Long-term provisions		(9.05)	(149.70)
Cash generated from operations		5,836.91	4,757.75
Net income tax paid		(1,520.54)	(608.46)
Net cash flow from/(used in) operating activities	**[A]**	**4,316.37**	**4,149.29**
B. Cash flow from investing activities			
Capital expenditure on fixed assets, including capital advances		(3,927.84)	(11,794.86)
Proceeds from sale of fixed assets (See note 2.09)		28.90	0.90
Proceeds from sale of long term investments		-	1.50
Bank balances not considered as Cash and cash equivalents			
- Placed (deposits and unclaimed dividend accounts)		-	(19.70)
- Matured (deposits)		2.91	1,200.00
Interest received		270.32	476.07
Net Cash from/(used in) investing activities	**[B]**	**(3,625.71)**	**(10,136.09)**

(₹ in lacs)

		Note Reference	Year ended 31.03.2015	Year ended 31.03.2014
C. Cash flow from financing activities				
Proceeds from issue of equity shares			9.64	0.74
Share premium received			147.63	4.19
Proceeds from long-term borrowings			6,367.88	1,890.00
Repayment of long-term borrowings			(2,623.00)	(1,950.50)
Proceeds from short-term borrowings (net)			2,014.69	7,035.36
Finance costs			(1,917.11)	(1,224.61)
Dividends paid			(381.32)	(1,133.12)
Tax on dividend			(64.56)	(193.58)
Net Cash flow from/(used) in financing activities	**[C]**		**3,553.85**	**4,428.48**
Net increase in cash and cash equivalents	**[A+B+C]**		4,244.51	(1,558.32)
Cash and cash equivalents as at 1.04.2014			2,279.70	3,838.02
Cash and cash equivalents as at 31.03.2015*		**2.15**	**6,524.21**	**2,279.70**
*** Comprises:**				
a. Cash on hand			9.73	10.55
b. Cheques on hand			708.17	907.44
c. Balances with banks				
i. Current accounts			1,556.31	1,361.71
ii. Other deposit accounts				
- Original maturity of 3 months or less			4,250.00	-
			6,524.21	**2,279.70**

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

Alka Chadha
Partner

Mumbai
22 April, 2015

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1.1

Significant Accounting Policies

(i) Basis of accounting

The consolidated financial statements of Everest Industries Limited (the 'Company') and its subsidiaries (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

(ii) Principles of consolidation

The consolidated financial statements relate to the Company, its subsidiaries and the Group's share of profit / loss in its associate. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the entities that are consolidated are drawn upto the same reporting date as that of the Company i.e., 31 March, 2015.

b) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses.

c) The consolidated financial statements include the share of profit / loss of the associate company which have been accounted for using equity method as per AS 23 Accounting for Investments in Associates in Consolidated Financial Statements.

d) Following subsidiary companies and associate have been considered in the preparation of the consolidated financial statements.

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power either directly or indirectly through subsidiary	
				31 March, 2015	31 March, 2014
M/s Everest Building Products (w.e.f., 9 September, 2013)	Subsidiary	Mauritius	Company	100	100
M/s Everestind FZE (w.e.f., 18 December, 2013)	Subsidiary	United Arab Emirates (UAE)	Everest Building Products	100	100
M/s Everest Building Products LLC (w.e.f., 7 December 2014)	Subsidiary	United Arab Emirates (UAE)	Everest Building Products	Note-1	-
M/s Everest Building Solutions Limited (upto 23 March, 2014)	Associate	India	Company	Nil	Nil

Everest Building Products, was incorporated on 9 September, 2013 with limited liability as a wholly owned subsidiary of the Company to promote business of the Company in the overseas market and to carry out the business of international trading of building products and accessories thereof.

Everestind FZE was incorporated on 18 December, 2013 as a free zone establishment with limited liability as a wholly owned subsidiary of Everest Building Products to carry out the business of international trading of building products and accessories thereof.

Note-1 Everest Building Products LLC was incorporated on 7 December, 2014 with limited liability as a subsidiary of Everest Building Products, to set up a plant for manufacturing building products. Share capital in respect thereof is yet to be subscribed and paid up.

e) The consolidated financial statements have been prepared using uniform accounting policies in the same manner as the Company's separate financial statements.

(iii) Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to the differences between these estimates and the actual results and the differences are recognised in the periods in which these differences are known / materialise.

(iv) Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price, any import duties and other taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

Capital work-in-progress:

Projects under which fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

(v) Depreciation / Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold land and leasehold improvements are amortised over the term of the lease.

Technical know-how is amortised over the term of the agreement. Computer software is amortised over the estimated useful life of 3 years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

(vi) Revenue Recognition

Revenue from sale of products is recognised, net of returns and rebates, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the despatch of goods to customers. Sales include excise duty but exclude sales tax and value added tax, wherever applicable.

Revenue from fixed price pre-engineered buildings contracts (Contracts) is recognised in accordance with the percentage of completion method based on the work performed and when it is probable that the economic benefits associated with the contract will flow to the Group. The stage of completion of a contract is determined based on the proportion that contract costs incurred for work performed upto the reporting date bear to the total estimated contract costs. If a loss is projected on any of the contracts in process, the entire projected loss is recognised.

(vii) Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value.

(viii) Inventories

IInventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary and includes all applicable costs incurred in bringing goods to their present location and condition. The basis for determining cost for various categories of inventories is as follows:

Stores and spare parts	-	Weighted average
Raw materials	-	Weighted average
Materials in transit	-	At cost
Work in progress and Finished goods	-	Material cost plus appropriate share of labour, manufacturing and other overheads
Stock in trade	-	Weighted average

(ix) Research and Development Costs

Research and development costs of revenue nature are charged to the Consolidated Statement of Profit and Loss when incurred. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the rates set out in Note 1.2 (iv) above.

(x) Employee Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund and compensated absences.

a. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange of services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences and performance incentives.

b. Post-employment benefit plans

The Company has various schemes of retirement benefits namely provident fund, superannuation schemes and gratuity, which are administered by trustees of independently constituted trusts recognised by the Income-tax authorities.

The Company's contributions towards provident fund are deposited in a trust formed by the Company under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. Contributions to superannuation fund are deposited in a separate trust. These trusts are recognised by the Income Tax authorities. The contributions to the trusts are managed by the trustees of the respective trusts.

The Company's superannuation scheme and the employee's provident fund scheme are considered as defined contribution schemes. The Company's contribution paid/ payable under these schemes are recognised as expenses in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall as at the Balance Sheet date, if any, is provided for.

The Company's gratuity scheme is a defined benefit scheme. For defined benefit schemes, the cost of providing benefits is determined using projected unit credit method, with actuarial valuation being carried out at each Consolidated balance sheet date. Actuarial gains and losses are recognised in full in the Consolidated Statement of Profit and Loss for the period in which they occur. Past service cost is recognised to the extent the benefits are already vested, and otherwise is amortised on a straight-line method over the average period until the benefits become vested.

