

Becoming One. | Casting the Future.

Annual Report 2014-15





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Corporate Information

Board of Directors

Mr. S. Rai
Managing Director

Mrs. Pamela Rai

Mr. Junichi Suzuki

Mr. A. D. Harollikar

Mr. Maskatsu Uchiyama
(Alternate to Mr. J. Suzuki)

Mr. Vinay Panjabi

Mr. Ajay Nanavati

Auditors

M/s. Asit Mehta & Associates

Bankers

Bank of Maharashtra

Kotak Mahindra Bank

State Bank of India

Bank of India

Registered Office & Works

Registered Office

Gat No. 1426, Village - Shikrapur, Taluka - Shirur,
District Pune - 412 208, Maharashtra INDIA

T: +91 2137 677100 | F: +91 2137 677130

Email: marketing@alicongroup.co.in

Share Transfer Agent

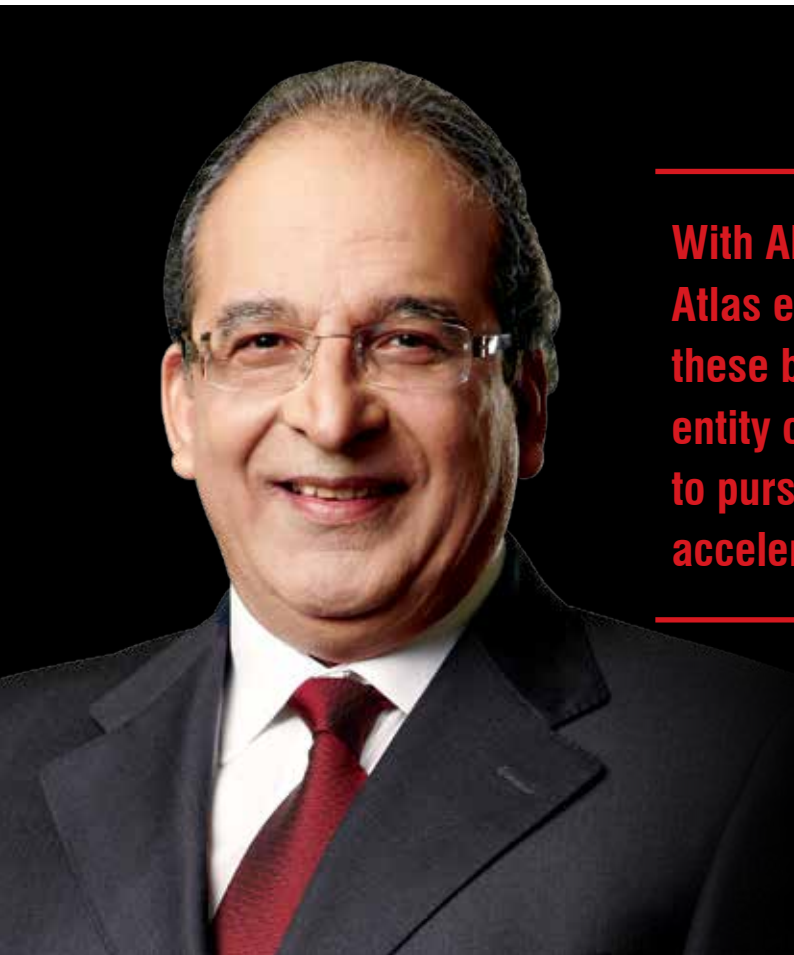
M/s. Universal Capital Securities Pvt. Ltd.
21 Shakil Niwas, Opp. Sai Baba Temple,
Mahakali Caves Road, Andheri (E),
Mumbai - 400 093

Works

57-58 km. Mile Stone, Delhi - Jaipur, NH 8,
Industrial Area, Village - Binola,
District - Gurgaon, Haryana - 122 051

Plot No. 58/59,
Block D II, MIDC
Chinchwad, Pune - 411 019

Message from the MD



With Aicon and the Casting Business of Atlas engaged in similar activities, merging these businesses will enable the merged entity of Aicon to bring in greater flexibility to pursue strategic objectives and achieve accelerated growth strategy.

Dear Shareholders,

This year was an important milestone for your Company. It marked the merger of the Casting Business segment of Atlas Castalloy Limited with Aicon Castalloy Limited. 'Becoming One' makes Aicon stronger and puts us in a good position to accelerate on our journey of 'Casting the Future'.

While economic revival was witnessed in 2014-15, recovery was gradual and failed to live up to the expectations of the industry. The Index of Industrial Production (IIP), which indicates the level of industrial activities in the Indian economy, remained subdued for the most part of 2014-15. Overcoming these difficult conditions required a focussed approach

from our team. Our "Challenge the Now" initiatives continue to bear fruit, driving significant improvements in our operational efficiencies. This enabled us to sustain our performance in a tough business environment. During the year, we recorded a turnover of ₹ 7,136 Million on consolidated basis, representing a growth of 34 per cent, over the previous year. Profit after Tax for the year stood at ₹ 198.4 Million as compared to ₹ 191.5 Million in 2013-14. Despite incurring high development costs for new products, prudent cost control, optimisation of processes and our strong product portfolio enabled us to retain our competitive advantage.

I would like to take this opportunity to expand on the recent merger, so that our shareholders can understand and appreciate what we have accomplished and where we are heading.

₹ 6,390 Million

Standalone Revenue representing a growth of 44.88 per cent over the previous year.

Atlas Castalloy Limited is an established aluminium foundry involved in the manufacturing of very complex aluminium castings for automotive and non-automotive customers, in the domestic and international markets. With Alicon and the Casting Business of Atlas engaged in similar activities, merging these businesses will enable the merged entity of Alicon to bring in greater flexibility to pursue strategic objectives and achieve accelerated growth. With access to the entire operations and business of Atlas, it will enable us to achieve economies of scale, optimal utilisation of resources, better administration and cost reduction. This will take Alicon closer to its vision of becoming the globally preferred supplier for Light Alloy Casting solutions. Going beyond just sales and profits, it provides Alicon with talented people, robust capabilities and technologies to support future growth. I am extremely enthusiastic about the value that this merger will bring to our shareholders in the coming years.

Our sustained performance stems from a culture of innovation. In this regard, our R&D capabilities enable us to deliver products and processes which are truly world-class. Anticipating the trend for weight saving through conversion of materials, Alicon had the foresight to invest in the technology for developing such products. The cost benefit which accrues due to weight saving has resulted in a number of conversion projects across various sectors. Today, Alicon with its robust offering, leads the Indian market with conversion components for diverse sectors such as defence, power and healthcare, apart from the automobile sector. Our capacity to handle prototyping for products used by these sectors also gives us a significant edge in this dynamic business.

We remain firmly focussed to continue our efforts towards creating globally relevant solutions in India. Our efforts in this direction have received a special impetus due to the incumbent government's 'Make in India' campaign. We have begun manufacturing Automatic Manual Transmission (AMT) base plates. These are very complex parts made in India for the first time. The market for AMT's is expected to extend to cover 40 per cent of passenger cars in the next three years. Additionally, India is a fast emerging market for high-end motorcycles. While currently critical components for these vehicles are being manufactured and supplied through our collaboration partners, Alicon is exploring the possibility of setting up a plant for these components in India.

In pursuit of our strategy to focus on high end and complex parts in our product development pipeline, we have made significant investments in engineering and R&D over the last few years. These efforts have been yielding the desired results. Our product portfolio is now comprised of critical parts that will define our future. Further, most of these products are for prestigious international OEMs, reinforcing our confidence in the growth potential of our Company.

At the heart of our success are our people. Their professionalism, talent and commitment has steered our growth and will continue to be an important asset in the long-term. In pursuit of delivering excellence,

Operationally, we continued to evolve our global network of customers, adding many reputed and respected customers to our already impressive list. Our European subsidiary Illichmann Castalloy and our collaboration with world leading technology partners provide us the capability to deliver local customer service with global impact. These international associations help us drive improvements in quality, delivery and new product launches. This gives us the strength to aggressively pursue our growth strategy.

your Company has recently embraced the 'North Star' philosophy. The philosophy embodies the spirit of having one common objective for the organisation and all employees are aligned to one vector of being the best in the industry and set a shining example, much like the 'North Star' which is ever constant and dependable in a constantly changing universe. To move closer towards this philosophy, we have aligned all our business processes to ensure that the best practices and policies are followed unequivocally by the entire organisation.

We firmly believe that exciting times await us. In the coming years, driven by economic growth, the automotive industry is set to scale new heights. Opportunities in other sectors such as power, healthcare, defence and aeronautics are also opening up with the Government's increased focus in these sectors. The improving business environment makes us optimistic about driving higher sales and increasing shareholder value. As a global enterprise, we are ready for the road ahead, as we lead Alicon into its next great chapter.

Before I conclude, I would like to thank our customers for their unstinted support. I would also like to convey my appreciation for the valuable advice provided by my colleagues on the Board and the management team; and for the steadfast dedication of all employees across various locations. Last but not the least, I would like to thank our business associates, bankers and all stakeholders for the trust that they have reposed in Alicon. We look forward to your continued support while we endeavour to deliver successes throughout 2015-16 and beyond.



Shailendrajit Rai
Managing Director

Becoming One. Casting the Future.

What makes tomorrow happen is one's ability to visualise the future.

“
AT ALICON, WE ARE
STEERED BY THE VISION
OF BECOMING THE
GLOBALLY PREFERRED
SUPPLIER FOR LIGHT
ALLOY CASTING
SOLUTIONS
”

With our vision etched out, we have over the years made significant investments in our infrastructure, technology, processes and of course, in human capital to address the requirements of our esteemed customers.



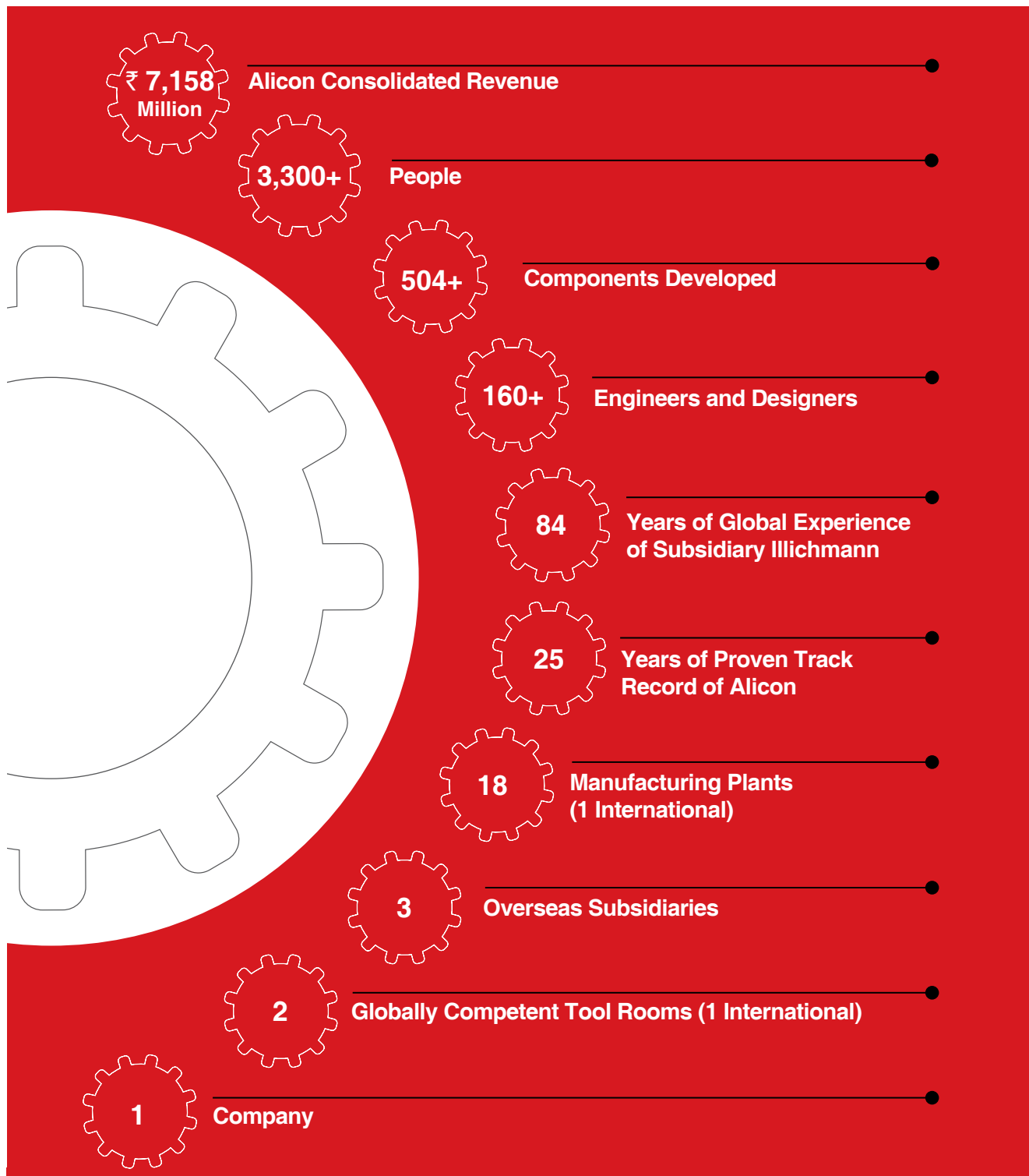
It marked the coming together of Alicon and the Casting Business of Atlas Castalloy Limited. With both companies serving different customers using same technology, their coming together provides a stronger foundation to achieve more, deliver more for each of our deeply valued stakeholders.

The whole is greater than the sum of its parts.

This phrase, first coined by famous Greek philosopher and scientist Aristotle, perfectly captures the line of thinking behind the major transformation at Alicon. With enhanced technology and production capacities, amalgamation of customer base, bringing in greater control over administration and costs, and facilitating economies of scale and efficiency through this merger, Alicon is here to cast its success not just for tomorrow, but for the future.



One Group. Many Achievements.



Alicon at a Glance

Who we are

Alicon is a global Company involved in Design, Engineering, Casting, Machining, Painting and Surface Treatment of Aluminium Components. Alicon Castalloy is one of India's largest integrated aluminium casting manufacturing units.

What we stand for

We have a clear vision and a deliverable strategy underpinned by our values.



Our Vision

Become the globally preferred supplier for Light Alloy Casting Solutions



Our Mission

- Grow the Employees, Associates and Suppliers
- Ensure Total Customer Satisfaction
- Increase Shareholder Value



Our Values

- Quality, Integrity and Respect
- Encourage Entrepreneurship
- Ownership and Accountability
- Commitment to the Environment and Community



North Star
Our Ultimate Goal

Our Philosophy

**“WE ARE PROUD TO BE INDIAN,
WE WORK TO MAKE INDIA PROUD”**

One Group. Many Achievements.

What we do

We amalgamate the best of European engineering, Japanese quality and Indian ingenuity to produce exceptional and innovative aluminium casting products. Thus, allowing us to offer end-to-end solutions across the entire value chain to diverse industries.

We have been casting the future in Aluminium since 25 years and are India's pioneers in Low Pressure Die Casting (LPDC) and Gravity Die Casting (GDC). We are also the pioneer users of Pro-Cast and Magma in India, with capabilities of handling both low and high volumes. Our European subsidiary, Illichmann Castalloy, enjoys above 80 years of proven global track record in Aluminium Castings.

How we do it

World-class infrastructure

At Alicon, we have a state-of-the-art, world-class infrastructure with modern facilities such as technology centres, globally competent tool rooms, quality testing labs and full-fledged machine shops.

Our infrastructure is designed to facilitate innovation and includes one-of-its-kind research and development laboratories, design centres, tool improvement labs and two facilities for pilot testing. These centres are well-equipped with modern international machinery and equipment for testing (with the latest engineering software) & simulation facilities.

People power

Our people are our true sustainable advantage. We recruit, develop and retain diverse talent because we see diversity as a power. Multiple problem - solving approaches are encouraged and the best method evaluated is taken forward. We have also invested in building a dedicated team of domain experts and experienced engineers for developing innovative solutions. For it is our never-ending quest for robust ideas and improved products which have fuelled our performance and success.



Our Domain Strengths

- Rapid Prototyping
- Designing (CAD/CAM/CAE/Simulation)
- In-house Tool Manufacturing
- Die Casting (Sand Casting/GDC/LPDC)
- Magma & Pro-cast Soft Casting Simulation
- Testing
- Machining, Assembly & Painting



Where we are located



Shikrapur, Pune (Maharashtra)

- * Manufacturing Plant
- * Technology Centre
- * Product Validation Lab
- * Machine Shop

Chinchwad, Pune (Maharashtra)

- * Manufacturing Plant
- * Tool Room
- * Product Validation Lab
- * Machine Shop

Binola (Haryana)

- * Manufacturing Plant
- * Product Validation Lab

Slovakia

- * Manufacturing Plant
- * Tool Room
- * Product Validation Lab

Austria

- * International
- * Marketing Office

(Map not to scale)

Whom we serve

Automotive

- Two-Wheeler
- Three-Wheeler
- Passenger Cars
- Multi Utility Vehicle
- Small Commercial Vehicle
- Multi-purpose Vehicle
- Medium and Heavy Commercial Vehicle

Non-Automotive

- Agriculture
- Energy
- Medical and Health
- Defence
- Infrastructure
- Locomotive
- Aero and Marine

Becoming One. With One Purpose.

At Alicon Group, we are cognizant of the need to continually evaluate our business operations to ensure synergy across the different units and functions and achieve better value for our stakeholders.

Underpinned by the sole objective of accelerating the growth of our Casting Business, we took a defining step in our growth journey - the amalgamation of the Casting Business of Atlas Castalloy Limited with Alicon Castalloy Limited.

Drawing upon the benefits of expanded production facilities, synergies of managerial competence, technical skills and higher production, Alicon will be able to drive in economies of scale and exercise better operational control. The merger will also facilitate prudent management of costs, optimal utilisation of resources and better maintenance of manufacturing facilities.

Our purpose is singular - high levels of growth maintained well into the future. By becoming a stronger entity, we are all set to achieve that and more.



Becoming one.
For serving more customers.

With the pioneering capabilities in Gravity Die Casting and Low Pressure Die Castings, Casting Business of Atlas Castalloy Limited has built a large and reputed customer base. 'Becoming one' provides us access to that customer base and thus opens a plethora of attractive business opportunities.

Atlas mainly caters to Indian and international automotive and non-automotive customers. Greaves Cotton Limited, Royal Enfield's Motorcycle, Suzuki, Gilbarco, TATA, TAFE, MIDCO, Knorr-Bremse Germany and Atlas Copco are some of the marquee clients of Atlas. Leveraging these connections, we will be looking at expanding our existing customer base and evolve into a premier supplier for meeting Casting Solutions of the industry.

Moreover, Alicon is an established supplier to leading OEM's across the world, serving diverse sectors. The consolidation in production capacity and capabilities will enable us to go full throttle and augment our global presence.

Major International Customer Base



(Map not to scale)

Delivering Tomorrow's Technology, Today. The Future is Smart.

With evolving government and industry demands, Aicon's customers require innovation more quickly than ever. Aicon can deliver at a remarkable pace - thanks to forward-thinking technologies made possible through our Research & Development activities.

The engines of growth start at our R&D facilities. At the forefront of making smaller, lighter components that enable enhanced efficiency and lower emissions without sacrificing performance, we provide our customers the competitive edge to meet today, the world of tomorrow.



Over 160 research engineers and design developers are engaged at Aicon. We also have an R&D facility, which has been approved and certified by 'Department of Scientific and Industrial Research' Government of India. With the recent merger, Aicon has access to the R&D capabilities of Atlas and thus ensuring the delivery of a sustainable pipeline of products.

Our strengths in model construction and rapid prototype development find their roots in our dedicated R&D facilities, which provide us a strong footing as we venture into diverse industry spaces. We have recently initiated prototyping on a conceptual stage in India for OEMs in the automotive sector.

Thinking ahead of the curve, Aicon pioneered the manufacture of base plates for Automated Manual Transmission (AMT) vehicles in India. Also known as a 'Free Choice', this is an electro-hydraulic mechanism for clutch-free driving. The Group is currently one of the major manufacturers of base plates for AMT vehicles for OEMs in India. We are concurrently exploring opportunities for supplying to OEMs located in overseas geographies.



“
**OUR R&D
EFFORTS HAVE
ALSO ENABLED THE
MANUFACTURE OF
IMPROVED CRITICAL
COMPONENTS
FOR SECTORS BEYOND
AUTOMOBILES,
EXTENDING INTO
HEALTHCARE
AND POWER**”

THESE IMPROVED CRITICAL COMPONENTS ARE CONSIDERABLY LIGHTER BUT STRONGER DUE TO THE USE OF ALUMINIUM CASTING SOLUTIONS.

Becoming One.

The Future is Exciting.

In view of credible growth estimates of downstream user sectors, demand for critical components used by these industries should see a strong increase over the next two to three years, benefiting Alicon.



Alicon is highly respected among the automotive sector for the supply of Cylinder heads and Manifolds. Precise engineering, impeccable quality and certificate of endorsement from international organisations and clients provide our components a differentiated edge. Forecasted economic resurgence and favourable policy regime should propel the demand for automobiles in India. Also, premium car manufacturers are setting up plants or expanding their capacities in India.

Further, renewed impetus by the Government to sectors such as power, healthcare and defence should also expedite project execution in these spaces. The aeronautical sector, where we are planning to make steady inroads, also looks favourably poised to take off.

Moreover, our exports are also steadily increasing; having become a stronger entity through the merger we will continue to increase our exports, making them a significant part of our revenue, going forward.

“LEVERAGING OUR CORE COMPETENCIES AND AIDED BY OUR EXPANDED STRENGTHS, WE ARE READY TO MAKE THE MOST OF THESE BURGEONING OPPORTUNITIES AND CAST OUR SUCCESS TODAY AND ENSURE ITS CONTINUITY WELL INTO THE FUTURE”



Collaborating with the Best. The Future is Connected.

We leverage the global nature of our Group to provide high quality products and superior service to our customers across the world.

Our European subsidiary Illichman Castalloy has a plant facility in Slovakia and a sales office in Austria. With over 8 decades of expertise in its domain, it provides Alicon a strategic advantage in establishing strong relations with overseas customers. Further, taking advantage of the different time zone, we are able to provide 24x7 support to our customers from locations in Europe and India.

We continue to expand our efforts to collaborate with leading technology partners so as to deliver excellence across our entire value-chain and to our customers.

Our MoU with high-end technology providers and recognised world leaders in the manufacturing of engine cylinders and components for OEMs and for the best racing teams in the world help us to provide components with cutting-edge technology for high-end gasoline vehicles and two-wheelers.

Apart from this, we also encourage interaction between our employees and that of our International partners by way of plant visit in each other's country. We have also instituted Japanese manufacturing culture in our facilities with an aim to enhance quality and improve productivity. Armed with these strengths, we are well-positioned to make significant progress in the export market, while strengthening and expanding our customer base in India.

Driving efficiency.
The future is sustainable.

We are committed to excellence, not just in the products we make, but also in the various processes used across the organisation. We embrace them all.

Our quality standards and processes match international standards through TS 16949:2009, ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007. Dedicated to the principles of PQCDMSE (Productivity, Quality, Cost, Delivery, Development, Management, Safety and Environment), we are continually striving to serve our customers better. Further, we are steadfast to continuous improvement through the adoption of Kaizen practices.





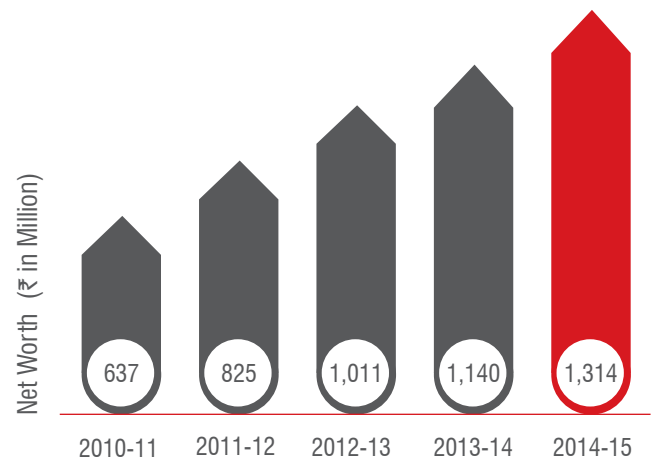
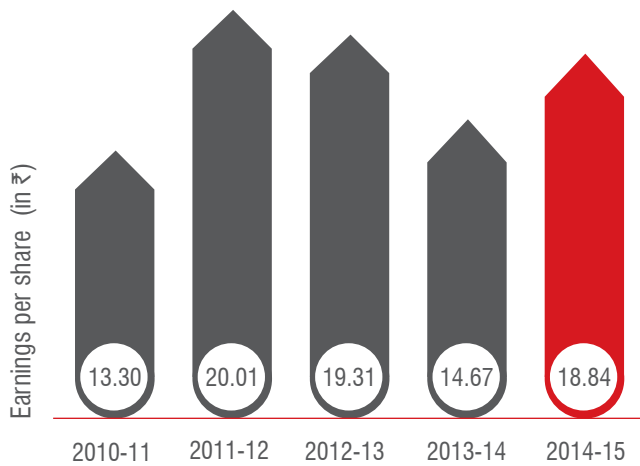
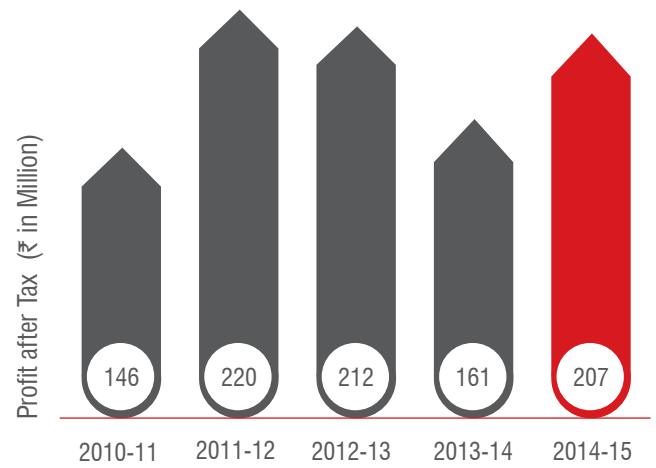
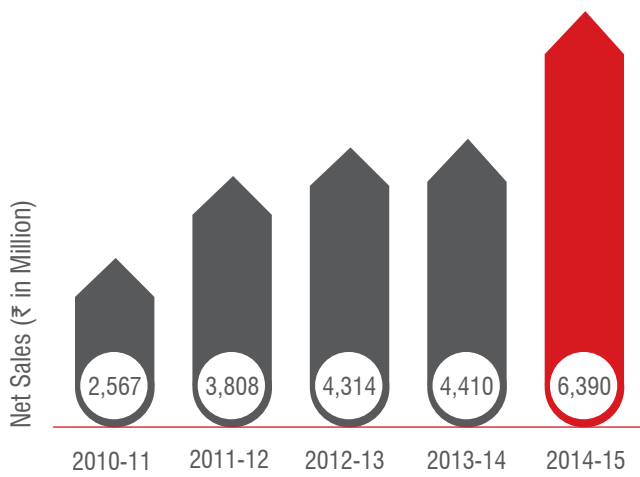
As part of our commitment to provide flawless products, our plants are well-organised with a quick feedback through one piece flow which enables us to detect defects at an early stage during work-in-progress and consequently give a rapid feedback to the casting operators. Further, we have repeatable, controlled processes at our operations. These strategic measures help us to reduce rejections and provide near perfect delivery.

As part of our cost optimisation efforts, to reduce inventory overheads we have commenced the process of standardisation of alloy, i.e. reducing the number of alloy variants. We are also working towards consolidating purchase volumes to fewer suppliers to help them reduce their prices to us. To reduce complexity in supplies, we are standardising inputs so that one product is used across the Group for similar processes.

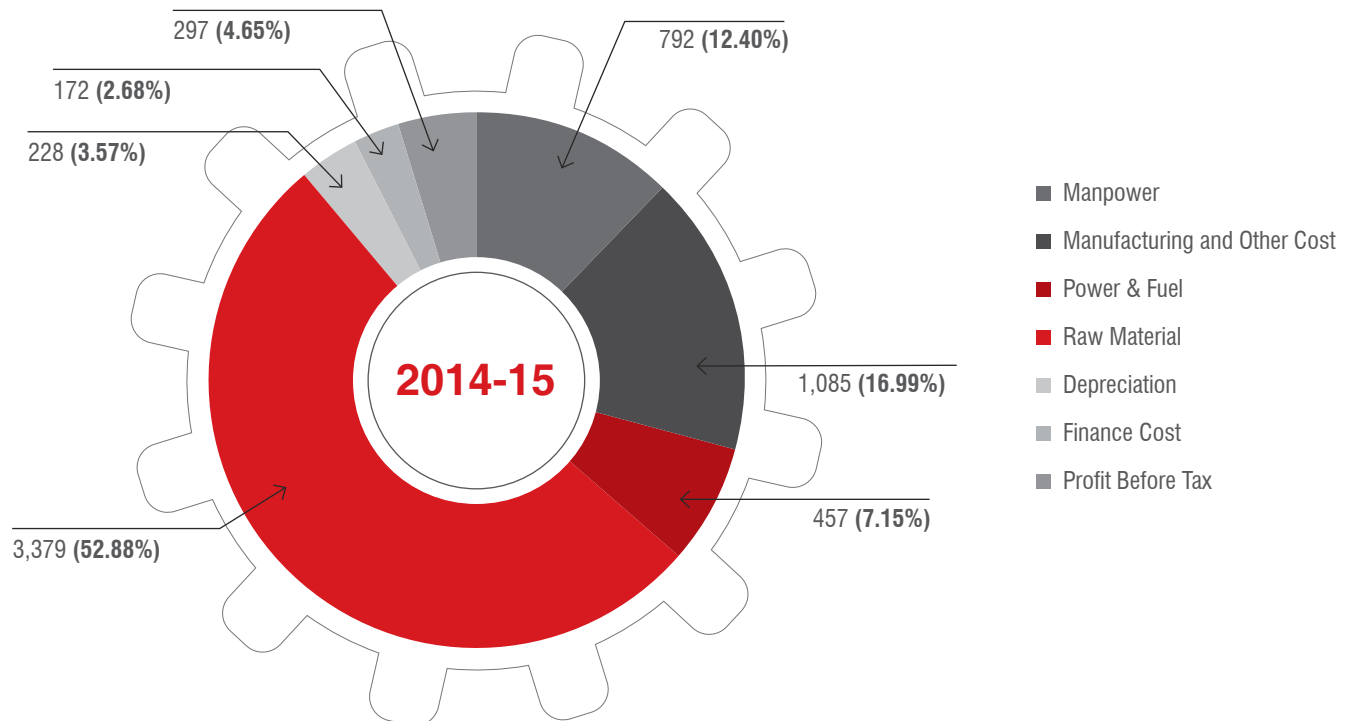
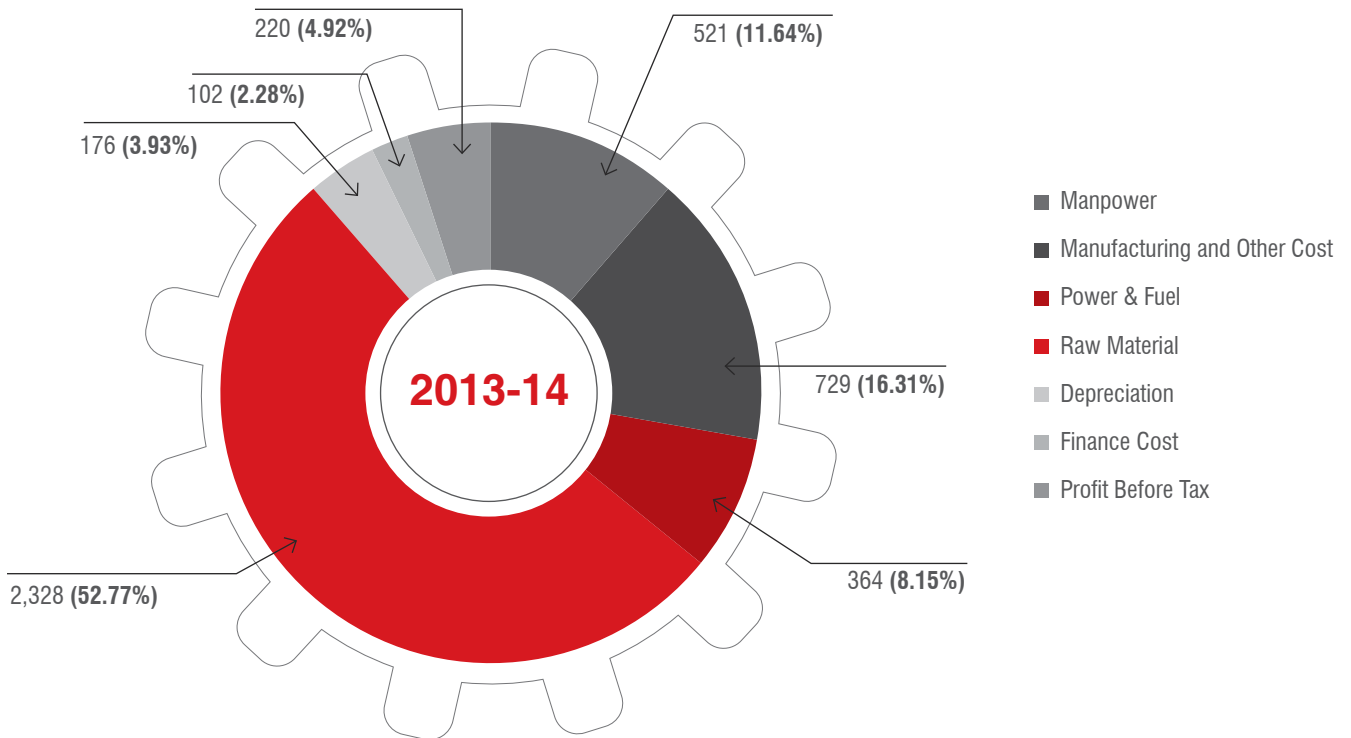
While we are confident that the automobile sector will grow attractively in the coming years, we have insulated our business model from the vagaries of any one sector by catering to the requirements of the non-auto sector as well. To further de-risk our operations, we are simultaneously expanding our customer base, both in India and globally, while ensuring that no single customer account exceeds 20 per cent of the total revenue of Alicon.

