
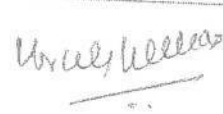

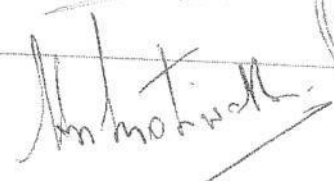


FORM A

**Annual Audit Report
(Under Clause 31 of Listing Agreement)**

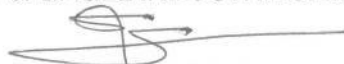
1.	Name of the Company	:	Excel Industries Limited
2.	Annual Financial Statements for the year ended	:	31 st March, 2015
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	Not Applicable
5.	Signed by:		
	Ashwin C. Shroff, Chairman & Managing Director	:	
	Kailas D. Dabholkar, Chief Financial Officer	:	
	Jayesh M Gandhi, Partner , M.No. 37924 S R B C & CO. LLP, Auditors of the Company ICAI Firm Regn No: 324982E.	:	
	H.N.Motiwalla, Chairman of Audit Committee	:	



Place: Mumbai

Date: 1ST JUNE 2015

CERTIFIED TO BE TRUE COPY
For EXCEL INDUSTRIES LIMITED


S. K. SINGHVI
Company Secretary



EXCEL INDUSTRIES LIMITED

54th ANNUAL REPORT 2014-2015

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

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Attendance-slip and Proxy Form are accompanied in loose leaf

54th Annual General Meeting

*on Thursday, 10th September, 2015 at 3.00 p.m.
at Rama and Sundri Watumull Auditorium,
Kishinchand Chellaram College,
Dinshaw Wachha Road,
Churchgate, Mumbai-400 020.*

A REQUEST

We are sure you will read with interest the Annual Report for the year 2014-15. You may desire to have some clarification or additional information at the ensuing Annual General Meeting. We shall very much appreciate, if you will kindly write to us at least ten days in advance in order to enable us to keep the information ready for you at the Meeting. We solicit your kind co-operation.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CHAIRMAN EMERITUS

K. C. SHROFF

G. NARAYANA

BOARD OF DIRECTORS

A. C. SHROFF, *Chairman & Managing Director*

U. A. SHROFF, *Executive Vice Chairperson*

R. A. SHROFF, *Executive Director*

A. G. SHROFF

D. K. SHROFF

R. K. SOOD, *(w.e.f. 27/03/2015)*

R. N. BHOGALE

H. N. MOTIWALLA

P. S. JHAVERI

M. B. PAREKH

S. S. VAIDYA

R. M. PANDIA

CHIEF FINANCIAL OFFICER

KAILAS DABHOLKAR

COMPANY SECRETARY

S. K. SINGHVI

AUDITORS

S R B C & CO LLP

Chartered Accountants

BANKERS

Bank of India

State Bank of India

Axis Bank Limited

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited,

C-13, Pannalal Silk Mills Compound,

Bhandup (W), Mumbai 400 078.

Tel : 2596 3838, Fax : 2594 6969

E-mail : rnt.helpdesk@linkintime.co.in

Web : <http://www.linkintime.co.in>

REGISTERED OFFICE

184-87, Swami Vivekanand Road,

Jogeshwari (West), Mumbai 400 102.

Tel : 6646 4200

E-mail : excel.mumbai@excelind.com

Web : <http://www.excelind.co.in>

FACTORIES

M.I.D.C. Area, Roha, Maharashtra.

M.I.D.C. Area, Lote Parshuram, Maharashtra.

Baherampura, Ahmedabad, Gujarat.

The Third Generation Taking Up The Responsibility With As Much Sincerity-Passion-Devotion

Mr. Ravi Ashwin Shroff

has taken over as Executive Director since September 3, 2014

Dynamic, results-oriented leader with a strong track record of performance in turnaround in the organizations, Mr. Ravi Shroff has 12 years of successful experience providing fiscal, strategic and operations leadership in uniquely challenging situations.

Utilizing his keen analysis and insights, team approach to drive organizational improvements and implementation of best practices, good interpersonal skills, capability of resolving multiple and complex (sales, human resources, legal, financial, operational) issues and motivating the staff towards peak performance, Mr. Ravi Shroff has amply displayed his leadership qualities.

This backed up with excellent academic background makes him an ideal leader. He has a Masters Degree in Chemistry from Boston University, USA and a Bachelors Degree in Chemical Engineering from D. J. Sanghvi College of Engineering, Mumbai.

He started his career in 2003 in one of the family business entity Anshul Specialty Molecules Limited, a loss making unit then, and successfully turned the company profitable in a short span of 3 years. As member of its Board of Directors, he continues to guide the company in further growth and profitability.

Diverse areas, fresh ideas, new directions is what enthuses him.

He joined the management team of Excel Industries Limited in the year 2010 as Senior Vice President; New Business Development in Pharmaceutical & Veterinary API business areas, accelerating and leveraging it into profitable ventures. He also plays an enthusiastic role incentivising the development of Polymer Additives business area.

He is on the Board of Anshul Specialty Molecules Ltd, Transpek Industry Ltd, Baroda, in a governing role and is also a Board member of few other companies.

He is the Chairman of CII (Confederation of Indian Industry) Western Region Family Business Sub Committee. He is also an active member of Family Business Network International since 2010. Recently he has been appointed as Chair person of CII-FBN, (The Next Generation Family Business Network), India Chapter.

Excel group stands to gain from his keen interest and passion in areas of Research & Development, Business Strategy & Development, Business Finance and other related areas.

His personal areas of interest are Amateur Astronomy, Adventure Sports and Travelling. He also is an active member of Mensa International (the high IQ society, providing a forum for intellectual exchange among its members) since 1999.

With a firm conviction that he will continue to “Excel” in his new role and the organization will scale greater heights under his leadership and zest.

‘Excel Family’

with immense Pleasure, Pride, Affection and Happiness,

Welcomes him, Congratulates him and Wishes him

the Very Best for his Further Success.





VIBHA: Vijnana Bharti an organization with a global presence, endeavours to inculcate scientific attitude, aptitude and temperament by rejuvenating the scientific knowledge of our rich ancient culture and traditions while keeping abreast with contemporary advancements in science for sustainable developments.

Bharatiya Vigyan Sammelan, a national conference and expo were held in Panaji Goa organised by Vijnana Bharti from 5th Feb to 8th Feb 2015.

The sammelon was inaugurated and attended by dignitaries like the Hon. Defence Minister of India, Shri Manohar Parrikar, Hon. Minister for Science and Technology of India, Dr. Harsh Vardhan, Dr. Anil Kakodkar, former Atomic Energy Commission Chairman of India.

Mr. Ashwin Shroff was specially invited to chair the plenary session and share his views and experience with a talk on Swatchh Bharat Abhiyan on the same platform as Dr. R.A.Mashelkar Chairman of Swatchh Bharat Abhiyan.



Tête-à-Tête with Hon. Chief Minister, Gujarat

Mr. Ashwin Shroff CMD with Mrs. Usha Shroff Vice Chairperson at a felicitation function of Mrs. Anandiben Patel, Hon'ble Chief Minister Gujarat, in Mumbai on Saturday, 27th September 2014.



74+ Years of Legacy; A Proud Moment For All Excellites

Mr. Ashwin Shroff and Excel Industries was covered as a full length feature in the prestigious journal published by Indian Chemical Council (ICC) a premiere organization of Chemicals Sector.

Mr. Shroff in the interview, discussed at length on the footprints Excel group has created in the Chemicals Sector of the country as well as in the community in the neighborhood.

When the Chemistry is Right Everything Else Follows...

FOSTERING OUR CURRENT CUSTOMERS, BUILDING NEW RELATIONSHIPS



Excel has always focused on exceeding the customers' and stakeholders' expectations for effectiveness and maximizing business performance.

Our customers occupy the place of central importance and pride, in our business. Their priorities and needs fuel our R&D and Manufacturing.

Attending to the customers' needs, nurturing customer satisfaction, consistently producing quality products and timely delivery are key values and at the center of all our principles and practices. Serving our customers is a delight.

Through exhibitions like Chemspec, CPHI, Plast India, others we make a concerted effort to determine and continuously develop fresh customer insights and understanding, for business growth.



*".. Customer is not an interruption in our work; He is the purpose of it..
He is not an outsider in our business. He is part of it.." M. K. Gandhi*

ENTERING FRESH ARENAS

Excel Industries participated in "PlastIndia 2015" for the first time where all the segments of Plastic Industry partook displaying their products and applications.

Held in Feb 2015 at Gandhinagar, Excel made a dent in the "INNOVATION PAVILLION" showcasing the new products' applications developed in-house.

Around 2000 exhibitors from 30 countries participated in the event.



Cherishing our Stake holders : External & Internal



LONG SERVICE AWARDS RECOGNISING - REWARDING - CELEBRATING LOYALTY & COMMITMENT

Long before the employee engagement term was coined Excel understood and recognised the value of its employees who gave their precious years to the organisation.

Company cherishes the services of these employees who have not only given a significant period of their lives but all the dedication, knowledge, skills and experience in the service of the organization.

Our employee recognition programme is not just aligned with our business goals but is a part of our vision and ethos, culture and value system where each employee is a valuable family member regardless of the position he holds.

OUR EMPLOYEES ARE INVALUABLE TO OUR COMPANY



At The Heart Of The Organization

Excel is known to be a Learning Organisation; a matter of Heritage and Pride for all Excellites.

Our employees are our most important asset, the no.1 success factor in our growth, the numero uno in building our Internal and External proficiencies - capacities in the process of attainment of corporate objectives.

In its endeavours to enhance sustainability, organizational productivity and growth several initiatives have been taken in the enhancement of personal efficiency and effectiveness of the employees.

Through various learning and development endeavours, organization focuses on performance culture where employees are engaged and empowered to be the best that they can be.

Dr. Anand Patkar, advisor Excel Industries, took interesting workshops with the senior and top management on "Master The Mind Monkey & Experience Your Excellence" aiming at re- discovering one's own Competence and Potential along with Divinity and "Management Planning & Control".



Cherishing our Stake holders : External & Internal

Respected and Valued

Honouring the request made by our shareholders for a visit to our manufacturing sites, a day's trip to Roha was organized in November, 2014. They were taken around in the company as well as to the neighbouring communities where the organization implements its Corporate Social Responsibility.

The visit was highly appreciated by the shareholders. Some of the responses are given below...



Everything perfectly done/performed.
The staff have been exceedingly courteous
kind and good. The food was excellent.
The factory was exceedingly clean and
neat and well maintained
R.V. CHARI

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Nicely arranged visit. Good hospitality shown
by the staff conducting the visit. We enjoyed
it like a picnic-cum-visit. Full day &
entertainment. Satisfied with the working
of the plant explained by the officials.
We wish all the best for future growth of
the company. Moreover, we hope that the company
management will always remain shareholders
friendly. Thanking you, Rajendra Prasad Joshi
Manoj R. Joshi

c) We have enjoyed and fully satisfied
with Plant Visit and CSR activities.
The visit was very happy and we had
very good interaction with the staff.
The plant is very clean and
the products are of good quality.
We will be happy to visit
again & again.

② Mr. Zahar Mehta
We are definitely much impressed
by the progress so far made by the
Co. The products of the Co. are well
known not only domestically but in
foreign countries too. We sincerely
appreciate the progress made by the
Co. and wish ALL THE BEST for the
years to come.

Our Journey In Green : The Business of Sustainability

Sustainable business practices integrating ecological concerns with social and economic ones (the triple bottom line) is in the very heart of Excel's Business approaches.

“Creating New Markets for Sustainable Waste Management”

Excel participated as a key intellectual contributor in the **Smart Cities Conference**, organized by Vigyan Bharati at Welingkar Institute in Mumbai.

Mr. Ashwin Shroff shared his perspectives and deep knowledge on various urban infrastructure issues such as waste management and sanitation with the audience at the event.

Seen here is Mr. Ashwin C Shroff, Mr. Saurabh Shah and Mr. Harshad Gandhi from Environment & Biotech Division with Mr. Venkaiah Naidu, Urban Development Minister at the Conference.



On lines of PM Mr. Modi's Swachh Bharat Abhiyaan slogan, the Government of Maharashtra organized extensive workshops with political and administrative representatives of Urban Local Bodies in Maharashtra under the Swachh Maharashtra Abhiyaan.

Excel was chosen as a technology partner by the Urban Development Department, Government of Maharashtra to demonstrate sustainable de-centralized waste management technology to the participants of the workshops. Mr. Saurabh Shah presented the Organic Waste Converter Technology to the audience at the conference.

On stage were Mr. Devendra Fadanvis, Chief Minister, Maharashtra, Mr. Aamir Khan, Brand Ambassador of Swachh Maharashtra Abhiyaan and Ms. Manisha Mhaiskar, Secretary UDD, Govt of Maharashtra,



Pune Municipal Corporation has taken a lead across India in adopting various de-centralized and centralized waste management technologies. This has been recognized by the PMO and NITI Aayog too. PMC organized the first of its kind 2-day exhibition bringing together all de-centralized waste management technology providers.

Excel launched its unique wet waste collection and treatment service 'MobiTrash' at the event.

Mr Kunal Kumar IAS (Commissioner, PMC, 1st from right) at the SWM Exhibition organized by PMC.



A pioneer in the field of converting waste into soil enricher on the nature's concept of "Cradle-to-Cradle" Excel firmly believes, to achieve true sustainability, one must reduce our 'Garbage Index'.

Excel has been providing products, processes, equipments & systems for effective multi-level waste management solutions since last 24 years.

The pioneering Organic Waste Converter (OWC) system developed by Excel Industries Ltd. is recognized by various sectors and corporations all over the country and overseas, installed at various five star hotels, reputed building complexes, malls and markets, in government premises, at reputed temples and other places.



Uttar Pradesh Governor Honourable Shri Ram Naik convinced by the technology of Excel, took the initiative of installing Excel's Organic Waste Converter System to get all the organic waste generated within the large premises of Raj Bhavan, to be treated within the premises itself.

Shri Ram Naik is seen here with Chief Minister Shri Akhilesh Yadav in the inauguration ceremony on the premises of Raj Bhavan Lucknow.



As flood waters receded in the battered state of Jammu and Kashmir in 2014, larger worries of death and disease haunted the state in the aftermath of the worst crisis to have hit the state in the last six decades.

Excel products like Sanitreat and Bioculum were air lifted and extensively used to prevent the outcome of epidemic caused due to the death, decay and the devastating floods.



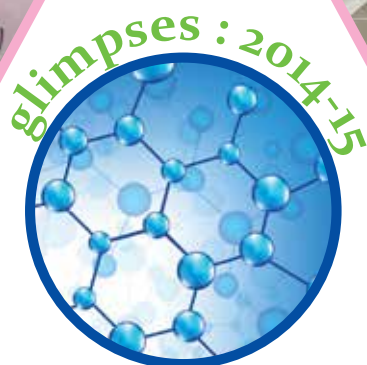
Ready To Serve The New Markets with

Quality, Safety, Efficacy, Reliability, Consistency
GMP (Good Manufacturing Practices) and all Statutory Requirements
Company continues to upgrade itself towards fulfilling customers' satisfaction

A GLANCE INTO THE PHARMA PLANT AT LOTE SITE



XCELLENCE



TOWARDS IMPROVING THE QUALITY OF LIFE OF PEOPLE IN THE SURROUNDINGS OF EXCEL INDUSTRIES LOTE & EXCEL INDUSTRIES ROHA

Taking care of the villages and communities in the neighbourhood so that people live in good health, happiness, prosperity & peace, is the directive and in-built strength woven in the
the
DNA and Ethos of the Excel Group

Corporate Social Responsibility : Excel Belief

Excel believes, progress is only possible if we are a well orchestrated and sustainable society. Sustainable development is about maintaining an equilibrium between human activity and natural environment, engaging a fine balance between the economic, social and environmental needs and expectations of various stakeholders over the long term.

Your Company has thus maintained the tradition of supporting activities and organizations contributing in urban & rural development and various socially relevant projects, through organizations like Vivekananda Research & Training Institute (VRTI), Shrujan, Samarth Gram Vikas Trust, Self Help Centre, Shroff Family Trust, C. C. Shroff Memorial Hospital, and others operating in states of Maharashtra, Gujarat, Andhra Pradesh.

Through its activities in the areas of Water Harvesting, Salinity Prevention & Mitigation, Agriculture & Soil Reclamation, Weather Prediction & Climate Change Reversal, Animal Husbandry, Fishing, Education, Health & Nutrition, Women Empowerment, Handicrafts, Sustainable Economy & Livelihood, your company continues to champion social justice and dignity for the poor, vulnerable and marginalized with the spirit of duty towards the community and humanity at large.

Past honours and laurels are but an affirmation to our persistent efforts put in the cause. They provide an ongoing encouragement to our sustained commitment to be a Responsible Corporate Citizen, to give back what we gain from the society, in order to create a better future for everyone.

glimpses : 2014-15



74 Years of Trust



EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTICE

NOTICE is hereby given that the **54th ANNUAL GENERAL MEETING** of the members of EXCEL INDUSTRIES LIMITED will be held at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400 020 on **Thursday, the 10th September, 2015 at 3.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the **audited** standalone and consolidated **financial statements** of the Company for the financial year ended 31st March, 2015, together with the reports of the Board of Directors and Auditors thereon.
2. To declare a final **Dividend** for the financial year ended 31st March, 2015, on Equity Shares of the Company.
3. To appoint a Director in place of **Mr Atul G Shroff** (DIN 00019645), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider **ratification of appointment of Auditors** of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s S R B C & CO LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the 56th annual general meeting of the Company at a remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

5. To consider appointment of **Mr R K Sood as a Nominee Director** and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 152 and 161(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr R K Sood** (DIN 07127966), who was appointed as nominee director by the Board with effect from 27th March, 2015 and who holds office until the date of this annual general meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as nominee director of the Company, liable to retire by rotation.”
6. To consider **material related party transactions** for the year 2014-15 and, if thought fit, to pass the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, consent of the members of the Company be and is hereby accorded to the material related party transactions entered into during the financial year 2014-15 between the Company and Excel Crop Care Limited, a related party of the Company under Clause 49 of the Listing Agreement, as per following particulars and the details set out under Item No. 6 of the Explanatory Statement annexed to this Notice:
(i) Nature of transactions: Sale and purchase of goods and services, and other transactions
(ii) Value of transactions (₹ in Lakh): ₹ 6677.42.”
7. To consider **material related party transactions** for the year 2015-16 and, if thought fit, to pass the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, consent of the members of Company be and is hereby accorded to all the material related party transactions entered into and to be entered into during the financial year 2015-16, between the Company and Excel Crop Care Limited, a related party of the Company under Clause 49 of the Listing Agreement, value of which transactions, in aggregate, is expected to exceed 10% of the annual consolidated turnover of the Company for the financial year 2014-15; RESOLVED FURTHER THAT the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.”

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

8. To ratify the remuneration of the **Cost Auditors** and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Cost Auditors M/s Kishore Bhatia & Associates (Firm Registration Number: 00294) for the financial year 2015-16 fixed at ₹ 220,000/- plus service tax and out-of-pocket expenses, by the Board of Directors at its meeting held on 30th July, 2015 be and is hereby approved and ratified.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE, ONLY ON A POLL, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Pursuant to the provisions of Section 102 of the Companies Act, 2013, an explanatory statement relating to the special business to be transacted at the meeting is annexed hereto.
3. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director retiring by rotation and being reappointed has been provided in the Corporate Governance Report forming part of this annual report.
4. The register of members and the share transfer books of the Company will remain closed from **Saturday, the 5th September, 2015 to Thursday, the 10th September, 2015** (both days inclusive).
5. Payment of dividend as recommended by the Directors, if declared at the meeting, will be made on or after **14th September, 2015** as follows: (a) to the Members holding shares in physical form and whose names appear in the Register of Members on the close of the day on Thursday the **10th September, 2015**; and (b) to the Members holding shares in dematerialised form and whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the close of business hours on **4th September, 2015**.
6. Payment of dividend will be made through National Electronic Clearing Service (NECS) by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and who wish to avail of NECS facility to receive dividend from the Company may furnish the information to Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through NECS mechanism.
7. All the documents referred to in this notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, during 2.00 p.m. to 4.00 p.m. up to the date of the Annual General Meeting.
8. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to the Company in respect of their holding in physical shares, quoting Folio No.
9. Electronic copy of annual report for 2014-15 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 members who have not registered their e-mail address, physical copies of the annual report for 2014-15 are being sent to them.
10. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register their e-mail address with the Registrar of the Company i.e. M/s Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400 078.
11. Pursuant to the provisions of Sections 123 and 125 of the Companies Act, 2013, the amounts of dividends remaining unclaimed for a period of seven years shall to be transferred to the Investor Education and Protection Fund.

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The details of dividend paid for the financial year 2008-09 onwards are given below:

Date of Declaration	Dividend for the year	Dividend ₹/Per Share	Due date of the proposed transfer to the Investor Education & Protection Fund
24.08.2009	2008-09	0.50	29.09.2016
19.07.2010	2009-10	2.00	24.08.2017
22.07.2011	2010-11	3.75	27.08.2018
20.07.2012	2011-12	2.00	25.08.2019
26.07.2013	2012-13	3.00	31.08.2020
26.09.2014	2013-14	3.75	31.10.2021

Members who have not encashed the dividend warrants for the year 2008-2009 and/or any subsequent year(s) are requested to write to the Company for revalidation of dividend warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund.

12. Facility for voting:

- (A) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder, and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).
- (B) The Company will also provide voting facility through ballot paper at the meeting and members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- (C) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

13. Instructions for remote e-voting: Following are the instructions for remote e-voting for members receiving an e-mail or a physical copy of this notice of Annual General Meeting:

- (a) The voting period begins on **Monday, the 7th September, 2015 at 9.00 a.m. and ends on Wednesday, the 9th September, 2015 at 5.00 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 the 4th September, 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (c) Click on Shareholders
- (d) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in physical form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and click on Login.
- (f) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

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	For Members holding shares in Demat Form and Physical Form
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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (d).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach 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 to be also 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.
- (j) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the Company 'Excel Industries Limited'.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Mr Prashant Diwan, Practising Company Secretary, (Membership No. FCS 1403) has been appointed as the Scrutinizer to scrutinize the remote e-voting process to be conducted for the Annual General Meeting, in a fair and transparent manner. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 4th September, 2015**.

The Scrutinizer shall, within a period not exceeding three days from the conclusion of the annual general meeting, unblock the votes in the presence of at least 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, to the Chairman or person authorized by him in writing.

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The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.excelind.co.in and on the website of CDSL immediately after the result is declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

REQUEST TO THE MEMBERS

1. Members are requested to bring their attendance slip.
2. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates to the Company Secretary or to the Registrar and Transfer Agent, M/s Link Intime India Private Limited for consolidation of such folios into one to facilitate better services.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Registered Office:

184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 30th July, 2015

Route Map to the venue of the AGM



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr R K Sood, nominated by LIC of India in place of Mr N B Sathe (erstwhile Nominee Director), has been appointed as nominee director by the Board of Directors of the Company in its meeting held on 27th March, 2015 and he holds office until the date of this annual general meeting, therefore, his appointment is proposed for continuation of his Directorship. Mr R K Sood, is B.Com. (Hons.) and presently working as Executive Director with LIC of India, Mumbai, and has vast experience in field of management and administration.

A brief resume of Mr R K Sood including names of companies in which he holds directorships in the Board or Membership in the Committees is as follows:

Date of Birth	31.07.1959
Academic Qualifications	B.Com. (Hons)
Experience and Expertise	Vast experience in field of management and administration
Terms & Conditions of Appointment	He shall be liable to retire by rotation. Being Non-Executive Director, he is entitled to profit related commission; and sitting fee for attending Board meetings both of which are paid to LIC of India
Date of Appointment	27.03.2015
Other Public Companies in which Directorship is held	NIL
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	NIL
No. of Shares held in the Company	NIL
DIN	07127966
Relation with other Directors or Key Managerial Personnel	Nil
Number of Board Meeting attended during the financial year	1

A notice along with the requisite deposit has been received from a member pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Mr R K Sood for the office of Director of the Company.

Mr R K Sood does not hold any share in the Company.

The Company has received from Mr R K Sood:

- (i) Consent to act as Director
- (ii) Declaration that he is not disqualified for appointment as Director

Except Mr R K Sood, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Board commends the resolution for approval of the members.

Item No. 6

The Agri business of the Company for manufacture and marketing of insecticide and pesticide products was transferred to Excel Crop Care Limited (ECCL) under a scheme of demerger in the year 2003, and the Company retained the Agro chemical intermediates business. Some of the Chemical Intermediates manufactured by the Company, which before demerger were

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captivity consumed, are now used by ECCL as its raw materials. Transactions involved between the Company and ECCL are mainly related to sales of these chemicals. The details of the transactions entered into with ECCL during the financial year 2014-15 are as under:

Sr. No.	Nature of Transactions	Amount/Lacs
1.	Sale of goods	6285.47
2.	Sale of services	226.00
3.	Sale of fixed assets	94.01
4.	Dividend received	30.72
5.	Purchase of services	31.38
6.	Dividend paid	9.84
	Total	6677.42

Clause 49 of the Listing Agreement requires shareholders' approval by a special resolution for all the material related party transactions. Related party transactions are considered material if the transaction(s) to be entered together with previous transactions already entered during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Audit Committee has accorded prior approval to all such related party transactions with ECCL.

All the transactions entered into by the Company with ECCL are in the ordinary course of business and at arm's length. Pursuant to clause 49 of the Listing Agreement, all entities falling under the category of 'related parties' (as defined therein) shall abstain from voting in respect of the resolution at Item No. 6 of the Notice, irrespective of whether the related party is a party to the particular transaction or not.

List of related party transactions entered into with ECCL are available for inspection by the members at the registered office of the Company on all working days between 2.00 p.m. and 4 p.m. except Saturdays and Sundays up to the date of the annual general meeting. The List is also posted on the Company's website <http://www.excelind.co.in>.

Except Mr A C Shroff, Mrs U A Shroff, Mr D K Shroff, A G Shroff and Mr Ravi A Shroff, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Shareholding interest of the Director, Promoter and Key Managerial Personnel exceeding 2% of the total share capital of ECCL is as under:

Name of Entity	% of shareholding
Utkarsh Global Holdings Private Limited	7.85%

The Company holds 245760 shares in ECCL which constitutes 2.23% of their total share capital.

The Board commends the resolution for approval of the members.

Item No. 7

Clause 49 of the Listing Agreement requires shareholders' approval by a special resolution for all the material related party transactions. Related party transactions are considered material if the transaction(s) to be entered together with previous transactions already entered during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The related party transactions of the Company entered into and to be entered into during the financial year 2015-16 with Excel Crop Care Limited (ECCL), a related party of the Company under Clause 49 of the Listing Agreement, is expected to exceed 10% of the annual consolidated turnover of the Company for the last financial year 2014-15. It is, therefore, proposed to obtain

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approval of the members by a special resolution for all the related party transactions entered into and to be entered into with ECCL during the financial year 2015-16.

The Audit Committee of the Directors has accorded omnibus prior approval to all the related party transactions entered into and to be entered into with ECCL, during the year 2015-16.

The transactions entered into and to be entered into by the Company with ECCL are/would be in the ordinary course of business and at arm's length. Pursuant to Clause 49 of the Listing Agreement, all entities falling under the category of 'related parties' (as defined therein) shall abstain from voting in respect of the resolution at Item No. 7 of the Notice, irrespective of whether the related party is a party to the particular transaction or not.

List of the related party transactions entered into and to be entered into during the financial year 2015-16 with ECCL are available for inspection by the members at the registered office of the Company on all working days between 2.00 p.m. and 4 p.m. except Saturdays and Sundays up to the date of the annual general meeting. The List is also posted on the Company's website <http://www.excelind.co.in>.

Except Mr A C Shroff, Mrs U A Shroff, Mr D K Shroff, Mr. A. G. Shroff and Mr Ravi A Shroff, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Shareholding interest of the Director, Promoter and Key Managerial Personnel exceeding 2% of the total share capital of ECCL is as under:

Name of Entity	% of shareholding
Utkarsh Global Holdings Private Limited	7.85%

The Company holds 245760 shares in ECCL which constitutes 2.23% of their total share capital.

The Board commends the resolution for approval of the members.

Item No. 8

The Board of Directors at its meeting held on 30th July, 2015 appointed **M/s Kishore Bhatia & Associates, Practicing Cost Accountants**, as Cost Auditors of the Company, in term of Section 148 of the Companies Act, 2013 and fixed a **sum of ₹ 220,000/-** as remuneration payable for the financial year 2015-16.

The remuneration, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with the Section 148(3) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for approval of the members.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Registered Office:

184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 30th July, 2015

EXCEL INDUSTRIES LIMITED

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DIRECTORS' REPORT

To,
The Members,
Excel Industries Limited

Your Directors are pleased to present herewith the 54th Annual Report on the business and operations of your Company and the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Auditors Report thereon.

KEY FINANCIAL HIGHLIGHTS

The Company's financial performance, for the year ended March 31, 2015 is summarised below:

(₹ in Lacs)

	2014-15		2013-14	
Gross Profit for the year	6499.23		3156.48	
Less: Depreciation/Amortization	1469.90		1103.06	
Profit before Tax	5029.33	5029.33	2053.42	2053.42
Provision for Taxation:				
Current Tax	(1239.15)		(581.00)	
Adjustment of tax related to earlier year	655.12		186.06	
Deferred Tax	(388.87)	(972.90)	89.67	(305.27)
Profit After Tax		4056.43		1748.15
Add:				
Balance brought forward from the previous year		1314.29		1244.60
Balance available for Appropriation		5370.72		2992.75
Appropriations:				
Adjustment to depreciation (Net of tax ₹ 137.93 lacs)	267.85		—	
Interim Dividend	327.17		—	
Tax on Interim Dividend	65.42		—	
Proposed Dividend	476.23		408.96	
Tax on Proposed Dividend	96.95		69.50	
Transfer to General Reserve	2000.00		1200.00	
		3233.62		1678.46
Carried forward to next year		2137.10		1314.29

DIVIDEND

Your Directors have declared and paid an interim dividend of ₹ 3.00 per equity share of face value ₹ 5/- each in the Month of November, 2014.

In addition, your Directors have recommended a final dividend of ₹ 4.00 per equity share of Face Value ₹ 5/- each. If approved, the total dividend (interim and final dividend) for the financial year ended 2014-15 will be ₹ 7.00 per equity share as against the total dividend of ₹ 3.75 paid for the financial year ended 2013-14. The dividend payout is subject to the approval of the members at the ensuing Annual General Meeting.

AMOUNT TRANSFERRED TO RESERVE

Your Company proposes to transfer ₹ 20.00 crores to the general reserve, and an amount of ₹ 21.37 crores is proposed to be retained in the Statement of Profit and Loss Account.

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OPERATIONS

During the year under review, the net sales increased from ₹ 409.79 crores to ₹ 476.13 crores, registering a growth of 16.19%. The exports increased from ₹ 67.40 crores to ₹ 78.00 crores registering an increase of 15.73%. Further, the Company made a profit of ₹ 50.29 crores before taxation compared to ₹ 20.53 crores in the previous year. Net profit after tax amounted to ₹ 40.56 crores as compared to ₹ 17.48 crores in the previous year registering a robust growth of 132%.

NEW PROJECTS/EXPANSIONS/IMPROVEMENTS

- During the Financial Year 2014-15, the Company has completed de-bottle necking of its Organo Phosphorous Intermediate plants which will enable it to effectively service the demand for these intermediates and retain its dominant position in these segments.
- In the recent years, the Company has invested in creation of a new Pharma API facility in Lote. The Company is seeing the benefits from these investments. The Company has been able to secure approvals from major pharmaceutical companies for supply of intermediates/APIs. The Company is now working on getting WHO GMP approvals for this facility which will open up further opportunities including export markets.
- The Company has identified Polymer Inputs/Additives as a growth area and has been focussing on building relations with potential clients for product approvals as well as establishment of long term relations. Some of these discussions are in an advanced stage. As a result of these initiatives, the Company expects increased and a regular flow of commercial orders shortly. In Financial Year 2015-16, the Company plans to invest in facilities to cater to the expected additional demand.
- Systems Implementation has been receiving the due attention of the Company. Adoption of new initiatives and systems have ensured that a strong foundation for further growth is in place. The Company now plans to take this further and will focus on initiatives in the area of safety and security of transportation/distribution of the chemicals produced by it.

OUTLOOK

- The year 2014-15 saw sub-optimal monsoon/unseasonable rains in India and drought conditions in Brazil which is a major export market for Indian producers of OP Insecticides. This has led to build up of inventories across the agrochemical value chain. These factors have caused an adverse impact on the immediate, current demand of the OP insecticide intermediates produced by the Company. Due to the demand supply situation, the prices of imported intermediates from China have fallen drastically in the recent months which will affect the price realisations of the Company. The Company is taking adequate steps to withstand the fallout of this situation. The Company expects the demand situation to improve once this built up inventory is depleted and has geared itself to be in a position to meet the anticipated peak in demand.
- The Company has been able to establish a leadership position in one of the APIs produced by it with a presence from the basic building blocks to the final API. The Company has put in place plans to introduce a few more intermediates and actives and expects increase in turnover from the Pharma Business in the years to come.

HUMAN RESOURCES

People are the catalyst in transformation of the Company from good to great. Hence, HR department is committed to attract the best talent. We practice competency based hiring process where psychometric assessment is also done wherever necessary, especially while recruiting senior employees.

Efforts are successfully deployed to bring homogeneity in all the policies, procedures and systems of HRM to bring them in synchronization with overall business strategy.

To ensure that the Company demonstrates market efficiency, we have kept 'Customer Focus' as a key value at the center of our all principles and practices. The various practices and systems of all locations are consolidated. This action ensures uniformity of quality and efficacy of execution.

Strategically, Human Resource Department has woven entire Performance Management System (PMS) prudently around the value of 'customer focus'. This serves not only the significant motivator for an employee to unleash his talent and potential but also ensures market competitiveness.

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The role of HR department doesn't cease with attracting a good talent but also entails the enhancement of its professional expertise. Hence, key concentration area for HR is Learning & Development of the employees.

The Industrial Relations are harmonious and cordial and will continue so owing to the equitable pay practices and welfare measures undertaken by the Company.

We are committed for the provision of equitable, bias-free and empowering work culture which rewards merit as well as experience, innovation as well as loyalty.

ENVIRONMENT, HEALTH AND SAFETY

The Company continues to accord utmost priority to Environment, Health and Safety systems and strives to improve the performance through safety audits, training programmes and safety management systems.

The Chemical Industry demonstrates its commitment to safe and sustainable operations through the "Responsible Care" initiative administered globally by the International Council of Chemical Associations. The Company is proud user of the prestigious "Responsible Care" Logo.

QUALITY

The Management of the Company is quality conscious and attaches utmost importance to the quality of the products. The Company continues to maintain industry-best standards in managing the quality of its products and services and has received appreciation and awards from its customers.

INSURANCE

The Company continues to carry adequate insurance cover for all its assets against foreseeable perils like fire, flood, earthquake, fidelity etc. The Company continues to maintain consequential Loss (Fire) Policy and the Liability Policy as per the provisions of Public Liability Act.

PUBLIC DEPOSITS

Details of deposits, covered under Chapter V of the Act are as under:

- (a) The Company has stopped accepting and renewing the fixed deposits with effect from 1st April, 2014, and it will refund all the existing fixed deposits as per their maturity dates.
- (b) The amount of existing deposits from the public and the shareholders of the Company at the end of the FY 2014-15 aggregates to ₹ 1055.70 lacs.
28 Depositors did not claim their deposits after the date on which the deposits became due for payment. The amount due on such deposits and remaining unclaimed as on 31st March, 2015, was ₹ 7.55 lacs.
- (c) There has been no default in repayment of deposits or payment of interest thereon during the year under review.
- (d) All existing deposits of the Company are in compliance with the requirements of Chapter V of the Act.

PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS

The Company in the financial year 2013-14 had issued and allotted 20,00,000 fully convertible warrants of the face value of ₹ 69/- each on preferential basis aggregating to ₹ 1380 lacs to Utkarsh Global Holdings Private Limited, a promoter group Company pursuant to special resolution passed in the Extraordinary General Meeting held on 15 March 2014, in compliance with Section 81(1A) of the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009.

Each such warrant is convertible at the option of the holder of the warrants into one equity share of ₹ 5/- each of the Company at a premium of ₹ 64/- per equity share. The Company has received ₹ 345 lacs being 25% of consideration of the warrant.

During the year 2014-15, the Company, at the option of the allottee, has issued and allotted 10,00,000 equity shares of ₹ 5/- each of the Company at a premium of ₹ 64/- per equity share by conversion of 10,00,000 warrants out of 20,00,000 convertible warrants held by the allottee. The proceeds from the preferential issue have been utilized for the purpose for which it was raised.