The retirement benefit obligation recognised in the Consolidated balance sheet represents the present value of the defined benefit obligations as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme.

Benefits comprising compensated absences constitute other employee benefits. The liability for compensated absences is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss.

(xi) Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(xii) Foreign Exchange Transactions

Initial recognition

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items (other than derivative contracts) of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Group are carried at historical cost.

In case of foreign subsidiaries which are non- integral, the assets and liabilities have been translated into Indian Rupees at the closing exchange rate at the year end whereas income and expense items have been translated into Indian Rupees at the average exchange rate for the reporting period. The resultant translation exchange differences are accumulated in "Foreign currency translation reserve" to be recognised as income or expense in the period in which net investment in concerned foreign subsidiary is disposed off.

Treatment of exchange differences

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items (eg ECB loan) are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is charged to the Consolidated Statement of Profit and Loss.

In other cases, the exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Consolidated Statement of Profit and Loss.

Accounting for forward contracts

Premium / discount on forward exchange contracts are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense when the same is effected.

Derivative contracts

The Group enters into derivative contracts in the nature of interest rate swaps and forward contracts with an intention to hedge its existing assets and liabilities and firm commitments. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign Exchange Transactions.

All derivative contracts are marked-to-market and losses are recognised in the Consolidated Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

(xiii) Taxation

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. Deferred tax assets and liabilities are recognised for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

(xiv) Earnings Per Share

The Group reports basic and diluted earnings per equity share in accordance with Accounting Standard 'AS20 – Earning Per Share'. Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the result would be anti-dilutive.

(xv) Impairment of Assets

At each balance sheet date, the Group reviews the carrying amount of its assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an assets net selling price and value in use. In assessing value in use the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised as income in the Consolidated Statement of Profit and Loss.

(xvi) Provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are not recognised in the financial statements.

(xvii) Employee Stock Option Scheme

Stock options granted to the employees under the stock options schemes are accounted as per the accounting treatment prescribed by the SEBI (Employee Stock Option and Employees Stock Purchase Scheme Guidelines, 1999). Accordingly, the excess of average market value of the shares over the preceding two weeks of the date of grant of options over the exercise price of the options is recognised as deferred employee compensation and is charged to the Consolidated Statement of Profit and Loss on straight line basis over the vesting period of the options.

(xviii) Leases

Assets taken under lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

(xix) Export Incentives

Export benefits are accounted for in the year of exports based on eligibility and there is no significant uncertainty in receiving the same.

(xx) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

(xxi) Cash and cash equivalents (for purposes of Consolidated Cash Flow Statement)

Cash and cash equivalents in Consolidated Cash Flow Statement comprises of cash on hand, bank balances and short-term deposits with banks with an original maturity of three months or less.

(xxii) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and reasonable certainty exists in availing / utilising the credits.

(xxiii) Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2

(₹ in lacs)

		As at 31.03.2015	As at 31.03.2014
2.01	**Share capital**		
	1. Authorised	1,700.00	1,700.00
	17,000,000 equity shares of ₹ 10 each		
	(previous year 17,000,000 equity shares of ₹ 10 each)		
	2. Issued		
	15,291,095 equity shares of ₹ 10 each	1,529.11	1,519.47
	(previous year 15,194,665 equity shares of ₹ 10 each)		
	3. Subscribed and fully paid up (see note 2.37, 2.38 and 2.39)		
	15,291,095 equity shares of ₹ 10 each	**1,529.11**	**1,519.47**
	(previous year 15,194,665 equity shares of ₹ 10 each)		
2.02	**Reserves and surplus**		
	1. Capital reserve	30.00	30.00
	2. Securities premium account		
	Opening balance	319.76	315.57
	Add: Premium on shares issued during the year	147.63	4.19
	Closing balance	467.39	319.76
	3. General reserve		
	Opening balance	9,281.00	9,189.10
	Add: Transferred from surplus in Consolidated Statement of Profit and Loss	350.00	91.90
	Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 2.44)	142.09	-
	Closing balance	9,488.91	9,281.00
	4. Foreign currency translation reserve		
	Opening balance	(1.92)	-
	Less: Effect of foreign exchange rate variations during the year	8.01	1.92
	Closing balance	(9.93)	(1.92)
	5. Surplus in statement of profit and loss		
	Opening balance	18,289.61	17,923.85
	Add: Profit for the year	3,422.97	902.09
	Less: Dividends proposed to be distributed to equity shareholders	764.55	379.87
	Tax on dividend	152.87	64.56
	Transferred to general reserve	350.00	91.90
	Closing balance	20,445.16	18,289.61
		30,421.53	**27,918.45**

(₹ in lacs)

		As at 31.03.2015	As at 31.03.2014
2.03	**Long-term borrowings**		
	Term loans from banks (secured)	9,478.58	5,132.70
		9,478.58	**5,132.70**
	Note:		
	External Commercial Borrowing (ECB) from DBS Bank Limited of ₹ 3,715.20 lakhs (previous year ₹ 5,366.40 lakhs) is secured by first pari-passu charges on all the immoveable and movable fixed assets other than the immovebale fixed assets situated at Podanur and Kolkata and second pari passu charge on all present and future current assets of the Company. The ECB is repayable in 15 quarterly instalments of USD 800,000; the last instalment is due in April 2017. The rate of interest is Libor +2.75% per annum.		
	External Commercial Borrowing (ECB) from Axis Bank Limited of ₹ 6,259.08 lakhs (previous year ₹ Nil) is secured by first pari-passu charges on all the immoveable and movable fixed assets other than the immoveable fixed assets situated at Podanur, Kolkata and Noida and pledge of shares held in subsidiary. The ECB is repayable in 24 quarterly instalments; the last instalment is due in December 2022. The rate of interest is 3 months Libor + 4.00% per annum		
	External Commercial Borrowing (ECB) from ICICI Bank Limited of Nil (previous year ₹ 601.00 lakhs) was secured by a first pari-passu charge over all the immoveable and moveable fixed assets other than the immoveable fixed assetssituated at Podanur plant and second pari-passu charge on all current assets of the Company. The ECB was repayable in 12 half yearly instalments of USD 1,000,000; the last instalment was due in July 2014. The rate of interest was Libor+1.03% per annum.		
	Term Loan from HDFC Bank Limited of ₹ 1,533.50 lakhs (previous year ₹ 1,795.50 lakhs) is secured by exclusive charge over the immovable property situated at Noida. The loan is repayable in 20 quarterly instalments of ₹ 100.30 lakhs; the last instalment is due in November 2018. The rate of interest is 12.00% per annum.		
	For current maturites of long term borrowings see note 2.07		
2.04	**Long-term provisions**		
	Provision for employees benefits:		
	- Provision for gratuity (See note 2.29)	192.15	119.70
	- Provision for compensated absences	406.68	488.18
		598.83	**607.88**
2.05	**Short-term borrowings**		
	Loans from banks (Secured)		
	i. Cash credit	10,171.28	4,392.11
	ii. Working capital demand loan	500.00	5,000.00
	iii. Buyer's credit	7,898.89	7,163.37
		18,570.17	**16,555.48**
	Note: Loans from banks are secured by a first pari-passu charge by way of hypothecation of stocks, present and future, book debts and receivables, first pari-passu charge on land and building situated at Podanur and second pari-passu charge on all fixed assets, land and buildings both present and future, except land and building situated at Kolkata, Podanur and Noida.		
2.06	**Trade payables**		
	Trade payables - other than acceptances	13,218.91	12,293.15
		13,218.91	**12,293.15**