“ DRIVING THE TENETS OF EFFICIENCY AND INNOVATION, WE ARE WELL-PREPARED AND FULLY COMMITTED TO ACHIEVE LONG-TERM VALUE FOR OUR SHAREHOLDERS, CUSTOMERS, EMPLOYEES, COMMUNITIES AND PARTNERS ”

Five-Year Financial Highlights



Cost and Profit as a percentage of Total Income (₹ in Million)



Awards and Accolades

Our endeavour to provide the best of products and services has won us acclamation and respect from our customers. During the year, we were the recipients of the following awards:



Maruti Suzuki presented a Certificate of Appreciation to Aicon Castalloy Limited in recognition of superior performance in the field of Special Support - 2-Wheeler Engine for the year 2014-15.



Greaves conferred the 'Strategic Collaboration Award' to Atlas for being a valued partner from more than 25 years.



Alicon Castalloy Limited was honoured by Honda Cars India Supplier Club for being the Second Runner up in Quality Circles Competition 2014-15.



Conferred with an award for achieving Quality and Delivery targets by Honda Motorcycle & Scooter India (Pvt.) Ltd.

Social Initiatives

Social initiatives of Aicon have been disclosed in our Annual Reports since 2011. However, from 2014, our CSR policy follows the guidelines prescribed in the Government of India’s Companies Act 2013 Sec 135 that makes CSR mandatory. Since 2010, Aicon has engaged in CSR activities through our implementing partner Bansuri Foundation (BF). Our endeavour is to strategically channelise funds towards quality education (Vidya) and basic healthcare facilities (Swasthya) for the less privileged and marginalised in our communities. Recently, we have focused on creating models for sustainable economic empowerment of families primarily in rural India (Shakti) and regularly support initiatives that fulfil a humanitarian, ecological or environmental need (Srishti). We encourage employee engagement to enhance the impact of our initiatives.

Shakti means ‘power’ or ‘strength’. These projects mandate financial participation of stakeholders.

Our focus is on creating sustainable livelihoods for rural families to make them economically independent. We encourage community initiatives which will also socially impact rural India.

In Rajwadi, situated in the Ratnagiri district of Maharashtra, through the initiative **Krushiratna Bachat Gat**, a group of farmers received funding to build an irrigation system which gave them an opportunity to reap an additional crop during the Rabi season. Our mandate of continuous engagement drives us to share new farming techniques and equipment with the group. This collective farming initiative is making subtle social changes in the community.

In Dhamini, situated in the Ratnagiri district of Maharashtra, through the initiative **Ganesh Sheti Bachat Gat**, a group of farmers received funding for a lift irrigation system that provides adequate water resources for a banana plantation. Market surveys showed that there is a demand for 2000 tonnes of bananas in Ratnagiri district of which only 500 tonnes were produced locally. This opportunity has led to a collective farming initiative.





Vidya means ‘knowledge’ and ‘learning’. At Alicon, we envision schools where besides academic achievement, emphasis is given to a character-building education with an exposure to wide range of extra-curricular activities.

Aseema Charitable Trust provides education to first generation learners of a tribal community in the Igatpuri area of Maharashtra. We support their pre primary section, which is based on the Montessori methods of teaching. Children receive exposure to sports, arts, music and dance. We also support their Community Works Centre which engages with parents and the community, both of which have a deep influence on the impact of this programme.

Centre for Youth Development & Activities (CYDA)

The TARANG (Training for Adolescents on Reproductive Health and Gender) module of CYDA not only creates awareness but also provides a safe and open platform for discussion on issues related to sexuality, gender, HIV/AIDS, addictions, health, hygiene and emotional and psychological challenges faced by adolescents. The WASH (Water and Sanitation Hygiene) module is a programme that engages with students on issues of personal hygiene, importance of cleanliness and practices for good health. We support schools in the Pimpri-Chinchwad Municipal Corporation area.

iTeach

Pune City has only 22 secondary English medium government-run schools as compared to 320 Government-run primary schools. This initiative endeavours to make their education relevant to the needs of the country and to their personal aspirations and aptitude.

The aim is also to develop creative thinking, problem-solving, self confidence and collaboration skills, competencies to think in new ways, discover opportunities and translate ideas into value, which will put our youth on a trajectory to greater opportunities. An important goal is that students become sensitive and responsible individuals and citizens.

“**THROUGH A PPP MODEL WITH THE PUNE MUNICIPAL CORPORATION, WE PARTNER WITH ITEACH TO PROVIDE HIGH QUALITY EDUCATION TO SECONDARY SCHOOL STUDENTS WHO ARE CURRENTLY NOT SERVED BY THE SYSTEM ADEQUATELY DUE TO SOCIAL AND ECONOMIC CONSTRAINTS**”

Social Initiatives

Swasthya means ‘overall health and well-being’. This initiative enables less privileged families to overcome financial barriers that prevent them from accessing good healthcare.

We support organisations and trusts which provide healthcare services at an affordable cost. Our primary partner has been the paediatric dept of the Sassoon hospital in Pune.

Swadhar IDWC, Pune

Their Rays of Hope programme works with children directly or indirectly affected by HIV/AIDS. The project is committed to providing better food and medicine, counselling parents and children, creating awareness to avoid discrimination, supporting children’s school education, helping the mothers to become self-sufficient and exposing them to opportunities that are in the ambit of the rights of every child.

Srishti means ‘creation’. This initiative supports non profits and citizen’s action groups that persevere to preserve and protect the environment.

Wildlife Research and Conservation Society (WRCS) works in the Koyna forest area of western India, which is a biodiversity hotspot as declared by UNESCO. Bee keeping is an activity that is compatible to conserve forests. We support this initiative by working with locals to conserve forests on malki or privately owned land.

Swayam means ‘oneself’ or ‘ourselves’, and includes those programmes that have been conceptualised and designed by our implementing partner Bansuri Foundation with a specific intent for particular communities, groups or NGOs. Psychologists, counsellors and other experts are part of the team and the focus is on capacity-building of non profits, leadership development, working towards an attitudinal and mindset change and mentoring to align personal vision with organisational goals.

We work towards creating a culture that actively encourages innovative ideas, discovering opportunities and translating ideas into value for all stakeholders.



NGO Market Supporting NGO-Corporate Partnerships in association with the Confederation of Indian Industry (CII), Pune and the Ishanya Foundation was an event that provided a platform to share experiences and ideas on how companies can bring their management and financial expertise to making social initiatives impactful and sustainable.

“
A SELECT GROUP OF CREDIBLE NGOs WERE MENTORED TO MAKE A PROFESSIONAL PRESENTATION OF THEIR WORK AND NEW PROJECTS TO CORPORATES. CEOs, MDs, HR AND CSR HEADS OF OVER 40 COMPANIES WERE REPRESENTED AT THE EVENT AND WERE ABLE TO DIRECTLY INTERACT WITH NGOs
 ”



Alicon's direct participation with non profits

Social Venture Partners (SVP) is the world's largest network of engaged philanthropists, with over 3,000 investor-donors across 39 cities in 8 countries.

At Alicon, we engage with the Pune chapter of SVP India, which brings together a diverse community of business leaders, active citizens and philanthropists committed to solving complex social issues by contributing their business and professional expertise.

The national focus is on creating livelihoods in urban and rural areas for those at the bottom of the pyramid. One of the initiatives with Jagruti Seva Sanstha Pune is creating livelihoods in the healthcare sector for women from the urban slums. Women trained as 'General Duty Assistants' to Nurses are being employed at local hospitals.

Jasubhai Foundation

This Foundation is supported for the promotion of dance and music which we believe has the power to culturally, aesthetically, and emotionally influence our society.

Notice, Notes

ALICON CASTALLOY LIMITED

CIN: L99999PN1990PLC059487

Registered Office: Gat No. 1426, Village Shikrapur,
Taluka - Shirur, District Pune - 412 208

T: +91 2137 677100 | F: +91 2137 677130

Email:marketing@alicongroup.co.in

Website:www.alicongroup.co.in

NOTICE is hereby given that the 25th Annual General Meeting of the members of Alicon Castalloy Limited will be held at 12.30 p.m. on Wednesday, the 30th day of December, 2015 at the Registered Office of the Company at Gat No. 1426, Taluka Shirur, District Pune 412 208, Maharashtra, to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Balance Sheet and Statement of Profit & Loss for the year ended on 31st March, 2015.
- 2) To declare dividend.
- 3) To appoint a Director in place of Mrs. Pamela Rai, who retires by rotation, but being eligible, offers himself for reappointment.
- 4) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

- 5) 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 149, 152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the rules made thereunder, Mr. Ajay Nanavati (DIN: 02370729), who was appointed as an Additional Director by the Board of Directors in its meeting held on 30th April, 2015 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ajay Nanavati as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto 29th April, 2020.”

- 6) To consider and if though fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions of the Companies Act,2013 (“the Act”) (including any statutory modifications or

re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to approval of the Central Government required if any, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. S. Rai (DIN 00050950) as the Managing Director of the Company for a period of three years with effect from 1st November, 2014 to 31st October, 2017 (both days inclusive) on such terms and conditions as set out below :

1. Basic Salary: In the scale of ₹ 2,00,000/- per month and increase of ₹ 50,000/- every year.
2. Commission: 0.5% of the profit before tax of the Company in every financial year in addition to salary, perquisites and allowances payable.
3. Perquisites and allowances :
 - a) In addition to the salary and commission payable, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance and house maintenance allowance in lieu thereof; together with reimbursement of medical/accident insurance, leave travel concession for himself and his family, club fees and such other perquisite and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director.

All such perquisites and allowances will be subject to a maximum of an amount equal to the annual salary.

- b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the ceiling.

- c) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- d) One month's leave with full pay and allowance for every eleven months of service. However, leave accumulated but not availed of will be allowed to be encashed.
- e) Benefits under loan and other schemes in accordance with the practice, rules and regulations in force from time to time.
- f) Such other benefits as may be provided by the Company to other senior officers of the Company from time to time.
- g) Managing Director shall be entitled to reimbursement of entertainment and all other expense incurred in course of the Company's business.
- h) Managing Director shall not be paid any sitting fees for attending the meeting of Board of Directors or Committee thereof.

"RESOLVED FURTHER THAT in case of loss or inadequacy of profit in any financial year of the Company, the payment of salary, perquisites and other allowance shall be governed by the limits prescribed under Schedule V of the Act."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required from time to time to give effect to the aforesaid resolution."

- 7) To consider and if though fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the "SEBI SBEB Regulations") and such other applicable Regulations/guidelines which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the Company do hereby accord its consent and approval to introduce and implement the Alicon Castalloy Limited Employee Stock Option Scheme 2015 ('ESOS 2015') and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including

the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company and its subsidiary companies, including Director(s) of the Company and its subsidiary companies, (hereinafter collectively referred to as the "Employees") (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), not exceeding 612,800 (Six Lakh Twelve Thousand Eight Hundred Only) Options, each Option giving the right but not obligation to the holder, to subscribe to one fully paid Equity Share of ₹ 5/- (five) each of the Company at such price, in such manner, during such period, in one or more tranches, and on such other terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the applicable provisions of the laws, guidelines or regulations issued by the relevant authority(ies)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of Options from time to time in accordance with the ESOS 2015 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Employee including any Director of the Company, in any financial year and in aggregate under the ESOS 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 612,800 (Six Lakh Twelve Thousand Eight Hundred Only) Employee Stock Options and Equity Shares respectively shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Company and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2015 and to do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2015.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOS 2015 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

“RESOLVED FURTHER THAT the ESOS 2015 shall be under the control, administration and superintendence of the Nomination & Remuneration Committee, which shall frame suitable policies and procedures to ensure that there is no violation of the securities laws, as amended from time to time, by the either the Company or any of its employees, as applicable.

“RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a 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.”

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

S. Rai

Managing Director

Place: Shikrapur

Date: November 30, 2015

Registered Office :

Gat No.1426, Village Shikrapur, Taluka Shirur,
Dist, Pune, Maharashtra.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY OR PROX(IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE

INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in 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.

- The Share Transfer Register and Register of Members will be kept closed from 24th December, 2015 to 30th December, 2015 (both days inclusive).
- Pursuant to Section 205A of the Companies Act, 1956 all unclaimed/unpaid dividend over a period of 7 years have to be transferred by the Company to the Investors Education & Protection Fund constituted by the Central Government under Section 205(A) and 205(D) of the Companies Act, 1956.

Following are the details of dividend paid by the Company and their respective due dates of transfer to such Fund of the Central Government, which remains unpaid:

Date of Declaration of dividend	Divided for the year	Due date of transfer to the Government
27 th September, 2008	2007-2008	25 th October, 2015
29 th September, 2010	2009-2010	27 th October, 2017
28 th September, 2011	2010-2011	26 th October, 2018
28 th September, 2012	2011-2012	26 th October, 2019
30 th September, 2013	2012-2013	28 th October, 2020
29 th September, 2014	2013-2014	28 th October, 2021

It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends which have been transferred to the credit of the Investor Education & Protection Fund of the Central Government under the provisions of Section 205(B) of the Companies Act, 1956.

In view of the above, the shareholders are advised to send all the uncashed dividend warrants to the Company's Share Transfer Agents for revalidation and encash them before the due date for transfer to the Investor Education & Protection Fund.

- As required under Clause 49 of the Listing Agreement, profile of Directors seeking appointment/ re-appointments at the Annual General Meeting, forms part of the notice.
- Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
- The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.

7. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
8. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
9. The dividend on equity shares as recommended by the Board of Director, if declared, at the Annual General Meeting, will be paid to those shareholders, whose names stand on the Register of Members of the Company as on 30th December, 2015 in case of physical shares and to those members as per the beneficiary position given by NSDL/CDSL. Members are requested to notify promptly any change in their registered address.
10. The facility of electronic credit of dividend directly to respective bank accounts of the members through electronic clearing service (ECS) is arranged by the Company. This facility is currently available at the locations specified by RBI. This facility is in addition to the bank mandate facility that already exists whereby bank account details are printed on the dividend warrants. The members who would like to avail of the ECS mandate facility or the bank mandate facility (if not done earlier) are requested to complete and submit the ECS mandate form to the Company/Share Transfer Agent (for shares held in physical form) or their depository participants (for shares held in electronic form).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
12. Electronic copy of the Annual Report for 2015 is being sent to all the members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a company to provide advance opportunity atleast once in a financial year to the member to registered his e-mail address and any change therein. In compliance with the same, we request the members who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facilities as an alternative

mode to voting at the meeting. Necessary arrangements have been made by the Company with the Central Depository Services Ltd. (CDSL) to facilitate e-voting. The instructions for e-voting are as under:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on 'Shareholders' tab.
- iii) Now, select 'ALICON CASTALLOY LIMITED' from the drop down menu and click on 'SUBMIT'.
- iv) Now, enter your Use ID : For CDSL – 16 digits beneficiary ID, for NSDL – 8 character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and for Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio id dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members, who have not updated their PAN with the Company/Depository Participant are requested to use the default number "CTLEV1234Z" in the PAN filed.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter value 13/06/2014 in the DOB column or the 16 digit member id/folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on 'SUBMIT' tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant ALICON CASTALLOY LIMITED on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implied that you assent to the Resolution and option NO implied that you dissent to the Resolution.
- xii) Click on the 'Resolution File Link' if you wish to view the entire Resolutions.
- xiii) After selecting the resolution, you have decided to vote on, 'Click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- xvi) If demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF Format in the system for the scrutinizer to verify the same.
- xviii) The voting period begins on 27th December, 2015 (9.30 a.m.) and end on 29th December, 2015 (5.30 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15.12.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 24.12.2015.
- b) Mr. Upendra Shukla, Practising Company Secretary, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members, who do not have access to the e-voting process) in a fair and transparent manner.
- c) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.alicongroup.co.in and on the website on CDSL www.evoting.nsdl.com within two days of the passing of the resolutions at the 25th AGM and communicated to BSE Ltd. and the National Stock Exchange of India, where the shares of the Company are listed.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

S. Rai

Managing Director

Place: Shikrapur, Pune

Date: 30th November, 2015

Registered Office :

Gat No. 1426, Village Shikrapur,
Taluka Shirur, Dist. Pune, Maharashtra.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5

Mr. Ajay Nanavati is BS (Chemical Engineering) from Virginia Tech, USA. He has 30 years of global general management experience with a demonstrated track record in delivering sustainable revenue and profit growth for a Dow 30 company including establishing and leading the only public subsidiary in the world. Mr. Ajay Nanavati had occupied various position in 3M including as Managing Director of 3M India Ltd., 3M Lanka Pvt. Ltd. and Director – Global Chanel Service and US Atlanitc Pacific Operations of 3M Innovative Properties Co., St. Paul.

In view of his wide enlightened experience in business and management, the Board of Directors is of the view that associating Mr. Ajay Nanavati as Director, the Company would benefit immensely. Hence, in compliance with the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges, it is proposed to appoint Mr. Ajay Nanavati as an Independent Director of the Company to hold office for a consecutive term of five years commencing from 30th April, 2015 to 29th April, 2020.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposits of the prescribed amount proposing the candidature of Mr. Ajay Nanavati for the office of Independent Directors.

The Company has received from Mr. Ajay Nanavati (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Sec. 149 of the Companies Act,2013.

In the opinion of the Board of Directors, Mr. Ajay Nanavati, proposed to be appointed as an Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment proposed to be issued to Mr. Ajay Nanavati on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working days upto the date of the Annual General Meeting.

Brief resume of Mr. Ajay Nanavati, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the annexure to the notice.

The Board considers that the continued association of Mr. Ajay Nanavati would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Ajay Nanavati and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested in the proposed Resolutions.

ITEM No. 6

Considering the significant growth achieved by the Company under the able leadership of Mr. S. Rai as the Managing Director, the Board of Directors in its meeting held on 31st October, 2015 had in accordance with the recommendation made by the Nomination and Remuneration Committee and subject to approval of the members of the Company, re-appointed Mr. S. Rai as Managing Director for a term of three years w.e.f. 1st November, 2014 on such remuneration, terms and conditions as laid down in the resolution mentioned in item no. 6 of the notice convening the meeting.

Mr. S. Rai is a Chartered Accountant from the Institute of Chartered Accountant England & Wales, U.K. Mr. S. Rai is associated with the Company since its inception. Mr. S. Rai has been instrumental in spearheading the growth of the Company and under his leadership the Company has grown lips and bounce. Today, the Company has attained a leadership position in casting industry. In view of the valuable contribution towards overall development and strategies of the Company, the Board of Directors recommends this resolution to be passed as a Special Resolution.

Mr. S. Rai is also the Promoter of the Company and is holding 8,34,311 Equity Shares in his individual name and is controlling in aggregate 74,45,191 shares together with his family and associate concerns.

Brief resume of Mr. S. Rai, nature of his experience in specific functional areas and names of companies in which he holds directorship and membership/chairmanship of the Board Committee, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided in the annexure to the notice.

Mr. S. Rai and Mrs. Pamela Rai being the relative, be deemed to be interested in the proposed resolution to the extent of their shareholding interest and the remuneration he will be entitled to as the Managing Director.

Save and except the above, none of the other Directors, key managerial personnel or their relatives is in any way concerned or interested in the resolution.

ITEM No. 7

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by

participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Aicon Castalloy Limited (“ESOS 2015”/ “Plan”) with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks members’ approval in respect of ESOS 2015 and grant of Stock Options to the eligible employees/ Directors of the Company as decided by the Remuneration & Nomination Committee from time to time in due compliance of the SEBI SBEB Regulations.

The main features of the ESOS 2015 are as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the “Aicon Castalloy Limited – Employee Stock Option Scheme 2015 (ESOS 2015)” is intended to reward the eligible employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

2. Total number of Options to be granted:

612,800 Options would be available for grant to the eligible employees of the Company under ESOS 2015, in one or more tranches exercisable into not exceeding 612,800 Equity Shares in aggregate in the Company of face value of ₹ 5/- each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2015.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Options or Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI Regulations.

3. Identification of classes of employees entitled to participate in ESOS 2015

Following classes of employees are entitled to participate in ESOS 2015:

- a) Permanent employees of the Company and its Subsidiaries working in India or out of India;
- b) Directors of the Company and its Subsidiaries; and

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Nomination & Remuneration Committee may, at its discretion, lay down the detailed terms and conditions relating to such time based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of One (1) year.

5. Maximum period within which the Options shall be vested:

Options granted under ESOS 2015 would vest subject to maximum period of five (5) years from the date of grant of such Options.

6. Exercise price or pricing formula:

The Exercise Price per Option shall not be less than face value of the Equity Shares and shall be at the price determined by the Board/ Committee.

7. Exercise period and the process of Exercise:

The Vested Options shall be allowed for exercise on and from the date of vesting. The Vested Options need to be exercised within a maximum period of Five (5) year from the Date of Vesting of such Options.

The Vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/ Compensation Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

In case of cashless system of exercise of vested Options, the Compensation Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

8. Appraisal process for determining the eligibility of employees under ESOS 2015:

The appraisal process for determining the eligibility of the employees will be decided by the Board/Compensation Committee from time to time.

The employees would be granted Options under the ESOS 2015 be assessed on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Board/Nomination & Remuneration Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Plan), in any financial year and in aggregate under the ESOS 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.”

10. Maximum Quantum of benefits to be provided per employee under the ESOS 2015

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of Options.

The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Compensation Committee. After vesting and on exercise of the Options, the employees may like to sell the Shares immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The Maximum benefit that employees would get on sale of shares will depend on sale price of such Shares.

11. The Scheme maybe implemented and administered by the Employee Welfare Trust to be set – up by the Company namely “Alicon Employee Welfare Trust”.

12. Accounting and Disclosure Policies:

The Company shall follow the ‘Guidance Note on Accounting for Employee Share-based Payments’ and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered

Accountants of India from time to time, including the disclosure requirements prescribed therein.

13. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (“EPS”) of the Company shall also be disclosed in the Directors’ report.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEF Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Directors recommend the resolutions for your approval.

ON BEHALF OF THE BOARD OF DIRECTORS

S. Rai

Managing Director

Place : Shikrapur, Pune

Date : November 30, 2015

Registered Office :

Gat No. 1426, Village Shikrapur, Taluka Shirur,
Dist. Pune, Maharashtra.

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on Wednesday, the 30th December, 2015 as required under Clause 49 of the Listing Agreement with Stock Exchanges are given hereunder:

Name of the Director	Mr. Ajay Nanavati	Mr. S. Rai	Mrs. Pamela S. Rai
Date of Birth	25/04/1956	19/01/1956	28/07/1956
Date of Appointment	30/04/2015	27/04/2005	29/09/2014
Qualification	BS (Chemical Engineering), Virginia Tech, USA	C.A., U.K.	B.A. (Psychology)
Brief Profile	Mr. Nanavati has about 30 years of global general management experience. He had occupied various provisions in 3M including as MD of 3M India, 3M Lanka P. Ltd. and Director- Global Chanel Service & US Atlantic Pacific Operations of 3M Innovative Properties Co., St. Paul. Presently is Partner of Grey Gurus Management Advisors LLP.	He has about 30 years experience in management and administration. He is engaged associated with the Company since its inception.	She has vast experience in HR and CSR activities.
Directorship held in other Public Companies (excluding Section 8 and foreign Companies)	Nil	a) Atlas Castalloy Ltd. b) Silicon Meadows Design Ltd. c) Silicon Meadows Engg. Services Ltd. d) Enkei Wheels (India) Ltd.	i) Atlas Castalloy Ltd., ii) Silicon Meadows Design Limited, iii) Silicon Meadows Engineering Services Limited
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	Nil	Nil	Nil
Shareholding in the Company (Equity)	Nil	8,34,311	20

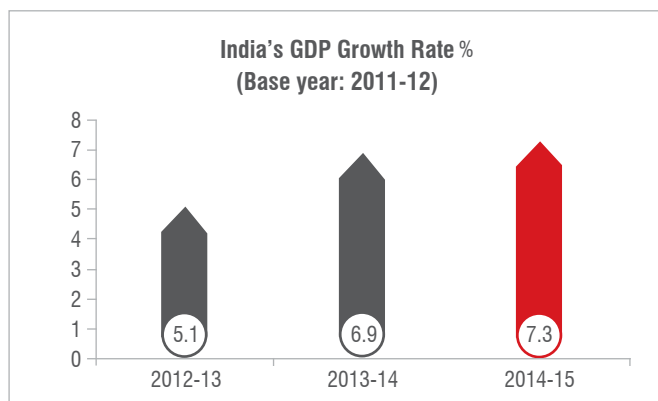
Management Discussion and Analysis



Economic Overview

Despite a marginal slowdown in the global economy during 2014-15, India witnessed a spurt in GDP growth. The general elections in 2014, which resulted in a majority government at the Centre, triggered a wave of optimism across the country. Consequently, India's GDP growth is steadily heading towards former levels posted in the first decade of the millennium. Based on the revised series (Base year: 2011-12), real

GDP growth climbed from 5.1 per cent in 2012-13 to 7.3 per cent in 2014-15 on the back of robust performance in both the manufacturing and services sector. The first two quarters of 2015-16 also delivered encouraging growth figures, with GDP increasing by 7 per cent in the Apr-June quarter and 7.4 per cent in the Jul-Sept quarter. Business confidence was given a concrete fillip by the policies that followed, including speedy clearance mechanisms coupled with the Government's 'Make in India' initiative.

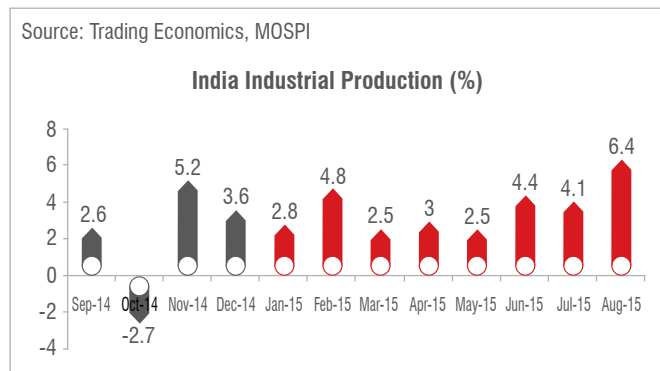


Source: Central Statistics Organisation

Simultaneously, low international oil prices resulted in bringing down inflation, which in turn restored domestic demand and both private and public consumption. Side by side, sustained inflation control enabled the Reserve Bank of India to reduce policy rates and allow a more easy monetary approach. Towards the end of September 2015, the RBI cut its benchmark rate by 50 basis points, making that its fourth rate cut since January 2015.

Growth in industrial production, which remained subdued (at near zero levels) during the latter half of 2014-15, has picked up due to an improvement in economic activity. By August 2015, its growth touched a three-year high of 6.4 per cent y-o-y. Broadly, there has been an improvement in segments such as consumer durables, mining, manufacturing and electricity. This signals that supply-side constraints

are being evened out gradually. Further, a visible improvement in capital goods, a variable which measures investment activity on the ground, suggests that the recovery is deep. All in all, the improvement in the IIP coupled with its qualitative changes reiterates that a gradual recovery is under way in the Indian economy.



Looking ahead, softer lending rates, the hikes in salaries of public sector employees, after the 7th Pay Commission, and a tangible growth in household savings on the back of lower inflation and oil prices will all contribute to a more vibrant economy. At the same time, the gradual lifting up of mining bans, an improvement in private consumption demand due to a rise in discretionary spending and faster implementation of projects

due to de-bottlenecking in clearances and an improved investment climate will all eventually translate into faster growth.

While the Government projects that GDP growth will increase by close to 8 per cent in 2015-16, international agencies like United Nations Conference on Trade and Development (UNCTAD) and the IMF peg growth at around 7.5 per cent and 7.3 per cent, respectively. These estimates are closer to the RBI's revised forecast of 7.4 per cent.

With steady and robust economic growth, the foundry industry is bound to receive a fillip through a greater demand for capital goods. The industry will also benefit from the demand for products such as automobiles, electronic goods, pump sets, etc. as its output forms the basic raw material for these goods.

Overview of the Industry

After China and the US, India has the third largest casting manufacturing industry in the world. According to a survey by the American Foundry Society - Modern Castings, the installed capacity of Indian Foundries was around 15 mmt/annum in 2012-13 and the annual production was 9.3 mmt. Of the total of approximately 5,000 foundries at that time, around 85 per cent are small units, 10 per cent are medium sized and only 5 per cent are large organised units. By 2013-14, the total production increased by 5.3 per cent to touch 9.8 mmt.

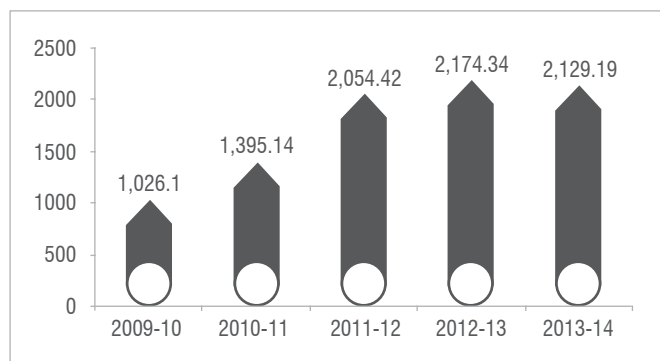
Production of Castings in Million M.T. (2013-14) - India

	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Grey C.I.	3.18	4.12	4.87	5.33	4.53	5.05	6.18	6.80	6.25	6.70
SG Iron	0.44	0.62	0.76	0.80	0.79	0.80	0.98	1.09	0.98	1.00
Malleable	0.04	0.04	0.06	0.07	0.06	0.06	0.07	0.07	0.06	0.06
Steel	0.58	0.81	0.91	0.96	0.92	0.88	1.07	1.14	1.16	1.10
Non-ferrous	0.38	0.52	0.57	0.61	0.55	0.65	0.50	0.90	0.89	0.95
Total	4.62	6.11	7.17	7.77	6.85	7.44	8.80	10.00	9.34	9.81

Source: Foundry Informatics Centre; Note: Figures have been rounded off up to 2 decimals

Exports of castings have played a critical role both for the industry and the economy. While these have been growing steadily since 2009-10, they witnessed a marginal dip in 2013-14 due to slack demand that resulted from a slowdown in global growth.