The Company has further issued and allotted 825,000 equity shares of ₹ 5/- each of the Company at a premium of ₹ 64/- per equity share on 24th July, 2015 to Utkarsh Global Holdings Private Limited by conversion of 825,000 warrants.

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PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your Company has not made any Loans, Guarantees and Investments during the financial year 2014-15.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has two subsidiaries namely, Kamalijot Investments Limited and Excel Bio Resource Limited and salient features of the financial statements of the subsidiaries as required under Section 129(3) of the Companies Act, 2013 are furnished in Form AOC-I as **Annexure I**, forming part of this Report.

The Policy for determining material subsidiaries is available on the Company's website at the link <http://excelind.co.in/companyPolicies.html>.

The financial statements of the subsidiary companies are not attached with this Annual Report. The Company will make available the annual accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and are also available on the Company's website: <http://excelind.co.in/annualReports.html>. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

NUMBER OF MEETINGS OF THE BOARD

During the FY 2014-15 five meetings of the Board of Directors were held, details of the meetings held are provided in the Corporate Governance Report forming part of this annual report.

APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. A. G Shroff, Director of the Company, will retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offers himself for re-appointment. The brief resume of the Director and other related information is provided in the Corporate Governance Report forming part of this Annual Report. Your Directors recommend his re-appointment as Non-Executive Director.

During the year 2014-15, Mr. Nilesh B. Sathe, Nominee Director of LIC resigned and Mr. R. K. Sood was nominated in his place for the Directorship. Accordingly, the Company has appointed him as a Nominee Director and he will hold office up to this Annual General Meeting. The Company has received a notice from a member of the Company proposing his candidature for the office of Director. Mr. R. K. Sood is proposed to be appointed as the Nominee Director of the Company at the ensuing AGM. Your Directors recommend his appointment as a Nominee Director of the Company.

The Board places on record its appreciation for the valuable contribution made by Mr. Nilesh B. Sathe during the association with the Company.

NOMINATION AND REMUNERATION POLICY

On recommendation of Nomination and Remuneration Committee, the Board of Director at its Meeting held on 30th January, 2015 has approved a Nomination and Remuneration Policy for the appointment and remuneration of the directors, key managerial personnel and other employees.

The key objectives of the Policy are to lay down the criteria for appointment and remuneration of Directors, Key Managerial Personnel and Executives at Senior Management level and recommend to the Board their appointment, and also to formulate criteria for evaluation of performance of Independent Directors and the Board and to devise a policy on Board diversity.

The Policy, *inter-alia*, includes criteria for determining qualifications, positive attributes, independence of a director, and expertise and experience required for appointment of Directors, KMP and Senior Management.

As per the Policy, the remuneration/compensation to Whole-time Directors shall be recommended by the Nomination and Remuneration Committee to the Board for its approval. However, the remuneration/compensation to Whole-time Directors shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required. Further, the Non-Executive Directors shall be entitled to the fees for attending meetings of Board and Committees, and also to the commission within the overall limit prescribed in the Companies Act, 2013.

The Nomination and Remuneration Policy is available on the Company's website <http://excelind.co.in/companyPolicies.html>.

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Particulars of the Company's Remuneration Policy and information required under Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and particulars of remuneration required under Section 197 of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/Employees of the Company are set out in **Annexure II**, forming part of this Report.

EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Nomination and Remuneration Committee has defined the evaluation criteria for the Performance Evaluation of the Board, its Committees and individual Directors.

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out a formal annual evaluation of its own performance and that of its Committees and individual Directors.

The evaluation of each of the directors was done, *inter-alia*, on the basis of their advisory role and contribution in the decision making. Further, the evaluation of the Board as a whole and all the Committees of the Directors was done, *inter-alia*, on the basis of the overall directions and guidance provided to the senior executives and supervision over their performance.

INDEPENDENT DIRECTOR

(i) Declaration from Independent Directors

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

(ii) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, *inter-alia*, includes preparedness and attendance at the meetings, understanding of Company's operations and business and contribution at Board Meetings.

(iii) Details of Familiarization Programme

The details of programme for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link <http://excelind.co.in/companyPolicies.html>.

RELATED PARTY TRANSACTION

All the Related Party Transactions entered into during the financial year 2014-15 were at arm's length and in ordinary course of business.

The details of material transactions with related party are provided in Form AOC 2 as **Annexure III**, forming part of this Report.

All related party transactions as required under Accounting Standards 18 have been reported in the Notes to financial statements of the Company.

The Policy on materiality of related party transactions as approved by the Board is available on the Company's website at the link <http://excelind.co.in/companyPolicies.html>.

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement has framed "Whistle Blower Policy" for Directors and employees of the Company for reporting the genuine concerns or grievances or cases of actual or suspected, fraud or violation of the Company's code of conduct and ethics policy. The Whistle Blower Policy of the Company is available on the Company's website <http://excelind.co.in/companyPolicies.html>.

CORPORATE SOCIAL RESPONSIBILITY

The Company firmly believes that the industry owes duty of welfare to the society at large and it shall pursue the commitment of Social Responsibility and carry out the social work directly and/or through other registered welfare organizations.

The Company's policy on Corporate Social Responsibility states various CSR activities that the Company may undertake to discharge its responsibilities towards the society.

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In the FY 2014-15, the Company has undertaken various CSR activities at Roha, Lote and Mumbai. The CSR activities include water harvesting, rural development, promotion of education, animal welfare, women empowerment, entrepreneurship development, Swatchha Bharat/sanitation programme and protection of environment.

For the year ended 31st March, 2015, the Company has spent ₹ 38.91 lacs on aforesaid CSR activities directly and through other registered welfare organizations like Vivekanand Research & Training Institute, Asmita, Bhartiya Vidya Bhavan, etc.

Details on CSR spending as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in **Annexure IV**, forming part of this Report.

RISK MANAGEMENT

As per the requirement of Clause 49 of the Listing Agreement, your Company has constituted a Risk Management Committee to formulate a policy for risk management for implementing and monitoring the risk management plan of the Company.

The risk management committee is composed of three Directors including two independent Directors and one senior executive of the Company.

Your Company recognizes that the risk is an integral part of business and is committed to managing the risks proactive and efficient manner. Your Company periodically assesses the risks in the internal and external environment along with the treating the risks and incorporates risk management plans in its strategy, business and operational plans.

Your Company, through its risk management process strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

AUDIT COMMITTEE

The Audit Committee of Directors comprises of Mr. H. N. Motiwalla (Chairman of the Committee), Mr. P. S. Jhaveri, Mr. R. N. Bhogale and Mrs. Usha A. Shroff. All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company. The terms of reference and other details of the Audit Committee are available in the Corporate Governance Report, forming part of this annual report.

STATUTORY AUDITORS

M/s SRBC & CO. LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 324982E) was appointed as the Statutory Auditors of the Company for a term of three consecutive years commencing from the conclusion of the 53rd Annual General Meeting of the Company till the conclusion of 56th AGM subject to ratification by the Members at every Annual General Meeting. Necessary resolution for ratification of appointment of the Auditors is set out in the Notice of AGM for seeking approval of the members.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board has appointed, Mr. Prashant Diwan, Practising Company Secretary as the Secretarial Auditor of the Company for the year 2014-15 to conduct the Secretarial Audit of the Company. The Secretarial Audit Report of the Company issued by Mr. Prashant Diwan for the financial year ended 31st March, 2015 is attached with this Report as **Annexure V**.

COST AUDITORS

The Board of Directors at their meeting held on 30th July, 2015 has appointed M/s. Kishore Bhatia & Associates (Firm Registration No. 00294), Practicing Cost Accountants, as the Cost Auditors of the Company for the financial year 2015-16 for all the applicable products of the Company. The Cost Report for the year ended 31.03.2014 which was required to be filed with the Ministry of Corporate Affairs on or before 27th September, 2014, was filed on 25.09.2014.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Your Company continues to follow the principles of good Corporate Governance and the Board of Directors lays strong emphasis on transparency, accountability and integrity. Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchanges. Pursuant to Clause 49 of the Listing Agreement, Management Discussion and Analysis and Corporate Governance Report together with Auditors' Certificate thereon form part of this Report.

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EXTRACT OF ANNUAL RETURN

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, extract of Annual Return in Form MGT 9 is set out in **Annexure VI**, forming part of this Report.

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

The information on conservation of energy and technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out in **Annexure VII**, forming part of this Report.

MATERIAL ORDERS PASSED BY THE REGULATORY AUTHORITIES OR COURT/MATERIAL CHANGES OR COMMITMENTS

No significant material order has been passed by the regulators/courts which can impact the going concern status of the Company and its future operations. There are no material changes or commitments occurring after 31st March, 2015 which may affect the financial position of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has adequate systems of internal controls to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for proper maintenance of books of account for financial reporting.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2015, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual on a going concern basis; and
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

The reports of Statutory Auditors and Secretarial Auditors are free from any qualification, reservation or adverse remark or disclaimer.

ACKNOWLEDGEMENTS

Your Directors acknowledge with gratitude the support and co-operation received from the Shareholders, Government Authorities, Bankers, Investors, Customers and Suppliers.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

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ANNEXURE I TO DIRECTORS' REPORT**Form AOC 1**

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

Statement containing salient features of the financial statement of subsidiaries

Sr. No.	Particulars	Name of the Subsidiary	
		Kamaljiyot Investments Limited	Excel Bio Resources Limited
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	N.A.	N.A.
3.	Share capital	19,998,200	5,100,000
4.	Reserves and Surplus	25,517,874	1,309,887
5.	Total Assets	129,876,512	6,462,998
6.	Total Liabilities	129,876,512	6,462,998
7.	Investments	116,303,265	200,000
8.	Turnover	6,971,637	977,904
9.	Profit before taxation	6,185,111	868,653
10.	Provision for taxation	648,010	253,053
11.	Profit after taxation	5,537,101	615,600
12.	Proposed Dividend	Nil	Nil
13.	% of shareholding	100%	100%

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

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ANNEXURE II TO DIRECTORS' REPORT**Disclosure required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. **Ratio of the remuneration of each director to the median remuneration of the employees for the FY 2014-15 and percentage increase in the remuneration of each director in the FY 2014-15:**

Name of Directors	Designation	Ratio of remuneration of the Director to the median remuneration	% increase in Remuneration
A. C. Shroff	Chairman & Managing Director	29.81	52
U. A. Shroff	Executive Vice Chairperson	27.09	48
R. A. Shroff	Executive Director	9.68	*
S. R. Potdar	Executive Director	10.14	*
D. K. Shroff	Non-Executive Director	1.01	33
A. G. Shroff	Non-Executive Director	0.60	(11)
N. B. Sathe	Nominee Director	0.68	*
R. K. Sood	Nominee Director	0.05	*
H. N. Motiwalla	Independent Director	2.01	52
R. N. Bhogale	Independent Director	1.74	75
M. B. Parekh	Independent Director	0.73	35
P. S. Jhaveri	Independent Director	1.56	63
S. S. Vaidya	Independent Director	0.15	*
R. M. Pandia	Independent Director	0.25	*

* Percentage increase in remuneration is not reported as they were holding directorship for the part of the FY 2014-15/ 2013-14.

2. **Percentage increase in the remuneration of Chief Financial Officer and Company Secretary in the FY 2014-15:**

Name	Designation	% increase in Remuneration
K. D. Dabholkar	Chief Financial Officer	3
S. K. Singhvi	Company Secretary	3

Notes:

- Mr. R. A. Shroff, was appointed as Director of the Company from 03/09/2014, Mr. S. S. Vaidya, Mr. R. M. Pandia from 08/08/2014 and Mr. R. K. Sood from 27/03/2015. Mr. S. R. Potdar and Mr. N. B. Sathe were holding the Directorship till 02/09/2014 and 27/12/2014 respectively.
 - Remuneration includes commission paid to all Directors and sitting fees paid to Non-Executive Directors.
 - Commission to the Non-Executive Directors pertains to the FY 2013-14, has been paid in the FY 2014-15.
 - Sitting fee for Board Meetings, Audit Committee Meetings and Nomination and Remuneration Committee Meetings was increased from ₹ 5,000/- to ₹ 20,000/- and Sitting fee for Stakeholders' Relationship Committee Meetings was increased from ₹ 5,000/- to ₹ 10,000/- w.e.f. 23rd May, 2014.
3. **The median remuneration of employees of the Company has been increased by 20% in the FY 2014-15 over the median remuneration of employees of the Company in FY 2013-14.**

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4. **There were 920 permanent employees on the rolls of the Company at the end of the FY 2014-15.**
5. **Explanation on the relationship between average increase in remuneration of all employees and Companies performance**

The increase in average remuneration of all employees in the FY 2014-15 as compared to the FY 2013-14 was 13%.

The Indices of the Company's performance are:

(₹ in Lacs)

	2014-15	2013-14	Growth (%)
Net revenue from operations	48,175.66	41,592.29	16
Profit before tax	5,029.33	2,053.42	145
Profit after tax	4,056.43	1,748.15	132

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also consider external factors like cost of living.

There is a positive correlation in the increase in the remuneration and your Company's performance.

6. **Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company**

The remuneration of KMP has increased by about 34% in the FY 2014-15, compared to FY 2013-14, where as profit before tax has increased by 145% in FY 2014-15, compared to FY 2013-14.

7. **Details of Share Price and market Capitalization**

- a. Variation in Market capitalization and price earning ratio

	As at 31/03/2015	As at 31/03/2014	Increase/ (decrease) %
Market capitalization	33442.91 lacs	7535.79 lacs	344%
Price earning ratio	7.76	4.31	80%

- b. Comparison of share price at the time of first public offer and market price of the share on 31.03.2015

The first public offer of the Company was at par i.e. ₹ 10/- per share in the year 1970 as against the market price of the shares of the face value of ₹ 5/- per share of the Company on 31/03/2015 was ₹ 280.90 registering a growth of 5518%.

Note: Market rate recorded with NSE at the closing of the day is taken into consideration.

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**

The average increase in the salary of the employees other than the managerial personnel in FY 2014-15 is 13% and increase in the salary of managerial personnel is 34%.

The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend.

9. **Comparison of each remuneration of the Key Managerial Personnel (KMP) against the performance of the Company**

Name of KMP	Designation	% increase in remuneration	% increase in Net profit before tax	% increase in Net revenue from operations
A. C. Shroff	Chairman and Managing Director	52	145	16
K. D. Dabholkar	Chief Financial Officer	3	145	16
S. K. Singhvi	Company Secretary	3	145	16

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10. Key parameters for any variable component of remuneration availed by the directors

Commission is the only variable component of remuneration availed by the directors.

11. 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 of the employees has received remuneration in excess of the highest paid director during the FY 2014-15.

12. Affirmation that the remuneration is as per the remuneration policy of the Company

Remuneration paid to Directors, KMP and other employees is as per the remuneration policy of the Company.

13. List of employees of the Company drawing salary not less than ₹ 60 lacs p.a. or ₹ 5 lacs p.m. during the financial year 2014-15

Name	Designation	Remuneration ₹	Qualifications	Experience (years)	Joining Date	Age (Years)	Last Employment
A. C. Shroff	Chairman & Managing Director	11,847,069	B.Sc.	49	01.09.1965	70	—
U. A. Shroff	Executive Vice Chairperson	10,764,335	M.Com	47	01.11.1968	68	—
R. A. Shroff	Executive Director	3,844,802 (for 7 months)	Post graduate in Chemistry	12	03.09.2014	37	Anshul Specialty Molecules Limited
S. R. Potdar	Executive Director	4,028,960 (for 5 Months)	B.Tech (Chem), P.G.D.I.E	40	12.10.1974	62	—

Notes:

1. Remuneration mentioned above includes salary, allowances, commission, taxable value of perquisites, Company's contribution to Provident Fund and Superannuation Fund but does not include contribution/provision towards Gratuity Fund.
2. The employment of Mr. A. C. Shroff, Mrs. U. A. Shroff, Mr. R. A. Shroff and Mr. S. R. Potdar is contractual. The period of employment in respect of Mr. A. C. Shroff, Mrs. U. A. Shroff and Mr. R. A. Shroff is five years. Mr. R. A. Shroff was appointed as Executive Director from 03.09.2014 and Mr. S. R. Potdar resigned from Directorship with effect from 03.09.2014.
3. None of the employees is related to each other except Mr. A. C. Shroff, Mrs. U. A. Shroff and Mr. R. A. Shroff.
4. None of the employees mentioned above holds more than 2% of the share of the Company, along with their spouse and dependent children.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

ANNEXURE III TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	N.A.
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Justification for entering into such contracts or arrangements or transactions	
Date(s) of approval by the Board	
Amount paid as advances, if any	
Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Excel Crop Care Limited Group Company
Nature of contracts/arrangements/transactions	Purchase and sale of goods, services and other transactions
Duration of the contracts/arrangements/transactions	Periodical
Salient terms of the contracts or arrangements or transactions including the value, if any	Aggregate value of contract for the year 2014-15 is ₹ 6677.42 lacs
Date(s) of approval by the Board, if any	N.A.
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

ANNEXURE IV TO DIRECTORS' REPORT

Details on CSR Activities of the Company for the financial year 2014-15

- Excel believes that the industry seeks a license to exist from the community around it. Hence, it shall pursue the commitment of Corporate Social Responsibility and carry out the welfare work directly and/or through other committed organizations.
Excel's CSR Policy focuses on following key areas for carrying out its social responsibility
Rural development
Environment
Natural Resources Management
Promotion of Education
Capacity building
Preventive health care
Animal welfare
The Company's CSR Policy is available at <http://excelind.co.in/companyPolicies.html>.
- The CSR Committee consist of:
Mr. A. C. Shroff, Chairman
Mrs. U. A. Shroff
Mr. R. N. Bhogale
Mr. M. B. Parekh
Mr. R. M. Pandia
- Average net profit of the company calculated as per Section 198 for the last three FY preceeding 31st March, 2015 is ₹ 1941.00 lacs
- CSR expenditure prescribed under Section 135 of the Companies Act, 2013 for the FY 2014-15 is ₹ 38.82 lacs
- (a) The total amount spent by the company on CSR activities in FY 2014-15 is ₹ 38.91 lacs
(b) Amount unspent, if any: N.A.
(c) Manner in which the total amount spent by the company on CSR activities in FY 2014-15 is detailed below:

(Amt in Lacs)

Sr. No.	Sub No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the District/s state/s where project/ programme was undertaken)	Program/ project wise budgeted amount	Program/ project wise actual spend during the year – direct expenditures	Program/ project wise actual spend during the year – overheads	Cumulative expenditure upto reporting period	Name and amount spend through implementing agency	
									Amount	Name
1.	1.1	Survey of 40 villages to identify potential locations for water harvesting work Result: 20 such locations were identified	Natural Resources Management	Area: Roha District: Raigad State: Maharashtra	0.4	0.07	0	0.07		
	1.2	11 vanarai Bandhar (Bunds) were constructed at 3 Villages with the help of villagers Result: 2200 localities could use water for domestic purpose								

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(Amt in Lacs)

Sr. No.	Sub No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the District/s state/s where project/ programme was undertaken)	Program/ project wise budgeted amount	Program/ project wise actual spend during the year – direct expenditures	Program/ project wise actual spend during the year – overheads	Cumulative expenditure upto reporting period	Name and amount spend through implementing agency	
									Amount	Name
2.	2.1	Three “Farmers’ Club” were formed, conducted monthly meetings to discuss problems with the farmers and provide solution for the same	Rural Development	Area: Roha District: Raigad State: Maharashtra	3.10	0.59	0.13	0.72	0.43	Shri Vivekanand Research & Training Institute
	2.2	Promoted integrated farming through 14 farmers. Provided vegetable seeds to the farmers free of cost. Visited individual’s farms and fortnightly met group of farmers to resolve their queries on farming								
	2.3	Low cost and high yield technique (SRT) was Introduced to the farmers for the cultivation of pulses, which was adopted by 20 farmers								
	2.4	Conducted Awareness Drive on “Participative Rural Development Process” in 7 clusters of 35 villages & shared Agriculture related information among 3500 people								
	2.5	Constructed 10 bunds to rejuvenate natural water resources. This resulted into increase in water level in the wells near bunds which is useful for drinking. In total 5 villages were benefitted covering over population of 2000 villagers		Area: Lote District: Ratanagiri State: Maharashtra	1.2	0.20	0.01	0.21		
	2.6	Promoted the concept of kitchen garden in 6 villages covering area of 2.25 acres by 45 families. Seeds of various vegetables like Brinjal, Cucumber, Chilly, Ridge Gourd, Pumpkin were distributed to villagers free of cost. This resulted in saving of money.								
	2.7	Preservation of health, drinking water system distribution and animal care.								
	2.8	a) Conducted workshop on Financial Management for 23 NGOs. b) Vocational skill development programme for womens.		District: Mumbai State: Maharashtra	1.00	1.00	0	1.00	1.00	International Resources for fairer Trade
	2.9	Contribution was made to Kutch Yuvak Sangha for supporting them in their educational activity.		District: Mumbai State: Maharashtra	1.00	1.00	0	1.00	1.00	Kutch Yuvak Sangha

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(Amt in Lacs)

Sr. No.	Sub No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the District/s state/s where project/ programme was undertaken)	Program/ project wise budgeted amount	Program/ project wise actual spend during the year – direct expenditures	Program/ project wise actual spend during the year – overheads	Cumulative expenditure upto reporting period	Name and amount spend through implementing agency	
									Amount	Name
3.	3.1	Nursery and Tree Plantation was done at various Schools, Villages & Company Premises.	Environment	Area: Roha District: Raigad State: Maharashtra	0.50	1.39	0	1.39	0.64	Shri Vivekanand Research & Training Institute
	3.2	Awareness on “Clean Environment” was created through street play by NSS camp students. Constructed Soak pits at various places to treat sewage water.								
	3.3	Karde beach at Murud was cleaned with the help of villagers and College and School Students. The idea was to make the beach free from plastic.		Area: Lote District: Ratanagiri State: Maharashtra	1.10	1.22	0.11	1.33		
	3.4	Organic waste converter machine was provided free of cost for ensuring environment sustainability through conservation of natural resources and maintaining quality of soil		Area: Bhayandar District: Thane State: Maharashtra	2.57	2.57	0	2.57	2.57	M/s. Uttan Krishi Sanshodhan
	3.5	Expenses to maintain weather station, which provides weekly forecast for the benefit of farmers at various locations.		State: Maharashtra and Gujarat	3.00	3.00	0	3.00	3.00	Indian Center for Climate and Societal Impacts Research
4.	4.1	Education guidance was provided to 960 students from 60 villages who were about to appear for SSC examination. Career booklets were provided to the students and experts lectures were also arranged	Promotion of Education	Area: Roha District: Raigad State: Maharashtra	1.00	1.12	0.02	1.14	0.10	Shri Vivekanand Research & Training Institute
	4.2	1. Training programme was conducted at three Schools to improve educational standards and to help the students of standard 10 th in preparation of subject likes Maths and Science. Around 600 students were covered under this program. 2. Under Guvatta Vikas Program top 60 students from 6 schools of remote area were motivated to opt for higher education.		Area: Lote District: Ratanagiri State: Maharashtra	1.75	1.61	0.12	1.73	0.95	Samarth Gram Vikas Trust

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(Amt in Lacs)

Sr. No.	Sub No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the District/s state/s where project/ programme was undertaken)	Program/ project wise budgeted amount	Program/ project wise actual spend during the year – direct expenditures	Program/ project wise actual spend during the year – overheads	Cumulative expenditure upto reporting period	Name and amount spend through implementing agency	
									Amount	Name
	4.3	Contribution was made to Asmita to support their project of expanding school Building		District: Mumbai State: Maharashtra	6.00	6.00	0	6.00	6.00	Asmita
	4.4	Contribution was made to support “Prakruti”, exhibition for environment and natural trail for municipal school childrens		District: Mumbai State: Maharashtra	5.00	5.00	0	5.00	5.00	Bhartiya Vidya Bhavans
	4.5	Contribution was made to Indian Scientific Research of Vedas to support their R & D projects and Academic programme		District: Hyderabad State: Andhra Pradesh	1.50	1.50	0	1.50	1.50	Indian Scientific Research of Vedas
	4.6	Capacity building of the members of CSR team through enrolling in PG Program in Development Management		District: Mumbai State: Maharashtra	1.60	1.60	0	1.60	1.60	S. P Jain Institute of Management Studies
5.	5.1	Woman from villages were made aware on various opportunities of generating income	Capacity Building	Area: Roha District: Raigad State: Maharashtra	0.35	0.02	0	0.02		
	5.2	Imparted Cashew Processing training to 15 villagers		Area: Lote District: Ratanagiri State: Maharashtra	1.35	0.21	0.06	0.27	0.14	Samarth Gram Vikas Trus
6.	6.1	Health awareness drive was conducted for about 1200 families through Asha workers and also 10 Asha workers were trained to identify cataract and 20 cataracts were operated successfully	Preventive Health Care	Area: Roha District: Raigad State: Maharashtra	2.15	2.94	0.01	2.95	2.9	Shri Vivekanand Research & Training Institute
	6.2	Medical Camp was arranged for three tribal areas and treatment & medicine was provided to over 510 patients								
	6.3	1. Four medical Camps were arranged to educate about health awareness and measures to be taken for prevention of diseases. Over 225 villagers were benefitted. 2. Eye checkup camps were arranged which benefitted around 75 villagers		Area: Lote District: Ratanagiri State: Maharashtra	1.45	2.19	0.13	2.32	1.85	Samarth Gram Vikas Trust

EXCEL INDUSTRIES LIMITED

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(Amt in Lacs)

Sr. No.	Sub No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the District/s state/s where project/ programme was undertaken)	Program/ project wise budgeted amount	Program/ project wise actual spend during the year – direct expenditures	Program/ project wise actual spend during the year – overheads	Cumulative expenditure upto reporting period	Name and amount spend through implementing agency	
									Amount	Name
7.	7.1	5000 cattle were vaccinated in collaboration with Panchayat Samiti	Animal Welfare	Area: Roha District: Raigad State: Maharashtra	0.95	0.38	0.04	0.42	0.36	Shri Vivekanand Research & Training Institute
	7.2	Artificial Insemination to 50 cows from 8 Villages								
	7.3	200 Poultry birds were distributed free of cost		Area: Lote District: Ratanagiri State: Maharashtra	0	0	0.04	0.04		
8.	8.1	CSR team has attended various seminars and meeting for effective implementation of CSR Activities	Seminars/ Meetings	Area: Roha District: Raigad State: Maharashtra	0	0	0.42	0.42	0.42	Shri Vivekanand Research & Training Institute
	8.2			Area: Lote District: Ratanagiri State: Maharashtra	0	0	0.54	0.54		
		Total			44.56	37.28	1.63	38.91	33.00	

- In case the company has failed to spend the two per cent 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: N.A.
- The CSR Committee of the Company has confirmed that they have implemented and monitored the CSR Policy in compliance with CSR objectives and policies of the Company.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
and Chairman of the Committee
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

ANNEXURE V TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To
The Members
EXCEL INDUSTRIES LIMITED
184-187, Swami Vivekanand Road
Jogeshwari (West)
Mumbai – 400 102

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EXCEL INDUSTRIES LIMITED** having CIN: **L24200MH1960PLC011807** (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-processes 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 Company for the financial year ended 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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and
 - (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations/guidelines were not applicable to the Company:

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clauses of the Listing Agreement for Equity Shares entered into by the Company with Stock Exchange(s).

Further to report that the Secretarial Standards issued by the Institute of Company Secretaries of India under the Companies Act, 2013 were not notified during the period and hence not verified.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report.

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

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, during the audit period, except for issue and allotment of 10,00,000 Equity Shares by conversion of 10,00,000 Warrants, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

PRASHANT DIWAN
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 30.07.2015
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

EXCEL INDUSTRIES LIMITED

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Annexure “A”

To
The Members
EXCEL INDUSTRIES LIMITED
184-187, Swami Vivekanand Road
Jogeshwari (West)
Mumbai – 400 102

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

PRASHANT DIWAN
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 30.07.2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

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ANNEXURE VI TO DIRECTORS' REPORT**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31st March, 2015****[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L24200MH1960PLC011807
Registration Date	:	05.09.1960
Name of the Company	:	Excel Industries Limited
Category of the Company	:	Company limited by shares
Sub-Category of the Company	:	Indian Non Government Company
Address of the Registered office and contact details	:	184-87, Swami Vivekanand Road, Jogeshwari (West), Mumbai 400 102. Maharashtra Tel : 91 22 66464200 Fax: 91 22 26783657 Email : excel.mumbai@excelind.com
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078 Tel : 022 25946970 / 91 22 25963838 Fax: 022 25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1.	Diethyl Thio Phosphoryl Chloride	300-9	51%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1.	Kamaljiyot Investments Limited Address: 184-87 Swami Vivekanand Road, Jogeshwari (W), Mumbai 400 102	U65990MH1983PLC030597	Subsidiary	100%	2(87)(ii)
2.	Excel Bio Resources Limited Address: 184-87 Swami Vivekanand Road, Jogeshwari (W), Mumbai 400 102	U01403MH2007PLC176907	Subsidiary	100%	2(87)(ii)

EXCEL INDUSTRIES LIMITED

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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	423848	0	423848	3.89	423848	0	423848	3.56	(0.33)
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	4057100	0	4057100	37.20	5057100	0	5057100	42.48	5.28
e) Banks/Fl	—	—	—	—	—	—	—	—	—
f) Any other	—	—	—	—	—	—	—	—	—
Sub-total(A)(1):	4480948	0	4480948	41.09	5480948	0	5480948	46.04	4.95
(2) Foreign									
a) NRIs – Individuals	104082	0	104082	0.95	104082	0	104082	0.87	(0.08)
b) Other – Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corp.	—	—	—	—	—	—	—	—	—
d) Banks/Fl	—	—	—	—	—	—	—	—	—
e) Any other	—	—	—	—	—	—	—	—	—
Sub-total (A)(2):	104082	0	104082	0.95	104082	0	104082	0.87	(0.08)
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	4585030	0	4585030	42.04	5585030	0	5585030	46.91	4.87
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	825	25	850	0.01	825	25	850	0.01	0.00
b) Banks/Fl	1015435	194	1015629	9.31	1020028	194	1020222	8.57	(0.74)
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) Fls/Foreign Banks	324	498	822	0.01	324	498	822	0.01	0.00
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):	1016584	717	1017301	9.33	1021177	717	1021894	8.58	(0.75)
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	353088	1353	354441	3.25	430945	1628	432573	3.63	0.38
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3128451	448735	3577186	32.80	3295303	389046	3684349	30.95	(1.85)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1307748	0	1307748	11.99	1103465	0	1103465	9.27	(2.72)
c) Non Resident	62254	1670	63924	0.59	76649	1670	78319	0.66	0.07
d) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total(B)(2):	4851541	451758	5303299	48.63	4906362	392344	5298706	44.51	(4.12)
Total Public Shareholding (B) = (B)(1) + (B)(2)	5868125	452475	6320600	57.96	5927539	393061	6320600	53.09	(4.87)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	10453155	452475	10905630	100.00	11512569	393061	11905630	100.00	0.00

EXCEL INDUSTRIES LIMITED

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ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Mr. Atul Govindji Shroff	59784	0.55	0	59784	0.50	0	(0.05)
2.	Mrs. Shruti Atul Shroff	22018	0.20	0	22018	0.18	0	(0.02)
3.	Miss Vishwa Atul Shroff	810	0.01	0	810	0.01	0	0
4.	Mrs. Chetna P. Saraiya	8610	0.08	0.08	8610	0.07	0.08	(0.01)
5.	Mr. Praful M. Saraiya	2033	0.02	0	2033	0.02	0	0
6.	Mr. Hiral Tushar Dayal	10960	0.10	0	10960	0.09	0	(0.01)
7.	Mr. Tushar Charandas Dayal	1310	0.01	0	1310	0.01	0	0
8.	Ms. Ami Kantisen Shroff	31882	0.29	0	31882	0.27	0	(0.02)
9.	Mr. Kantisen Chaturbhuj Shroff	57040	0.52	0	57040	0.48	0	(0.04)
10.	Mr. Dipesh Kantisen Shroff	8619	0.08	0	8619	0.07	0	(0.01)
11.	Mrs. Preeti Dipesh Shroff	14110	0.13	0.02	14110	0.12	0.02	(0.01)
12.	Mr. Abhay Sunil Saraiya	150	0	0	150	0	0	0
13.	Mr. Ashwin Champraj Shroff	83070	0.76	0	83070	0.70	0	(0.06)
14.	Mrs. Usha Ashwin Shroff	6497	0.06	0	6497	0.05	0	(0.01)
15.	Mrs. Anshul Ambrish Bhatia	21616	0.20	0	21616	0.18	0	(0.02)
16.	Mr. Ravi Ashwin Shroff	47670	0.44	0	47670	0.40	0	(0.04)
17.	Mr. Hrishit Ashwin Shroff	47669	0.44	0	47669	0.40	0	(0.04)
18.	Mr. Dilipsingh Bhatia (NRI)	104082	0.95	0	104082	0.87	0	(0.08)
19.	Anshul Specialty Molecules Ltd.	27500	0.25	0.25	27500	0.23	0	(0.02)
20.	Dipkanti Investments & Financing Pvt. Ltd.	89972	0.83	0	89972	0.76	0	(0.07)
21.	Excel Crop Care Ltd.	145760	1.34	0	145760	1.22	0	(0.12)
22.	Hyderabad Chemicals Ltd.	149991	1.38	0	149991	1.26	0	(0.12)
23.	Hyderabad Chemical Products Ltd.	46833	0.43	0	46833	0.39	0	(0.04)
24.	Pritami Investments Pvt. Ltd.	79862	0.73	0	79862	0.67	0	(0.06)
25.	Shrodip Investments Pvt. Ltd.	29350	0.27	0	29350	0.25	0	(0.02)
26.	Transpek Industry Limited	156650	1.44	0	156650	1.32	0	(0.12)
27.	Utkarsh Global Holdings Pvt. Ltd.	3331182	30.55	0	4331182	36.38	0	5.83
	Total	4585030	42.04	0.35	5585030	46.91	0.09	4.87

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iii. Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	4585030	42.04	4585030	42.04
	On 15-12-2014 the Company has allotted 10,00,000 equity shares			1000000	4.87
	At the End of the year			5585030	46.91

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

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Date of change	Cumulative shareholding during the year/Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of shares Decrease	No of Shares Increase	Reason		No. of shares	% of total shares of the Company
1.	Life Insurance Corp of India	1012799	9.29	0	0	—	—	1012799	8.51
2.	Rajju D. Shroff	87432	0.80	0	0	—	—	87432	0.73
3.	Musaddilal Rawat	87285	0.80	0	0	—	—	87285	0.73
4.	Maya Rawat	84991	0.78	0	0	—	—	84991	0.71
5.	Veena K. Jagwani	73790	0.68	0	0	—	—	73790	0.68
				1790	0	Market Sale	30.06.2014	72000	0.66
				2000	0	Market Sale	04.07.2014	70000	0.64
				0	1000	Market Purchase	25.07.2014	71000	0.65
				1000	0	Market Sale	29.08.2014	70000	0.64
				0	1000	Market Purchase	06.02.2015	71000	0.60
6.	Vinod Kumar Ohri	70000	0.64	0	0	—	—	70000	0.59
7.	Koushik Sekhar	63362	0.58	0	0	—	—	63362	0.53
8.	Kalpana Jain	51552	0.47	0	0	—	—	51552	0.43
9.	Custodian (Special Court) A/c Rina S. Mehta	48262	0.44	0	0	—	—	48262	0.41
10.	Amishi Doshi	50000	0.46	0	0	—	31.03.2014	50000	0.46
				5000	0	Market Sale	12.09.2014	45000	0.41
				955	0	Market Sale	05.12.2014	44045	0.40
				0	0	—	31.03.2015	44045	0.37

Note:

Change in shareholding percentage at the end of the year is also due to allotment of 10,00,000 shares to the promoters on preferential basis.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of shares Decrease	No of Shares Increase	Reason	No. of shares	% of total shares of the Company
	DIRECTORS							
1.	Mr. Ashwin C. Shroff	83070	0.76	0	0	0	83070	0.70
2.	Mrs. Usha A. Shroff	6497	0.06	0	0	0	6497	0.05
3.	Mr. Ravi A. Shroff	47670	0.44	0	0	0	47670	0.40
4.	Mr. Atul G. Shroff	59784	0.55	0	0	0	59784	0.50
5.	Mr. Dipesh K. Shroff	8619	0.08	0	0	0	8619	0.07
6.	Mr. R. N. Bhogale	0	0	0	0	0	0	0
7.	Mr. H. N. Motiwalla	0	0	0	0	0	0	0
8.	Mr. P. S. Jhaveri	0	0	0	0	0	0	0
9.	Mr. M. B. Parekh	0	0	0	0	0	0	0
10.	Mr. R. K. Sood	0	0	0	0	0	0	0
11.	Mr. Shailesh Vaidya	0	0	0	0	0	0	0
12.	Mr. Rajeev M. Pandia	0	0	0	0	0	0	0
	Key Managerial Personnel (KMP)							
1.	Mr. Kailas Dabholkar	942	0.008	0	0	0	942	0.007
2.	Mr. S. K. Singhvi	100	0.000	0	0	0	100	0.000

Note:

Change in shareholding percentage at the end of the year is also due to allotment of 10,00,000 shares to the promoters on preferential basis.

