

trust technology innovation
health freedom quality
efficient easy modern

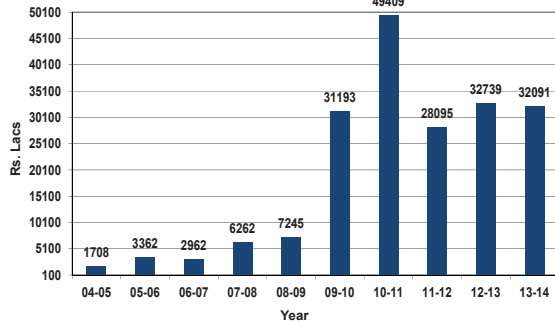


Annual Report
2013–2014

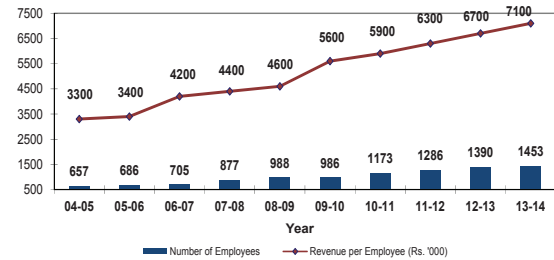
IFB Industries Limited

10 YEAR HIGHLIGHTS

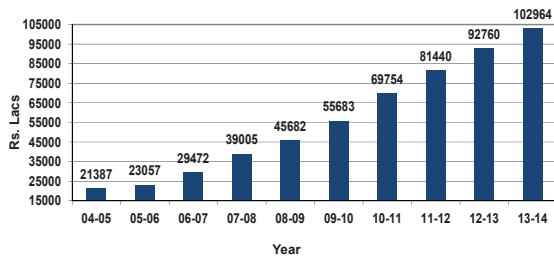
MARKET CAPITALISATION (Rs. in lacs)



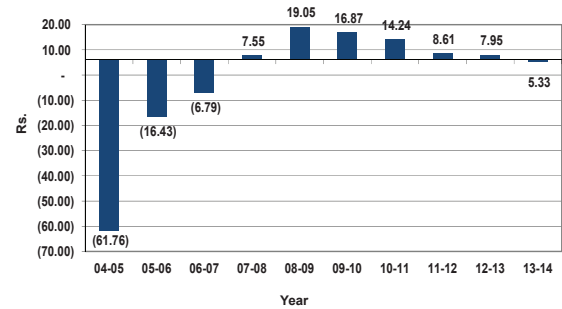
EMPLOYEES AND PRODUCTIVITY



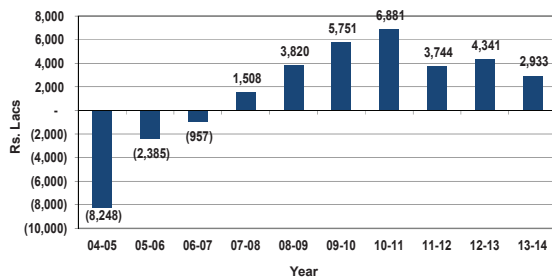
REVENUES (Rs. in lacs)



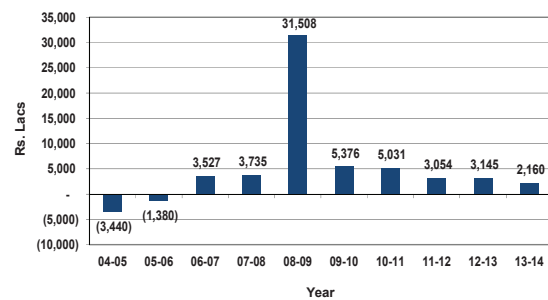
BASIC EPS BEFORE EXTRAORDINARY ITEMS (Rs.)



PROFIT BEFORE TAX, EXTRAORDINARY AND PRIOR PERIOD ITEMS (Rs. in lacs)



PROFIT AFTER TAX (Rs. in lacs)



BOARD OF DIRECTORS

Executive Chairman

Mr. Bijon Nag

Joint Executive Chairman & Managing Director

Mr. Bikram Nag

Director & Chief Financial Officer

Mr. Prabir Chatterjee

Directors

Dr. Rathindra Nath Mitra

Dr. Tridibesh Mukherjee

Mr. Radharaman Bhattacharya

Mr. R. Muralidhar

Mr. Sudip Banerjee

AUDIT COMMITTEE

Chairman

Dr. Rathindra Nath Mitra

Members

Mr. Radharaman Bhattacharya

Mr. Prabir Chatterjee

COMPANY SECRETARY

Mr. G. Ray Chowdhury

AUDITORS

B S R & Co. LLP

Chartered Accountants

**REGISTRAR AND
SHARE TRANSFER AGENTS**

CB Management Services (P) Ltd.

P 22, Bondel Road, Kolkata - 700 019

Tel : (091) (33) 4011 6700, 2280 6692, 2282 3643

Fax : (091) (33) 4011 6739

E-mail : rta@cbmsl.com

REGISTERED OFFICE

14, Taratala Road

Kolkata – 700 088, India.

Tel : (091) (33) 3048 9299, 3048 9219

Fax : (091) (33) 3048 9230

CIN : L51109WB1974PLC029637

E-mail : investors@ifbglobal.com

Website : www.ifbindustries.com

CORPORATE OFFICE

Plot No. IND-5, Sector – I

East Kolkata Township

Kolkata – 700 107

Tel : (091) (33) 3984 9524

Fax : (091) (33) 3984 9676

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IFB INDUSTRIES LTD.

Registered Office: 14 Taratala Road
Kolkata – 700 088

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the members of IFB Industries Limited will be held on Wednesday, the 30th day of July 2014 at 9.30 AM at Club Ecovista, Ecospace Business Park, Premises No. 2F/11, Action Area II, Rajarhat, New Town, Kolkata – 700 156 to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the company for the year ended 31 March 2014, including the audited Balance sheet as at 31 March 2014, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Sudip Banerjee (DIN: 05245757), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, Messers Deloitte Haskins & Sells, Chartered Accountants, having registration No. 302009E allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors Messers B S R & Co. LLP, Chartered Accountants, having registration No. 101248W allotted by ICAI, who shall hold office from the conclusion of this 38th Annual General Meeting for term of consecutive five years till conclusion of the 43rd Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

4. Appointment of Dr. Tridibesh Mukherjee as Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Dr. Tridibesh Mukherjee, (DIN:00004777) Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed an Independent Director of the Company for a term of five consecutive years from the conclusion of Company’s thirty-eighth Annual General Meeting to the conclusion of Company’s forty-third Annual General Meeting.”

5. Appointment of Mr. R. Muralidhar as Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. R. Muralidhar, (DIN:01687752), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed an

Independent Director of the Company for a term of five consecutive years from the conclusion of Company's thirty-eighth Annual General Meeting to the conclusion of Company's forty-third Annual General Meeting."

6. Appointment of Dr. Rathindra Nath Mitra as Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Dr. Rathindra Nath Mitra, (DIN:01071347), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed an Independent Director of the Company for a term of five consecutive years from the conclusion of Company's thirty-eighth Annual General Meeting to the conclusion of Company's forty-third Annual General Meeting."

7. Appointment of Mr. Radharaman Bhattacharya as Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Radharaman Bhattacharya, (DIN:00930374), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed an Independent Director of the Company for a term of five consecutive years from the conclusion of Company's thirty-eighth Annual General Meeting to the conclusion of Company's forty-third Annual General Meeting."

8. To approve the remuneration of the Cost Auditor for the financial year ending 31 March 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31 March 2015 be paid the remuneration as set out in the Statement annexed to the notice convening the meeting."

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

Registered Office:
14, Taratala Road
Kolkata - 700 088
Date: 29 May 2014

By Order of the Board

G. Ray Chowdhury
Company Secretary

NOTES:

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- ii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- iii) Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the listing agreement with the stock exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- iv) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- v) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- vi) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- vii) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the meeting.
- viii) The company has notified closure of Register of Members and share transfer books from 24 July 2014 to 30 July 2014 (both days inclusive) for the purpose of Annual General Meeting.
- ix) Instruction for e-voting, along with the Attendance Slip and Proxy Form, is attached to this Notice of the 38th Annual General Meeting for the convenience of the shareholders.
- x) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ CB Management Services (P) Ltd.
- xi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ CB Management Services (P) Ltd.
- xii) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be obtained from the Company/ CB Management Services (P) Ltd.
- xiii) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send share certificates to CB Management Services (P) Ltd., for consolidation into a single folio.
- xiv) Non-resident Indian Members are requested to inform CB Management Services (P) Ltd., immediately of :
 - a) Change in their residential status on return to India for permanent.
 - b) Notify immediately any change in their address.
 - c) Write to the Company's Registrar & Share Transfer Agents, M/s CB Management Services (P) Ltd enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013. ("the Act").

Resolution No. 3

The statutory Auditors, M/s B S R & Co. LLP have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the statutory auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s Deloitte Haskins & Sells, Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s B S R & Co. LLP. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

Resolution no 4

Dr. Tridibesh Mukherjee is an Independent Director of the Company and has held the positions as such for around 3 (three) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent director by a listed company.

It is proposed to appoint Dr. Tridibesh Mukherjee as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of five consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the calendar year 2019.

Dr. Mukherjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declarations from Dr. Mukherjee that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Mukherjee fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Dr. Mukherjee is independent of the management.

Brief resume of Dr. Tridibesh Mukherjee, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

The Company and Dr. Tridibesh Mukherjee shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

His appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;

- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Dr. Tridibesh Mukherjee upon his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website.

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

Dr. Tridibesh Mukherjee is interested in the resolutions set out respectively at item no 4 of the Notice with regard to his appointment.

The relatives of Dr. Tridibesh Mukherjee may be deemed to be interested in the resolution set out at item no 4 of the Notice to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 4.

Resolution No 5.

Mr. R. Muralidhar is an Independent Director of the Company and has held the position as such for around 10 (ten) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent director by a listed company.

It is proposed to appoint Mr. R. Muralidhar as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of five consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the calendar year 2019.

Mr. R. Muralidhar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. R. Muralidhar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. R. Muralidhar fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. R. Muralidhar is independent of the management.

Brief resume of Mr. R. Muralidhar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

The Company and Mr. R. Muralidhar shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

His appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;

- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr. R. Muralidhar upon his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website.

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

Mr. R. Muralidhar is interested in the resolutions set out respectively at item no 5 of the Notice with regard to his appointment.

The relatives of Mr. R. Muralidhar may be deemed to be interested in the resolution set out at item no 5 of the Notice to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 5.

Resolution -6

Dr. Rathindra Nath Mitra is an Independent Director of the Company and has held the position as such for around 10 (ten) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent director by a listed company.

It is proposed to appoint Dr. Rathindra Nath Mitra as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of five consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the calendar year 2019.

Mr. Dr. Rathindra Nath Mitra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Dr. Rathindra Nath Mitra that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Rathindra Nath Mitra fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

Dr. Rathindra Nath Mitra is independent of the management.

Brief resume of Dr. Rathindra Nath Mitra, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

The Company and Dr. Rathindra Nath Mitra shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

His appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Dr. Rathindra Nath Mitra upon his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website.

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

Dr. Rathindra Nath Mitra is interested in the resolutions set out respectively at item no 6 of the Notice with regard to his appointment.

The relatives of Dr. Rathindra Nath Mitra may be deemed to be interested in the resolution set out at item no 6 of the Notice to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 6.

Resolution No 7

Mr. Radharaman Bhattacharya is an Independent Director of the Company and has held the position as such for around 10 (ten) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent director by a listed company.

It is proposed to appoint Mr. Radharaman Bhattacharya as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of five consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the calendar year 2019.

Mr. Radharaman Bhattacharya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. Radharaman Bhattacharya that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Radharaman Bhattacharya fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Radharaman Bhattacharya is independent of the management.

Brief resume of Mr. Radharaman Bhattacharya, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

The Company and Mr. Radharaman Bhattacharya shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

His appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;

- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr. Radharaman Bhattacharya upon his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website.

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

Mr. Radharaman Bhattacharya is interested in the resolutions set out respectively at item no 7 of the Notice with regard to his appointment.

The relatives of Mr. Radharaman Bhattacharya may be deemed to be interested in the resolution set out at item no 7 of the Notice to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 7.

Resolution 8

The Board, on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 as per following-

(Rs in lakhs)	
Name of the Cost Auditor	Audit fees
M/s. Mani & Co., Cost Accountants	5.00

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 8 of the Notice.

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

Registered Office:
14, Taratala Road
Kolkata - 700 088
Date: 29 May 2014

By Order of the Board

G. Ray Chowdhury
Company Secretary

DIRECTORS' REPORT to the Shareholders

Dear Shareholders,

Your Directors present the 38th Annual Report and Accounts for the Financial Year ended 31 March 2014.

1. FINANCIAL RESULTS

	(Rs. in lacs)
	For the Year ended 31 March 2014
	For the Year ended 31 March 2013
Sales and other income	1,02,964
Profit prior to finance charges & depreciation/amortisation	5,335
Less:	
Finance charges	143
Depreciation/amortisation	2,259
Profit before taxation	2,933
Less: Provision for taxation	
Current tax	625
Minimum alternate tax credit	(226)
Deferred tax	371
Other taxes	3
Profit after tax	2,160
Balance brought forward from previous year	(781)
Balance carried to Reserves & Surplus	1,379

2. DIVIDEND

Your Directors have decided not to recommend any dividend for the financial year under review to conserve the resources for working capital and capital expenditure projects.

3. REVIEW OF OPERATION

Your Company completed another year of modest performance with strong topline growth. All business segments posted sound growth in revenues and enhanced their market standing. Gross Turnover for the year grew by 12.6% to Rs. 1,23,613 lacs. Net Turnover other than service income, other operating revenue & other income at

Rs. 96,514 lacs grew by 12%. Appliance business grew by 11% and Engineering business grew by 14%. Due to adverse material cost variance, forex loss, product mix etc the Pretax Profit as compared to last year was reduced by 32.43% to Rs. 2,933 lacs. Earnings Per share for the year stand at Rs. 5.33.