Export of Castings in (USD Mn)



Source: Foundry Informatics Centre

As most Indian foundries are labour intensive, with manual handling of operations, the industry is estimated to employ about 5 lakh people directly and an additional 1.5 lakh people indirectly.

Traditionally, die-casting for the automobile industry and electronic goods formed the mainstay of the industry. However, today, it also manufactures various types of castings comprising ferrous, non-ferrous, aluminium alloys, graded cast iron, ductile iron, steel etc. The end-user industries of the casting industry include automobiles, tractors, railways, machine tools, defence, etc.

Business Overview

Alicon Group, a global consortium of companies, is one of the largest aluminium foundries in India. It is involved in design, engineering, casting, machining and assembly, painting and surface treatment of aluminium components and serves both the domestic and export markets.

2014-15 was a difficult year for OEMs. Challenges in the economic environment prevented them from reaching their targets despite planning

business volumes and capacities. As a provider of key components to OEMs, Alicon was affected by OEM's performance shortfalls. Nevertheless, the Company managed to sustain its growth rates at levels above those in the industry. This performance was made possible due to infrastructural and technical capabilities, inherent efficiencies and a visionary management.

More importantly, the Company has effectively utilised the lean time to undertake consolidation of the business increments that were implemented in recent times. The Company has been focussed on better control of costs, improvement in processes and a rationalisation of manpower and energy requirements. The Company has recently executed the merger of the casting business of Atlas Castalloy Ltd with Alicon Castalloy Ltd to gain greater economies of scale and a larger consolidated client base. Alicon has also readied itself to cater to future trends through insightful efforts, some of which involve import substitution in the spirit of the incumbent government's Make in India initiative. These efforts will result in business expansion. Major amongst these are:

- Conversion Trend:** The Company is earnestly working on the conversion of components to support light-weighting of vehicles. Light-weighting of vehicles is required by all new auto norms, including Euro IV and V, and therefore all OEMs are under pressure to reduce weight. Alicon is atop this trend with its ongoing conversions.
- Prototyping:** With an increase in the number of OEMs and their requirements, the markets are being presented with a wide range of input products. As a result, the lead time for development of new products has become very narrow. To access fresh prototyping, in the face of short lead development times, manufacturers typically have been looking to Europe or the US. Alicon, which has initiated prototyping at a conceptual stage, will be among the first Indian companies to provide prototyping to OEMs on Indian soil. Prototyping projects will reduce validation costs and save validation time for the OEMs.
- Nickel Silicon Carbide Coating:** This coating on the bore surface of the engines enables better fuel and engine efficiency and is a process used for high end bikes and vehicles. Presently, the process is available only in Europe and the US. As bikes manufactured in Indian now have 250-300 CC engines, the need for Nickel Silicon Carbide coating has increased. To provide this facility, Alicon has signed an MoU with Athena, Italy and will initially formulate the process via this partner. As volumes increase, the Company will eventually set up a plant at a logistically advantageous location and undertake the process in-house.

Corporate action

Merger of the Casting Business of Atlas Castalloy Ltd with Alicon Castalloy Ltd

Alicon and Atlas Castalloy (Atlas), a company established in 1969 in Pune, were engaged in similar business activities, i.e. the manufacturing of Aluminium Die Casting using LPDC (Low Pressure Die Casting) and GDC (Gravity Die Casting) processes.

In a strategic move, the casting business of Atlas was merged with Alicon through a non-cash transaction. This merger will help Alicon to achieve

greater economies of scale, optimal utilisation of resources, improve administration and reduce costs.

The transfer will also provide the Company access to a larger customer base which includes clients such as Greaves Cotton Limited, Royal Enfield's Motorcycle, Suzuki, Gilbarco, TATA, TAFE, MIDCO, Knorr-Bremse Germany and Atlas Copco and the additional production capacity and capabilities of Atlas. It will leverage the synergies arising both in terms of revenues as well as costs and enable the merged entity to strengthen its focus on its core competencies.

Financial Review (Standalone) Highlights

Particulars	₹ Million	
	2014-15	2013-14
Total income	6,410	4,441
Raw material costs	3,379	2,328
Manpower cost	792	521
Power and fuel costs	457	364
Finance costs	172	102
Earnings before Interest Depreciation Tax and Amortisation (EBITDA)	697	498
Profit before tax	297	220
Profit after tax	207	161
Earnings per share (₹)	18.84	14.67
Book value per share (₹)	119	104
Net worth	1,314	1,140

Total Income

The Company's total income for 2014-15 stood at ₹ 6,410 Million against ₹ 4,441 Million in 2013-14, recording an increase of 44.35 per cent due to merger of casting business of Atlas Castalloy.

Costs

Anticipating the tough market scenario, the Company increased its concentration on controlling/curbing operating costs, so as to shield itself from a larger impact on the bottom line. The Company also increased its emphasis on efforts towards efficiency improvement and judicious utilisation of available capacity, however, there are some increases in the costs due to merger of Atlas Castalloy casting business in previous year, impact of same will be reflected in coming years.

The manpower cost as a percentage of total turnover increased from 11.81 per cent in 2013-14 to 12.40 per cent in 2014-15. The power and fuel costs increased by ₹ 92.72 Million in absolute terms. However, in percentage terms, it is lower than previous year i.e. 7.15 per cent compared to 8.26 per cent. The Company's finance costs witnessed an increase by 0.37 per cent of total turnover in 2014-15, over 2013-14. It increased by ₹ 69.35 Million in absolute terms.

Earnings before Interest Depreciation Tax and Amortisation (EBITDA)

EBITDA increase from ₹ 498 Million to ₹ 697 Million (increase of 40 per cent) due to merger of casting business of Atlas Castalloy.

Profit before Tax (PBT)

The Profit before Tax (PBT) increased by 35 per cent to ₹ 297 Million in 2014-15 from ₹ 220 Million in 2013-14.

Profit after Tax (PAT)

The PAT for 2014-15 is recorded at ₹ 207 Million compared to ₹ 161 Million in 2013-14. The impact on PAT is due to better operational efficiencies, cost control and manpower planning and merger of Atlas Casting business.

Earnings per Share

The Earnings per Share increased from ₹ 14.67 in 2013-14 to ₹ 18.84 in 2014-15.

Net Worth

During the year, the Company's net worth increased from ₹ 1,140 Million in 2013-14 to ₹ 1,314 Million in 2014-15, bringing the book value per share to ₹ 119 from ₹ 104, during the previous fiscal year.

Dividend

The Company declared a record dividend of 60 per cent for the current fiscal year after 50 per cent during the previous year.

SWOT Analysis

Strengths

Large industry player: The foundry industry is largely unorganised with close to 85 per cent of functional units in the small scale sector. Beyond better economies of scale and the benefits that arise from greater use of technology, being one of the largest players in the industry enables Alicon to leverage its leadership position to buck trends and enjoy the first mover advantage.

International markets: With established international markets and exports that typically constitute a third of revenue, the Company is in a position to insulate itself from domestic exigencies or international ups and downs.

Collaborations with international companies: Due to the joint ventures, technological collaborations and other tie-ups that the Company has managed to forge, it manages to amalgamate the best of European engineering, Japanese quality and Indian ingenuity to produce exceptional and innovative aluminium casting products.

Unsatiated domestic markets: India is still at a nascent stage of growth and the foundry industry meets the most basic needs of development of any nation. Accordingly, the Company can assume large demands for years to come.

Research and development centre: Keeping pace with the evolving needs of its customers, requires constant efforts to create new solutions matched by a more contemporary, synergistically-aligned product base. To this end, Alicon is continuously investing in creating a robust R&D core to develop solutions going beyond today, to meet the demands of tomorrow. Alicon's Research and Development facility has been approved and certified by the Department of Scientific and Industrial Research, Government of India.

Weaknesses

Dependence on people: Despite being one of the most mechanised companies in the industry, Alicon still depends on its employees for

its performance. It appreciates this fact and accordingly, hires suitable resources, is constantly instituting training and refresher programmes to ensure that it brings out their potential and offers them a stimulating and facilitating work environment to ensure retention.

Opportunities

(a) Automobiles

The Indian auto component industry is expected to register a turnover of US\$ 66 Billion by 2016 with the likelihood of touching US\$ 115 Billion by 2021. In addition, industry exports are projected to reach US\$ 12 Billion by 2016 and reach US\$ 30 Billion by 2021 (Source: ACMA). The 'Make in India' pitch may further boost the growth of the components industry. Global growth is expected to rise to 3.0 per cent in 2015 and average about 3.2 per cent through 2017 (Source: World Bank). The US economic growth is expected to be around 3 per cent in 2015, largely due to more robust private domestic demand, while EU growth is unlikely to cross 1 per cent, owing to high unemployment levels.

Automobile companies in US expecting increase in demand due to positive economic conditions (oil prices, low inflation) and poor fuel economy of ageing fleets are driving order placement. The Company expects the overall demand in from this segment.

2014-15 was a good year for the automobile industry too. With the exception of Commercial Vehicle, which witnessed a marginal dip in sales growth, all other segments demonstrated strong growth trends. During the current fiscal, 2015-16, Commercial Vehicle sales have picked up too, on the back of softer interest rates and cheaper fuel costs.

Category	2013-14	2014-15	Variation (%)
Passenger Vehicles	25,03,509	26,01,111	3.9
Commercial Vehicles	6,32,851	6,14,961	-2.8
Three-Wheelers	4,80,085	5,31,927	10.8
Two-Wheelers	1,48,06,778	1,60,04,581	8
Grand Total	1,84,23,223	1,97,52,580	7.2

Source: SIAM

As per the latest figures available on Society of Indian Automobile Manufacturers (SIAM), the sale of Commercial Vehicle was up by a robust 12.07 per cent y-o-y in September, 2015 while domestic passenger car sales rose 9.48 per cent from 1,54,898 units in September 2014 to 1,69,590 units in September, 2015. The sale of two-wheelers, however, declined marginally by 1.06 per cent during the same period.

A number of government-initiated measures and other developments have resulted in growth in the sector and will continue to provide impetus. These include:

- The tractor segment will get a boost from the allocation of credit of ₹ 850,000 crore (US\$ 127.6 Billion) through the Union budget (2015-16) to farmers. (Source: Automobile report – India Brand Equity Foundation (IBEF), Sept. 2015)
- Government's plans to promote eco-friendly cars - CNG-based vehicles, hybrid and electric vehicles - will bring out a whole new range of automobiles which will find their own market and demand.

- Announcements of intentions by leading international car manufacturers - General Motors, US-based car maker Chrysler, Mercedes Benz, and Germany-based luxury car maker BMW, to set up plants or expand capacities in India.
- Last but not the least, the Government's Automobile Mission Plan (AMP) for the period 2006-16 aimed at accelerating and sustaining growth in this sector has finally begun to bear fruits.

(b) Power

According to IBEF, as of July 2015, the total thermal installed capacity stood at 191.6 gigawatt (GW), while hydro, renewable and nuclear energy installed capacity totalled 41.9 GW, 36.5 GW and 5.8 GW, respectively. The report further states that around 293 global and domestic companies have committed to generating 266 GW of solar, wind, mini-hydel and biomass-based power in India over the next 5–10 years. The initiative would entail an investment of about US\$ 310–350 Billion. The Government's near term target of two trillion units (kilowatt hours) of energy by 2019 will entail doubling the current production capacity. According to the Union Power Minister, Mr. Piyush Goyal, the Indian power sector has an investment potential of ₹ 15 trillion in the next 4-5 years.

These dynamics, coupled with the fact that the Government has identified power as a key sector of focus if India wishes to attain sustained industrial growth, underlines the potential of the sector.

Alicon has forayed into the power sector in India, in a small way, as a supplier of components. Now, the Group is expecting to venture into export markets for the same products. It envisages leveraging the knowledge it has acquired over the last three years to establish its products in the international arena. As the capabilities that have been established in the last three years will be fully utilised through this horizontal deployment of its product overseas, the top line and bottom line performance will improve.

(c) Healthcare

The healthcare sector is growing at a scorching pace on the back of its strengthening coverage, services and the increase in Government focus as well interest from private players. Further, the Ministry of Health has targeted the development of 50 technologies in 2016 for the treatment of diseases like Cancer and TB. According to IBEF, during 2008-20, the market is expected to record a CAGR of 17 per cent and the total industry size is expected to touch US\$ 160 Billion by 2017 and US\$ 280 Billion by 2020. This renewed focus on the healthcare sector by the Government makes it attractively poised for growth.

At the same time, there is considerable interest evinced by private players, especially international companies, in setting up manufacturing facilities for medical equipment in the country. A global syndicate of 270 entrepreneurs and technology veterans from 30 countries, Silicon Gigs, is considering bringing in \$60 Million from its members to set up electronic units in India that can support medical equipment, amongst other products.

All these developments will have an upbeat impact on Alicon's business in the sector. However, due to the gestation period between announcement of policies and their fruition, Alicon's growth through opportunities in the healthcare sector will materialise in the medium term.

Threats & Concerns

- Industrial slowdown and Sluggish Business environment
A sluggish economic environment or an industrial slowdown can dampen the industry's growth prospects, which in turn could result into cutbacks in investment towards the industry.

De-risking has been an integral part of Alicon's business strategy. In a two-pronged approach, the Company has been continuously expanding its client base (no single customer account exceeds 20 per cent of total revenues) and at the same time diversifying its markets by ensuring steady growth in exports to distant markets (the Company aims to accrue one third of its revenue from export earnings).

- Raw material costs
The price of metals and fuel form a bulk of the input costs, which could become volatile over a period of time. This could hamper growth or result in an erosion of cost efficiencies. In addition, any increase in import duties on inputs could lead to losses for the industry.

Alicon is putting into process the standardisation of an alloy, i.e. reducing the number of alloy variants. This will enable consolidation of raw material purchase with minimal number of alloys which are presently at 20 odd and thus bringing with it a sizeable amount of inventory level. Standardisation of alloy will help to bring down the inventory level, which will lead to cost benefit thereby, positively impacting bottom line, it will also help in standardising the manufacturing process.

- Shift in raw material components
Currently, with the thrust on stringent emission norms and fuel economy in the global automotive industry, there is a visible shift towards the use of aluminium in all types of vehicles. Looking ahead, aluminium could be replaced by magnesium as it is lighter in weight and finds several applications within the same industries that are currently served by aluminium.

- Competition from international OEM manufacturers
Indian foundries are prone to stiff competition from other international competitors like China, which offer faster delivery and work on lower cost models. A casual approach towards R&D, may lead to dependence on technology from abroad, which could eventually affect competitiveness levels. The price-benefit gap of the Indian foundries can be reduced drastically, on account of effective pricing measures adopted by some European foundries. This is a concern for exports.

Alicon is constantly innovating through R&D and finding ways spot trends before they emerge. Towards this end it is working on conversion of components, lightweighting and other processes that enable it to keep up with the specifications of international clientele.

Business Outlook

The business and consumer confidence that has gripped the nation for the better part of a year and a half has just begun to translate into concrete increases in consumption and demand. Consequently, during the previous fiscal and until demand picks up considerably, Alicon has been testing the waters with new initiatives. The Group is looking at providing ready-to-use components which conform to standard specifications rather than customised requirements. This will ensure that total quality control can be exercised and defected parts per million (ppm) levels can be brought down. In fact, once this concept progresses from its current nascent stage, Alicon looks forward to reducing the defect rate to below 3.4 defects ppm levels.

The Company is also working on horizontal deployment of suppliers. This entails offering that same type of product across the Group to harness cost benefits. While Alicon has initiated this process, and it has started delivering results in the year under review, these will become more pronounced only towards the end of the coming year.

At another level, the Company is considering consolidating its suppliers as currently, different companies in the Group have their own individual

sets of suppliers. This too will result in finer rates and enhanced service.

In India, the Group specialises in component manufacturing for the two-wheeler and four-wheeler industry. Its major products in the automotive sector include cylinder heads and manifolds. It has now approached the global market with supplies of these products. The larger universe of automotive OEMs in the overseas markets provides the Company with greater opportunities to be tapped. The Group is looking at capturing these opportunities in the next two to three years by using their base capabilities and leveraging relationships with existing customers.

The Group is currently one of the major manufactures of base plates for AMT (Automated Manual Transmission) vehicles for OEMs in India. Huge opportunities exist globally for the same. Alicon is considering building direct/indirect connections with overseas OEMs to tap the international opportunity.

Lastly, envisaging an immense opportunity in the Aeronautical sector in India, which is opening up on the back of the Make in India initiative, the Group is considering providing components to this sector. Catering to this sector will form a part of the Group's 2020 Vision.

Risks & Challenges

Risk	Nature of Risk	Mitigation Strategy
Competition risk	The Company is in an industry that is highly fragmented with a large number of small and medium-sized players. An efficient company with lower cost structures may try to challenge Alicon by offering its products at finer rates.	Both cost and quality form an important part of a consumer's preference matrix. Alicon ensures that it provides its clients with products of international quality through its tie-ups with international brands. Where price is concerned, Alicon is constantly innovating through its R&D centre and regularly consolidating to ensure that costs remain at a minimal level. In addition, due to the scale of operations, Alicon enjoys economies of scale, which aid in reducing costs.
Retention of talent	Being a labour-intensive industry, which requires a well-trained workforce, the foundry business is highly dependent on its manpower to deliver output.	Alicon recruits its workforce through a rigorous selection process. Thereafter, it constantly upgrades their skills through training programmes organised by renowned institutes. It also offers its workforce and all levels of employees a conducive and facilitating work environment which keeps them loyal to the Company.
Meeting stringent emission control norms	To protect the environment, the Government has issued stringent norms for emission control. Being an energy-intensive industry, this requires great care while undertaking production processes.	Alicon's R&D centre is constantly working towards creating and enhancing processes to make them more environment-friendly, even beyond Government stipulations. Being in collaboration with well-respected international brands, gives Alicon an edge over competitors in terms of access to internationally accepted technology and know-how.

Human Resource Management

Alicon has always seen its employees as its true strength. Choosing a 'One Path, One Goal' approach, it encourages holistic engagement from its employees. Some of the innovative initiatives it has conceived to bring synergies between the organisation and its employees include:

Challenging the Now with People support:

This people-oriented mission acknowledges that it is people who take on challenges, innovate, deliver perceptible efficiencies, improve productivity, reduce wastage and undertake Kaizen-based improvements in the work processes. Alicon applauds their outstanding contributions towards making the Company's mission to 'Challenge the Now' a resounding success.

The 'North Star' Philosophy:

Just as the North Star (NS) is the brightest star in the night sky and a guiding star, the Company aims to achieve the highest levels of performance and thus, set a shining example in its universe. The message behind the NS philosophy is: We are proud to be Indians and we work to make India proud.

At the ground level, the Company intends to implement this philosophy, by inculcating a sense of firm commitment towards the nation within each of its employees in the organisation. The manifestation of this commitment at the workplace will be apparent through the Company's support to the Government's Make in India initiative, in the form of a focus on production of the highest quality products as well as a work environment replete with peace, trust and faith in each other.

To inculcate the NS philosophy, small pocket cards which have the NSP Vision, Mission, DNA, rationale, pledge, etc. have been distributed. These messages have also been put up on boards everywhere – in the plant, training hall, etc. Alicon has also been conducting workshops and training sessions to communicate to employees the direction in which it wants to move.

Other HR Policies: In keeping with the Government's Make in India initiative, Alicon has been deliberately evolving to ensuring that the quality of its workforce is enhanced, through training and skill upgradation, and at the same time, the work environment is made more conducive. Some of its activities towards these ends include:

- **Promoting home-grown leadership** - The Company has adopted the strategy of building leaders from the grass-root level.
- **Technical training and internships** - It has organised educational tie-ups with National Institute of Secondary Steel Technology

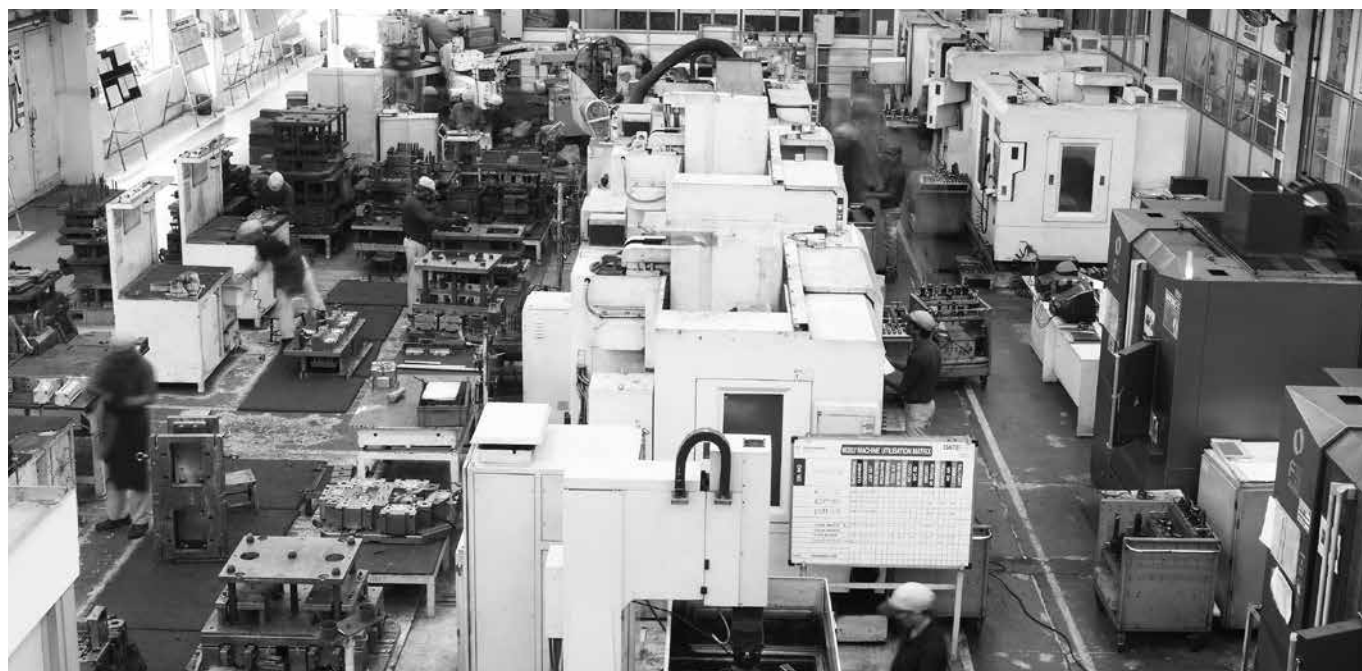
(NISST) and National Institute for Foundry, Pune. It is in discussions with these institutions towards attracting students to work as interns or work on projects. Further, students from Management and Engineering Institutes have also been invited to work as interns or on projects.

- **Tie-up with Industrial Training Institutions (ITIs)** - These institutes have been engaged to develop a module, which will enable the Company to train people in different areas of the foundry and for the casting business. The module goes into the detail of every operational process. Being a structured training programme, it awards a certification after every stage of training, which could entail 3, 6 or 12 months. The training for Levels 1 & 2 require 3 months and Level 3 & 4 progress for 6 months. At the end of Level 4, the trainees are able to operate one shift independently. During the 12-month course, the last six months are used to provide behavioural training.
- **Quality control through constant training of employees** - The Company institutes capability building exercises at all levels and provides technical training at regular intervals so that quality does not suffer.
- **Focus on safety of employees** - Safety of employees is a major focus at Alicon. Towards this end, there are safety monitoring systems at all shop levels and mechanisms to ensure that safety is practised by all.

Internal Control Systems

The Alicon Group has adequate internal control systems in place to safeguard all assets and ensure efficient productivity at all levels. The Company is committed to ensuring that its operations are carried out within the purview of a well-defined internal control framework. Good governance, well-defined systems & processes, a vigilant finance function and independent internal reviews form the basis of internal control systems. The internal audit function independently scrutinises critical audit areas, based on audit plans that are generally approved by the Audit Committee. Plans are formulated on the basis of a risk evaluation exercise, to focus on the assessment of the relatively riskier areas. Significant audit findings are presented to the Audit Committee, which meets regularly to review findings and status of the corrective actions taken by the management. Timely reviews are carried out to ensure that all transactions are correctly authorised and reported. Whenever deemed necessary, internal control systems are reassessed and corrective action is also initiated.

Directors' Report



Your Directors have pleasure in presenting their Twenty fifth Annual Report together with the audited Statements of Accounts for the year ended 31st March, 2015.

Financial Highlights

(₹ in Millions)

	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Gross Sales	7250.51	4988.09	7996.33	5902.69
Net Sales/Income from Operations	6389.78	4410.46	7135.60	5325.06
Profit before Depreciation, Interest & Tax	696.99	498.12	731.72	574.39
Other Income	20.66	30.49	22.25	40.82
Less: Depreciation & Prior Period adjustments	228.25	175.69	261.40	211.26
Less: Finance Costs	171.53	102.18	180.23	111.66
Profit before Tax	297.22	220.25	290.09	251.70
Provision for Tax	89.96	58.93	91.69	60.13
Profit after Tax	207.26	161.32	198.40	191.57

Dividend:

Enthusied with the improved working of the Company, your Directors are pleased to recommend a higher dividend of 60% (₹ 3/- per share of ₹ 5/- each) as against 50% paid for the previous year. The total payout on account of dividend including tax thereon will be ₹ 39.56 million. Dividend if declared, will be free of tax in the hands of the shareholders.

Performance

On standalone basis, the Company recorded the total income of ₹ 6,389.78 million as against ₹ 4410.46 million in the previous year, showing a jump of 44.9%. Pre-tax profit was also correspondingly higher by 34.95% compared to the last year. The Company earned a pre-tax profit of ₹ 297.22 millions as against ₹ 220.25 millions a year ago.

On consolidated basis, the Company recorded the total income of ₹ 7157.86 million as against ₹ 5365.79 million in the previous year, an increase of 33.4%. However, the pre-tax profit is ₹ 291.21 million as against ₹ 290.09 million a year ago.

Transfer to General Reserve

The Company has transferred ₹ 25 million to the general reserve during the current financial year.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to be best of their knowledge, confirm that –

- a) in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure;
- b) appropriate accounting policies have been selected and applied consistently and have 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 at the end of the financial year and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the 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 fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Management Discussion and Analysis

A detailed report on the Management Discussion and Analysis is provided as a separate section in the Annual Report which forms part of the Directors' Report.

Update on the Scheme of Arrangement

The Hon'ble High Court of Bombay on 23rd October, 2015 had approved the scheme of arrangement under which the Casting Unit of Atlas Castalloy Ltd. is transferred and merged with the Company. The appointed date of the Scheme was April 1, 2014 and subsequent to filing of the necessary forms, the Scheme has become effective from 29th November, 2015.

Consequent upon the Scheme becoming effective, the Company will allot 12,56,222 Equity Shares of ₹ 5/- each to the shareholders of the Atlas Castalloy Ltd. The Scheme has enabled the Company to augment its capacity by 6,000 MTPA with an additional revenue of ₹ 1341 million for the financial year 2014-15 without any outflow of cash. Acquisition of unit will also enable the Company to achieve economies of scale with additional production capacity, optimal utilization of resources and

reduction in cost. This will also give access to your Company to expand its large customer base with additional clients like Greaves Cotton Ltd., Royal Enfield Ltd., Piaggio and defence, which are the existing customers of Atlas Castalloy Ltd.

Loans, Guarantees and Investments

The full particulars of guarantee given, investment made or loan given or security provided as per the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements (refer to note no.8(b))

Transactions with Related Parties

All the related party transactions including in relation to direct/indirect subsidiaries are strictly done on an arm's length basis and in ordinary course of business. The Company presents details of all related party transactions before the Audit Committee. The policy on Related Party Transactions as approved by the Board of Directors is placed on the Company's website.

Since all the transactions with related parties entered into by the Company were in ordinary course of business and were on arm's length basis, Form AOC-2 is not applicable to the Company.

Subsidiary Companies:

Your Company has three foreign subsidiaries viz. Alicon Holding GmbH, Illichmann Castalloy S.R.O. and Illichmann Castalloy GmbH. Alicon Holding GmbH is the 100% subsidiary of your Company, who in turn is holding 100% capital of Illichmann Castalloy S.R.O. Illichmann Castalloy GmbH is the 100% subsidiary of Illichmann Castalloy S.R.O.

A separate section on the performance and financial position of each of the subsidiaries in Form AOC-1 is part of this report and is annexed as Annexure I.

Consolidated Financial Statements

In accordance with the Accounting Standards 21, 23 and 27 issued by the Institute of Chartered Accountants of India, consolidated financial accounts prepared on the basis of financial statements of the subsidiary companies forms part of this report and accounts.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its subsidiaries on its website www.alicongroup.co.in. The Company will make available the audited annual accounts and related information of its subsidiaries upon request by any of its shareholders.

Material Changes and Commitment

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

Public Deposits

Your Company has not accepted any deposit from the public, its shareholders or employees during the year under review.

Conservation of Energy etc.

Information pertaining to conservation of energy, technology absorption and foreign exchange earning and outgo as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure II.

Risk Management

The Company has Risk Management Committee. This committee is responsible for reviewing the risk management plan and its effectiveness. The audit committee also reviews the financial risk and its control. The management also continuously access the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action. All the assets of the Company are adequately covered by comprehensive insurance.

A detailed note on risk management is given under financial review section of the Management Discussion and Analysis of this Annual Report.

Corporate Social Responsibility (CSR)

Brief outline on the Corporate Social Responsibility (CSR) Policy of the Company and the initiative undertaken by the Company on CSR activities during the year are set out in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 and is annexed as Annexure III to this report. The said CSR Policy is hosted on the Company's website.

Corporate Governance

In line with the requirement of the Companies Act, 2013 as also amended Clause 49 of the Listing Agreement, the Board of Directors has constituted new committees. Details of these committees along with their terms of reference, composition and meetings held during the year, are provided in the Corporate Governance Report. During the year the Company has also amended the existing policies and adopted new policies such as CSR policies, Related Party Transaction Policies, Whistle Blower Policies.

A separate report on Corporate Governance is annexed, which forms part of this report. A certificate of CEO and CFO of the Company confirming the correctness of the financial and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee is also annexed and forms part this Directors' Report.

Directors and Key Managerial Personnel

The Board of Directors in its meeting held on 30th April 2015 had appointed Mr. Ajay Nanavati as an Additional Director (Independent). Pursuant to the provisions of Section 161 of the Act, Mr. Nanavati would be vacating the office as Director in the forthcoming Annual General Meeting. The Company has received a notice under Section 160 of the Act along with refundable deposit of ₹ 1,00,000/- proposing the appointment of Mr. Ajay Nanavati as an Independent Director.

The proposed appointment of Mr. Ajay Nanavati was recommended by the Nomination & Remuneration Committee. The Board of Directors of the Company had formed the opinion that the said Director meets with the criteria of Independence as per Section 149(6) of the Act and rules made thereunder and requirements of Clause 49 of the listing agreement with the stock exchanges.

Mrs. Pamela Rai shall retire by rotation at the forthcoming Annual General Meeting and being eligible has offered herself for re-appointment.

Additional information and brief profile as required under Clause 49 of the Listing Agreement for each of the above Directors seeking appointment and/or re-appointment is provided in the Corporate Governance Report, which forms part of the Annual Report. Further, the business items relating to the re-appointment of the above Directors have been included in the Notice of the AGM.