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				
i) Principal Amount	687,364,619	206,977,794	131,181,500	1,025,523,913
ii) Interest due but not paid	361,736	0	0	361,736
iii) Interest accrued but not due	0	188,093	7,489,435	7,677,528
Total (i + ii + iii)	687,726,355	207,165,887	138,670,935	1,033,563,177
Change in Indebtedness during the financial year				
• Addition	92,803,988	537,733,543	0	630,537,531
• Reduction	128,083,091	553,160,074	25,611,000	706,854,165
Net Change	(35,279,102)	(15,426,531)	(25,611,000)	(76,316,634)
Indebtedness at the end of the financial year				
i) Principal Amount	652,085,517	191,551,263	105,570,500	949,207,280
ii) Interest due but not paid	67,436	0	0	67,436
iii) Interest accrued but not due	894,351	1,032,585	10,002,076	11,929,012
Total (i + ii + iii)	653,047,304	192,583,848	115,572,576	961,203,728

EXCEL INDUSTRIES LIMITED

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director and Whole-time Directors:

(Amt. in ₹)

Sr. No.	Particulars of Remuneration	Name of Managing Director and Whole-time Directors				Total Amount
		Mr. A. C. Shroff	Mrs. U. A. Shroff	Mr. R. A. Shroff	Mr. S. R. Potdar	
		Chairman and Managing Director	Executive Vice Chairperson	Executive Director (w.e.f. 03.09.2014)	Executive Director (upto 02.09.2014)	
1.	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	5,440,877	5,360,429	2,979,766	12,679,292	26,460,364
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	681,204	394,932	190,189	86,955	1,353,280
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	—	—	—	—	—
2.	Stock Option	—	—	—	—	—
3.	Sweat Equity	—	—	—	—	—
4.	Commission	—	—	—	—	—
	— as % of profit	4,800,000	4,300,000	1,500,000	1,600,000	12,200,000
	— others, specify	—	—	—	—	—
5.	Others, please specify	—	—	—	—	—
	Total (A)	10,922,081	10,055,361	4,669,955	14,366,247	40,013,644
	Ceiling as per the Act	53,324,000				

B. Remuneration to Non-Executive Director

1. Independent Director

Sr. No.	Particulars of Remuneration	Name of Independent Directors						Total Amount
		Mr. R. N. Bhogale	Mr. H. N. Motiwala	Mr. P. S. Jhaveri	Mr. M. B. Parekh	Mr. S. S. Vaidya	Mr. R. M. Pandia	
1.	Fee for attending Board/ Committee Meetings	290,000	350,000	270,000	140,000	60,000	100,000	1,210,000
2.	Commission	400,000	450,000	350,000	150,000	0	0	1,350,000
3.	Others, please specify	—	—	—	—	—	—	—
	Total (B1)	690,000	800,000	620,000	290,000	60,000	100,000	2,560,000

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2. Other Non-Executive Director

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors		Total Amount
		Mr. Atul G. Shroff	Mr. Dipesh K. Shroff	
1.	Fee for attending Board/Committee Meetings	40,000	150,000	190,000
2.	Commission	200,000	250,000	450,000
3.	Others, please specify	—	—	—
	Total (B2)	240,000	400,000	640,000

Total Managerial remuneration to Non-Executive Director (B1 + B2)	3,200,000
Overall Ceiling as per the Act	5,332,400

Notes: 1. Commission to the Non-Executive Directors pertains to the FY 2013-14, has been paid in the FY 2014-15.
2. Ceiling limits are for the year 2014-15.

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

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Mr. Kailas Dabholkar	Mr. Surendra Singhvi	
		Chief Financial Officer	Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2,367,040	1,194,181	3,561,221
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	350,743	—	350,743
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
	— as % of profit	—	—	—
	— others, specify	—	—	—
5.	Others, please specify	—	—	—
	Total	2,717,783	1,194,181	3,911,964

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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	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

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ANNEXURE VII TO DIRECTORS' REPORT

(A) CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy:

1. Replacement of Monobelt filter by energy efficient Hydraulic Filter press and reduction in final moisture content of cake.
2. Steam heated Chlorine vaporizer is replaced by water circulation type vaporizer, where in heat of vaporization is utilized for generating chilled water.
3. Replacement of Reciprocating compressor by screw compressor for Instrument air supply with inbuilt dryer, Master Air Controller and variable speed drive.
4. Installation of energy efficient pumps for process water.

(ii) The steps taken by the company for utilizing alternate sources of energy:

1. Installation of 12 TPH Boiler with dual fuel, Coal and Biomass.
2. Electrical Power purchase (70% of total) through Open Access of which 9% of the power generated using renewal sources.

(iii) The capital investment on energy conservation equipments

In FY 2014-15, Company has made following additions to Boilers to conserve energy:

Particulars	Amount
Roha	2,306,929
Lote	41,906,124
Total	44,213,053

(B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

1. Installed fully automated Spray Dryer to treat high TDS waste water stream.
2. Installed Reverse Osmosis plant for recycling of waste water.
3. Installed two stage high vacuum pumps for consistent high vacuum distillation of fine organic chemicals.
4. Replacement of high cost Fenton's process for treatment of waste water stream by a simple, cost effective, green process.
5. Introduction of Fourier Transform Infra Red (FTIR) Spectroscopy and Premium Color Scan instruments to strengthen R&D analysis.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

1. Successful commercial process development and analytical method validation for one Human API and one Veterinary API.
2. Successfully completed bench scale process development of 6 products, 2 in Veterinary segment, 1 in Human API and 3 as Pharma Intermediates.
3. Process development for 3 products in Polymer input segment.
4. Successful development and commercialization of two highly specialized fine chemicals for export market.
5. Validation of an innovative analytical method for establishment of "Free Sulphur" by HPLC.

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(iii) The Company has not imported any technology during the last three years reckoned from the beginning of the year

(₹ in Lacs)

(a) Capital	164.70
(b) Recurring	450.56
(c) Total	615.26
(d) Total R&D expenditure as a percentage of total turnover	1.35%

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earned in terms of actual inflows during the FY 2014-15 is ₹ 76.20 crores and the foreign exchange outgo in terms of actual outflows during the FY 2014-15 is ₹ 141.05 crores.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director

DIN: 00019952

Date: 30th July, 2015

Place: Mumbai

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MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW – CHEMICALS BUSINESS

The Chemicals Business of the Company is operating in the following market segments

1. Agrochemical Intermediates
2. Polymer Additives/Inputs
3. Pharma APIs and Intermediates
4. Specialty Chemicals
5. Environment and Bio-Division

In this statement, perspective and analysis of the Company's management with respect to the Industry structure, performance, opportunities and threats, and risks and concerns for each of these market segments is spelt out.

AGROCHEMICAL INTERMEDIATES

Industry structure and Development

In recent years, India has emerged as a major player in the agrochemicals sector. Indian companies have been able to establish a position in terms of cost advantage, quality and reliability in the production of some key generic agrochemicals. The agrochemical industry in India has been registering good growth in recent years. The exports of agrochemicals out of India have also been growing at an impressive pace.

Further, multinational companies are increasingly looking at Indian companies as strategic partners for sourcing of key intermediates and actives.

The trends mentioned above mean a good demand for intermediates required for the production of agrochemicals.

Segment Performance and Outlook

- The Agrochemical Intermediates segment has registered good performance during the current financial year 2014-15. The Company was able to quickly ramp up production levels to cater to the demand. Strict enforcement of environmental laws in China resulted in reduced production and lower availability of intermediates in China. Due to these reasons as well as the general increase in production costs in China, the price of imported agro intermediates from China was at a reasonable level throughout the year. These factors worked favourably for the Agrochemical Intermediates segment of the Company.
- During the year, the Company has increased the production capacities for the OP intermediates produced by it and has positioned itself to cater to the expected demand and continue to be a dominant player in the OP intermediates space. The Company has also engaged with leading multinational companies for custom development of key "new generation" intermediates. The Company is also working on development of intermediates for major molecules which are expected to go off – patent in the years 2016-20. All these actions are expected to ensure continuation of a strong performance and growth for the agrochemical intermediates segment.

Opportunities

- The Company has an established presence in the area of Phosphorous Derivatives which are used in the production of Organo Phosphorous (OP) Insecticides. The Company produces the basic building blocks as well as the advanced intermediates and has the advantage of integrated production and economies of scale and cost efficiencies.
- Amongst Agrochemicals, Insecticides constitute the single largest category in the Indian market accounting for 55% of the total agrochemicals consumption. Because of their proven track record, efficacy and cost advantage, OP insecticides have a

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good demand in the domestic market. Further, Indian producers of some large volume OP compounds have built up a good presence in key export markets like Latin America and USA. Because of these factors, India has emerged as a major hub for OP insecticide production. The Company with its established presence in the Phosphorous value chain is in an ideal position to cater to the demand for intermediates required for the production of OP insecticides.

- China has a strong presence in many of the OP intermediates manufactured by the Company. Increase in cost of production in China and implementation of strict environmental laws by the Chinese Government offer a good opportunity to the Company to consolidate its presence as a reliable and cost effective supplier of these intermediates.
- The major multinational companies engaged in the production of crop protection chemicals (The “Innovator” companies) are increasingly looking towards India as a reliable source of key intermediates and actives. The Company with its process R & D and manufacturing strengths is well positioned to take advantage of this opportunity.
- Many molecules are expected to go off patent between 2016 and 2020. The volumes of these “New Generics” are expected to rise sharply once they go off patent which in turn will translate into higher demand for the intermediates required in the production of these molecules. The Company has proactively started working on developing some key intermediates, in order to be ready to cater to the demand when it takes off.

Threats

- China is the main source of competition for the products manufactured by the Company. Chinese companies have huge excess capacities which give rise to the possibility of dumping at depressed prices by these companies. This can adversely impact the volumes/profit margins of the Company.
- China has the advantage of a large indigenous production of Yellow Phosphorous (YP) which is the key raw material in the production of OP intermediates. Indian producers of OP intermediates (including the Company) are dependent on imported YP from Vietnam/China.

Risks and Concerns

- The demand for agrochemicals in India is dependent on the monsoon. Hence a sub-normal monsoon can have an adverse impact on the demand of agrochemical intermediates. The climatic conditions in major export markets like Latin America can also have an impact on the demand of the agrochemical intermediates manufactured by the Company.
- Agrochemicals including OP insecticides (which are the end molecules for the intermediates produced by the Company) are subject to constant scrutiny by Governments, NGOs and regulatory bodies for their potential impact on environment and human health. Any ban/restriction resulting from such scrutiny can have an adverse impact on the performance of the agrochemical intermediates segment.

POLYMER ADDITIVES

Industry structure and Development

“Polymer Additives” are a class of chemicals which are added to Polymers to impart the desired functional properties/characteristics. Polymers are increasingly the materials of choice in various applications like automobile, aerospace, consumer electronics, medical and diagnostic equipment etc. Polymer Additives play a key role in ensuring that the final product has the required properties/fulfils the functional requirements. Polymer Additives/inputs are categorised as property modifiers, flame retardants, clarifiers, catalysts, functional monomers etc. “Polymer Additives” are performance chemicals in the sense that the critical success factor is the performance in the final product and not only the compliance to product specifications.

Segment Performance and Outlook

- The Polymer Input/Polymer Additive segment registered good performance during the current financial year 2014-15 mainly on account of higher sale volume for the Polycarbonate branching agent manufactured by the Company. The market

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development efforts of the Company for the Polycarbonate branching agent paid off and we would get higher volumes from customers developed in the last three years.

- Going forward, the Company expects the good sales performance of the Polycarbonate branching agent to continue. The new customer development efforts continue for this product and the Company is confident of generating good sale volumes from new customers developed in 2014-15.
- The Company is foreseeing reduced demand for the Polymer Catalysts produced by it due to the shift by end users to newer generation catalyst. The Company is actively working to develop some of these new generation products in order to maintain the revenue stream from this class of products in the years to come.
- The Company is actively pursuing development of new products i.e. a range of flame retardants, clarifiers etc.
- The Company is actively engaging with reputed overseas clients for custom development of specialty polymer additives/inputs. The progress so far has been satisfactory and we expect a good addition to the topline/bottomline from these custom development products in future.

Opportunities

- The increasing use of Polymers in various applications will open up the demand for polymer additives/inputs. The world is looking to India as a potential reliable and cost efficient source (as an alternative to China) of performance chemicals including polymer inputs. This throws up a great opportunity for the Company with its manufacturing and process R & D strengths.
- In the last fifteen years, the Company has been able to establish itself as a reliable supplier of key polymer inputs like branching agents for Polycarbonates, co-catalysts for the production of polymers, flame retardants, clarifiers and specialty monomers. The Company has a dedicated client base for these products. This places the Company in an ideal situation for consolidating its position for further growth.

Threats

- Low Cost competition from China is a major threat to the volumes/profit margins of the Company.

Risks and Concerns

- The high rate of obsolescence (by way of substitution of existing products/existing class of products by new generation products/class of products) is a risk area for the polymer additive market segment.
- The Polymer additives as well as the final polymeric materials in which these additives are used are subject to constant scrutiny by regulatory bodies and NGOs for their potential impact on environment as well as human health. Any ban/restriction on the additives produced by the Company/end products due to such scrutiny might have an adverse impact on the sales/profit margins of this segment.

PHARMA APIs AND INTERMEDIATES

Industry structure and Development

The Indian API Industry is third largest in the world and growing at CAGR of 8-10% year on year basis. The industry is likely to boom with \$155 Bn worth molecules going off patent by 2020 out of which more than 40 molecules are blockbuster drugs creating generic opportunity for Indian API manufacturers.

The pharma industry trends are changing, the major contributors:

- The competition for advanced intermediates was mainly driven by Chinese players in India. However, due to reliability, cost advantage & Intellectual Property rights shift is towards domestic source of intermediates.

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- The stringent norms on regulatory compliance imposed by regulatory authority.
- Approvals related to Environmental clearance becoming stringent for all manufacturers.

India is preferred source of APIs due to Cost advantage, Advanced technology, Infrastructure & Good Regulatory compliance record. India has become an attractive choice for global pharma companies for investment, tie ups, mergers, and acquisitions.

Segment Performance and Outlook

Pharma APIs and Intermediates business recorded sales turnover of ₹ 15 crores showing more than double growth over last year. The Company has reached leadership position in intermediates of major API resulting in substantial drop in imports. The Company has increased focus on new products & pipeline of APIs and Intermediates to be launched in next two years has already identified which will give boost to segment performance.

Way Forward:

- Focus on penetration in export market with WHO GMP certification.
- Launch of pipeline products.
- Identification of new products for future growth.
- Focus on Veterinary API business with GMP certification.

Opportunities

- The Company has successfully started manufacturing fully backward integrated API and achieved market leadership position for its intermediates. The molecules going off patent till 2020 will create more opportunity for Intermediates of generic APIs.
- The Company is known for expertise in technology and with available infrastructure, which will create opportunity for shifting from china and establish as domestic source of intermediates.
- The Company has prime focus on environmental compliance for its operations which will give edge for participation over competition.
- The Company has dedicated plant for manufacturing of Veterinary APIs and on verge of completion of GMP certification for the same which will give an entry to export market.
- Due to currency fluctuation & lead time, domestic source is preferred over import source in industry.

Threats

- Competition from China in APIs and its intermediates continues to grow.
- Domestic competition increasing their market share.
- Stringent norms related to environment and regulatory risks involved.
- Focus of regulatory authorities on stringent regulatory compliance especially for new entrants.

Risks and Concerns

- Dependency on single molecule as prices may drop within 2-3 years during replacement of molecule.
- Next generation molecule may impact existing molecule efficacy.
- End user exploring possibility of backward integration.
- Aggressive domestic competition.
- Delay in getting export approvals, will have impact on penetration in export market.

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SPECIALTY CHEMICALS

Industry structure and Development

Specialty Chemicals by nature have one/more than one of the following features:

- The key factor which distinguishes specialty chemicals from bulk chemicals is that the critical evaluation factor in case of specialty chemicals is the performance in the final product/formulation and not only the product specifications.
- Many specialty chemicals are low volume (typically a few hundreds on MT per annum) which means that a multi-purpose manufacturing setup with low switching time/cost is ideal for the production of such chemicals.
- Since performance in the final product/formulation is the critical success factor, specialty chemicals have a strong knowledge component (in the form of process R & D and application development) associated with them.
- The Company is engaged in following range of specialty chemicals:
 1. Organophosphonates – Chelating agents/Corrosion based on PCI3
 2. Acetyl Chloride
 3. Biocides
 4. Floatation Reagents.
- The organophosphonate (Phosphonate) segment is a highly competitive segment. The worldwide capacity is in excess of the demand. Much of the excess capacity is concentrated in China. This segment is highly price sensitive.

Segment Performance and Outlook

- The specialty chemicals business registered a steady performance in the financial year 2014-15.
- Going forward, we expect the price competition in the existing Phosphonate range to continue.
- In the past couple of years, the Company has focussed on promoting the existing Phosphonates range in new market segments/application areas. The Company is also putting concentrated efforts on application development and has invested in dedicated resources for this. We expect these efforts to yield good results and contribute to the growth of specialty chemicals segment in the coming years.
- The Company is also in discussions with certain customers for custom development of specialty chemicals.

Opportunities

- The Company has a well established presence in phosphonates The Company is a leading producer of the key raw material Phosphorous Trichloride (PCl₃) required in the production of Phosphonates and has the advantage of backward integration into a key RM.
- With the change in consumption patterns in India and rise in aspirations of the middle class, a distinct shift is detected in favour of liquid detergents and cleaners which will translate into a higher demand for Phosphonates within the country.
- The Company is a leading producer of Acetyl Chloride which is used in the production of certain generic APIs. India is a major manufacturing hub for these APIs and is expected to consolidate its position in future. With its dominant position in Acetyl Chloride, the Company is well positioned to cater to the demand required for the production of these APIs.
- The biocide produced by the Company has the advantage of good efficacy and cost effectiveness compared to other available alternatives. The Company has established a dominant position in this product.

Threats

- The phosphonates market is highly price sensitive. China has huge capacities and there is always a threat of dumping at depressed prices from China.

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- Till recently, almost the entire requirement of Acetyl Chloride was being catered by domestic producers barring a small quantity which was imported from Germany. In this year, some users have started importing from China which is a potential threat to the volumes/profit margins for this product.
- There are various manufacturing routes for production of Acetyl Chloride and different producers adopt different routes. Depending on the input cost situation, the alternative routes might become more competitive compared to the route adopted by the Company which might put pressure on the price realisation/margins.

Risks and Concerns

- Like other classes of chemicals, specialty chemicals are subject to scrutiny for potential impact on environment and health. Any restriction/ban on account of such scrutiny might have an adverse impact on the sales/profit margins of the specialty chemicals business.
- Certain specialty chemicals like floatation reagents have been developed for specific customers for specific applications. Any changes in the formulation/recipe of the customer might result in our product being discontinued/reduction in consumption of our product.

ENVIRONMENT AND BIO-DIVISION

Industry structure and Development

The Municipal Solid Waste (MSW) Management industry in India has developed interesting trends. Broadly, the industry can be bucketed into the following sets of players:

1. Concession Owners – A bunch of medium to large infrastructure players with or without prior experience in waste management continue to bid for MSW treatment contracts with large and small municipal corporations. While the philosophy of the ULB's in India continue to be one in which they expect the waste to be treated free of cost, these companies are not shying away from making investments in these projects. They acquire and integrate various technologies for segregation, converting inorganic waste to RDF and complete combustion of waste to energy.
2. Technology developers for Waste to Energy – Several entrepreneur driven medium and small companies are actively developing technologies for converting waste to energy. These technologies include but are not limited to conversion of plastics to fuel, conversion of agricultural waste to solid fuel briquettes and anaerobic digestion for converting organic waste to biogas and subsequently to energy.
3. Technology developers for de-centralized waste management – While the above two call for large investments, regulatory push and change, India is experiencing the largest wave of de-centralized waste management and adaptation of technologies for the same. Excel continues to be the front runner in advocating this philosophy. Many large and small companies have seen this as a potentially large opportunity and are jumping the bandwagon. Technologies include Organic Waste Converter and In-vessel Composting, small biogas plants and de-centralized plants for converting waste to energy.

Segment performance and outlook

The division clocked highest ever sale of City Compost from its centralized MSW plant at Pirana, Ahmedabad. Thanks to the proactive marketing and overall increased awareness, the plant saw a very good uptake of the product from existing and new clients added to the portfolio in the recent past.

While the division clocked the highest number of machine sales in a year, the margins remained under pressure due to increasing competition in the de-centralized waste management business.

The sale of treat range products viz. Sanitreat and Bioculum was the highest ever. Recommended by the Prime Minister's office, both these products were procured in a large quantity for odour control during the relief operations just after floods in Jammu & Kashmir.

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The division has filled up recruitment gaps in microbiology R&D, industrial design and marketing. The team has a sense of refreshed energy. With policy support from the government, better awareness among bulk waste generators, high focus on customer-centric R&D, the outlook for business is very positive.

The management is also contemplating and carrying out evaluation process of hiving off the activities in this division to Excel Bio-Resources Limited, a wholly owned subsidiary of the Company, which would bring in an even greater focus both at the operational and board levels, as well as new strategic and funding partnerships.

Opportunities and Threats

The Municipal Solid Waste Management industry in India is witnessing the most exciting phase it ever has. The Prime Minister of India has presented an unprecedented opportunity to the MSW Management Industry in the form of 'Swachh Bharat Abhiyaan' launched on October 02, 2014. While the mission started as a Public Relations campaign for many celebrities and corporate chiefs, it has also effected several serious policy discussions and decisions at the union and state levels. The Ministry of Urban Development has been appointed as the nodal agency to finalize the framing of pending policies, frame new ones and demonstrate implementation of sustainable municipal solid waste management on ground. The MoUD held several industry consultations to identify the major problems ailing the industry and the reason for multiple large failures in Municipal Solid Waste management across the country.

The need for incentivizing the industry players in MSW management in terms of both a tipping fee from the urban local body as well as a remunerative price for end products is accepted by the government. Likewise, the need for de-centralized waste management and zero-waste strategy using the same has also been accepted by the government.

While all of the above has not directly translated in bringing significantly larger revenue for the division, the outlook is very positive.

The threat for the business division comes from the large unorganized sector which continues to work hand-in-glove with the urban local bodies providing inferior quality solutions at a throwaway price. Unless serious players committed for the long term do not enter the sector, this threat will continue to loom over us.

Continuous innovation, newer solutions with high barrier to entry and focus on differentiation continue to be our strategy to face the above threat.

Risks and concerns

Lethargy in policy roll-out and implementation from government remains the largest concern for the business. While the grand vision for a 'Clean India' has been announced by the Prime Minister, the urban local bodies continue to grapple with the same challenges such as lack of political and administrative will, need for capacity building, and non clarity on funding under the Swachh Mission.

A business such as ours cannot function in isolation without taking the government along. Dependence on the central government for policy and funding, state government for monitoring and urban local bodies for implementation of projects continues to be a biggest risk and matter of concern for the business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

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The Company has proper and adequate system of internal audit and control which ensures that all the assets are safeguarded against loss from unauthorized use and that all transactions are authorized, recorded and reported correctly.

The Company continuously improves upon the existing practices for each of its major functional areas with a view to strengthen the internal control systems.

The Company has assigned internal audit function to a firm of Chartered Accountants. Regular internal audit and checks are carried out to ensure that the responsibilities are discharged effectively. All major findings and suggestions arising out of internal audit are reported and reviewed by the Audit Committee. The management ensures implementation of these suggestions and reviews them periodically.

FINANCIAL PERFORMANCE & ANALYSIS

The net sales for the year under review are ₹ 476.13 crores as compared to ₹ 409.79 crores in the previous year. The profit before tax for the year under review is ₹ 50.29 crores as compared to ₹ 20.53 crores in the previous year. The profit after tax is ₹ 40.56 crores in the current year as against ₹ 17.48 crores in the previous year.

HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS

Your Company believes that human capital is its greatest asset. The Company continues to improve personnel competencies and skills through training and developmental programs.

A fair and objective 'Goal Setting & Performance Management System' emphasizing employee performance and business performance has been established. This system identifies and rewards high performing employees. Performance based compensation mechanism would help attract and retain requisite talent.

The Company has generally enjoyed cordial relations with its employees. Workers and Staff Employees are paid remuneration in accordance with wage agreements reached with Trade Unions.

The employee strength of the Company as on 31st March, 2015 was 920.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand-supply conditions, raw materials cost, availability and prices of finished goods, foreign exchange market movements, changes in Government regulations, tax structure, economic and political developments within India and the countries where the Company conducts its business and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

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CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on the Code of Governance

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. The Corporate Governance Code has also been incorporated in Clause No. 49 of the Listing Agreement of the Stock Exchanges.

The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The Company has professionals on its Board of Directors who get actively involved in the deliberations of the Board as well as Committees of Directors on all important policy matters.

2. Board of Directors

For the year 2014-15, the Board of Directors comprised of three Whole-time Directors and nine Non-Executive Directors.

The Company has obtained the requisite disclosures from the Directors in respect of their directorship in other companies and membership in committees of other companies. Composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorships/memberships of committees of other companies are as under:

NAME	CATEGORY	NO. OF BOARD MEETINGS ATTENDED DURING 2014-15	ATTENDANCE AT LAST AGM	NO. OF DIRECTORSHIP HELD IN OTHER PUBLIC LIMITED COMPANIES	NO. OF POSITIONS HELD IN THE COMMITTEES* OF DIRECTORS OF OTHER PUBLIC COMPANIES	
					AS A MEMBER	AS A CHAIRMAN
Mr. Ashwin C. Shroff	Chairman & Managing Director	5	YES	4	Nil	1
Mrs. Usha A. Shroff	Executive Vice Chairperson	5	YES	6	Nil	1
Mr. S. R. Potdar (upto 02.09.2014)	Executive Director	1	N.A.	N.A.	N.A.	N.A.
Mr. Ravi A. Shroff (appointed on 03.09.2014)	Executive Director	3	YES	5	Nil	Nil
Mr. Atul G. Shroff	Promoter – Non-Executive Director	2	YES	3	1	Nil
Mr. Dipesh K. Shroff	Promoter – Non-Executive Director	5	YES	7	1	Nil
Mr. R. N. Bhogale	Independent Director	4	YES	Nil	Nil	Nil
Mr. H. N. Motiwalla	Independent Director	5	YES	8	1	3
Mr. P. S. Jhaveri	Independent Director	4	YES	4	3	Nil
Mr. M. B. Parekh	Independent Director	4	NO	4	2	Nil
Mr. N. B. Sathe (upto 27.12.2014)	Nominee Director	3	Nil	Nil	Nil	Nil
Mr. R. K. Sood (w.e.f. 27.03.2015)	Nominee Director	1	N.A.	Nil	Nil	Nil
Mr. S. S. Vaidya (w.e.f. 08.08.2014)	Independent Director	2	YES	5	Nil	Nil
Mr. R. M. Pandia (w.e.f. 08.08.2014)	Independent Director	4	YES	2	Nil	1

* Committee includes Audit Committee and Stakeholders' Relationship Committee of Board of Directors of other Public Companies.

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Date of Board meetings of the Company held during the year 2014-15.

23.05.2014

08.08.2014

31.10.2014

30.01.2015

27.03.2015

Mr. Ashwin C. Shroff, Mr. Atul G. Shroff and Mr. Dipesh K. Shroff are cousin brothers. Mrs. Usha A. Shroff is a wife of Mr. Ashwin C. Shroff and Mr. Ravi A. Shroff is son of Mr. Ashwin C. Shroff.

3. **Particulars of the Director, retiring by rotation and being re-appointed, are as under:**

Name of Director	MR. ATUL G. SHROFF
Date of Birth	23-12-1947
Academic Qualification	SSC
Experience and Expertise	Industrialist with vast business experience
Terms & Conditions of Appointment	Non Executive Director liable to retire by rotation and he is entitled to commission and sitting fee for attending Board meetings
Date of Appointment	26-08-1994
Other Public Companies in which Directorship is held	Transchem Agritech Limited Transpek Industry (Europe) Limited Transpek Industry Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	Chairman – Finance & Capex Committee of Transpek Industry Limited Member – Stakeholders Relationship Committee of Transpek Industry Limited Member – Corporate Social Responsibility Committee of Transpek Industry Limited
No. of Shares held in the Company	59,784
DIN	00019645
Relation with other Directors or Key Managerial Personnel	Cousin Brother of Mr. A. C. Shroff and Mr. D. K. Shroff
Number of Board Meeting attended during the financial year	2

4. **No. of Shares held by Non-Executive Directors as on 31st March, 2015**

Name of the Director(s)	Shares Held (No.)
Mr. Atul G. Shroff	59,784
Mr. Dipesh K. Shroff	8,619

Other Non-Executive Directors do not hold any shares in the Company as on 31st March, 2015.

5. **Audit Committee**

The role of the Audit Committee is to supervise the Company's financial reporting process and disclosure of its financial information, to approve appointment of CFO, to recommend the appointment of Statutory Auditors, Cost Auditors and Internal Auditors and fixation of their remuneration, to review and discuss with the Auditors about internal control systems, the scope of audit including observations of the Auditors, adequacy of the internal control systems, major accounting policies and practices, compliances with Accounting Standards, Listing Agreement and other legal requirements concerning financial statements and related party transactions. The Committee also reviews the Company's risk management systems and the Quarterly, Half Yearly and Annual financial statements before they are submitted to the Board of Directors.

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The Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed in the Board meetings and taken on record.

The Company has complied with the requirements of Clause 49(III)(A) of the Listing Agreement as regard to the composition of the Audit Committee.

The Audit Committee of the Board of Directors of the Company comprised of the following Members as on 31st March, 2015:

Mr. H. N. Motiwalla, Chairman	Independent Director
Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson
Mr. P. S. Jhaveri, Member	Independent Director
Mr. R. N. Bhogale, Member	Independent Director

The Secretary of the Company acts as the Secretary to the Committee.

The Audit Committee meetings were held on the following dates during the last financial year.

23.05.2014	08.08.2014	31.10.2014	30.01.2015
27.03.2015			

Attendance at the Audit Committee Meetings during the last financial year was as follows:

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Mr. H. N. Motiwalla	5	5
Mrs. Usha A. Shroff	5	5
Mr. P. S. Jhaveri	5	4
Mr. R. N. Bhogale	5	4

Audit Committee meetings are also attended by senior executives, Statutory Auditors and Internal Auditors. The Cost Auditors are also invited to the meetings, whenever required.

6. Nomination and Remuneration Committee

The Broad terms of reference of the Company's Nomination and Remuneration Committee are to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment/removal, to formulate the criteria for evaluation of Independent Directors and the Board, to determine and recommend to the Board the remuneration payable to Whole-time Directors, to determine and advise the Board for the payment of annual increments and commission to the Whole-time Directors and to determine and recommend policy for remuneration to directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee comprised of the following Members as on 31st March, 2015:

Mr. H. N. Motiwalla, Chairman	Independent Director
Mr. R. N. Bhogale, Member	Independent Director
Mr. P. S. Jhaveri, Member	Independent Director

The Nomination and Remuneration Committee meetings were held on the following dates during the last financial year.

23.05.2014	08.08.2014	30.01.2015	27.03.2015
------------	------------	------------	------------

Attendance at the Nomination and Remuneration Committee Meetings during the last financial year was as follows:

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Mr. H. N. Motiwalla	4	4
Mr. R. N. Bhogale	4	3
Mr. P. S. Jhaveri	4	4

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7. **Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee looks into the stakeholders' complaints, if any, and redress the same expeditiously.

The Stakeholders' Relationship Committee comprised of the following Members as on 31st March, 2015:

Mr. Dipesh K. Shroff, Chairman	Promoter, Non-Executive Director
Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson
Mr. H. N. Motiwalla, Member	Independent Director
Mr. Ravi A. Shroff, Member	Promoter, Executive Director

Mr. S. K. Singhvi, Company Secretary, is also designated as the Compliance Officer of the Company.

The Stakeholders' Relationship Committee meetings were held on the following dates during the last financial year.

23.05.2014	20.06.2014	09.07.2014	08.08.2014
22.08.2014	26.09.2014	31.10.2014	05.12.2014
16.12.2014	30.01.2015	20.02.2015	23.03.2015

Attendance at the Stakeholders Relationship Committee Meeting during the last financial year was as follows:

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Mr. Dipesh K. Shroff	12	5
Mrs. Usha A. Shroff	12	12
Mr. S. R. Potdar (upto 02.09.2014)	12	4
Mr. H. N. Motiwalla	12	4
Mr. Ravi A. shroff (w.e.f. 31.10.2014)	12	6

During the year, 15 complaints were received from the investors, all of which were resolved. There are no shares pending for transfer as on 31st March, 2015.

8. **Corporate Social Responsibility Committee (CSR):**

The Board of Directors of the Company in its meeting held on 28th March, 2014 constituted the Corporate Social Responsibility Committee.

The Role of the Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount to be spent on the CSR activities, to institute a transparent monitoring mechanism for implementation of the CSR Projects undertaken by the Company, and to review and amend the Corporate Social Responsibility Policy of the Company whenever required.

The Corporate social Responsibility Committee comprised of the following Members as on 31st March, 2015:

Mr. A. C. Shroff, Chairman	Promoter, Chairman and Managing Director
Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson
Mr. R. N. Bhogale, Member	Independent Director
Mr. M. B. Parekh, Member	Independent Director
Mr. R. M. Pandia, Member	Independent Director

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The Corporate Social Responsibility Committee meetings were held on the following dates during last financial year.

23.05.2014 08.08.2014 31.10.2014 30.01.2015 27.03.2015

Attendance at the Corporate Social Responsibility Committee meetings during the last financial year was as follows:

NAME OF DIRECTOR	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
Mr. A. C. Shroff	5	5
Mrs. Usha A. Shroff	5	5
Mr. R. N. Bhogale	5	4
Mr. M. B. Parekh	5	4
Mr. R. M. Pandia (w.e.f. 27.03.2015)	5	0

9. Allotment Committee:

The Board of Directors of the Company in its meeting held on 28th March, 2014 constituted the Allotment Committee.

The Role of Allotment Committee is to issue and allot securities of the Company from time to time.

Allotment Committee comprised of the following Members as on 31st March, 2015:

Mr. H. N. Motiwalla	Independent Director
Mr. P.S. Jhaveri	Independent Director
Mr. R. N. Bhogale	Independent Director

The Allotment Committee meeting was held on 15th December, 2014 during the last financial year.

Attendance at the Allotment Committee meeting during the last financial year was as follows:

NAME OF DIRECTOR	NO. OF MEETING HELD	NO. OF MEETING ATTENDED
Mr. H. N. Motiwalla	1	1
Mr. R. N. Bhogale	1	0
Mr. P.S. Jhaveri	1	1
Mr. N. B. Sathe (upto 27.12.2014)	1	1

10. Risk Management Committee:

The Board of Directors of the Company in its meeting held on 30th January, 2015 constituted the Risk Management Committee.

The Role of Committee is to review the risk policy and plan of the Company from time to time and to guide and advise the executives in managing the business risks of the Company.

The Committee comprises of the following Members as on 31st March, 2015:

Mr. H. N. Motiwalla	Independent Director
Mr. R. M. Pandia	Independent Director
Mr. Ravi A. Shroff	Executive Director
Mr. B. Balachandran	President (Chemicals Division)

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11. Remuneration of Directors:

The Non-Executive Directors are paid sitting fees for attending the meetings of the Board and Committees of Directors and commission, if any. There is no other pecuniary relationship or transaction of the non-executive directors with the Company.

The Company pays remuneration to its Chairman & Managing Director, Executive Vice Chairperson and Executive Director by way of salary, commission, perquisites and allowances. Salary is paid within the range as approved by the Shareholders. The Board, on the recommendations of the Nomination and Remuneration Committee, approves annual increments to the Whole-time Directors. Commission of Whole-time Directors is range bound, not exceeding 24 months salary and is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceiling as stipulated in Section 197 of the Companies Act, 2013.