4. MANAGEMENT DISCUSSION AND ANALYSIS

A) Industry Structure & Developments:

The global economic turbulence that continued for past few years is expected to ease off by 2014. The Indian economy was under stress and the rupee depreciate sharply. India registered an economic growth of 4.7% in the financial year 2013-14. Price pressure due to high inflation, fuel cost, a weakening rupee and rising input prices remained major concern for manufacturers.

Low household penetration, well below world average, of appliances in India will provide opportunities for companies to expand their reach. Appliances are expected to post strong growth even in non-metro cities. Other factors fuelling double digit growth of consumer appliances in India are rise in double income nuclear families, easy availability of credit, changing life style, introduction of new models and increasing consumer awareness. A large number of consumer electronic and home appliances were increasingly imported towards end of year 2013. The increase in excise duty and service tax from 10 to 12 % in the Union Budget of 2012-13 had an immediate impact on end consumers across all demographics. However in interim budget for 2014-15 the excise duty was rolled back to 10% which certainly provided relief to consumers.

The US\$ 40 billion Auto Component Industry has been recording tremendous growth over the years and has emerged as a major contributor to India's gross domestic product (GDP). The industry currently accounts for almost 7 per cent of our GDP and employs

about 19 million people both directly and indirectly. The automotive industry occupies a significant place in the Indian economy. India is emerging as a global hub for auto component sourcing. The ever-increasing development in infrastructure, huge domestic market, increasing purchasing power and stable government framework have made India a favorable destination for investment, as per the vision of Automotive Mission Plan (AMP) 2006–2016. The Indian auto component industry is estimated to have a US\$ 66 billion turnover by 2015–16 and is expected to grow at a 14 per cent compound annual growth rate (CAGR) by 2015–2021, according to Automotive Component Manufacturers' Association of India (ACMA) – the nodal agency for the Indian auto component industry. In addition, industry exports are estimated to reach US\$ 12 billion by 2015–16. The cumulative foreign direct investment (FDI) inflows into the Indian automobile industry during the period April 2000 to January 2014 was recorded at US\$ 9.3 billion, as per data published by Department of Industrial Policy and Promotion (DIPP), Government of India.

B) Opportunities & Threats

Appliance Business

Opportunities

Increase in disposable income and spending: Moderate economic growth, enhancing employment and business opportunities in turn increased disposable income with higher propensity to consume. We believe in the years ahead one will see more robust growth and therefore more consumption.

Increase in rural market: In rural market, durables like refrigerators as well as other home appliances are likely to witness growing demand in the current years. Also small cars and two wheelers sales should see significant growth over next five years.

Technological updates: Consumers tend to look for technological improvement in products when it comes to choosing products. Newer variants of our products will help the company in getting the attention of consumers who look for innovation. Urban growth is likely to be driven by new technology/ innovative products, lifestyle products and replacement demand.

New Products: Opportunities for the appliances division are in the new categories of Air conditioners and Refrigerators which are to be launched in the new fiscal year. Also in the existing categories of Microwave Ovens, Front Loaders, Dish Washers etc. many new models will be launched.

Threats

Rising Input costs: Rising Input cost of major raw material (metal) would put huge pressure on the profit margin.

Exchange fluctuation: The foreign Exchange rate fluctuations are one of the biggest threats for the fiscal year ahead.

Higher oil prices: Despite economic buoyancy, high inflation and rising oil prices would put pressure on household budgets which could put pressure on demand.

Lack of Industry status: Due to absence of 'industry status', organized retail in India faces difficulties in procurement of organized financing and fiscal incentives.

Poor Infrastructure: Poor infrastructure is one of the reasons to hold back the durable industry. Regular power supply is imperative for any consumer electronics product but that remains a major issue in India.

Customer power with respect to availability of choice: The availability of a wide product line on account of most products being homogeneous, poses a threat for the company. Customers have the choice of both domestically produced and imported goods, with similar features.

Engineering Business

Automobile Industry is the major customer segment for our engineering division. During 2013-14, it's sales was impacted by slowing economy and resultant poor demand. The high interest rates, consistent increases in fuel prices and pinching inflation saw buyers stay away from showrooms despite heavy discounts and attractive freebies. Since Apr'13, the automobile industry has consistently cut down its growth projection. Vehicle sales in India grew by a meagre 1.7% in the year 2013-14 compared to the previous year. With respect to sales in the previous year,

commercial vehicle sales declined by 15%, passenger car and utility vehicle sales declined by 8%, while the only saving grace is two-wheeler sales, which grew by 4% during 2013-14.

The long term growth story of the Indian Automobile industry remained strong. As per SIAM, 2014-15 may experience moderate growth with an expectation of a turnaround from the second half of 2014-15. All the major Automobile companies are going ahead with their major investment plans. Your company is trying to increase its customer base and therein lies the opportunity. The focus in the two wheeler industry segment has helped your company to increase the sales revenues during 2013-14. It is also trying to increase its share of business from the non-auto sector, which is less sensitive to the economic downturn. The threats that the company is facing are :

- Strong pricing pressures from competitors.
- Consistent increases in the minimum wages
- Intense cost pressures due to fuel price increases and other related inflationary impacts.
- Cost pressures from the customers.
- Raw material availability and upward price movements.
- Increase in the Capital investment amount due to the depreciation in the Indian currency.

C) Segment wise performance

During 2013-14, revenue of the Home Appliances division grew by 11%. The PBIDT Margin in 2013-14 has come down w.r.t previous year mainly due to increasing cost for expanding the network, cost pressures and foreign exchange fluctuations. Foreign exchange itself accounted for adverse effect on PBDIT of Rs. 1,436 lacs. However, with the stable government these are expected to ease in the new fiscal year.

The Engineering division has recorded a revenue growth of 14% in 2013-14 as compared to the previous year. The growth is mainly due to the increases in business in the two wheeler segment. The PBDIT margin in 2013-14 has come down w.r.t previous year due to cost pressures and inability to get the price increases from all the customers. In Nov'13, the engineering division has launched it's after-market business in two wheeler Motor Cycle

Chain & Sprocket KITS under "ULTRAMILES" [UM] Brand. This is a consumer facing business and we expect it to do reasonably well in 2014-15. The engineering division is now focussing on improving the profitability in coming years by increasing machine capacity utilisation through multi-cavity tools etc.

D) Outlook

The business outlook for the year 2014 -15 is expected to be favourable & stable. With stability in the political & economic situation in the country we are expecting significant improvement in the market conditions. However, the positive outlook is subdued by the potential consequences of 'tapering' of some of the US Federal Reserve's Quantitative Easing (QE) policies which were undertaken in the aftermath of global financial crises.

With the introduction of AC's in our product line, we expect a substantial improvement in the top line in the new fiscal year. We are also expecting positive results on the exports front in the front load washing machine business.

The outlook of the engineering business for the current year is moderate. The engineering division has built a reasonable order book and we expect improvement in sales revenues in 2014-15. We strongly believe that there are tremendous growth opportunities in the domestic market. In the past we have invested heavily in presses, modernisation of the tool room and expanding the secondary operation and these should help us in improving the profitability margins in 2014-15. The engineering division is also focussing on the non-Auto segment in order to reduce its dependence on the Automobile Sector.

E) Concerns

The major concerns for the appliance division are:

1. Manning – in terms of getting the right people for the critical roles and also in terms of retention of talent in the year ahead
2. Competition – aggressive subsidizing of key models by competitors for market share gains – especially in areas like microwaves, front loaders and top loader washing machine continues to be a concern.

The major concern for the engineering division is the pricing pressures from the customers and competitors. The Automobile industry, our major customer segment is not growing as per the expectation and this is a serious concern.

F. Internal control system and their adequacy

The Company has adequate system of internal controls and checks and balances to ensure that its assets are safeguarded and protected against loss from unauthorized use. The strength of these systems is continuously being monitored by in-house internal auditors & external auditors. The adequacy of the internal control system has also been examined by the statutory auditors.

G. Human Resource:

IFB is a knowledge-driven organization and its greatest asset is the experience and skill of its employees. Recognizing that the workforce will provide critical competitive edge in its growth endeavor, IFB has laid major emphasis on acquiring, maintaining and developing its human asset base. We offer wide range of career development programs including on the job training, job rotation etc. Our belief is that by investing in these programs we will have a highly motivated work force. Due to changes in Human Resource Policy the attrition rate of the executives of the company has been reduced to minimum.

The Company had 1453 nos. employees at the end of March 2014. As in the past, industrial relations continued to remain cordial at all locations in the Company.

H. Risk Management

Risk management is the process of minimizing or mitigating the risk. It starts with the identification and evaluation of risk followed by optimal use of resources to monitor and minimize the same. Risk generally results from uncertainty. Ideally in risk management, a risk prioritization process is followed in which those risks that pose the threat of great loss and have great probability of occurrence are dealt with first. Enterprise Risk Management (ERM) is one of the pre-requisite of Corporate Governance.

The Company is exposed to several risks. They can be categorised as operational risks and strategic risks. Some of the major risks in each category are described below. There are other risks that could have a material effect on the Company's performance and financial position. The Company has taken several mitigating actions, applied many strategies and introduced control and reporting systems to reduce and mitigate these risks.

Operational Risks

Environmental issue

The company has no pending material environment related issues. Since most of the Company's manufacturing process consist of the assembly of components, the environmental impact from the company's plants are remote.

However, environmental requirements are complex and tend to become more stringent with time & the Company will constantly innovate to keep up with requirements as per law.

Product warranty and recalls

It has become almost mandatory to incorporate such clause in International contracts. However, the Company has so far not accepted any contract with such draconian clause but in the event the company accepts contracts with such clause, the company is exposed to product liability and warranty clause in the event our product fails to perform as expected. A recall claim or a product liability claim brought against the Company in excess of the Company's coverage may have a material adverse effect on the Company's business. It has been decided that product warranty recalls will be accepted where they are limited to the value of the product supplied. This is limiting the risk but we may have to agree if it is made mandatory by regulating bodies.

Strategic Risks

Dependence on supplier

The company largely depends on vendors in order to meet its delivery commitments. Consequently, there is a risk that disruption in supply chain could lead to the company not being able to meet its delivery commitments and as a consequence to incur extra costs. To mitigate risks in sourcing of certain components we do have multiple vendors.

Product Costing

The Company's strategy is to reduce product costing by taking several actions such as re-design of products to reduce material content (as well as weight), material standardization and consolidating volumes to fewer suppliers but reliable ones.

Patent & Proprietary Technology

The Company's strategy is to protect its innovations with patents and to vigorously defend its trademarks and knowhow against infringements and unauthorized use. There can be no assurance that any patent now owned by the company will have protection against competitor that develops similar technology.

We are in the process of –

- Identification of the Risks of Business.
- Timely and effective Mitigation plan of risk of each function / sub function.
- To formulate Risk Management Strategy.
- To identify the Risk owner of each function/ sub function of the business & keep track of the same.
- Continuous periodic Review of the Risk & Mitigation Plans.

CAUTIONARY STATEMENT

Statement in this Management discussion and Analysis describing the Company's objectives, projection, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the company's operations include market competition, significant change in political & economic environment in India, litigation, exchange rate fluctuation, change in interest rates etc.

5. DIRECTORS' RESPONSIBILITY STATEMENT IN TERMS OF SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

To the best of our knowledge and belief and according to the confirmations and explanations obtained by them, your directors make the following statements in terms of Section 217(2AA) of the Companies Act, 1956:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) These accounts are prepared on a going concern basis.

6. CORPORATE GOVERNANCE

As stipulated by Clause 49 of the Listing Agreement, a Report on Corporate Governance along with a Certificate from the Auditors is given separately in this Annual Report.

7. DELISTING FROM DELHI STOCK EXCHANGE & CALCUTTA STOCK EXCHANGE

The applications for delisting from Delhi Stock Exchange & Calcutta Stock Exchange are pending.

8. AUDITORS AND AUDITORS' REPORT

M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the company, hold office until the conclusion of ensuing Annual General Meeting and have expressed their unwillingness to be re-appointed.

A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the statutory auditors of the company. Your company has received letter from M/s Deloitte Haskins & Sells, Chartered Accountants, expressing their willingness to be appointed and to the effect that their appointment, if

made, would be within the prescribed limits under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment. The matter is placed for consideration of members in Annual General Meeting.

The notes on Financial statements referred to in the Auditor's Report are self explanatory and do not call for any further comments.

Cost Auditors

The most of the manufactured products of the company has come under the purview of Cost Audit w.e.f. 01 April 2012. M/s Mani & Co, Cost Accountants, have been appointed as Cost Auditor of the Company for the financial year 2014-15.

The cost audit report for the financial year 2012-13 was filed with the Ministry of corporate affairs on 26 September 2013.

9. DIRECTORS

Mr. Sudip Banerjee, Director retiring by rotation and being eligible, offer himself for reappointment at the ensuing Annual General Meeting. The Board of Directors recommend his appointment.

Section 149(10) of the Companies Act, 2013 provides that independent Directors shall hold office for a term of upto five (5) consecutive years and shall be eligible for re- appointment on passing a special resolution by the shareholders of the company. Since the Companies Act, 2013 is applicable w.e.f 1st April, 2014 , the Board of Directors have decided to re-appoint the retiring Independent Directors for a term of five (5) years at the ensuing general meeting.

Dr. Rathindra Nath Mitra, Dr. Tridibesh Mukherjee, Mr. Radharaman Bhattacharya and Mr. R. Muralidhar offer themselves for reappointment at the ensuing Annual General meeting.

The Company has received declarations from the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149

of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

10. PERSONNEL

The Directors would like to place on record their appreciation of the dedication and hard work put in by employees at all levels.

Particulars of employees as required to be furnished pursuant to Section 217(2A) of the Companies Act, 1956, read with rules thereunder, forms part of this Report. However, as per the provision of Section 219(1) (b) (iv) of the Companies Act, 1956, the reports and accounts are being sent to all the shareholders of the Company excluding the statement of particular of employees. Any shareholder interested in obtaining a copy may write to the Company Secretary of the Company.