During the year under review, none of the non-executive directors had any pecuniary relationship or transactions with the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013 and Clause 49 of the listing agreement Mr. S. Rai is Managing Director, Mr. R. Sikand is Group Chief Executive Officer, Mr. Vimal Gupta is the Group Chief Finance Officer and Mr. P. S. Rao is the Company Secretary.

Declaration of Independence

All the independent directors have submitted declarations as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as stipulated in Section 149(6) of the Act.

Nomination & Remuneration Policy

The Nomination and Remuneration Policy recommended by the Nomination & Remuneration Committee is duly approved and adopted by the Board of Directors. The said policy is annexed to the report as Annexure IV.

Number of Meeting of The Board

Six meetings of the Board were held during the year under review. Corporate Governance Report, which forms part of this report, contains the details about the Board meeting as also meeting attended by each Directors of the Company.

Board Evaluation

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board of Directors had done the annual evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

Policy on appointment of directors and remuneration as provided in Section 178(3) of the Companies Act, 2013 has been dealt with in the corporate governance report, which forms part of the Directors' Report.

Audit Committee

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made

thereunder and Clause 49 of the Listing Agreement. The details pertaining to the audit committee are included in the Corporate Governance Report, which forms part of this report.

Internal Control System

Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms and standards prescribed, asset maintenance and its proper use. The Company has an independent internal auditor, who periodically reviews the accounts and reports to the Audit Committee.

Employees

The relations between the management and employees remained cordial throughout the year. Information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended to this report as Annexure V and forms part of this report.

The details of employees receiving remuneration exceeding ₹ 5 lakhs per month or ₹ 60 lakhs per annum as required under the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure. In terms of Section 136(1) of the Act and the rules made there under, the Report and Account are being sent to the shareholders excluding the aforesaid Annexure. Any shareholder interested in obtaining a copy of the same may obtain form the registered office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

Statutory Auditors

According to Directors, there is no adverse remarks made by Statutory Auditors in their report. Notes to the accounts are self explanatory to comments/observation made by the auditors in their report. Hence, no separate explanation is given.

M/s. Asit Mehta & Associates, Chartered Accountants, Statutory Auditors of your Company shall retire at the forthcoming Annual General Meeting. However, they are eligible for reappointment. Pursuant to Section 139 (2) of the Companies Act, 2013, Audit Committee and the Board of Directors of the Company have recommended their appointment for a period of one year i.e. from the conclusion of the 25th Annual General Meeting till the conclusion of the 26th AGM. M/s. Asit Mehta & Associates have confirmed that their appointment, if made, will be within the eligibility criteria prescribed under Section 141 (3) of the Companies Act, 2013.

Members are requested to appoint the Auditors and fix their remuneration.

Secretarial Audit Report

During the year, Secretarial Audit was carried out by Mr. Upendra C. Shukla, Practising Company Secretary for the financial year 2014-15.

The report on the Secretarial Audit is appended as Annexure VI to this report. According to the Board of Directors the report does not have any adverse remark.

Extract of Annual Return

An extract of Annual Return in Form MGT-9 in pursuance to the provisions of Section 92(3) of the Companies Act, 2013 is annexed to this report as Annexure VII and forms part of this report.

Receipt of Remuneration by Managing Director From Subsidiary Company

Mr. S. Rai, Managing Director of the Company, has not received any remuneration from any of its subsidiary companies.

Vigil Mechanism

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement. The whistle blower policy adopted by the Board of Directors is hosted on the website of the Company.

Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

Details of Significant and Material Orders Passed by the Regulators or Courts or Tribunals

During the year under review, there were no material and significant orders passed by any of the regulators or courts or tribunals impacting the going concern status and the Company's operations.

Acknowledgement

Your Directors wish to thank Enkei Corporation, Japan, our technical collaborator, for their valued support and guidance for development of new parts. Your Directors also take this opportunity to thank all the customers, vendors, bankers and other business associates for their continued support. Your Directors also thank all the employees for their commitment, hard work and contribution to the Company's excellent performance. Your Directors are thankful to all the shareholders of the Company for their unstinted support and confidence reposed in the management of the Company.

On behalf of the Board of Directors

(S. Rai)
Managing Director

(A.D. Harolikar)
Director

Place: Shikrapur, Pune

Date: November 30, 2015

Annexure I

Form AOC-1

(Pursuant to first provision to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Sr. No:	1	2	3
Name of the Subsidiary	Alicon Holding GmbH	Illichmann Castalloy GmbH	Illichmann Castalloy Sro
Reporting period for the subsidiary concerned, if difference from the holding company's reporting period	April to March	April to March	April to March
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Euro Exchange rate 1 Euro = ₹ 67.51	Euro Exchange rate 1 Euro = ₹ 67.51	Euro Exchange rate 1 Euro = ₹ 67.51
Share Capital	2,081,939.22	2,081,939.22	297,419.89
Reserves & surplus	(4,049,291.57)	(9,709,559.63)	(57,007,197.34)
Total Assets	105,611,299.10	187,590,253.55	331,680,313.66
Total Liabilities	105,611,298.66	187,590,253.89	331,680,314.10
Investments	104,407,467.15	-	44,612,983.19
Turnover	1,162.82	712,780,159.35	524,058,272.96
Profit before taxation	(668,913.25)	22,065,422.76	(28,525,639.84)
Provision for taxation	-	1,728,735.26	-
Profit after taxation	(668,913.25)	20,336,687.49	(28,525,639.84)
Proposed dividend	Nil	Nil	Nil
% of shareholding	100%	100%	100%

On behalf of the Board of Directors

(S. Rai)
Managing Director

(A.D. Harolikar)
Director

Place: Shikrapur, Pune

Date: November 30, 2015

Annexure II

Information as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

[A] Conservation of Energy:

- (i) Steps taken or impact on conservation of energy:
 - VFT used to optimize the loading of the motor.
 - Calibration of heat treatment furnaces to save the energy
 - Furnace oil reduction via optimizing of air fuel ratio.
 - Furnaces energy consumption reduced through use of thyristor
- (ii) Steps taken by the Company for utilizing alternate sources of energy:
 - We are planning to use solar energy and in discussion with Solar energy companies to install solar panels.
- (iii) Capital investment on energy conservation equipments:
 - Company have invested o0.30 cr towards measures for increasing power deficiency

[B] Technology Absorption:

- (i) Efforts made towards technology absorption:
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution:
- (iii) Information regarding technology imported during the last three years :

S. No.	Technology Imported	Year of Import	Status of absorption & reasons for non-absorption, if any.
NA	NA	NA	NA

- (iv) Expenditure incurred on Research and Development :

(₹ in Million)	
2014-15	
Capital	4.54
Recurring	420.46
TOTAL	425.00
Total R&D expenditure as a percentage of total turnover	0.67%

[C] Foreign Exchange Earnings and Outgo:

(₹ in Million)	
2014-15	
Foreign Exchange earned	254.92
Foreign Exchange saved/deemed exports	0
TOTAL	254.92
Foreign Exchange used	36.48

On behalf of the Board of Directors

(S. Rai)
Managing Director

(A.D. Harollikar)
Director

Place: Shikrapur, Pune

Date: November 30, 2015

Annexure III

Report on CSR Activities

Annual Report on the CSR activities pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Social Responsibility Policy) Rules, 2014

- 1) Brief outline of the Company's CSR Policy:
- 2) Composition of CSR Committee

Sr. No.	Name	Designation	Category
1.	Mr. S. Rai	Chairman	Managing Director
2.	Mrs. Pamela Rai	Member	Director
3.	Mr. Vinay Panjabi	Member	Independent Director

- 3) Average net profit of the Company for last three years : ₹ 253.96 Million
- 4) Prescribed CSR expenditure (2% of the amount as in Sr. No. 3 above): ₹ 5.1 Million
- 5) Details of CSR spent during the financial year 2014-15:
 - a) Total amount to be spent for the financial years: ₹ 5.1 Million
 - b) Amount unspent: ₹ 2.8 million
 - c) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project	Sector	Project Area	Project Budget	Cumulative expenditure upto the reporting period	Amount spent directly or through implementing Agency
1	Aseema	Education	Igatpuri, Nashik	614583	614583	Implementing Agency
2	Centre For Youth Development and Activities (CYDA)	Education	Pimpri-Chinchwad Municipal Corporation Area	162800	162800	Implementing Agency
4	Peoples' Empowering Movement (PEM)	Rural Livelihood	Rajwadi and Dhamni Village in Sangmeshwar Taluka, District- Ratnagiri	1500000	883425	Implementing Agency
5	Swadhar	Healthcare	Pune City	140000	140000	Implementing Agency
6	Wildlife Research and Conservation Society (WRCS)	Environment Sustainability	Koyna Region, Western Ghats	44000	44000	Implementing Agency
7	NGO Market in partnership with CII	Social Business Project	Pune City	55012	55012	Implementing Agency
8	Social Venture Partners (SVP)	Livelihood	Pune City	200000	200000	Direct
9	Jasubhai Foundation	Dance and Music		200000	200000	Direct
Total				2916395	2300000	

- 6) In case the Company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its board Report:

As approved by the CSR Committee and Board, it was decided to pursue promotion of education, enhancing vocational skills, child health and empowering of women and/or other similar or ancillary activities with emphasis on the local areas adjoining the Company's plants in Pune and Binola and the CSR amount was earmarked for the purpose. As the work on the aforesaid activities including identification of suitable land, action in connection therewith etc. is time consuming, the CSR amount is yet to be spent.

- 7) The CSR Committee affirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and policies of the Company.

On behalf of the Board of Directors

(S. Rai)
Managing Director

(A.D. Harolikar)
Director

Place: Shikrapur, Pune

Date: November 30, 2015

Annexure IV

Nomination and Remuneration Policy

1. Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with relevant rules thereto and Clause 49 of the Listing Agreement. The Key Objectives of the Committee are:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- To recommend the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.
- To develop a succession plan for the Board and to regularly review the plan.

2. Definitions

- a) Act means the Companies Act, 2013 as amended from time to time and the Rules made thereunder.
- b) Board means Board of Directors of the Company.
- c) Directors mean Directors of the Company.
- d) Key Managerial Personnel means – (i) Chief Executive Officer or the Managing Director or Whole-time Director; (ii) Chief Financial Officer; (iii) Company Secretary; and (iii) such other officer as may be prescribed.
- e) Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors but including Functional Heads.

3. Role of Committee

3.1 Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

- 3.1.1 Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2 Identify persons who are qualified to become Director and persons, who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3 Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2 Policy for appointment and removal of Director, KMP and Senior Management:

3.2.1 Appointment criteria and qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director or Managing Director, who has attained the age of seventy years; Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2 Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director and designate them for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director;

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4 Removal

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

3.2.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act 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.

3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1 General

- a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission payable to Managing Director, Whole-time Director and Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director, Whole-time Director and Directors shall be in accordance with the conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments/revision to the existing remuneration/compensation payable to Managing Director, Whole-time Director and Directors may be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders.
- d) Where any insurance is taken by the Company on behalf of its Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel; Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2 Remuneration to Whole-time, Managing Director, Directors, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If Managing Director and/or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3 Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof; Provided that the amount of such fees shall not exceed ₹ 1,00,000/- per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. Membership

- 4.1 The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.
- 4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. Chairperson

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

7. Committee Members' Interests

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. Duties of Committee

A) The duties of the Committee in relation to nomination matters shall include:

- 8.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

- 8.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment;
 - 8.3 Identifying and recommending Directors, who are to be put forward for retirement by rotation.
 - 8.4 Determining the appropriate size, diversity and composition of the Board;
 - 8.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
 - 8.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
 - 8.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
 - 8.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
 - 8.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
 - 8.10 Recommend any necessary changes to the Board; and
 - 8.11 Considering any other matters, as may be requested by the Board.
- B) The duties of the Committee in relation to remuneration matters shall include:
- 8.12 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
 - 8.13 To approve the remuneration of the Senior Management including key managerial personnel of the Company, maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
 - 8.14 To delegate any of its powers to one or more member(s) of the Committee.

9. Minutes of Committee Meeting

Proceedings of all meetings shall be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Annexure V

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars					
(1)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	a	Mr. S. Rai, Managing Director	1:7		
			None of the other Directors were in receipt of any remuneration except sitting fees			
(2)	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary in the financial year	a	Mr. S. Rai, Managing Director	5.6%		
		b	Mr. R. Sikand, Group Chief Executive Officer	12.0%		
		c	Mr. Vimal Gupta, Group Chief Finance Officer	8.6%		
		d	Mr. P.S. Rao, Company Secretary	0%		
(3)	The percentage increase in the median remuneration of employees on the rolls of the Company			16%		
(4)	The number of permanent employees on the rolls of the Company			1074		
(5)	Explanation on the relationship between average increase in remuneration and company performance.	Average increase in remuneration per employee was 16%. The profit after tax increased by 28.48%. The average increase in remuneration per employee is in line with normal pay revision.				
(6)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	Remuneration of KMP for the year increased by 16% and the PAT increased by 28.48%. The remuneration of KMP is designed to be competitive in the market for highly qualified executives.				
(7)	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 increased 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	Financial year ended	Closing Price (BSE)	Market Capitalization (₹ million)	Price earning Ratio	
		31.03.2015	274.30	3017.30	14.56	
		31.03.2014	83.60	919.60	5.70	
		Closing share price on 31 st March,2015 was ₹ 274.30. The Company's offer price during its public issue in the year 1995 was ₹ 10/- per share. However, the said data are not comparable since the Company has issued Equity Shares consequent to demerger of Wheel Division in the year 2010-11.				
8)	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.	There is an increase of 9% in the remuneration of managerial personnel while for others it is about 16%. This is based on other factors relevant for the purpose.				
(9)	Comparison of the each remuneration of the Key managerial personnel against the performance of the Company	Name of the KMP	% increase in remuneration in 2014-15 as compared to 2013-14	% increase in Net sales in 2014-15 as compared to 2013-14	% increase in PAT in 2014-15 as compared to 2013-14	% increase in EBIDTA in 2014-15 as compared to 2013-14
		Mr. S. Rai, MD	5.6%	46.54%	28.48%	39.93%
		Mr. R. Sikand, GCEO	12.0%	46.54%	28.48%	39.93%
		Mr. Vimal Gupta, GCFO	8.6%	46.54%	28.48%	39.93%
		Mr. P. S. Rao, CS	0%	46.54%	28.48%	39.93%

Rule	Particulars
(10)	The Key parameters for any variable component of remuneration availed
	The key parameters are – a) Net sales; b) PAT; C) EBIDTA d) Operating cash flow form business
(11)	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
	None
(12)	It is hereby confirmed that the remuneration is as per the Remuneration Policy of the Company

On behalf of the Board of Directors

(S. Rai)
Managing Director

(A.D. Harolikar)
Director

Place: Shikrapur, Pune

Date: November 30, 2015

Annexure VI

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 Personnel) Rules, 2014]

To,
The Members,
Alicon Castalloy Limited,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Alicon Castalloy Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company'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, I hereby report that in my 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 process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Alicon Castalloy 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 borrowing;
- (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.
- (vi) The Acts / Guidelines specifically applicable to the Company : NIL

I have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with the Stock Exchanges in India.

I report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines mentioned above.

I report that during the year under review there was no action/event in pursuance of –

- (a) The Securities and Exchange Board of India (Issue and Listing of Debts Securities) Regulations, 2008
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (c) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998.
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of Internal Auditors' report on compliances, taken on record by the Audit Committee, in my opinion adequate systems and

processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental law.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

I 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 year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed proposal on agenda were sent in advance duly complying with the time limits specified 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.

As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no specific event/action in pursuance of the above referred laws, rules, regulations, guidelines, etc. having major bearing on the Company's affairs.

Place: Mumbai

Date: November 30, 2015

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654

Annexure VII

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

[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:

Sr. No.	Particular	Information
i.	CIN	L99999PN1990PLC059487
ii.	Registration Date	19/12/1990
iii.	Name of the Company	Alicon Castalloy Ltd.
iv.	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Co.
v.	Address of the registered office and contact details	Survey No. 1426, Village Shikrapur Taluka Sirur, Dist. Pune 412208 Maharashtra
vi.	Whether listed company	Yes / No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 093 Tel: 022-28207203

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:

Sr. No.	Name and Description of main products /services	NIC Code of the Product/Service	% to total Turnover of the Company
1	Aluminum alloy castings	2008-24320	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	Alicon Holding GmbH	–	Subsidiary	100	2 (87) (ii)
2.	Illichmann Castalloy S.R.O		Subsidiary	100	2 (87) (ii)
3.	Illichmann Castalloy GmbH		Subsidiary	100	2 (87) (ii)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	809020	–	809020	7.35	834471	–	834471	7.59	–
b) Central Govt.	–	–	–	–	–	–	–	–	–
c) State Govt.(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	6610720	–	6610720	60.10	6610720	–	6610720	60.10	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
Sub-total (A) (1):-	7419740	–	7419740	67.45	7445191	--	7445191	67.69	–

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
TOTAL	7419740	-	7419740	67.45	7445191	-	7445191	67.69	-
SHAREHOLDING OF PROMOTER									
(A) = (A)(1) + (A)(2)									
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI									
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	346937	1600	348537	3.17	234386	1200	235586	2.14	-
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1271454	140062	1411516	12.83	1528409	134862	1663271	15.12	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	529004	-	52900	4.81	421604	-	421604	3.83	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Any others (specify)									
i) Clearing members	54508	–	54508	0.540	27412	–	27412	0.25	–
ii) Directors & relatives	200	–	200	Negligible	200	–	200	Negligible	
iii) Foreign collaborators	1100000		1100000	10	1100000	–	1100000	10	
Sub-total (B)(2):-	3438398	141862	3580260	32.55	3418747	136062	3554809	32.32	–
TOTAL PUBLIC	3438398	141862	3580260	32.55	3418747	136062	3554809	32.32	–
SHAREHOLDING									
(B)=(B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
GRAND TOTAL (A+B+C)	10858138	141862	11000000	100.00	10863938	136062	11000000	100.00	–

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in shareholding during the year
1.	Mr. S. Rai	808860	7.35	0	834311	7.58	0	3.15
2.	Nastic Trading LLP	5970000	54.27	0	5970000	54.27	0	–
3.	Pamela Trading LLP	286000	2.60	0	286000	2.60	0	–
4.	Atlas Castalloy Ltd.	99820	0.91	0	99820	0.91	0	–
5.	Skyblue Trading & Invs. P. Ltd.	254880	2.32	0	254880	2.32		
6.	U.C. Rai Holding P. Ltd	20	Negligible	0	20	Negligible	0	–
7.	Mrs. Usha Rai	100	Negligible	0	100	Negligible	0	–
8.	Mrs. Pamela Rai	20	Negligible	0	20	Negligible	0	–
9.	Mrs. Meenal Gidwani	20	Negligible	0	20	Negligible	-	–
10.	Mrs. Vinita Chandra	20	Negligible		20	Negligible	-	–
	TOTAL	7419740	67.45	–	7445191	67.69	–	0.34

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

Sr. No.	Name and PAN	Shareholding at the beginning of the year		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Mr. S. Rai						
	At the beginning of the year	808860	7.35	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			18/04/2014	1799	810659	7.37
				16/05/2014	3000	813659	7.40
				23/05/3014	5500	819159	7.45
				14/11/2014	7902	827061	7.52
				21/11/2014	7223	834284	7.58
				28/11/2014	27	834311	7.59
	At the End of the year	834311	7.59	31/03/2015			
2	Nastic Trading LLP						
	At the beginning of the year	5970000	54.27	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	5970000	54.27	31/03/2015			
3	Pamela Trading LLP						
	At the beginning of the year	286000	2.60	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	286000	2.60	31/03/2015			
4	Atlas Castalloy Ltd.						
	At the beginning of the year	99820	0.91	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	99820	0.91	31/03/2015			
5	Skyblue Trading And Investments Pvt. Ltd.						
	At the beginning of the year	254880	2.32	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	254880	2.32	31/03/2015			
6	U. C. Rai Holdings Pvt. Ltd.						
	At the beginning of the year	20	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	20	Negligible	31/03/2015			
7	Mrs. Usha Rai						
	At the beginning of the year	100	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	100	Negligible	31/03/2015			
8	Mrs. Pamela Rai						
	At the beginning of the year	20	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	20	Negligible	31/03/2015			

Sr. No.	Name and PAN	Shareholding at the beginning of the year		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
9	Mrs. Meenal Gidwani						
	At the beginning of the year	20	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	20	Negligible	31/03/2015			
10	Mrs. Vinita Chandra						
	At the beginning of the year	20	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	20	Negligible	31/03/2015			

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

Sr. No.	Name of Shareholder	Shareholding		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Co.			No. of shares	% of total shares of the Company
1	Enkei Corporation						
	At the beginning of the year	1100000	10.00	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	1100000	10.00	31/03/2015			
2	JNJ Holdings Pvt. Ltd.						
	At the beginning of the year	114000	1.04	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			23/05/2014	-11697	102303	0.93
				30/05/2014	-518	101785	0.93
				20/06/2014	-7500	94285	0.86
				30/06/2014	-250	94035	0.85
				11/07/2014	-4000	90035	0.82
				01/08/2014	-3209	86826	0.79
				08/08/2014	-2620	84206	0.77
				22/08/2014	-12000	72206	0.66
				29/08/2014	-6500	65706	0.60
				12/09/2014	-7600	58106	0.53
				31/10/2014	-2000	56106	0.51
				07/11/2014	-3000	53106	0.48
				21/11/2014	-14000	39106	0.36
			28/11/2014	-1000	38106	0.35	
			12/12/2014	-34210	3896	0.04	
			19/12/2014	-3895	1	0.00	
	At the End of the year	1	0.00	31/03/2015			

Sr. No.	Name of Shareholder	Shareholding		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Co.			No. of shares	% of total shares of the Company
3	Mr. Shashank S. Khade						
	At the beginning of the year	68645	0.62	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			30/06/2014	-2500	66145	0.60
				04/07/2014	-500	65645	0.60
				18/07/2014	-450	65195	0.59
				25/07/2014	-5082	60113	0.55
				01/08/2014	-1500	58613	0.53
				08/08/2014	-8413	50200	0.46
				15/08/2014	-2000	48200	0.44
				12/12/2014	-28200	20000	0.18
				20/02/2015	-2500	17500	0.16
				27/02/2015	-1000	16500	0.15
		At the End of the year	15500	0.14	06/03/2015	-1000	15500
4	Mr. Navinchandra S. Shah						
	At the beginning of the year	62587	0.57	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			27/02/2015	-9634	52953	0.48
	At the End of the year	52953	0.48	31/03/2015			
5	Mrs. Savitha Raghavan						
	At the beginning of the year	58365	0.53	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	58365	0.53	31/03/2015			
6	Mr. Deepak Gala						
	At the beginning of the year	50058	0.46	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			11/04/2014	100	50158	0.45
				18/04/2014	-3240	46918	0.43
				25/04/2014	-2735	44183	0.40
				09/05/2014	-4000	40183	0.36
				23/05/2014	-322	39861	0.36
				06/06/2014	1400	41261	0.37
				30/06/2014	-11065	30196	0.27
				04/07/2014	-2000	28196	0.26
				18/07/2014	17498	45694	0.41
				18/07/2014	-22847	22847	0.21
				15/08/2014	-8720	14127	0.13
				19/09/2014	-1288	12839	0.12
				10/10/2014	-1000	11839	0.11
				17/10/2014	-4959	6880	0.06
				24/10/2014	-2000	4880	0.04
			31/10/2014	-4880	0	0.00	
	At the End of the year	0	0.00	31/03/2015			

Sr. No.	Name of Shareholder	Shareholding		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Co.			No. of shares	% of total shares of the Company
7	Jagdish N. Master						
	At the beginning of the year	38500	0.35	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			18/04/2014	-500	38000	0.35
				25/04/2014	-3767	34233	0.31
				02/05/2014	-500	33733	0.31
				09/05/2014	-5983	27750	0.25
				16/05/2014	-2250	25500	0.23
				23/05/2014	-750	24750	0.23
				20/06/2014	-250	24500	0.22
				11/07/2014	-250	24250	0.22
				18/07/2014	-500	23750	0.22
				21/11/2014	-250	23500	0.21
				28/11/2014	-250	23250	0.21
				12/12/2014	-750	22500	0.20
				19/12/2014	-250	22250	0.20
				06/02/2015	-250	22000	0.20
				13/02/2015	-250	21750	0.20
	At the End of the year	21750	0.20	31/03/2015			
8	Mrs. Neha Sanghvi						
	At the beginning of the year	32346	0.29	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			04/04/2014	-32346	0	0.00
	At the End of the year	0	0.00	31/03/2015			
9	Mr. Inder Mohan Khosla						
	At the beginning of the year	31000	0.28	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	31000	0.28	31/03/2015			
10	Mr. Ravindra Prabhudas Mahbubani						
	At the beginning of the year	30000	0.27	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	30000	0.27	31/03/2015			

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director / KMP	Shareholding at the beginning of the year		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Mr. S. Rai, Managing Director						
	At the beginning of the year	808860	7.35	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			18/04/2014	1799	810659	7.37
				16/05/2014	3000	813659	7.40
				23/05/3014	5500	819159	7.45
				14/11/2014	7902	827061	7.52
				21/11/2014	7223	834284	7.58
	At the End of the year	834311	7.59	28/11/2014	27	834311	7.59
2	Mr. Anil D. Harolikar, Director						
	At the beginning of the year	200	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	200	Negligible	31/03/2015			
3	Mr. Vinay H. Panjabi, Director						
	At the beginning of the year	-	-	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	-	-	31/03/2015			
4	Mrs. Pamela S. Rai, Director						
	At the beginning of the year	20	Negligible	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	20	Negligible	31/03/2015			
5	Mr. Junichi Suzuki, Director						
	At the beginning of the year	-	-	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	-	-	31/03/2015			
6	Mr. Masakatsu Uchiyama, Alternate Director						
	At the beginning of the year	-	-	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	-	-	31/03/2015			
7	Mr. Rajeev Sikand, Group Chief Executive Officer						
	At the beginning of the year	58638	0.53	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				--	--	--
	At the End of the year	58638	0.53	31/03/2015			
8	Mr. Vimal Gupta, Group Chief Finance Officer						
	At the beginning of the year	2065	0.02	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year			11/07/2014	-200	1865	0.02
				24/10/2014	-1465	400	0.00
				05/12/2014	50	450	0.00
	At the End of the year						

Sr. No.	Name of Director / KMP	Shareholding at the beginning of the year		Date	Increase / Decrease in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
9	Mr. P. S. Rao, Company Secretary						
	At the beginning of the year	-	-	01/04/2014			
	Date wise Increase / Decrease in Shareholding during the Year				-	-	-
	At the End of the year	-	-	31/03/2015			

V. INDEBTEDNESS

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01/04/2014)				
i) Principal Amount	1,098,385,360	62,686,588	-	1,161,071,948
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	19,48,415	-	-	19,48,415
Total (i+ii+iii)	1,100,333,775	62,686,588	-	1,163,020,363
Change in Indebtedness during the financial year				
	NIL	NIL	NIL	NIL
Addition ·	465,186,179	-	-	465,186,179
Reduction ·	62,296,000	42,686,586	-	104,982,586
Net Change	402,890,179	-42,686,586	-	360,203,593
Indebtedness at the end of the financial year (31/03/2015)				
i) Principal Amount	1,501,275,539	20,000,002	-	1,521,275,541
ii) Interest due but not paid	-	-	-	0
iii) Interest accrued but not due	44,83,938	-	-	44,83,938
TOTAL (i+ii+iii)	1,505,759,477	20,000,002	-	1,525,759,479

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Mr. S. Rai Managing Director	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19,75,842	19,75,842
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	90,000	90,000
2.	Stock Option		
3.	Sweat Equity		

Sr. No.	Particulars of Remuneration	Mr. S. Rai Managing Director	Total Amount
4.	Commission - as % of profit - Others, specify...	11,07,840	11,07,840
5.	Others, please specify		
	TOTAL (A)	31,73,882	31,73,882
	Ceiling as per the Act		

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Mr. A. D. Harolikar	Mr. Ajay Nanavati	Mrs. P. Rai	Mr. Vinay Panjabi	Mr. Junichi Suzuki	Mr. Masakatsu Uchiyama	Total Amount
1.	Independent Directors Fee · for attending board / committee meetings Commission · Others, · please specify	96,000	-		96,000	-	-	1,92,000
	TOTAL (1)	96,000	-		96,000	-	-	1,92,000
2.	Other Non-Executive Directors Fee · for attending board / committee meetings Commission · Others, · please specify			20,000		-	25,000	45,000
	TOTAL (2)		-	20,000		-	25,000	45,000
	TOTAL (B)=(1+2)	96,000	-	20,000	96,000	-	25,000	2,37,000
	Total Managerial Remuneration							
	Overall Ceiling as per the Act							

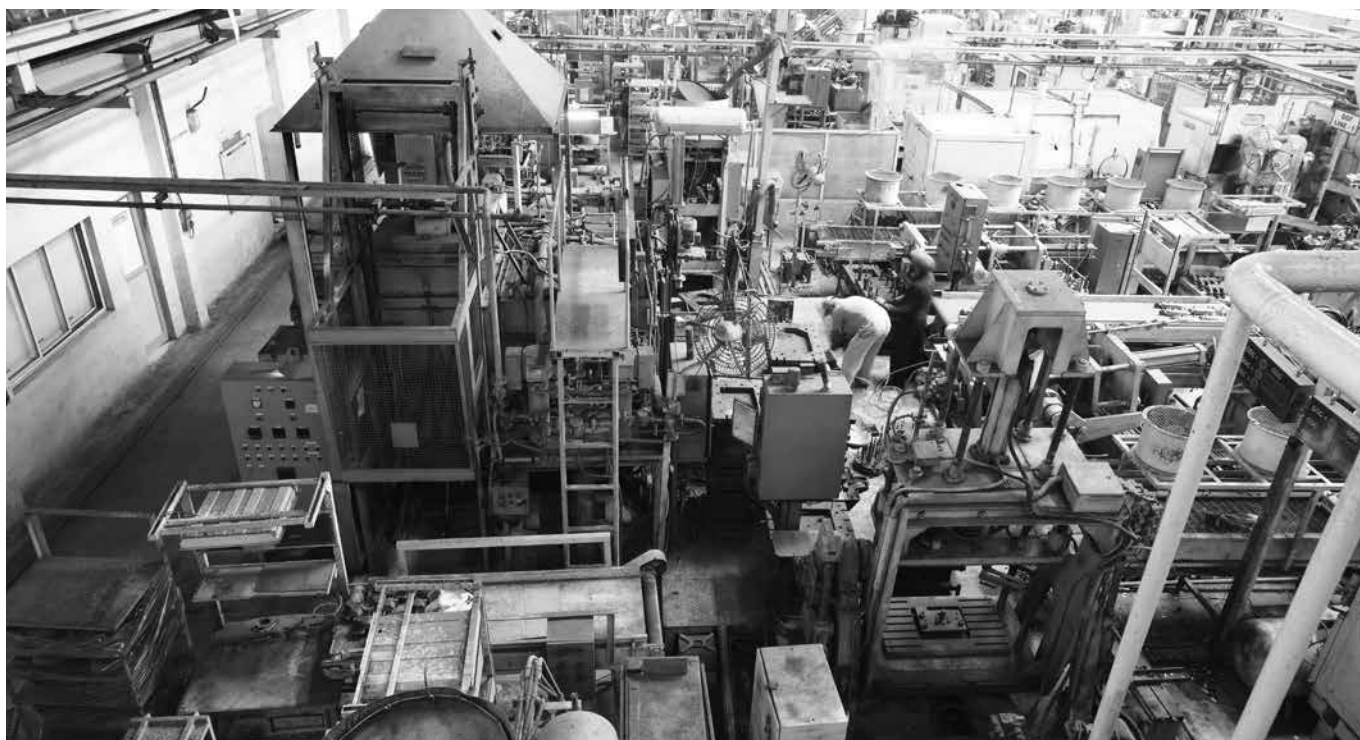
C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sr. No.	Particulars of Remuneration	Mr. Rajeev Sikand, GCEO	Mr. Vimal Gupta GCFO	Mr. P. S. Rao, Company Secretary	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63,61,420	39,99,309	84,000	1,03,47,420
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		3,82,000		3,82,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	4,32,240	4,00,000		8,32,240
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - Others, specify...	65,02,435			65,02,435
5.	Others, please specify				
	TOTAL	1,32,95,096	4,781,309	84,000	180,63,096

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICER IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

Corporate Governance Report



PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, A REPORT ON CORPORATE GOVERNANCE IS GIVEN BELOW:

A) Mandatory Requirements

1 Company's philosophy on Code of Governance

The Company believes that good Corporate Governance is essential to achieve long-term corporate goals and to enhance shareholders' value. In this pursuit, the Company is committed to conducting business in accordance with the highest legal and ethical standards, superior product quality and services to its customers.