Given below are the details of remuneration paid to the Directors during the financial year 2014-15:

DIRECTORS	SITTING FEES FOR BOARD/COMMITTEE MEETINGS (₹)	SALARIES AND OTHER PERQUISITES (₹)	COMMISSION* (₹)	TOTAL (₹)
Mr. A. C. Shroff	N.A.	70,47,069	48,00,000	1,18,47,069
Mrs. Usha A. Shroff	N.A.	64,64,334	43,00,000	1,07,64,335
Mr. S. R. Potdar (upto 02.09.2014)	N.A.	24,28,960	16,00,000	40,28,960
Mr. Ravi A. Shroff (w.e.f. 03.09.2014)	N.A.	23,44,802	15,00,000	38,44,802
Mr. Atul G. Shroff	40,000	N.A.	2,00,000	2,40,000
Mr. R. N. Bhogale	2,90,000	N.A.	4,00,000	6,90,000
Mr. H. N. Motiwalla	3,50,000	N.A.	4,50,000	8,00,000
Mr. P. S. Jhaveri	2,70,000	N.A.	3,50,000	6,20,000
Mr. Dipesh K. Shroff	1,50,000	N.A.	2,50,000	4,00,000
Mr. M. B. Parekh	1,40,000	N.A.	1,50,000	2,90,000
Mr. N. B. Sathe (upto 27.12.2014)	70,000	N.A.	2,00,000	2,70,000
Mr. R. K. Sood (w.e.f. 27.03.2015)	20,000	N.A.	0	20,000
Mr. S. S. Vaidya (w.e.f. 08.08.2014)	60,000	N.A.	0	60,000
Mr. R. M. Pandia (w.e.f. 08.08.2014)	1,00,000	N.A.	0	1,00,000

The employment of the Chairman & Managing Director, Executive Vice Chairperson and Executive Director is contractual and is for a period of five years and terminable by either party giving 3 months notice.

Severance compensation is payable to the Whole-time Directors, if their employment is terminated before the contractual period, subject to the provisions and limitations specified in the Companies Act, 2013. There are no stock options or performance linked incentive to the Directors.

The Company offers benefits to retiring Whole-time Directors as per a scheme in force duly approved by the Shareholders. The quantum of benefits in each individual case is decided by the Board of Directors at their discretion.

*Commission to the Non-Executive Directors pertains to the year 2013-14, which has been paid in the year 2014-15.

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12. General Meetings

Location and time of the last three Annual General Meetings

YEAR	LOCATION	DAY/DATE	TIME	NO. OF SPECIAL RESOLUTIONS
2011-12	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Friday, 20 th July, 2012	3.00 p.m.	1
2012-13	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Friday, 26 th July, 2013	3.00 p.m.	1
2013-14	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Friday, 26 th September, 2014	3.00 p.m.	5

The Company propose to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage and charge, Section 13 for alteration of Memorandum of Association and Section 14 for alteration of Articles of Association of the Company through postal ballot. The procedure for postal ballot is provided in the Postal Ballot Notice.

13. Disclosures

- Related Party Transactions:**

Related party transactions are entered in the Register of Contracts under Section 189 of the Companies Act, 2013 and the register is placed before the Board. All related party transactions entered into during the year 2014-15 were at arm's length and in the ordinary course of business.

- Whistle Blower Policy:**

The Board of Directors of the Company has approved and adopted a Whistle Blower Policy of the Company as required under the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Whistle Blower Policy is posted on the website of the Company.

- Particulars of Cost Auditor:**

Name of the Cost Auditor	M/s. Kishore Bhatia & Associates
Firm Registration No.	00294
Date of Appointment for the year 2014-15:	23.05.2014
Filing of Cost Audit Report for FY 2013-14:	
Due Date	27.09.2014
Actual Date	25.09.2014

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- **Statutory Compliance, Penalties and Strictures:**

The Company has complied with the requirements of the Stock Exchanges/SEBI and Statutory Authorities on all matters related to capital markets during the last year. There are no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authorities relating to the above compliance.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

However, the Company has not adopted non-mandatory requirements of Clause 49 of the Listing Agreement.

14. **Means of Communication:**

- The financial results of the Company are published in the newspapers viz. DNA (English) and Daily Sagar (Marathi).
- The financial results are also displayed on the Company's Website: <http://www.excelind.co.in>
- NEAPS and BSE Listing are web-based application designed by NSE and BSE respectively for corporate filing. All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others are also filed electronically through their portal.

15. **Management Discussion and Analysis forms part of this Annual Report.**

16. **General Shareholder Information**

- **Annual General Meeting**

Date and Time : Thursday, the 10th September, 2015 at 3.00 p.m.

Venue : Rama and Sundri Watumull Auditorium,
Kishinchand Chellaram College, Dinshaw Wachha Road,
Churchgate, Mumbai-400 020.

- **Financial Year** : Year ended March 31, 2015

- **Dates of Book Closure** : Saturday, the 5th September, 2015 to Thursday,
the 10th September, 2015 (both days inclusive).

- **Listing on Stock Exchanges** : The Company's Equity shares are listed on the following Stock Exchanges:

- 1) BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
- 2) National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra – Kurla Complex, Bandra (E),
Mumbai 400 051

The Company has paid the listing fees to these Stock Exchanges for the year 2014-15.

- **Dividend payment date** : On or after 14th September, 2015

- **Stock Codes (for shares):**

BSE Ltd. : 500650

National Stock Exchange of India Limited : EXCELINDUS

Demat ISIN Number in NSDL and CDSL : INE 369A01029

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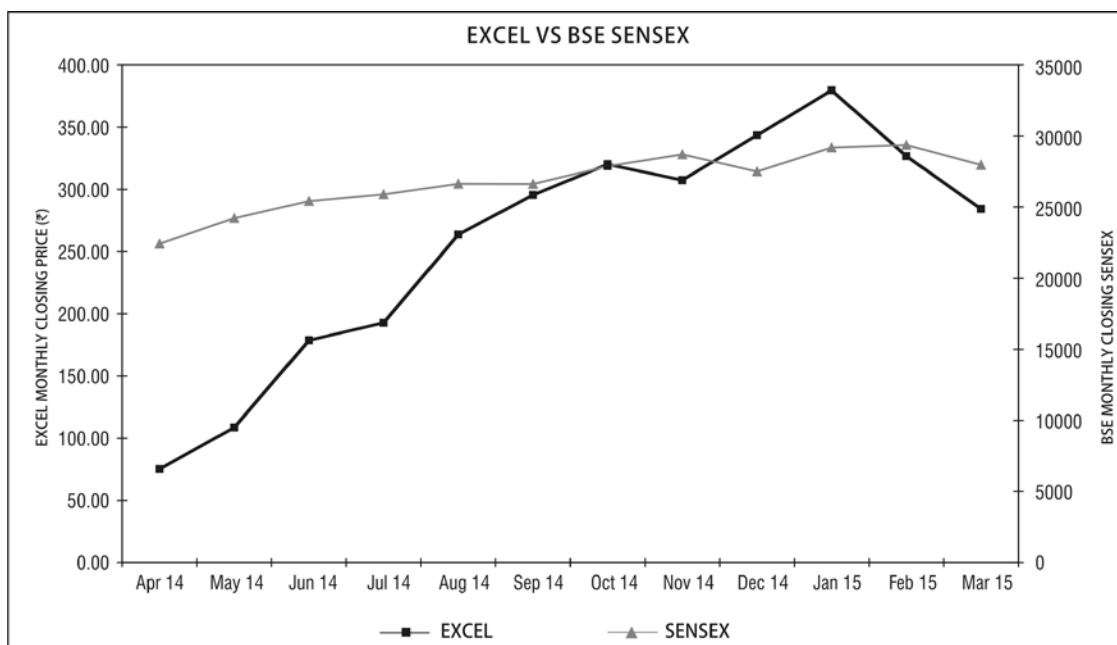
- Market Price Data:**

	(IN ₹)		(IN ₹)	
	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	HIGH	LOW	HIGH	LOW
April-2014	83.80	60.75	82.95	73.25
May-2014	115.00	70.30	115.95	108.00
June-2014	178.70	102.55	179.25	175.00
July-2014	226.10	171.20	195.00	183.60
Aug-2014	275.65	181.00	267.50	259.00
Sept-2014	349.00	265.00	313.50	292.00
Oct-2014	325.95	260.00	328.00	303.40
Nov-2014	422.00	332.95	413.15	395.10
Dec-2014	403.70	298.70	351.00	331.00
Jan-2015	393.95	329.65	392.00	372.00
Feb-2015	395.95	322.00	339.95	325.25
Mar-2015	339.00	258.00	300.00	268.90

(Source: This information is compiled from the data available from the website of BSE and NSE)

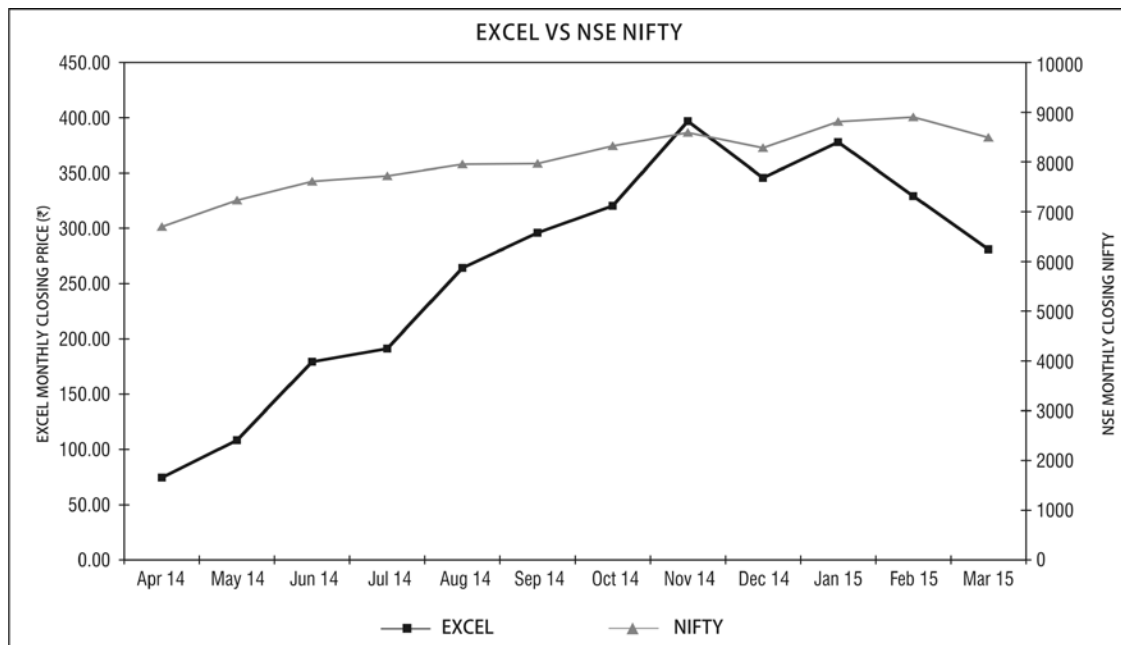
- Share Price Movements:**

Share Price Movement for the period from April, 2014 to March 2015 Excel Industries Limited v/s BSE Sensex & NSE Nifty.



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Share Transfer System: The share transfer function is carried out by the Registrar and Transfer Agent-Link Intime India Pvt. Ltd. Share transfers in physical form can be lodged at their office at C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 (Tel: 2596 3838 & 2594 6970).

Share transfers and other share related requests are considered for approval every fortnight by the Company's Officials who are authorized in this behalf.

- Distribution of Shareholdings as on 31st March, 2015**

CATEGORY	NO. OF SHAREHOLDERS	PERCENTAGE	NO. OF SHARES	PERCENTAGE
1 - 500	12029	88.89	1556264	13.07
501 - 1000	815	6.02	603966	5.07
1001 - 2000	347	2.56	485826	4.08
2001 - 3000	97	0.72	240705	2.02
3001 - 4000	56	0.41	195530	1.64
4001 - 5000	39	0.29	179234	1.51
5001 - 10000	61	0.45	421851	3.54
Above 10000	88	0.65	8222254	69.06
Total	13532	100.00	11905630	100.00

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- Categories of Shareholders as on 31st March, 2015**

CATEGORY	NO. OF SHAREHOLDERS	NO. OF SHARES	VOTING STRENGTH %
Promoters	36	5585030	46.91
Life Insurance Corporation of India	1	1012799	8.51
Individuals	13058	4787814	40.21
Companies	255	432573	3.63
Non-Resident Individuals	158	78319	0.66
Indian Banks and Mutual Funds	15	8273	0.07
Foreign Institutional Investors & Foreign Banks	9	822	0.01
Total	13532	11905630	100.00

As per Clause 5A of the Listing Agreements with the Stock Exchanges the Company has opened a demat account styled as “Excel Industries Limited Unclaimed Share Suspense Account”. The details of the shares held in the account are as under:

CATEGORY	NO. OF SHAREHOLDERS	SHARES
Body Corporate	8	579
Foreign Banks	3	187
Mutual Funds	2	100
Public	252	36656
Total	265	37522

- Dematerialisation of Shares and Liquidity:**

96.40% of the Company's share capital is held in dematerialised form as on 31st March, 2015. The Company's shares are regularly traded on the BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE).

- Unclaimed Shares**

During the year, as per Clause 5A of the Listing Agreement with the Stock Exchanges, the Company has, after completing all the procedures, transferred the unclaimed shares to “Excel Industries Limited Unclaimed Share Suspense Account”. Status of account is as under:

Outstanding shares lying in the account at the beginning of the year		Number of shareholders approached and to whom the Company transferred shares from the Unclaimed Share Suspense Account to shareholder account during the year		Outstanding shares lying in the Unclaimed Suspense Account at the end of the year	
No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
269	38232	4	710	265	37522

EXCEL INDUSTRIES LIMITED

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- **Factory Locations:**

(a) Plot No.112, M.I.D.C. Industrial Area,
Dhatav, Roha,
Dist. Raigad-402 116.

(c) Narol Sarkhej Octroi Naka,
Near Sewage Farm,
Baherampura, Ahmedabad-380 022.

(b) D-9, M.I.D.C., Lote Parshuram,
Tal: Khed, Dist. Ratnagiri-415 722.

- **Address for correspondence:**

Excel Industries Limited,
184-87, Swami Vivekanand Road, Jogeshwari (West),
Mumbai-400 102.
Tel.: 6646 4200, 2678 4255 & 2678 8258
Fax.: 6696 3514 / 2678 3657
excel.mumbai@excelind.com

- **Address for correspondence for share related work:**

LINK INTIME INDIA PVT. LTD.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai 400 078
Tel: 91 22 2596 3838 / 91 22 2594 6970

Help Desk contact

E-mail : rnt.helpdesk@linkintime.co.in

E-mail Address for Investor Grievances:

ranjan.desai@excelind.com

17. Managing Directors Declaration on Code of Conduct and Ethics:

The Board of Directors of the Company has laid down Code of Conduct and Ethics (The Code) for the Company's Directors and Senior Executives. All the Directors and the Senior Executives covered by the Code have affirmed compliance with the Code on an annual basis.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 30th July, 2015
Place: Mumbai

EXCEL INDUSTRIES LIMITED

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AUDITORS' CERTIFICATE

To

The Members of Excel Industries Limited

We have examined the compliance of conditions of corporate governance by Excel Industries Limited, for the year ended on 31 March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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 given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E

per Jayesh M. Gandhi

Partner

Membership No: 037924

Place: Mumbai

Date: 30 July, 2015

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TEN-YEAR HIGHLIGHTS

		(₹ in lacs)									
		2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
I. CAPITAL ACCOUNTS											
A. Share Capital		595.28	545.28	545.28	545.28	545.28	545.28	545.28	545.28	545.28	545.28
B. Reserves		17582.27	14119.45	12849.76	11750.98	10536.63	9670.21	9127.96	9147.61	9007.41	8936.96
C. Convertible Warrants		172.50	345.00	—	—	—	—	—	—	—	—
D. Shareholders' Funds (A+B+C)		18350.55	15009.73	13395.04	12296.26	11081.91	10215.49	9673.24	9692.89	9552.69	9482.24
E. Borrowings		7881.65	9462.45	6887.10	6371.31	5181.78	6011.05	7523.50	7358.85	7280.99	10622.07
F. Deferred Tax Liability (Net)		1633.77	1382.83	1472.50	1406.24	1369.61	1468.26	1019.22	993.70	919.55	886.31
G. Capital Employed (D+E+F)		27865.97	25855.01	21754.64	20073.81	17633.30	17694.80	18215.96	18045.44	17753.23	20990.62
H. Gross Block		26350.90	27900.95	24923.78	23246.53	21251.31	21507.89	21474.10	20721.74	19127.27	19014.61
I. Net Block		15835.04	14664.19	12310.04	11256.31	10096.98	10440.01	10650.45	10975.93	10408.27	10459.51
J. Debt-Equity Issue		0.43:1	0.63:1	0.51:1	0.52:1	0.47:1	0.59:1	0.78:1	0.76:1	0.76:1	1.12:1
II. REVENUE ACCOUNTS											
A. Gross Revenue		53655.32	46101.74	42454.83	34376.84	29647.53	25497.38	26963.53	25412.91	22717.31	23543.59
B. Profit/(Loss) before Taxes		5029.33	2053.42	2168.09	1176.75	2035.25	1139.61	137.08	593.50	198.04	(280.13)
% of Gross Revenue		9.37%	4.44%	5.11%	3.42%	6.86%	4.47%	0.51%	2.34%	0.87%	-1.19%
C. Exceptional Item		—	—	—	724.01	—	—	—	—	—	—
D. Profit/(Loss) after Taxes		4056.43	1748.15	1479.31	1514.33	1430.90	607.06	74.49	421.73	131.80	(172.08)
% of Gross Revenue		7.56%	3.78%	3.48%	4.41%	4.83%	2.38%	0.28%	1.66%	0.58%	-0.73%
E. Return on Shareholders' Funds %		22.11%	11.65%	11.04%	12.32%	12.91%	5.94%	0.77%	4.35%	1.38%	-1.81%
III. EQUITY SHAREHOLDERS' EARNINGS											
A. Earning per Equity Share *	₹	36.22	16.03	13.59	13.46	12.30	7.30	0.40	3.62	1.23	(0.28)
B. Dividend per Equity Share *	₹	7.00	3.75	3.00	2.00	3.75	2.00	0.50	1.00	0.50	—
C. Equity Dividend	₹	803.40	408.96	327.17	218.11	408.96	218.11	54.53	109.06	54.53	—
D. Net Worth per Equity Share*	₹	154.13	137.63	122.83	112.75	101.62	93.67	88.70	88.88	87.59	86.95
E. Market Rate as on 31st March	₹	280.90	69.00	60.00	68.70	74.15	58.25	26.45	53.15	41.17	58.90
* Face Value of Equity Share – ₹ 5/-.											

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

SUMMARISED BALANCE SHEET

As at 31st March

	2015		2014	
	₹	₹	₹	₹
	(in lacs)	(in lacs)	(in lacs)	(in lacs)
WHAT THE COMPANY OWNED				
1. FIXED ASSETS				
Gross Block	26,350.90		27,900.95	
Less: Depreciation	10,515.86		13,236.76	
		15,835.04		1,4664.19
2. INTANGIBLE ASSETS		172.63		182.28
3. NON-CURRENT INVESTMENTS		1,403.02		1,413.15
4. LONG TERM LOANS & ADVANCES				
& OTHER NON-CURRENT ASSETS		1,395.78		1,386.08
5. NET CURRENT ASSETS		10,349.34		9,492.19
		29,155.81		27,137.89
WHAT THE COMPANY OWED				
1. BORROWINGS (LONG TERM & SHORT TERM)		7,881.65		9,462.45
2. LONG TERM PROVISIONS		1,290.34		1,282.88
3. NET WORTH (Shareholders' Equity)				
Represented by				
(i) Share Capital	595.28		545.28	
(ii) Reserves	17,582.26		14,119.45	
(iii) Convertible Warrants	172.50		345.00	
		18,350.05		15,009.73
4. DEFERRED TAX LIABILITIES (NET)		1,633.77		1,382.83
		29,155.81		27,137.89

SUMMARISED PROFIT AND LOSS ACCOUNT

For the year ended 31st March

	2015		2014	
	₹	₹	₹	₹
	(in lacs)	(in lacs)	(in lacs)	(in lacs)
WHAT THE COMPANY EARNED				
From Sales (including Excise Duty)		52,412.79		45,032.70
From Export Earnings	112.76		195.19	
From Other Sources	1,129.77		873.84	
		1,242.53		1,069.04
		53,655.32		46,101.74
WHAT THE COMPANY SPENT				
On Manufacturing Costs		39,790.53		36,473.52
On Employees		6,167.92		5,437.64
Interest on Loans		1,197.64		1,034.10
Depreciation		1,469.90		1,103.06
		48,625.99		44,048.32
OPERATING PROFIT		5,029.33		2,053.42

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF EXCEL INDUSTRIES LIMITED

Report on the Standalone Financial Statements

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

Management's Responsibility for the standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the 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 Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

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

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper Books of accounts as required by the 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 accounts;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the 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 32 to the financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E

per Jayesh M. Gandhi

Partner

Membership No.: 37924

Place : Mumbai

Date : 22 May 2015

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

Annexure referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: Excel Industries Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) Certain fixed assets have been physically verified by the management during the year as per the phased programme of verification over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification. The discrepancies identified have been properly dealt with in the Books of accounts.
- (iii) (a) The Company has given long term interest-free unsecured loan to its wholly-owned subsidiary covered in the register maintained under Section 189 of the Act.
(b) As per the information and explanation given by the management, the principal amount of loan is repayable on or before 1 April 2017. No repayment is due, and thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular.
(c) There is no amount overdue of the said loan.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct any major weakness in internal control system of the Company.
- (v) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the Books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act, related to the manufacture of insecticides, industrial alcohol, fertilizers and Pharma products and are of the opinion that *prima facie*, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been minor delay in few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding at the year end, for a period of more than six months from the date they became payable.
(b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

Name of the statute	Nature of dues	Amount (₹ in Lacs)	Period to which the amount pertains	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty Demand	21.11	2007-08	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Central Excise Act, 1944	Excise Duty Demand	417.08	2006-11	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Central Excise Act, 1944	Excise Duty Demand	13.46	2008-13	Commissioner of Appeals Central Excise, Raigad
State Excise Act	Excise Duty Demand	267.68	2002-15	High Court, Mumbai
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	8.99	2005-09	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	9.51	2008-13	Commissioner of Appeals, Central Excise, Raigad
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	3.85	2012-13	Commissioner of Appeals, Central Excise, Raigad
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	23.70	2009-2014	Commissioner of Appeals, Central Excise, Raigad
Customs	Custom Demand	72.44	2011-13	Commissioner of Appeals, Custom, Mumbai
Income Tax	Income Tax Demand	1,579.86	AY 2010-2011 & AY 2011-12	Commissioner of Income Tax (Appeals)
Central Excise Act, 1944	Excise Duty Demand	1.34	2013-14	Commissioner of Appeals, Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	0.04	2013-14	Commissioner of Appeals Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	1.80	2013-15	Assistant Commissioner of Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	5.42	2013-15	Additional Commissioner of Appeals Central Excise, Raigad

- (c) According to the information and explanations given to us, the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank 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.
- (xi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E

per **Jayesh M. Gandhi**

Partner

Membership No.: 37924

Place : Mumbai

Date : 22 May 2015

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

BALANCE SHEET AS AT MARCH 31, 2015

	Notes	As at March 31, 2015 (₹ in Lacs)	As at March 31, 2014 (₹ in Lacs)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	5,95.28	5,45.28
Reserves and surplus	4	175,82.26	141,19.45
Money received against convertible warrants	26	1,72.50	3,45.00
		183,50.04	150,09.73
Non-Current Liabilities			
Long-term borrowings	5	18,15.08	25,87.08
Deferred tax liabilities	6	16,33.77	13,82.83
Long-term provisions	7	12,90.34	12,82.88
		47,39.19	52,52.79
Current Liabilities			
Short-term borrowings	8	60,66.57	68,75.37
Trade payables	9	54,34.07	52,66.50
Other current liabilities	9	26,10.45	16,95.66
Short-term provisions	7	12,34.64	8,46.17
		153,45.73	146,83.70
		384,34.96	349,46.22
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible assets	10	155,76.70	126,55.15
Intangible assets	11	1,72.63	1,82.28
Capital work-in-progress		2,58.34	20,09.04
Non-current investments	12	14,03.02	14,13.15
Loans and advances	13	13,85.78	12,81.08
Other non-current assets	14.2	10.00	1,05.00
		188,06.47	176,45.70
Current Assets			
Inventories	15	66,52.07	48,14.08
Trade receivables	14.1	105,64.63	100,97.08
Cash and bank balances	16	2,13.53	8,84.27
Loans and advances	13	16,82.00	13,03.08
Other current assets	14.2	5,16.26	2,02.01
		196,28.49	173,00.52
		384,34.96	349,46.22
Summary of significant accounting policies	2.1		
<p>The accompanying notes are an integral part of the financial statements.</p> <p>As per our attached Report of even date</p> <p>For S R B C & CO LLP Firm registration no.: 324982E Chartered Accountants</p> <p>per Jayesh M. Gandhi Partner Membership No. 37924</p> <p>Place : Mumbai Date: 22 May 2015</p>			
<p>For and on behalf of the Board of Directors of Excel Industries Limited</p> <p>A. C. SHROFF Chairman and Managing Director DIN: 00019952</p> <p>R. A. SHROFF Executive Director DIN: 00033505</p> <p>Place : Mumbai Date: 22 May 2015</p>			
<p>U. A. SHROFF Executive Vice Chairperson DIN: 00020519</p> <p>KAILAS DABHOLKAR Chief Financial Officer</p> <p>S. K. SINGHVI Company Secretary</p>			

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

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

	Notes	Current Year (₹ in Lacs)	Previous Year (₹ In Lacs)
INCOME			
Revenue from operations (gross)	17	529,75.40	456,45.51
Less: Excise duty		47,99.74	40,53.22
Revenue from operations (net)		481,75.66	415,92.29
Other income	18	6,79.92	4,56.23
Total revenue (I)		488,55.58	420,48.52
EXPENSES			
Cost of raw materials and components consumed	19	247,28.74	230,74.17
Purchase of traded goods	20	9,76.81	8,87.80
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	20	(9,61.27)	(1,13.03)
Employee benefits expense	21	61,67.92	54,37.64
Other expenses	22	100,51.92	83,83.88
Total expenses (II)		409,64.12	376,70.46
Profit before depreciation and amortisation, interest and tax (EBITDA) (I-II)		78,91.46	43,78.06
Depreciation and amortisation expense	23	14,69.90	11,03.06
Finance costs	24	13,92.23	12,21.58
Profit before tax		50,29.33	20,53.42
Tax expenses			
Current tax		12,39.15	5,81.00
Deferred tax		3,88.87	(89.67)
Adjustment relating to earlier periods (net)		(6,55.12)	(1,86.06)
Total tax expense		9,72.90	3,05.27
Profit for the year		40,56.43	17,48.15
Earnings per equity share [nominal value of share ₹ 5/- (Previous Year: ₹ 5/-)]	25		
Basic (in ₹)		36.22	16.03
Diluted (in ₹)		33.81	16.00
Summary of significant accounting policies	2.1		
<p>The accompanying notes are an integral part of the financial statements.</p> <p>As per our attached Report of even date</p> <p>For S R B C & CO LLP Firm registration no.: 324982E Chartered Accountants</p> <p>per Jayesh M. Gandhi Partner Membership No. 37924</p> <p>Place : Mumbai Date: 22 May 2015</p>			
<p>For and on behalf of the Board of Directors of Excel Industries Limited</p> <p>A. C. SHROFF Chairman and Managing Director DIN: 00019952</p> <p>R. A. SHROFF Executive Director DIN: 00033505</p> <p>Place : Mumbai Date: 22 May 2015</p>			
<p>U. A. SHROFF Executive Vice Chairperson DIN: 00020519</p> <p>KAILAS DABHOLKAR Chief Financial Officer</p> <p>S. K. SINGHVI Company Secretary</p>			

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015 (₹ in Lacs)	For the year ended March 31, 2014 (₹ in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	50,29.33	20,53.42
Adjustments for :		
Depreciation	13,80.38	10,24.49
Amortisation of Intangible Assets	89.52	78.57
Assets written off	1,09.74	81.63
Provision for Doubtful Receivables (net)	11.70	9.97
Sundry Credit Balances written back	(4.34)	(5.71)
Bad Debts/Sundry Debit Balances written off (Net)	4.37	25.49
Loss/(Profit) on sale of Fixed Assets	31.63	29.65
Contribution/Provision for Gratuity/Leave Encashment	9,17.36	8,11.70
Interest charged	(1,35.12)	(64.56)
Interest expenses	11,97.64	10,34.10
Dividend received	(2,81.66)	(2,69.06)
Exchange Difference on loans taken & Revaluation of debtors & Creditors	4.32	68.20
Profit on sale of non-current investments	(57.35)	—
	32,68.19	28,24.46
Operating Profit before working capital changes	82,97.52	48,77.88
Decrease/(Increase) in Trade Receivables	(4,84.07)	(13,87.42)
Decrease/(Increase) in Inventories	(18,37.99)	(5,43.55)
Decrease/(Increase) in Other Current Assets	(89.39)	(1,46.15)
Decrease/(Increase) in Loans & Advances	(84.11)	(3,89.57)
Increase/(Decrease) in Current Liabilities & Provisions	(3,98.09)	(1,93.26)
	(28,93.65)	(26,59.95)
Cash generated from Operations	54,03.87	22,17.93
Direct taxes paid (Net)	9,83.56	8,74.99
Net cash from Operating Activities (A)	44,20.31	13,42.94
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets including capital advances	(32,87.94)	(35,34.26)
Purchase of intangible assets	(79.87)	(7.67)
Proceeds from sale of fixed assets	1,89.54	63.40
Interest received	1,34.94	60.77
Dividend received	2,81.66	2,69.06
Sale of long term investments	67.49	—
Sundry Loans given	—	(75.00)
Net Cash used in Investing Activities (B)	(26,94.18)	(32,23.70)

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015 (₹ in Lacs)	For the year ended March 31, 2014 (₹ in Lacs)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Proceeds from conversion of warrants to Equity shares	5,17.50	—
Proceeds from issue of convertible Warrants	—	3,45.00
Proceeds from borrowings (gross)	63,05.38	64,92.95
Repayment of borrowings	(70,70.97)	(34,61.00)
Interim Dividend Paid	(3,23.01)	—
Tax on interim dividend	(65.42)	—
Dividend Paid	(4,03.09)	(3,21.92)
Tax on final dividend	(69.50)	(55.60)
Interest Paid	(11,58.08)	(10,24.58)
Net cash from/(used in) Financing Activities (C)	(22,67.19)	19,74.85
Net increase in cash and cash equivalents (A+B+C)	(5,41.06)	94.09
Cash and cash equivalents at the beginning of the year	7,39.60	6,45.51
Cash and cash equivalents at the end of the year	1,98.54	7,39.60
Break-up:		
Cash on hand	—	—
Balance with Banks:		
(i) In Unclaimed Dividend Accounts	30.54	20.51
(ii) In Current Accounts	—	7,09.09
(iii) In Deposits	1,68.00	10.00
Total cash and cash equivalents (note 16)	1,98.54	7,39.60
Note: * Cash and cash equivalents include ₹ 30.54 lacs (Previous Year: ₹ 20.51 lacs) in respect of unclaimed dividend, the balance of which is not available to the Company.		

As per our attached Report of even date

For S R B C & CO LLP
Firm registration no.: 324982E
Chartered Accountants

per Jayesh M. Gandhi
Partner
Membership No. 37924

Place : Mumbai
Date: 22 May 2015

For and on behalf of the Board of Directors of Excel Industries Limited

A. C. SHROFF
Chairman and Managing Director
DIN: 00019952

R. A. SHROFF
Executive Director
DIN: 00033505

Place : Mumbai
Date: 22 May 2015

U. A. SHROFF
Executive Vice Chairperson
DIN: 00020519

KAILAS DABHOLKAR
Chief Financial Officer
S. K. SINGHVI
Company Secretary

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. CORPORATE INFORMATION

Excel Industries Limited (the Company) is a public company domiciled in India. Its shares are listed on two stock exchanges in India. The Company is engaged in manufacturing and selling of Chemicals, Pharma intermediates and Environmental products. Chemicals comprising of Industrial and Specialty chemicals and Pesticides Intermediates. Environmental products comprising of Soil Enricher, Bio-Pesticides and other Bio-products. The Company caters to both domestic and international markets. The Company is also engaged in manufacturing activity on behalf of third parties.

2. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, except in case of assets for which revaluation is carried out. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP, requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation/amortisation and provision for impairment, if any, except for the following :

- (i) Land, Buildings, Plant and Machinery and Electrical Installations situated at Roha have been revalued as on September 30, 2001 on the basis of valuation report of Government approved valuers at their depreciated replacement value and stated at their revalued amounts.
- (ii) Assets at Mumbai installed up to March 31, 2002 are stated at cost as estimated by an approved valuer.

Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(c) Depreciation on tangible fixed assets

- (i) Leasehold Land (at cost or revalued as the case may be) is amortised over the period of 69 years and 95 years for Roha and Lote Parashuram sites respectively.
- (ii) Other Fixed Assets:
 - (1) In the case of following assets (which have been revalued) at Roha, depreciation has been provided on straight line (SL) basis over the balance useful life of the assets as estimated by the approved valuer. These lives are lower than those indicated in schedule II.

Description of Tangible Assets	*Rates (SL Method) (Range)	Schedule II Rates (SL Method)
Buildings	1.58%-31.67%	1.58%
Road	9.50%-20.58%	9.50%
Plant and Machinery - Metallic	5.28%	4.75%
Plant and Machinery - Non-metallic	11.88%	4.75%
Electrical Installations	9.50%-32.64%	9.50%

* Depreciation Rates on a Straight line Method for the balance useful life based on technical estimates.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

- (2) With effect from 1st April, 2014, the Company has prospectively changed its method of providing depreciation in respect of its assets viz. Furniture & Fixtures, Vehicles, Laboratory Equipments and Office Equipments from written down value basis to straight-line method basis based on following useful life taken as per technical estimates.

Description of Tangible Assets	Useful life of Assets as estimated by the management
Furniture & Fixtures	10 Years
Vehicles	8 Years
Laboratory Equipments	10 Years
Office Equipments	8 Years

Effective from April 1, 2014, the Company has provided depreciation with reference to the useful lives of tangible assets as specified in Schedule II to the Companies Act, 2013. Accordingly, the carrying amount, net of residual value, as on that date has been depreciated over the revised remaining useful lives of the assets. The Company has also rationalised the depreciation policy and has decided to provide 100% depreciation on additions to assets costing ₹ 25,000/- or less. As a result, the charge for depreciation is higher by ₹ 254.55 lacs for the year ended 31st March, 2015.

(d) Intangible assets and Amortisation

- (i) Intangible assets are stated at cost less accumulated amortisation.
- (ii) Amortisation:
 - (a) Computer software is amortised on a straight-line basis proportionately over a period of four years.
 - (b) Trademarks are amortised on a straight-line basis proportionately over a period of five years.
 - (c) Product Registration expenses are amortised on a straight-line basis over a period of four years.
 - (d) The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 *Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies*.
 - (e) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(e) Research and development costs

Research costs (other than cost of Fixed Assets acquired) are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of accounts. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years. The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

(f) Leases

Where the company is lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of

EXCEL INDUSTRIES LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating lease.

Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expenses in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

(g) Borrowing costs

Borrowing cost includes interest and amortisation of ancillary costs incurred in connection with the arrangement of the borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(h) Impairment of tangible and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognised in the revaluation reserve up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

(i) Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognised at a nominal value.

Government Grants of the nature of promoters' contribution are credited to Capital Reserve and treated as a part of Shareholders' Fund.

(j) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(k) Inventories

Raw materials, containers (packing materials), stores and spares (including fuel) are valued at lower of cost or net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, containers and stores and spares is determined on a moving weighted average basis.

Work-in-progress and finished goods are valued at lower of cost or net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on absorption costing basis at actuals.

Traded Goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(l) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenues from service contracts are recognised pro-rata over the period of the contract as and when services are rendered. The Company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Export Benefits

Duty free imports of raw materials under Advance License for Imports as per the Export and Import Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback Scheme as per the Export and Import Policy in respect of exports made under the said Scheme is included under the note "Other Operating Revenue" as 'Exports incentives'.

Dividend

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.

Royalties

Revenue is recognised on an accrual basis in accordance with the terms of the relevant agreement.

Other Income

Certain items of income such as insurance claims, overdue interest from customers etc. are recognised to the extent there is certainty of its realisation.

(m) Foreign currency translation

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

- (iv) Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability.

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or as expense for the period.

(n) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.