11. ENVIRONMENT, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the relevant data are given in the Annexure to this Report.

12. ACKNOWLEDGMENTS

Your Directors would like to place on record their sincere appreciation to the employees, Customers, Shareholders, banks and also Central & State Government Offices and all others for their co-operation and support.

On behalf of the Board

Bikram Nag

*Joint Executive Chairman
& Managing Director*

Dr. Rathindra Nath Mitra

Director

Kolkata
29 May 2014

ANNEXURE TO DIRECTORS REPORT OF IFB INDUSTRIES LTD.

INFORMATION AS PER SECTION 217(1)(E) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

A CONSERVATION OF ENERGY

The Company's operations involve low energy consumption. However, the Company took adequate measures to optimise use of energy through improved operational methods.

Energy consumption at all points is monitored and statistical analysis is done for improvement. Power Audit was done by Schneider and recommendations have been implemented.

Energy consumption in areas like the paint shop has already been reduced with usage of LPG. Areas like AC usage in office areas have also been addressed.

Usage of movement sensitive lights for automatic cut-off in the absence of people.

B TECHNOLOGY ABSORPTION

The Company is a leader in its respective product category and this has become possible due to absorption of technology in the quickest possible time and for in house Research & Development. Further, development activities were carried out to make the products more suitable for Indian conditions, e.g. quality of water, fluctuating power supply and environmental pollution.

The Company's R&D activity focuses mainly on application of new materials, new process, latest electronic system and metal processing technology. The units could also indigenise critical electronic components, e.g. speed control unit, switches, thermostats, magnetic valves, etc. in shortest possible time. The Company is now actively involved in upgrading computer design software, wash lab equipment, development of new models, etc.

The company is working with International design partners and suppliers who have experience in working on future trends with other similar companies.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company earned foreign exchange equivalent to Rs. 521 Lacs. Details of Foreign exchange outgo on account of imports, expenditure on travelling, know how, royalties etc and Export earnings are shown in note no. 34 under the heading 'Other information' forming part of the Balance Sheet and Statement of Profit & Loss.

REPORT ON CORPORATE GOVERNANCE. **(Pursuant to Clause 49 of the Listing Agreement)**

Company's Philosophy on Corporate Governance.

The Company is committed to good Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company is of the view that Good Corporate Governance is an optimum mix of regulatory compliance as well as voluntary disclosures and practices.

The Company is focused on attaining the highest levels of transparency, fairness, accountability and integrity in its dealings with all the constituents of its business i.e. the stakeholders. Towards this end, substantial disclosures on the Board of Directors and its Committees, financial and stock performance has been made in this Annual Report.

Board of Directors

At present the Board comprises eight directors – out of which four are Independent directors and three executive Directors. Composition of the Board and the category of the Directors as well as details of their directorships in other companies/committees are given below:

Director	Category	Number of other Directorships of Public Ltd Companies	Membership of Board Committees of other companies
Mr. Bijon Nag	Executive Chairman	1	-
Mr. Bikram Nag	Jt. Executive Chairman & MD	3	-
Dr. Rathindra Nath Mitra	Independent Director	-	-
Mr. R. Muralidhar	Independent Director	-	-
Dr. Tridibesh Mukherjee	Independent Director	6	3
Mr. Radharaman Bhattacharya	Independent Director	-	-
Mr. Sudip Banerjee	Non-Executive Director	-	-
Mr. Prabir Chatterjee (Appointed on 01 April 2013)	Executive Director	1	-

Attendance of Directors at Board Meetings and Annual General Meeting:

The Board of Directors met four times during the last financial year, on the following dates:

29.5.2013, 25.7.2013, 30.10.2013, 30.01.2014

The attendance at the Board Meetings and Annual General Meeting during the year were as follows:

Name of Directors	Attendance	
	Board Meeting	Annual General Meeting
Mr. Bijon Nag	1	Absent
Dr. Rathindra Nath Mitra	4	Present
Mr. Radharaman Bhattacharya	4	Present
Mr. R. Muralidhar	2	Absent
Mr. Bikram Nag	4	Present
Dr. Tridibesh Mukherjee	4	Present
Mr. Sudip Banerjee	4	Present
Mr. Prabir Chatterjee	4	Present

Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Remuneration of Directors

Remuneration committee consists of two Independent Directors and one Non-Executive Director. Dr. Rathindranath Mitra, Mr. R. Muralidhar and Mr. Sudip Banerjee are the members of the committee. One meeting was held during 2013-2014.

Remuneration to non-executive Directors

Non-executive Directors are paid sitting fees of Rs. 20,000/- for every meeting of Board and meeting of Audit Committee & Rs. 5,000/- for Remuneration Committee meeting and Rs. 1,000/- for share transfer / investor's grievance committee and other board committee meetings.

Remuneration of executive Chairman & Joint Executive Chairman & Managing Director (MD)

The remuneration of the executive chairman/ Joint Executive Chairman & MD is reviewed and recommended by the remuneration committee to the Board and approved by shareholders in General meeting. The Company does not have any Stock purchase plan for its Directors.

Details of remuneration paid to Directors for the year ended 31st March, 2014 are as follows: (Rs.)

Director	Sitting Fees*	Salary & perquisites	Commission	Total
Mr. Bijon Nag		31,03,289		31,03,289
Mr. Prabir Chatterjee		40,74,464		40,74,464
Dr. Rathindra Nath Mitra	1,90,000	-	-	1,90,000
Mr. Radharaman Bhattacharya	1,60,000	-	-	1,60,000
Mr. R. Muralidhar	45,000	-	-	45,000
Mr. Bikram Nag	-	-	-	-
Dr. Tridibesh Mukherjee	80,000	-	-	80,000
Mr. Sudip Banerjee	85,000	-	-	85,000

*Includes fees for Committee Meetings.

Audit Committee

The Audit Committee comprises three directors, out of which two are independent at present. The Terms of Reference of this Committee cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956. The Audit Committee is responsible for reviewing with the management the financial statements and adequacy of internal audit function and to discuss significant internal audit findings. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

During the year four meetings were held on the following dates:

28.05.2013, 25.07.2013, 30.10.2013, 29.01.2014

The constitution of the Committee and the attendance of each member of the Committee is given below:

Name	Designation	Category	Profession	Committee Meetings attended
Dr. Rathindra Nath Mitra	Chairman	Independent Director	Professional	4
Mr. Prabir Chatterjee	Member	Executive Director	Professional	4
Mr. Radharaman Bhattacharya	Member	Independent Director	Professional	4

Shareholders / Investors Grievance Committee

The Share Transfer and Investors Grievance Committee has been authorised to approve transfer of shares, etc. In order to expedite the process, the Board of Directors has also delegated the authority to approve the share transfers to the Company Secretary of the Company

During the year twenty-five meetings of the Committee were held on the following dates:

08.4.2013, 19.4.2013, 10.5.2013, 20.5.2013, 30.5.2013, 23.7.2013, 07.08.2013, 22.8.2013, 04.09.2013, 16.09.2013, 27.09.2013, 08.10.2013, 21.10.2013, 06.11.2013, 06.12.2013, 12.12.2013, 26.12.2013, 02.01.2014, 15.01.2014, 22.01.2014, 17.2.2014, 5.3.2014, 14.3.2014, 24.3.2014, 28.03.2014.

The members of the Committee at present are as follows:

Name	Designation	Category
Dr. Rathindra Nath Mitra	Member	Independent Director
Mr Prabir Chatterjee (<i>Appointed w.e.f. 01 April 2013</i>)	Member	Executive Director

Share Transfers

- ✦ All Shares have been transferred and returned within the prescribed time limit, provided the documents were complete.
- ✦ Total number of shares transferred during the year 2013-2014 was 694473 shares.

Investor Relations

The Company's Registrars and Share Transfer Agent CB Management Services Pvt. Ltd. are fully equipped to carry out the transfer of shares and redress investors' complaints. All complaints received from Shareholders have been cleared within the financial year. There is no complaint which has remained un-addressed.

General Body Meetings:

The location and time of the Annual General Meeting held during the last 3 years are as follows:

Annual General Meeting	Date	Time	Venue	No. of Special Resolutions passed
35th Annual General Meeting	29.07.2011	10.00 a.m.	Eastern Zonal Cultural Centre IA Sector III, Bidhannagar, Kolkata 700091	1
36th Annual General Meeting	27.07.2012	11.00 a.m.	Rabindra Okakura Bhawan Block DD- 27A/1, Sector-I, Salt Lake, Kolkata- 700 064	2
37th Annual General Meeting	26.07.2013	10.00 a.m.	Ecohub conclave club, Ecospace (IT Park), Plot No. 2f/11, New Town, Rajarhat, North 24 Parganas, Kolkata – 700 156	4

The special resolutions were usually passed on show of hands and mostly unanimously. There was no resolution passed by postal ballot last year. Presently the Company does not have any proposal for postal ballot.

Notes on Directors appointment / re-appointment:

Dr. Tridibesh Mukherjee, 71, an Indian national has been a non-executive Independent director of the company since July, 2011. Dr. Mukherjee obtained his first class degree in Metallurgical Engineering from Calcutta University in 1964. He completed his Master's Degree in 1965 and Ph.D in 1967 from University of Sheffield, U.K. His management education was

at CEDEP and INSEAD in France and at Harvard in USA. In 2008, he was awarded an honorary Doctorate of Metallurgy, by the university of Sheffield. UK.

Dr. Mukherjee initially worked with British Steel Corporation and later joined Tata Steel Ltd and occupied various key positions. He was Dy Managing Director (Steel) of Tata Steel Ltd and then after the takeover of Corus, Director (Integration and Technology) of Tata Steel Group.

Dr. Mukherjee was chairman of several reputed companies like Tata Metaliks Ltd, Jamipol, Metal Junction and Hooghly Met Coke and Power Ltd. He was also on the Board of Tata Chemicals Ltd, Tata Yodogawa, Tata Refractories, Timken etc.

The Institute of Materials, Minerals and Mining, UK awarded "Sir Henry Bessemer Gold Medal" to Dr Mukherjee in the year 2008 for his contributions to Iron & Steel Industry. He is the second Indian to receive the prestigious award, the first one was Mr. J.R.D.Tata. He was elected a Fellow of the Royal Academy of Engineering, UK in 2008.

Dr. Mukherjee is currently on the Board of reputed public limited companies like TIL India Limited, Nicco Corporation Ltd, Bharat Forge Ltd, Rane (Madras) Ltd, WBIDC, Kolkata, Tata Advanced Materials Limited. He is member of Audit Committee and Remuneration Committee of TIL India Ltd. He is also the member of Audit Committee of Rane (Madras) Ltd.

Dr. Mukherjee is expert in the field of Ferrous Metallurgy. The areas of interest of Dr. Mukherjee cover technology, innovation, bench marking, aspiration etc.

He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. R. Muralidhar, 70, an Indian national has been a non-executive Independent director of the company since July, 2003.

Mr. Muralidhar is a graduate in physics, graduate in mechanical engineering and MBA from IIM (Ahmedabad).

Mr. Muralidhar has worked in several reputed companies like Warner Hindustan (Parke Davis), Hindustan Lever, EID Parry, Max India, Bharat Technologies and also in IFB Industries Limited.

Mr. Muralidhar specializes in Administration and Management. He is actively associated with organizations in the field of education and training.

Mr. Muralidhar is not a Director in any other Public Limited Company. He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Dr. Rathindra Nath Mitra, 67, an Indian national has been a non-executive Independent Director since June 2003. Dr. Mitra completed his B.SC (Hons) from IIT, Kharagpur in the year 1967. He also completed his M.Sc and D.I.I.T from IIT, Kharagpur. He completed his Ph.D from IIT, Kharagpur in the year 1985.

Dr. Mitra worked in several organisation and retired as Chief Manager (Systems) from Hindustan Copper Ltd. He works as consultant for IT (Systems & control) for his clients.

Dr. Mitra is specialised in process development and IT Systems. He is a guest lecturer of prestigious educational institutions and take interest in training, publishing papers etc

Dr. Mitra is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. Radharaman Bhattacharya, 80 an Indian National has been a non-executive Independent Director since June, 2003.

Mr. Bhattacharya is a senior Chartered Accountant having more than 43 years of rich professional experience. Mr. Bhattacharya is a practising chartered accountant and advises his clients on accounts and taxation matters.

Mr. Bhattacharya is specialized in the field of accountancy and taxation matters.

Mr. Bhattacharya is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. Sudip Banerjee, 54, a graduate in Economics (Hons.) from Sri Ram College of Commerce, New Delhi and obtained diploma in Management from AIMA in the year 1988.

Mr. Banerjee started his career in HCL. He joined Wipro Technologies Limited in 1983 as Marketing Executive and worked in different capacities and finally got elevated to the position of President in the Year 2002 and continued upto May, 2008. He worked as CEO at L&T Infotech Limited during the period from Sept, 2008 to May, 2011.

Mr. Banerjee specializes in the field of Human Resources, Information Technology including services. He is a member of advisory Board of Head-Held –High – Foundation and of TAPMI Business School, Jaipur.

Mr. Banerjee is an Independent Director in Kesoram Industries Limited. He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

CEO/CFO Certification:

The Financial statements and the Cash Flow Statement for Financial year 2013-14 have been certified to the board by Mr. Bikram Nag, Joint Executive Chairman & MD and Mr. Prabir Chatterjee, Director & CFO in accordance with clause 49 (V) of the Listing Agreement..

Code of Conduct:

The Board of Directors of your company has laid down a code of conduct for all Board members and Senior Management of the Company. The Code of Conduct is available on the website of the Company. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct.

Disclosures :

Related Party Transactions:

During the year under review, besides the transactions reported elsewhere in the Annual Report, the Company has not entered into any transaction of material nature, with its promoters, the Directors or the Management or relatives etc. that may have potential conflict with the interests of the Company at large.