2 Board of Directors

The Company has adhered to such superior product policies to fulfill its corporate responsibilities and achieve its financial objectives.

The names and categories of the Directors on the Board, their attendance at Board Meeting during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Composition, Status, Attendance at the Board Meetings & the last AGM:

Name of Director	Status i.e. Executive/ Non-Executive/Independent	No. of Board Meetings Attended	Attendance at the last AGM
Mr. S. Rai	Managing Director	6	Yes
Mr. A.D. Harolikar	Independent	6	Yes
Mr. J. Suzuki	Non-Executive	1	No
Mrs. Pamela Rai*	Non-Executive	4	No
Mr. Vinay Panjabi	Independent	6	No
Mr. Masakatsu Uchiyama	Alternate Director	4	No

*Mrs. Pamela Rai was appointed as a Director w.e.f. 29/09/2014.

Number of Public Limited Companies or Committees in which the Director is a Director/Chairman

Name of Director	No. of other Directorship held#	No. of Committees of other Companies in which member/chairman	No. of Shares held in the Company as at 31.03.2015
Mr. S. Rai	3	0	8,34,311
Mrs. P. Rai	2	0	20
Mr. A.D. Harolikar	0	0	200
Mr. J. Suzuki	1	0	0
Mr. Vinay Panjabi	0	0	0
Mr. Masakatsu Uchiyama	0	0	0

Note:

- 1) # Excluding Directorship in Foreign Companies and Companies under Section 25 of the erstwhile Companies Act, 2013
- 2) Mr. S. Rai is husband of Mrs. P. Rai. Mrs. P. Rai is wife of Mr. S. Rai. None of the other Directors is related to any other Director on the Board in terms of the provisions of the Companies Act, 2013.
- 3) Independent Directors meet with criteria of their independence as mentioned in Clause 49(II)(B)(1) of the Listing Agreement.
- 4) Chairmanship/Membership of Board Committees include Audit and Stakeholders' Relationship Committee only.

Board Meetings held during the financial year 2014-15

During the year ended 31st March, 2015 Six Meetings of the Board of Directors were held namely on 30/04/2015, 26/07/2014, 31/10/2014, 13/11/2014, 26/12/2014 and 31/01/2015.

One meeting of Independent directors was held on 4th March 2015

Separate meeting of Independent Directors

As stipulated by the code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of Independent Directors of the Company was held on 04th March, 2015 to review the performance of non-independent directors and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the management and the Board and its committees, which is necessary to effectively and reasonably perform and discharge their duties.

a) Directors' Induction, Familiarization & Training of Board Members

Pursuant to Clause 49 of the Listing Agreement, the Company is mandatorily required to provide suitable training to the Independent Directors to familiarize them with the Company, their role, nature of the industry in which the Company operates, business model of the Company, etc. the details of such training imparted are also required to be disclosed in the annual report.

The Directors are offered visits to the Company's plant, where plant head makes them aware of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, sustainability, etc.

At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, risk management, Company policies, changes in regulatory requirement applicable to the corporate sector and to the industry in which it operates with areas of improvement and other relevant issues.

Quarterly presentations on operations made to the Board include information on business performance, operations,

market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, regulatory scenario, etc.

b) Board Procedure

All the Directors on the Board are informed the date and venue of each Board Meeting at least fifteen days in advance along with Agenda. Detailed Agenda folder is sent to each Director in advance of the Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director and Chief Financial Officer appraises the Board the overall performance of the Company, followed by the presentation by Chief Executive Officer. The Board reviews the strategy, business plan, annual operating and capital expenditure budgets, projections, compliances of all laws applicable to the Company as well as the steps taken to rectify instances of non-compliances, taking on record of unaudited quarterly/half yearly/annual results, minutes of the meetings of the Audit and other Committees of the Board and information on recruitment of officers just below the Board level including that of the Compliance Officer.

c) Code of Conduct

The Board has laid down Codes of Conduct for the Board Members and other senior management and employees of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Codes of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report. In addition to this, a separate code of conduct for dealing in equity shares of the Company is also in place.

3 Audit Committee

The functioning and terms of reference of the Audit Committee including the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 177 of the Companies Act, 2013 and the Listing Agreement with the BSE Ltd. and the National Stock Exchange of India Ltd.

The Audit Committee comprises of Mr. A.D. Harollikar, Chairman of the Committee, Mr. Vinay Panjabi, both being Independent Directors and Mr. S. Rai, Managing Director.

The Group Chief Executive Officer, Group Chief Financial Officer, Internal Auditors and the partner of Asit Mehta & Associates, the statutory Auditors, are the permanent invitees to the Audit Committee meetings.

During the year ended 31st March, 2015 five meetings of the Audit Committee were held namely on 30/04/2014, 26/07/2014, 31/10/2014, 26/12/2014 and 31/01/2015.

All the three members of the Committee attended all the meetings.

4. Nomination & Remuneration Committee (NRC)

Pursuant to section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement, which became effective from 01st October, 2014, a Committee called 'Remuneration and Nomination Committee' was re-constituted on 26th July, 2014. The said Committee comprises of three Directors. Mr. A. D. Harollikar, Chairman of the Committee, Mr. Vinay Panjabi, Independent Director and Mr. Masakatsu Uchiyama, Non-Executive Director.

The Remuneration and Nomination Committee of the Company is empowered to –

- formulate the criteria for determining qualification, positive attributes and independence of director and recommend to the Board a policy, relating to the remuneration for directors, key managerial personnel and other employees;
- formulate criteria for evaluation of independent directors and the Board;
- devise the policy on Board diversity;
- identify persons, who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

During the year three meetings were held viz. on 30th July, 2014 and 31st October, 2014 and 4th March, 2015.

The Company has no pecuniary relationship for transaction with its Non-Executive Directors except payment of sitting fees for attending the Board and Committee Meetings.

Remuneration Policy :

The Remuneration of the Managing Director is recommended by the Remuneration and Nomination Committee based on responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organizations and is decided by the Board of Directors.

- Details of remuneration paid to Managing Director:

Name	Salary	Perquisites	Commission	Total
Mr. S. Rai	19,75,842	90,000	11,07,840	31,73,882

- Details of sitting Fees paid to the Non-Executive Directors for attending the Board and Committee Meetings during the financial year 2014-2015:

S/No.	Name of Directors	Sitting fees paid (₹)
1)	Mr. A.D. Harollikar	96,000/-
2)	Mrs. Pamela Rai	20,000/-
3)	Mr. Vinay Panjabi	96,000/-
4)	Mr. Masakatsu Uchiyama	25,000/-

The Company has no pecuniary relationship for transaction with its Non-Executive Directors except payment of sitting fees for attending the Board and Committee Meetings.

5 Stakeholders' Relationship Committee

Pursuant to section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement which became effective from 01st October, 2014, nomenclature of the existing Investor/Shareholder's Grievance Committee was changed to 'Stakeholders Relationship Committee'.

The Committee functions under the Chairmanship of Mr. A.D. Harollikar, an Independent Director, Mr. S. Rai and Mr. Vinay Panjabi, being the members. During the year four meetings were held i.e. on 30th April, 2014, 26th July, 2014, 31st October, 2014 and 31st January, 2015. All the committee members were present in all the meeting.

The Compliance Officer is Mr. Vimal Gupta, Chief Finance Officer.

During the financial year ended on 31st March, 2015, two complaints were received. Both the complaints were pertaining to ECS rejections in connection with payment of dividend. The said complaints were duly redressed in time by issuing fresh demand drafts. There was no investor complaint pending against the Company as on 31st March, 2015 on SCORES, the web based complaint redressal system of SEBI.

All valid share transfers received during the year have been acted upon and there were no shares pending for transfer as on 31st March, 2015.

Corporate Social Responsibility Committee

Mr. S. Rai heads the Corporate Social Responsibility (CSR) Committee and Mrs. Pamela Rai and Mr. Vinay Panjabi are the other members. CSR policy adopted by the Board is available on the Company's website www.alicongroup.co.in.

During the year two meetings were held i.e. on 8th August 2014 and 22nd November 2014. All the members of the Committee were present in all the meeting.

Internal Complaint Committee

The committee has been formed by the Board as per the requirement of Section 4 of The Sexual Harassment of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Committee

is headed by Mrs. Sulabha Sawant as presiding officer. Ms. Juhi Gupta and Mrs. Priti Patil are the members.

No complaint/grievance was received by the Committee during the year. Therefore, no meeting of the Committee was held.

Risk Management Committee

In compliance with the revised Clause 49 of the Listing Agreement, the Risk Management Committee comprising of Mr. S. Rai, Mr. Rajeev Sikand and Mr. Vimal Gupta was formed. During the year, one meeting of the Risk Management Committee was held i.e. on 31st January 2015. All the members of the Committee had attended the meeting.

6 General Body Meetings

The location and time of the Annual General Meetings held during the last three years are as below:

Date	Venue	Time	No. of special Resolutions passed
29/09/2014	Gat No.1426, Village Shikrapur, Tal. Shirur, Dist. Pune	12.30 p.m.	Three
30/09/2013	Gat No.1426, Village Shikrapur, Tal. Shirur, Dist. Pune	12.30 p.m.	Nil
28/09/2012	Gat No.1426, Village Shikrapur, Tal. Shirur, Dist. Pune	12.30 p.m.	Nil

7 Disclosures

- CEO & CFO Certificate: The Managing Director and Chief Finance Officer have given certificate to the Board as contemplated in Clause 49 of the Listing Agreement and the same was placed before the Board.
- Transaction with related parties are disclosed under Clause no. of section forming part of the Accounts. All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. There were no material individual transactions with related parties which were not in the normal course of business, required to be placed before the audit committee and that may have a potential conflict with the interest of the Company. The register of contracts containing the transactions in which Directors are interested is placed before the Board for its approval.
- All accounting standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- All pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company have been disclosed in item no: 4(b) of this report.

- In compliance with the SEBI regulations on prevention of insider trading, the Company has instituted a comprehensive code of conduct for prevention of insider trading for its designated employees. The code lays down the guidelines, which advise them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of consequences of violations.
- During the last three years, there were no strictures or penalties imposed by either the Securities Exchange Board of India or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

8 Means of Communication

i) Half yearly report sent to each household of shareholders/ Quarterly Results	No
ii) Newspapers in which results are normally published in	The Economic Times (English), The Free Press Journal, Business Standard, (English) Nav Shakti, Marathi Daily.
iii) Any website where displayed	www.alicongroup.co.in
iv) Presentation made to institutional investors or to Analyst	No
v) Whether Management Discussion and Analysis Report is a part of Annual Report or not	Yes

9 General Shareholder Information

(i) Annual General Meeting

Date	30 th December, 2015 (Wednesday)
Time	12:30 p.m.
Venue	Gat No. 1426, Village Shikrapur Taluka Shirur, Dist. Pune, Maharashtra

(ii) Financial Calendar

	April 2015 to March 2016
(a) First Quarter results	Fourth week July, 2015
(b) Second Quarter results	First week November 2015
(c) Third Quarter results	Fourth week January, 2016
(d) Results for year ending March 2016	May, 2016

(iii) Date of Book closure

(Both days Inclusive) 24th December 2015 to 30th December 2015

(iv) Dividend payment date

21st January 2016

(v) Listing on Stock Exchange

BSE Ltd., Mumbai
National Stock Exchange of India Ltd.
Listing Fees has been paid to the Stock Exchange for the financial year 2015-2016.

(vi) Stock Code:

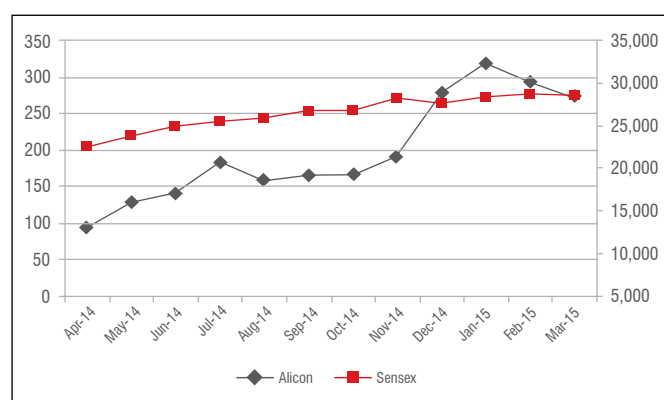
BSE Limited	:	531147
National Stock Exchange of India Ltd.	:	ALICON
Demat ISIN No. for NSDL and CDSL	:	INE062D01024

(vii) Market Price Data : High/low in each month of the Financial Year**(A) The BSE Ltd.**

Month	High ₹	Low ₹	Month	High ₹	Low ₹
April, 2014	118.60	75.00	October, 2014	179.50	149.70
May, 2014	163.00	100.00	November, 2014	244.00	175.00
June, 2014	181.00	140.00	December, 2014	340.00	221.00
July, 2014	199.70	145.50	January, 2015	346.00	285.00
August, 2014	194.00	131.15	February, 2015	321.00	265.00
September, 2014	182.60	148.50	March, 2015	305.50	238.80

(B) National Stock Exchange of India Ltd.

Month	High ₹	Low ₹	Month	High ₹	Low ₹
April, 2014	118.60	75.00	October, 2014	179.50	149.70
May, 2014	163.00	100.00	November, 2014	244.00	175.00
June, 2014	181.00	140.00	December, 2014	340.00	221.00
July, 2014	199.70	145.50	January, 2015	346.00	285.00
August, 2014	194.00	131.15	February, 2015	321.00	265.00
September, 2014	182.60	148.50	March, 2015	305.50	238.80

Stock Price Performance – Alicon Vs BSE Sensex, year 2014-15 Index Comparison**(viii) Registrars and share transfer agents**

M/s. Universal Capital Securities Pvt. Ltd.
(Formerly Known as: Mondkar Computers Pvt. Ltd.)
21 Shakil Niwas, Opp Sai Baba Temple,
Mahakali Caves Road, Andheri (E),
Mumbai – 400093

(ix) Share Transfer system

Transfers of shares are processed by the Share Transfer Agent and approved by the Share Transfer Committee called as 'Investors / Shareholders Grievance Committee', which meets at frequent intervals. Share transfers are registered and returned generally within 30 days (15 days w.e.f. 01/10/2012) from the date of receipt if the relevant documents are complete in all respects.

(x) Distribution of shareholding as on 31st March, 2015

No. of Equity Shares	No. of Folios	%	No. of Shares	% of Shareholding
01-500	3078	83.755	426148	3.874
501-1000	231	6.286	187069	1.701
1001-2000	166	4.517	273050	2.482
2001-3000	68	1.850	170352	1.549
3001-4000	27	0.735	95076	0.864
4001-5000	22	0.599	101291	0.921
5001-10000	45	1.224	350070	3.182
10001 and above	38	1.034	9396944	85.427
TOTAL	3675	100	11000000	100
In Physical Mode			136062	1.23
In Electronic Mode			10863938	98.77

Shareholding Pattern as on 31st March, 2015

Category	No. of Shares	% of Shareholding
Indian Promoters	74,45,191	67.68
Foreign Collaborators	11,00,000	10.00
Mutual Funds & UTI	0	0
Private Corporate Bodies	2,62,998	2.39
Indian Public	20,84,875	18.95
Directors & Relatives (other than Promoter Directors)	200	0.00
N.R.Is. / OCB's	1,06,736	0.97
FII's	0.00	0.00
TOTAL	1,10,00,000	100.00

(xi) Dematerialisation shares and liquidity

The Company's shares are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As on 31st March, 2015, 1,08,63,938 Equity Shares of the Company, forming 98.76% of total shareholding stands dematerialized. As on 31/03/2015, the promoter's and promoter's group holding of 74,45,191 shares (100%) are held in dematerialized form.

(xii) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion dates and likely impact on equity.

The Company has not issued GDR/ADR/Warrants or any convertible security.

(xiii) Plant Location

- a) Gat No. 1426,
Village Shikrapur,
Taluka Shirur, Dist. Pune
Maharashtra
- b) 57-58 Km Stone,
Delhi –Jaipur, NH-8,
Industrial Area, Village
Binola, Haryana.
- c) Plot No. 58/59,
Block –D II, MIDC
Chinchwad
Pune -411019

(xiv) Address for correspondence :

For transfer/dematerialization of shares, change of address of members and other queries relating to the shares of the Company:

M/s. Universal Capital Securities Pvt. Ltd.

(Formerly Known as :Mondkar Computers Pvt. Ltd)
21 Shakil Niwas, Opp Sai Baba Temple
Mahakali Caves Road, Andheri (E),
Mumbai – 400093

Shareholders holding shares in Electronic Mode should address all their correspondence to their respective depository participant.

B Non-Mandatory Requirements**1 Shareholders rights**

As the Company's quarterly/half-yearly results are published in English and Marathi newspaper having wide circulation the same is not being sent to the shareholders household.

2 Postal Ballot

No Resolution was passed by the Company through Postal Ballot.

3 Whistle Blower Policy:

The Company has established whistle blower policy. The Company has also set up an internal union of the workers and employees, whose representatives are regularly invited by the management for discussion, on their grievances.

Place: Shikrapur

Date : November 30, 2015

Annexure – I

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
Alicon Castalloy Limited
Gat No. 1426, Village Shikrapur,
Taluka Shirur, Dist. Pune,
Maharashtra

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with the Stock Exchanges, I, Shailendrajit Rai, Managing Director of Alicon Castalloy Limited hereby confirm that, all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Codes of Conduct.

S. Rai
Managing Director

Place: Shikrapur
Date : November 30, 2015

Auditors' Certificate regarding compliance of conditions of Corporate Governance under clause 49 of the Listing Agreement (s)

To the Members,
Alicon Castalloy Limited

We have examined the compliance of conditions of Corporate Governance by Alicon Castalloy Ltd. (the Company) for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement(s) (as amended from time to time) entered with the stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations to given to us and based on the management representations,

we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement(s).

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

For **Asit Mehta & Associates**
Chartered Accounts
Firm Regn. No. 100733W

Sanjay Rane
Partner
Membership No. 100374

Place: Shikrapur
Date: November 30, 2015

Certificate by Chief Executive Officer and Chief Financial Officer of the Company

We certify that –

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

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

these statements together present a true and fair view of the Company's affairs and are in compliance with the 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 we have evaluated effectiveness of the internal control system 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:

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

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

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

S. RAI
Managing Director

VIMAL GUPTA
Group Chief Financial Officer

Place: Shikrapur
Date: November 30, 2015

Independent Auditors' Report

To the Members of
Alicon Castalloy Limited.

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements.

2. The Company's Board of Directors & the Company's management are 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 section 133 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 of the assets of the Company and for prevention and detection of fraud and other regularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of internal financial controls, that are 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements 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 there under.

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.

4. An audit involves performing procedures to obtain audit evidence about the amounts and 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 controls relevant to the Company's preparation of the financial statements that give 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 control system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors & the Company's management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2015, and its profit and its cash flows for the year ended on that date.

7. Emphasis of Matter

We draw attention to the following matters of corporate information, summary of significant accounting policies and other notes forming part of the standalone financial statements for the year ended March 31, 2015

- (a) The attached financial statements include the financials of Casting Business Undertaking of Atlas Castalloy Limited (the Transferor Company), as the Hon'ble High Court of Bombay has approved the scheme of arrangement (the Scheme) between Atlas Castalloy Limited (the Transferor Company) and Alicon Castalloy Limited (the Transferee Company) and their respective shareholders & creditors under section 391 to 394 of the Companies Act, 1956.

As a result and upon this Scheme coming into effect, i.e. from 29/11/2015, the Casting Business Undertaking of the Transferor Company stood transferred to and vested in the Transferee Company, as a going concern with effect from the Appointed Date, which is 01.04.2014.

- (b) We draw attention to para (ii) & (iii) of sub-note 9 of the attached statement of accounting policies in respect of 'Depreciation and Amortisation': The useful lives followed by the Company for some of its fixed assets / class of assets as listed in the table given alongside para (ii), i.e. Plant & Machinery, Dies & Patterns, Electrical Equipments &

Computes, are different than the ones specified under part C of schedule II to the Companies Act, 2013. The justifications provided by the Company's in-housed technical personnel for deviations has been given alongside the table.

Further, we are informed that the Company's management has physically verified significant portion of its fixed assets during the year and the assets have been tested for impairment & their further useful lives. We are further informed that there are no material discrepancies noticed on physical verification of assets and therefore the Company's management is of the view that all above would not result in any additional amount of provision (over and above the amount of depreciation already provided in the books of account) either on account of impairment or otherwise. Considering the above, and the matter of technical nature, we have relied upon management representations.

- (c) We draw attention to footnote** under Note 16 to the financial statements: "The Company's management has confirmed that all trade receivables are good and realisable in the ordinary course of the Company's business and no provision is required over and above the amount already provided for in the books of account."

We have relied upon management confirmation for recoverability or otherwise of the debts wherever few customer's balance confirmations and reconciliations were not made available to us.

- (d) We draw attention to footnote under Note 9 to the financial statements: "The Company has no dues to suppliers covered under 'MSMED Act', 2006."

We have relied upon management confirmation for the list of suppliers covered under the Act, dues payable to them etc.

- (e) The provisions of the Company's Act 2013 require the Company to comply with the various requirements under the Act and the rules made and notifications issued there under. We are informed by the Company's management that the provisions applicable to the Company have been complied with, . We are also informed that the Company has appointed secretarial auditor to do the secretarial audit and issue his report as required under the Act. We, thus have not extensively reviewed the secretarial & other compliances which the secretarial auditor should be covering in his report.

Our opinion is not modified respect of these matters.

Report on Other Legal and Regulatory Requirements

8. 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 said Order.

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

- (a) Except for the matter described under 'Emphasis of Matter' in paragraphs above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 financial statements comply, in all material aspects, with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 unless otherwise referred to in statement of accounting policies.
- (e) On the basis of written representations received from the directors, as on March 31,2015 and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on 31st March 2015 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to 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 27 (8) of the standalone financial statements).
 - ii. The Company did not have any any material foreseeable losses on long-term contracts long –term contracts including derivative contracts
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company for the year under audit.

For **Asit Mehta & Associates**
Chartered Accountants
 Registration No. 100733W

Sanjay S. Rane
 Partner
 Membership No.100374

Mumbai, November 30, 2015

Annexure to Independent Auditors' Report

(Referred to in Paragraph 8 under the heading 'Report on Other Legal and Regulatory Requirements of our report of even date on the financial statements of Alicon Castalloy Limited ('the Company') for the year ended March 31, 2015)

On the basis of such checks of books and records of the Company, as we considered appropriate and according to the information and explanations given to us, we state that:

- (i) (a) The Company is maintaining records in respect of its fixed assets. with comprehensive fixed asset register showing full particulars, including quantitative and situation of fixed assets, asset numbers /codes, certifications for commissioning of the plants etc , However it needs to be strengthened in respect of assets transferred from casting business of Atlas Castalloy Limited, the Transferee Company under the scheme of arrangement approved by the Hon'ble High Court of Bombay.
- (b) As informed to us, significant part of the fixed assets has been physically verified by the management during the year. We are also informed that, the discrepancies noticed on physical verification of the fixed assets, which were not material, have been properly dealt with in the books of account.
- (ii) (a) The inventories comprising semi-finished goods, raw materials, stores and spares etc. have been physically verified by the Company's management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Company's management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and on the basis of our examination of records, the Company has maintained records of its inventories which need to be improved particularly in respect of semi-finished and finished goods. The closing inventory is established on the basis of year-end physical verification. As informed to us, the discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) In our opinion and according to the information and explanations given to us, during the year, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register under section 189 of the Companies Act, 2013. Hence, the provisions of clause (iii) (a) & (b) paragraph 3 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us and having regard to special nature of some capital goods and some inventory for which comparable alternative quotations are not available, there exists internal control system which needs to be suitably strengthened to be commensurate with the growing size of Company and the nature of its business.
- (v) In our opinion and according to the information and explanations given to us, the Company, has not accepted any deposit within the meaning of provisions of section 73 to 76 of the Act and rules framed there under and do not have any unclaimed deposits. Hence, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- (vii) (a) According to the information and explanations given to us and as per records of the Company made available to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, income-tax, wealth-tax, service tax, duty of customs, duty of excise, sales-tax, value added tax, cess and other material statutory dues as applicable to it with the appropriate authorities during the year.
- (b) According to the records of the Company made available to us, and according to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues referred above were in arrears as at 31st March 2015 for a period of more than six months from the date on which those became payable.
- (c) According to the information and explanations given to us, there are no dues of income-tax, wealth-tax, service tax, duty of customs, duty of excise, sales-tax, value added tax, cess which have not been deposited on account of any dispute other than reported below.

Particulars	Period to which the amount relates	Amount involved (₹ in lakhs)	Forum where dispute is pending
Sales Tax/MVAT	2007-08	80.95	The Joint Commissioner of Sales Tax (Appeals- F-002), Pune
Sales Tax/MVAT	2007-08	818.84	The Joint Commissioner of Sales Tax (Appeals- F-002), Pune
Sales Tax/MVAT	2008-09	8.22	Commissioner of Sales Tax (Appeals), Pune
Sales Tax/MVAT	2009-10	57.65	Dy. Commissioner of Sales Tax, Pune
Sales Tax/CST	2009-10	156.93	Dy. Commissioner of Sales Tax, Pune
Central Excise Duty	2008-09	55.40	C.Ex. Commissioner, Pune (Call Book)
Central Excise Duty	2002-03	6.88	C.Ex. Commissioner, Pune (Call Book)
Income Tax	2009-10	18.74	Commissioner of Income Tax (Appeals) Mumbai.
		1203.61	

- (d) The provisions as to transferring the amount to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under are not applicable to the Company for the year under audit.
- (viii) The Company has no accumulated losses as at the end of the financial year. The Company has also not incurred cash losses in 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 repayment of dues to the banks during the year and did not have any amount outstanding to the financial institutions or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year .
- (xi) In our opinion and according to the information and explanations given to us the term loans have been applied, on an overall basis, for the purposes for which those were obtained.
- (xii) During the course of our examination of books and records of the Company carried out in accordance with auditing standards generally accepted in India, and to the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For Asit Mehta & Associates
Chartered Accountants
Registration No. 100733W

Sanjay S. Rane
(Partner)
Membership No.100374

Mumbai, November 30, 2015

Balance Sheet

(Amount in ₹)

	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	55,000,000	55,000,000
(b) Reserves and surplus	2	1,294,308,252	1,085,453,885
(c) Money received against share warrants		-	-
2 Share application money pending allotment		6281110	-
3 Non-current liabilities			
(a) Long-term borrowings	3	372,996,753	116,765,693
(b) Deferred tax liabilities (Net)	4	36,247,185	30,845,478
(c) Other Long term liabilities	5	66,157,273	66,157,273
(d) Long-term provisions	6	42,712,927	9,938,901
4 Current liabilities			
(a) Short-term borrowings	7	996,986,723	723,065,073
(b) Trade payables	8	1,075,711,811	721,825,657
(c) Other current liabilities	9	410,598,509	315,382,932
(d) Short-term provisions	10	165,368,136	103,976,328
Total		4,522,368,679	3,228,411,219
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets	11 (a)	1,695,801,602	1,306,398,816
(ii) Intangible assets	11 (b)	5,264,626	7,563,922
(iii) Capital work-in-progress	11 (c)	247,164,036	10,072,616
(iv) Intangible assets under development	-	-	-
(b) Non-current investments	12	106,249,200	106,249,200
(c) Deferred tax assets (net)	4	-	-
(d) Long-term loans and advances	13	177,397,729	208,709,385
(e) Other non-current assets		-	-
2 Current assets			
(a) Current investments			
(b) Inventories	14	502,077,674	295,758,399
(c) Trade receivables	15	1,493,817,242	1,106,297,841
(d) Cash and bank balances	16	103,802,334	102,542,986
(e) Short-term loans and advances	17	111,879,544	76,516,029
(f) Other current assets	18	78,914,692	8,302,025
Total		4,522,368,679	3,228,411,219
Significant accounting policies	27		
The notes are an integral part of these financial statements.			

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

A. D. Harolikar
Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

Statement of Profit and Loss Account

(Amount in ₹)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Revenue from operations (gross)	19	7,250,505,015	4,988,085,672
Less: Excise Duty		860,722,318	577,628,873
Revenue from operations (net)		6,389,782,697	4,410,456,799
II. Other income	20	20,659,622	30,485,431
III. Total Revenue (I + II)		6,410,442,319	4,440,942,230
IV. Expenses:			
(a) Cost of materials consumed	21	3,429,415,068	2,360,224,991
(b) Purchases of Stock-in-Trade /Services		-	
(c) Changes in inventories of Semi-finished goods & Stock-in-Trade	22	(50,421,660)	(31,805,449)
(d) Employee benefits expense	23	792,120,174	520,685,968
(e) Finance costs	24	171,528,431	102,178,117
(f) Depreciation and amortization expense	25	228,248,998	175,692,793
(g) Other Expenses	26	1,542,328,968	1,093,714,401
Total expenses		6,113,219,979	4,220,690,821
V. Profit before exceptional and extraordinary items and tax (III-IV)		297,222,340	220,251,408
VI. Exceptional items			
VII. Profit before extraordinary items and tax (V - VI)		297,222,340	220,251,408
VIII. Extraordinary Items			
IX. Profit before tax (VII- VIII)		297,222,340	220,251,408
X. Tax expense:			
(1) Current tax - Current Year		80,690,739	54,000,059
(2) Deferred tax		5,401,707	4,932,018
(3) Current Tax - Prior years		3,869,049	
Total tax expense		89,961,495	58,932,077
XI. Profit (Loss) for the period (IX + X)		207,260,846	161,319,332
XII. Earnings per equity share:			
(1) Basic earnings per share of face value of ₹ 5 each		18.84	14.67
(2) Diluted earnings per share of face value of ₹ 5 each			
Significant accounting policies & Other disclosures	27		
Notes on Financial Statements	1 to 27		
The notes are an integral part of these financial statements.			