Retirement benefits in the form of Superannuation Fund is a defined contribution scheme. There are no obligations other than the contribution payable to the Superannuation Fund Trust. The Company recognises contribution payable to the Superannuation Fund as an expenditure, when an employee renders the related service. The contribution is charged to the statement of profit and loss of the year when the contribution accrues. The scheme is funded with insurance Companies in the form of qualifying insurance policies.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The scheme is funded with insurance Companies in the form of qualifying insurance policies.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/losses are recognised immediately to the statement of profit and loss and are not deferred.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

(o) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternative tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(p) Segment reporting

Identification of segments

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Inter-segment transfers

The Company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

(q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(r) Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranty provisions

Provisions for warranty related costs are recognised when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

(s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(t) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(u) Measurement of EBITDA

The Company has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit from continuing operations. In its measurement, the Company does not include depreciation and amortisation expense, finance costs and tax expense.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

3.

SHARE CAPITAL

	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Authorised shares		
3,80,00,000 (Previous Year: 3,80,00,000) Equity Shares of ₹ 5/- each	19,00.00	19,00.00
8,50,000 (Previous Year: 8,50,000) 11% Cumulative Redeemable Preference Shares of ₹ 10/- each	85.00	85.00
3,00,000 (Previous Year: 3,00,000) Unclassified Shares of ₹ 5/- each	15.00	15.00
Issued, subscribed and fully paid-up shares		
119,05,630 (Previous Year: 1,09,05,630) Equity Shares of ₹ 5/- each	5,95.28	5,45.28
	5,95.28	5,45.28

(a)

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	March 31, 2015		March 31, 2014	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
At the beginning of the period	1,09,05,630	5,45.28	10,905,630	5,45.28
Fresh issue of shares during the period	10,00,000	50.00	—	—
Outstanding at the end of the period	1,19,05,630	5,95.28	10,905,630	5,45.28

(b)

Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2015, the amount of per share dividend recognised as distributions to equity shareholders is ₹ 7/- (including Interim dividend ₹ 3/-) (Previous year: ₹ 3.75/-)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c)

Details of shareholders holding more than 5% shares in the Company (as per the register of members of the Company are as under):

Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of ₹ 5/- each fully paid				
Life Insurance Corporation of India	1,012,799	8.51%	1,012,799	9.29%
Utkarsh Global Holdings Private Limited	4,331,182	36.38%	3,331,182	30.55%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

4. RESERVES AND SURPLUS	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Capital reserve		
(a) Profit on purchase of debentures	0.01	0.01
(b) Government grants/subsidies	70.00	70.00
	<u>70.01</u>	<u>70.01</u>
Securities premium account		
Balance as per the last financial statements	1,81.08	1,81.08
Add: premium on issue of equity shares on conversion of convertible warrants (Refer Note 26)	6,40.00	—
	<u>8,21.08</u>	<u>1,81.08</u>
Closing balance		
General reserve:		
Balance as per the last financial statements	125,54.07	113,54.07
Add: amount transferred from surplus balance in the statement of profit and loss	20,00.00	12,00.00
	<u>145,54.07</u>	<u>125,54.07</u>
Closing balance		
Surplus in the statement of profit and loss:		
Balance as per the last financial statements	13,14.29	12,44.60
Profit for the year	40,56.43	17,48.15
Less: Appropriations		
Adjustment to depreciation (Net of tax ₹ 137.93 lacs) (Refer Note below)	(2,67.85)	—
Interim dividend on equity shares for the year [Amount per share ₹ 3/- (Previous Year: ₹ Nil)]	(3,27.17)	—
Tax on interim equity dividend	(65.42)	—
Proposed dividend on equity shares for the year [Amount per share ₹ 4/- (Previous Year: ₹ 3.75/-)]	(4,76.23)	(4,08.96)
Tax on proposed equity dividend	(96.95)	(69.50)
Transfer to general reserve	(20,00.00)	(12,00.00)
Total appropriations	<u>(32,33.62)</u>	<u>(16,78.46)</u>
Net surplus in the statement of profit and loss	<u>21,37.10</u>	<u>13,14.29</u>
Total reserves and surplus	<u>175,82.26</u>	<u>141,19.45</u>
<p>Note:</p> <p>The Company has revised the depreciation rates on certain fixed assets as per the useful life specified in the Companies Act, 2013 or as re-assessed by the Company. Accordingly, an amount of ₹ 267.85 lacs (net of deferred tax ₹ 137.93 lacs) has been adjusted against the opening balance of surplus in the Statement of Profit and Loss, being the carrying amount after retaining residual value of assets as on 1st April, 2014, in cases where the assets have no remaining useful lives as on the said date.</p>		

EXCEL INDUSTRIES LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

5. LONG-TERM BORROWINGS	Non-current portion		Current maturities	
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Term Loans (secured):				
Indian rupee loan from banks	10,86.56	11,51.39	4,22.22	3,72.22
From other (secured):				
Under vehicle finance scheme	45.53	14.64	13.69	7.22
Finance lease obligation	4,38.58	3,62.40	3,63.20	1,60.19
Deposits (unsecured):				
From shareholders	22.98	1,65.11	1,41.63	46.80
From public	2,21.43	8,93.54	6,62.11	1,92.96
	18,15.08	25,87.08	16,02.85	7,79.39
The above amount includes:				
Secured borrowings	15,70.67	15,28.43	7,99.11	5,39.63
Unsecured borrowings	2,44.41	10,58.65	8,03.74	2,39.76
Amount disclosed under the head "other current liabilities" (Refer Note 9)	—	—	(16,02.85)	(7,79.39)
Net amount	18,15.08	25,87.08	—	—
<p>(a) Loan from Bank of India amounting to ₹ 7,31.00 lacs (Previous Year: ₹ 5,23.61 lacs) is for a period of five years carrying interest rate of 12.25% p.a. and is secured by first exclusive charge by way of hypothecation of plant and machinery and further to be secured by equitable mortgage of land and buildings of the factory located at Roha.</p> <p>(b) Loan from HDFC Bank Ltd. amounting to ₹ 7,77.78 lacs (Previous Year: ₹ 1,000 lacs) is for a period of five years carrying rate of interest @12.6% p.a. and is secured by exclusive charge by way of hypothecation of entire movable assets at Lote Parashuram and further to be secured by equitable mortgage of immovable assets at Lote Parashuram.</p> <p>(c) Term loan under vehicle finance from a financial institution amounting to ₹ 59.22 lacs (Previous Year: ₹ 21.86 lacs) carrying interest rate ranging from 12% to 14% p.a. repayable in equated monthly instalments and secured by hypothecation of the vehicles acquired by utilising the said loans.</p> <p>(d) Finance lease obligation is secured by hypothecation of equipment's taken on lease. It will be discharged by monthly lease rental payments on various dates mentioned in asset lease agreement. Finance lease obligation to Siemens Financial Services Pvt. Ltd. amounting to ₹ 8,01.78 lacs (Previous Year: ₹ 5,22.59 lacs) is for a period of three years and carry the interest @ 12.50% p. a.</p> <p>(e) Deposits from shareholders and public are repayable after two and three years from the respective dates of deposits and carry the interest @ 9.50% p.a. and 10% p.a. respectively.</p>				

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

6. DEFERRED TAX LIABILITY	As at March 31, 2015 ₹ in Lacs		As at March 31, 2014 ₹ in Lacs	
Deferred tax liability				
Fixed assets: Impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting	20,46.06		18,55.64	
Other allowances	86.86		—	
(A)	21,32.92		18,55.64	
Deferred tax assets				
Impact of expenditure charged to the statement of profit and loss in the current/earlier years but allowed for tax purpose on payment basis	4,56.94		4,30.97	
Provision for doubtful receivables and advances	28.63		26.66	
Other disallowances	13.58		15.18	
Gross deferred tax assets	(B)	4,99.15		4,72.81
Net deferred tax liability	(A – B)	16,33.77		13,82.83

7. PROVISIONS	Long-term As at March 31, 2015 ₹ in Lacs		Short-term As at March 31, 2015 ₹ in Lacs	
Provision for employee benefits				
Provision for gratuity (Refer Note 27)	3,61.73	5,14.27	5,00.00	2,18.75
Provision for leave benefits	9,28.61	7,68.61	1,61.46	1,48.96
Other provisions				
Proposed equity dividend	—	—	4,76.23	4,08.96
Provision for tax on proposed equity dividend	—	—	96.95	69.50
Total	12,90.34	12,82.88	12,34.64	8,46.17

8. SHORT-TERM BORROWINGS	As at March 31, 2015 ₹ in Lacs		As at March 31, 2014 ₹ in Lacs	
From banks				
Cash credit and packing credit (secured)	31,63.18		38,16.98	
Working capital demand loan (secured)	9,87.88		9,88.61	
Foreign currency buyer's credit loan (unsecured)	5,76.00		9,74.30	
Short Term Loan from Banks (unsecured)	10,89.51		5,95.48	
	58,16.57		63,75.37	

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

8. SHORT-TERM BORROWINGS (Contd.)

	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
From others		
Inter corporate deposits (unsecured)	2,50.00	5,00.00
Total	60,66.57	68,75.37
The above amount includes		
Secured Borrowing	41,51.06	48,05.59
Unsecured Borrowing	19,15.51	20,69.78

Cash credit, packing credit and working capital demand loan from banks are secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivable etc. and is further secured by a second charge on the fixed assets at Roha and Lote Parashuram. The cash credit, packing credit and working capital demand loan is repayable on demand and carries interest rates @ 10.90% to 13.5% p.a.

Outstanding foreign currency buyer's credit loan are unsecured and carry an interest rate ranging from libor plus 43 bps to 45 bps.

Short term unsecured loan from HDFC Bank Ltd is payable within a period of six months and carries interest rate of 11.25% p.a and unsecured loan from YES Bank Ltd. is payable within a period of twelve months and carries interest rate of 12.75% p.a.

Inter Corporate Deposits are repayable within a period of 3 months and carries interest rates @ 12% to 12.50% p.a.

9. OTHER CURRENT LIABILITIES

	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Trade payables (including acceptances) (Refer Note 36 for details of dues to micro and small enterprises) (A)	54,34.07	52,66.50
Other liabilities		
Overdrawn bank balance	3.10	—
Current maturities of long-term borrowings (Refer Note 5)	16,02.85	7,79.39
Interest accrued but not due on borrowings	1,19.29	76.79
Interest accrued and due on borrowings	0.67	3.62
Investor education and protection fund will be credited by following amounts as and when due:		
Unclaimed dividend	30.54	20.51
Unclaimed matured deposits	7.56	13.41
Advances from customers	70.81	38.85
Creditors for capital goods	4,28.16	3,72.73
Statutory liabilities	2,72.17	2,42.89
Sundry deposits	24.57	13.52
Others	50.73	1,33.95
(B)	26,10.45	16,95.66
Total (A+B)	80,44.52	69,62.16

EXCEL INDUSTRIES LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

10. TANGIBLE ASSETS

(₹ in Lacs)

	Land free hold	Land lease hold	Leasehold improvements	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture fixture and office equipments	Vehicles	Technical books	Total
Cost or Valuation												
At April 1, 2013	1,71.85	2,82.71	23.43	33,24.39	179,27.18	8,07.04	6,96.42	2,48.52	6,35.74	3,20.11	9.48	244,46.87
Additions	—	—	—	4,71.31	13,80.25	30.09	41.08	26.86	44.69	26.91	—	20,21.19
Disposals	—	—	—	2.02	5,24.47	1.05	—	—	2.87	45.74	—	5,76.15
At March 31, 2014	1,71.85	2,82.71	23.43	37,93.68	187,82.96	8,36.08	7,37.50	2,75.38	6,77.56	3,01.28	9.48	258,91.91
Additions	—	—	—	1,40.56	46,47.36	41.87	28.38	46.92	57.37	76.17	—	50,38.63
Disposals/adjustments	—	—	—	2,10.04	38,51.55	2,06.81	1,83.34	1,47.75	1,25.89	88.84	0.33	48,14.55
At March 31, 2015	1,71.85	2,82.71	23.43	37,24.20	195,78.77	6,71.14	5,82.54	1,74.55	6,09.04	2,88.61	9.15	261,15.99
Depreciation												
At April 1, 2013	—	56.07	23.43	9,53.58	95,88.94	6,62.64	3,90.85	2,07.16	504.89	2,19.28	6.90	126,13.74
Charge for the year	—	3.24 *	—	80.19	8,02.15	39.15	30.29	16.41	25.06	27.64	0.36	10,24.49
Disposals/adjustments	—	—	—	1.01	3,63.03	0.34	—	—	1.91	35.18	—	4,01.47
At March 31, 2014	—	59.31	23.43	10,32.76	100,28.06	7,01.45	4,21.14	2,23.57	5,28.04	2,11.74	7.26	132,36.76
Charge for the year	—	3.24 *	—	1,01.78	10,72.21	40.96	48.37	16.45	63.94	32.85	0.59	13,80.38
Adj. Against Reserves	—	—	—	43.96	2,44.73	40.15	41.28	—	33.57	0.92	1.17	4,05.78
Disposals/adjustments	—	—	—	1,96.51	35,55.03	2,04.62	1,77.41	1,47.15	1,24.76	77.83	0.33	44,83.64
At March 31, 2015	—	62.55	23.43	9,81.99	77,89.97	5,77.94	3,33.38	92.87	5,00.79	1,67.68	8.69	105,39.29
Net Block												
At March 31, 2014	1,71.85	2,23.40	—	27,60.92	87,54.90	1,34.63	3,16.36	51.81	1,49.52	89.54	2.22	126,55.15
At March 31, 2015	1,71.85	2,20.16	—	27,42.21	117,88.80	93.20	2,49.16	81.68	1,08.25	1,20.93	0.46	155,76.70

- Notes: a. * Amount amortized in respect of leasehold land.
b. Buildings include cost of shares in co-operative housing societies ₹ 0.01 lac (Previous Year: Rs. 0.01 lac).
c. Buildings include buildings given on operating lease:
Gross book value ₹ 1,99.70 lacs (Previous Year: ₹ 199.70 lacs)
Accumulated depreciation ₹ 88.41 lacs (Previous Year: ₹ 85.16 lacs)
Depreciation for the year ₹ 3.25 lacs (Previous Year: ₹ 3.25 lacs)
Net block ₹ 1,08.04 lacs (Previous Year: ₹ 111.29 lacs)
d. The borrowing cost capitalised during the year is ₹ 19.95 lacs (Previous year ₹ 19.02 lacs). The Company has capitalised this borrowing cost in plant and machinery and capital work in progress respectively. (Refer Note 40)
e. The assets acquired under finance lease have been disclosed under capital work-in-progress as at 31 March 2015 amounting to ₹ Nil (Previous Year ₹ 583.60 lacs)
f. Plant and Machinery includes plant taken on finance lease:
Gross block ₹ 9,95.06 lacs (Previous Year: ₹ Nil)
Depreciation charge for the year ₹ 31.02 lacs (Previous Year: ₹ Nil)
Accumulated depreciation ₹ Nil (Previous Year: ₹ Nil)
Net book value ₹ 9,64.04 lacs (Previous Year: ₹ Nil)
g. During the year, value of certain assets, which were fully depreciated, have been adjusted from the gross block and accumulated depreciation.

11. INTANGIBLE ASSETS (ACQUIRED)

(₹ in Lacs)

	Trade marks	Computer software	Export product registration	Total
Cost (Gross block)				
At April 1, 2013	7.00	4,25.41	67.70	5,00.11
Additions/purchase	—	7.67	—	7.67
Disposals	—	—	—	—
At March 31, 2014	7.00	4,33.08	67.70	5,07.78
Additions/purchase	—	79.87	—	79.87
Disposals/Adjustment	—	1,86.34	—	1,86.34
At March 31, 2015	7.00	3,26.61	67.70	4,01.31
Amortisation				
At April 1, 2013	7.00	2,07.18	32.75	2,46.93
Charge for the year	—	61.64	16.93	78.57
Disposals	—	—	—	—
At March 31, 2014	7.00	2,68.82	49.68	3,25.50
Charge for the year	—	76.31	13.21	89.52
Disposals/Adjustment	—	1,86.34	—	1,86.34
At March 31, 2015	7.00	1,58.79	62.89	2,28.68
Net Block				
At March 31, 2014	—	1,64.26	18.02	1,82.28
At March 31, 2015	—	1,67.82	4.81	1,72.63

Note: During the year, value of Computer software, which was fully depreciated, have been adjusted from the gross block and accumulated depreciation.

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12. NON CURRENT INVESTMENTS (Contd.)	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Trade investment (valued at cost unless stated otherwise)		
Unquoted equity instruments		
Investment in subsidiaries		
(a) 1,99,982 (Previous Year: 1,99,982) Equity Shares of ₹ 100/- each fully paid-up in Kamaljiyot Investments Limited	1,99.98	1,99.98
(b) 5,10,000 (Previous Year : 5,10,000) Equity Shares of ₹ 10/- each fully paid-up in Excel Bio Resources Limited	51.13	51.13
Investment in joint venture		
4,68,000 (Previous Year: 4,68,000) Equity Shares of Hong Kong \$ 1 each fully paid-up in Wexsam Limited, Hong Kong	27.26	27.26
Less: Provision for diminution in value of investments	(27.26)	(27.26)
	—	—
Others		
(a) 8,88,750 (Previous Year: 8,88,750) Equity Shares of ₹ 10/- each fully paid-up in TML Industries Limited	1,77.75	1,77.75
(b) 10,67,450 (Previous Year: 10,67,450) Equity Shares of ₹ 10/- each fully paid-up in Transpek-Silox Industry Private Limited	2,86.08	2,86.08
Quoted equity instruments		
Others		
(a) 2,45,760 (Previous Year: 2,45,760) Equity Shares of ₹ 5/- each fully paid-up in Excel Crop Care Limited	3,66.26	3,66.26
(b) 5,84,977 (Previous Year: 5,84,977) Equity Shares of ₹ 10/- each fully paid-up in Punjab Chemicals and Crop Protection Limited	3,09.00	3,09.00
Total trade Investment (A)	13,90.20	13,90.20
Non-trade investment (valued at cost unless stated otherwise)		
Unquoted equity instruments		
(a) 2,500 (Previous Year: 2,500) Equity Shares of ₹ 10/- each fully paid-up in The Saraswat Co-operative Bank Limited	0.25	0.25
(b) 50,000 (Previous Year: 50,000) Equity Shares of ₹ 10/- each fully paid-up in Biotech Consortium India Limited	5.00	5.00
Quoted equity instruments		
(a) 4,285 (Previous Year: 4,285) Equity Shares of ₹ 10/- each fully paid-up in TIL Limited	1.54	1.54
(b) 13,400 (Previous Year: 35,900) Equity Shares of ₹ 10/- each fully paid-up in Bank of India	6.03	16.16
Total non-trade investments (B)	12.82	22.95
Total Investments (A + B)	14,03.02	14,13.15
Aggregate amount of quoted investments [Market value ₹ 31,76.25 lacs : (Previous Year: ₹ 17,64.47 lacs)]	6,82.83	6,92.96
Aggregate amount of unquoted investments (net of provision for diminution)	7,20.19	7,20.19
Aggregate provision for diminution in value of investments	27.26	27.26

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

13. LOANS AND ADVANCES		Non-current		Current	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Capital advances					
Unsecured, considered good	(A)	1,19.36	70.98	—	—
Security deposits					
Unsecured, considered good	(B)	3,93.30	3,26.40	—	—
Loan to a related party (Refer Notes 29, 35 & 45)					
Unsecured, considered good	(C)	8,40.00	8,40.00	—	—
Advances recoverable in cash or kind					
Unsecured, considered good		—	—	6,29.65	7,55.91
Unsecured, considered doubtful		—	—	35.00	35.00
		—	—	6,64.65	7,90.91
Provision for doubtful advances		—	—	(35.00)	(35.00)
	(D)	—	—	6,29.65	7,55.91
Other loans and advances, unsecured, considered good					
Advance income-tax (net of provision for taxation)		—	—	4,97.72	98.21
Prepaid expenses		10.51	7.22	2,14.15	1,67.73
Loans to employees		22.61	36.48	25.11	27.00
Balances with statutory/government authorities		—	—	3,15.37	2,54.21
	(E)	33.12	43.70	10,52.35	5,47.15
Total	(A+B+C+D+E)	13,85.78	12,81.08	16,82.00	13,03.06
14. TRADE RECEIVABLES AND OTHER ASSETS					
14.1. Trade receivables		Non-current		Current	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Outstanding for a period exceeding six months from the date they are due for payment					
Unsecured, considered good		—	—	63.32	106.50
Doubtful		—	—	47.72	36.02
		—	—	1,11.04	1,42.52
Less: Provision for doubtful receivables		—	—	(47.72)	(36.02)
		—	—	63.32	1,06.50
Other receivables					
Unsecured, considered good		—	—	105,01.31	99,90.58
		—	—	105,64.63	100,97.08

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

14.2. Other assets					
Unsecured, considered good unless stated otherwise (A)					
Non-current bank balance (Refer Note 16)	10.00	1,05.00	—	—	
Others					
Interest receivable	—	—	17.45	17.28	
Export benefit receivable	—	—	50.20	1,01.25	
Income tax refund receivable	—	—	4,20.71	58.29	
Miscellaneous receivable	—	—	27.90	25.19	
	(B)	—	5,16.26	2,02.01	
Total	(A + B)	10.00	1,05.00	5,16.26	2,02.01

15. INVENTORIES (Valued at lower of cost and net realisable value)		
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Raw materials [including stock-in-transit ₹ 6,53.48 lacs (Previous Year: ₹ 55.44 lacs)] (Refer Note 19)	19,14.36	11,61.69
Packing materials (Refer Note 19)	1,41.33	1,42.02
Finished goods [including stock-in-transit ₹ 1,94.80 lacs (Previous Year: ₹ 1,31.70 lacs)] (Refer Note 20)	21,10.38	16,03.45
Work-in-progress (Refer Note 20)	17,05.81	13,12.42
Traded goods (Refer Note 20)	2,26.58	1,65.63
Stores and spares [including stock-in-transit ₹ 1,32.13 lacs (Previous Year: ₹ 67.57 lacs)] [including fuel and coal]	5,53.61	4,28.87
Total	66,52.07	48,14.08

16. CASH AND BANK BALANCES					
	Non-current		Current		
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	
Cash and cash equivalents					
Balances with banks:					
On current accounts	—	—	—	7,09.09	
On unclaimed dividend accounts	—	—	30.54	20.51	
Deposits with original maturity of less than three months	—	—	1,68.00	10.00	
	—	—	1,98.54	7,39.60	
Other bank balances					
Deposits with original maturity for more than 12 months	10.00	1,05.00	—	—	
Deposits with original maturity for more than 3 months but less than 12 months	—	—	—	63.00	
Margin money deposits	—	—	14.99	81.67	
	10.00	1,05.00	14.99	1,44.67	
Amount disclosed under non-current assets (Refer Note 14.2)	(10.00)	(1,05.00)	—	—	
Total	—	—	2,13.53	8,84.27	
Margin money deposits given as security					
Margin money deposits with a carrying amount of ₹ 14.99 lacs (Previous Year: ₹ 81.67 lacs) have been given against opening of Letter of Credit Account and Bank guarantee.					

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

17. REVENUE FROM OPERATIONS		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Revenue from operations		
Sale of products		
Finished goods	510,56.59	433,82.45
Traded goods	13,56.20	16,50.25
Sale of services		
Processing charges	1,91.82	1,88.35
Royalty/Technical fees/Commissioning Charges	2.11	33.11
Other operating revenue		
Export incentives	1,12.76	1,95.19
Scrap sales	2,55.92	1,96.16
Revenue from operations (gross)	529,75.40	456,45.51
Less: Excise duty (Refer note below)	47,99.74	40,53.22
Revenue from operations (net)	481,75.66	415,92.29
Note:- Excise duty on sales amounting to ₹ 47,99.74 lacs (Previous Year: ₹ 40,53.22 lacs) has been reduced from sales in statement of profit and loss and excise duty increase/decrease in stock amounting to ₹ 93.75 lacs (Previous Year: ₹ 6.62 lacs) has been considered (income)/expenses in Note 22 of financial statements.		
Details of products sold	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Finished goods sold		
Phosphorous and its compounds	379,84.43	314,13.11
Chemicals	108,22.84	105,37.59
Organic manure/culture	4,58.23	1,76.21
Others	17,91.09	12,55.54
	510,56.59	433,82.45
Trading goods sold		
Chemicals	5,65.84	4,59.87
Others	7,90.36	11,90.38
	13,56.20	16,50.25
	524,12.79	450,32.70
18. OTHER INCOME		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest income on		
Bank deposits	36.28	34.94
Income tax refund	95.12	24.34
Others	3.72	5.28
	135.12	64.56
Dividend income		
From long term investments	2,81.66	2,69.06
Gain on sale of long term investments	57.35	-
Income on Technology Transfer	1,50.00	-
Others		
Rent	35.95	36.33
Exchange gain (net)	-	60.35
Others	19.84	25.93
	55.79	1,22.61
Total	6,79.92	4,56.23

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

19. COST OF RAW MATERIALS AND COMPONENTS CONSUMED			
		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a. Raw materials			
Inventory at the beginning of the year		11,61.69	8,21.65
Add: Purchases		243,70.62	222,72.59
		255,32.31	230,94.24
Less: Inventory at the end of the year		19,14.36	11,61.69
	(A)	236,17.95	219,32.55
b. Packing materials			
Inventory at the beginning of the year		1,42.02	1,13.08
Add: Purchases		11,10.10	11,70.56
		12,52.12	12,83.64
Less: Inventory at the end of the year		1,41.33	1,42.02
	(B)	11,10.79	11,41.62
Total	(A + B)	247,28.74	230,74.17
Details of raw materials consumed			
		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Raw materials			
Phosphorous and its compounds		112,34.09	110,76.61
Metal and metal powder		—	2,10.13
Minerals		11,67.64	9,75.61
Organic Chemicals		80,81.72	66,86.79
Others		31,34.50	29,83.41
		236,17.95	219,32.55
Details of inventory			
		As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Raw materials			
Phosphorous and its compounds		9,27.61	3,31.54
Minerals		40.12	19.20
Organic Chemicals		8,26.19	7,12.86
Others		1,20.44	98.09
		19,14.36	11,61.69
20. (INCREASE)/DECREASE IN INVENTORIES			
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs	(Increase)/decrease ₹ in Lacs
Inventories at the end of the year			March 31, 2015
Finished goods	21,10.38	16,03.45	(5,06.93)
Work-in-progress	17,05.81	13,12.42	(3,93.39)
Traded goods	2,26.58	1,65.63	(60.95)
	40,42.77	30,81.50	(9,61.27)
Inventories at the beginning of the year			March 31 2014
Finished goods	16,03.45	16,17.68	14.23
Work-in-progress	13,12.42	10,34.61	(2,77.81)
Traded goods	1,65.63	3,16.18	1,50.55
	30,81.50	29,68.47	(1,13.03)
	(9,61.27)	(1,13.03)	

EXCEL INDUSTRIES LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

20. (INCREASE)/DECREASE IN INVENTORIES (Contd.)		
Details of Purchase of traded goods		
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Phosphorous and its compounds	53.60	—
Chemicals	4,29.03	3,30.34
Others	4,94.18	5,57.46
	9,76.81	8,87.80
Details of inventory		
Finished goods		
Phosphorous and its compounds	10,10.90	4,03.02
Chemicals	9,54.65	9,90.30
Organic manure	60.51	68.95
Others	84.32	1,41.18
	21,10.38	16,03.45
Work-in-progress		
Phosphorous and its compounds	2,17.33	40.85
Chemicals	4,25.71	2,14.02
Others	10,62.77	10,57.55
	17,05.81	13,12.42
Traded goods		
Chemicals	40.90	16.84
Others	1,85.68	1,48.79
	2,26.58	1,65.63
21. EMPLOYEE BENEFITS EXPENSE		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Salaries, wages and bonus	44,95.57	39,11.93
Contribution to provident and other funds	3,98.60	3,68.54
Provision/payment of gratuity (Refer Note 27)	5,99.78	5,53.87
Provision for other retirement benefits	3,17.58	2,57.83
Workmen and staff welfare expenses	3,56.39	3,45.47
	61,67.92	54,37.64

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

22. OTHER EXPENSES		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Consumption of stores and spares (Refer Note 39)		85.30	73.31
Processing charges		85.70	2,54.78
(Increase)/decrease of excise duty on inventory (Refer Note 17)		93.75	6.62
Power and fuel		30,74.74	28,11.17
Effluent expenses		7,46.25	6,48.33
Rent (Refer Note 30)		48.68	40.77
Rates and taxes		1,04.83	94.15
Insurance		64.67	77.93
Repairs and maintenance			
— Plant and machinery		15,01.36	11,34.79
— Buildings		1,93.92	1,12.74
— Others		1,52.26	1,37.58
CSR expenditure (Refer Note 44)		38.91	5.17
Sales commission and discounts		1,89.95	1,44.58
Travelling and conveyance		2,18.94	2,03.34
Legal and professional fees		3,66.73	2,69.94
Directors' sitting fees		14.90	3.10
Payment to auditor (refer details below)		31.14	26.80
Exchange differences (net)		66.63	-
Bad debts/sundry debit balances written off (net)		4.37	25.49
Freight outward and forwarding expenses		11,36.73	9,19.85
Charity and donations (Refer Note 43)		89.30	26.57
Provision for doubtful receivables (net)		11.70	9.97
Tangible assets written off		1,09.74	81.63
Loss on sale of tangible fixed assets (net)		31.63	29.65
Miscellaneous expenses		15,89.79	12,45.62
		100,51.92	83,83.88
Payment to auditor (net of Service Tax)		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
As auditor:			
Audit fee		17.50	14.00
Tax audit fee		6.00	5.00
Limited review		4.50	3.00
In other capacity:			
Certification fees and other matters		2.30	4.50
Reimbursement of expenses		0.84	0.30
		31.14	26.80

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

23. DEPRECIATION AND AMORTISATION EXPENSES		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Depreciation on tangible assets	13,80.38	10,24.49
Amortisation of intangible assets	89.52	78.57
	14,69.90	11,03.06
24. FINANCE COSTS		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest	11,97.64	10,34.10
Bank and financial charges	1,43.35	1,58.79
Exchange difference on borrowings	51.24	28.69
	13,92.23	12,21.58
25. EARNINGS PER SHARE (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Profit after tax as per statement of profit and loss	40,56.43	17,48.15
Add/Less: Reconciliation items	—	—
Net profit for calculation of basic/diluted EPS	40,56.43	17,48.15
	Nos.	Nos.
Weighted average number of equity shares in calculating basic EPS	11,198,781	10,905,630
Effect of dilution		
Convertible warrants	797,767	21,918
Weighted average number of equity shares in calculating diluted EPS	11,996,548	10,927,548
Basic (in ₹)	36.22	16.03
Diluted (in ₹)	33.81	16.00
26. MONEY RECEIVED AGAINST CONVERTIBLE WARRANTS ISSUED		
The Company had issued and allotted 20,00,000 fully convertible warrants of face value of ₹ 69/- each on a preferential basis aggregating to ₹ 1,380 lacs to Utkarsh Global Holdings Private Limited, a promoter group Company, pursuant to a special resolution passed in the Extraordinary General Meeting held on 15 March 2014. The said issue was pursuant to Section 81 (1A) of the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009.		
Each such warrant is convertible at the option of the holder of the warrants into one equity share of face value of ₹ 5/- each of the Company at a premium of ₹ 64/- per equity share. The Company has received ₹ 345 lacs being 25% of consideration of the warrants.		
During the year, warrant rights has been exercised and accordingly 10 lacs fully convertible warrants had been converted to 10 lacs equity shares of ₹ 5 each after receiving balance money from Utkarsh Global Holdings Private Limited. The balance warrants will, at the option of the holder, be converted into equity shares in one or more tranches, but not later than 18 months from the date of their allotment ie 27 March, 2014.		

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

27. DETAILS OF EMPLOYEE BENEFITS

(I) Defined Benefit Plan Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service then instead of 15 days, he/she will get gratuity on retirement at 22 days last drawn salary. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The scheme is funded with insurance Companies in the form of qualifying insurance policies.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

(a) The amounts recognised in the Statement of profit and loss are as follows:

Defined Benefit Plan

	Current Year Gratuity (₹ in Lacs)	Previous Year Gratuity (₹ in Lacs)
Current service cost	1,77.84	1,46.35
Interest cost on benefit obligation	2,83.75	2,05.10
Expected return on plan assets	(2,24.23)	(1,99.92)
Net actuarial (gain)/loss recognised in the year	3,62.42	4,02.34
Amount included under the head employee benefit expenses (Refer Note 21)	5,99.78	5,53.87

(b) The amounts recognised in the Balance Sheet are as follows:

	As at March 31, 2015 Defined Benefit Plan - Gratuity (Funded) (₹ in Lacs)	As at March 31, 2014 Defined Benefit Plan - Gratuity (Funded) (₹ in Lacs)
Present value of funded obligation	37,85.57	32,24.42
Less: Fair value of plan assets	29,23.84	24,91.40
Net Liability included under the head Provisions in Note No. 'I'	8,61.73	7,33.02

(c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

	As at March 31, 2015 Gratuity (₹ in Lacs)	As at March 31, 2014 Gratuity (₹ in Lacs)
Opening defined benefit obligation	32,24.42	25,83.68
Interest cost	2,83.75	2,05.10
Current service cost	1,77.84	1,46.35
Benefits paid	(2,62.98)	(1,03.18)
Actuarial (gains)/losses on obligation	3,62.54	3,92.47
Closing defined benefit obligation	37,85.57	32,24.42

(d) Changes in the fair value of plan assets are as follows:

	As at March 31, 2015 Gratuity (₹ in Lacs)	As at March 31, 2014 Gratuity (₹ in Lacs)
Opening fair value of plan assets	24,91.40	21,41.39
Expected return	2,24.23	1,99.92
Contributions by employer	4,71.07	2,63.15
Benefits paid	(2,62.98)	(1,03.18)
Actuarial gains/(losses)	0.12	(9.88)
Closing fair value of plan assets	29,23.84	24,91.40

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

27. DETAILS OF EMPLOYEE BENEFITS (Contd.)

	As at 31st March, 2015 Gratuity (₹ in Lacs)	As at 31st March, 2014 Gratuity (₹ in Lacs)
(e) Expected contribution to defined benefit plan for the next year.	5,00.00	2,18.75
(f) The major categories of plan assets as a percentage of fair value of total plan assets are as follows:	Current Year	Previous Year
Insurer Managed Funds (Life Insurance Corporation of India)	87.90%	86.92%
Insurer Managed Funds (Aviva Life Insurance Company India Limited)	12.10%	13.08%
	100%	100%
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in the expected rate of return on assets due to the improved stock market scenario.		
	Gratuity Current Year	Gratuity Previous Year
(g) The principal actuarial assumptions at the Balance Sheet date:		
Discount rate	7.80%	8.80%
Expected rate of return on assets	8.75%	9%
Expected rate of salary increase	8.50%	8.50%
Mortality table	IALM (2006-08) Ult.	IALM (2006-08) Ult.
	Ultimate	Ultimate
Proportion of employees opting for early retirement	5% to 1%	5% to 1%
Notes:		
1. The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
2. Amounts for the current and previous four periods are as follows:		
[AS15 Para 120(n)] [1]		

	(₹ in Lacs)				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	37,85.57	32,24.42	25,83.68	19,67.88	17,26.60
Plan assets	29,23.84	24,91.40	21,41.39	18,34.92	15,87.46
Surplus/(deficit)	(8,61.73)	(7,33.02)	(4,42.29)	(1,32.96)	(1,39.14)
Experience adjustments on plan liabilities	66.98	93.12	88.21	1,16.83	2,03.59
Experience adjustments on plan assets	0.12	9.88	(2.93)	9.52	6.68

(II) Defined contribution Plans:

(i) Provident Fund is a defined contribution scheme established under a State Plan.		
(ii) Superannuation Fund is a defined contribution scheme. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.		
(iii) Defined Contribution Plan	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
Current service cost included under the head Contribution to provident and other funds in employee benefits expense (Refer Note 21)		
Provident Fund	1,90.50	2,09.04
Family Pension Fund	1,03.53	61.51
Superannuation Fund	95.65	92.80

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

28. SEGMENT INFORMATION

1. Information About Primary Business Segments:

Particulars	Current Year (₹ in Lacs)			Previous Year (₹ in Lacs)		
	Chemicals	Environment	Total	Chemicals	Environment	Total
REVENUE:						
External Revenue:	470,62.12	13,02.51	483,64.63	402,61.35	14,41.95	417,03.30
Un-allocated revenue :			4,90.95			3,45.22
Inter-segment Revenue (At selling price):			-			—
Total Revenue:			488,55.58			420,48.52
RESULT:						
Segment result:	80,47.18	(46.41)	80,00.77	45,78.53	(11.93)	45,66.60
Un-allocated expenditure net of un-allocated income:			15,79.21			12,91.60
Finance Costs			13,92.23			12,21.58
Profit before taxation but after prior period adjustments:			50,29.33			20,53.42
Current:						
Provision for Taxation:						
Current:			12,39.15			5,81.00
In respect of earlier years (net)			(6,55.12)			(1,86.06)
Deferred tax:			3,88.87			(89.67)
Profit/(Loss) after tax:			40,56.43			17,48.15
OTHER INFORMATION:						
Segment Assets:	324,96.67	8,70.72	333,67.39	288,91.74	8,78.98	297,70.72
Un-allocated Assets:			50,67.57			51,75.50
Total Assets:			384,34.96			349,46.22
Segment Liabilities:	(56,51.61)	(1,95.90)	(58,47.51)	(54,11.28)	(1,91.57)	(56,02.85)
Un-allocated Liabilities:			(142,37.40)			(143,33.64)
Total Liabilities:			(200,84.92)			(199,36.49)
Segment Capital expenditure:	49,76.70	22.99	49,99.69	19,73.62	30.05	20,03.67
Un-allocated Capital expenditure:			1,18.81			25.19
Segment Depreciation and Amortisation:	13,11.62	44.56	13,56.18	9,39.67	43.66	9,83.33
Un-allocated Depreciation and Amortisation:			1,13.72			1,19.73
Segment Non-cash expenses other than Depreciation and Amortisation:	1,09.32	9.96	1,19.28	94.78	22.31	1,17.09
Un-allocated Non-cash expenses other than Depreciation and Amortisation:			6.52			—

2. Information About Secondary Business Segments:

	Domestic	Exports	Total	Domestic	Exports	Total
Revenue:	410,55.85	77,99.73	488,55.58	353,08.94	67,39.58	420,48.52
Carrying amount of Assets:	363,25.29	21,09.67	384,34.96	330,14.26	19,31.96	349,46.22
Capital Expenditure:	51,18.50	—	51,18.50	20,28.86	—	20,28.86

3. Notes:

- The Company is organised into two business segments namely:
 - Chemicals – Comprising of Industrial and Specialty Chemicals and Pesticides Intermediates.
 - Environment – Comprising of Soil enricher, Bio - pesticides and other Bio products.
- Segment revenue in the above segments includes sales, export incentives, processing charges and other income from operations.
- Segment Revenue in the geographical segments considered for disclosure are as follows:
 - Revenue within India includes sales to customers located within India.
 - Revenue outside India includes sales to customers located outside India.
- Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

29. RELATED PARTY DISCLOSURES AS REQUIRED BY ACCOUNTING STANDARD (AS)-18 "RELATED PARTY DISCLOSURES".

(1) Related parties where control exists:

Subsidiaries

Kamaljyot Investments Limited

Excel Bio Resources Limited

Joint Venture

Multichem Industries (a partnership firm)

(2) Related parties with whom transactions have taken place during the year:

Enterprises owned or significantly influenced by key management personnel or their relatives or through companies/entities which are controlled/ significantly influenced by the KMP and their relatives

Agrocel Industries Limited

Anshul Specialty Molecules Ltd

Divakar Techno Specialities & Chemicals Ltd.