During the last three years there were no penalties or strictures imposed on the Company by stock Exchanges or SEBI or any statutory authority for non-compliance of any matter related to capital market

Non mandatory requirement:

The Company does not have Whistle Blower policy during the year 2013-14. However, a draft policy is under consideration of the Board of Directors of the Company. The Company has not complied with non-mandatory requirements regarding sending half yearly financial performance to each household of shareholders, training of Board members, and mechanism for evaluating non-executive board members.

The Company has had no occasion so far to use the postal ballot.

Means of communication:

The quarterly and half yearly results of the Company are forthwith communicated to the stock exchanges with whom the Company has listing agreements as soon as the results are approved and taken on record by the board of directors of the Company. Further the results are generally published in Business Standard (English) and Sambadpratinidin-(Bengali). A presentation on quarterly performance is being shared with the stock exchanges and also displayed on the Company Website. The quarterly and half yearly results are also displayed in Company website.

General Shareholder Information.

a) Annual General Meeting

- | | |
|---------|--|
| - Date | : 30 July 2014 |
| - Time | : 9:30 A.M. |
| - Venue | : Club Ecovista, Ecospace Business Park, Premises No. 2f/11, Action Area II, Rajarhat, New Town, Kolkata – 700 156 |

b) Financial Calendar

: April to March

Financial Reporting for –

- | | |
|---------------------------------------|-------------------------------|
| - First quarter result | : within 15th day of August |
| - Second quarter / half yearly result | : within 15th day of November |
| - Third quarter result | : within 15th day of February |

c) Date of Book Closure

: 24th July 2014 to 30th July 2014 (both days inclusive)

d) Dividend payment date

: Dividend is not recommended

e) Listing of Equity Shares on Stock Exchanges

- National Stock Exchange of India Ltd., Mumbai
- BSE Ltd.
- The Calcutta Stock Exchange Ltd., Kolkata (Applied for Delisting).
- Delhi Stock Exchange Ltd. (Applied for Delisting).

Stock Code : :National Stock Exchange of India Ltd., Mumbai - IFBIND

The Bombay Stock Exchange Ltd. – 505726

The Calcutta Stock Exchange Association Ltd., Kolkata - 10019067

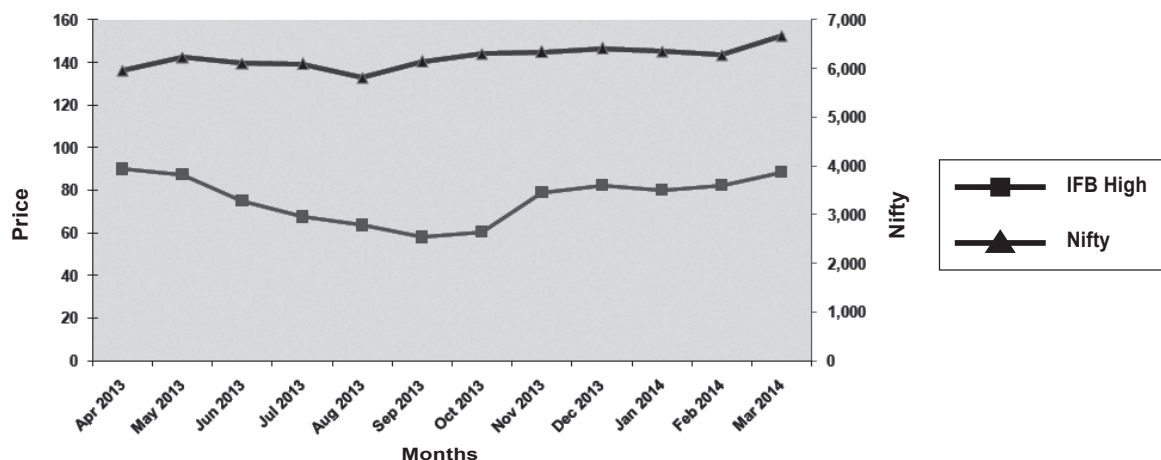
ISIN No. : INE559A01017

f) Stock Market Data :

Stock Market Data:

NATIONAL STOCK EXCHANGE OF INDIA LIMITED			
Period	High (Rs.)	Low (Rs.)	Monthly Volume
April 2013	90.00	81.20	89,648
May 2013	87.50	72.00	1,78,686
June 2013	74.90	54.05	96,327
July 2013	67.45	43.00	2,14,933
August 2013	63.50	38.65	7,28,023
September 2013	57.95	46.85	2,80,641
October 2013	60.35	48.25	4,22,531
November 2013	78.90	57.40	18,89,462
December 2013	82.50	66.00	17,76,964
January 2014	80.00	60.25	4,55,962
February 2014	82.50	66.25	6,59,954
March 2014	88.40	72.45	9,38,752

SHARE PRICE PERFORMANCE VERSUS NSE INDEX



g) Registrars and Share Transfer Agents:

CB Management Services (P) Ltd.

P 22, Bondel Road, Kolkata 700 019

Tel : (033) 4011 6700, 2280 6692, 2282 3643

Fax : (033) 4011 6739 E-mail : rta@cbmsl.com

h) Distribution of shareholding as on 31 March 2014

Slab of shareholdings in nominal value	Shareholders	Percentage	No. of Shares	Percentage
1-500	16,355	91.17	18,32,485	4.52
501-1000	699	3.89	5,71,529	1.41
1001-2000	383	2.14	5,92,661	1.46
2001-3000	168	0.94	4,35,339	1.07
3001-4000	67	0.37	2,40,232	0.60
4001-5000	64	0.36	3,06,690	0.76
5001-10000	97	0.54	7,11,912	1.76
10001 and above	106	0.59	3,58,27,948	88.42
Total	17,939	100	4,05,18,796	100

i) Shareholding Pattern as on 31 March 2014

Shareholder Category	Number of shares held	% of shareholding
1. Promoters Group	3,03,73,199	74.96
2. Mutual Funds and Unit Trust of India	3,72,891	0.92
3. Banks, Financial Institutions & Insurance Companies	2,980	0.01
4. Foreign Institutional Investors	17,712	0.04
5. Private Bodies Corporate	30,00,004	7.41
6. Indian Public	58,80,754	14.51
7. Non-Resident Indians	97,997	0.24
8. Foreign Body Corporate	6,91,030	1.71
9. Clearing Members	82,229	0.20
Total:	4,05,18,796	100.00

j) Dematerialisation of Shares

As on 31 March 2014, 3,85,36,818 shares (95.11 % of the Company's total number of shares) are in the dematerialized form. At present the Company's shares are compulsorily traded in dematerialized form, as per notification issued by the Securities and Exchange Board of India (SEBI). The ISIN allotted for the Equity Shares of Company is INE559A01017.

k) Secretarial audit for reconciliation of capital

The Securities and Exchange Board of India has directed vide Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 that all issuer companies shall submit a capital integrity, reconciling the total shares held both in both the depositories, viz, NSDL and CDSL and in physical form with total issued and paid-up capital.

The said certificate, duly certified by the practicing Company Secretaries is submitted to the Stock Exchanges within 30 days of the end of each quarter.

l) Outstanding GDRs / ADRs or any convertible instruments.

There are no outstanding GDRs / ADRs or any other convertible instruments.

m) Plant Location.

- 14 Taratolla Road, Kolkata - 700088.
- JL-71, P.O. Bishnupur, Gangarampur, West Bengal.
- L-1, Verna Electronic City, Verna, Selcete, Goa - 403722.
- 62,64 & 66 Corlim Indl. Estate, Corlim, Ilhas, Goa - 403110.
- E-3, New Indl. Area II, Mandideep, Bhopal, Dist. Raisen, M.P. - 462046.
- 16/17, Visveswariah Indl. Estate, Whitefield Road, Bangalore - 560048.

n) Investor Correspondence

: Corporate Office

Plot No. IND 5, Sector I, East Kolkata Township,
Kolkata 700 107, West Bengal, India.
Tel.(033) 3984 9475 / Fax (033) 3984 9676
E-mail: investors@ifbglobal.com

Registrar and Share Transfer Agent :

CB Management Services (P) Ltd.

P 22 Bondel Road, Kolkata 700 019.

Tel : (033) 4011 6700/2280 6692/ 2282 3643

Fax : (033) 4011 6739 / E-mail : rta@cbmsl.com

On behalf of the Board

Bikram Nag

*Joint Executive Chairman
& Managing Director*

Dr. Rathindra Nath Mitra

Director

Kolkata
29 May 2014

AUDITORS' CERTIFICATE on Corporate Governance

To the Members of **IFB Industries Limited**

We have examined the compliance of conditions of corporate governance by IFB Industries Limited ('the Company'), for the year ended on March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the 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 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 B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W
Supreet Sachdev
Partner
Membership No.: 205385
Kolkata
29 May 2014

10 Years' Highlights

	(Rs. million)									
	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
SALES AND EARNINGS										
Sales & other income	2,139	2,306	2,947	3,901	4,568	5,568	6,975	8,144	9,276	10,296
Profit / loss (-) before tax	(344)	(131)	363	385	3,163	575	688	359	434	293
Profit / loss (-) after tax	(344)	(138)	353	373	3,151	538	503	305	315	216
Depreciation / amortisation	208	183	128	84	76	87	104	149	183	226
ASSETS & LIABILITIES										
Fixed assets (Gross)	3,630	3,674	3,744	3,799	3,884	4,029	4,469	4,162	3,878	4,474
Fixed assets (Net)	1,390	1,095	865	710	721	824	1,388	1,606	1,950	2,404
Total assets (Net)	1,618	1,240	904	818	1,122	1,575	2,212	2,576	3,451	4,083
Represented by										
Net worth	(3,984)	(3,939)	(3,552)	(3,132)	204	459	1,034	1,344	2,078	2,294
Total borrowings	5,171	4,731	3,983	3,445	-	-	-	-	99	478
RATIOS										
Earnings per share (Rs.) (after extraordinary)	(25.76)	(9.32)	20.20	21.08	165.94	16.87	14.24	8.61	7.95	5.33
Earnings per share (Rs.) (before extraordinary)	(61.76)	(16.43)	(6.79)	7.55	19.05	16.87	14.24	8.61	7.95	5.33
Net worth per equity share (Rs.)	(275.25)	(259.04)	(214.89)	(190.57)	1.51	13.22	29.15	37.83	51.28	56.62
OTHERS										
Number of employees	657	686	705	877	988	986	1,173	1,286	1,390	1,453
Rate of dividend (%)	-	-	-	-	-	-	-	-	-	-

INDEPENDENT AUDITORS' REPORT to the Members of IFB Industries Limited

Report on the financial statements

We have audited the accompanying financial statements of IFB Industries Limited ('the Company'), which comprise the balance sheet as at 31 March 2014, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI"). 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 :

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (c) in the case of the cash flow statement, of the 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, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that :
- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the balance sheet, the statement of profit and loss and the cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - (v) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number : 101248W

Supreet Sachdev

Partner

Membership number : 205385

Kolkata
29 May 2014

ANNEXURE to the Auditors' Report

The Annexure referred to in our report to the members of IFB Industries Limited ('the Company') for the year ended 31 March 2014. We report that :

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this policy, fixed assets were verified during the year and no material discrepancies were observed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
- ii. (a) The inventories, except goods-in-transit and stock lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.
(b) The procedures for the physical verification of inventories 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 has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchase of certain items of inventories are for the Company's specialized requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventories and fixed assets and with regard to the sale of goods and rendering of services. We have not observed any major weakness in the internal control system during the course of the audit.
- v. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (v)(a) above and exceeding the value of Rs. 5 lakh with each party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, except for purchases of certain items of inventories which are for the Company's specialised requirements for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appear reasonable.
- vi. The Company has not accepted any deposits from the public.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- viii. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government of India for maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of manufacture of white goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service tax, Customs duty, Excise duty and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service-tax, Customs duty, Excise duty, Investor Education and Protection Fund and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the following dues of Income tax, Excise duty, Sales tax, Entry tax, Customs duty and Service tax have not been deposited by the Company on account of disputes :

Name of the Statute	Nature of dues	Disputed amount (Rs. in lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	81	Asst. Year 2007-08 Asst. Year 2008-09 Asst. Year 2010-11	CIT (Appeals)
Income Tax Act, 1961	Income tax	22	Asst. Year 2009-10	Income tax officer
Central Excise Act, 1944	Excise duty	22	2004-05 to 2007-08, Jan 2006 to Jan 2010, July 2008 to Dec 2008	CESTAT
Central Excise Act, 1944	Excise duty and penalty	10	2004-05 & 2005-06	CESTAT
Central Excise Act, 1944	Excise duty	26	2010-13	Commissioner Appeals
Delhi Sales Tax Act	Sales tax	176	1991-95	VAT Officer
Kerala General Sales Tax Act, 1963	Sales tax	62	2001-03	High Court of Kerala
Orissa Entry Tax Act, 1999	Entry tax	5	2003-05	Sales Tax Tribunal
Central Sales Tax Act, 1944	Sales tax and interest	10	1996-97	Commissioner Appeals

Name of the Statute	Nature of dues	Disputed amount (Rs. in lacs)	Period to which the amount relates	Forum where dispute is pending
Delhi Sales Tax Act, 1975	Sales tax	1	2002-03	Assistant Commissioner
Kerala General Sales Tax Act, 1963	Sales tax and interest	8	2005-06	Appellate Taribunal
Madhya Pradesh Value Added Tax Act, 2002	Sales tax and interest	42	2009-10	Appellate Tribunal
Delhi Value Added Tax Act, 2004	Sales tax	2	2008-09	Assistant Commissioner
Kerala Value Added Tax Act, 2003	Sales tax	1	2013-14	Deputy Commissioner
UP Trade Tax Act	Sales tax	1	1999-00	Trade Tax Tribunal
Kerala General Sales Tax Act, 1963	Sales tax	3	2004-05	Appeallate Tribunal
Bombay Municipal Corporation Provisional Act - cess on Entry of Goods in Navi Mumbai	Cess	98	2004-05, 2005-06, 2005-06, 2006-07, 2007-08 (upto Sep '07)	District Municipal Court
Customs Act, 1962	Customs duty	2	2008-12	Additional Director General, Directorate of Revenue Intelligence
The Finance Act, 1994	Service tax	2	Sept 2004 to July 2005	CESTAT
The Finance Act, 1994	Service tax and penalty	546	2005-06 to 2009-10 Dec 2003 to Mar 2006 Apr 2004 to Mar 2006 Jan 2009 to Sept 2010 Oct 2010 to Mar 2011 Apr 2011 to Mar 2012	CESTAT
The Finance Act, 1994	Service tax and penalty	41	Apr 2006 to Mar 2008	Commissioner of Central Excise (Appeals)

- x. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institutions or debenture holders during the year.

- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/ society.
- xiv. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. The Company did not have any term loans outstanding during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to companies/ firms/ parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix. The Company did not have any outstanding debentures during the year.
- xx. The Company has not raised any money by public issues during the year.
- xxi. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number : 101248W

Supreet Sachdev
Partner
Membership number : 205385

Kolkata
29 May 2014

BALANCE SHEET as at

		31 March 2014	31 March 2013
	Notes	Rs. Lacs	Rs. Lacs
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	2	4,128	4,128
Reserves and surplus	3	29,596	27,436
		33,724	31,564
Non-current liabilities			
Deferred tax liabilities (Net)	4	2,331	1,960
Other long-term liabilities	5	708	635
Long-term provisions	6	2,524	2,729
		5,563	5,324
Current liabilities			
Short-term borrowings	7	4,777	985
Trade Payables	8	14,200	11,986
Other current liabilities	9	5,335	3,611
Short-term provisions	6	522	364
		24,834	16,946
		64,121	53,834
ASSETS			
Non-current assets			
Fixed Assets			
– Tangible assets	10	21,983	17,795
– Intangible assets	11	595	881
– Capital work-in-progress	12	1,460	827
Long-term loans and advances	13	4,577	4,522
Other non-current assets	14	1	4
		28,616	24,029
Current assets			
Current investments	15	3,728	5,677
Inventories	16	15,546	13,195
Trade receivables	17	7,229	4,790
Cash and bank balances	18	6,820	4,462
Short-term loans and advances	13	2,099	1,610
Other current assets	14	83	71
		35,505	29,805
		64,121	53,834
Significant accounting policies	1		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W

Supreet Sachdev
Partner
Membership No. 205385
Kolkata
29 May 2014

For and on behalf of the Board of Directors of **IFB Industries Limited**

Joint Executive Chairman and Managing Director
Director

Director and Chief Financial Officer
Company Secretary

Kolkata
29 May 2014

Bikram Nag
Dr. Rathindra Nath Mitra
Prabir Chatterjee
G. Ray Chowdhury

Statement of Profit and Loss for the year ended

		31 March 2014	31 March 2013
	Notes	Rs. Lacs	Rs. Lacs
INCOME			
Sale of manufactured products (gross)	19	77,594	71,226
Sale of traded products (gross)	19	46,019	38,561
Sale of products (gross)		<u>123,613</u>	<u>109,787</u>
Less: Trade scheme and discounts		19,658	16,583
Sale of products (net of trade scheme and discounts)		<u>103,955</u>	<u>93,204</u>
Sale of services	20	3,647	3,394
Other operating revenues:			
Scrap sales		2,188	1,999
Others		31	71
Revenue from operations (gross)		<u>109,821</u>	<u>98,668</u>
Less: Excise duty on sale of manufactured products		7,441	6,865
Less: Excise duty on scrap sales		233	212
Revenue from operations (net)		<u>102,147</u>	<u>91,591</u>
Other income	21	817	1,169
Total revenue		<u>102,964</u>	<u>92,760</u>
EXPENSES			
Cost of raw materials consumed	22	35,773	34,469
Purchase of stock-in-trade	19	25,041	21,042
Increase in finished goods, work-in-progress and stock-in-trade	23	(2,153)	(1,796)
Cost of spares sold		913	1,179
Employee benefits expense	24	9,793	8,494
Finance costs	25	143	20
Depreciation/ amortisation	10&11	2,259	1,832
Other expenses	26	28,262	23,179
Total expenses		<u>100,031</u>	<u>88,419</u>
Profit before tax		2,933	4,341
Tax expense:			
Current tax [includes amount relating to earlier year amounting to Rs. 36 lacs (31 March 2013: Rs. Nil lacs)]		625	804
Minimum alternate tax credit [includes amount relating to earlier year amounting to Rs. 15 lacs (31 March 2013: Rs. Nil lacs)]		(226)	(26)
Deferred Tax		371	418
Other taxes relating to previous years		3	-
Profit after tax		<u>2,160</u>	<u>3,145</u>
Earnings per equity share (face value of Rs. 10 each)	27		
- Basic		5.33	7.95
- Diluted		5.33	7.95
Significant accounting policies	1		

The notes referred to above form an integral part of the financial statements.
As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W

Supreet Sachdev
Partner
Membership No. 205385
Kolkata
29 May 2014

For and on behalf of the Board of Directors of **IFB Industries Limited**

Joint Executive Chairman and Managing Director
Director

Director and Chief Financial Officer
Company Secretary

Kolkata
29 May 2014

Bikram Nag
Dr. Rathindra Nath Mitra
Prabir Chatterjee
G. Ray Chowdhury

Cash Flow Statement for the year ended

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	2,933	4,341
Adjustments for:		
Depreciation/ amortisation	2,259	1,832
(Gain)/ loss on disposal of fixed assets	(9)	(60)
Write off of fixed assets	35	110
Write off of debts/ advances	42	120
Provision for doubtful debts and advances	33	23
Dividend from mutual funds	(158)	(260)
Net gain on sale of mutual funds	(121)	(127)
Provision for diminution in value of mutual funds	-	35
Reversal of provision for diminution in value of mutual funds	(35)	-
Write back of liabilities no longer required	(110)	(344)
Write back of provisions no longer required	(10)	(29)
Recovery of advance written off in earlier years	(1)	-
Unrealised exchange loss / (gain)	(84)	(47)
Interest income on bank deposits and others	(92)	(110)
Financial costs	143	20
Operating profit before working capital changes	4,825	5,504
Increase in trade payables	2,390	1,462
(Decrease)/ increase in provisions	(47)	(9)
(Decrease)/ Increase in other liabilities	1,219	(73)
Increase in trade receivables	(2,487)	(141)
Decrease in other assets	(52)	1
Increase in loans and advances	(868)	(326)
Decrease / (increase) in other bank balances	(219)	42
Increase in inventories	(2,351)	(2,270)
Cash generated from operations	2,410	4,190
Income taxes paid	(558)	(931)
Net cash generated from operating activities	1,852	3,259
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(5,810)	(5,178)
Proceeds from disposal of fixed assets	29	127
Purchase of mutual funds	(4,437)	(14,793)
Proceeds from sale/maturity of mutual funds	6,690	10,422
Interest received	92	110
Dividends received	53	-
Net cash used in investing activities	(3,383)	(9,312)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	-	4,200
Proceeds from borrowings	3,813	997
Financial costs	(143)	(20)
Net cash generated from/ (used in) financing activities	3,670	5,177
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)	2,139	(876)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	4,250	5,126
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR [Refer Note 18]	6,389	4,250

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W

Supreet Sachdev
Partner
Membership No. 205385

Kolkata
29 May 2014

For and on behalf of the Board of Directors of **IFB Industries Limited**

Joint Executive Chairman and Managing Director

Director

Director and Chief Financial Officer

Company Secretary

Kolkata
29 May 2014

Bikram Nag

Dr. Rathindra Nath Mitra

Prabir Chatterjee

G. Ray Chowdhury

Notes to the financial statements for the year ended 31 March 2014**1. SIGNIFICANT ACCOUNTING POLICIES:****a. Background**

IFB Industries Limited ("Company") is a Listed Public Limited and is incorporated under The Companies Act, 1956. The Company is primarily engaged in the business of manufacturing and trading of home appliances. Further, the Company is also engaged in manufacturing of fine blanking components. The Company has its registered office in Kolkata.

b. Basis of accounting and preparation of financial statements

The financial statements have been prepared to comply in all material respects with the applicable accounting principles in India, mandatory accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act 2013 (which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September, 2013), other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), the provisions of the Companies Act, 2013 (to the extent notified and applicable) and the Companies Act, 1956, (to the extent applicable) and the guidelines issued by the Securities and Exchange Board of India (SEBI). The Company follows the accrual method of accounting under historical cost convention modified by revaluation of certain fixed assets as and when undertaken. The accounting policies have been consistently applied by the Company. The financial statement are presented in Indian rupees and rounded off to nearest lac.

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires Management to make judgments, estimates and assumptions that affect the application policies and reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

c. Revenue recognition

Revenue from sales of products is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customers, which generally coincides with their delivery to customers. Revenue from Sale of products is stated net of Value Added Tax/ Sales Tax and returns.

Revenue from services is recognised on a prorated basis over the period or as per the terms of the contract.

Interest on deposits is recognised on a time proportion basis taking into account the underlying interest rate.

Dividend income is recognised when the unconditional right to receive the income is established.

d. Tangible fixed assets

Tangible fixed assets are stated at the cost of acquisition/ construction or at the revalued amount less depreciation and impairment losses. The cost of an asset comprises its purchase price and any other attributable cost incurred for bringing the asset to its working condition for its intended use. Where a tangible fixed asset has been revalued upwards, the revalued amount is credited to owner's interest under revaluation reserves.

Capital work -in -progress includes cost of assets not ready for their intended use, items under installation and items in transit. In case of own manufactured items like tools, jigs, proportionate burden of overhead as applicable is also treated as part of cost.

Expenditure incurred on replacement/ modification to fixed asset is capitalized only when such expenditure results in increase in the economic life of such asset.

Notes to the financial statements for the year ended 31 March 2014

e. Intangible assets

Intangible assets are recorded at the consideration paid for acquisition less amortization.

All upgradation/enhancements are charged off as revenue expenditure unless they bring significant additional benefits.

f. Borrowing costs

Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalized. Other borrowing costs are accounted as an expense.

g. Depreciation / amortisation

Depreciation is provided at the rates specified in Schedule XIV to the Companies Act, 1956 using the straight line method on all assets except building where the written down value method is followed.

The cost of leasehold land is amortised over the period of lease.

Assets whose actual cost does not exceed five thousand rupees are fully depreciated in the year of acquisition.

Intangible assets are amortised over the best estimate of its useful lives on a straight line basis. The estimated useful life currently ranges from of 3 to 5 years.

h. Impairment of fixed assets

The Company periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined.

i. Foreign currency transactions

Foreign exchange transactions are recorded at the rates of exchange prevailing on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss account.

Monetary assets and liabilities denominated in foreign currency as at the balance sheet date are translated at the closing exchange rate on that date and the resultant exchange differences are recognized in the Statement of Profit and Loss account. Non-monetary items denominated in foreign currency are carried at cost.

j. Investments

Non-current investments are stated at cost less diminution in value, if any other than temporary, determined on specific identification basis.

Current investments are stated at lower of cost and fair value. The comparison of cost and fair value is carried out separately for each investment.

Profit or loss on sale of investment is determined as the difference between the sale price and carrying value of investment, determined individually for each investment.

Notes to the financial statements for the year ended 31 March 2014

k. Inventories

Inventory is valued at the lower of cost or net realizable value. Cost of inventories includes, cost of purchase, cost of conversion and all other expenses incurred in bringing the goods to their present location and condition. Cost is ascertained using the weighted average method.

Fixed production overheads are allocated on the basis of normal capacity of production facilities.

l. Employee benefits

Contribution payable for provident fund and superannuation fund, which are defined contribution schemes are recognized as employee benefit expense in the statement of profit and loss.

Post-employment benefits (Gratuity), which is a defined benefit scheme, and other long term employee benefits (leave encashment and accumulated sick leave) are recognized as an expense in the statement of profit and loss in the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using the projected unit credit method carried out by an independent actuary. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the statement of profit and loss.

m. Taxes on income

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 Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised 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 realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets 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 realized.

Minimum Alternate Tax (MAT) credit entitlement is recognized only to the extent there is convincing evidence that the Company will pay normal tax during the period specified by the Income Tax Act, 1961. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India the said asset is created by way of credit to the statement of profit and loss. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period

The Company offsets the current tax assets and liabilities (on a year on year basis) and deferred deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

n. Provision and contingent liabilities

The Company recognizes a provision when there is a present obligation as a result of an obligating event that probably requires outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present

Notes to the financial statements for the year ended 31 March 2014

obligation and the likelihood of outflow of resources is remote, no provision or disclosure of contingent liability is made.

o. Government grants

Grants received from the Government authorities with reference to investments under investment subsidy schemes and no repayment are ordinarily expected in respect thereof are treated as capital reserve.

p. Segment

The Company discloses Business segment as the Primary segment. Segments have been identified taking into account the nature of products, the different risks and returns, the organisation structure and internal reporting system. The Company's operation predominantly relates to manufacture of home appliances and fine blanking business. The Company primarily caters to the domestic market and export sales are not significant and accordingly there is no reportable secondary segment

q. Leases

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset 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.

r. Warranty

Warranty costs are estimated by the Management on the basis of a technical evaluation and based on past experience. Provision is made for estimated liability in respect of warranty cost in the year of sale of goods.

Provision for warranty is expected to be utilized over a period of one to five years.

s. Cash and cash equivalents

Cash and cash equivalents in the cash flow statement comprise cash on hand, current account bank balances and bank deposit account balances (with maturity of three months or less as at the balance sheet date).

t. Earnings per share

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

u. Forward exchange contracts

The premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing asset/liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.