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.07 Other current liabilities		
a. Current maturities of long-term debt (secured)		
- Term loans from banks (see note 2.03)	2,029.20	2,630.20
b. Interest accrued but not due on borrowings	125.68	173.32
c. Unpaid dividends	38.73	40.18
d. Other payables		
i. Payables in respect of statutory dues	1,667.62	1,286.80
ii. Payables for purchase of fixed assets	103.80	433.70
iii. Stockists'and other deposits	2,687.50	2,399.25
iv. Advances from customers	6,463.89	5,651.24
v. Provision for mark to market loss on derivative transactions	-	7.65
vi. Retention monies	403.84	293.66
	13,520.26	**12,916.00**
2.08 Short-term provisions		
a. Provision for employee benefits:		
- Provision for compensated absences	155.34	14.75
b. Provision - Others:		
i. Provision for tax [(net of advance tax ₹ 3,201.97 lakhs (previous year ₹ 5,373.25 lakhs)]	3,622.55	2,510.78
ii. Provision for proposed equity dividend	764.55	379.87
iii. Provision for tax on proposed dividend	152.87	64.56
	4,695.31	**2,969.96**

2.09 Fixed assets

(₹ in lacs)

Particulars	Gross block					Accumulated depreciation					Net block	
	Balance as at 1.04.2014	Additions	Disposals	Effect of foreign currency exchange differences	Balance as at 31.03.2015	Balance as at 1.04.2014	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	" Other adjustments (see note 2.44) "	Balance as at 31.03.2015	Balance as at 31.03.2015	Balance as at 31.03.2014
Tangible assets												
Land												
Freehold	1,387.86	8.96	-	-	1,396.82	-	-	-	-	-	1,396.82	1,387.86
	1,387.86	*-*	*-*	*-*	*1,387.86*	*-*	*-*	*-*	*-*	*-*	*1,387.86*	*1,387.86*
Leasehold	2,425.04	113.10	-	-	2,538.14	15.84	20.11	-	-	35.95	2,502.19	2,409.20
	238.54	*2,186.50*	*-*	*-*	*2,425.04*	*6.73*	*9.11*	*-*	*-*	*15.84*	*2,409.20*	*231.81*
Buildings												
On freehold land	7,519.97	45.18	-	-	7,565.15	3,287.24	154.02	-	-	3,441.26	4,123.89	4,232.73
	7,268.72	*237.94*	*-*	*13.31*	*7,519.97*	*2,920.10*	*367.14*	*-*	*-*	*3,287.24*	*4,232.73*	*4,348.62*
On leasehold land	1,536.64	3,382.30	-	-	4,918.94	155.16	67.45	-	-	222.61	4,696.33	1,381.48
	164.28	*1,372.36*	*-*	*-*	*1,536.64*	*107.95*	*47.21*	*-*	*-*	*155.16*	*1,381.48*	*56.33*
Plant and equipment	30,504.34	2,622.20	104.16	-	33,022.38	13,679.99	1,476.22	77.24	88.83	15,167.80	17,854.58	16,824.35
	26,063.28	*4,419.43*	*106.77*	*128.40*	*30,504.34*	*12,163.09*	*1,623.07*	*106.17*	*-*	*13,679.99*	*16,824.35*	*13,900.19*
Furniture and fixtures	510.52	40.41	2.20	-	548.73	326.86	48.76	2.20	3.69	377.11	171.62	183.66
	465.29	*48.42*	*3.19*	*-*	*510.52*	*288.51*	*41.47*	*3.12*	*-*	*326.86*	*183.66*	*176.78*
Vehicles	194.89	11.31	4.83	-	201.37	137.32	9.74	4.83	-	142.23	59.14	57.57
	208.40	*-*	*13.51*	*-*	*194.89*	*127.81*	*23.02*	*13.51*	*-*	*137.32*	*57.57*	*80.59*
Office equipment	1,105.20	57.08	19.06	-	1,143.22	873.46	72.57	18.64	67.85	995.24	147.98	231.74
	1,056.78	*53.18*	*6.85*	*2.09*	*1,105.20*	*808.30*	*72.01*	*6.85*		*873.46*	*231.74*	*248.48*
Leasehold improvements	169.63	-	-	-	169.63	105.87	14.97	-	-	120.84	48.79	63.76
	169.63	*-*	*-*	*-*	*169.63*	*94.06*	*11.81*	*-*	*-*	*105.87*	*63.76*	*75.57*
Others												
Roads	231.93	341.22	-	-	573.15	89.52	49.74	-	54.88	194.14	379.01	142.41
	226.00	*5.93*	*-*	*-*	*231.93*	*81.97*	*7.55*	*-*	*-*	*89.52*	*142.41*	*144.03*
Sub total	**45,586.02**	**6,621.76**	**130.25**	**-**	**52,077.53**	**18,671.26**	**1,913.58**	**102.91**	**215.25**	**20,697.18**	**31,380.35**	**26,914.76**
Previous year	*37,248.78*	*8,323.76*	*130.32*	*143.80*	*45,586.02*	*16,598.52*	*2,202.39*	*129.65*	*-*	*18,671.26*	*26,914.76*	*20,650.26*
Intangible assets												
Computer software	2,165.39	75.81	-	-	2,241.20	906.26	628.78	-	-	1,535.04	706.16	1,259.13
	921.61	*1,243.78*	*-*	*-*	*2,165.39*	*436.61*	*469.65*	*-*	*-*	*906.26*	*1,259.13*	*485.00*
Technical knowhow	249.75	-	-	-	249.75	249.75	-	-	-	249.75	-	-
	249.75	*-*	*-*	*-*	*249.75*	*249.75*	*-*	*-*	*-*	*249.75*	*-*	*-*
Sub total	**2,415.14**	**75.81**	**-**	**-**	**2,490.95**	**1,156.01**	**628.78**	**-**	**-**	**1,784.79**	**706.16**	**1,259.13**
Previous year	*1,171.36*	*1,243.78*	*-*	*-*	*2,415.14*	*686.36*	*469.65*	*-*	*-*	*1,156.01*	*1,259.13*	*485.00*
Total	**48,001.16**	**6,697.57**	**130.25**	**-**	**54,568.48**	**19,827.27**	**2,542.36**	**102.91**	**215.25**	**22,481.97**	**32,086.51**	**28,173.89**
Previous year	*38,420.14*	*9,567.54*	*130.32*	*143.80*	*48,001.16*	*17,284.88*	*2,672.04*	*129.65*	*-*	*19,827.27*	*28,173.89*	*21,135.26*

Previous year figures are in italics.