Excel Crop Care Limited

Good Rasayan Limited (upto 30.09.2014)

Transpek Industry (Europe) Limited

Transpek Industry Limited

Utkarsh Global Holdings Pvt. Ltd.

Key Management Personnel

Shri Ashwin C. Shroff (Chairman and Managing Director)

Smt. Usha A. Shroff (Executive Vice Chairperson)

Shri Ravi Ashwin Shroff (Executive Director w.e.f 3rd September, 2014)

Shri S. R. Potdar (Executive Director upto 2nd September, 2014)

Relatives of KMP

Shri Hrishit Ashwin Shroff (Son of Shri Ashwin C. Shroff and Smt. Usha A. Shroff)

Smt. Anshul A. Bhatia (Daughter of Shri Ashwin C. Shroff and Smt. Usha A. Shroff)

Shri. Amrish S. Bhatia (Son in law of Ashwin C. Shroff and Smt. Usha A. Shroff)

Smt. Amrita R. Shroff (Wife of Shri Ravi A. Shroff)

Kr. Parthiv R. Shroff (Son of Shri Ravi A. Shroff)

Kr. Shreyaan R. Shroff (Son of Shri Ravi A. Shroff)

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(a) Sale/purchase of goods & services and other transactions

(₹ in Lacs)

	Year ended	Sale of goods	Sale of services	Sale of fixed assets	Dividend Received	Purchase of traded goods	Purchase of Services	Dividend Paid	Proceeds from conversion of warrants to equity shares	Reimbursement of Expenses to Party (Expenses)	Salary, Bonus & contribution to PF	Retirement Benefits	Amount owed by related parties	Amount owed to related parties
Subsidiaries														
Excel Bio Resources Limited	31-Mar-15	—	—	—	—	—	5.00	—	—	—	—	—	—	10.00
	31-Mar-14	—	—	—	—	—	5.00	—	—	—	—	—	—	5.00
Enterprises owned or significantly influenced by key management personnel or their relatives														
Excel Crop Care Limited	31-Mar-15	6,285.47	226.00	94.01	30.72	—	31.38	9.84	—	—	—	—	895.83	—
	31-Mar-14	5,600.74	26.40	—	7.37	—	24.89	4.37	—	2.26	—	—	1,439.14	2.51
Agrocel Industries Limited	31-Mar-15	3.12	—	—	—	12.62	—	—	—	—	—	—	10.00	12.04
	31-Mar-14	72.05	—	—	—	1.92	0.51	—	—	—	—	—	10.00	—
Anshul Specialty Molecules Limited	31-Mar-15	—	—	—	—	—	—	1.86	—	—	—	—	—	—
	31-Mar-14	33.50	—	—	—	25.26	—	0.83	—	—	—	—	—	—
Transpek Industry Limited	31-Mar-15	—	—	—	0.06	—	—	10.57	—	—	—	—	—	—
	31-Mar-14	20.59	—	—	—	0.16	—	4.70	—	—	—	—	24.56	—
Good Rasayan Limited	31-Mar-15	—	—	—	—	—	35.66	—	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	72.14	—	—	—	—	—	—	19.13
Divakar Techno Specialities & Chemicals Ltd.	31-Mar-15	—	—	—	—	—	—	—	—	47.67	—	—	—	32.32
	31-Mar-14	—	—	—	—	—	—	—	—	25.46	—	—	—	15.63
Transpek Industry (Europe) Limited	31-Mar-15	—	—	—	—	—	21.90	—	—	—	—	—	1.03	—
	31-Mar-14	—	—	—	—	—	23.03	—	—	—	—	—	—	—
Utkarsh Global Holdings Private Limited	31-Mar-15	—	—	—	—	—	—	224.86	517.50	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	98.74	345.00	—	—	—	—	—
Mrs. Usha A. Shroff	31-Mar-15	—	—	—	—	—	—	0.44	—	—	107.64	—	—	—
	31-Mar-14	—	—	—	—	—	—	0.19	—	—	72.61	—	—	—
Mr. R. A. Shroff	31-Mar-15	—	—	—	—	—	—	3.22	—	—	38.45	—	—	—
	31-Mar-14	—	—	—	—	—	—	1.43	—	—	25.94	—	—	—
Mr. A. C. Shroff	31-Mar-15	—	—	—	—	—	—	5.61	—	—	118.47	—	—	—
	31-Mar-14	—	—	—	—	—	—	2.49	—	—	77.71	—	—	—
Mr. H. A. Shroff	31-Mar-15	—	—	—	—	—	—	3.22	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	1.43	—	—	—	—	—	—
Mr. S. R. Poddar	31-Mar-15	—	—	—	—	—	—	—	—	—	40.29	—	—	—
	31-Mar-14	—	—	—	—	—	—	0.06	—	—	79.90	—	—	—
Others	31-Mar-15	—	—	—	—	—	—	4.68	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	2.08	—	0.55	—	—	—	—

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

(b) Loans given and repayment thereof

(₹ in Lacs)

	Year ended	Loans given	Repayment	Amount owed by related parties
Subsidiary				
Kamaljiyot Investments Ltd. (Refer Note 13 & 45)	31-Mar-15	—	—	840.00
	31-Mar-14	75.00	—	840.00

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

30. OPERATING LEASES		
Office premises and godowns are obtained on operating leases for various tenors. Except for the Office premises, none of the operating leases are renewable. In respect of Office premises, the operating lease are renewable for further period of five years, with an escalation clause of 5% over the existing lease rent. There are no restrictions imposed by lease agreements/arrangements.		
	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Lease payments for the year	43.07	40.77
Sub-lease payments received during the year	Nil	Nil
Minimum lease payments under non cancellable operating lease as at 31st March		
(a) Not later than one year	37.95	29.63
(b) Later than one year but not later than five years	96.42	1,02.91
(c) Later than five years	Nil	Nil
The company has leased out its office premises on operating leases for various tenors. There is no escalation clause in the lease agreements/arrangements. There are no restrictions imposed by lease agreements/arrangements.		
There are no uncollectible minimum lease rentals receivable at the reporting date. Current Year: ₹ Nil (Previous Year: ₹ Nil)		
Future Minimum Lease payments		
(a) Not later than one year	27.98	27.29
(b) Later than one year but not later than five years	Nil	11.00
(c) Later than five years	Nil	Nil
31. RESEARCH AND DEVELOPMENT COSTS		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Research and Development costs, as certified by the Management, debited to the statement of profit and Loss are as under:		
* Revenue expenses debited to Research and Development Expenses Account and other heads of accounts	4,50.56	3,62.24
Depreciation on Research and Development Equipment	55.09	43.81
	5,05.65	4,06.05
*includes ₹ 115.77 lacs, ₹ 65.33 lacs and ₹ 177.11 lacs (Previous Year: ₹ 98.91 lacs, ₹ 62.76 lacs and Rs.164.07 lacs) in respect of Research and Development units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology.		
Capital Expenditure incurred during the year on Research and Development [including capital expenditure on qualifying assets of ₹ 45.28 lacs, ₹ 1.08 lacs and ₹ 38.62 lacs (Previous Year: ₹ 5.58 lacs, ₹ 4.51 lacs and ₹ 48.03 lacs in respect of Research and Development Units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology)].	1,64.70	85.53

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

32. CONTINGENT LIABILITIES						
			For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs		
Bills discounted			2,77.85	5,05.91		
Disputed income-tax liability			7,10.50	21,01.91		
Disputed excise duty liability			7,60.58	6,85.90		
Disputed sales tax liability			16.52	16.52		
Disputed custom duty liability			72.44	27.43		
Disputed service tax liability			—	48.02		
Guarantees given by Company's Bankers on behalf of the Company to third parties			1,31.60	21.79		
Claims against the Company not acknowledged as debts			24.31	24.31		
Liability in respect of claims made by workers and contract labourers			Amount not ascertainable	Amount not ascertainable		
33. CAPITAL COMMITMENTS						
			For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)			4,64.96	6,34.55		
For commitments relating to lease arrangements, please refer notes 30 and 41						
34. FOREIGN EXCHANGE DERIVATIVES AND EXPOSURES OUTSTANDING AS AT BALANCE SHEET DATE						
	Currency		For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2015 Foreign Currency Value in Lacs	For the year ended March 31, 2014 ₹ in Lacs	For the year ended March 31, 2014 Foreign Currency Value in Lacs
(a) Forward contract – Buy for Hedging Purpose						
(i) Loans/Interest thereon	USD		5,76.62	9.23	9,81.02	16.38
(b) Un-hedged Foreign Currency Exposure on						
(i) Import Payables	USD		7,77.22	12.44	3,84.62	6.42
(ii) Export Receivables	USD		19,33.78	30.95	18,28.85	30.54
	EURO		1,74.46	2.60	83.72	1.02
(iii) Bank Balances	USD		1.43	0.02	1.37	0.02
35. DETAILS OF LOAN GIVEN TO A SUBSIDIARY COMPANY						
			For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs		
Kamalijyot Investments Limited (Refer Note 13 & 45)						
Maximum amount outstanding during the year ₹ 8,40 lacs (Previous Year: ₹ 8,40 lacs)			8,40.00	8,40.00		
The loan is repayable before 1 April, 2017.						

EXCEL INDUSTRIES LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

36. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006		
<p>The Company has overdue amounts to suppliers under MSMED as at March 31, 2015. The disclosure pursuant to the said Act is as under:</p>		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
<p>The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year</p>		
<p>Principal amount due to micro and small enterprises</p>	363.18	393.67
<p>Interest due on above</p>	0.16	27.46
	363.34	421.13
<p>The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.</p>	—	—
<p>The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.</p>	18.09	—
<p>The amount of interest accrued and remaining unpaid at the end of each accounting year.</p>	18.25	27.46
<p>Year ended 31 March 2014 ₹ 27.46 lacs</p>		
<p>Year ended 31 March 2015 ₹ 18.25 lacs</p>		
<p>The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.</p>	45.71	27.46
<p>The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the Company.</p>		
37. VALUE OF IMPORTS CALCULATED ON CIF BASIS		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
<p>Raw-materials</p>	135,92.84	124,79.94
<p>Capital goods</p>	79.40	53.50
<p>Purchase of Traded Goods</p>	3.63	4.70
	136,75.87	125,38.14
38. EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
<p>Finance cost</p>	—	12.25
<p>Container Rental Charges</p>	32.24	37.07
<p>Freight Outwards</p>	—	87.96
<p>Travelling and Conveyance</p>	—	2.95
<p>Discount on Sales</p>	2.75	—
<p>Legal and Professional Fees</p>	—	1.85
<p>Commission on Export Sales</p>	11.26	0.60
<p>Export Product Registration</p>	8.52	15.51
<p>Others</p>	56.04	35.14
	110.81	193.33

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

39. IMPORTED AND INDIGENOUS RAW MATERIALS AND STORES & SPARES CONSUMED	For the year ended March 31, 2015 % of total consumption Value ₹ in Lacs	For the year ended March 31, 2014 % of total consumption Value ₹ in Lacs
Raw Materials		
Imported	55% 130,98.82	56% 122,92.17
Indigenous obtained	45% 105,19.13	44% 96,40.40
	<u>100% 236,17.95</u>	<u>100% 219,32.57</u>
Stores & Spares		
Imported	— —	— —
Indigenous obtained	100% 85.30	100% 73.31
	<u>100% 85.30</u>	<u>100% 73.31</u>
40. CAPITALIZATION OF EXPENDITURE	March 31, 2015 ₹ in Lacs	March 31, 2014 ₹ in Lacs
During the year, the company has capitalized the following expenses of revenue nature to the cost of fixed asset/capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the company.		
Year to which it relates		
Interest	13.16	16.25
Finance Lease charges	6.79	2.77
	<u>19.95</u>	<u>19.02</u>
41. FINANCE LEASE : COMPANY AS LESSEE		
The company has finance leases for various items of plant & machinery. These leases involve significant upfront lease payment, having terms of renewal and bargain purchase option. However, there is no escalation clause. Each renewal is at the option of lessee. Future minimum lease payments (MLP) under finance leases together with the present value of the net MLP are as follows:		
	March 31, 2015	March 31, 2014
	Minimum Payments ₹ in Lacs Present Value of MLP ₹ in Lacs	Minimum Payments ₹ in Lacs Present Value of MLP ₹ in Lacs
Within one year	4,22.29 2,00.62	2,16.75 1,94.48
After one year but not more than five years	4,75.73 1,69.84	4,07.94 3,28.59
More than five years	— —	— —
Total minimum lease payments	8,98.02 3,70.46	6,24.69 5,23.07
Less : Amounts representing Finance charges	(5,27.56) —	(1,01.62) —
Present value of Minimum Lease Payments	<u>3,70.46 3,70.46</u>	<u>5,23.07 5,23.07</u>
42. EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Exports of Goods on F.O.B. basis	7,636.99	6,578.33
	<u>7,636.99</u>	<u>6,578.33</u>
43. DETAILS OF DONATION TO A POLITICAL PARTY	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Bharatiya Janata Party	32.00	—
	<u>32.00</u>	<u>—</u>

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

44. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR):

As a responsible corporate citizen, our CSR strategy complements our business philosophy and objectives. During the year, the company had as its social responsibility, partnered with its group NGOs like Shree VRTI, Samarth Gram Vikas Trust etc and other reputed organisations for undertaking various social activities in the field of education, employment through vocational training activities, agricultural development, environment and nature conservation.

During the year the company has incurred an amount of ₹ 38.91 lacs (Previous Year: ₹ 5.17 lacs) towards the above mentioned activities.

A. Gross amount required to be spent by the Company during the Year: ₹ 38.82 lacs

B. Amount spend during the year:

	₹ in Lacs	Current Year ₹ in Lacs	₹ in Lacs	Previous Year ₹ in Lacs
1. Natural Resources Management		0.07		—
2. Rural Development:				
Directly Expended	1.06		—	
Indirectly Expended through other organisations	5.54	6.60	—	—
3. Environment				
Directly Expended	2.73		2.23	
Indirectly Expended through other organisations	5.57	8.30	—	2.23
4. Promotion of Education				
Directly Expended	2.87		—	
Indirectly Expended through other organisations	14.10	16.97	0.56	0.56
5. Capacity Building		0.29		—
6. Preventive Health Care		5.27		0.30
7. Animal Welfare		0.46		—
8. Seminars/Meetings		0.96		2.08
Total		38.91		5.17

C. Related Party Organisation

There are no related party transactions during the year.

45. DISCLOSURE REQUIRED UNDER SEC 186(4) OF THE COMPANIES ACT, 2013

Included in loans and advance are certain intercorporate deposits the particulars of which are disclosed below as required by Sec 186(4) of Companies Act, 2013 (Refer Notes 13, 29 & 35)

₹ in Lacs					
Name of the loanee	Opening Balance	Further loan given during the year	Repaid during the year	Closing Balance	Purpose of Loan given
Kamaljiyot Invesments Ltd.	840.00	—	—	840.00	For Business purpose

46. PREVIOUS YEAR FIGURES

Previous Year figures have been regrouped/reclassified, where necessary to conform to this year's classification.

As per our attached Report of even date

For S R B C & CO LLP
Firm registration no.: 324982E
Chartered Accountants

per Jayesh M. Gandhi
Partner
Membership No. 37924

Place : Mumbai
Date: 22 May 2015

For and on behalf of the Board of Directors of Excel Industries Limited

A. C. SHROFF
Chairman and Managing Director
DIN: 00019952

R. A. SHROFF
Executive Director
DIN: 00033505

Place : Mumbai
Date: 22 May 2015

U. A. SHROFF
Executive Vice Chairperson
DIN: 00020519

KAILAS DABHOLKAR
Chief Financial Officer

S. K. SINGHVI
Company Secretary

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
EXCEL INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Excel Industries Limited (hereinafter referred "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31 March 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the 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 is responsible for the preparation of these consolidated financial statements in terms with 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 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 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 of 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 of the Holding Company, as aforesaid.

Auditor's 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation 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 in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report 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 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 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and subsidiary Companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
 - (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 books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company and the Report of the auditors of its subsidiary Companies, none of the directors of the Group Companies is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 its consolidated financial position of the Group and jointly controlled entities – Refer Note 32 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary Companies.

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Other Matters

- (a) We did not audit the financial statements of a subsidiary whose financial statements reflect total assets of ₹ 1,298.77 lacs as at 31 March 2015, total revenues of ₹ 69.72 lacs and net cash out flow amounting to ₹ (36.45) lacs for the year ended on that date, as considered for the preparation of the consolidated financial statements. These financial statements have been audited by other auditor whose report 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 subsidiary 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 subsidiary.
- (b) The consolidated financial statements include the Group's share of net loss of ₹ 0.01 lac for the year ended 31 March 2015, as considered in the consolidated financial statements, in respect of jointly controlled entity of one of its subsidiary, whose financial information have not been audited by us. This financial information is unaudited and has 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 this joint venture of a Subsidiary 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 jointly controlled entity of the Subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

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

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E

per JAYESH M. GANDHI

Partner

Membership No: 37924

Place: Mumbai

Date: 22 May 2015

EXCEL INDUSTRIES LIMITED

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Annexure referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: The Group, comprising Excel Industries Limited (‘the Holding Company’) and its subsidiaries for the year ended 31 March 2015 and to whom the provisions of the Order apply (together referred to as “the Covered entities” in this report)

- (i) (a) The Holding Company and the Covered entities of the Group have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) All fixed assets were physically verified by the management of the Holding Company and the covered entities of the Group in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Holding Company and the Covered entities of the Group and the nature of their assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management of the Holding Company during the year. The business of the Covered entities of the Group does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Covered entities of the Group.
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of their business.
(c) The Holding Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification. The discrepancies identified have been properly dealt with in the books of accounts.
- (iii) (a) The Holding Company has given a long term interest-free unsecured loan to its wholly-owned subsidiary covered in the register maintained under Section 189 of the Act. According to information and explanation given by the management and based on audit report of subsidiary, the wholly owned subsidiary has granted loan to a party covered in the register maintained under Section 189 of the Act.
(b) As per the information and explanations given by the management, the principal amount of loan granted by the Holding Company to its wholly owned subsidiary is repayable on or before 1 April 2017. No repayment is due, and thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. In respect of loan granted by the wholly owned subsidiary, repayment of the principal amount is as stipulated and payment of interest has been regular.
(c) There is no amount overdue of the said loan.
- (iv) In our opinion and according to the information and explanations given to us and as reported by the other auditor who audited the financial statements of certain covered entity of the Group, there is an adequate internal control system commensurate with the size of the Holding Company and the covered entities of the Group and the nature of its businesses, for the purchase of inventory and fixed assets and for the sale of goods and services, to the extent applicable to the nature of the business of the covered entities of the Group. During the course of our audit and as reported by the other auditor who audited the financial statements of certain covered entity of the Group, no major weakness was observed or continuing failure to correct any major weakness in the internal control system of the Holding Company and the Covered entities of the Group in respect of these areas.
- (v) In respect of deposits accepted by the Holding Company, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal. According to the information and explanations given to us and as reported by the other auditor who audited the financial statements of certain covered entity of the Group, the Covered entities of the Group has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Holding Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub- section (1) of Section 148 of the Act, related to the manufacture of insecticides, industrial alcohol, fertilizers and Pharma products and are of the opinion that *prima facie*, the

EXCEL INDUSTRIES LIMITED

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specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same. As per the information and explanations given to us by the management and as reported by the other auditor who audited the financial statements of a certain covered entity of the Group, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for the products/services of certain other Covered entities of the Group.

- (vii) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been minor delay in few cases in the case of the Holding Company. As per the information and explanations given to us by the management and as reported by the other auditor who audited the financial statements of a certain covered entity of the Group, the Covered entities of the Group are regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues as applicable to the respective covered entities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable for the Holding Company and the covered entities of the Group.
- (c) According to the records of the Holding Company and the Covered entity of the Group and as reported by other auditor who audited the financial statements of certain covered entity in the Group, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in Lacs)	Period to which the amount pertains	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty Demand	21.11	2007-08	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Central Excise Act, 1944	Excise Duty Demand	4,17.08	2006-11	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Central Excise Act, 1944	Excise Duty Demand	13.46	2008-13	Commissioner of Appeals Central Excise, Raigad
State Excise Act	Excise Duty Demand	2,67.68	2002-15	High Court, Mumbai
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	8.99	2005-09	Custom Excise & Service Tax Appellate Tribunal, Mumbai
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	9.51	2008-13	Commissioner of Appeals, Central Excise, Raigad
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	3.85	2012-13	Commissioner of Appeals, Central Excise, Raigad
Service Tax (Finance Tax Act, 1994)	Service Tax Demand	23.70	2009-2014	Commissioner of Appeals, Central Excise, Raigad
Customs	Custom Demand	72.44	2011-13	Commissioner of Appeals, Custom, Mumbai

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Name of the statute	Nature of dues	Amount (₹ in Lacs)	Period to which the amount pertains	Forum where dispute is pending
Income Tax	Income Tax Demand	15,79.86	AY 2010- 2011 & AY 2011-12	Commissioner of Income Tax (Appeals)
Central Excise Act, 1944	Excise duty Demand	1.34	2013-14	Commissioner of Appeals, Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	0.04	2013-14	Commissioner of Appeals Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	1.80	2013-15	Assistant Commissioner of Central Excise, Raigad
Central Excise Act, 1944	Excise Duty Demand	5.42	2013-15	Additional Commissioner of Appeals Central Excise, Raigad

- (d) According to the information and explanations given to us and as reported by the other auditor who audited the financial statements of certain covered entity of the Group, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time to the extent applicable to the covered entity.
- (viii) The Holding Company and the Covered entities of the Group have no accumulated losses at the end of the financial year and have not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management and as reported by the other auditor who audited the financial statements of a certain covered entity, of the Group, we are of the opinion that the Holding Company and the Covered entities of the Group have not defaulted in their repayment of dues to a financial institution, bank. The Group has not issued any debentures.
- (x) According to the information and explanations given to us, and as reported by the other auditor who audited the financial statements of a certain covered entity, of the Group, the Holding Company and the Covered entities of the Group have not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management and as reported by the other auditor who audited the financial statements of a certain covered entity of the Group, term loans were applied for the purpose for which the loans were obtained by the Holding Company and the covered entities of the Group.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management and report of the other auditor who audited the financial statements of other covered entity of the group, which we have relied upon, we report that no fraud on or by the Holding Company and the Covered entities of the Group have been noticed or reported during the year.

For S R B C & CO LLP*Chartered Accountants*

ICAI Firm Registration Number: 324982E

per JAYESH M. GANDHI*Partner*

Membership No: 37924

*Place: Mumbai**Date: 22 May 2015*

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

	Notes	As at March 31, 2015 (₹ in Lacs)	As at March 31, 2014 (₹ in Lacs)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	5,95.28	5,45.28
Reserves and surplus	4	178,51.21	143,26.88
Money Received against Convertible warrants	26	1,72.50	3,45.00
		186,18.99	152,17.16
Non-Current Liabilities			
Long-term borrowings	5	18,15.08	25,87.08
Deferred tax liabilities	6	16,33.77	13,82.83
Long-term provisions	7	12,90.34	12,82.88
		47,39.19	52,52.79
Current Liabilities			
Short-term borrowings	8	60,66.57	68,75.37
Trade payables	9	54,24.07	52,61.52
Other current liabilities	9	26,12.16	16,97.38
Short-term provisions	7	12,37.29	8,47.94
		153,40.09	146,82.21
TOTAL		386,98.27	351,52.16
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible assets	10	155,78.70	126,57.15
Intangible assets	11	1,73.38	1,83.03
Capital work-in-progress		2,58.34	20,09.04
Non-current investments	12.1	23,14.95	21,76.88
Loans and advances	13	5,45.78	4,41.08
Other non-current assets	14.2	10.00	1,05.00
		188,81.15	175,72.18
Current Assets			
Current Investments	12.2	8.59	63.91
Inventories	15	66,52.07	48,14.08
Trade receivables	14.1	105,64.63	100,97.08
Cash and bank balances	16	2,27.02	9,35.79
Loans and advances	13	18,42.32	14,63.11
Other current assets	14.2	5,22.49	2,06.01
		198,17.12	175,79.98
TOTAL		386,98.27	351,52.16
Summary of significant accounting policies	2.2		
The accompanying notes are an integral part of the consolidated financial statements.			
As per our Report of even date		For and on behalf of the Board of Directors of Excel Industries Limited	
For S R B C & CO LLP		A. C. SHROFF	U. A. SHROFF
Firm registration no.: 324982E		Chairman and Managing Director	Executive Vice Chairperson
Chartered Accountants		DIN: 00019952	DIN: 00020519
per Jayesh M. Gandhi		R. A. SHROFF	KAILAS DABHOLKAR
Partner		Executive Director	Chief Financial Officer
Membership No. 37924		DIN: 00033505	S. K. SINGHVI
			Company Secretary
Place : Mumbai		Place : Mumbai	
Date: 22 May 2015		Date: 22 May 2015	

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

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

	Notes	Current Year (₹ in Lacs)	Previous Year (₹ In Lacs)
INCOME			
Revenue from operations (gross)	17	529,75.40	456,45.51
Less: Excise duty		47,99.74	40,53.22
Revenue from operations (net)		481,75.66	415,92.29
Other income	18	7,54.42	5,18.10
Total revenue (I)		489,30.08	421,10.39
EXPENSES			
Cost of raw materials and components consumed	19	247,28.74	230,74.17
Purchase of traded goods	20	9,76.81	8,87.80
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	20	(9,61.27)	(1,13.03)
Employee benefits expense	21	61,67.92	54,37.64
Other expenses	22	100,55.73	83,83.74
Total Expenses (II)		409,67.93	376,70.32
Profit before depreciation and amortisation, interest and tax (EBITDA) (I-II)		79,62.15	44,40.07
Depreciation and amortisation expense	23	14,69.90	11,03.08
Finance costs	24	13,92.39	12,21.87
Profit before tax		50,99.86	21,15.12
Tax expenses			
Current tax		12,48.44	5,92.08
Deferred tax		3,88.87	(89.67)
Adjustment relating to earlier periods (net)		(6,55.40)	(1,86.27)
Total tax expense		9,81.91	3,16.14
Profit for the year		41,17.95	17,98.98
Earnings per equity share [nominal value of share ₹ 5/- (Previous Year: ₹ 5/-)]	25		
Basic (in ₹)		36.77	16.50
Diluted (in ₹)		34.33	16.46
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our Report of even date

For S R B C & CO LLP
Firm registration no.: 324982E
Chartered Accountants

per Jayesh M. Gandhi
Partner
Membership No. 37924

Place : Mumbai
Date: 22 May 2015

For and on behalf of the Board of Directors of Excel Industries Limited

A. C. SHROFF
Chairman and Managing Director
DIN: 00019952

R. A. SHROFF
Executive Director
DIN: 00033505

Place : Mumbai
Date: 22 May 2015

U. A. SHROFF
Executive Vice Chairperson
DIN: 00020519

KAILAS DABHOLKAR
Chief Financial Officer
S. K. SINGHVI
Company Secretary

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015		For the year ended March 31, 2014	
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax		50,99.86		21,15.12
Adjustments for:				
Depreciation	13,80.38		10,24.51	
Amortisation of Intangible Assets	89.52		78.57	
Assets written off	1,09.74		81.66	
Provision for Doubtful receivables (net)	11.70		9.97	
Sundry Credit Balances written back	(4.34)		(5.71)	
Bad Debts/Sundry Debit Balances Written Off (Net)	4.37		25.49	
Loss on sale of Fixed Assets	31.63		29.65	
Contribution/Provision for Gratuity/Leave Encashment	9,17.37		8,11.70	
Interest charged	(1,54.30)		(83.43)	
Interest expenses	11,97.8		10,34.09	
Dividend received	(3,28.83)		(2,97.52)	
Exchange Difference on loans taken & Revaluation of debtors & Creditors	4.32		68.20	
Provision for Diminution in Value of Investments/written back	6.55		(4.99)	
Profit on sale of non current investments	(63.09)		(0.56)	
Profit on sale of current investments	(0.35)		—	
Contingent Provision for Standard Assets	—		0.30	
		32,02.47		27,71.93
Operating Profit before working capital changes		83,02.33		48,87.05
Decrease/(Increase) in Trade Receivables	(4,84.07)		(13,77.38)	
Decrease/(Increase) in Inventories	(18,37.99)		(5,43.55)	
Decrease/(Increase) in Other Current Assets	(90.16)		(1,48.25)	
Decrease/(Increase) in Loans & Advances	(83.41)		(3,89.53)	
Increase/(Decrease) in Current Liabilities & Provisions	(4,02.25)		(2,00.50)	
		(28,97.88)		(26,59.21)
Cash generated from Operations		54,04.45		22,27.84
Direct taxes paid		9,93.54		8,87.89
Net cash from Operating Activities (A)		44,10.91		13,39.95
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets including capital advances		(32,87.95)		(35,34.25)
Purchase of intangible assets		(79.87)		(7.67)
Proceeds from sale of fixed assets		1,89.54		63.44
Interest received		1,52.53		79.47
Dividend received		3,28.83		2,97.52
Purchase of current investments		(39.21)		(89.44)
Purchase of non current investments		(1,70.92)		—
Proceeds from sale of long term investments		93.96		—
Proceeds from sale of current investments		90.32		5.42
Net Cash used in Investing Activities (B)		(27,22.77)		(31,85.51)

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015 (₹ in Lacs)	For the year ended March 31, 2014 (₹ in Lacs)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Proceeds from conversion of warrants to Equity shares	5,17.50	—
Proceeds from issue of convertible Warrants	—	3,45.00
Proceeds from borrowings (gross)	63,05.38	64,92.95
Repayment of borrowings (gross)	(70,70.97)	(34,61.00)
Interim Dividend Paid	(3,23.01)	—
Tax on interim dividend	(65.42)	—
Dividend Paid	(4,03.09)	(3,21.92)
Tax on final dividend	(69.50)	(55.60)
Interest Paid	(11,58.25)	(10,24.58)
Net cash from/(used in) Financing Activities (C)	(22,67.36)	19,74.85
Net increase in cash and cash equivalents (A+B+C)	(5,79.22)	1,29.29
Cash and cash equivalents at the beginning of the year	7,80.95	6,51.66
Cash and cash equivalents at the end of the year	2,01.73	7,80.95
Break-up:		
Cash on hand	—	0.07
Balances with Banks:		
(i) In Unclaimed Dividend Accounts *	30.54	20.51
(ii) In Current Accounts	3.19	7,50.37
(iii) In Deposits	1,68.00	10.00
Total cash and cash equivalents (note 16)	2,01.73	7,80.95
Note: * Cash and cash equivalents include ₹ 30.54 lacs (Previous Year: ₹ 20.51 lacs) in respect of unclaimed dividend, the balance of which is not available to the Company.		
As per our attached Report of even date	For and on behalf of the Board of Directors of Excel Industries Limited	
For S R B C & CO LLP	A. C. SHROFF	U. A. SHROFF
Firm registration no.: 324982E	Chairman and Managing Director	Executive Vice Chairperson
Chartered Accountants	DIN: 00019952	DIN: 00020519
per Jayesh M. Gandhi	R. A. SHROFF	KAILAS DABHOLKAR
Partner	Executive Director	Chief Financial Officer
Membership No. 37924	DIN: 00033505	S. K. SINGHVI
		Company Secretary
Place : Mumbai	Place : Mumbai	
Date: 22 May 2015	Date: 22 May 2015	

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. CORPORATE INFORMATION

The Holding Company is a public Company domiciled in India. Its shares are listed on two stock exchanges in India. The Holding Company is engaged in manufacturing and selling of Chemicals, Pharma intermediates and Environmental products. Chemicals comprising of Industrial and Specialty chemicals and Pesticides Intermediates. Environmental products comprising of Soil Enricher, Bio - Pesticides and other Bio-products. The Holding Company caters to both domestic and international markets. The Holding Company is also engaged in manufacturing activity on behalf of third parties. Excel Bio Resources Limited is a wholly owned subsidiary of the holding Company and is in the process of exploring business opportunities in the areas of renewable bio-resources, waste management, renewable energy and biotechnological processes. Kamalijot Investments Limited, a Non Banking Financial Company, another wholly owned subsidiary of the holding Company, is primarily engaged in activities of Investment Holding and Financing.

2. CONSOLIDATION:

- (a) The Consolidated financial statements comprise of the financial statements of Excel Industries Limited (hereinafter referred to as "the holding Company") and its subsidiary Companies (hereinafter referred to as "the group"). The details of subsidiary Companies considered for consolidation together with proportion of share holding held by the group is as follows:

Name of the Subsidiary Companies	Country of Incorporation	% of Group Holding	
		As at March 31, 2015	As at March 31, 2014
Kamalijot Investments Limited	India	100%	100%
Excel Bio Resources Limited	India	100%	100%

- (b) The group has 50% ownership interest in M/s. Multichem Industries, a partnership firm registered in India. The proportionate interest in the said entity as per the latest available unaudited Balance Sheet as at March 31, 2015 have been considered for preparation of the aforesaid consolidated financial statements.
- (c) Consolidated financial statements have been prepared in the same format as adopted by the holding Company, to the extent possible, as required by Accounting Standard (AS) 21 'Consolidated Financial Statements' and Accounting Standard (AS) 27 'Financial Reporting of Interest in Joint Ventures' notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and comprise of the consolidated balance sheet, consolidated statement of profit and loss, and notes, other statements and explanatory material that form an integral part thereof.
- (d) The financial statement of the subsidiaries drawn up to the same reporting date viz. year ended March 31, 2015 has been used for the purpose of consolidation.
- (e) The Consolidated financial statements of the holding Company and its Subsidiary Companies have been consolidated on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised Profits/ Losses. Unrealised losses are eliminated only when the cost cannot be recovered.
- (f) Changes have been made in the accounting policies followed by each of the subsidiaries to the extent they were material and identifiable from their respective audited accounts to make them uniform with the accounting policies followed by the holding Company. Where it has not been practicable to use uniform accounting policies in preparing the consolidated financial statements, the different accounting policies followed by each of the Group companies are stated in Note No. 2.2 below, if material.