Notes to the financial statements for the year ended 31 March 2014

2. Share capital

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Authorised		
65,000,000 (31 March 2013: 65,000,000) equity shares of Rs.10 each	6,500	6,500
30,000,000 (31 March 2013: 30,000,000) cumulative redeemable preference shares of Rs.10 each	3,000	3,000
	<u>9,500</u>	<u>9,500</u>
Issued, subscribed and paid-up		
40,518,796 (31 March 2013: 40,518,796) equity shares of Rs.10 each, fully paid-up	4,052	4,052
Forfeited shares		
3,050,000 (31 March 2013: 3,050,000) equity shares of Rs 10 each, Rs. 2.50 paid-up	76	76
	<u>4,128</u>	<u>4,128</u>

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

	31 March 2014		31 March 2013	
	Nos	Rs. Lacs	Nos	Rs. Lacs
At the beginning of the year	40,518,796	4,052	35,518,796	3,552
Issued during the year - Preferential allotment	-	-	5,000,000	500
At the end of the year	40,518,796	4,052	40,518,796	4,052

b. Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

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

c. Details of shareholders holding more than 5% equity shares in the Company

	31 March 2014		31 March 2013	
	%	Nos	%	Nos
1. IFB Automotive Private Limited	46.54%	18,856,833	46.54%	18,856,833
2. Nurpur Gases Private Limited	14.83%	6,010,416	14.83%	6,010,416
3. Asansol Bottling & Packaging Company Pvt. Ltd.	8.31%	3,366,428	8.31%	3,366,428

d. Shares issued on Preferential Basis

During the year, the Company has issued and allotted Nil (31 March 2013: 4,100,000) equity shares of Rs. 10 each to IFB Automotive Private Limited and Nil (31 March 2013: 900,000) equity shares of Rs. 10 each to Asansol Bottling & Packaging Company Private Limited, both promoter group companies on preferential

Notes to the financial statements for the year ended 31 March 2014

basis at a premium of Rs. 74 per share after complying with the requirements of Companies Act, 1956 and Securities and Exchange Board of India (SEBI).

During the year ended 31 March 2013, out of the proceeds from preferential issue amounting to Rs. 4,200 Lacs, Rs. 2,000 Lacs was utilized for capital expenditure and Rs. 2,200 Lacs was utilised for working capital as per the objects stated in the resolution passed in the general meeting dated 30 April 2012.

- e. The Company has not allotted any fully paid-up equity shares by way of bonus shares, or in pursuant to contract without payment being received in cash nor has bought back any class of equity shares during the period of five years immediately preceeding the balance sheet date.

3. Reserves and surplus

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Capital reserve	25	25
Debt restructuring reserve	8,981	8,981
Capital redemption reserve	1,605	1,605
Share premium account		
At the beginning of the year	17,433	17,433
Add: Premium on preferential allotment	-	3,700
At the end of the year	17,433	17,433
Revaluation Reserve	173	173
Surplus/(deficit) in the statement of profit and loss		
At the beginning of the year	(781)	(3,926)
Profit for the year	2,160	3,145
At the end of the year	1,379	(781)
	<u>29,596</u>	<u>27,436</u>

4. Deferred tax liabilities (net)

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged as per books	2,637	2,247
Total (A)	<u>2,637</u>	<u>2,247</u>
Deferred tax assets		
Timing difference on account of :		
Provision for doubtful debts and advances	32	24
Provision for employee benefit expenses	206	183
Provision for sales tax and cess	68	68
Provision for diminution in value of mutual funds	-	12
Total (B)	<u>306</u>	<u>287</u>
Deferred tax liabilities (net) (A)-(B)	<u>2,331</u>	<u>1,960</u>

Notes to the financial statements for the year ended 31 March 2014

5. Other long-term liabilities

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Unearned revenue on annual maintenance contracts and extended warranty services	533	494
Security deposits	175	141
	<u>708</u>	<u>635</u>

6. Provisions

	Long-term	Short-term
	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Gratuity (refer note 30)	33	233
Leave encashment (refer note 30)	371	376
Sick leave	100	77
Other Leave	6	-
Warranty	2,014	2,043
Provision for income tax (net of advance income tax)	-	76
	<u>2,524</u>	<u>2,729</u>

Provision for warranty

As at the beginning of the year	2,327	2,569
Additional provision during the year	595	304
Provision utilised during the year	591	546
As at the end of the year	<u>2,331</u>	<u>2,327</u>

7. Short-term borrowings

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Secured		
Capex buyers credits from a bank (Interest rate Libor + 1.57% p.a.)(#)	1,844	-
Working capital buyers credit from a bank (Interest rate Libor + 1.25% p.a.)(^)	2,094	985
Bill Discounting from a bank (Interest rate 10.90% p.a.)(*)	839	-
	<u>4,777</u>	<u>985</u>

(#) For sanction of capex letter of credit amounting to Rs. 4,350 lacs by Standard Chartered Bank, following securities have been created:

- (i) Exclusive charge on moveable fixed assets financed by the bank.
- (ii) First charge on existing movable fixed assets of Goa (Verna) plant (except exclusive charge to term lenders).
- (iii) First and exclusive charge on the leasehold land and building of Goa (Verna) unit on all that piece and parcel of non-agricultural land bearing at No. L1 situated within the village panchayat of Nagoa, Verna Plateau, Verna Industrial Estate, Taluka Salcete, District South Goa and registration sub district ILHAS in the state of Goa containing by admeasuring 48695 square meters or thereabout and bounded as follows: On or towards the north: proposed 30

Notes to the financial statements for the year ended 31 March 2014

meters wide road, on or towards the south: open space reserved for gardening, on or towards the east: proposed road of 25 meters wide, on or towards the west: proposed road of 20 meters wide together with all buildings and structures standing thereon or to be erected hereafter and the plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

(A) For sanction of working capital facility amounting to Rs. 9,000 lacs by Standard Chartered Bank, following securities have been created:

- (i) First charge on all current assets, both present and future.
- (ii) First charge on existing movable fixed assets of Goa (Verna) plant (except exclusive charge to term lenders).
- (iii) Second charge on the leasehold land and building of Goa (Verna) unit on all that piece and parcel of non-agricultural land bearing at No. L1 situated within the village panchayat of Nagoa, Verna Plateau, Verna Industrial Estate, Taluka Salcete, District South Goa and registration sub district ILHAS in the state of Goa containing by admeasuring 48695 square meters or thereabout and bounded as follows: On or towards the north: proposed 30 meters wide road, on or towards the south: open space reserved for gardening, on or towards the east: proposed road of 25 meters wide, on or towards the west: proposed road of 20 meters wide together with all buildings and structures standing thereon or to be erected hereafter and the plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future.

(*) For sanction of working capital facility amounting to Rs. 3,500 lacs by DBS Bank Ltd., following securities have been created:

- (i) Hypothecation by way of first pari passu and floating charge over goods being finished goods, semi-finished goods, stocks of raw-materials, work-in-process located at various factories/ warehouses/ godowns of the company and whether in transit or lying at any other place and hypothecation by way of first pari passu and floating charge over the company's present and future book debts, outstanding monies receivables, claims, bills, contracts, engagements, securities, investments, rights and assets.
- (ii) Hypothecation by way of exclusive charge over all present and future movable fixed assets of the engineering division of the Company including without limitation its movable plant and machinery, furniture and fittings, equipment, computer hardware, computer software, machinery spares, tools and accessories and other movables etc. stored or to be stored at Company's godowns or premises situated at 14, Taratolla Road, Kolkata and 16/17, Visveswaraiah Industrial Estate, Whitefield Road, Bangalore - 560048 (Engineering Division) or wherever else the same may be.

8. Trade payables

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Payable for goods (refer note 29)	9,879	8,510
Payable for expenses (refer note 29)	4,321	3,476
	<u>14,200</u>	<u>11,986</u>

9. Other current liabilities

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Unearned revenue on annual maintenance contracts and extended warranty services	2,237	1,800
Security deposits	45	34
Advance from customers	667	415
Statutory liabilities	1,732	1,286
Capital creditors	654	76
	<u>5,335</u>	<u>3,611</u>

Notes to the financial statements for the year ended 31 March 2014

10. Tangible assets

Rs. Lacs

Particulars of Assets	Gross Block				Depreciation				Net Block	
	As at 1 April 2013	Additions	Adjustments/ disposals	As at 31 March 2014	As at 1 April 2013	For the year	Adjustments/ disposals	As at 31 March 2014	As at 31 March 2014	As at 31 March 2013
Freehold land (@)	719	-	-	719	-	-	-	-	719	719
Leasehold land	233	-	-	233	198	5	-	203	30	35
Leasehold land	220	-	-	220	188	5	-	193	27	32
R and D leasehold land	13	-	-	13	10	-	-	10	3	3
Building	5,324	848	-	6,172	3,025	251	-	3,276	2,896	2,299
Building	4,646	848	-	5,494	2,864	199	-	3,063	2,431	1,782
R and D building	678	-	-	678	161	52	-	213	465	517
Plant and machinery	28,026	4,943	(697)	32,272	14,210	1,448	(661)	14,997	17,275	13,816
Plant and machinery	26,751	4,926	(697)	30,980	14,105	1,387	(661)	14,831	16,149	12,646
R and D plant and machinery	1,275	17	-	1,292	105	61	-	166	1,126	1,170
Computer	743	98	(40)	801	360	105	(36)	429	372	383
Computer	679	94	(40)	733	321	99	(36)	384	349	358
R and D computer	64	4	-	68	39	6	-	45	23	25
Furniture and fixtures	982	210	(34)	1,158	452	62	(22)	492	666	530
Furniture and fixtures	947	209	(34)	1,122	437	60	(22)	475	647	510
R and D furniture and fixtures	35	1	-	36	15	2	-	17	19	20
Motor vehicle	142	18	(106)	54	129	4	(104)	29	25	13
Total	36,169	6,117	(877)	41,409	18,374	1,875	(823)	19,426	21,983	17,795
Previous year	39,784	4,680	(8,295)	36,169	25,007	1,485	(8,118)	18,374	17,795	

(@) Gross Block includes an amount of Rs. 173 Lacs (Previous Year : Rs. 173 Lacs) resulting from revaluation in an earlier year.

11. Intangible assets

Rs. Lacs

Particulars of Assets	Gross Block				Amortisation				Net Block	
	As at 1 April 2013	Additions	Adjustments/ disposals	As at 31 March 2014	As at 1 April 2013	For the year	Adjustments/ disposals	As at 31 March 2014	As at 31 March 2014	As at 31 March 2013
Computer software	965	99	(4)	1,060	518	221	(3)	736	324	447
Computer software	889	68	(4)	953	467	199	(3)	663	290	422
R and D computer software	76	31	-	107	51	22	-	73	34	25
Technical knowhow	814	-	-	814	380	163	-	543	271	434
R and D technical knowhow	814	-	-	814	380	163	-	543	271	434
Total	1,779	99	(4)	1,874	898	384	(3)	1,279	595	881
Previous year	1,384	395	-	1,779	551	347	-	898	881	

Note :

(a) R and D denotes research and development

12. Capital work-in-progress

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Tangible capital work-in progress	191	804
Intangible capital work-in-progress	1,269	23
	<u>1,460</u>	<u>827</u>

Notes to the financial statements for the year ended 31 March 2014

13. Loans and advances

	Non-current		Current	
	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Unsecured, considered good				
Capital advances	72	533	-	-
Deposits with customs and others	674	609	4	87
Loans and advances to related parties	-	-	75	43
Deposits with related parties	220	220	-	-
Advances recoverable in cash or kind or for value to be received	1,402	1,107	2,020	1,480
MAT credit entitlement	2,074	1,848	-	-
Advance income-tax (net of provision for income tax)	135	203	-	-
Advance fringe benefits tax (net of provision for fringe benefits tax)	-	2	-	-
	<u>4,577</u>	<u>4,522</u>	<u>2,099</u>	<u>1,610</u>
Unsecured, considered doubtful				
Advances recoverable in cash or kind/deposit with customs, port trust, excise and others	22	29	-	-
Provision for doubtful advances	(22)	(29)	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>4,577</u>	<u>4,522</u>	<u>2,099</u>	<u>1,610</u>
Loans and advances / deposits to related parties include:				
Advances/ deposit to a private company in which the Company directors are directors [refer note 33(b)]	50	50	46	3

14. Other assets

	Non-current		Current	
	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Interest accrued on fixed deposits	1	4	31	28
Dividend receivable	-	-	-	43
Unamortised premium of forward contracts	-	-	52	-
	<u>1</u>	<u>4</u>	<u>83</u>	<u>71</u>

Notes to the financial statements for the year ended 31 March 2014

15. Current investments

	31 March 2014		31 March 2013	
	Nos	Rs. Lacs	Nos	Rs. Lacs
Unquoted mutual funds (valued at lower of cost and fair value)				
1. UTI Short Term Income Fund - Institutional Option Growth Plan (face value Rs. 10/-)	-	-	4,294,703	600
2. ICICI Prudential Money Market Fund Option Direct Plan Daily Dividend (face value Rs. 100/-)	5,46,106	547	481,824	482
3. Reliance Regular Savings Fund - Debt Plan - Growth Plan - Growth Option (face value Rs. 10/-)	49,72,589	800	3,200,021	500
4. DWS Banking & PSU Debt Fund - Regular Plan - Growth (face value Rs. 10/-)	-	-	5,965,955	600
5. Templeton India Short Term Income Retail Plan - Growth Plan (face value Rs. 1000/-)	8,417	200	-	-
6. Reliance Dynamic Bond Fund - Growth Plan - Growth Option (face value Rs. 10/-)	-	-	3,247,524	480
7. Reliance Dynamic Bond Fund - Dividend Plan - Payout (face value Rs. 10/-)	-	-	3,524,204	500
8. ICICI Prudential Regular Saving Fund - Regular Plan - Growth (face value Rs. 10/-)	32,80,840	400	3,280,840	400
9. ICICI Prudential Money Market Fund Regular Plan Daily Dividend (face value Rs. 100/-)	36,377	37	129,152	129
10. ICICI Prudential Short Term Regular Plan - Monthly Dividend Reinvest (face value Rs. 10/-)	-	-	12,681,830	1,520
11. IDFC Dynamic Bond Fund Growth (face value Rs. 10/-)	-	-	3,551,402	501
12. Birla Sunlife Floating Rate Fund Growth Regular Plan-Long Term-Growth-(face value Rs. 100/-)	1,97,074	300	-	-
13. Reliance Liquid Fund Cash Plan-Growth Option-(face value Rs. 1000/-)	70,539	1,444	-	-
Aggregate amount of unquoted investments		3,728		5,712
Less: Provision for diminution in value of mutual funds				
1. Reliance Dynamic Bond Fund - Dividend Plan - Payout (face value Rs. 10/-)		-		31
2. ICICI Prudential Short Term Plan Monthly Dividend Reinvest (face value Rs. 10/-)		-		4
		-		35
		3,728		5,677