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.10 Non-current investments (at cost)		
Other investments in equity instruments, long term, unquoted		
[9,500 (previous year 9,500) equity shares of ₹ 10 each fully paid up of M/s Everest Building Solutions Limited]	0.95	0.95
	0.95	**0.95**
2.11 Long-term loans and advances		
(Unsecured, considered good)		
a. Capital advances	434.18	645.57
b. Security deposits	908.25	825.40
c. Advance tax		
[Net of provision for current tax - ₹ 5,134.76 lakhs (previous year ₹ 3,032.42 lakhs)]	7,079.20	5,489.72
d. Minimum alternative tax credit entitlement	106.90	278.57
e. Other loans and advances		
Balances with excise, customs and port trust authorities	211.27	211.27
	8,739.80	**7,450.53**
2.12 Other non-current assets		
(Unsecured, considered good)		
Bank balances in earmarked accounts		
- Balances held as margin money (deposit accounts)	335.39	29.05
	335.39	**29.05**
2.13 Inventories		
(see note 1.1(viii)) (At lower of cost and net realisable value)		
a. Raw materials		
i. On hand	11,040.03	9,950.82
ii. In transit	1,077.84	874.76
	12,117.87	10,825.58
b. Work-in-progress	4,194.13	6,421.37
c. Finished goods	7,890.93	4,025.43
d. Stock-in-trade	1,271.94	1,481.77
e. Stores and spares	1,622.55	1,394.02
f. Packing materials	87.28	60.67
	27,184.70	**24,208.84**

(₹ in lacs)

	As at 31.03.2015	As at 31.03.2014
2.14 Trade receivables		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Unsecured, considered good	1,640.38	863.59
- Doubtful	207.00	59.09
Less: Provision for doubtful trade receivables	207.00	59.09
	1,640.38	863.59
b. Other trade receivables		
- Secured, considered good	5,163.88	4,959.25
- Unsecured, considered good	3,627.15	2,247.97
	8,791.03	**7,207.22**
	10,431.41	**8,070.81**
2.15 Cash and cash equivalents		
Cash and cash equivalents		
a. Cash on hand	9.73	10.55
b. Cheques on hand	708.17	907.44
c. Balances with banks		
i. Current accounts	1,556.31	1,361.71
ii. Other deposit accounts		
- Original maturity of 3 months or less	4,250.00	-
Cash and cash equivalents (as per AS 3 Cash Flow Statements)	6,524.21	2,279.70
Other bank balances		
Earmarked accounts		
- Unpaid dividend (current accounts)	38.73	40.18
- Balances held as margin money (deposit accounts)	225.35	226.81
Other bank balances	264.08	266.99
Total Cash and cash equivalents	**6,788.29**	**2,546.69**
2.16 Short-term loans and advances		
(Unsecured, considered good)		
a. Loans and advances to employees	120.97	109.70
b. Prepaid expenses	708.21	597.44
c. Balances with government authorities		
i. Balances with excise, customs and port trust authorities	955.19	674.42
ii. VAT credit receivable	1,270.87	1,049.37
d. Advance to suppliers	3,041.53	3,426.32
e. Other loans and advances	0.79	247.20
	6,097.56	**6,104.45**
2.17 Other current assets		
a. Interest accrued but not due	92.72	37.31
b. Insurance claims	9.94	17.52
	102.66	**54.83**

(₹ in lacs)

	Year ended 31.03.2015	Year ended 31.03.2014
2.18 Revenue from operations (see note 1.1 (vi))		
a. Revenue from sale of products (see note 2.41)	92,349.76	81,583.91
b. Revenue from contracts	39,656.04	27,249.11
c. Other operating revenues		
i. Sale of scrap	904.59	664.75
ii. Export incentives	152.40	76.90
iii. Others (including other incentives)	746.68	463.31
	1,803.67	1,204.96
Less: Realisation from sale of trial run production transferred to CWIP (see note 2.33)	3,671.32	570.41
	130,138.15	**109,467.57**
2.19 Other income		
a. Interest income		
i. Interest from banks on deposits	113.43	142.76
ii. Interest on income tax refund	171.46	246.63
iii. Other interest	40.84	49.36
	325.73	438.75
b. Other non-operating income		
i. Profit on sale of fixed assets (net)	1.56	0.23
ii. Liabilities / provisions no longer required written back	599.93	687.48
iii. Miscellaneous income	118.63	107.24
	720.12	794.95
	1,045.85	**1,233.70**
2.20 Cost of materials consumed (see note 2.42)		
Cost of materials consumed	72,663.94	58,171.16
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	2,097.62	764.68
	70,566.32	**57,406.48**
2.21 Changes in Inventories of finished Goods, work-in-progress and stock -in-trade		
Inventories at the end of the year:		
Finished goods	7,890.93	4,025.43
Work-in-progress	4,194.13	6,421.37
Stock-in-trade	1,271.94	1,481.77
	13,357.00	11,928.57
Inventories at the beginning of the year:		
Finished goods	4,025.43	3,851.62
Work-in-progress	6,421.37	7,439.69
Stock-in-trade	1,481.77	707.78
	11,928.57	11,999.09
	(1,428.43)	**70.52**

(₹ in lacs)

	Year ended 31.03.2015	Year ended 31.03.2014
2.22 Employee benefits expense		
a. Salaries and wages	10,689.86	9,028.19
b. Contributions to provident and other funds	626.87	367.31
c. Staff welfare expenses	655.31	517.34
	11,972.04	9,912.84
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	1,062.46	217.37
	10,909.58	**9,695.47**
2.23 Finance costs		
a. Interest expense on borrowings	1,654.67	1,551.43
b. Other borrowing costs	376.34	31.90
	2,031.01	1,583.33
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	161.54	326.43
	1,869.47	**1,256.90**
2.24 Other expenses		
a. Consumption of stores and spare parts	4,749.33	4,047.90
b. Consumption of packing materials	1,250.19	1,015.08
c. Power and fuel	3,614.97	3,327.95
d. Repairs and maintenance		
- Building	198.06	187.68
- Machinery	720.15	561.26
- Others	517.74	372.65
e. Rent (see note 2.35)	721.80	587.92
f. Rates and taxes	373.58	304.40
g. Insurance	232.27	173.40
h. Travelling	1,343.22	1,513.58
i. Advertisement and sales promotion expenses	1,483.82	1,711.75
j. Cost for erection of buildings	3,607.16	1,498.97
k. Net loss on foreign currency transactions and translation	608.89	664.72
l. Outward freight charges on finished goods	9,577.46	9,101.76
m. Professional and consultancy expenses (see note 2.26)	1,014.17	989.44
n. Research and development expenses (see note 2.43)	96.54	159.20
o. Increase/decrease in excise duty on inventory	333.69	57.68
p. Provision for doubtful trade and other receivables (net)	172.61	38.87
q. Doubtful trade and other receivables written off	16.11	25.00
r. Expenditure on corporate social responsibility	42.38	5.46
s. Miscellaneous expenses	3,947.24	3,769.23
	34,621.38	**30,113.90**
Less: Pre-operative expenses transferred to capital work in progress (see note 2.33)	1,280.95	539.29
	33,340.43	**29,574.61**