2.1 BASIS OF PREPARATION

The Consolidated financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The group has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The Consolidated financial statements have been prepared on an accrual basis and under the historical cost convention, except in case of assets for which revaluation is carried out. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. In the case of Kamalijot Investments Limited, a Non Banking Financial Company, relevant Reserve Bank of India (RBI) guidelines, circulars and notifications are complied with.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP, requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation/amortisation and provision for impairment, if any, except for the following:

- (i) Land, Buildings, Plant and Machinery and Electrical Installations situated at Roha have been revalued as on September 30, 2001 on the basis of valuation report of Government approved valuers at their depreciated replacement value and stated at their revalued amounts.
- (ii) Assets at Mumbai installed up to March 31, 2002 are stated at cost as estimated by an approved valuer.

Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(c) Depreciation on tangible fixed assets

- (i) Leasehold Land (at cost or revalued as the case may be) is amortised over the period of 69 Years and 95 Years for Roha and Lote Parashuram site respectively.
- (ii) Other Fixed Assets:
 - (1) In the case of following assets (which have been revalued) at Roha, depreciation has been provided on straight line (SL) basis over the balance useful life of the assets as estimated by the approved valuer. These lives are lower than those indicated in Schedule II.

Description of Tangible Assets	*Rates (SL Method) (Range)	Schedule II Rates (SL Method)
Buildings	1.58%-31.67%	1.58%
Road	9.50%-20.58%	9.50%
Plant and Machinery - Metallic	5.28%	4.75%
Plant and Machinery - Non-metallic	11.88%	4.75%
Electrical Installations	9.50%-32.64%	9.50%

* Depreciation Rates on a Straight Line Method for the balance useful life based on technical estimates.

- (2) With effect from 1st April 2014, the group has prospectively changed its method of providing depreciation in respect of its assets viz. Furniture & Fixtures, Vehicles, Laboratory Equipments and Office Equipments from written down value basis to straight line method basis based on following useful life taken as per technical estimates.

Description of Tangible Assets	Useful life of Assets as estimated by the management
Furniture & Fixtures	10 Years
Vehicles	8 Years
Laboratory Equipments	10 Years
Office Equipments	8 Years

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Effective from April 1, 2014, the group has provided depreciation with reference to the useful lives of tangible assets as specified in Schedule II to the Companies Act, 2013. Accordingly, the carrying amount, net of residual value, as on that date has been depreciated over the revised remaining useful lives of the assets. The Company has also rationalised the depreciation policy and has decided to provide 100% depreciation on additions to assets costing ₹ 25,000/- or less. As a result, the charge for depreciation is higher by ₹ 2,54.55 lacs for the year ended 31st March 2015.

(d) Intangible Assets and Amortisation

- (i) Intangible assets are stated at cost less accumulated amortisation.
- (ii) Amortisation:
 - (a) Computer software is amortised on a straight-line basis proportionately over a period of four years.
 - (b) Trademarks are amortised on a straight-line basis proportionately over a period of five years.
 - (c) Product Registration expenses are amortised on a straight line basis over a period of four years.
 - (d) The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 *Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies*.
 - (e) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(e) Research and Development Costs

Research costs (other than cost of Fixed Assets acquired) are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of accounts. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years. The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

(f) Leases

Where the Holding Company is Lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Holding Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating lease.

Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expenses in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

(g) Borrowing costs

Borrowing cost includes interest and amortisation of ancillary costs incurred in connection with the arrangement of the borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(h) Impairment of tangible and intangible assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognised in the revaluation reserve up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

(i) Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Holding Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the Holding Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognised at a nominal value.

Government Capital Grants of the nature of promoters' contribution are credited to Capital Reserve and treated as part of Shareholders' Fund.

(j) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Investments in units of mutual funds are valued at lower of cost or net asset value declared by the mutual fund.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

The quoted securities held as current investments are valued at lower of cost arrived at average cost basis or market / fair value, computed category-wise.

(k) Inventories

Raw materials, containers, (packing materials) stores and spares (including fuel) are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, containers and stores and spares is determined on a moving weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on absorption costing basis at actuals.

Traded Goods Lower of cost and net realisable value. Cost includes cost of purchases and other cost incurred in bringing the inventory to their present location and condition. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(l) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer usually on delivery of the goods. The group collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the group. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

EXCEL INDUSTRIES LIMITED

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Income from services

Revenues from service contracts are recognised pro-rata over the period of the contract as and when services are rendered. The group collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the group. Hence, it is excluded from revenue.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Export Benefits

Duty free imports of raw materials under Advance License for Imports as per the Export and Import Policy are matched with the exports made against the said licenses and the net benefit/obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback Scheme as per the Export and Import Policy in respect of exports made under the said Scheme is included under the note "Other Operating Revenue" as 'Exports incentives'.

Dividends

Dividend income is recognised when the group's right to receive dividend is established by the reporting date.

Royalties

Revenue is recognised on an accrual basis in accordance with the terms of the relevant agreement.

Other Income

Certain items of income such as insurance claims, overdue interest from customers etc. are recognised to the extent there is certainty of its realisation.

Gains and losses on sale of securities are recognized on trade date basis. Gains and losses on sale of securities are determined based on the average cost method of accounting.

(m) Foreign currency translation

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of group at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

(iv) Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability.

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or as expense for the period.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

(n) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.

Retirement benefits in the form of Superannuation Fund is a defined contribution scheme. There are no obligations other than the contribution payable to the Superannuation Fund Trust. The group recognises contribution payable to the Superannuation Fund as an expenditure, when an employee renders the related service. The contribution is charged to the statement of profit and loss of the year when the contribution accrues. The scheme is funded with insurance Companies in the form of a qualifying insurance policies.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The scheme is funded with insurance Companies in the form of qualifying insurance policies.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/losses are recognised immediately to the statement of profit and loss and are not deferred.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

(o) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

At each reporting date, the group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the group does not have convincing evidence that it will pay normal tax during the specified period.

(p) Segment reporting

Identification of segments

The group's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the group operate.

Inter-segment transfers

The group generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

(q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

(r) Provisions

A provision is recognised when the group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranty provisions

Provisions for warranty related costs are recognised when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

(s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The group does not recognise a contingent liability but discloses its existence in the financial statements.

(t) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(u) Derivatives

Subsidiary Company – Kamaljiyot Investments Limited

All derivatives, are measured using the mark-to-market principle with the resulting losses thereon being recorded in the statement of profit and loss. For derivatives which are outstanding as on the reporting date, the Company adopts a conservative approach and ignores the anticipated profit on such transactions and no credit is taken in the statement of profit and loss.

Initial margins paid for entering into the contract are disclosed in the Balance Sheet as Current Investments as it is represented by way of investment in units of LiquidBeEs (Mutual Fund). The dividend earned on such units of LiquidBeEs is further invested in purchase of additional LiquidBeEs. These LiquidBeEs are pledged as Margin for trading in Futures and Option Segment of NSE Niftyindex and have been disclosed as restricted investment. Also refer Note 39.

As on the reporting date, the profit/loss on open positions are accounted for as follows:

Credit balance in the "Nifty Index" being anticipated profit, is ignored and no credit is taken in the statement of profit and loss.

Debit balance in the "Nifty Index" being anticipated loss, is provided in the statement of profit and loss.

On the final settlement or squaring up of contracts for equity index/stock futures, the profit or loss is calculated as difference between settlement/squared up price and contract price and disclosed in the statement of profit and loss under the head profit/loss on securities.

"Nifty Index/Stock Option Premium Account" represents the premium paid or received for buying or selling the options, respectively.

(v) Measurement of EBITDA

The group has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the statement of profit and loss. In its measurement, the group does not include depreciation and amortisation expense, finance costs and tax expense.

EXCEL INDUSTRIES LIMITED

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

3. SHARE CAPITAL

	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Authorised shares		
3,80,00,000 (Previous Year: 3,80,00,000) Equity Shares of ₹ 5/- each	19,00.00	19,00.00
8,50,000 (Previous Year: 8,50,000) 11% Cumulative Redeemable Preference Shares of ₹ 10/- each	85.00	85.00
3,00,000 (Previous Year: 3,00,000) Unclassified Shares of ₹ 5/- each	15.00	15.00
	20,00.00	20,00.00
Issued, subscribed and fully paid-up shares		
1,19,05,630 (Previous Year: 1,09,05,630) Equity Shares of ₹ 5/- each	5,95.28	5,45.28
	5,95.28	5,45.28

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2015		March 31, 2014	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
At the beginning of the period	10,905,630	5,45.28	10,905,630	5,45.28
Fresh issue of shares during the period	1,000,000	50.00	—	—
Outstanding at the end of the period	11,905,630	5,95.28	10,905,630	5,45.28

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2015, the amount of per share dividend recognised as distributions to equity shareholders is ₹ 7/- (including interim dividend of ₹ 3/- per share) (Previous year: ₹ 3.75/-)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company (as per the register of members of the Company are as under):-

Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of ₹ 5/- each fully paid				
Life Insurance Corporation of India	1,012,799	8.51%	1,012,799	9.29%
Utkarsh Global Holdings Private Limited	4,331,182	36.38%	3,331,182	30.55%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

4. RESERVES AND SURPLUS	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Capital reserve		
(a) Profit on purchase of debentures	0.01	0.01
(b) Government grants/subsidies	70.00	70.00
	<u>70.01</u>	<u>70.01</u>
Securities premium account		
Balance as per the last financial statements	1,81.08	1,81.08
Add: premium on issue of equity shares on conversion of convertible warrants (Refer Note 26)	6,40.00	—
	<u>8,21.08</u>	<u>1,81.08</u>
Closing balance		
Capital Redemption Reserve	0.02	0.02
Capital Reserve Fund	11.07	—
General reserve		
Balance as per the last financial statements	126,04.07	114,04.07
Add: Amount transferred from surplus balance in the statement of profit and loss	20,00.00	12,00.00
	<u>146,04.07</u>	<u>126,04.07</u>
Closing balance		
Surplus in the statement of profit and loss		
Balance as per the last financial statements	14,71.70	13,51.18
Add: Profit for the year	41,17.95	17,98.98
Less: Appropriations		
Adjustment to depreciation (Net of tax ₹ 137.93 lacs) (Refer Note below)	(2,67.85)	—
Interim dividend on equity shares for the year [Amount per share ₹ 3/- (Previous Year: ₹ Nil)]	(3,27.17)	—
Tax on interim equity dividend	(65.42)	—
Proposed dividend on equity shares for the year [Amount per share ₹ 4/- (Previous Year: ₹ 3.75/-)]	(4,76.23)	(4,08.96)
Tax on proposed equity dividend	(96.95)	(69.50)
Capital Reserve Fund	(11.07)	—
Transfer to general reserve	(20,00.00)	(12,00.00)
	<u>(32,44.69)</u>	<u>(16,78.46)</u>
Total appropriations		
	<u>23,44.96</u>	<u>14,71.70</u>
Net surplus in the statement of profit and loss		
Total reserves and surplus	<u>178,51.21</u>	<u>143,26.88</u>
Note:-		
The Company has revised the depreciation rates on certain fixed assets as per the useful life specified in the Companies Act, 2013 or as re-assessed by the Company. Accordingly, an amount of ₹ 2,67.85 lacs (net of deferred tax ₹ 1,37.93 lacs) has been adjusted against the opening balance of surplus in the Statement of Profit and Loss, being the carrying amount after retaining residual value of assets as on 1st April, 2014, in cases where the assets have no remaining useful lives as on the said date.		

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

5. LONG-TERM BORROWINGS

	Non-current portion		Current maturities	
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Term Loans (secured)				
Indian rupee loan from banks	10,86.56	11,51.39	4,22.22	3,72.22
From others (secured)				
Under vehicle finance scheme	45.53	14.64	13.69	7.22
Finance lease obligation	4,38.58	3,62.40	3,63.20	1,60.19
Deposits (unsecured)				
From shareholders	22.98	1,65.11	1,41.63	46.80
From public	2,21.43	8,93.54	6,62.11	1,92.96
	18,15.08	25,87.08	16,02.85	7,79.39
The above amount includes				
Secured borrowings	15,70.67	15,28.43	7,99.11	5,39.63
Unsecured borrowings	2,44.41	10,58.65	8,03.74	2,39.76
Amount disclosed under the head "other current liabilities" (Refer Note 9)	—	—	(16,02.85)	(7,79.39)
Net amount	18,15.08	25,87.08	—	—

- (a) Loan from Bank of India amounting to ₹ 7,31.00 lacs (Previous Year: ₹ 5,23.61 lacs) is for a period of five years carrying interest rate of 12.25% p.a. and is secured by first exclusive charge by way of hypothecation of plant and machinery and further to be secured by equitable mortgage of land and buildings of the factory located at Roha.
- (b) Loan from HDFC Bank Ltd. amounting to ₹ 7,77.78 lacs (Previous Year: ₹ 1,000 lacs) is for a period of five years carrying rate of interest @12.6% p.a. and is secured by exclusive charge by way of hypothecation of entire movable assets at Lote Parashuram and further to be secured by equitable mortgage of immovable assets at Lote Parashuram.
- (c) Term loan under vehicle finance from a financial institution amounting to ₹ 59.22 lacs (Previous Year: ₹ 21.86 lacs) carrying interest rate ranging from 12% to 14% p.a. repayable in equated monthly instalments and secured by hypothecation of the vehicles acquired by utilising the said loans.
- (d) Finance lease obligation is secured by hypothecation of equipment's taken on lease. It will be discharged by monthly lease rental payments on various dates mentioned in asset lease agreement. Finance lease obligation to Siemens Financial Services Pvt. Ltd amounting to ₹ 8,01.78 lacs (Previous Year: ₹ 5,22.59 lacs) is for a period of three years and carry the interest @ 12.50% p. a.
- (e) Deposits from shareholders and public are repayable after two and three years from the respective dates of deposits and carry the interest @ 9.50% p.a. and 10% p.a. respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

6. DEFERRED TAX LIABILITIES (NET)		As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Deferred tax liability			
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting		20,46.06	18,55.64
Other disallowances		86.86	—
(A)		21,32.92	18,55.64
Deferred tax assets			
Impact of expenditure charged to the statement of profit and loss in the current / earlier years but allowed for tax purpose on payment basis		4,56.94	4,30.97
Provision for doubtful debts and advances		28.63	26.66
Other disallowances		13.58	15.18
Gross deferred tax assets	(B)	4,99.15	4,72.81
Net deferred tax liabilities	(A-B)	16,33.77	13,82.83

7. PROVISIONS		Long-term		Short-term	
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	
Provision for employee benefits					
Provision for gratuity (Refer Note 27)		3,61.73	5,14.27	5,00.00	2,18.75
Provision for leave benefits		9,28.61	7,68.61	1,61.46	1,48.96
Other provisions					
Provision for taxation [net of advance tax of ₹ 8.71 lacs (Previous Year: ₹ 11.61 lacs)]		—	—	2.35	1.34
Proposed equity dividend		—	—	4,76.23	4,08.96
Provision for tax on proposed equity dividend		—	—	96.95	69.50
Contingent Provision for Standard Assets		—	—	0.30	0.30
Provision for Loss on Open Nifty Index / Stock Option		—	—	—	0.13
Total		12,90.34	12,82.88	12,37.29	8,47.94

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

8. SHORT-TERM BORROWINGS	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
From banks		
Cash credit and packing credit (secured)	31,63.18	38,16.98
Working capital demand loan (secured)	9,87.88	9,88.61
Foreign currency buyer's credit loan (unsecured)	5,76.00	9,74.30
Short Term Loan from Banks (unsecured)	10,89.51	5,95.48
	<u>58,16.57</u>	<u>63,75.37</u>
From others		
Inter corporate deposits (unsecured)	2,50.00	5,00.00
Total	<u>60,66.57</u>	<u>68,75.37</u>
The above amount includes		
Secured Borrowing	41,51.06	48,05.59
Unsecured Borrowing	19,15.51	20,69.78
Cash credit, packing credit and working capital demand loan from banks are secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivable etc and is further secured by a second charge on the fixed assets at Roha and Lote Parashuram. The cash credit, packing credit and working capital demand loan is repayable on demand and carries interest rates @ 10.90% to 13.5% p.a.		
Outstanding foreign currency buyer's credit loan are unsecured and carry an interest rate ranging from libor plus 43 bps to 45 bps.		
Short term unsecured loan from HDFC Bank Ltd is payable within a period of six months and carries interest rate of 11.25% p.a. and unsecured loan from YES Bank Ltd is payable within a period of twelve months and carries interest rate of 12.75% p.a.		
Inter Corporate Deposits are repayable within a period of 3 months and carries interest rates @ 12% to 12.50% p.a.		
9. OTHER CURRENT LIABILITIES		
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Trade payables (including acceptances) (Refer Note 38 for details of dues to micro and small enterprises)	54,24.07	52,61.52
(A)	<u>54,24.07</u>	<u>52,61.52</u>
Other liabilities		
Overdrawn bank balance	3.10	—
Current maturities of long-term borrowings (Refer Note 5)	16,02.85	7,79.39
Interest accrued but not due on borrowings	1,19.29	76.79
Interest accrued and due on borrowings	0.67	3.62
Investor education and protection fund will be credited by following amounts (as and when due):		
Unclaimed dividend	30.54	20.51
Unclaimed matured deposits	7.56	13.41
Advances from customers	70.81	38.84
Creditors for capital goods	4,28.16	3,72.73
Statutory liabilities	2,72.26	2,42.97
Sundry deposits	24.57	13.52
Nifty Index/Stock Option Premium Account (Refer Note 39)	—	0.09
Others	52.35	1,35.51
(B)	<u>26,12.16</u>	<u>16,97.38</u>
Total (A + B)	<u>80,36.23</u>	<u>69,58.90</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

10. TANGIBLE ASSETS

(₹ in Lacs)

	Land free hold	Land lease hold**	Leasehold improvements	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture fixture and office equipments	Vehicles	Technical books	Total
Cost or Valuation												
At April 1, 2013	1,71.85	2,84.71	23.43	33,24.39	179,27.20	8,07.33	6,96.42	2,48.52	6,35.97	3,20.11	9.48	244,49.41
Additions	—	—	—	4,71.31	13,80.25	30.09	41.08	26.86	44.69	26.91	—	20,21.19
Disposals	—	—	—	2.02	5,24.49	1.34	—	—	3.10	45.74	—	5,76.69
At March 31, 2014	1,71.85	2,84.71	23.43	37,93.68	187,82.96	8,36.08	7,37.50	2,75.38	6,77.56	3,01.28	9.48	258,93.91
Additions	—	—	—	1,40.56	46,47.36	41.87	28.38	46.92	57.37	76.17	—	50,38.63
Disposals	—	—	—	2,10.04	38,51.55	2,06.81	1,83.34	1,47.75	1,25.89	88.84	0.33	48,14.55
At March 31, 2015	1,71.85	2,84.71	23.43	37,24.20	195,78.77	6,71.14	5,82.54	1,74.55	6,09.04	2,88.61	9.15	261,17.99
Depreciation												
At April 1, 2013	—	56.07	23.43	9,53.58	95,88.96	6,62.90	3,90.85	2,07.16	5,05.06	2,19.28	6.90	126,14.19
Charge for the year	—	3.24*	—	80.19	8,02.15	39.16	30.29	16.41	25.07	27.64	0.36	10,24.51
Disposals/adjustments	—	—	—	1.01	3,63.05	0.61	—	—	2.09	35.18	—	4,01.94
At March 31, 2014	—	59.31	23.43	10,32.76	100,28.06	7,01.45	4,21.14	2,23.57	5,28.04	2,11.74	7.26	132,36.76
Charge for the year	—	3.24*	—	1,01.78	10,72.21	40.96	48.37	16.45	63.94	32.85	0.59	13,80.38
Adj. Against Reserves	—	—	—	43.96	2,44.73	40.15	41.28	—	33.57	0.92	1.17	4,05.78
Disposals/adjustments	—	—	—	1,96.51	35,55.03	2,04.62	1,77.41	1,47.15	1,24.76	77.83	0.33	44,83.64
At March 31, 2015	—	62.55	23.43	9,81.99	77,89.97	5,77.94	3,33.38	92.87	5,00.79	1,67.68	8.69	105,39.29
Net Block												
At March 31, 2014	1,71.85	2,25.40	—	27,60.92	87,54.90	1,34.63	3,16.36	51.81	1,49.52	89.54	2.22	126,57.15
At March 31, 2015	1,71.85	2,22.16	—	27,42.21	117,88.80	93.20	2,49.16	81.68	1,08.25	1,20.93	0.46	155,78.70

Notes: a. *Amount amortized in respect of leasehold land.

b. Buildings include cost of shares in co-operative housing societies ₹ 0.01 lac (Previous Year: ₹ 0.01 lac).

c. Buildings include buildings given on operating lease:

Gross book value ₹ 1,99.70 lacs (Previous Year: ₹ 1,99.70 lacs)

Accumulated depreciation ₹ 88.41 lacs (Previous Year: ₹ 85.16 lacs)

Depreciation for the year ₹ 3.25 lacs (Previous Year: ₹ 3.25 lacs)

Net block ₹ 1,08.04 lacs (Previous Year: ₹ 1,11.29 lacs)

d. The borrowing cost capitalised during the year is ₹ 19.95 lacs (Previous Year: ₹ 19.02 lacs). The Company has capitalised this borrowing cost in plant and machinery and capital work in progress respectively. (Refer Note 40).

e. The assets acquired under finance lease have been disclosed under capital work-in-progress as at 31 March, 2015 amounting to ₹ Nil (Previous Year ₹ 5,83.60 lacs).

f. Plant and Machinery includes plant taken on finance lease: Gross block ₹ 9,95.06 lacs (Previous Year: ₹ Nil) Depreciation charge for the year ₹ 31.02 lacs (Previous Year: ₹ Nil) Accumulated depreciation ₹ Nil (Previous Year: ₹ Nil) Net book value ₹ 9,64.04 lacs (Previous Year: ₹ Nil)

g. During the year, value of certain assets, which were fully depreciated, have been adjusted from the gross block and accumulated depreciation.

h. *Includes ₹ 2 lacs (Previous Year: ₹ 2 lacs) being 50% share of interest in Joint Venture.

11. INTANGIBLE ASSETS (ACQUIRED)

(₹ in Lacs)

	Trade marks	Computer software	Export product registration	Goodwill	Total
Cost (Gross block)					
At April 1, 2013	7.00	4,25.41	67.70	0.75*	5,00.86
Additions/purchase	—	7.67	—	—	7.67
Disposals	—	—	—	—	—
At March 31, 2014	7.00	4,33.08	67.70	0.75	5,08.53
Additions/purchase	—	79.87	—	—	79.87
Disposals/Adjustment	—	1,86.34	—	—	1,86.34
At March 31, 2015	7.00	3,26.61	67.70	0.75	4,02.06
Amortisation					
At April 1, 2013	7.00	2,07.18	32.75	—	2,46.93
Charge for the year	—	61.64	16.93	—	78.57
Disposals	—	—	—	—	—
At March 31, 2014	7.00	2,68.82	49.68	—	3,25.50
Charge for the year	—	76.31	13.21	—	89.52
Disposals	—	1,86.34	—	—	1,86.34
At March 31, 2015	7.00	1,58.79	62.89	—	2,28.68
Net Block					
At March 31, 2014	—	1,64.26	18.02	0.75	1,83.03
At March 31, 2015	—	1,67.82	4.81	0.75	1,73.38

Note:-

During the year, value of Computer software, which was fully depreciated, have been adjusted from the gross block and accumulated depreciation.

* Goodwill on account of acquiring a Company

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12.1 NON-CURRENT INVESTMENTS (Long Term Investments)	As at March 31, 2015			As at March 31, 2014		
	Cost	Diminution	Carrying Amount	Cost	Diminution	Carrying Amount
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Trade Investments (valued at cost unless otherwise stated)						
Quoted equity instruments						
Others						
4,64,270 (Previous Year: 4,64,270) Equity Shares of ₹ 5/- each fully paid-up in Excel Crop Care Limited	8,27.15	—	8,27.15	8,27.15	—	8,27.15
5,84,977 (Previous Year: 5,84,977) Equity Shares of ₹ 10/- each fully paid-up in Punjab Chemicals and Crop Protection Limited	3,09.00	—	3,09.00	3,09.00	—	3,09.00
A	11,36.15	—	11,36.15	11,36.15	—	11,36.15
Unquoted equity instruments						
Investment in joint ventures						
4,68,000 (Previous Year: 4,68,000) Equity Shares of Hong Kong \$ 1 each fully paid-up in Wexsam Limited, Hong Kong (Refer Note 36)	27.26	27.26	—	27.26	27.26	—
B	27.26	27.26	—	27.26	27.26	—
Others (unquoted)						
9,20,500 (Previous Year: 9,20,500) Equity Shares of ₹ 10/- each fully paid-up in TML Industries Limited	1,87.50	—	1,87.50	1,87.50	0.49	1,87.01
10,67,450 (Previous Year: 10,67,450) Equity Shares of ₹ 10/- each fully paid-up in Transpek-Silox Industry Private Limited	2,86.08	—	2,86.08	2,86.08	—	2,86.08
C	4,73.58	—	4,73.58	4,73.58	0.49	4,73.09
Total Trade Investment (D = A+B+C)	16,36.99	27.26	16,09.73	16,36.99	27.75	16,09.24
Non-Trade Investments (valued at cost unless otherwise stated)						
Investments in equity instruments (quoted)						
4,285 (Previous Year: 4,285) Equity Shares of ₹ 10/- each fully paid-up in TIL Limited	1.54	—	1.54	1.54	—	1.54
13,400 (Previous Year: 35,900) Equity Shares of ₹ 10/- each fully paid-up in Bank of India	6.03	—	6.03	16.16	—	16.16
10,075 (Previous Year: 10,075) Equity Shares of ₹ 10/- each fully paid-up in Aimco Pesticides Limited	1.02	—	1.02	1.02	—	1.02
615,433 (Previous Year: 611,933) Equity Shares of ₹ 10/- each fully paid-up in Transpek Industry Limited	5,30.01	—	5,30.01	5,22.44	—	5,22.44
Nil (Previous Year: 1,500) Equity Shares of ₹ 2/- each fully paid-up in Astra Microwave Products Limited	—	—	—	1.64	0.88	0.76
8 (Previous Year: 8) Equity Shares of ₹ 10/- each fully paid-up in Bayer Cropscience Limited	0.01	0.01	—	0.01	—	0.01

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12.1 NON-CURRENT INVESTMENTS (Long Term Investments)	As at March 31, 2015			As at March 31, 2014		
	Cost	Diminution	Carrying Amount	Cost	Diminution	Carrying Amount
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Nil (Previous Year: 2000) Equity Shares of ₹ 1/- each fully paid-up in Carborundum Universal Limited	—	—	—	1.77	—	1.77
3,500 (Previous Year: 3,500) Equity Shares of ₹ 1/- each fully paid-up in Elgi Rubber International Limited	1.96	0.99	0.97	1.96	1.19	0.77
Nil (Previous Year: 375) Equity Shares of ₹ 10/- each per Equity Shares in Gujarat Lease Financing Limited	—	—	—	0.58	0.58	—
4,700 (Previous Year: 4,700) Equity Shares of ₹ 10/- each fully paid-up in Gujarat State Financial Corporation	0.94	0.81	0.13	0.94	0.87	0.07
1,000 (Previous Year: 1,000) Equity Shares of ₹ 1/- each fully paid-up in Hindalco Industries Limited	1.84	0.54	1.30	1.84	0.42	1.42
100 (Previous Year: 100) Equity Shares of ₹ 10/- each fully paid-up in Indokem Limited	0.02	0.02	—	0.02	0.02	—
10 (Previous Year: 10) Equity Shares of ₹ 10/- each fully paid-up in Monsanto India Limited	0.03	—	0.03	0.03	—	0.03
21,000 (Previous Year: 300) Equity Shares of ₹ 10/- each fully paid-up in Navin Fluorine International Limited	1,26.68	—	1,26.68	1.13	0.09	1.04
182,308 (Previous Year: NIL) Equity Shares of ₹ 10/- each fully paid-up in Tanfac Industries	37.81	11.01	26.80	—	—	—
1,000 (Previous Year: 1,000) Equity Shares of ₹ 10/- each fully paid-up in Shah Foods Limited	0.10	—	0.10	0.10	—	0.10
1,000 (Previous Year: 4,000) Equity Shares of Rupee 1/- each fully paid-up in Sona Koyo Steering Systems Limited	0.34	—	0.34	1.36	0.51	0.85
Nil (Previous Year: 960) Equity Shares of ₹ 1/- each fully paid-up in Sesa Sterlite Limited	—	—	—	3.23	1.43	1.80
100 (Previous Year: 100) Equity Shares of ₹ 2/- each fully paid-up in Uniphos Enterprises Limited	0.01	0.01	—	0.01	—	0.01
Nil (Previous Year: 500) Equity Shares of ₹ 2/- each fully paid-up in V I P Industries Limited	—	—	—	0.13	—	0.13
Nil (Previous Year: 121) Equity Shares of ₹ 10/- each fully paid-up in Zenith Birla India Limited	—	—	—	0.34	0.34	—
E	7,08.34	13.39	6,94.95	5,56.25	6.33	5,49.92

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12.1 NON-CURRENT INVESTMENTS (Long Term Investments)	As at March 31, 2015			As at March 31, 2014		
	Cost	Diminution	Carrying Amount	Cost	Diminution	Carrying Amount
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Non-trade Investment (valued at cost unless stated otherwise)						
Investments in equity instruments (unquoted)						
2,500 (Previous Year: 2,500) Equity Shares of ₹ 10/- each fully paid-up in The Saraswat Co-operative Bank Limited	0.25	—	0.25	0.25	—	0.25
50,000 (Previous Year: 50,000) Equity Shares of ₹ 10/- each fully paid-up in Biotech Consortium India Limited	5.00	—	5.00	5.00	—	5.00
1000 (Previous Year: 1,000) Equity Shares of ₹ 10/- each fully paid-up in Alpica Finance Limited	1.00	1.00	—	1.00	1.00	—
4900 (Previous Year: 4,900) Equity Shares of ₹ 10/- each fully paid-up in Ashok Organic Industries Limited	7.84	7.84	—	7.84	7.84	—
420 (Previous Year: 420) Equity Shares of ₹ 10/- each fully paid-up in Lloyds Finance Limited	0.17	0.16	0.01	0.17	0.17	—
5 (Previous Year: 5) Equity Shares of ₹ 5/- each fully paid-up in Syngenta India Limited	0.01	—	0.01	0.01	—	0.01
F	14.27	9.00	5.27	14.27	9.01	5.26
Other Investments (quoted)						
Nil (Previous Year: 1475) Equity Shares of ₹ 10/- each fully paid-up in Goldman Sachs Mutual Fund - NIFTYBES	—	—	—	7.46	—	7.46
G	—	—	—	7.46	—	7.46
Debentures (Unquoted)						
5 (Previous Year: 5) Debentures of ₹ 1,00,000/- each fully paid-up in Anand Rathi Global Finance Ltd	5.00	—	5.00	5.00	—	5.00
H	5.00	—	5.00	5.00	—	5.00
Total Non-Trade Investment (I = E+F+G+H)	7,27.62	22.39	7,05.23	5,82.98	15.34	5,67.64
Total Non-Current Investments (D+I)	23,64.60	49.65	23,14.95	22,19.97	43.09	21,76.88

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	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
<i>Notes:</i>		
1. (a) Aggregate of Quoted Investments:		
Long Term Investments:		
Cost (Net of provision for diminution)	18,31.10	16,93.54
Market Value	66,75.30	36,11.99
(b) Aggregate of Unquoted Investments:		
Cost (Net of provision for diminution)	4,83.85	4,83.35
(c) Aggregate provision for diminution in value of investments	49.65	43.09
12.2 CURRENT INVESTMENTS		
	As at March 31, 2015	As at March 31, 2014
	Cost Diminution Carrying Amount	Cost Diminution Carrying Amount
	₹ in Lacs ₹ in Lacs ₹ in Lacs	₹ in Lacs ₹ in Lacs ₹ in Lacs
Other Investments (at cost):		
Goldman Sachs Mutual Fund Liquid Benchmark (ETS – LiquidBeEs) (Quoted)		
(a) 198.996 (Previous Year: 5934.2200) LiquidBeEs	1.97 — 1.97	59.35 0.01 59.34
(b) 204.938 (Previous Year: Nil) LiquidBeEs	2.05 — 2.05	— — —
(c) 0.734 (Previous Year: 0.734) LiquidBeEs	0.01 — 0.01	0.01 — 0.01
A	4.03 — 4.03	59.36 0.01 59.35
Aggregate amount of quoted investments [Market value ₹ 4.03 lacs (Previous Year: ₹ 59.35 lacs)]		
Preference Shares (Unquoted)		
4,564 (Previous Year : Nil) Preference Shares of ₹ 100/- each fully paid-up in L & T Finance Holdings Ltd	4.56 — 4.56	4.56 — 4.56
B	4.56 — 4.56	4.56 — 4.56
Total Current Investments (A + B)	8.59 — 8.59	63.92 0.01 63.91

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

13. LOANS AND ADVANCES		Non-current		Current	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Capital advances					
Unsecured, considered good	(A)	1,19.36	70.98	—	—
Security deposits					
Unsecured, considered good	(B)	3,93.30	3,26.40	—	—
Loans to related parties (Note 29)					
Unsecured, considered good	(C)	—	—	1,50.00	1,50.00
Advances recoverable in cash or kind					
Unsecured, considered good		—	—	6,29.65	7,55.93
Unsecured, considered doubtful		—	—	35.00	35.00
		—	—	6,64.65	7,90.93
Provision for doubtful advances		—	—	(35.00)	(35.00)
	(D)	—	—	6,29.65	7,55.93
Other loans and advances, Unsecured, considered good					
Advance income-tax [net of provision for taxation]		—	—	5,01.11	1,00.61
MAT Credit Entitlement		—	—	6.93	7.63
Prepaid expenses		10.51	7.22	2,14.15	1,67.73
Loans to employees		22.61	36.48	25.11	27.00
Balances with statutory/government authorities		—	—	3,15.37	2,54.21
	(E)	33.12	43.70	10,62.67	5,57.18
Total	(A+B+C+D+E)	5,45.78	4,41.08	18,42.32	14,63.11
14. TRADE RECEIVABLES AND OTHER ASSETS		Non-current		Current	
14.1 Trade receivables		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Outstanding for a period exceeding six months from the date they are due for payment					
Unsecured, considered good		—	—	63.32	1,06.50
Doubtful		—	—	47.72	36.02
		—	—	1,11.04	1,42.52
Less: Provision for doubtful receivables		—	—	(47.72)	(36.02)
		—	—	63.32	1,06.50
Other receivables		—	—	—	—
Unsecured, considered good		—	—	105,01.31	99,90.58
Total		—	—	105,64.63	100,97.08

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

14.2 Other assets		Non-current		Current	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Unsecured, considered good unless stated otherwise					
Non-current bank balance (Refer Note 16)	(A)	10.00	1,05.00	—	—
Others					
Interest receivable		—	—	19.18	17.41
Export benefit receivable		—	—	50.20	1,01.25
Interest Accrued on Loans & Advances		—	—	4.42	3.83
Income tax refund receivable		—	—	4,20.71	58.29
Miscellaneous receivables		—	—	27.98	25.23
	(B)	—	—	5,22.49	2,06.01
Total (A + B)		10.00	1,05.00	5,22.49	2,06.01

15. INVENTORIES (Valued at lower of cost or net realisable value)		As at	As at
		March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs
Raw materials [including stock-in-transit ₹ 6,53.48 lacs (Previous Year: ₹ 55.44 lacs)]		19,14.36	11,61.69
Packing materials (Refer Note 19)		1,41.33	1,42.02
Finished goods [including stock-in-transit ₹ 1,94.80 lacs (Previous Year: ₹ 1,31.70 lacs)]		21,10.38	16,03.45
Work-in-progress (Refer Note 20)		17,05.81	13,12.42
Traded goods (Refer Note 20)		2,26.58	1,65.63
Stores and spares [including stock-in-transit ₹ 1,32.13 lacs (Previous Year: ₹ 67.57 lacs)]		5,53.61	4,28.87
[including fuel and coal]		—	—
Total		66,52.07	48,14.08

16. CASH AND BANK BALANCES		Non-current		Current	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Cash and cash equivalents					
Cash on Hand		—	—	—	0.07
Balances with banks					
On current accounts(*)		—	—	3.19	7,50.37
On unclaimed dividend accounts		—	—	30.54	20.51
Deposits with original maturity of less than three months		—	—	1,68.00	10.00
		—	—	2,01.73	7,80.95
Other bank balances					
Deposits with original maturity for more than 12 months		10.00	1,05.00	—	—
Deposits with original maturity for more than 3 months but less than 12 months		—	—	10.30	73.17
Margin money deposits		—	—	14.99	81.67
		10.00	1,05.00	25.29	1,54.84
Amount disclosed under non-current assets (Refer Note 14.2)		(10.00)	(1,05.00)	—	—
Total		—	—	2,27.02	9,35.79
Margin money deposits given as security					
Margin money deposits with a carrying amount of ₹ 14.99 lacs (Previous Year: ₹ 81.67 lacs) have been given against opening of Letter of Credit Account and Bank guarantee.					
*includes ₹ 0.27 lac (Previous Year ₹ 0.10 lac) being 50% share of interest in Joint Venture.					