Notes to the financial statements for the year ended 31 March 2014

16. Inventories (valued at lower of cost and net realizable value)

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Raw materials and components [includes in transit Rs. 455 Lacs (31 March 2013: Rs 436 Lacs)]	2,682	2,831
Work-in-progress (refer note 23)	767	663
Finished goods (refer note 23)	3,398	2,160
Stock-in-trade [includes in transit Rs. 2,059 Lacs (31 March 2013: Rs. 1,525 Lacs) (refer note 23)]	6,187	5,376
Stores and spare parts [includes in transit Rs. 29 Lacs (31 March 2013: Rs. 56 Lacs)]	2,395	2,120
Gifts and point of purchase materials [includes in transit Rs. 9 Lacs (31 March 2013: Rs. Nil Lacs)]	117	45
	<u>15,546</u>	<u>13,195</u>

17. Trade receivables

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Trade receivables (unsecured):		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	62	188
Considered doubtful	<u>67</u>	<u>42</u>
	129	230
Provision for doubtful receivables	<u>(67)</u>	<u>(42)</u>
	(A) 62	188
Other receivables		
Considered good	7,167	4,602
Considered doubtful	<u>5</u>	<u>-</u>
	7,172	4,602
Provision for doubtful receivables	<u>(5)</u>	<u>-</u>
	(B) 7,167	4,602
	(A + B) <u>7,229</u>	<u>4,790</u>
Trade receivable include:		
Dues from a private limited company in which the Company directors are directors [refer not 33(b)]	258	250

18. Cash and bank balances

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Cash and cash equivalents:		
Balances with bank:		
Current accounts	4,305	2,496
Deposit accounts	1,808	1,516
Cheques on hand	233	205
Cash on hand	<u>43</u>	<u>33</u>
	6,389	4,250
Other bank balances (*)		
Balance with bank in deposit accounts	331	112
Margin money deposits	<u>100</u>	<u>100</u>
	431	212
	<u>6,820</u>	<u>4,462</u>

(*) Other bank balances includes **Rs. 5 Lacs** (31 March 2013: Rs. 53 Lacs) with a maturity term of more than 12 months.

Notes to the financial statements for the year ended 31 March 2014

19. Details of gross sales and purchases of finished goods/ stock-in-trade

	Gross sales		Purchases	
	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Finished goods:				
Press tools and dies	337	235	-	-
Fine blanked components	17,934	15,836	-	-
Motor	2	31	-	-
Home appliances:				
- Washing machines	56,643	51,814	-	-
- Dryers	1,319	1,109	-	-
- Dishwashers	818	1,424	-	-
- Others	541	777	-	-
Stock-in-trade:				
Home appliances:				
- Microwave ovens	15,129	16,385	6,540	8,383
- Washing machines	6,540	8,910	3,992	4,985
- Refrigerator	1,324	27	938	332
- Accessories and additives	6,751	5,745	3,420	2,858
- Dishwashers	3,392	2,772	2,676	1,736
- Air conditioners	9,431	1,226	6,508	2,317
- Others	1,470	857	967	431
- Spares	1,982	2,639	-	-
	<u>1,23,613</u>	<u>109,787</u>	<u>25,041</u>	<u>21,042</u>

20. Sale of services

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Annual maintenance/ service contract income	3,274	2,974
Extended warranty income	39	92
Others	334	328
	<u>3,647</u>	<u>3,394</u>

21. Other income

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Interest income on bank deposits and others	92	110
Dividend from mutual funds	158	260
Net gain on sale of mutual funds	121	127
Write back of provision for diminution in value of mutual funds	35	-
Insurance claims received	20	30
Rental income	78	85
Gain on disposal of fixed assets	9	60
Write back of liabilities no longer required	110	344
Write back of provision no longer required	10	29
Recovery of debts written off in earlier years	1	-
Miscellaneous income	183	124
	<u>817</u>	<u>1,169</u>

Notes to the financial statements for the year ended 31 March 2014

22. Cost of raw materials consumed

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Raw material stock as at the beginning of the year	2,831	2,743
Add: Purchases during the year	35,624	34,557
	38,455	37,300
Less: Raw material stock as at the end of the year	2,682	2,831
Cost of raw materials consumed	35,773	34,469

Details of cost of raw materials consumed (refer note 35):

Imported steel	204	478
Imported others	7,775	9,035
Indigenous steel	10,661	9,519
Indigenous others	17,133	15,437
	35,773	34,469

Expenditure related to research and development at Verna, Goa included in above Note 22 are:

Cost of raw materials consumed	44	56
	44	56

23. Increase in finished goods, work-in-progress and stock-in-trade

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Inventory as at the end of the year		
Stock-in-trade	6,187	5,376
Work-in-progress	767	663
Finished goods	3,398	2,160
(A)	10,352	8,199

Inventory as at the beginning of the year

Stock-in-trade	5,376	3,314
Work-in-progress	663	627
Finished goods	2,160	2,462
(B)	8,199	6,403
(B - A)	(2,153)	(1,796)

Details of inventory:

Stock-in-trade

- Microwave ovens	1,053	1,802
- Washing machines	876	992
- Accessories and additives	272	245
- Dishwashers	777	313
- Air conditioners	2,404	1,511
- Refrigerator	268	303
- Others	537	210
	6,187	5,376

Finished goods

- Washing Machines	2,389	1,601
- Dryers	77	64
- Dishwashers	36	63
- Fine blanked components	605	213
- Press tools and dies	266	119
- Others	25	100
	3,398	2,160

Notes to the financial statements for the year ended 31 March 2014

24. Employee benefits expense

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Salaries, wages and bonus	8,169	6,952
Contribution to provident and other funds	681	790
Workmen and staff welfare	943	752
	<u>9,793</u>	<u>8,494</u>

Expenditure related to research and development at Verna, Goa included in above Note 24 are:

Salaries, wages and bonus	342	272
Contribution to provident and other funds	27	22
Workmen and staff welfare	11	11
	<u>380</u>	<u>305</u>

25. Finance costs

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Interest expenses	143	20
	<u>143</u>	<u>20</u>

26. Other expenses

	31 March 2014	31 March 2013
	Rs. Lacs	Rs. Lacs
Consumption of stores and spares	3,820	3,688
Rent (refer note 28)	772	740
Insurance	127	100
Freight, octroi and carriage	3,129	2,783
Power and fuels	1,178	998
Ancillary cost	2,926	2,537
Rates and taxes	505	474
Office expenses	1,931	1,728
Advertisement and sales promotion	5,659	4,444
Travelling	1,979	1,823
Repairs :		
Buildings	66	35
Plant and machinery	325	250
Others	246	193
Excise duty on differential stock	129	-
Loss on exchange fluctuation	1,436	29
Write off of fixed assets	35	110
Write off of debts/ advances	42	120
Provision for doubtful debts and advances	33	23
Provision for diminution in value of mutual funds	-	35
Bank charges	144	154
Directors' sitting fees	6	7
Service expenses	1,828	1,310
Warranty expenses	595	304
Miscellaneous expenses	1,351	1,294
	<u>28,262</u>	<u>23,179</u>

Notes to the financial statements for the year ended 31 March 2014

	31 March 2014 Rs. Lacs	31 March 2013 Rs. Lacs
Payment to statutory auditors included under office expenses (excluding service tax)		
As auditors:		
Audit fees	28	30
Tax audit fees	10	10
Others	4	8
Reimbursement of expenses	<u>2</u>	<u>2</u>
	<u>44</u>	<u>50</u>
Expenditure related to research and development at Verna, Goa included in above Note 26 are:		
Power and fuels	23	13
Ancillary cost	8	5
Office expenses	28	31
Travelling	59	58
Repairs :		
Plant and machinery	1	-
Others	2	2
Miscellaneous expenses	<u>139</u>	<u>101</u>
	<u>260</u>	<u>210</u>

27. Earnings per share

	31 March 2014	31 March 2013
(a) Profit after taxes available to equity shareholders (Rs. Lacs)	2,160	3,145
(b) Weighted average number of equity shares outstanding	4,05,18,796	39,546,193
(c) Basic and Diluted earnings per equity share of face value Rs 10 each (in' Rs)	5.33	7.95

28. Leases

The Company is obligated under cancellable leases for residential, office premises, warehouses, etc. Total rental expense under cancellable operating lease amounted to **Rs. 772 Lacs** (31 March 2013: Rs. 740 Lacs).

29. Dues to Micro, Small and Medium Enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2014 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Notes to the financial statements for the year ended 31 March 2014

Rs. Lacs

Details	31 March 2014	31 March 2013
Balance of trade payables		
-Principal amount due to micro, small and medium enterprises	281	368
-Principal amount due to others	13,913	11,612
Interest accrued and dues as on		
-Interest on payments due to micro, small and medium enterprises	6	6
-Interest on payments due to others	-	-
-Interest due and payable on amounts paid during the year to micro, small and medium enterprises beyond the appointed date	-	-
Paid during the year		
Principal amount (including interest) paid to micro, small and medium enterprises beyond the appointed date		
-Principal amount	-	-
-Interest thereon	-	-
Principal amount (excluding interest) paid to micro, small and medium enterprises beyond the appointed date	-	-
Others		
Interest accrued in prior year and paid during the year	-	-
Interest accrued during the year and paid during the year	-	-

30. Employee benefits

(a) Gratuity and leave encashment

The employee's gratuity fund scheme, determined as post-employment benefit, is managed through Insurance Companies under a defined benefit plan. The present value of obligation is determined based on an actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for unfunded leave encashment determined as other long-term benefit plan is recognized in the same manner as gratuity.

Notes to the financial statements for the year ended 31 March 2014

The following tables sets out the status of the gratuity plans and leave encashment under AS 15 - Employee benefits

I. Reconciliation of Opening and Closing balances of Defined Benefit obligation:

Rs. Lacs

	Gratuity (Funded)					Leave Encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Defined benefit obligation at the beginning of the year	1,045	744	626	521	364	437	300	253	225	182
Current service cost	95	72	85	48	44	52	34	48	49	39
Interest cost	81	62	48	40	28	30	23	19	16	13
Acquisitions cost / (credit)	5	6	19	-	-	-	4	8	-	-
Plan amendments cost / (credit)	-	-	-	34	-	-	-	9	-	-
Actuarial losses / (gains)	(65)	194	11	31	98	25	147	7	16	20
Benefits paid	(79)	(33)	(45)	(48)	(13)	(109)	(71)	(44)	(53)	(29)
Defined benefit obligation at the end of the year	1,082	1,045	744	626	521	435	437	300	253	225

II. Reconciliation of opening and closing balances of fair value of plan assets:

Rs. Lacs

	Gratuity (Funded)					Leave Encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Fair value of plan assets at beginning of the year	812	617	502	396	321	-	-	-	-	-
Acquisition adjustment	5	-	19	-	-	-	-	-	-	-
Expected return on plan assets	71	53	43	35	26	-	-	-	-	-
Contributions	233	127	124	125	43	109	71	(44)	(53)	(29)
Actuarial gain/(loss)	7	48	(26)	(6)	19	-	-	-	-	-
Benefits settled	(79)	(33)	(45)	(48)	(13)	(109)	(71)	(44)	(53)	(29)
Fair value of plan assets at the end of year	1,049	812	617	502	396	-	-	-	-	-
Actual return on plan assets	78	101	17	29	45	-	-	-	-	-

Notes to the financial statements for the year ended 31 March 2014

III. Reconciliation of fair value of assets and obligation:

Rs. Lacs

	Gratuity (Funded)					Leave encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Net liability at the beginning of the year	(233)	(127)	(124)	(125)	(43)	(437)	(300)	(253)	(225)	(182)
Employer gains/(expense)	(33)	(227)	(127)	(124)	(125)	(107)	(204)	(83)	(81)	(72)
Contributions	233	127	124	125	43	109	71	44	53	29
Acquisitions/business combinations	-	(6)	-	-	-	-	(4)	(8)	-	-
Net liability at the end of the year	(33)	(233)	(127)	(124)	(125)	(435)	437	(300)	(253)	(225)

IV. Expense recognized during the year:

Rs. Lacs

	Gratuity (Funded)					Leave encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Current service cost	95	72	85	48	44	52	34	48	49	39
Interest cost	81	62	48	40	28	30	23	19	16	13
Expected return on plan assets	(71)	(53)	(43)	(35)	(26)	-	-	-	-	-
Past service cost	-	-	-	34	-	-	-	9	-	-
Actuarial losses/(gains)	(72)	146	37	37	79	25	147	7	16	20
Net gratuity / leave encashment expense / (income)	33	227	127	124	125	107	204	83	81	72

Notes to the financial statements for the year ended 31 March 2014

V. Actuarial assumptions:

Rs. Lacs

	Gratuity (Funded)					Leave encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Discount rate	9.25%	8.00%	8.60%	8.00%	8.00%	9.25%	8.00%	8.60%	8.00%	8.00%
Expected return on assets	8.00%	8.00%	8.00%	8.00%	8.00%	-	-	-	-	-
Salary escalation	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
Mortality	Indian Assured Live Mortality (2006-08) ult. modified	Indian Assured Live Mortality (2006-08) ultimate	LIC 1994-96 ultimate	LIC 1994-96 ultimate	LIC 1994-96 ultimate	Indian Assured Lives Mortality (2006-08) ult.	Indian Assured Live Mortality (2006-08) ultimate	LIC 1994-96 ultimate	LIC 1994-96 ultimate	LIC 1994-96 ultimate

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

VI. Percentage of each category of plan assets to the fair value of plan assets as at 31 March 2014

The plan assets of the trust has been invested 100% (previous year 100%) with the schemes of insurance companies.