2.25 Contingent Liabilities and Commitments

(i) Contingent liabilities

Claims against the Group not acknowledged as liabilities in respect of:

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
i. Sales tax matters	2,130.36	2,192.81
ii. Customs, excise and service tax matters	3,111.59	2,882.05
iii. Income Tax matters	7,585.44	7,919.37
Total	**12,827.39**	**12,994.23**
iv. Advance paid / adjusted by Income Tax authorities against above	5,850.69	4,579.53

(ii) Commitments

a) Estimated amount of contracts to be executed on capital account –₹ 325.98 lakhs (net of advances – ₹ 434.18 lakhs), [previous year –₹ 1,994.88 lakhs (net of advances ₹ 645.57 lakhs)].

b) Export Obligation: The Company has purchased fixed assets under the 'Export Promotion Capital Goods Schemes'. As per the terms of the license granted under the scheme, the Company has undertaken to achieve an export commitment of ₹ 7,894.34 lakhs (previous year ₹ 7,678.39 lakhs) over a period of 6-8 years.

The Company would be liable to pay customs duty of ₹ 1,021.31 lakhs (previous year ₹ 985.32 lakhs) and interest on the same in the event of non-fulfillment of the balance export obligation. The Company is in the process of filing of satisfaction of its export obligations of ₹ 1,458.86 lakhs. However the Company does not expect any liability to arise based on its export performance.

2.26 Professional and consultancy expenses include statutory auditors remuneration (excluding service tax) as follows:

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
(a) To statutory auditors		
- Audit fee	36.50	32.50
- For other services (including fees for limited review)	12.50	9.90
- Reimbursement of expenses	6.03	5.13
	55.03	47.53
(b) To cost auditor		
- Cost audit fee	4.80	3.00
- Reimbursement of expenses	0.63	0.30
	5.43	3.30
	60.46	**50.83**

2.27 Construction Contracts (see note 1.1(vi))

Details of contract revenue and costs are as below:

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Contract revenue recognised during the year	39,656.04	27,249.11
Aggregate of contract costs incurred and recognised profits (less recognised losses) in respect of contracts in progress upto the year end	7,973.04	13,960.05
Retentions moneys for contracts in progress	270.72	156.28
Advances received for contracts in progress	1,816.94	1,026.41

2.28 Foreign Exchange Disclosure

Outstanding forward exchange contracts as on 31 March, 2015:

Particulars	As at 31.03.2015			As at 31.03.2014		
	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)
Receivables	USD	13.00	813.68	USD	-	-
Payables	USD	-	-	USD	85.46	5,136.36
	EURO	-	-	EURO	2.66	219.98
ECB Loan	USD	72.00	3,715.20	USD	104.00	5,366.40

Foreign currency exposures that are not hedged by derivative instruments or otherwise are as follows:

Particulars	As at 31.03.2015			As at 31.03.2014		
	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)	Amount in Foreign Currency (in lacs)		Amount (₹ /lacs)
Receivables	USD	16.88	1,056.72	USD	13.46	808.75
Payables	USD	150.77	9,436.86	USD	49.11	2,951.42
ECB Loan	USD	100.00	6,259.08	USD	10.00	601.00

2.29 Disclosure of Retirement Benefits under Accounting Standard 'AS15-Employee Benefits'

a. Defined contribution plan

The Company makes provident fund and superannuation fund contributions to defined contribution retirement benefit plans for covered employees. The Company's contributions towards provident fund and superannuation fund are deposited in respective trusts. The Company is generally liable for contributions paid/ payable under Provident Fund scheme and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

As of 31 March, 2015, the fair value of the assets of the fund and the accumulated members' corpus is ₹ 5,780.25 lakhs and ₹ 5,599.39 lakhs respectively. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.75%. The actuarial assumptions include discount rate of 7.80% and an average expected future period of 10 years.

The Company recognised 361.08 lakhs (previous year ₹ 332.19 lakhs) for provident fund contributions and ₹ 89.69 lakhs (previous year ₹ 90.37 lakhs) for superannuation fund contributions in the Consolidated Statement of Profit and Loss. The contribution payable to the plan by the Group is at the rate specified in rules to the scheme.

b. Defined benefit plan

The Company's contribution towards its gratuity liability is a defined benefit retirement plan. The Company makes contributions to the trust from time to time which in turn makes contributions to the Employee's Group Gratuity-cum-Life Assurance scheme of the Life Insurance Corporation of India. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each balance sheet date.

c. The following tables set out the funded status of the gratuity plan and amounts recognised in the Company's financial statements as at 31 March, 2015:

(i) Movement in net liability

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Present value of defined benefit obligations as on 01.04.2014	(A)	1,413.66	1,439.36
Interest cost	(B)	125.90	113.23
Current service cost	(C)	133.49	141.60
Benefits paid	(D)	(105.07)	(83.04)
Actuarial (gain)/loss on obligations	(E)	24.38	(197.49)
Present value of defined benefit obligations as on 31.03.2015 (F=A+B+C+D+E)	(F)	**1,592.36**	**1,413.66**

(ii) The amounts recognised in the Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are as follows:

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Present value of funded defined benefit obligations as on 31.03.2015	(A)	1,592.36	1,413.66
Estimated fair value of plan assets	(B)	1,400.21	1,293.96
Net liability/ (asset) (C=A-B)	(c)	**192.15**	**119.70**
Amounts in the Balance Sheet			
a. Liabilities		192.15	119.70
b. Assets		-	-
c. Net liability/ (asset)		192.15	119.70
Amount charged to Consolidated Statement of Profit and Loss			
Service cost	(E)	133.49	141.60
Interest cost	(F)	125.90	113.23
Expected return on plan assets	(G)	119.33	109.56
Net actuarial (gain)/ loss	(H)	29.54	(197.49)
Expense recognised in the Statement of Profit and Loss (I=E+F-G+H)	(I)	**169.60**	**(52.22)**

(iii) The principal actuarial assumptions used in determining gratuity and leave encashment obligations:

Assumptions	Year ended 31.03.2015 Rate (%)	Year ended 31.03.2014 Rate (%)
Discount rate	7.80%	9.25%
Rate of return on plan assets	8.85%	9.25%
Salary escalation	8.00%	9.00%
Mortality rate	IALM (2006-08) (modified)	IALM (2006-08) (modified)
Withdrawal rate		
Upto 30 years	3.00%	3.00%
Ages from 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

The discount rate is based on the Government bond yields as at 31 March, 2015.