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

17. REVENUE FROM OPERATIONS		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Revenue from operations			
Sale of products			
Finished goods		510,56.59	433,82.45
Traded goods		13,56.20	16,50.25
Sale of services			
Processing charges		1,91.82	1,88.35
Royalty/Technical fees/Commissioning Charges		2.11	33.11
Other operating revenue			
Export incentives		1,12.76	1,95.19
Scrap sales		2,55.92	1,96.16
Revenue from operations (gross)		529,75.40	456,45.51
Less: Excise duty (Refer note below)		47,99.74	40,53.22
Revenue from operations (net)		481,75.66	415,92.29
Note: Excise duty on sales amounting to ₹ 47,99.74 lacs (Previous Year: ₹ 40,53.22 lacs) has been reduced from sales in statement of profit and loss and excise duty increase/decrease in stock amounting to ₹ 93.75 lacs (Previous Year: ₹ 6.62 lacs) has been considered (income)/ expenses in Note 22 of financial statements.			
18. OTHER INCOME		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest income on			
Bank deposits		37.27	35.78
Income tax refund		95.12	24.35
Share Application Money		—	0.01
Others		21.92	23.30
A		1,54.30	83.44
Dividend income			
From current Investments		3.29	2.95
From long term investments		3,25.54	2,94.58
B		3,28.83	2,97.53
Income on Technology Transfer		C	—
Profit on securities (net)			
Sale of Long Term Investments		63.09	0.56
Sale of Current Investments		0.35	—
Trading in Future and Option Contracts in NIFTY INDEX		2.06	8.97
Diminution in value of Investments written back (Net)		—	4.99
D		65.50	14.52
Others			
Rent		35.95	36.33
Exchange gain (net)		—	60.35
Others		19.84	25.93
E		55.79	1,22.61
Total		(A+B+C+D+E)	7,54.42
			5,18.10

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19. COST OF RAW MATERIALS AND COMPONENTS CONSUMED		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(a) Raw materials		
Inventory at the beginning of the year	11,61.69	8,21.65
Add: Purchases	243,70.62	222,72.59
	255,32.31	230,94.24
Less: Inventory at the end of the year	19,14.36	11,61.69
	(A) 236,17.95	219,32.55
(b) Packing materials		
Inventory at the beginning of the year	1,42.02	1,13.08
Add: Purchases	11,10.10	11,70.56
	12,52.12	12,83.64
Less: Inventory at the end of the year	1,41.33	1,42.02
	(B) 11,10.79	11,41.62
Total	(A + B) 247,28.74	230,74.17
20. (INCREASE)/DECREASE IN INVENTORIES		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Inventories at the end of the year		(Increase)/Decrease ₹ in Lacs
Finished goods	21,10.38	16,03.45
Work-in-progress	17,05.81	13,12.42
Traded goods	2,26.58	1,65.63
	40,42.77	(9,61.27)
Inventories at the beginning of the year		March 31, 2015
Finished goods	16,03.45	14.23
Work-in-progress	13,12.42	(2,77.81)
Traded goods	1,65.63	1,50.55
	30,81.50	(1,13.03)
	(9,61.27)	
Details of Purchase of traded goods		
	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Phosphorous and its compounds	53.60	—
Chemicals	4,29.03	3,30.34
Others	4,94.18	5,57.46
	9,76.81	8,87.80
Details of inventory		
	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Finished goods		
Phosphorous and its compounds	10,10.90	4,03.02
Chemicals	9,54.65	9,90.30
Organic manure	60.51	68.95
Others	84.32	1,41.18
	21,10.38	16,03.45

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

20. (INCREASE)/DECREASE IN INVENTORIES (Contd.)	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Work-in-progress		
Phosphorous and its compounds	2,17.33	40.85
Chemicals	4,25.71	2,14.02
Others	10,62.77	10,57.55
	17,05.81	13,12.42
Traded goods		
Chemicals	40.90	16.84
Others	1,85.68	1,48.79
	2,26.58	1,65.63
21. EMPLOYEE BENEFITS EXPENSE	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Salaries, wages and bonus	44,95.57	39,11.93
Contribution to provident and other funds	3,98.60	3,68.54
Provision/payment of gratuity (Refer Note 27)	5,99.78	5,53.87
Provision for other retirement benefits	3,17.58	2,57.83
Workmen and staff welfare expenses	3,56.39	3,45.47
	61,67.92	54,37.64
22. OTHER EXPENSES	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Consumption of stores and spares	85.30	73.31
Processing charges	85.70	2,54.78
(Increase)/decrease of excise duty on inventory (Refer Note 17)	93.75	6.62
Power and fuel	30,74.74	28,11.17
Effluent expenses	7,46.25	6,48.33
Rent (Refer Note 30)	48.68	40.77
Rates and taxes	1,04.83	94.15
Insurance	64.67	77.93
Repairs and maintenance		
— Plant and machinery	15,01.36	11,34.79
— Buildings	1,93.92	1,12.74
— Others	1,52.26	1,37.58
CSR expenditure (Refer Note 43)	38.91	5.17
Sales commission and discounts	1,89.95	1,44.58
Travelling and conveyance	2,18.94	2,03.34
Legal and professional fees	3,62.46	2,65.79
Directors' sitting fees	14.90	3.10
Payment to auditor (Refer details below)	32.38	27.92
Exchange differences (net)	66.63	—
Bad debts/sundry debit balances written off	4.37	25.49
Share of Loss in Partnership Firm (*₹ 21)	* —	—
Freight outward and forwarding expenses	11,36.73	9,19.85
Charity and donations (refer Note 42)	89.30	26.57
Provision for doubtful receivables (net)	11.70	9.97
Tangible assets written off	1,09.74	81.66
Expenses for Increase in Authorised Share Capital	—	2.16
Loss on sale of tangible assets (net)	31.63	29.65
Provision for diminution in value of investments	6.55	—
Miscellaneous expenses	15,90.08	12,46.32
Total	100,55.73	83,83.74

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22. OTHER EXPENSES (Contd.)	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Payment to auditor (Net of Service Tax)		
As auditor:		
Audit fee	18.74	15.12
Tax audit fees	6.00	5.00
Limited review	4.50	3.00
In other capacity:		
Taxation matters	—	—
Certification fees and other matters	2.30	4.50
Reimbursement of expenses	0.84	0.30
	32.38	27.92
23. DEPRECIATION AND AMORTISATION EXPENSES	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Depreciation on tangible assets	13,80.38	10,24.51
Amortisation of intangible assets	89.52	78.57
	14,69.90	11,03.08
24. FINANCE COSTS	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Interest	11,97.80	10,34.39
Bank and financial charges	1,43.35	1,58.79
Exchange difference and loss on borrowings	51.24	28.69
Total	13,92.39	12,21.87
25. EARNINGS PER SHARE (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Profit after tax as per statement of profit and loss	41,17.95	17,98.98
Add/Less: Reconciliation items		
Net profit for calculation of basic/diluted EPS	41,17.95	17,98.98
	Nos.	Nos.
Weighted average number of equity shares in calculating basic EPS	11,198,781	10,905,630
Effect of dilution		
Convertible warrants	797,767	21,918
Weighted average number of equity shares in calculating diluted EPS	11,996,548	10,927,548
Earnings per equity share [nominal value of share ₹ 5/- (Previous Year: ₹ 5/-)]		
Basic (in ₹)	36.77	16.50
Diluted (in ₹)	34.33	16.46
26. MONEY RECEIVED AGAINST CONVERTIBLE WARRANTS ISSUED		
The Company had issued and allotted 20,00,000 fully convertible warrants of face value of ₹ 69/- each on a preferential basis aggregating to ₹ 1,380 lacs to Utkarsh Global Holdings Private Limited, a promoter group Company, pursuant to a special resolution passed in the Extraordinary General Meeting held on 15 March, 2014. The said issue was pursuant to Section 81 (1A) of the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009.		
Each such warrant is convertible at the option of the holder of the warrants into one equity share of face value of ₹ 5/- each of the Company at a premium of ₹ 64/- per equity share. The Company has received ₹ 345 lacs being 25% of consideration of the warrants.		
During the year, warrant rights has been exercised and accordingly 10 lacs fully convertible warrants had been converted to 10 lacs equity shares of ₹ 5 each after receiving balance money from Utkarsh Global Holdings Private Limited. The balance warrants will, at the option of the holder, be converted into equity shares in one or more tranches, but not later than 18 months from the date of their allotment i.e. 27 March, 2014.		

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27. DETAILS OF EMPLOYEE BENEFITS

(I) Defined Benefit Plan Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service then instead of 15 days, he/she will get gratuity on retirement at 22 days last drawn salary. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The scheme is funded with insurance Companies in the form of qualifying insurance policies.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

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

Defined Benefit Plan

	Current Year Gratuity (₹ in Lacs)	Previous Year Gratuity (₹ in Lacs)
Current service cost	1,77.84	1,46.35
Interest cost on benefit obligation	2,83.75	2,05.10
Expected return on plan assets	(2,24.23)	(1,99.92)
Net actuarial (gain)/loss recognised in the year	3,62.42	4,02.34
Amount included under the head employee benefit expenses (Refer Note 21)	5,99.78	5,53.87

(b) The amounts recognised in the Balance Sheet are as follows:

	As at March 31, 2015 Defined Benefit Plan - Gratuity (Funded) (₹ in Lacs)	As at March 31, 2014 Defined Benefit Plan - Gratuity (Funded) (₹ in Lacs)
Present value of funded obligation	37,85.56	32,24.42
Less: Fair value of plan assets	29,23.83	24,91.40
Net Liability included under the head Provisions in Note no '7'	8,61.73	7,33.02

(c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

	As at March 31, 2015 Gratuity (₹ in Lacs)	As at March 31, 2014 Gratuity (₹ in Lacs)
Opening defined benefit obligation	32,24.42	25,83.68
Interest cost	2,83.75	2,05.10
Current service cost	1,77.84	1,46.35
Benefits paid	(2,62.98)	(1,03.18)
Actuarial (gains)/losses on obligation	3,62.54	3,92.47
Closing defined benefit obligation	37,85.57	32,24.42

(d) Changes in the fair value of plan assets are as follows:

	As at March 31, 2015 Gratuity (₹ in Lacs)	As at March 31, 2014 Gratuity (₹ in Lacs)
Opening fair value of plan assets	24,91.40	21,41.39
Expected return	2,24.23	1,99.92
Contributions by employer	4,71.07	2,63.15
Benefits paid	(2,62.98)	(1,03.18)
Actuarial gains/(losses)	0.12	(9.88)
Closing fair value of plan assets	29,23.84	24,91.40

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27. DETAILS OF EMPLOYEE BENEFITS (Contd.)

	As at March 31, 2015 Gratuity (₹ in Lacs)	As at March 31, 2014 Gratuity (₹ in Lacs)
(e) Expected contribution to defined benefit plan for the next year.	5,00.00	2,18.75
(f) The major categories of plan assets as a percentage of fair value of total plan assets are as follows:	Current Year	Previous Year
Insurer Managed Funds (Life Insurance Corporation of India)	87.90%	86.92%
Insurer Managed Funds (Aviva Life Insurance Company India Limited)	12.10%	13.08%
	100%	100%
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in the expected rate of return on assets due to the improved stock market scenario		
	Gratuity Current Year	Gratuity Previous Year
(g) The principal actuarial assumptions at the Balance Sheet date:		
Discount rate	7.80%	8.80%
Expected rate of return on assets	8.75%	9%
Expected rate of salary increase	8.50%	8.50%
Mortality table	IALM (2006-08) Ult.	IALM(2006-08) Ult.
	Ultimate	Ultimate
Proportion of employees opting for early retirement	5% to 1%	5% to 1%

Notes :

- The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- Amounts for the current and previous four years are as follows:
[AS15 Para 120(n)] [1]

(₹ in Lacs)

	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	37,85.57	32,24.42	25,83.68	19,67.88	17,26.60
Plan assets	29,23.84	24,91.40	21,41.39	18,34.92	15,87.46
Surplus/(deficit)	(8,61.73)	(7,33.02)	(4,42.29)	(1,32.96)	(1,39.14)
Experience adjustments on plan liabilities	66.98	93.12	88.21	1,16.83	2,03.59
Experience adjustments on plan assets	0.12	9.88	(2.93)	9.52	6.68

(II) Defined Contribution Plans:

- Provident Fund is a defined contribution scheme established under a State Plan.
- Superannuation Fund is a defined contribution scheme. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.
- Defined Contribution Plan.

Current service cost included under the head Contribution to provident and other funds in "Employee Benefits Expense" (Refer Note 21)

	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
Provident Fund	1,90.50	2,09.04
Family Pension Fund	1,03.53	61.51
Superannuation Fund	95.65	92.80

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

28. SEGMENT INFORMATION

1. Information About Primary Business Segments:

Particulars	Current Year (₹ in Lacs)			Previous Year (₹ in Lacs)		
	Chemicals	Environment	Total	Chemicals	Environment	Total
REVENUE:						
External Revenue:	470,62.12	13,02.51	483,64.63	402,61.35	14,41.95	417,03.30
Un-allocated revenue:			5,65.45			4,07.09
Total Revenue:			489,30.08			421,10.39
RESULT:						
Segment result:	80,47.18	(46.41)	80,00.77	45,78.53	(11.93)	45,66.60
Un-allocated expenditure net of un-allocated income:			15,08.52			12,29.61
Finance Cost			13,92.39			12,21.87
Profit before taxation			50,99.86			21,15.12
Current:						
Provision for Taxation:						
Current:			12,48.44			5,92.08
In respect of earlier years (net)			(6,55.38)			(1,86.27)
Minimum Alternative Tax (Entitlement)			—			—
Deferred tax:			3,88.85			(89.67)
Profit/(Loss) after tax:			41,17.95			17,98.98
OTHER INFORMATION:						
Segment Assets:	324,96.67	8,70.72	333,67.39	288,91.74	8,78.98	297,70.72
Un-allocated Assets:			53,30.88			53,81.44
Total Assets:			386,98.27			351,52.16
Segment Liabilities:	(56,51.61)	(1,95.90)	(58,47.51)	(54,11.28)	(1,91.57)	(56,02.85)
Un-allocated Liabilities:			(142,31.77)			(143,32.15)
Total Liabilities:			(200,79.28)			(199,35.00)
Segment Capital expenditure:	49,76.70	22.99	49,99.69	19,73.62	30.05	20,03.67
Un-allocated Capital expenditure:			1,18.81			25.19
Segment Depreciation and Amortisation:	13,11.62	44.56	13,56.18	9,39.67	43.66	9,83.33
Un-allocated Depreciation and Amortisation:			1,13.72			1,19.75
Segment Non-cash expenses other than Depreciation and Amortisation:	1,09.32	9.96	1,19.28	94.78	22.31	1,17.09
Un-allocated Non-cash expenses other than Depreciation and Amortisation:			6.52			—

2. Information About Secondary Business Segments:

	Domestic	Exports	Total	Domestic	Exports	Total
Revenue:	411,30.35	77,99.73	489,30.08	353,70.81	67,39.58	421,10.39
Carrying amount of Assets:	365,88.60	21,09.67	386,98.27	332,20.20	19,31.96	351,52.16
Capital Expenditure:	51,18.50	—	51,18.50	20,28.86	—	20,28.86

3. Notes:

- The Group is organised into two business segments namely:
 - Chemicals – Comprising of Industrial and Specialty Chemicals and Pesticides Intermediates.
 - Environment – Comprising of Soil enricher, Bio - pesticides and other Bio products.
- Segment revenue in the above segments includes sales, export incentives, processing charges and other income from operations.
- Segment Revenue in the geographical segments considered for disclosure are as follows:
 - Revenue within India includes sales to customers located within India.
 - Revenue outside India includes sales to customers located outside India.
- Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

29. RELATED PARTY DISCLOSURES AS REQUIRED BY ACCOUNTING STANDARD (AS)-18 "RELATED PARTY DISCLOSURES".

Names of related parties and related party relationship

Related Parties with whom transactions have taken place during the year

Enterprises owned or significantly influenced by key management personnel or their relatives or through companies/entities which are controlled/significantly influenced by the KMP and their relatives

Agrocel Industries Limited

Anshul Specialty Molecules Ltd.

Divakar Techno Specialities & Chemicals Ltd.

Excel Crop Care Limited

Good Rasayan Limited (up to 30.09.2014)

TML Industries Limited

Transpek Industry (Europe) Limited

Transpek Industry Limited

Utkarsh Global Holdings Pvt. Ltd.

Key Management Personnel

Shri Ashwin C. Shroff (Chairman and Managing Director)

Smt. Usha A. Shroff (Executive Vice Chairperson)

Shri Ravi Ashwin Shroff (Executive Director w.e.f. 3rd September, 2014)

Shri S. R. Potdar (Executive Director upto 2nd September, 2014)

Relatives of KMP

Shri Hrishit Ashwin Shroff (Son of Shri Ashwin C. Shroff and Smt. Usha A. Shroff)

Smt Anshul A. Bhatia (Daughter of Shri Ashwin C. Shroff and Smt. Usha A. Shroff)

Shri Amrish S. Bhatia (Son in law of Ashwin C. Shroff and Smt. Usha A. Shroff)

Smt Amrita R. Shroff (Wife of Shri Ravi A. Shroff)

Kr. Parthiv R. Shroff (Son of Shri Ravi A. Shroff)

Kr. Shreyaan R. Shroff (Son of Shri Ravi A. Shroff)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(a) Sale/purchase of goods & services and other transactions

(₹ in Lacs)

	Year ended	Sale of goods	Sale of services	Sale of fixed assets	Interest Received	Dividend Received	Purchase of traded goods	Purchase of Services	Dividend Paid	Proceeds from conversion of warrants to equity shares	Reimbursement of Expenses to Party (Expenses)	Salary, Bonus & contribution to PF	Retirement Benefits	Loan owed by related parties	Other amount owed by related parties	Amount owed to related parties
Enterprises owned or significantly influenced by key management personnel or their relatives																
Excel Crop Care Limited	31-Mar-15	62,85.47	2,26.00	94.01	—	30.72	—	31.38	9.84	—	—	—	—	—	8,95.83	—
	31-Mar-14	56,00.74	26.40	—	—	7.37	—	24.89	4.37	—	2.26	—	—	—	14,39.14	2.51
Agrocel Industries Limited	31-Mar-15	3.12	—	—	—	—	12.62	—	—	—	—	—	—	—	10.00	12.04
	31-Mar-14	72.05	—	—	—	—	1.92	0.51	—	—	—	—	—	—	10.00	—
Anshul Specialty Molecules Limited	31-Mar-15	—	—	—	—	—	—	—	1.86	—	—	—	—	—	—	—
	31-Mar-14	33.50	—	—	—	—	25.26	—	0.83	—	—	—	—	—	—	—
Transpek Industry Limited	31-Mar-15	—	—	—	6.00	0.06	—	—	10.57	—	—	—	—	50.00	—	—
	31-Mar-14	20.59	—	—	6.00	—	0.16	—	4.70	—	—	—	—	50.00	24.56	—
Good Rasayan Limited	31-Mar-15	—	—	—	—	—	—	35.66	—	—	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	72.14	—	—	—	—	—	—	—	19.13
Divakar Techno Speciality & Chemicals Limited	31-Mar-15	—	—	—	—	—	—	—	—	—	47.67	—	—	—	—	32.32
	31-Mar-14	—	—	—	—	—	—	—	—	—	25.46	—	—	—	—	15.63
Transpek Industry (Europe) Limited	31-Mar-15	—	—	—	—	—	—	21.90	—	—	—	—	—	—	1.03	—
	31-Mar-14	—	—	—	—	—	—	23.03	—	—	—	—	—	—	—	—
Utkarsh Global Holdings Private Limited	31-Mar-15	—	—	—	—	—	—	—	2,24.86	5,17.50	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	98.74	3,45.00	—	—	—	—	—	—
TML Industries Limited	31-Mar-15	—	—	—	12.20	—	—	—	—	—	—	—	—	1,00.00	—	—
	31-Mar-14	—	—	—	12.01	—	—	—	—	—	—	—	—	1,00.00	—	—
Mrs. Usha A. Shroff	31-Mar-15	—	—	—	—	—	—	—	0.44	—	—	1,07.64	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	0.19	—	—	72.61	—	—	—	—
Mr. R. A. Shroff	31-Mar-15	—	—	—	—	—	—	—	3.22	—	—	38.45	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	1.43	—	—	25.94	—	—	—	—
Mr. A. C. Shroff	31-Mar-15	—	—	—	—	—	—	—	5.61	—	—	1,18.47	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	2.49	—	—	77.71	—	—	—	—
Mr. H. A. Shroff	31-Mar-15	—	—	—	—	—	—	—	3.22	—	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	1.43	—	—	—	—	—	—	—
Mr. S. R. Potdar	31-Mar-15	—	—	—	—	—	—	—	—	—	—	40.29	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	0.06	—	—	79.90	—	—	—	—
Others	31-Mar-15	—	—	—	—	—	—	—	4.68	—	—	—	—	—	—	—
	31-Mar-14	—	—	—	—	—	—	—	2.08	—	0.55	—	—	—	—	—

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

30. OPERATING LEASES

Office premises and godowns are obtained on operating leases for various tenors. Except for the Office premises, none of the operating leases are renewable. In respect of Office premises, the operating lease are renewable for further period of five years, with an escalation clause of 5% over the existing lease rent. There are no restrictions imposed by lease agreements/arrangements.

	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Lease payments for the year	43.07	40.77
Sub-lease payments received during the year	Nil	Nil
Minimum lease payments under non cancellable operating lease as at 31st March		
(a) Not later than one year	37.95	29.63
(b) Later than one year but not later than five years	96.42	1,02.91
(c) Later than five years	Nil	Nil

The Company has leased out its office premises on operating leases for various tenors. There is no escalation clause in the lease agreements/arrangements. There are no restrictions imposed by lease agreements/arrangements.

There are no uncollectible minimum lease rentals receivable at the reporting date.
Current Year: ₹ Nil (Previous Year: ₹ Nil)

Future Minimum Lease rentals receivable are as follows:

(a) Not later than one year	27.98	27.29
(b) Later than one year but not later than five years	Nil	11.00
(c) Later than five years	Nil	Nil

31. RESEARCH AND DEVELOPMENT COSTS

	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Research and Development costs, as certified by the Management, debited to the statement of profit and Loss are as under:		
* Revenue expenses debited to Research and Development Expenses Account and other heads of accounts	4,50.56	3,62.24
Depreciation on Research and Development Equipment	55.09	43.81
	<u>5,05.65</u>	<u>4,06.05</u>

* includes ₹ 115.77 lacs, ₹ 65.33 lacs and ₹ 177.11 lacs (Previous Year: ₹ 98.91 lacs, ₹ 62.76 lacs and ₹ 164.07 lacs) in respect of Research and Development units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology.

Capital Expenditure incurred during the year on Research and Development [including capital expenditure on qualifying assets of ₹ 45.28 lacs, ₹ 1.08 lacs and ₹ 38.62 lacs (Previous Year: ₹ 5.58 lacs, ₹ 4.51 lacs and ₹ 48.03 lacs in respect of Research and Development Units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology)].	1,64.70	85.53
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

32. CONTINGENT LIABILITIES

	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Bills discounted	2,77.85	5,05.91
Disputed income-tax liability	7,10.50	21,01.91
Disputed excise duty liability	7,60.58	6,85.90
Disputed sales tax liability	16.52	16.52
Disputed custom duty tax liability	72.44	27.43
Disputed service tax liability	—	48.02
Guarantees given by Company's Bankers on behalf of the Company to third parties	1,31.60	21.79
Claims against the Company not acknowledged as debts	24.31	24.31
Company's share in the disputed lease rent payable to Collector of Bhavnagar by M/s Multichem Industries *	52.06	—
Liability in respect of claim made by workers and contract labourers	Amount not ascertainable	Amount not ascertainable

* The Company, w.e.f. 31.3.2015 holds 50% interest in M/s Multichem Industries, a jointly controlled entity which is holding leasehold land admeasuring 2500 sq. meters in Bhavnagar. The Collector of Bhavnagar vide his letters dated 15.01.2015 & 17.01.2015 has demanded ₹ 1,04.12 lacs towards differential lease rent for a period 22.11.2009 to 31.07.2015 in respect of land granted on lease to Firm on 23.11.1979 for a period of 30 years which lease expired on 22.11.2009. M/s Multichem Industries does not expect these claims to succeed and has disputed it by submitting its responses to the collector vide letter dated 04.04.2015. Accordingly, no provision for the said liability has been recognized in the financial statements.

33. CAPITAL AND OTHER COMMITMENTS

	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2014 ₹ in Lacs
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	4,64.96	6,34.55
For commitments relating to lease arrangements, please refer note 30 and 41		

34. FOREIGN EXCHANGE DERIVATIVES AND EXPOSURES OUTSTANDING AS AT BALANCE SHEET DATE

	Currency	For the year ended March 31, 2015 ₹ in Lacs	For the year ended March 31, 2015 Foreign Currency Value in Lacs	For the year ended March 31, 2014 ₹ in Lacs	For the year ended March 31, 2014 Foreign Currency Value in Lacs
(a) Forward contract - Buy for Hedging Purpose					
(i) Loans/Interest thereon	USD	5,76.62	9.23	9,81.02	16.38
(b) Un-hedged Foreign Currency Exposure on					
(i) Import Payables	USD	7,77.22	12.44	3,84.62	6.42
(ii) Export Receivables	USD	19,33.78	30.95	18,28.85	30.54
	EURO	1,74.46	2.60	83.72	1.02
(iii) Bank Balances	USD	1.43	0.02	1.37	0.02

EXCEL INDUSTRIES LIMITED

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

35. PARTNERSHIP FIRM

The group has 50% ownership interest in M/s. Multichem Industries, a partnership firm registered in India. The proportionate interest of the group in the said entity as per latest available unaudited Balance Sheet as at March 31, 2015, is as under:

	Kamaljiyot Investments Limited		Excel Bio Resources Limited	
	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 ₹ in Lacs
Assets	—	2.10	2.27	—
Liabilities	—	—	—	—
Income	—	—	—	—
Share of loss in partnership firm (* ₹ 21)	—	—	* —	—

Details of investment in M/s. Multichem Industries, a partnership firm:

Name of the Partners	As at March 31, 2015		As at March 31, 2014	
	Capital ₹ in Lacs	Share of Profit or Loss %	Capital ₹ in Lacs	Share of Profit or Loss %
(a) Excel Crop Care Limited	2.00	50	2.00	50
(b) Excel Bio Resources Limited	2.00	50	—	—
(c) Kamaljiyot Investments Limited	—	—	2.00	50
	<u>4.00</u>	<u>100.00</u>	<u>4.00</u>	<u>100.00</u>

36. JOINT VENTURE COMPANY

The group has 33.33% interest in jointly controlled entity Wexsam Limited-Hong Kong. Since there were no activities in the said jointly controlled entity for the past seven years, the financials are not available. Accordingly, the proportionate interest of the group in the said jointly controlled entity has not been considered in the Consolidated Financial Statements. Further, the group does not have any liability or contingent liability, which needs to be accounted with respect to the said jointly controlled entity.

37. ADDITIONAL INFORMATION AS REQUIRED AS PER SCHEDULE III OF THE COMPANIES ACT, 2013.

	Name of the entity	As % of consolidated net assets	Amount (₹ in Lacs)	As % of consolidated profit or loss	Amount (₹ in Lacs)
Parent					
A	Excel Industries Limited	98.56	183,50.04	98.51	40,56.43
Indian Subsidiaries					
B	Kamaljiyot Investments Limited	2.44	4,55.16	1.34	55.37
C	Excel Bio Resources Limited (Including Its Joint Venture).	0.36	66.10	0.15	6.15
Total D= (A+ B+ C)	Total	1,01.36	188,71.30	100.00	41,17.95
E	Eliminations	(1.36)	(2,52.31)	—	—
F=D-E	Consolidated Net Worth	100.00	186,18.99	100.00	41,17.95

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

38. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

The Company has overdue amounts to suppliers under MSMED as at March 31, 2015. The disclosure pursuant to the said Act is as under:

	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	3,63.18	3,93.67
Interest due on above	0.16	27.46
	3,63.34	4,21.13
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	—	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	18.09	—
The amount of interest accrued and remaining unpaid at the end of each accounting year.	18.25	27.46
Year ended 31 March 2014 ₹ 27.46 lacs		
Year ended 31 March 2015 ₹ 18.25 lacs		
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	45.71	27.46

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the Company.

39. DERIVATIVES

Kamaljiyot Investments Limited

In accordance with the press release of The Institute of Chartered Accountants of India dated December 2, 2005, following are the quantitative and unhedged exposure disclosures of derivatives instruments outstanding as at March 31, 2015:

Particulars	No. of units		Value (₹ in lacs)	
	Written	Purchase	Written	Purchase
March 31, 2015	—	—	—	—
March 31, 2014	250	—	0.09	—

The Company has not entered into any options in current year. In Previous year, the Company has entered into 1 written option which was outstanding as on March 31, 2014 which was duly approved by the Board of Directors (Refer Note 9). The Company had adopted a conservative approach and has ignored the anticipated profit on such transactions and no credit is taken in the statement of profit and loss. Further as per RBI norms, Company is allowed to enter into derivatives including written options.

All open positions are clearly accounted as per closing index and measured using the mark-to-market principle with the resulting losses thereon being recorded in the statement of profit and loss.

40. CAPITALIZATION OF EXPENDITURE

	March 31, 2015 ₹ in Lacs	March 31, 2014 ₹ in Lacs
During the year, the Company has capitalized the following expenses of revenue nature to the cost of fixed asset/capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the company.		
Year to which it relates		
Interest	13.16	16.25
Finance Lease charges	6.79	2.77
	19.95	19.02

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

41. FINANCE LEASE: COMPANY AS LESSEE

The Company has finance leases for various items of plant & machinery. These leases involve significant upfront lease payment, having terms of renewal and bargain purchase option. However, there is no escalation clause. Each renewal is at the option of lessee. Future minimum lease payments (MLP) under finance leases together with the present value of the net MLP are as follows:

	March 31, 2015		March 31, 2014	
	Minimum Payments ₹ in Lacs	Present Value of MLP ₹ in Lacs	Minimum Payments ₹ in Lacs	Present Value of MLP ₹ in Lacs
Within one year	4,22.29	2,00.62	2,16.75	1,94.48
After one year but not more than five years	4,75.73	1,69.84	4,07.94	3,28.59
More than five years	—	—	—	—
Total minimum lease payments	8,98.02	3,70.46	6,24.69	5,23.07
Less : Amounts representing Finance charges	(5,27.56)	—	(1,01.62)	—
Present value of Minimum Lease Payments	3,70.46	3,70.46	5,23.07	5,23.07

42. DETAILS OF DONATION TO A POLITICAL PARTY

	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Bharatiya Janata Party	32.00	—
	32.00	—

43. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR):

As a responsible corporate citizen, our CSR strategy complements our business philosophy and objectives. During the year, the company had as its social responsibility, partnered with its group NGOs like Shree VRTI, Samarth Gram Vikas Trust etc and other reputed organisations for undertaking various social activities in the field of education, employment through vocational training activities, agricultural development, environment and nature conservation. During the year the Company has incurred an amount of ₹ 38.91 Lakhs (Previous year ₹ 5.17 Lakhs) towards the above mentioned activities.

- A. Gross amount required to be spent by the Company during the Year: 38.82 lacs
 B. Amount spend during the year:

Sr. No.	Project	₹ in Lacs	Current Year ₹ in Lacs	₹ in Lacs	Previous year ₹ in Lacs
1.	Natural Resources Management		0.07		—
2.	Rural Development				
	Directly Expended	1.06		—	
	Indirectly Expended through other organisations	5.54	6.60	—	—
3.	Environment				
	Directly Expended	2.73		2.23	
	Indirectly Expended through other organisations	5.57	8.30	—	2.23
4.	Promotion of Education				
	Directly Expended	2.87		—	
	Indirectly Expended through other organisations	14.10	16.97	0.56	0.56
5.	Capacity Building		0.29		—
6.	Preventive Health Care		5.27		0.30
7.	Animal Welfare		0.46		—
8.	Seminars/Meetings		0.96		2.08
	Total		38.92		5.17

- C. Related Party Organisation

There are no related party transactions during the year.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

44. DISCLOSURE REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT 2013

Included in loans and advance are certain intercorporate deposits the particulars of which are disclosed below as required by Section 186(4) of Companies Act, 2013 (Refer Note 13 & 29).

Name of the loanee	Opening Balance	Further loan given during the year	Repaid during the year	Closing Balance	Purpose of Loan given
TML Industries Limited	30,00,000	—	—	30,00,000	Business

45. PREVIOUS YEAR FIGURES

Previous Year's figures have been regrouped/reclassified, where necessary to conform to this year's classification.

As per our attached Report of even date

For S R B C & CO LLP
Firm registration no.: 324982E
Chartered Accountants

per Jayesh M. Gandhi
Partner
Membership No. 37924

Place : Mumbai
Date: 22 May 2015

For and on behalf of the Board of Directors of Excel Industries Limited

A. C. SHROFF
Chairman and Managing Director
DIN: 00019952

R. A. SHROFF
Executive Director
DIN: 00033505

Place : Mumbai
Date: 22 May 2015

U. A. SHROFF
Executive Vice Chairperson
DIN: 00020519

KAILAS DABHOLKAR
Chief Financial Officer

S. K. SINGHVI
Company Secretary

[illegible]

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

Registered Office: 184 – 87, S. V. Road, Jogeshwari (West), Mumbai – 400 102

Phone: 022-66464200 Fax: +91-22-2678 3657 Email: excel.mumbai@excelind.com Website: www.excelind.co.in

PROXY FORM

Name of the member (s) :	
Registered Address :	
E-Mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of Excel Industries Limited, holding _____ shares of the Company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: or failing him/her

2. Name:

Address:

E-mail Id:

Signature: or failing him/her

3. Name:

Address:

E-mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) on my/our behalf at the 54th Annual General Meeting of the Company, to be held on Thursday, the 10th September, 2015 at 3.00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400 020 and at any adjournment thereof in respect of following resolutions :

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

Registered Office: 184 – 87, S. V. Road, Jogeshwari (West), Mumbai – 400 102

Phone: 022-66464200 Fax: +91-22-2678 3657 Email: excel.mumbai@excelind.com Website: www.excelind.co.in

Resolution No.	Description	VOTE (Optional-See Note 2 and 3)	
		For	Against
	Ordinary Business:		
1	Adoption of audited standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2015, together with the reports of the Board of Directors and Auditors thereon.		
2	Declaration of dividend.		
3	Appointment of a Director in place of Mr. Atul G. Shroff, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ratification of the Appointment of M/s. S R B C & CO LLP, Chartered Accountants as Auditors of the Company.		
	Special Business:		
5	Appointment of Mr. R. K. Sood as Nominee Director, liable to retire by rotation.		
6	Approval of material related party transactions entered into with Excel Crop Care Limited in the Financial Year 2014-15.		
7	Approval of material related party transactions entered into and to be entered into with Excel Crop Care Limited during the financial year 2015-16.		
8	Ratification of the remuneration of Cost Auditors of the Company for the financial year 2015-16.		

Signed this day of, 2015.

.....

Signature of the Member

.....

Signature of Proxy holder(s)

Affix
Re. 1/-
Revenue
Stamp

Notes:

1. This form of proxy, in order to be effective, should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. You may place tick (✓) in the column 'For' or 'Against' – (Optional).
3. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

EXCEL INDUSTRIES LIMITED

CIN: L24200MH1960PLC011807

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ATTENDANCE SLIP

Serial No.

Name and address of the
Member(s) :

Joint Holder 1 :

Joint Holder 2 :

Registered Folio No./
DP ID/Client ID :

No. of shares held :

I hereby record my presence at the 54th Annual General Meeting of the Company being held on **Thursday, the 10th September, 2015 at 3.00 p.m.** at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400 020.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Please submit the Attendance Slip at Verification Counter at the entrance of the meeting hall.

EVS (Electronic Voting Sequence Number)	User ID	*Default PAN/Sequence No.
150731016		

Note: Please read carefully the instructions given in the Notice for voting through the remote e-voting platform. The voting period begins on Monday, the 7th September, 2015 at 9.00 a.m. and ends on Wednesday, the 9th September, 2015 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

* Members who have not updated their PAN with Company/Depository Participant shall use Sequence No. given in the Default PAN Field.



Constantly Re-inventing Oneself



Excel Industries Limited

CIN: L24200MH1960PLC011807

Registered Office :

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