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

A. D. Harolikar
Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

Cash Flow Statement

	For the year ended March 31, 2015	For the year ended March 31, 2014
A. Cash Flow from Operating Activities		
Profit before taxation	297,222,340	220,251,409
Adjustments for:		
Depreciation & Amortisation	228,248,998	175,692,793
Amortisation		
Loss / (gain) on sale of tangible assets (net)	449,038	6,505,817
Profit on sale of investments (net)		
Provision for diminution in the value of investments		
Interest and dividend received	(6,165,863)	(6,249,209)
Dividend Income		
Rent received (net of payment)	(12,735,170)	(17,551,404)
Finance costs	171,528,431	102,178,117
Unrealised foreign currency losses	618,594	(2,492,499)
Sample sales written off	257,488	129,126
Operating profit before working capital changes	679,423,856	478,464,150
Changes in Working Capital:		
Increase / (Decrease) in trade payables	355,353,374	111,180,570
Increase / (Decrease) in other liabilities & provisions	47,476,970	(146,926,528)
(Increase) / Decrease in trade receivables	(406,510,837)	(197,705,138)
(Increase) / Decrease in inventories	(206,319,275)	(26,391,926)
(Increase) / Decrease in other current assets & advances	(106,489,032)	(121,875,434)
Cash Generated from Operations	362,935,056	96,745,693
Taxes paid (net of refunds)	48,525,766	(66,575,845)
Net cash generated from operations before extraordinary items	411,460,822	30,169,848
Extraordinary items	-	-
Net cash from Operating Activities (A)	411,460,822	30,169,848
B. Cash flow from Investing Activities:		
Additions to fixed assets	(881,643,745)	(208,663,836)
Proceeds on sale of fixed assets	12,049,538	23,469,434
Capital Reserve (Excess of assets over liabilities) on acquisition of casting business	41,155,011	-
Interest and dividend received	6,165,863	6,249,209
Rent received (net of payment)	12,735,170	17,551,404
Margin money deposits (matured)	(9,918,602)	10,000,000
Net cash from Investing Activities (B)	(819,456,765)	(151,393,789)
C. Cash flow from Financing Activities		
Dividends paid	(27,514,413)	(19,655,654)
Dividend Distribution Tax	(4,673,625)	(3,738,900)
Finance costs	(174,063,954)	(102,178,117)
Proceeds from Long term Borrowings (net of payment)	345,223,124	128,514,108
Proceeds from Short term Borrowings (net of payment)	273,921,650	113,763,886
Share capital pending for allotment	6,281,110	-
Net cash used in Financing Activities (C)	419,173,892	116,705,323
Net increase in cash and cash equivalents (A+B+C)	11,177,949	(4,518,619)
Cash and Cash equivalents at the beginning of the year	45,528,582	50,047,201
Cash and Cash equivalents at the end of the year	56,706,532	45,528,582

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune

Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

A. D. Harolikar
Director

P. S. Rao
Company Secretary

Place: Pune

Dated: November 30, 2015

Notes

forming part of the Financial Statements

(Amount in ₹)

	As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount
1. SHARE CAPITAL				
Authorised share capital				
Equity Shares of ₹ 5 each	11,000,000	55,000,000	11,000,000	55,000,000
Issued, subscribed and paid-up capital				
Equity Shares of ₹ 5 each, fully paid	11,000,000	55,000,000	11,000,000	55,000,000
Total	11,000,000	55,000,000	11,000,000	55,000,000
Share Capital Pending allotment	-	6,281,110	-	-

Notes

(a) Reconciliation of number of shares

Shares outstanding at the beginning of the year	11,000,000	55,000,000	11000000	55000000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,000,000	55,000,000	11,000,000	55,000,000

(b) Rights, preferences and restrictions attached to shares

Equity Shares of ₹ 5/- each:

The Company has one class of equity shares having a par value of ₹ 5/- 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.

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.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Sl. No.	Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Nastic Trading LLP (formerly Nastic Trading Private Limited)	5,970,000	54.27	5,970,000	54.27
2	Enkei Corporation	1,100,000	10.00	1,100,000	10.00
3	Shailendra Rai	834,311	7.58	808,860	7.35

(Amount in ₹)

	As at	As at
	March 31, 2015	March 31, 2014
2. RESERVES AND SURPLUS		
Securities Premium Account		
Balance as at the beginning of the year	200,200,000	200,200,000
(+) Additions during the year		
Balance as at the end of the year	200,200,000	200,200,000
General Reserve		
Balance as at the beginning of the year	99,000,000	79,000,000
(+) Transferred from Surplus in Statement of Profit and Loss during the year	25,000,000	20,000,000
Balance as at the end of the year	124,000,000	99,000,000
Capital Reserve		
Balance as at the beginning of the year		-
Add : Transactions during the year	41,155,011	
(Addition as a result of acquisition of casting business of Atlas Castalloy Limited)		
Balance as at the end of the year	41,155,011	-

Notes

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(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	786,253,885	677,108,178
(+) Net Profit/(Net Loss) For the current year	207,260,845	161,319,332
(-) Proposed Dividends	33,000,000	27,500,000
(-) Tax on Dividend	6,561,489	4,673,625
(-) Transfer to General Reserves	25,000,000	20,000,000
Balance as at the end of the year	928,953,241	786,253,885
Total	1,294,308,252	1,085,453,885
3. LONG-TERM BORROWINGS		
Secured		
Term loans		
From Banks (Refer Note [a] below)	524,288,817	179,065,693
Less: Current maturity of long term borrowings	151,292,064	62,300,000
	372,996,753	116,765,693
Notes		
(a)	Long-term borrowings include secured term loans at floating interest rates from State Bank of India, Bank of India, Bank of Maharashtra & Bajaj Finance Ltd which are repayable through monthly/ quarterly instalments. State Bank of India & Bank of Maharashtra loans are secured by a first parri-passu charge by way of equitable mortgage on the existing fixed assets except Khed land which has exclusive charge of Bajaj Finance Ltd. Of these, ₹ 151,292,065/- (PY ₹ 6,23,00,000/-) are classified as current liabilities being repayable before March 31, 2016.	
	Total number of instalments = 231	
	Number of instalments outstanding as at March 31, 2015 = 200 (PY = 62)	
4. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
Fixed Asset/ Depreciation	36,434,208	30,845,478
Disallowances under the Income Tax Act, 1961	187,023	-
Total	36,247,185	30,845,478
Note :		
Deferred Tax Liabilities provided are in respect of timing differences for the year.		
5. OTHER LONG TERM LIABILITIES		
Royalty payable	66,157,273	66,157,273
	66,157,273	66,157,273
6. LONG-TERM PROVISIONS		
Employee benefits		
Gratuity (Funded)	28,644,669	3,475,464
Leave Encashment (Unfunded)	14,068,258	6,463,437
Total	42,712,927	9,938,901

Notes

forming part of the Financial Statements

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
7. SHORT-TERM BORROWINGS		
Secured		
Cash credit from banks (Refer Note a below)	976,986,721	690,193,380
	976,986,721	690,193,380
Unsecured		
Term loans		
From Banks (Refer note (b) below)	20,000,002	32,871,693
	20,000,002	32,871,693
Total	996,986,723	723,065,073
Notes		
(a) Short-term borrowings includes cash credit facilities availed from State Bank of India, Bank of India, Kotak Mahindra Bank and Bank of Maharashtra. These loans are secured in favour of all the aforementioned banks by a first parri-passu charge by way of hypothecation of all stocks and receivables and a second parri-passu charge by joint Deed of Hypothecation on all fixed assets of the Company.		
(b) Unsecured term loans from banks includes loans obtained from Kotak Mahindra Bank for funding purchase orders. These loans, obtained at floating interest rates, are repayable through weekly instalments. Number of installments outstanding as at March 31, 2015 = 1 (PY = 8)		
8. TRADE PAYABLES		
Acceptances	116,604,568	140,156,089
Trade Payables - Others (Includes Amount payable to related parties ₹ 6,34,67,249/- (PY ₹ 29,182,983/-))	959,107,243	581,669,568
Total	1,075,711,811	721,825,657
Note :		
The Company has no dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act')		
9. OTHER CURRENT LIABILITIES		
Current maturities of long-term borrowings	151,412,915	62,300,000
Interest accrued and due on borrowings	4,483,938	1,948,415
Unpaid dividend	260,992	246,579
Employee dues & retentions	44,575,982	26,952,266
Other liabilities	50,681,473	60,951,142
Royalty payable	4,825,020	3,773,640
Statutory remittances	11,844,336	14,987,783
Advances from customers	59,032,075	74,554,164
Payable for Fixed Assets	83,481,778	69,668,943
	410,598,509	315,382,932

Notes

forming part of the Financial Statements

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
10. SHORT-TERM PROVISIONS		
Leave Encashment (Unfunded)	3,585,152	1,102,748
Gratuity (Funded)	7,104,432	4,360,576
Bonus	13,112,284	7687641
Provision for Bad & Doubtful debts	21,314,040	4,651,679
Proposed Dividend	33,000,000	27,500,000
Tax on Dividend	6,561,489	4,673,625
Current Tax	80,690,739	54,000,059
Total	165,368,136	103,976,328

Notes

forming part of the Financial Statements

11. FIXED ASSETS

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at April 1, 2014	As at April 1, 2014 during the year	Disposals during the year	Balance as at March 31, 2015	As at April 1, 2014	Depreciation for the year	Deductions on Disposals	Balance as at March 31, 2015	Balance as at March 31, 2014
Owned Assets:									
(a) Tangible Assets									
Freehold Land	177,901,895	-	-	177,901,895	-	-	-	177,901,895	177,901,895
Building	285,261,061	21,791,393	-	307,052,454	65,387,968	11,716,841	-	229,947,645	219,873,092
Factory Equipments	127,283,696	10,723,439	-	138,007,134	49,170,906	14,454,372	-	63,625,278	74,381,856
Plant and Machinery	1,394,789,003	199,601,730	15,253,287	1,836,217,850	773,248,863	105,952,103	4,349,823	952,606,417	883,611,434
Electrical Installations	102,167,353	14,141,799	-	143,470,788	66,249,598	15,744,272	-	89,571,227	53,899,541
Furniture and Fixtures	36,287,483	48,852,062	-	110,460,001	16,822,385	12,412,818	-	41,016,780	69,443,221
Computers	23,371,200	6,449,838	-	30,819,731	18,994,255	3,171,399	-	26,574,918	4,244,812
Office Equipments	21,223,169	7,717,656	-	29,741,544	7,797,076	3,172,683	-	18,220,610	11,520,934
Quality Control Equipments	27,906,201	-	3,756,991	31,663,194	14,100,848	3,007,261	-	17,108,109	14,555,085
Motor Vehicle	17,269,799	8,178,451	8,495,826	32,753,575	7,125,284	3,431,083	514,463	13,277,184	19,476,390
Dies and Patterns	245,072,756	63,224,795	54,943,246	361,600,244	133,237,615	48,463,743	721,478	204,781,455	156,818,789
Total	2,458,533,616	418,664,820	340,574,293	3,199,688,389	1,152,134,799	225,604,742	5,585,764	1,503,886,788	1,695,801,602
(b) Intangible Assets									
Software	12,924,956	-	344,960	13,269,916	5,361,034	2,644,256	-	8,005,290	5,264,626
Total	12,924,956	-	344,960	13,269,916	5,361,034	2,644,256	-	8,005,290	7,563,922
(c) Capital Work In Progress									
Capital Work In Progress	10,072,616	-	237,091,420	247,164,036	-	-	-	-	247,164,036
Total	2,481,531,187	418,664,820	578,010,673	3,460,122,340	1,157,495,833	228,248,998	5,585,764	1,511,892,078	1,948,230,264
Total Previous Year	2,300,635,091	-	228,823,392	2,481,531,187	1,006,260,907	175,692,791	24,457,864	1,157,495,833	1,324,035,354
Total	2,481,531,187	418,664,820	578,010,673	3,460,122,340	1,157,495,833	228,248,998	5,585,764	1,511,892,078	1,948,230,264
Total Previous Year	2,300,635,091	-	228,823,392	2,481,531,187	1,006,260,907	175,692,791	24,457,864	1,157,495,833	1,324,035,354

Notes

forming part of the Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
12. NON-CURRENT INVESTMENTS		
Trade Investments		
Quoted		
Unquoted		
Investment in subsidiaries - 1 [PY: 1] equity share of Euro 35,000/- each held in Alicon Holding GmbH	106,178,900	106,178,900
Total (A)	106,178,900	106,178,900
Other than Trade Investments		
Quoted		
Investment in Equity instruments - Bank of Maharashtra	20,300	20,300
900 equity shares [PY: 900 shares] of ₹ 37.10 each held in Bank of Maharashtra	-	-
Unquoted		
Investment in Equity instruments - Shamrao Vithal Co. Op. Bank	50,000	50,000
2,000 equity shares [PY: 2,000 shares] of ₹ 25 each held in Shamrao Vithal Co. Op. Bank	-	-
Total (B)	70,300	70,300
Grand Total (A + B)	106,249,200	106,249,200
Aggregate amount of quoted investments	20,300	20,300
Market Value of quoted investments	33,390	36,000
Aggregate amount of unquoted investments	50,000	50,000
Aggregate provision for diminution in value of investments	-	-
13. LONG-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Advance Income Tax (net of provisions)	101,548,608	150,074,374
Capital Advances	26,661,350	9,960,088
Balance with government authorities	43,885,638	43,566,974
Security Deposits	5,302,133	5,107,949
	177,397,729	208,709,385
14. INVENTORIES		
Raw Materials and components	93,684,138	69,535,489
Consumables	61,500,484	44,825,757
Semi-finished goods (includes goods-in-transit ₹ 1,16,175/- (PY ₹ 11,86,805/-))	204,488,442	117,031,020
Stock of traded goods		
Packing Material	718,926	527,096
Dies under Development	139,275,516	60,967,925
Furnace Oils	2,410,168	2,871,112
Total	502,077,674	295,758,399
(i) Details of Inventory Semi-finished goods		
Semi-finished casting made from aluminum alloys	204,488,4412	117,031,020

Notes

forming part of the Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
15. TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date debts are due for payment		
- From related parties		
- From others		
Unsecured, considered Doubtful		
Outstanding for a period exceeding six months from the date debts are due for payment		
- From related parties	14,720,207	-
- From others	21,314,040	4,651,679
Unsecured, considered good*		
- From related parties	-	237,990,637
- From others	1,479,097,035	868,307,204
	1,515,131,282	1,110,949,520
	-	-
Less: Provision for doubtful debts**	21,314,040	4,651,679
Trade Receivables (net of Provisions)	1,493,817,242	1,106,297,841

* The year-end balances have been reconciled with customer records except in case of few customer accounts.

** The management of the Company has confirmed that all trade receivables are good and realisable in the ordinary course of its business and thus no further provision is called for over and above the amount already provided for in the books of account.

16. CASH AND BANK BALANCES		
Cash and cash equivalents		
Current accounts with banks	47,758,057	37,009,538
Cash on hand	8,948,475	8,519,044
	56,706,532	45,528,582
Other Bank Balances * **		
Term deposits	9,197,734	3,014,404
Margin money deposits	37,898,068	54,000,000
	47,095,802	57,014,404
Total	103,802,334	102,542,986

* Includes term deposits of ₹ 1,30,64,474/- (PY ₹ 2,32,14,404/-) which have an original maturity of more than 12 months.

* Includes term deposits of ₹ 1,30,64,474/- (PY ₹ 30,14,404/-) which have maturity of more than 12 months from the Balance Sheet date

17. SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Balance with government authorities	84,919,358	62,242,009
Advances to suppliers	17,860,893	7,384,121
Prepaid expenses	4,962,163	3,882,465
Other advances	4,137,130	3,007,434
	111,879,544	76,516,029

Notes

forming part of the Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
18. OTHER CURRENT ASSETS		
Interest accrued on deposits	2,830,272	8,191,465
Others receivable	76,084,420	110,560
Total	78,914,692	8,302,025

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
19. REVENUE FROM OPERATIONS (NET)		
Sale of products		
- Finished goods	7,206,320,640	4,960,791,812
- Traded goods	-	-
Sale of services	-	-
Other operating revenues	-	-
- Scrap sale	44,184,375	27,293,860
	7,250,505,015	4,988,085,672
Less:		
Excise duty	860,722,318	577,628,873
Total	6,389,782,697	4,410,456,799

Note: Details of manufactured goods sold (net)

Manufactured goods

Castings made from aluminum alloys	6,086,221,611	4,181,083,608
Conversion Income -(Job work)	109,511,681	72,050,578
Scrap Sales	42,381,464	27,293,860
Dies	151,667,941	130,028,753
Total	6,389,782,697	4,410,456,799

20. OTHER INCOME		
Interest Income (gross)	6,165,862	6,249,209
Dividend on long-term investments	-	2,970
Net gain on foreign currency transactions and translations	-	6,681,848
Net gain on sale of fixed assets	-	-
Rent received (net of rent paid)	12,735,170	17,551,404
Miscellaneous income	1,758,590	-
Total	20,659,622	30,485,431

21. COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	158,279,582	149,740,809
Add: Purchases	3,471,186,201	2,340,987,596
	3,629,465,783	2,490,728,405
Less: Inventory at the end of the year	200,050,715	130,503,414
Cost of raw materials consumed during the year	3,429,415,068	2,360,224,991

Note: Additional Details

Notes

forming part of the Financial Statements

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
(i) Details of raw material and components consumed		
Aluminium / alloys	3,389,120,788	2,326,360,399
Dies & Fixtures	40,294,280	33,864,592
Total	3,429,415,068	2,360,224,991
Material consumed includes material on conversion account as certified by the management. The figures of consumption have been arrived by deducting the closing stock from the quantity/value of opening stock as increased by the purchases during the year.		
(ii) Details of inventory of raw material and components		
Alloy/Dies	200,050,715	130,503,414
22. CHANGES IN INVENTORIES OF SEMI-FINISHED GOODS & STOCK-IN-TRADE		
Semi-finished goods		
Inventory at the beginning of the year	154,066,781	85,225,571
Less: Inventory at the end of the year	204,488,441	117,031,020
(Increase) in stock of Semi-finished goods and traded goods	(50,421,660)	(31,805,449)
23. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	696,521,737	455,292,648
Contributions to Provident and other funds	32,403,525	15,876,431
Gratuity and Leave encashement	8,340,892	2,315,438
Employee welfare expenses	54,854,020	47,201,452
Total	792,120,174	520,685,968
24. FINANCE COSTS		
Particulars		
Interest on borrowings	154,355,479	92,826,952
Other borrowing costs	17,172,952	9,351,165
Total	171,528,431	102,178,117
25. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Tangible assets	225,604,742	174,023,879
Amortisation on Intangible assets	2,644,256	1,668,914
Total	228,248,998	175,692,793
26. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores and spare parts	432,938,472	302,236,405
Power and fuel	457,133,475	364,411,854
Processing charges	210,437,675	152,836,592
Repairs to machinery	50,089,447	52,419,213
Other Manufacturing Expenses	51,935,776	33,306,764
	1,202,534,845	905,210,828

Notes

forming part of the Financial Statements

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Administrative Expenses		
Legal and Professional Charges	51,113,410	2,740,708
Rent	55,822,675	32,903,792
Other administrative expenses	77,633,241	45,716,614
	184,569,326	81,361,114
Selling and Distribution Expenses		
Selling and Distribution Expenses	155,224,797	107,142,459
	155,224,797	107,142,459
Total	1,542,328,968	1,093,714,401

	2014-15		2013-14	
	₹ (In Lacs)	Percentage	₹ (In Lacs)	Percentage

27. OTHER DISCLOSURE

PART A

The figures of consumption have been arrived by deducting the closing stock from the quantity/value of opening stock as increased by the purchases during the year.

1. Raw materials and Stores and Spares consumed

A. Raw materials					
a) Imported	1434.17	4.14	1016.55	4.31	
b) Indigenous	33225.77	95.86	22585.70	95.69	
Total	34659.93	100.00	23602.25	100.00	
B. Stores and Spares consumed					
a) Imported	19.99	0.47	24.68	0.82	
b) Indigenous	4215.64	99.53	2997.69	99.18	
	4235.63	100.00	3022.36	100.00	

The figures of consumption have been arrived by deducting the closing stock from the quantity/value of opening stock as increased by the purchases during the year.

	(Amount in ₹ Lacs)	
Particulars	2014-15	2013-14
2. Imports on CIF Basis		
Capital Goods	987.82	215.74
Components and Spares Parts	1433.63	1041.23
Total	2421.45	1256.97
3. Expenditure in foreign currency		
Foreign Travel	44.13	50.08
Royalty	213.39	166.99
Commission on Sales	0.30	1.09
Salary	24.22	0.00
Selling & Distribution Expenses	0.00	20.17
Legal & Professional Expenses	78.54	22.29
Freight Inward	0.00	0.04
Welfare Expenses	22.91	12.04
Training Expenses	0.00	9.66
Total	383.49	282.36

Notes

forming part of the Financial Statements

(Amount in ₹ Lacs)

Particulars	2014-15	2013-14
4. Remittance in foreign currencies for dividends		
i) Number of non-resident shareholders	1	1
ii) Number of Equity shares	1100000	1100000
iii) Gross amount of dividends (₹)	4,950,000	Nil
5. Earning in Foreign Exchange		
Export of goods	2601.90	2397.60
Includes deemed export of Nil (PY ₹ 222.59 Lac)		
6. Employee Benefits		
The Company has adopted Accounting Standard 15 "Employee Benefits". The disclosures required by the Standard are given below:		
Defined Contribution Plan		
The contributions recognised as expenses for the year are as under:		
Employer's Contribution to Provident Fund	222.70	138.82

(Amount in ₹ Lacs)

	Leave Encashment (Unfunded) 2014-15	Gratuity (Funded) 2014-15	Leave Encashment (Unfunded) 2013-14	Gratuity (Funded) 2013-14
Defined Benefit Plan				
Disclosures of Defined Benefit Plans in respect of Gratuity and Leave Entitlements, as per actuarial valuations by an independent valuer are given below.				
Present value of obligation as at the beginning of year	139.26	468.42	68.11	192.60
Interest Cost	12.18	41.16	4.37	15.64
Current Service Cost	48.02	50.30	31.55	32.68
Benefits Paid	-68.42	-41.37	-29.56	-3.79
Actuarial(gain) / loss on obligations	54.84	133.19	-4.95	-21.97
Present value of obligation as at the end of year	185.88	651.71	69.52	215.15
Table showing changes in the fair value of plan assets				
Fair value of plan assets at beginning of year	0.00	173.41	0	135.55
Expected return on plan assets	0.00	16.80	0	7.84
Contributions	0.00	72.97	0	0.00
Benefits Paid	0.00	-41.37	0	-3.79
Actuarial gain/(loss) on plan assets	0.00	4.44	0	0.00
Adjustment to Funds	0.00	107.08	0	-41.42
Fair value of plan assets at the end of year	0.00	333.34	0.00	98.18
The amounts to be recognized in the balance sheet and statements of profit and loss				
Present value of obligations as at the end of year	155.19	582.64	69.52	215.15
Fair value of plan assets as at the end of the year	0.00	272.59	0.00	98.18
Unfunded status asset/ (liability)	152.10	-41.92	-69.52	-116.97
Net asset / (liability) recognized in balance sheet	152.10	-41.92	-69.52	-116.97
Expenses Recognized in statement of Profit and loss				
Current Service cost	48.02	50.30	31.55	32.68
Interest Cost	12.18	41.16	4.37	15.64
Expected return on plan assets	0.00	-16.80	0.00	-7.84

Notes

forming part of the Financial Statements

(Amount in ₹ Lacs)

	Leave Encashment (Unfunded) 2014-15	Gratuity (Funded) 2014-15	Leave Encashment (Unfunded) 2013-14	Gratuity (Funded) 2013-14
Net Actuarial (gain) / loss recognized in the year	54.83	130.18	-4.95	-21.97
Expenses recognized in statement of Profit and Loss	115.03	204.85	30.98	18.51
Actuarial Assumptions				
Assumption Discount Rate	8.45%	8.45%	9.10%	9.10%
Salary Escalation	5.50%	5.50%	6.00%	6.00%
Expected rate of return on plan assets	0.00%	8.25%	0.00%	8.50%
LIC Mortality Table	LIC (1994-96) published table of mortality rates		LIC (1994-96) published table of mortality rates	

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management

(Amount in ₹ Lacs)

Particulars	2014-15	2013-14
7. AUDITOR'S REMUNERATION		
Statutory Audit	12.50	8.50
Limited Review	2.25	1.50
Consolidation Audit	2.00	2.00
Certifications	2.33	0.13
Out of pocket expenses	1.09	0.38
Total	20.16	12.50
8. COMMITMENT AND CONTINGENT LIABILITIES		
COMMITMENTS		
Estimated amount of contracts remaining to be executed on capital account and not provided for	965.05	398.00
CONTINGENT LIABILITIES		
a) Letters of Credit issued by the bank against Purchase of goods	1,031.31	326.94
b) Performance and Financial Guarantees issued by the banks	445.54	248.88
c) Customs and related duties for non fulfillment of Export Obligation (Including interest)	1,228.03	603.14
d) Assessment dues towards VAT/CST	1,184.87	899.79
e) Pending case in local civil court	353.63	353.63
f) Income Tax	18.74	-
Total	4,262.12	2,432.39
9. FOREIGN CURRENCY EXPOSURES (not hedged by derivative instruments):		
Foreign Currency Liabilities:		
a) Trade payables	343.55	1,690.71
b) Payables for fixed Assets	-	12.11
Foreign Currency Assets:		

Notes

forming part of the Financial Statements

(Amount in ₹ Lacs)

Particulars	2014-15	2013-14
a) Trade Receivables	1758.92	1,122.25

10. EARNING PER SHARE AS COMPUTED IN ACCORDANCE WITH ACCOUNTING STANDARD 20

i) Net Profit & Earnings /(Loss) after tax	207,260,846	161,318,818
ii) Weighted average no. of Equity shares of ₹ 5 each (12,56,222 equity shares are pending for allotment)	11,000,000	11,000,000
iii) Basic Earning per Share (₹)	18.84	14.67
iv) Diluted Earning per Share (₹)	18.84	14.67

11. Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

	Relationship	Relationship
12. Related Party Disclosure		
Atlas Castalloy Limited	Associates Company	Associates Company
Silicon Meadows Engineering Ltd.	Associates Company	Associates Company
Alicon Holding - GmbH	Wholly Owned Subsidiary	Wholly Owned Subsidiary
Illichmann Castalloy - GmbH	Wholly Owned Subsidiary	Wholly Owned Subsidiary
Illichmann Castalloy - sro	Wholly Owned Subsidiary	Wholly Owned Subsidiary
Shailendrajit Rai - Managing Director	Key Managerial Peronnal	Key Managerial Peronnal
Rajeev Sikand - Group Chief Executive Officer	Key Managerial Peronnal	Key Managerial Peronnal
Vimal Gupta - Group Chief Financial Officer	Key Managerial Peronnal	Key Managerial Peronnal
P. S Rao - Company Secretary	Key Managerial Peronnal	Key Managerial Peronnal

(Amount in ₹ Lacs)

Particulars	2014-15	2013-14
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DETAILS OF TRANSACTIONS DURING THE YEAR WITH RELATED PARTIES

Sales	16.21	1212.50
Purchases	1694.82	1969.74
Expenses Charged to Company	103.91	132.28
Expenses Charged by Company	111.57	705.56
Foreign Currency monetary item	0.00	0.00
Balance of investment in subsidiary at the year end	1061.79	1061.79
Amount Receivable at the year end	147.20	2379.91
Amount Payable at the year end	830.86	291.83
Fixed assets purchased or sold	623.03	691.66

DETAILS OF TRANSACTIONS DURING THE YEAR WITH KEY MANAGERIAL PERSONNEL

Remuneration

Managing Director

Salary, Allowances & Perquisites	19.76	18.70
Contribution to P.F., Gratuity and other funds	0.90	0.90
Commission	11.08	11.08
Total	31.74	30.68

Group Chief Executive Officer

Salary, Allowances & Perquisites	63.61	56.75
Contribution to P.F., Gratuity and other funds	4.32	3.48
Commission	65.02	62.96
Total	132.95	123.19

Notes

forming part of the Financial Statements

(Amount in ₹ Lacs)

Particulars	2014-15	2013-14
Group Chief Financial Officer		
Salary, Allowances & Perquisites	4.57	4.16
Contribution to P.F., Gratuity and other funds	0.21	0.19
Commission	-	-
Total	4.78	4.35
Company Secretary		
Salary, Allowances & Perquisites	0.84	0.84
Contribution to P.F., Gratuity and other funds	0.00	0.00
Commission	0.00	0.00
Total	0.84	0.84
13. Proposed Dividend		
On Equity Shares with face value of ₹ 5/- each		
Amount of dividend proposed	330.00	275.00
Dividend per Equity Share	3.00	2.50
14. The Company has operating leases in respect of plants, guest houses etc. Further, lease rentals payable in respect of the same which are non-cancellable are as follows.		
Not later than one year	107.84	51.50
Later than one year but not later than five years		
Later than five years		
The Company has given on operating leases equipment (one set of horizontal machining centre) which is non-cancellable for a period of 72 months. The lease rentals receivable from its associate company (leasee are as follows.		
Not later than one year	0.00	48.18
Later than one year but not later than five years	88.32	184.68
Later than five years	0.00	0.00

15. Research & Development

The Company has separate in-house Research & Development set-up which is involved in new product development, new process development etc. The details of R&D Expenditure for the financial year 2014-15 of the same are as under:

Particulars	Amount (₹ Lacs)
A. Capital Expenditure	4.54
B. Revenue Expenditure	420.46
Total R&D Expenditure	425.00

*** Revenue expenditure comprises of Cost to R&D employees, material cost, travelling expenses and utilities.

PART B

1. Segment Reporting

The Company has single business segment viz. that of aluminium castings. Accordingly, disclosure requirements as per Accounting Standard 17 "Segment Reporting" specified in the Companies (Accounting Standard) Rules 2006 are not strictly applicable to the Company so far as standalone financial statements of the Company are concerned. However, in accordance with paragraph 4 of Accounting Standard 17 (Segment Reporting), details of segment report have been included in Consolidated Financial Statements.

2. Excise Duty

Excise Duty being recovered from the customers through sales invoices raised on them during the year, have been reported separately as a deduction from 'Income from Operations' in the statement of Profit and Loss.

3. Borrowing

Of total borrowing cost of ₹ 1,715.28 Lacs (PY ₹ 1,021.78 Lacs) incurred during the year, ₹ 73.16 Lacs (PY ₹ Nil) have been capitalized, as identified/relatable to the particular qualifying assets.

Notes

forming part of the Financial Statements

4. Sundry Creditors

Sundry Creditors include a sum of ₹ 1,645.40 Lacs (PY ₹ 1,645.40 Lacs) as payables which are not expected to be settled in medium term. During the year, the Company was able to procure confirmation from some of its suppliers for goods and services as to their status and classification for each of them under the Micro, Small and Medium Enterprises Act, 2006 (Act). The principal amount remaining unpaid to the suppliers covered under the Act as at the end of the year have been, to the extent information available, shown and classified separately under schedule 11 of Current Liabilities. Also, disclosed below are the amount due to the suppliers beyond the appointed date and amount of interest accrued and remaining unpaid as at the end of the year.

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
Principal Amount Due	NIL	NIL
Principal Amount Paid	NIL	NIL
Principal Amount Unpaid Beyond The Appointed Date	NIL	NIL
Interest Accrued And Remaining Unpaid	NIL	NIL

5. All current assets, loans and advances are stated at values realisable in the ordinary course of business and all known liabilities are adequately provided for in the opinion of the board.
6. The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been include in the Consolidated Financial Statements.

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

A. D. Harollikar
Director

Statement of Significant Accounting Policies

attached to the Financial Statements for the year ended 31.03.2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

Corporate information

Alicon Castalloy Limited (the Company) is listed on the Bombay Stock Exchange and National Stock Exchange. It is engaged in the manufacturing of aluminium die castings primarily used in automotive segment of the industry in India.

Significant Accounting Policies:

1. Basis of preparation of financial statements

- a) These financial statements of the Company are prepared under the historical cost convention and are on an accrual basis of accounting. These financial statements comply in all materials respects with generally accepted accounting principles in India, the accounting standards notified under the Companies Act, 1956 (the 'Act'), vide Companies (Accounting Standards) Rules, 2006 as amended, read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013, to the extent applicable unless otherwise stated below.
- b) All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.
- c) The accounting policies adopted in the preparation of financial statements are consistent with those of previous years.

2. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make judgments, 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 these estimates and the differences between the actual results and the estimates are recognised in the period in which the results are known / materialised.

3. Revenue Recognition

- a) Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection based upon

negotiations with the customers for price escalations and price settlements.