(iv) Experience adjustments

(₹ in lacs)

Particulars	31.03.2015	31.03.2014
Present value of defined benefit obligation	(1,592.36)	(1,413.66)
Fair value of plan assets	1,400.21	1,293.96
Funded status	(192.15)	(119.70)
Experience gain / (loss) adjustments on plan liabilities	38.68	37.08
Experience gain / (loss) adjustments on plan assets	(5.16)	-

The Company expects the benefit payout of ₹ 75.73 lakhs (previous year ₹ 50.23 lakhs) to the gratuity fund for the year ended 31 March, 2016.

(v) Fair value of plan assets

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Fair value of plan assets at the beginning of the year	(A)	1,293.96	1,184.40
Expected return on plan assets	(B)	119.33	109.56
Contributions	(C)	-	-
Benefits paid	(D)	(7.92)	-
Actuarial gain/ (loss) on plan assets	(E)	(5.16)	-
Fair value of plan assets at the end of the year(F=A+B+C+D+E)	**(F)**	**1,400.21**	**1,293.96**

(vi) Actual return on plan assets

(₹ in lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
Expected return on plan assets	(A)	119.33	109.56
Actuarial gain/ (loss) on plan assets	(B)	-	-
Actual return on plan assets(C =A+B)	**(C)**	**119.33**	**109.96**

(vii) The major categories of plan assets as a percentage of total plan asset are as follows:

Particulars	As at 31.03.2014	As at 31.03.2013
Government of India securities	46.61%	42.31%
Debt instruments	34.61%	37.52%
Equity shares	4.56%	4.69%
Other deposits	14.22%	15.48%
	100.00%	100.00%

The planned assets of the Group are managed by the Life Insurance Corporation of India in terms of an insurance policy taken to fund obligations of the Parent with respect to its gratuity plan. Information on categories of plan assets as at 31 March, 2015 has not been provided by the Life Insurance Corporation of India.

2.30 Deferred Taxation

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
a. Deferred tax assets		
Tax impact of:		
i. Expenditure covered by Section 43B of the Income-tax Act, 1961	285.70	244.46
ii. Unabsorbed depreciation	-	115.66
ii. Provision for doubtful trade receivables	70.36	20.08
Total deferred tax assets	**356.06**	**380.20**
b. Deferred tax liabilities		
Tax impact of:		
Excess of depreciation allowable under the Income-tax Act, 1961 over depreciation provided in financial statements*	3,307.19	3,211.95
Total deferred tax liability	**3,307.19**	**3,211.95**
Net deferred tax liability	**2,951.13**	**2,831.75**

* Deferred tax expense during the year of ₹ 192.54 lakhs (previous year ₹ 375.19 lakhs) is net of transition adjustment amounting to ₹ 73.16 lakhs (previous year ₹ Nil) related to depreciation (also refer Note 2.44).

2.31 Managerial Remuneration

Managerial remuneration forming part of employee benefits expenses for the year ended 31 March, 2014 had exceeded the limits specified in the Companies Act, 1956. The Company had filed applications with the Central Government for requisite approvals. The Company has reversed/ adjusted managerial remuneration amounting to ₹ 128.46 lakhs during the current year to the extent approvals had not been received from the Central Government.

2.32 Related Party Disclosures

a. List of related parties

i. Enterprise exercising significant influence

- M/s Falak Investment Private Limited

ii. Key management personnel

- Mr. Aditya Vikram Somani, Chairman
- Mr. Manish Sanghi, Managing Director
- Mr. Y. Srinivasa Rao, Executive Director

b. Transactions with related parties during the year:

(₹ in lacs)

S. No	Particulars	Year ended 31.03.2015	Year ended 31.03.2014
i.	Dividend paid to enterprise exercising significant influence M/s Falak Investment Private Limited	184.59	553.76
ii.	Remuneration to key management personnel		
	Mr. Aditya Vikram Somani	201.65	137.05
	Mr. Manish Sanghi	182.52	122.30
	Mr. Y. Srinivasa Rao	148.64	98.59
III.	Dividend paid to key management personnel		
	Mr. Aditya Vikram Somani	0.01	0.04
	Mr. Manish Sanghi	1.41	4.22
	Mr. Y. Srinivasa Rao	-	0.01

c. Balances outstanding with related parties at the year end:

(₹ in lacs)

S. No	Particulars	As at 31.03.2015	As at 31.03.2014
i.	Share capital from enterprise exercising significant influence		
	M/s Falak Investment Private Limited	738.35	738.35
iii.	Commission due to key management personnel		
	a. Mr. Aditya Vikram Somani	23.61	18.00
iv.	Performance incentive due to key management personnel		
	a. Mr. Manish Sanghi	30.00	28.00
	b. Mr. Y. Srinivasa Rao	28.00	24.00

2.33 Capital Work in Progress and Pre-operative Expenditure

Capital work in progress and pre-operative expenditure comprise the following:

a. Capital work in progress

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
i. Project assets	3,034.50	5,845.81
ii. Unallocated project pre-operative expenditure (see b below)	182.06	258.99
	3,216.56	**6,104.80**

b. Pre-operative expenditure

(₹ in lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Opening balance (a)	258.99	378.40
Add: Expenditure incurred during the year		
Cost of materials consumed	2,097.62	764.68
Salaries and wages	900.75	195.48
Contributions to provident and other funds	10.29	7.29
Staff welfare expenses	151.42	14.60
Consumption of stores and spare parts	434.38	92.07
Power and fuel	-	51.17
Repairs and maintenance – Others	161.52	38.35
Rent	85.84	12.39
Rates and taxes	0.96	34.69
Insurance	2.14	2.02
Travelling	141.02	138.61
Outward freight charges on finished goods	197.70	-
Advertisement and sales promotion expenses	86.36	0.31
Miscellaneous expenses	171.03	169.68
Interest on borrowings	161.54	326.43
Sub Total (b)	**4,602.57**	**1,847.77**
Less :		
Transfer of inventory produced during trial run production	33.84	316.41
Realisation from sale of trial run production	3,671.32	570.41
Sub Total (c)	**3,705.16**	**886.82**
Unallocated preoperative expenditure (d) (a+b-c)	1,156.40	1,339.35
Deletions during the year (e)	974.34	1,080.36
Closing balance (d-e)	**182.06**	**258.99**

2.34 Segment Information

a. Business segments:

Based on the guiding principles given in Accounting Standard AS-17 "Segment Reporting", the Group's business segments include 'Building products' and 'Steel buildings'.