- b) Domestic sales are recognised on despatch of goods by the Company from its factory premises and Export sales are accounted on the basis of dates of Bill of Lading and are reflected in the accounts net of taxes, returns and trade discounts.
- c) The Company besides manufacturing the products from its raw materials, also converts raw materials supplied by the customers and accounts for the gross receipts as 'conversion income' once the job is completed and goods are dispatched to the customers.
- d) Other operating revenue represents income earned from the Company's principal activities and is recognised when the right to receive the income is established as per the terms of the contract.

4. Other Income

- i) Dividend income is accounted once it is received or right to receive the dividend is established.
- ii) Interest income is recognised on time proportion basis taking into account the amount of deposits held and applicable rate.
- iii) Other temporary income for e.g. rent is recognised when the right to receive the income is established as per the terms of the contract.

5. Tangible Fixed Assets & Capital Work-In-Progress

- i) Fixed Assets except land are stated at cost less accumulated depreciation and impairment losses, if any. The cost represents purchase price (net of recoverable taxes) and all other direct expenses including financing cost in respect of acquisition or construction of fixed assets incurred for the period up to the date the asset is ready for its intended use or for the period till commencement of commercial production respectively.
- ii) Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets.
- iii) Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.
- iv) In case of new production facilities, the project costs incurred are capitalised from the date the facilities are commenced

Statement of Significant Accounting Policies

attached to the Financial Statements for the year ended 31.03.2015

and trial production is obtained successfully. The project cost including attributable borrowing cost incurred in respect of facilities not commenced/expanded has been accounted as 'Capital Work-In-Progress', unless the project takes substantial period to commence and where assets are separately identifiable.

6. Intangible Assets

- i. Intangible Assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprises and the cost of the assets can be measured reliably.
- ii. Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price (net of recoverable of taxes) and expenses directly attributable for making the asset ready for its intended use.

7. Depreciation and Amortisation

- i. During the year, the Company has computed the depreciation in accordance with the schedule II to the Companies Act, 2013, which provides useful lives of assets to compute the depreciation.

Accordingly, the carrying value of each of the Tangible Fixed Assets other than Dies and Moulds as appearing in the books

on 01.04.2014 is being depreciated equally over a period of remaining useful life of the respective asset(s).

- ii. Useful life is the period over which an asset is expected to be available for use by the Company or the number of production or similar units expected to be obtained from the asset by the Company. In the context and also permitted vide notification issued in this regard under the Companies Act, 2013, the useful lives followed by the Company for some of its fixed assets / class of assets are different than the ones specified under schedule III to the Companies Act, 2013, which have been supported by justifications & certifications from its technical personnel in this regard.
- iii. Dies and Moulds which were being earlier depreciated at Written down Value method are now being depreciated from 01.04.2014 on the basis of their useful lives as required under schedule II to the Companies Act, 2013. The useful lives (including remaining useful lives for old dies & mould) and which is in terms of casting a Die can give / make over a period and casting made during the year 2014-15 are supported by justifications & certifications from its technical personnel in this regard.
- iv. The useful lives of tangible assets adapted by the Company which are different from the lives specified under Part C of schedule III to the Companies Act, 2013 are give below with justifications for the differences.

Fixed Assets	Useful live specified under part C of Schedule II of the Companies Act 2013	Useful live estimated and adopted by the Company	Difference excess {lesser} than specified under the Companies Act, 2013	Justifications
Plant & Machinery- Furnance	15 years	10 years	5 years	On Basis of Technical evaluation
Plant & Machinery- Platform	15 years	18 years	3 years	On Basis of Technical evaluation
Plant & Machinery CNC/LPDC/GDC	15 years	10 years	5 years	On Basis of Technical evaluation
Computers- desktops, laptops	3 years	5 years	(2 Years)	On Basis of Technical evaluation
Electrical Equipments	10 years	5 to 7 years	3 to 5 years	On Basis of Technical evaluation

- v. The Company's Plant runs into three shifts. The useful lives of the assets estimated by the management of the Company is after considering their estimated usage / utilization for 24 hours a day and 365 days a year. Though, there are no separate useful lives are prescribed for extra shift working under schedule III to the Companies Act, 2013, the useful lives estimated and depreciation computed by the Company, in the opinion of the Company's management, covers depreciation for its triple shift working.
- vi. Depreciation on all additions during the year is provided on pro rata basis from the quarter in which assets have been purchased.
- vii. Had there been no change in the manner of computing depreciation as required under the statue, the depreciation reported for the year 2014-15 would have been ₹ 236.01 million and therefore depreciation reported would have been higher and profit before tax reported would have been lower to the extent of ₹ 7.76 million.

Statement of Significant Accounting Policies

attached to the Financial Statements for the year ended 31.03.2015

viii Intangible assets in the nature of computer & functional software are amortised over a period of five years.

8. Impairment of Assets

- i. An asset is treated as impaired when identified and when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.
- ii. At times, impairment loss is charged to the revenue, in the year in which the loss is crystallised and quantified with ease.

9. Investments

Long-term investments, which are unquoted, are stated at cost. Cost includes costs incidental to acquisition such as legal costs etc. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

Current investments are stated at lower of the cost and fair market value.

10. Inventories

i. Raw Materials

Inventory of raw materials is valued at cost. Cost represents purchase price, net of recoverable taxes and is determined on weighted average basis of last purchases.

ii. Semi-Finished goods

Inventory of semi-finished goods is valued at lower of cost of net realisable value. Cost comprises of material cost and conversion cost.

Conversion cost includes cost of consumables, direct labour, and variable overheads in proportion to direct labour and fixed cost in respect of production facilities.

iii. Consumables, Stores and Spares

Consumables, stores and spares are valued at cost. Cost represents purchase price, net of recoverable taxes, and is determined on First in First out basis.

iv. Dies and Moulds

i. The expenditure on development of dies and moulds commissioned for and on behalf of the customers is carried in the books at the appropriate cost of development, under "Current Assets", subject to such cost not exceeding the maximum value contracted to be paid by the customer. Income from development

and development cost of such dies is accounted for in the year in which they are completed and invoiced.

- ii. The unfunded cost of such dies, if any, is written off to revenue in the event of their commercial obsolescence and in the year in which the loss is crystallised and quantified with ease.

11. Cash and cash equivalents

Cash and cash equivalents comprise of balance with the banks and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase, to be cash equivalents.

12. Transactions in Foreign Currencies

- (i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction except sales which are recorded at a rate notified for a month, by the customs, for invoice purposes.
- (ii) Old liabilities denominated in foreign currencies but agreed to be settled in Indian rupee are not restated and continue to be carried at their original values.
- (iii) Monetary items denominated in foreign currencies at the year-end are restated at the year-end exchange rates.
- (iv) Non monetary foreign currency items are carried at cost.
- (v) All exchange differences arising on settlement and restatement of year-end foreign currency monetary assets and liabilities are recognised as income or expense in the statement of profit and loss.

13. Taxes on income

- (i) Tax expense comprises of current tax and deferred tax.
- (ii) Current tax is the amount of tax due & payable on the taxable income as determined in accordance with the provisions of the Income Tax Act, 1961.
- (iii) Deferred tax is recognised subject to the consideration of prudence, on timing difference between accounting income and taxable income that originate in one period and are capable of reversal in one or more subsequent periods. However, these have remained to be extensively reviewed & provided for on a cumulative basis.
- (iv) Deferred tax assets, if any, are recognised, only when there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Statement of Significant Accounting Policies

attached to the Financial Statements for the year ended 31.03.2015

14. Employee Benefits

Employee benefits include provident fund, pension fund, gratuity fund, compensated absences and medical benefits.

Defined contribution plans

Contributions to defined contribution approved Provident Fund and Pension Fund, defined contribution schemes, are made at pre-determined rates and charged to the statement of profit and loss, as and when incurred.

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to contributions using Projected Unit Credit Method, with actuarial valuations being carried out by an independent valuer. Actuarial gains and losses have been recognised in full in the statement of profit and loss for the year. Past service cost has also been recognised to the extent that the benefits are already vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for as reduced by the fair value of scheme assets.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid leave, performance incentives, bonus, ex-gratia etc.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarial liability determined by an independent valuer being the present value of the defined benefit obligation at the balance sheet date.

The liability towards Workmen Compensation is also funded with New India Insurance and contribution made towards this is charged to the statement of profit and loss of the year.

15. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets. All other borrowing costs incurred and which are not identified to the particular qualifying assets is charged to revenue.

16. Leases

Operating Leases: In respect of assets acquired on leases, rentals are charged to the statement of profit and loss on accrual basis and with reference to lease terms and other considerations. Assets leased out under operating leases are capitalised. Rental income is recognized on accrual basis over the lease term.

Finance Leases: In respect of the assets acquired under leases, the lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as a lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to the statement of profit and loss.

17. Research and Development Costs

- a) Research costs are expensed as and when incurred.
- b) Development costs are as and when incurred, unless the technical and commercial feasibility of the project is demonstrated, future economic benefits are probable and the costs can be measured reliably.
- c) Research and development expenditure of a capital nature in include in the cost of relevant fixed assets.

18. Provisions, Contingencies and Commitments

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes to accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

As per our report of even date attached

For **Asit Mehta & Associates**

Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane

Partner
Membership No: 100374

Place: Pune

Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

P. S. Rao
Company Secretary

Place: Pune

Dated: November 30, 2015

A. D. Harolikar
Director

Independent Auditors' Report

To the Members of
Alicon Castalloy Limited.
Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Alicon Castalloy Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements.

The Holding Company's Board of Directors & its Management is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors & Management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors & Management of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 there under.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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, 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 Holding Company has

an adequate internal financial controls system over financial reporting in place 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 Holding Company's Board of Directors & its Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at March 31, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters of corporate information, summary of significant accounting policies and other notes forming part of the consolidated financial statements for the year ended March 31, 2015

- (a) The attached financial statements include the financials of Casting Business Undertaking of Atlas Castalloy Limited (the Transferor Company), as the Hon'ble High Court of Bombay has approved the scheme of arrangement (the Scheme) between Atlas Castalloy Limited (the Transferor Company) and Alicon Castalloy Limited (the Transferee Company) and their respective shareholders & creditors under section 391 to 394 of the Companies Act, 1956.

As a result and upon this Scheme coming into effect, i.e. from 29/11/2015, the Casting Business Undertaking of the Transferor Company stood transferred to and vested in the Transferee Company, as a going concern with effect from the Appointed Date, which is 01.04.2014.

- (b) We draw attention to para (ii) & (iii) of sub-note 9 of the attached statement of accounting policies in respect of 'Depreciation and Amortisation' : The useful lives followed by the Company for some of its fixed assets / class of assets as listed in the table given alongside para (ii), i.e. Plant & Machinery, Dies & Patterns, Electrical Equipments & Computes, are different than the ones specified under part C of schedule II to the Companies Act, 2013. The justifications provided by the Company's in-housed technical personnel for deviations has been given alongside the table.

Further, we are informed that the Company's management has physically verified significant portion of its fixed assets during the year and the assets have been tested for impairment & their further useful lives. We are further informed that there are no material discrepancies noticed on physical verification of assets and therefore the Company's management is of the view that all above would not result in any additional amount of provision (over and above the amount of depreciation already provided in the books of account) either on account of impairment or otherwise.

Considering the above, and the matter of technical nature, we have relied upon management representations for the same.

- (c) We draw attention to footnote** under Note 16 to the financial statements: "The Company's management has confirmed that all trade receivables are good and realisable in the ordinary course of the Company's business and no provision is required over and above the amount already provided for in the books of account."

We have relied upon management confirmation for recoverability or otherwise of the debts wherever customer balance confirmations and reconciliations were not made available to us.

- (d) We draw attention to footnote under Note 9 to the financial statements: "The Company has no dues to suppliers covered under 'MSMED Act', 2006."

We have relied upon management confirmation for the list of suppliers covered under the Act, dues payable to them etc.

- (e) The provisions of the Company's Act 2013 require the Company to comply with the various requirements under the Act and the rules made and notifications issued there under. We are informed by the Company's management that the provisions applicable to the Company have been complied with, . We are also informed that the Company has appointed secretarial auditor to do the secretarial audit and issue his report as required under the Act. We, thus have not extensively reviewed the secretarial & other compliances which the secretarial auditor should be covering in his report.

Our opinion is not modified in respect of this matter

Other Matters

1. We did not audit the financial statements / financial information of three subsidiaries, whose financial statements/financial information made available to us reflect total assets of ₹ 368,415,004 as at March 31, 2015, total revenues of ₹ 764,532,825 and net cash inflows amounting to ₹ 16,115,318 for the year then ended on that date as considered in the consolidated financial statements.

The consolidated financial statements also include the Group's share of net profit/loss of ₹ NIL/-for the year ended March 31, 2015, as considered in the consolidated financial statements, in respect of NIL associates, whose financial statements / financial information have not been audited by us.

2. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

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, based on the comments in the auditors' reports of the subsidiary companies incorporated outside India we give in the

Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:
- (a) Except for the matter described under 'Emphasis of Matter' in paragraphs above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid financial statements comply, in all material aspects, with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 unless otherwise referred to in statement of accounting policies.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated outside India, none of the directors of the Group companies, incorporated outside India is disqualified as on March 31, 2015 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - (Refer Note 27(2) to the consolidated financial statements).
- ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated outside India.

For **Asit Mehta & Associates**
Chartered Accountants
Registration No. 100733W

Sanjay S. Rane
Partner

Membership No.100374
Mumbai, November 30, 2015

Consolidated Balance Sheet

(Amount in ₹)

	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	1	55,000,000	55,000,000
(b) Reserves and surplus	2	1,223,544,927	1,004,421,456
(c) Money received against share warrants		-	-
2. Share application money pending allotment		6,281,110	-
3. Non-current liabilities			
(a) Long-term borrowings	3	372,996,752	116,765,693
(b) Deferred tax liabilities (Net)	4	36,247,185	30,845,478
(c) Other Long term liabilities	5	66,157,273	66,157,273
(d) Long-term provisions	6	42,712,927	9,938,901
4. Current liabilities			
(a) Short-term borrowings	7	1,198,850,277	964,056,769
(b) Trade payables	8	1,143,473,650	830,938,530
(c) Other current liabilities	9	459,899,764	388,228,562
(d) Short-term provisions	10	179,440,919	125,711,501
Total		4,784,604,784	3,592,064,163
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11 (a)	1,794,239,379	1,448,340,747
(ii) Intangible assets	11 (b)	7,032,461	10,693,749
(iii) Capital work-in-progress	11 (c)	250,531,875	14,019,029
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	70,300	70,300
(c) Deferred tax assets (net)	4	-	-
(d) Long-term loans and advances	13	178,587,420	210,969,858
(e) Other non-current assets		-	-
2. Current assets			
(a) Current investments		-	-
(b) Inventories	14	620,501,517	434,568,898
(c) Trade receivables	15	1,585,889,883	1,245,977,970
(d) Cash and bank balances	16	133,930,316	116,555,651
(e) Short-term loans and advances	17	129,524,013	99,762,917
(f) Other current assets	18	84,297,620	11,105,044
Total		4,784,604,784	3,592,064,163
Significant accounting policies	27		
The notes are an integral part of these financial statements.			

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune

Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

A. D. Harolikar
Director

P. S. Rao
Company Secretary

Place: Pune

Dated: November 30, 2015

Consolidated Statement of Profit and Loss Account

(Amount in ₹)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Revenue from operations (gross)	19	7,996,331,511	5,902,691,460
Less: Excise Duty		860,722,318	577,628,873
Revenue from operations (net)		7,135,609,194	5,325,062,587
II. Other income	20	22,250,815	40,825,252
III. Total Revenue (I + II)		7,157,860,008	5,365,887,839
IV. Expenses:			
(a) Cost of materials consumed	21	3,591,377,592	2,568,006,172
(b) Purchases of Stock-in-Trade /Services		3,840,330	15,208,007
(c) Changes in inventories of finished goods, work-in-progress & Stock-in-Trade	22	(31,054,764)	(76,224,030)
(d) Employee benefits expense	23	994,027,058	786,304,217
(e) Finance costs	24	180,228,203	111,662,915
(f) Depreciation and amortization expense	25	261,397,868	211,190,292
(g) Other Expenses	26	1,867,950,511	1,498,042,137
Total expenses		6,867,766,798	5,114,189,709
V. Profit before exceptional and extraordinary items and tax (III-IV)		290,093,210	251,698,130
VI. Exceptional items			
VII. Profit before extraordinary items and tax (V - VI)		290,093,210	251,698,130
VIII. Extraordinary Items			
IX. Profit before tax (VII- VIII)		290,093,210	251,698,130
X. Tax expense:			
(1) Current tax		82,419,474	55,194,114
(2) Deferred tax		5,401,707	4,932,018
(3) Prior Period Tax		3,869,049	
Total tax expense		91,690,230	60,126,132
XI. Profit (Loss) for the period (IX + X)		198,402,980	191,571,998
XII. Earnings per equity share:			
(1) Basic earnings per share of face value of ₹ 5 each		18.04	17.42
(2) Diluted earnings per share of face value of ₹ 5 each			
Significant accounting policies	27		
The notes are an integral part of these financial statements.			

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

A. D. Harollikar
Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

Consolidated Cash Flow Statement

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
A. Cash Flow from Operating Activities		
Profit before taxation	290,093,210	251,698,130
Adjustments for:		
Depreciation & Amortisation	261,397,868	211,190,292
Amortisation		
Loss on sale of tangible assets (net)	449,038	6,505,817
Profit on sale of investments (net)	-	
Interest & dividend received	(6,180,634)	(6,266,810)
Rent received (net of payment)	(12,735,170)	(17,551,404)
Interest Expenditure	180,228,203	111,662,915
Unrealised foreign currency losses	618,594	(2,492,499)
Sample sales written off	257,488	(129,126)
Provision for leave encashment and gratuity	2,311,575	9,710,483
Provision for doubtful debts and advances	16,662,361	727,019
Foreign currency translation	19,126,970	(6,681,848)
Expense written back		
Operating profit before working capital changes	752,229,502	558,372,969
Changes in Working Capital:		
Increase / (Decrease) in trade payables	312,535,117	136,692,630
Increase / (Decrease) in other current liabilities	65,639,093	(78,917,102)
Increase / (Decrease) in other long term liabilities	5,401,707	(5,938)
Increase / (Decrease) in long-term provisions	32,774,026	
Increase / (Decrease) in short-term provisions	61,417,059	
(Increase) / Decrease in trade receivables	(392,459,978)	(191,041,792)
(Increase) / Decrease in inventories	(185,932,620)	(73,151,562)
(Increase) / Decrease in long term loans and advances	73,738,376	(116,843,179)
(Increase) / Decrease in short term loans and advances	(18,568,971)	6,444,149
(Increase) / Decrease in other current assets	(73,192,578)	(5,225,386)
(Increase) / Decrease in other non-current assets		
Cash Generated from Operations	633,580,735	236,324,789
Taxes paid (net of refunds)	(101,073,829)	(66,575,845)
Net cash generated from operations before extraordinary items	532,506,906	169,748,944
Extraordinary items	-	-
Net cash from Operating Activities (A)	532,506,906	169,748,944
B. Cash flow from Investing Activities:		
Purchase of tangible/intangible assets	(852,782,692)	(277,227,935)
Proceeds on sale of fixed assets	12,498,576	-
Capital Reserve on acquisition of casting business	41,155,011	-
Interest and dividend received	6,180,634	6,266,810
Rent received (net of payment)	12,735,170	17,551,404
Margin money deposits	(9,918,602)	10,000,000
Net cash from Investing Activities (B)	(790,131,902)	(243,409,721)

Consolidated Cash Flow Statement

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
C. Cash flow from Financing Activities		
Dividends paid	(27,485,587)	(19,655,654)
Dividend Distribution Tax	(4,673,625)	(3,738,900)
Interest Expenditure	(180,228,203)	(111,662,915)
Proceeds from Long term Borrowings (net of payment)	256,231,060	64,265,693
Proceeds from Short term Borrowings (net of payment)	234,793,508	134,964,410
Issue of equity shares pending for allotment	6,281,110	-
Net cash used in Financing Activities (C)	284,918,263	64,172,634
Net increase in cash and cash equivalents (A+B+C)	27,293,267	(9,488,143)
Cash and Cash equivalents at the beginning of the year	59,541,247	69,029,392
Cash and Cash equivalents at the end of the year	86,834,514	59,541,247

As per our report of even date attached

For **Asit Mehta & Associates**

Chartered Accountants

Firm Regn No. 100733W

Sanjay Rane

Partner

Membership No: 100374

Place: Pune

Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai

Managing Director

P. S. Rao

Company Secretary

Place: Pune

Dated: November 30, 2015

A. D. Harollikar

Director

Notes

forming part of the Consolidated Financial Statements

(Amount in ₹)

	As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount
1. SHARE CAPITAL				
Authorised share capital				
Equity Shares of ₹ 5 each	11,000,000	55,000,000	11,000,000	55,000,000
Issued, subscribed and paid-up capital				
Equity Shares of ₹ 5 each, fully paid	11,000,000	55,000,000	11,000,000	55,000,000
Total	11,000,000	55,000,000	11,000,000	55,000,000
Share Capital Pending allotment		6,281,110		

Notes**(a) Reconciliation of number of shares**

Shares outstanding at the beginning of the year	11000000	55000000	11000000	55000000
Shares issued during the year	0		0	
Shares bought back during the year	0		0	
Shares outstanding at the end of the year	11000000	55000000	11,000,000	55,000,000

(b) Rights, preferences and restrictions attached to shares**Equity Shares of ₹ 5.00 each:**

The Company has one class of equity shares having a par value of ₹ 5.00 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.

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.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Sl. No.	Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Nastic Trading LLP (formerly Nastic Trading Private Limited)	5970000	54.27	5,970,000	54.27
2	Enkei Corporation	1100000	10.00	1,100,000	10.00
3	Shailendra Rai	834311	7.58	808,860	7.35

(Amount in ₹)

	As at	
	March 31, 2015	March 31, 2014
2. RESERVES AND SURPLUS		
Securities Premium Account		
Balance as at the beginning of the year	200,200,000	200,200,000
Balance as at the end of the year	200,200,000	200,200,000
Foreign currency translation reserve		
Balance as at the beginning of the year	-104,542	14,903,945
Add :Transactions during the year	19,126,970	(15,008,487)
Balance as at the end of the year	19,022,427	(104,542)
General Reserve		
Balance as at the beginning of the year	99,000,000	79,000,000
(+) Transferred from Surplus in Statement of Profit and Loss during the year	25,000,000	20,000,000
Balance as at the end of the year	124,000,000	99,000,000

Notes

forming part of the Consolidated Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Capital Reserve		
Balance as at the beginning of the year	-	-
Add :Transactions during the year	41,155,011	-
Balance as at the end of the year	41,155,011	-
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	705,325,998	565,927,625
(+) Net Profit/(Net Loss) For the current year	198,402,980	191,571,998
(-) Proposed Dividends	33,000,000	27,500,000
(-) Tax on Dividend	6,561,489	4,673,625
(-) Transfer to General Reserves	25,000,000	20,000,000
Balance as at the end of the year	839,167,488	705,325,998
Total	1,223,544,927	1,004,421,456
3. LONG-TERM BORROWINGS		
Secured		
Term loans		
From Banks (Refer Notes [a] & [c] below)	524,288,817	179,065,693
Less:Current maturity of long term borrowings	151,292,065	62,300,000
	372,996,752	116,765,693
Notes :		
(a) Long-term borrowings include secured term loans at floating interest rates from State Bank of India, Bank of India, Bank of Maharashtra & Bajaj Finance Ltd which are repayable through monthly/ quarterly instalments. State Bank of India, Bank of India & Bank of Maharashtra loans are secured by a first parri-passu charge by way of equitable mortgage on the existing fixed assets except Khed land which has exclusive charge of Bajaj Finance Ltd. Of these, ₹ 151,292,065/- (PY ₹ 6,23,00,000/-) are classified as current liabilities being repayable before March 31, 2016.		
Total number of installments = 231		
Number of installments outstanding as at March 31, 2015 = 200 (PY = 62)		
4. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
Depreciation	36,434,208	30,845,478
Less : Disallowances under the Income Tax Act,1961	187,023	-
Total	36,247,185	30,845,478
Note :		
Deferred Tax Liabilities provided are in respect of timing differences for the year.		
5. OTHER LONG TERM LIABILITIES		
Non-refundable contribution	-	-
Royalty payable	66,157,273	66,157,273
	66,157,273	66,157,273
6. LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity (Funded)	28,644,669	3,475,464
Leave Encashment (Unfunded)	14,068,258	6,463,437
	-	-
Total	42,712,927	9,938,901

Notes

forming part of the Consolidated Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
7. SHORT-TERM BORROWINGS		
Cash credit from banks	1,178,850,275	931,185,076
[Refer Note (a) below]		
	1,178,850,275	931,185,076
Unsecured		
Term loans		
From Banks	20,000,002	32,871,693
[Refer note (b) below]	20,000,002	32,871,693
Total	1,198,850,277	964,056,769
Notes :		
(a) Short-term borrowings includes cash credit facilities availed from State Bank of India, ING Bratislava, Kotak Mahindra Bank, Bank of India and Bank of Maharashtra. These loans are secured in favour of all the aforementioned banks by a first parri-passu charge by way of hypothecation of all stocks and receivables and a second parri-passu charge by joint Deed of Hypothecation on all fixed assets of the Company.		
(b) Unsecured term loans from banks includes loans obtained from Kotak Mahindra Bank for funding purchase orders. These loans, obtained at floating interest rates, are repayable through weekly instalments.		
Number of installments outstanding as at March 31, 2015 = 1 (PY = 8)		
8. TRADE PAYABLES		
Acceptances	116,604,568	140,156,089
Sundry Creditors	1,026,869,082	690,782,441
(Includes Amount payable to related parties ₹ 6,34,67,249/- (PY ₹ 29,182,983/-)	-	-
	-	-
Total	1,143,473,650	830,938,530
Note :		
The Company has no dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act')		
9. OTHER CURRENT LIABILITIES		
Current maturities of long-term debt	151,412,915	62,300,000
Interest accrued and due on borrowings	19,089,089	25,636,088
Unpaid dividend	260,992	246,579
Employee dues & retentions	49,655,847	36,443,302
Other liabilities	66,019,675	79,526,374
Royalty payable to related parties	4,825,020	3,773,640
Statutory dues including provident fund and tax deducted at source	26,122,373	36,079,473
Advance from customers	59,032,075	74,554,164
Payable for Fixed Assets	83,481,778	69,668,943
	459,899,764	388,228,562

Notes

forming part of the Consolidated Financial Statements

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
10. SHORT-TERM PROVISIONS		
Employee benefits		
Leave Encashment (Unfunded)	9,140,842	9,573,122
Gratuity (Funded)	7,104,432	4,360,576
Bonus	17,994,753	15,464,210
Others		
Other Provision	2,531,640	4,161,308
Provision for Bad & Doubtful debts	21,314,040	4,651,679
Proposed Dividend	33,000,000	27,500,000
Tax on Dividend	6,561,489	4,673,625
Current Tax	81,793,723	55,326,981
	-	
Total	179,440,919	125,711,501

Notes

forming part of the Consolidated Financial Statements

11. FIXED ASSETS

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at April 1, 2014	Transfer from Atlas Castalloy Ltd. as at April 1, 2014	Balance as at April 1, 2014	Transfer from Atlas Castalloy Ltd. as at April 1, 2014	Depreciation charge for the year	On disposals	Accumulated Depreciation March 31, 2015	Balance as at March 31, 2014
(a) Tangible Assets								
Freehold Land	177,901,895	-	177,901,895	-	-	-	-	177,901,895
Building	287,718,291	-	309,469,962	66,418,292	11,918,926	-	78,337,218	231,132,744
Factory Equipments	144,843,790	-	175,408,673	66,084,396	21,380,863	-	87,465,259	87,943,414
Plant and Machinery	1,527,208,511	257,080,403	1,928,596,830	811,236,556	77,755,274	4,349,823	999,839,351	928,757,479
Electrical Installations	102,866,130	27,161,615	144,725,016	66,948,375	7,577,357	-	90,381,701	54,343,315
Furniture and Fixtures	37,450,579	48,852,062	112,601,750	17,664,661	11,781,577	-	42,417,835	70,183,915
Computers	30,360,032	6,449,838	38,682,743	23,332,134	4,409,264	-	32,972,296	5,710,447
Office Equipments	21,837,641	7,717,656	31,494,188	8,411,549	3,172,683	-	19,552,849	11,941,339
Quality Control Equipments	28,095,016	-	33,166,998	14,289,662	-	-	17,854,274	15,312,724
Motor Vehicle	26,853,849	8,178,451	46,981,716	11,215,269	3,235,280	514,463	19,928,144	27,053,571
Dies and Patterns	246,295,700	63,224,795	365,949,490	133,558,459	23,801,575	721,478	205,590,931	160,358,558
Asset given on lease	47,262,802	-	43,158,582	11,194,133	-	-	19,558,606	23,599,976
Assets given on lease								
Plant and Machinery	23,131,016	-	23,131,016	5,084,096	-	3,437,774	8,521,870	14,609,146
Total	2,678,694,236	418,664,820	3,408,137,843	1,230,353,466	131,733,011	5,585,764	1,613,898,465	1,794,239,379
(b) Intangible Assets								
Software	19,335,534	-	19,674,382	8,641,787	4,000,136	-	12,641,922	7,032,460
Total	19,335,534	-	19,674,382	8,641,787	4,000,136	-	12,641,922	10,693,747
(c) Capital Work in Progress								
Total	2,712,048,798	418,664,820	3,678,344,100	1,238,995,273	131,733,011	5,585,764	1,626,540,387	2,051,803,713
Total Previous Year	2,479,451,077	-	2,712,048,798	1,052,262,848	211,190,289	24,457,864	1,238,995,273	1,473,053,525

Notes

forming part of the Consolidated Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
12. NON-CURRENT INVESTMENTS		
Trade Investments		
Quoted		
Unquoted		
Investment in subsidiaries	-	-
Total (A)	-	-
Other than Trade Investments		
Quoted		
Investment in Equity instruments - Bank of Maharashtra 900 equity shares [PY: 900 shares] of ₹ 22.56 each held in Bank of Maharashtra	20,300	20,300
Unquoted		
Investment in Equity instruments - Shamrao Vithal Co. Op. Bank 2,000 equity shares [PY: 2,000 shares] of ₹ 25 each held in Shamrao Vithal Co. Op. Bank	50,000	50,000
	-	-
Total (B)	70,300	70,300
GRAND TOTAL (A + B)	70,300	70,300
Less : Provision for diminution in the value of Investments		
Total	70,300	70,300
Aggregate amount of quoted investments	20,300	20,300
Market Value of quoted investments	36,000	36,000
Aggregate amount of unquoted investments	50,000	50,000
Aggregate provision for diminution in value of investments	-	-
13. LONG-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Advance Income Tax (net of provisions)	101,548,608	150,074,374
Capital Advances	26,661,350	9,960,088
Balance with government authorities	43,885,638	43,566,974
Security Deposits	6,164,916	7,368,422
Advance recoverable in cash or kind	326,908	
Others	-	
	178,587,420	210,969,858
14. INVENTORIES		
Raw Materials and components	107,090,969	86,190,256
Consumables	65,350,637	46,482,688
Semi-finished goods (includes goods-in-transit ₹ 1,16,175/- (PY ₹ 11,86,805/-)	239,939,888	148,080,166
Stock of traded goods	65,513,573	89,449,094
Packing Material	920,766	527,657
Dies under Development	139,275,516	60,967,925
Furnace Oils	2,410,168	2,871,112
Total	620,501,517	434,568,898
(i) Details of Inventory		
Semi-finished goods		
Semi-finished casting made from aluminum alloys	239,939,888	148,080,166

Notes

forming part of the Consolidated Financial Statements

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
15. TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date debts are due for payment		
- From related parties	-	-
- From others	-	-
Unsecured, considered Doubtful	-	-
Outstanding for a period exceeding six months from the date debts are due for payment		
- From related parties	14,720,207	-
- From others	26,309,810	6,667,996
Unsecured, considered good *	-	-
- From related parties	-	207,055,674
- From others	1,571,169,676	1,038,922,294
	1,612,199,693	1,252,645,966
	-	-
Less: Provision for doubtful debts	26,309,810	6,667,996
Total	1,585,889,883	1,245,977,970

* The year-end balances have been reconciled with customer records except in case of few customer accounts.

** The management of the Company has confirmed that all trade receivables are good and realisable in the ordinary course of its business and thus no further provision is called for over and above the amount already provided for in the books of account.

16. CASH AND BANK BALANCES		
Cash and cash equivalents		
Current accounts with banks	77,848,704	50,684,259
Cash on hand	8,985,810	8,856,988
	86,834,514	59,541,247
Other Bank Balances***		
Term deposits	9,197,734	3,014,404
Margin money deposits	37,898,068	54,000,000
	47,095,802	57,014,404
Total	133,930,316	116,555,651

* Includes term deposits of ₹ 1,30,64,474/- (PY ₹ 2,32,14,404/-) which have an original maturity of more than 12 months.

** Includes term deposits of ₹ 1,30,64,474/- (PY ₹ 30,14,404/-) which have maturity of more than 12 months from the Balance Sheet date

17. SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Balance with government authorities	100,012,114	82,066,309
Advances to suppliers	17,860,893	7,384,121
Prepaid expenses	7,050,737	5,828,560
Other advances	4,600,269	4,483,927
	129,524,013	99,762,917

Notes

forming part of the Consolidated Financial Statements

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
18. OTHER CURRENT ASSETS		
Insurance claim receivable	592,539	1,384,519
Interest accrued on deposits	2,830,273	8,191,466
Lease rental Deposit	1,159,694	1,418,499
Other Receivables	79,715,114	110,560
Total	84,297,620	11,105,044

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
19. REVENUE FROM OPERATIONS (GROSS)		
Sale of products		
- Finished goods	7,665,620,209	5,074,900,330
- Traded goods	261,501,169	731,894,613
Sale of services	17,024,500	54,125,730
Other operating revenues	-	1,041,540
- Scrap sale	52,185,633	40,729,248
	7,996,331,511	5,902,691,460
Less:		
Excise duty	860,722,317	577,628,873
Total	7,135,609,194	5,325,062,587

20. OTHER INCOME		
Interest Income (gross)	6,180,634	6,263,840
Dividend on long-term investments	-	2,970
Net gain on foreign current transactions and translations	-	6,681,848
Net gain on sale of fixed assets	-	-
Rent received (Net of rent paid)	12,735,170	17,551,404
Miscellaneous income	3,335,011	10,325,190
Total	22,250,815	40,825,252

21. COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	174,644,610	166,289,604
Add: Purchases	3,630,190,528	2,548,585,011
Less: Inventory at the end of the year	213,457,546	146,868,443
Total	3,591,377,592	2,568,006,172
(a) Additional Details		
Details of raw material and components consumed		
Aluminium / alloys	3,591,377,592	2,568,006,172
Dies & Fixtures	-	-
Total	3,591,377,592	2,568,006,172

Material consumed includes material on conversion account as certified by the management.

The figures of consumption have been arrived by deducting the closing stock from the quantity/value of opening stock as increased by the purchases during the year.

(b) Details of inventory of raw material

Aluminium / alloys

Notes

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(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE		
Semi-finished goods		
Inventory at the beginning of the year	274,111,523	161,305,230
Inventory at the end of the year	305,166,287	237,529,260
(Increase) in stock of Semi-finished goods and traded goods	(31,054,764)	(76,224,030)
23. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	846,489,270	643,905,161
Contributions to Provident and other funds	84,342,876	58,218,599
Gratuity and Leave encashment	8,340,892	28,673,548
Employee welfare expenses	54,854,020	55,506,910
Total	994,027,058	786,304,217
24. FINANCE COSTS		
Interest on borrowings	160,188,409	100,032,325
Other borrowing costs	20,039,793	11,630,590
Total	180,228,203	111,662,915
25. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Tangible assets	258,753,612	208,092,215
Amortisation on Intangible assets	2,644,256	3,098,077
Total	261,397,868	211,190,292
26. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores and spare parts	468,816,777	345,696,383
Power and fuel	504,122,845	429,152,296
Processing charges	343,462,098	265,073,079
Repairs to machinery	65,578,507	63,979,525
Other Manufacturing Expenses	57,696,440	92,664,116
	1,439,676,667	1,196,565,399
Legal and Professional Charges	59,327,602	26,520,861
Rent	67,899,286	14,471,610
Other administrative expenses	113,557,214	114,490,293
	240,784,102	155,482,764
Selling and Distribution Expenses		
	-	
Selling and Distribution Expenses	187,489,742	145,993,974
Total	1,867,950,511	1,498,042,137

Notes

forming part of the Consolidated Financial Statements

27 OTHER DISCLOSURES

1) Segment Reporting

The Company has a single business segment viz. that of aluminium castings. Accordingly, disclosure requirements as per Accounting Standard 17 "Segment Reporting" specified in the Companies (Accounting Standard) Rules 2006 are not applicable to the standalone financial statements of the Company. However, in accordance with paragraph 4 of Accounting Standard 17 (Segment Reporting), information about its geographical segments is given below.

(Amount in ₹)

	Domestic	Overseas	Total
Segment Revenue	6,410,442,319	747,417,689	7,157,860,008
Segment Assets	2,281,421,251	249,748,798	2,531,170,049
Segment Liabilities	2,658,177,825	421,718,091	3,079,895,916
Capital Expenditure	3,460,122,340	218,221,761	3,678,344,101

2) Commitments & Contingent Liabilities

(Amount in ₹ Lacs)

	2014-15	2013-14
Commitments		
Estimated amount of contracts remaining to be executed on capital accounts	965.05	398.00
CONTINGENT LIABILITIES		
a) Letters of Credit issued by the bank against Purchase of goods	1,031.31	326.94
b) Performance and Financial Guarantees issued by the banks	445.54	248.88
c) Customs and related duties for non fulfillment of Export Obligation (Including interest)	1,228.03	603.14
d) Assessment dues towards VAT/CST	1,184.87	899.79
e) Pending case in local civil court	353.63	353.63
f) Income Tax	18.74	-
Total	4,262.12	2,432.39

3) Foreign Currency Exposures (not hedged by derivative instruments):-

(Amount in ₹ Lacs)

	2014-15	2013-14
Foreign Currency Liabilities :-		
a) Trade payables	343.55	1,690.71
b) Payables for fixed Assets	-	12.11
Foreign Currency Assets:-		
a) Trade Receivables	1,758.92	1,122.25

4) Earning per share as computed in accordance with Accounting Standard 20 notified under the Companies (Accounting Standard) Rules, 2006

	2014-15	2013-14
i) Net Profit after Tax (₹ Lacs)	1,984.03	1,915.72
ii) Weighted average no. of Equity shares of ₹ 5/- each	11000000	11,000,000
iii) Basic Earning per Share (₹)	18.04	17.42
iv) Diluted Earning per Share (₹)	18.04	17.42

Notes

forming part of the Consolidated Financial Statements

5) Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

Name of the party	Relationship	Relationship
Alicon Holding GmbH,		
Illichmann Castalloy s.r.o.,	Wholly Owned	Wholly Owned
Illichmann Castalloy GmbH	Subsidiaries	Subsidiaries

6) Related Party Disclosures in accordance with Accounting Standard 18 notified under the Companies (Accounting Standard) Rules, 2006

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

Wholly owned subsidiaries (directly and indirectly)	Associate Companies
Alicon Holding GmbH	Atlas Castalloy Ltd.
Illichmann Castalloy s.r.o.	Silicon Meadows Designs Ltd.
Illichmann Castalloy GmbH	Nastik Trading LLP
	Pamela Trading LLP
	Mithras Trading LLP

Key Managerial Personnel

Shailendrajit Rai - Managing Director
 Rajeev Sikand - Group Chief Executive Officer
 Vimal Gupta - Group Chief Financial Officer
 P. S. Rao - Company Secretary

Details of transactions during the year with related parties

(Amount in ₹ Lacs)

Transactions with subsidiaries & associate companies	2014-15	2013-14
Sales	16.21	1,212.50
Purchases	1,694.82	2,011.86
Expenses charged to the Company	103.91	132.28
Expenses charged by the Company	111.57	705.56
Fixed assets purchased or sold	623.03	691.66
Balance of investment in subsidiary	1,061.79	1,061.79
Amount receivable at the year end	147.20	3,441.70
Amount payable at the year end	830.86	529.68
Transactions with key managerial personnel		
Remuneration - Shailendrajit Rai		
Salary, Allowances & Perquisites	19.76	18.71
Contribution to P.F., Gratuity and other funds	0.90	0.90
Commission	11.08	11.08
Total	31.74	30.68
Remuneration - Rajeev Sikand		
Salary, Allowances & Perquisites	63.61	56.75
Contribution to P.F., Gratuity and other funds	4.32	3.48
Commission	65.02	62.96
Total	132.95	123.19

Notes

forming part of the Consolidated Financial Statements

Transactions with subsidiaries & associate companies	2014-15	2013-14
Remuneration - Vimal Gupta		
Salary, Allowances & Perquisites	4.57	4.16
Contribution to P.F., Gratuity and other funds	0.21	0.19
Commission	0.00	0.00
Total	4.78	4.35
Remuneration - P. S. Rao		
Salary, Allowances & Perquisites	0.84	0.84
Contribution to P.F., Gratuity and other funds	0.00	0.00
Commission	0.00	0.00
Total	0.84	0.84

7) Disclosure in respect of Leases in accordance with Accounting Standard 19 notified under the Companies (Accounting Standard) Rules, 2006

(Amount in ₹ Lacs)

	As at March 31, 2015	As at March 31, 2014
Not later than one year	107.84	51.50
Later than one year but not later than five years		–
Later than five years		–

The Company has given on operating leases equipment (one set of horizontal machining centre) which is non-cancellable for a period of 72 months.

The lease rentals receivable from its associate company (lessee) are as follows.

(Amount in ₹ Lacs)

	As at March 31, 2015	As at March 31, 2014
Not later than one year	-	48.18
Later than one year but not later than five years	88.32	184.68
Later than five years		–

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

A. D. Harolikar
Director

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

SIGNIFICANT ACCOUNTING POLICIES:

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

Corporate information

Alicon Castalloy Limited (the Company) has been incorporated on 19th December 1990. The Company is listed on the Bombay Stock Exchange and National Stock Exchange. It is engaged in the manufacturing of aluminium die castings primarily used in automotive segment of the industry in India.

The attached financial statements include the financials of Casting Business Undertaking of Atlas Castalloy Limited (the Transferor Company), as the Hon'ble High Court of Bombay has approved the scheme of arrangement earlier filed between Atlas Castalloy Limited (the Transferor Company) and Alicon Castalloy Limited (the Transferee Company) and their respective shareholders and creditors under section 391 to 394 of the Companies Act, 1956.

As a result and upon this Scheme coming into effect, i.e. from 29/11/2015, the Casting Business Undertaking of the Transferor Company stood transferred to and vested in the Transferee Company, as a going concern with effect from the Appointed Date, which is 01.04.2014.

2. Significant Accounting Policies:

2.1 Basis of preparation of financial statements

- These financial statements have been prepared under historical cost convention and are presented in Indian Rupees.
- The financial statements have been prepared from the books of account maintained on an accrual basis (unless stated otherwise hereinafter) and comply in all material respects with the accounting principles generally accepted in India, the Accounting Standards, to the extent applicable, issued by the Institute of Chartered Accountants of India and referred to in Section 133 of the Companies Act, 2013 ('the Act') of India read with Rule 7 of the Companies (Accounts) Rules, 2014.
- All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

- The accounting policies adopted in the preparation of financial statements are consistent with those of the previous years unless stated otherwise hereinafter, particularly the ones followed by the Transferor Company in earlier years and have been followed by the Transferee Company in the preparation of its financial statements.

2.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make judgments, 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 these estimates and the differences between the actual results and the estimates are recognised in the period in which the results are known / materialised.

2.3 Principles / Basis of consolidation

The consolidated financial statements include the financial statements of Alicon Castalloy Limited and its subsidiaries. The subsidiaries, whose financial statements have been consolidated, are as below:

A. Direct subsidiaries:

Name of the subsidiary	Country of incorporation	% shareholding in equity shares	Accounting period
Alicon Holding GmbH	Austria	100%	Year ended 31 March

B. Indirect subsidiaries:

Wholly owned subsidiary of Alicon Holding GmbH

Name of the subsidiary	Country of incorporation	% shareholding in equity shares	Accounting period
Illichmann Castalloy s.r.o.	Slovakia	100%	Year ended 31 March

Wholly owned subsidiary of Illichmann Castalloy s.r.o:

Name of the subsidiary	Country of incorporation	% shareholding in equity shares	Accounting period
Illichmann Castalloy GmbH	Austria	100%	Year ended 31 March

These consolidated financial statements are prepared in accordance with the principles and procedures prescribed in Accounting Standard 21-"Consolidated Financial Statements" ('AS-21'). The financial statements of the Parent Company and its subsidiaries have been combined on a line-by-line basis by adding together the

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/ transactions and resulting unrealized profits.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same format as that adopted by the Parent Company for its standalone financial statements.

The financial statements of the subsidiaries used in the preparation of consolidated financial statements have been drawn upto 31 March 2015, .i.e same date as that of the Parent Company.

2.4 Revenue Recognition

- a) Revenue is recognised to the extent it is reasonable to expect ultimate collection and that the economic benefit will flow to the Company and the revenue can be reliably measured based upon negotiations with the customers for price escalations and price settlements.
- b) Domestic sales are recognised on despatch of goods by the Company from its factory premises and are accounted in the books of accounts net of returns and trade discounts.
- c) Export sales are accounted on the basis of dates of Bill of Lading and are accounted in the books of accounts net of taxes, returns and trade discounts.
- d) The Company besides manufacturing the products from its raw materials, also converts raw materials supplied by its customers and accounts for the gross receipts as 'conversion income' once the job is completed and goods are dispatched to the customers.
- e) Revenue includes excise duty but excludes sales tax and value added tax.
- f) Other operating revenue represents income earned from the Company's principal activities and is recognised when the right to receive the income is established as per the terms of the contract.

2.5 Other Income

- i Dividend income is accounted once it is received or right to receive the dividend is established.
- ii Interest income is recognised on time proportion basis taking into account the amount of deposits held and applicable rate.
- iii Other temporary income for e.g. rent is recognised when the right to receive the income is established as per the terms of the contract.

2.6 Expenditure

Purchases and all expenses, net of taxes recoverable, are accounted on accrual basis and once liability is determined for goods, services & value received.

2.7 Tangible Fixed Assets & Capital Work-In-Progress

- i. Fixed Assets except land are stated at cost less accumulated depreciation and impairment losses, if any. The cost represents purchase price (net of recoverable taxes) and all other direct expenses including financing cost in respect of acquisition or construction of fixed assets incurred or the period up to the date of bringing the asset to its working condition for its intended use or for the period till commencement of commercial production respectively.
- ii. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item(s) of the relevant assets.
- iii. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.
- iv. In case of new production facilities, the project cost(s) incurred are capitalised from the date the facilities are commenced and trial production is obtained successfully. The project cost including attributable borrowing cost incurred in respect of facilities not commenced/expanded has been accounted and classified under 'Capital Work-In-Progress', unless the project takes substantial period to commence and where assets are separately identifiable.

2.8 Intangible Assets

- i Intangible Assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprises and the cost of the assets can be measured reliably.
- ii In respect of assets transferred from the Transferor Company as part of scheme of arrangement approved by the High Court, intangible part has remained to be separately identified and segregated from tangible assets and thus are being reported under 'tangible fixed assets'. This may not be strictly in compliance of the Accounting Standard (AS-26). However, in the opinion of management, economic benefits flowing from the use of assets are negligible and assets as such can not be separable from the physical substance of tangible fixed assets.

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

ii. Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price (net of recoverable of taxes) and expenses directly attributable for making the asset ready for its intended use.

2.9 Depreciation and Amortisation

i. Depreciation on Tangible Fixed Assets has been provided on Straight Line Method in the manner provided under of Schedule II to the Companies Act, 2013 (the Act) on the basis of the useful lives of the assets prescribed under Part C of Schedule II to the Companies Act, 2013 except in case of some assets / class of assets where the useful lives followed by the Company are different than the ones specified under schedule III to the Act. Accordingly, the carrying value of each of the Tangible Fixed Assets other than Dies and Moulds as appearing in the books on 01.04.2014 is being depreciated

equally over a period of remaining useful life of the respective asset(s).

ii. Useful life is the period over which an asset is expected to be available for use by the Company or the number of production or similar units expected to be obtained from the asset by the Company. In the context and also permitted vide notification issued in this regard under the Act, the useful lives followed by the Company for some of its fixed assets / class of assets are different than the ones specified under schedule III to the Act, which have been supported by justifications & certifications from its in-housed technical personnel in this regard. The table below lists out the assets /class of assets where the useful lives adapted by the Company is different from the lives specified under Part C of schedule III to the Act.

Fixed Assets	Useful live specified under part C of Schedule II of the Companies Act 2013	Useful live estimated and adopted by the Company	Difference - excess {lesser} than specified under the Companies Act, 2013	Justifications
Plant & Machinery-Furnace	15 years	10 years	5 years	On basis of technical evaluation w.r.t Industry
Plant & Machinery-Platform	15 years	18 years	3 years	-----Do-----
Plant & Machinery CNC/LPDC/GDC	15 years	10 years	5 years	-----Do-----
Computers- desktops, laptops	3 years	5 years	(3 Years)	-----Do-----
Electrical Equipments	10 years	5 to 7 years	3 to 5 years	-----Do-----

iii. Dies and Moulds which were being earlier depreciated at Written down Value method are now being depreciated from 01.04.2014 on the basis of their useful lives as required under schedule II to the Companies Act, 2013. The useful lives (including remaining useful lives for old dies & moulds) and which is in terms of casting a Die can give / make over a period and castings made during the year 2014-15 are supported by justifications & certifications from its technical personnel in this regard.

iv. The Company's Plant runs into three shifts. The useful lives of the assets estimated by the management of the Company are after considering their estimated usage / utilisation for 24 hours a day and 365 days a year. Though, there are no separate useful lives are prescribed for extra shift working under schedule III to the Companies Act, 2013, the useful lives estimated and depreciation computed by the Company, in the opinion of the Company's management, covers depreciation for its triple shift working.

v. Depreciation on all additions during the year is provided on pro rata basis from the quarter in which assets have been purchased. Depreciation on all additions during the year in respect of the assets of the casting business undertaking transferred from of the Transferor Company, as a part of scheme of arrangement is provided on pro-rata basis from the end of month in which assets are capitalised in the books as per policy followed by the Transferor Company in the earlier financial years.

vi. The period of useful life of asset is reviewed periodically and excess /short amount of depreciation, if any provided earlier, is written back/off to the revenue as the case may be.

vii. Had there been no change in the manner of computing depreciation as required under the statute, the depreciation reported for the year 2014-15 would have been ₹ 269.15 million and therefore depreciation reported would have been higher and profit before tax reported would have been lower to the extent of ₹ 7.76 million.

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

- viii. Intangible assets in the nature of computer & functional software are amortised over a period of five years.
- ix. 'The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and if there is a significant change in the expected pattern of economic benefits from the asset, the amortisation method is revised to reflect the changed/ actual pattern

2.10 Impairment of Assets

- i. An asset is treated as impaired when identified and when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.
- ii. At times, impairment loss is charged to the revenue, in the year in which the loss is crystallised and quantified with ease.

2.11 Investments

Long-term investments, which are unquoted, are stated at cost. Cost includes costs incidental to acquisition such as legal costs etc, Provision for diminution in the value of long-term investments is made only if decline in the investments is other than temporary.

Current investments are stated at lower of the cost and fair market value.

2.12 Inventories

i. Raw Materials

Inventory of raw materials is valued at cost. Cost represents purchase price, net of recoverable taxes and is determined on weighted average basis of last purchases.

ii. Semi-Finished goods

Inventory of semi-finished goods is valued at lesser of cost or net realisable value. Cost comprises of material cost and conversion cost.

Conversion cost includes cost of consumables, direct labour, and variable overheads in proportion to direct labour and fixed cost in respect of production facilities.

iii. Consumables, Stores and Spares

Consumables, stores and spares are valued at cost. Cost represents purchase price, net of recoverable taxes, and is determined on First in First out basis.

iv. Dies and Moulds

- i. The expenditure on development of dies and moulds commissioned for and on behalf of the customers is carried in the books at the appropriate cost of development, under "Current Assets", subject to such cost not exceeding the maximum value contracted to be paid by the customer. Income from development and development cost of such dies is accounted for in the year in which dies are completed and invoiced.
- ii. The unfunded cost of such dies, if any, is written off to revenue in the event of their commercial obsolescence and in the year in which the loss is crystallised and quantified with ease.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise of balance with the banks and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase, to be cash equivalents

2.14 Transactions in Foreign Currencies

- (i) Transactions denominated in foreign currencies are recorded in the books at the exchange rate prevailing on the date of transaction except exports sales which are recorded at a rate notified for a month, by the customs, for invoice purposes.
- (ii) Old liabilities denominated in foreign currencies but agreed to be settled in Indian Rupees are not restated and continuing to be carried at their original values.
- (iii) Monetary items denominated in foreign currencies at the year end are restated at exchange rates prevailing as at end of the year.
- (iv) Non monetary foreign currency items are carried at cost.
- (v) All exchange differences arising on settlement and restatement of year-end foreign currency monetary assets and liabilities are recognised as income or expense in the statement of profit and loss of the year.
- (vi) In respect the wholly owned subsidiaries overseas, all assets and liabilities, both monetary and non-monetary, are translated at closing exchange rate, while all income and expenses are translated at average exchange rate for the year. The resulting exchange differences are accumulated and shown as 'Foreign Currency Translation Reserve' under the note 'Reserves & Surplus'.

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

2.15 Taxes on income

- (i) Tax expense comprises of current tax and deferred tax.
- (ii) Current tax is measured at the amount expected to be paid to (recovered from) the tax authorities using the applicable tax rates and tax laws.
- (iii) Deferred tax is recognised subject to the consideration of prudence, on timing difference between accounting income and taxable income that originate in one period and are likely to be reversed in one or more subsequent periods.
- (iv) Deferred tax assets, if any, are recognised, only when there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets in respect of unabsorbed depreciation, carry forward of losses etc. are recognised only to the extent of Deferred tax liabilities, if it has legally enforceable right and those relate to taxes on income levied by the same governing taxation laws. In case of others, deferred tax assets are not recognised.
- (v) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- (vi) Deferred tax assets and liabilities are measured have remained to be extensively reviewed & provided for on a cumulative basis.

2.16 Employee Benefits

Employee benefits include provident fund, pension fund, gratuity fund, compensated absences and medical benefits.

Defined contribution plans

Contributions to defined contribution approved Provident Fund and Pension Fund, defined contribution schemes, are made at pre-determined rates and charged to the statement of profit and loss, as and when incurred.

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to contributions using Projected Unit Credit Method, with actuarial valuations being carried out by an independent valuer. Actuarial gains and losses have been recognised in full in the statement of profit and loss for the year. Past service cost has also been recognised to the extent that the benefits are already vested. The retirement benefit obligation recognised in the balance sheet

represents the present value of the defined benefit obligation as adjusted for as reduced by the fair value of scheme assets.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid leave, performance incentives, bonus, ex-gratia etc.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarial liability determined by an independent valuer being the present value of the defined benefit obligation at the balance sheet date.

The liability towards Workmen Compensation is also funded with New India Insurance and contribution made towards this is charged to the statement of profit and loss of the year.

2.17 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets. All other borrowing costs incurred and which are not identified to the particular qualifying assets is charged to

revenue. Qualifying assets are those that necessarily take a substantial period of time to get ready for their intended use. A longer period than period of twelve months has been considered as a substantial period of time in exceptional and unforeseen circumstances.

2.18 Leases

- a) Operating Leases: In respect of assets acquired on leases, rentals are charged to the statement of profit and loss on straight line basis and with reference to lease terms and other considerations. Assets leased out under operating leases are capitalised. Rental income in respect of assets leased out is recognized on accrual basis over the lease term.
- b) Finance Leases: In respect of the assets acquired under leases, the lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as a lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to the statement of profit and loss.

Statement of Significant Accounting Policies

forming part of the Consolidated Financial Statements

2.19 Research and Development Costs

- a) Research costs are expensed out as and when incurred.
- b) Development costs are expensed out as and when incurred, unless the technical and commercial feasibility of the project is demonstrated, future economic benefits are probable and the costs can be measured reliably.
- c) Research and development expenditure of a capital nature includes the cost of relevant fixed assets.

2.20 Provisions, Contingencies and Commitments

- a) Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- b) Contingent Liabilities are not recognised but are disclosed in the notes to accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

As per our report of even date attached

For **Asit Mehta & Associates**
Chartered Accountants
Firm Regn No. 100733W

Sanjay Rane
Partner
Membership No: 100374

Place: Pune
Dated: November 30, 2015

On behalf of the Board of Directors

S. Rai
Managing Director

P. S. Rao
Company Secretary

Place: Pune
Dated: November 30, 2015

A. D. Harolikar
Director

Alicon Castalloy Limited

Registered Office : Gat No.1426, Village Shikrapur, Taluka Shirur, Dist, Pune-412 208, Maharashtra

(CIN: L99999PN1990PLC059487)

25TH ANNUAL GENERAL MEETING ON 30TH DECEMBER, 2015

Attendance Slip

REG. FOLIO NO.
.....

I CERTIFY THAT I AM REGISTERED SHAREHOLDER / PROXY FRO THE REGISTERED SHAREHOLDER OF THE COMPANY.

I HEREBY RECORD MY PRESENCE AT THE ANNUAL GENERAL MEETING OF THE ABOVE COMPANY AT THE GAT NO. 1426, VILLAGE - SHIRAKPUR, TALUKA - SHIRUR, DISTRICT - PUNE – 412208

MEMBERS / PROXY'S NAME IN BLOCK LETTERS
.....

MEMBERS/ PROXY'S SIGNATURE
.....

Note: Fill in the attendance slip and hand it over at the Entrance of The Meeting Hall.

COMPANY HAS ARRANGED THE VEHICLE FROM PUNE RAILWAY STATION TO COMPANY AND VEHICLE WILL LEAVE LATEST BY 11:00 AM.

Alicon Castalloy Limited

Registered Office : Gat No.1426, Village Shikrapur, Taluka Shirur, Dist, Pune-412 208, Maharashtra

(CIN: L99999PN1990PLC059487)

25TH ANNUAL GENERAL MEETING ON 30TH DECEMBER, 2015

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies

(Management and Administration) Rules, 2014)

Name of the member (s).....

Registered Address.....

E-mail Address.....

Folio/Client Id : DP ID :

I/We, being the member (s) holding.....Shares of the above named company, hereby appoint:

Name :Email ID.....

Address :

.....Signature.....or failing him

Name :Email ID.....

Address :

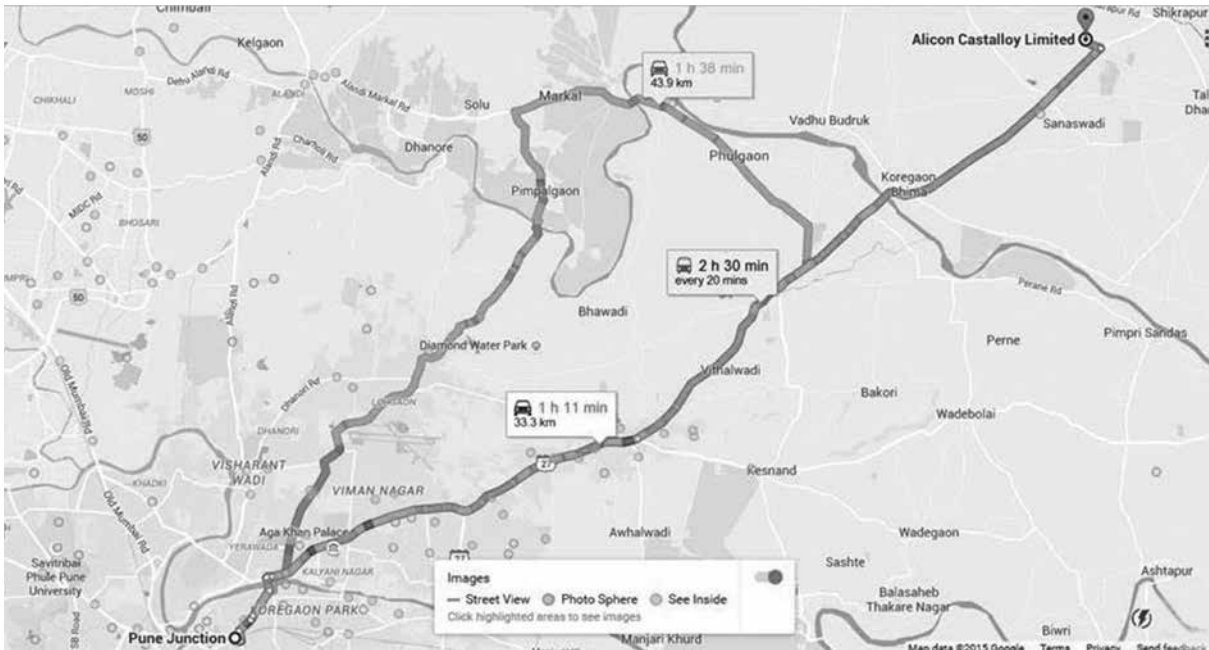
.....Signature.....or failing him

Name :Email ID.....

Address :

.....Signature.....or failing him.

ROUTE MAP



Source: Google Maps



as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on the on Wednesday, 30th day of December, 2015 at 12:30 p.m. at the premises of the Company at Gat No.1426, Village Shikrapur, Taluka Shirur, Dist, Pune-412 208, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

ITEM NO. RESOLUTIONS

	ORDINARY BUSINESS
1.	To receive, consider and adopt the audited Balance Sheet and Statement of Profit & Loss for the year ended on 31 st March, 2015.
2.	To declare dividend.
3.	To appoint a Director in place of Mrs. Pamela Rai, who retires by rotation, but being eligible, offers himself for reappointment.
4.	To appoint Auditors and fix their remuneration.
	SPECIAL BUSINESS
5.	To Appoint Mr. Ajay Nanavati (DIN: 02370729) as Independent Director.
6.	To Appoint and approve Remuneration of Mr. S.Rai (Managing Director).
7.	To approve ESOS scheme for employees.

Signed thisday of....., 2015.



Signature of Member (s)

Signature of Proxy holder (s)

Note: 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.

Alicon Castalloy Limited

Registered Office : Gat No.1426, Village Shikrapur, Taluka Shirur, Dist, Pune-412 208, Maharashtra

(CIN: L99999PN1990PLC059487)

25TH ANNUAL GENERAL MEETING ON 30TH DECEMBER, 2015

ECS MANDATE FORM

(APPLICABLE FOR SHARES IN PHYSICAL FORM ONLY)

To,
M/s. Universal Capital Securities Pvt. Ltd.
21 Shakil Niwas, Opp. Sai Baba Temple,
Mahakali Caves Road, Andheri (E),
Mumbai - 400 093.

Name of the First/ Sole Shareholder.....

Folio No.

Income Tax Permanent Account Number (PAN)
(Please attach a copy of PAN card)

Email ID

ECS Mandate Form (For shares in physical form only)

Bank Name

Branch Name and Address

Bank Account Type (Tick) SB Current Others

Bank Account Number

9 Digit Code Number of the Bank..... and Branch

Appearing on MICR cheque issued by the Bank
(PI attach a photocopy of the cheque)

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through e-mail towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder/ Sole Holder



ALICON CASTALLOY LIMITED

CIN: L99999PN1990PLC059487

Registered Office:

Gat No. 1426, Village Shikrapur,

Taluka - Shirur, District Pune - 412 208