Building products includes manufacturing and trading of roofing products, boards and panels, other building products and accessories.

Steel buildings consist of manufacture and erection of pre – engineered and smart steel buildings and its accessories.

b. Geographical segments:

Geographical revenues are allocated based on the location of the customers. Geographical segment is considered based on sales within India and outside India. However, the segment revenue/ assets by geographical location do not fall within the criteria set out in Accounting Standard AS- 17 on "Segment Reporting" and therefore geographical segment information has not been given in the consolidated financial statements.

c. Segment accounting policies:

In addition to the significant accounting policies applicable to the business segments as set out in note a above, the accounting policies in relation to segment accounting are as under:

i. Segment revenue and expenses:

Segment revenue and expenses include the respective amounts identifiable to each of the segments. Unallocable items in segment results include income from bank deposits and corporate expenses.

ii. Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include fixed deposits, advance income tax, borrowings and deferred income tax etc.

Information about business segments:

(₹ in lacs)

Particulars	Building products		Steel buildings		Total	
	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
1. Segment Revenue						
External revenue (Net of excise duty)	85,744.51	75,071.09	35,578.25	27,249.11	121,322.76	102,320.20
Other operating income	1,050.33	819.53	753.34	385.43	1,803.67	1,204.96
Total Revenue	86,794.84	75,890.62	36,331.59	27,634.54	123,126.43	103,525.16
2. Segment Results	8,530.39	3,589.64	(256.04)	906.07	8,274.35	4,495.71
Unallocated expenses (net of income)					1,574.87	1,961.53
Operating Profit	8,530.39	3,589.64	(256.04)	906.07	6,699.48	2,534.18
Finance costs					1,869.47	1,256.90
Profit before tax					4,830.01	1,277.28
Tax expenses					1,407.04	375.19
Net Profit					**3,422.97**	**902.09**

Particulars	Building products		Steel buildings		Total	
	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
3. Other Information						
A. Assets						
Segment assets	51,389.13	49,605.76	25,278.79	21,386.22	76,667.92	70,991.98
Unallocated assets					18,315.91	11,752.86
Total Assets	**51,389.13**	**49,605.76**	**25,278.79**	**21,386.22**	**94,983.83**	**82,744.84**
B. Liabilities						
Segment liabilities	11,931.70	12,262.48	11,358.42	8,442.69	23,290.12	20,705.17
Unallocated liabilities					39,743.07	32,601.75
Total Liabilities	**11,931.70**	**12,262.48**	**11,358.42**	**8,442.69**	**63,033.19**	**53,306.92**

Particulars	Building products		Steel buildings	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
C. Others				
Capital expenditure	1,327.37	3,628.95	2,163.78	4,737.78
Depreciation	1,398.57	1,832.43	675.93	514.82
Non – cash expenses other than depreciation (includes provision for doubtful trade receivables and other receivables)	-	-	188.72	63.87

2.35 Lease Commitments

Operating lease

The Group has taken properties on cancellable operating leases and has recognised rent of ₹ 721.80 lakhs (previous year ₹ 587.92 lakhs). There are no non-cancellable lease arrangements as at the end of the year.

2.36 Earnings per Share

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Number of equity shares of ₹ 10 each fully paid up at the beginning of the year	15,194,665	15,187,290
b. Number of equity shares of ₹ 10 each fully paid up at the year end	15,291,095	15,194,665
c. Weighted average number of equity shares used in computing earnings per share	15,237,169	15,189,961
d. Weighted average number of options granted at fair value	414,120	393,775
e. Weighted average number of options post adjustment for number of options granted at fair value	414,120	393,775
f. Net profit for the year – (₹ / lakhs)	3,422.97	902.09
g. Basic earnings per share (Rupees)	22.46	5.94
h. Diluted earnings per share (Rupees)	22.46	5.94
i. Nominal value of equity shares (Rupees)	10.00	10.00

2.37 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.38 Reconciliation of the number of shares

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
a. Number of equity shares outstanding at the year beginning	15,194,665	15,187,290
b. Number of options exercised during the year	96,430	7,375
c. Number of equity shares outstanding at the year end	15,291,095	15,194,665

2.39 Number of shares held by each share holder holding more than 5% shares

Particulars	Year ended 31.03.2015		Year ended 31.03.2014	
	(No. of shares)	%	(No. of shares)	%
a. Falak Investment Private Limited	7,383,470	48.29	7,383,470	48.59
b. Reliance Capital Trustee Co Ltd	966,748	6.32	966,748	6.36

2.40 Employee Stock Option Scheme

The Company has granted 140,000 (previous year Nil) options to the employees during the year ended 31 March, 2015. The exercise price per option shall be the average of the two weeks high and low price of the share preceding the date of grant of options on BSE/NSE or closing price of the Company's share on that stock exchange on the date prior to the date of grant of options, whichever is less. Options granted shall vest with the grantee after a period of one year from the date of grant. The exercise period of the options is a period of four years after the vesting of the options.

Particulars	ESOS (2008)	ESOS (2009)	ESOS (2010)	ESOS (2011)	ESOS (2012)	ESOS (2014)
Year in which scheme was established	2008-09	2009-10	2010-11	2011-12	2012-13	2014-15
Number of options authorised and granted	144,850	140,000	147,705	150,720	160,945	140,000
Exercise price	₹ 52	₹ 169	₹ 174	₹ 126	₹ 268	₹ 336
Vesting date	After one year from the date of grant of option					
Vesting requirement	One year service from the date of grant of option					
Exercise period	During four years after vesting date					

Option activity during the year under the plans is set out below:

Particulars	ESOS (2008)	ESOS (2009)	ESOS (2010)	ESOS (2011)	ESOS (2012)	ESOS (2014)
i. Opening balance	-	65,320	89,375	99,655	139,425	-
	10,150	*72,040*	*98,920*	*116,710*	*160,945*	-
ii. Granted during the year	-	-	-	-	-	140,000
	-	-	-	-	-	-
iii. Vested during the year	-	-	-	-	-	-
	-	-	-	-	-	-
iv. Exercised during the year	-	54,620	9,605	26,805	5,400	-
	5,900	-	-	*1,475*	-	-
v. Forfeited during the year	-	-	(2,210)	(3,655)	(6,660)	-
	-	*(6,720)*	*(9,545)*	*(15,580)*	*(21,520)*	-
vi. Expired during the year	-	(10,700)	-	-	-	-
	(4,250)	-	-	-	-	-
vii. Outstanding at the year end	-	-	77,560	69,195	127,365	140,000
	-	*65,320*	*89,375*	*99,655*	*139,425*	-
viii. Options exercisable at the year end	-	-	77,560	69,195	127,365	-
	-	*65,320*	*89,375*	*99,655*	*139,425*	-
ix. Remaining contractual life (years) at the year end	-	-	0.80	1.81	2.81	4.81
	-	*0.82*	*1.80*	*2.81*	*3.81*	-

Previous year figures are in italics.

The Company has accounted the above options using the intrinsic value method at the exercise price from time to time and there is no stock compensation expense under the intrinsic value method for the options granted.

The Guidance Note issued by the Institute of Chartered Accountants of India requires the disclosure of pro forma net results and EPS both basic and diluted, had the Company adopted the fair value method. Had the Company accounted the option under fair value method, amortising the stock compensation expense thereon over the vesting period, the reported profit for the year ended 31 March, 2015 would have been lower by ₹ 40.55 lakhs (previous year ₹ 124.76 lakhs) and the basic and diluted EPS would have been revised to ₹ 22.18 (previous year ₹ 5.20) and ₹ 22.18 (previous year ₹ 5.20) respectively. The fair value of stock based awards to employees is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected term of the options to be 5 years, an expected dividend yield of 0.75% (previous year Nil) on the underlying equity shares, volatility in the share price of 41.72% (previous year Nil) and a risk free rate of interest of 7.72% (previous year Nil). The Company's calculations are based on a single option valuation approach, and forfeitures are recognised as they occur. The expected volatility is based on historical volatility of the share price during the year after eliminating the abnormal price fluctuations.

2.41 Details of revenue from sale of products

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Sale of products comprises:		
Sale of manufactured goods	90,101.72	79,087.65
Sale of traded goods	2,248.04	2,496.26
Total sale of products	**92,349.76**	**81,583.91**

2.42 Cost of Materials Consumed

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Opening stock	10,825.58	12,227.43
Add: Purchases	71,858.61	56,004.63
	82,684.19	68,232.06
Less: Closing stock	12,117.87	10,825.58
Cost of materials consumed*	**70,566.32**	**57,406.48**

* excludes Pre-operative expenses transferred to capital work in progress ₹ 2,097.62 lakhs (previous year ₹ 764.68 lakhs) and research and development expenses of ₹ 18.68 lakhs (previous year ₹ 76.23 lakhs).

2.43 Expenditure on Research and Development

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Capital nature*		
Gross block	111.14	109.68
Accumulated depreciation	60.04	52.37
Net block	**51.10**	**57.31**
Additions during the year	1.46	-
Capital work in progress	-	-
Revenue nature		
i. Cost of materials consumed	18.68	76.23
ii. Consumption of stores and spare parts	11.28	12.64
iii. Employee benefits expense		
- Salaries and wages	46.32	39.80
- Contributions to provident and other funds	3.77	3.19
iv. Miscellaneous expenses	16.49	27.34
	96.54	**159.20**
v. Depreciation	7.67	5.19
Total	**104.21**	**164.39**

* details of fixed assets utilised for research and development.

2.44 Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing on or after 1 April, 2014 the Company has computed depreciation with reference to the useful life of assets recommended in Schedule II to the Act. The depreciation for the year is lower by ₹ 542.51 lakhs consequent to the change in the useful life of the assets. Further, depreciation related to the assets having written down value of ₹ 215.25 lakhs as on 1 April, 2014, whose useful life had expired, has been adjusted from the general reserves amounting to ₹ 142.09 lakhs (net of deferred tax credit of ₹ 73.16 lacs).

2.45 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity in the	Net assets*		Share of profit or (loss)	
	As % of consolidated net assets	Amount (In Lakhs)	As % of consolidated net assets	Amount (In Lakhs)
Parent				
- Everest Industries Limited	97.65	31,200.09	99.93	3,420.63
Subsidiary				
Foreign				
- Everest Building Products Mauritius**	2.35	750.55	0.07	2.34
Minority interests in all subsidiaries	Nil	Nil	Nil	Nil

* Net asset is total assets minus total liabilities

** as per the Consolidated financial statements.

2.46 Previous year figures have been recast/ regrouped wherever necessary to conform to the current years' presentation.

For and on behalf of the Board of Directors

Manish Sanghi
Managing Director

Y. Srinivasa Rao
Executive Director

Rakesh Kumar Gupta
Chief Financial Officer

Neeraj Kohli
Company Secretary

Mumbai
22 April, 2015

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EVEREST

ATTENDANCE SLIP

EVEREST INDUSTRIES LIMITED

CIN : L74999MH1934PLC002093
Regd. Office: GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.
Phone : 02557-250375/462, Fax : 02557-250376, E-mail Id: compofficer@everestind.com

I/We ....R/o .... hereby record my/our presence at the 82nd Annual General Meeting of the Company held on Wednesday, the 26th August, 2015 at 11:00 a.m. at GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.

DPID * : ____________________	Folio No. : ________________________________
Client Id * : __________________	No. of Shares : ____________________________

* Applicable for investors holding shares in electronic form.

Signature of shareholder/ proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

EVEREST INDUSTRIES LIMITED

CIN : L74999MH1934PLC002093
Regd. Office: GAT 152, Lakhmapur, Taluka Dindori, Nashik - 422 202, Maharashtra.
Phone : 02557-250375/462, Fax : 02557-250376, E-mail Id: compofficer@everestind.com

Name of the Member(s) : Registered address :		E-mail Id : Folio No. : *Client ID : *DPID :	

I/We, being the member(s) of .... shares of Everest Industries Limited, hereby appoint :

1)..of .... having e-mail id .... or failing him

2)..of .... having e-mail id .... or failing him

3)..of .... having e-mail id..

and whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 82nd Annual General Meeting of the Company, to be held on Wednesday, 26th August, 2015 at 11:00 a.m. at Gat 152, Lakhmapur, Taluka Dindori, Nashik - 422202, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	**For**	**Against**
1. Adoption of Standalone and Consolidated Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2015.		
2. Declaration of dividend on Equity Shares.		
3. Re-appointment of Mr. M.L. Gupta who retires by rotation.		
4. Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the Auditors of the Company.		
5. Re-appointment of Mr. Y. Srinivasa Rao as Whole Time Director designated as Executive Director.		
6. Revision in salary of Mr. Aditya Vikram Somani, Whole Time Director designated as Chairman.		
7. Revision in salary of Mr. Manish Sanghi, Managing Director.		
8. Approval of Commission of Non-Executive Directors.		
9. Ratification of Remuneration of Cost Auditors.		

P.T.O.

Resolutions	For	Against
10. Determination of office of Mr. Manish Sanghi, Managing Director, as liable to retire by rotation.		
11. Approval for authorizing the Board for further issue of shares to employees under Employees Stock Option Scheme -2015.		

* Applicable for investors holding shares in electronic form.

Affix Revenue Stamp and sign across the stamp

*Signed this .... day of .... 2015.

....

Signature of Shareholder

___________________________ ______________________________ ___________________________

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

NOTES:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

** 4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

NOTES:

NOTES:

Head Office

Everest Industries Limited
Genesis, A-32, Mohan Co-operative Industrial Estate, Mathura Road,
New Delhi - 110 044 (INDIA)

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