VII Net asset / (liability) recognized in Balance Sheet (including experience adjustment impact)

Rs. Lacs

	Gratuity (Funded)					Leave Encashment (Unfunded)				
	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Defined benefit obligation at end of the period	(1,082)	(1045)	(744)	(626)	(521)	(435)	(437)	(300)	(253)	(225)
Plan assets at end of the period	1,049	812	617	502	396	-	-	-	-	-
Funded status	(33)	(233)	(127)	(124)	(125)	(435)	(437)	(300)	(253)	(225)
Experience gain / (loss) adjustments on plan liabilities	(5)	(70)	(47)	(31)	(108)	(54)	(103)	(23)	(16)	(24)
Experience gain / (loss) adjustments on plan assets	7	48	(26)	(6)	19	-	-	-	-	-
Actuarial gain / (loss) due to change on assumptions	69	(124)	36	-	10	29	(45)	16	-	4

(b) Provident Fund, Superannuation Fund and other defined contribution schemes:

The company contributed **Rs. 642 lacs** (31 March 2013: Rs. 560 lacs) to defined contribution scheme (Provident fund, superannuation fund and others) during the year ended 31 March 2014.

Notes to the financial statements for the year ended 31 March 2014

31. Commitments and contingent liabilities:

Rs. Lacs

		31 March 2014	31 March 2013
i)	Outstanding capital commitments for tangible assets	1,581	3,037
ii)	Outstanding capital commitments for intangible assets	45	893
iii)	Disputed sales tax matters, excise matters, income tax matters and other matters contested in appeals (These disputes mostly relate to arbitrary disallowances of claims of the Company under various state laws, which are under appeal. The management is of the view that these demands are not sustainable in law and is hopeful of succeeding in appeals.)	1,084	1,445
iv)	Other claims against the Company not acknowledged as debts (#)	39	116

(#) The Company obtained a bank guarantee of Rs. 16 lacs in connection with the execution of a civil contract awarded by the State Health Department, Government (Govt.) of West Bengal. Following a dispute, the State Health Department, Govt. of West Bengal invoked the said Bank Guarantees whereupon the Company challenged such invocation by way of a writ petition before the Hon'ble Calcutta High Court. The Hon'ble High Court allowed an interim order of injunction dated 22 May 2003 restraining the State Health Department not to give any effect to the invocation of the guarantee till further order with the condition that the guarantee shall be renewed from time to time. The bank guarantee expired and has not been renewed since the case has been dismissed by the Hon'ble Calcutta High Court. The amount has been included in Claims against the Company not acknowledged as debts as at 31 March 2014 and 31 March 2013.

Notes to the financial statements for the year ended 31 March 2014

32. Segment reporting- Information pursuant to Primary Business segment

Rs. Lacs

	Year ended 31 March 2014			
	Engineering	Home Appliances	Unallocated	Total
Revenue from Operations - external	17,749	84,398	-	102,147
	15,596	75,995	-	91,591
Other income - external	130	361	326	817
	212	488	469	1,169
Total revenue	17,879	84,759	326	102,964
	15,808	76,483	469	92,760
Segment results before finance cost	972	2,952	(848)	3,076
	1,149	3,783	(571)	4,361
Less: finance cost				143
				20
Profit before tax				2,933
				4,341
Segment assets	14,867	40,367	8,887	64,121
	11,937	31,871	10,026	53,834
Segment liabilities	3,569	23,651	3,177	30,397
	2,783	16,602	2,885	22,270
Other segment information:				
Depreciation/ amortisation	781	1,357	121	2,259
	569	1,132	131	1,832
Tangible capital expenditure	2,140	3,343	21	5,504
	3,525	1,499	9	5,033
Intangible capital expenditure	13	1,330	2	1,345
	8	184	226	418
Non cash expenditure other than depreciation / amortisation	40	27	43	110
	47	201	40	288

(Figures for the previous year, 31 March 2013, have been shown below each item)

The Company is primarily engaged in business of home appliances and engineering components. Accordingly the Company considers the above business segment as the primary segment. Segment revenue, segment result, segment asset and segment liabilities include the respective amount identifiable to each of the segments as also amounts allocated on reasonable basis. The expenses, which are not directly relatable to the business segment, are shown as unallocable corporate cost and grouped as "Unallocated". Assets and liabilities that cannot be allocated between the segments are shown as unallocable corporate assets and liabilities and are grouped as "Unallocated".

There is no geographical segment identified by the Company.

Notes to the financial statements for the year ended 31 March 2014

33. Related party transactions

The Company has the following related parties in accordance with Accounting Standard 18 “Related Party Disclosures” notified under Section 211 (3C) of the Companies Act, 1956.

Investor Company:	IFB Automotive Private Limited
Associate Company:	IFB Agro Industries Limited, Travel Systems Limited, Thai Automotive and Appliances Limited, Global Automotive and Appliances Limited, IFB Appliances Limited
Key Management Personnel:	<p>Mr. Bijon Nag, <i>Executive Chairman</i></p> <p>Mr. Bikram Nag, <i>Joint Executive Chairman and Managing Director</i></p> <p>Mr. Prabir Chatterjee, <i>Director and CFO</i></p> <p>Late Mr. Dipak Mitra, <i>President – Legal (expired on 02 Feb 2014)</i></p> <p>Mr. Gautam Dasgupta, <i>Mentor</i></p> <p>Mr. A K Nag, <i>Sr. Vice President, Corporate Affairs</i></p> <p>Mr. Rajshankar Ray, <i>CEO, Home Appliances Division</i></p> <p>Mr. A.S. Negi, <i>National Service Head , Home Appliances Division</i></p> <p>Mr. Jayanta Chanda , <i>National Service Accounts Head, Home Appliance Division</i></p> <p>Mr. Govindaraj Collegal, <i>Factory Head, Goa factory</i></p> <p>Mr. Partha Sen, <i>CEO, Kolkata Engineering Factory</i></p> <p>Mr. K.R.Krishna Prasad, <i>CEO, Bangalore Engineering Factory.</i></p> <p>Mr. B.M. Shetye, <i>Vice President, R & D, Home Appliances Division</i></p> <p>Mr. Rajan Rahi, <i>Vice President, Sales, Home Appliances Division</i></p> <p>Mr. Raman Lal Shetye, <i>Head, Supply-chain management, Home Appliance Division</i></p> <p>Mr. Dipak Sen, <i>Vice President, Corporate Affairs & Strategies</i></p> <p>Mr. G. Ray Chowdhury, <i>Company Secretary</i></p> <p>Mr. Ritesh Agarwal, <i>Deputy Company Secretary & Head Banking</i></p> <p>Mr. Susanta Das, <i>Head of Personnel and Administration</i></p> <p>Mr. Uma Shankar Ghosh Dastidar, <i>Head – Taxation</i></p> <p>Mr. Arup Das <i>Head Marketing , Engineering Division</i></p> <p>Mr. Diptanil Saha, <i>DGM, Corporate Affairs</i></p> <p>Mr. Sukhdev Nag, <i>Regional Manager, South</i></p> <p>Mr. T.R. Ramesh, <i>Regional Manager, East</i></p> <p>Mr. Ranjan Mohan Mathur, <i>Regional Manager, North</i></p> <p>Mr. Soumitra Goswami, <i>DGM, Accounts and Finance</i></p> <p>Mr. Ashok Hazra, <i>AGM - Accounts, Bangalore Engineering Factory</i></p>

Notes to the financial statements for the year ended 31 March 2014

33. (a) Transactions with related parties:

Rs. Lacs

		Key Management Personnel		Investor Company/ Associate Companies		Total	
		31 March 2014	31 March 2013	31 March 2014	31 March 2013	31 March 2014	31 March 2013
i)	Sales, service and other income	-	-	2,490	3,636	2,490	3,636
ii)	Purchases	-	-	63	400	63	400
iii)	Purchase of duty entitlement pass book licence	-	-	101	22	101	22
iv)	Purchase of fixed assets	-	-	136	-	136	-
v)	Allotment of shares including share premium	-	-	-	3,444	-	3,444
vi)	Remuneration	983	924	-	-	983	924
vii)	Expenditures on other services	-	-	3,536	2,464	3,536	2,464
viii)	Reimbursement of expenses	-	-	234	87	234	87
ix)	Advance written off	-	-	-	1	-	1
x)	Outstanding balances:						
	Trade receivables	-	-	263	253	263	253
	Deposits given	2	2	218	218	220	220
	Advances given	7	5	68	38	75	43
	Trade payables	-	-	127	121	127	121
	Deposits taken	-	-	1	1	1	1

Notes to the financial statements for the year ended 31 March 2014

33 (b) Disclosure in respect of material related party transactions:

Rs. Lacs

		31 March 2014	31 March 2013
(i)	Sales, service and other income (a) IFB Automotive Private Limited	2,455	3,599
(ii)	Purchases (a) Thai Automotive and Appliances Limited (b) IFB Automotive Private Limited	49 13	243 157
(iii)	Purchase of duty entitlement pass book licence (a) IFB Agro Industries Limited	101	22
(iv)	Purchase of fixed assets (a) IFB Automotive Private Limited	136	-
(v)	Expenditure on other services (a) IFB Automotive Private Limited (b) Travel Systems Limited (c) IFB Appliances Limited	111 749 2,661	134 621 1,695
(vi)	Reimbursement of expenses (a) IFB Automotive Private Limited	230	85
(vii)	Outstanding balances: trade receivables (a) IFB Automotive Private Limited	258	250
(viii)	Outstanding balances: deposits given (a) IFB Agro Industries Limited (b) IFB Automotive Private Limited	168 50	168 50
(ix)	Outstanding balances: advances given (a) IFB Agro Industries Limited (b) IFB Automotive Private Limited (c) Travel Systems Limited	22 46 -	18 3 17
(x)	Outstanding balances: trade payables (a) IFB Automotive Private Limited (b) Travel Systems Limited (c) IFB Appliances Limited	6 4 117	6 27 86
(xi)	Outstanding balances: deposits taken (a) IFB Automotive Private Limited	1	1
(xii)	Allotment of shares including premium (a) IFB Automotive Private Limited	-	3,444

Notes to the financial statements for the year ended 31 March 2014

34. Other information

Rs. Lacs

		31 March 2014	31 March 2013
a)	Value of imports on CIF basis:		
	Raw materials and components	7,150	8,382
	Stores and spares	956	815
	Capital goods	2,549	2,864
b)	Expenditure in foreign currency (on accrual basis) on account of:		
	Foreign travel	102	122
	Professional fees	170	180
	Repairs and maintenance	-	12
	Others	49	19
c)	Earnings in foreign currency (on accrual basis) on account of:		
	FOB value of exports	521	222
	Others	-	9

35. Imported and indigenous raw materials and stores and spares consumed

	31 March 2014	31 March 2014	31 March 2013	31 March 2013
	% of total Consumption	Rs. Lacs	% of total Consumption	Rs. Lacs
Imported:				
Raw material	22.30%	7,979	27.60%	9,513
Stores and spares	24.09%	1,140	19.58%	953
Indigenous				
Raw material	77.70%	27,794	72.40%	24,956
Stores and spares	75.91%	3,593	80.42%	3,914
Total				
Raw material	100.00%	35,773	100.00%	34,469
Stores and spares (*)	100.00%	4,733	100.00%	4,867

(*) Includes consumption of spares as stated in note 26 amounting to **Rs. 3,820 lacs** (31 March 2013: Rs. 3,688 lacs) and cost of spares sold as stated in the statement of profit and loss amounting to **Rs. 913 lacs** (31 March 2013: Rs. 1,179 lacs).

Notes to the financial statements for the year ended 31 March 2014

36. Disclosure requirement for Derivatives Instruments

The Company uses foreign currency hedges to manage its risks associated with foreign currency fluctuations relating to certain existing foreign currency payables. The Company does not use derivative contracts for trading or speculative purposes.

The outstanding forward exchange contracts entered into by the company on account of :

	No. of contracts	USD (lacs)	Rs (Lacs)	No. of contracts	Euro (Lacs)	Rs (Lacs)
Amount Payables						
31 March 14	13	42	2,546	5	4	355
31 March 13	-	-	-	-	-	-
Buyers credit						
31 March 14	10	29	1,727	3	4	367
31 March 13	-	-	-	-	-	-

The year end foreign currency exposures that have not been hedged are :

Particulars	USD	Rs	EURO	Rs	RMB	Rs	Total Rs
	Lacs	Lacs	Lacs	Lacs	Lacs	Lacs	Lacs
Amount Receivable							
31 March 14	1	58	1	54	-	-	112
31 March 13	-	12	1	49	-	-	61
Amount Payable							
31 March 14	51	3084	6	497	6	64	3645
31 March 13	37	2008	7	517	1	11	2536

37. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W

Supreet Sachdev

Partner

Membership number: 205385

Kolkata

29 May 2014

For and on behalf of the Board of Directors of **IFB Industries Limited**

Joint Executive Chairman and Managing Director

Director

Director and Chief Financial Officer

Company Secretary

Kolkata

29 May 2014

Bikram Nag

Dr. Rathindra Nath Mitra

Prabir Chatterjee

G. Ray Chowdhury

NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

IFB

IFB INDUSTRIES LIMITED

CIN: L51109WB1974PLC029637

Regd. Office: 14 Taratalla Road, Kolkata -700 088, India
Ph: (033) 30489299 Fax: (033) 30489230, E-Mail: investors@ifbglobal.com
Website: www.ifbindustries.com

ATTENDANCE SLIP

Regd. Folio No.

DP ID No.*

No. of shares

Client ID*

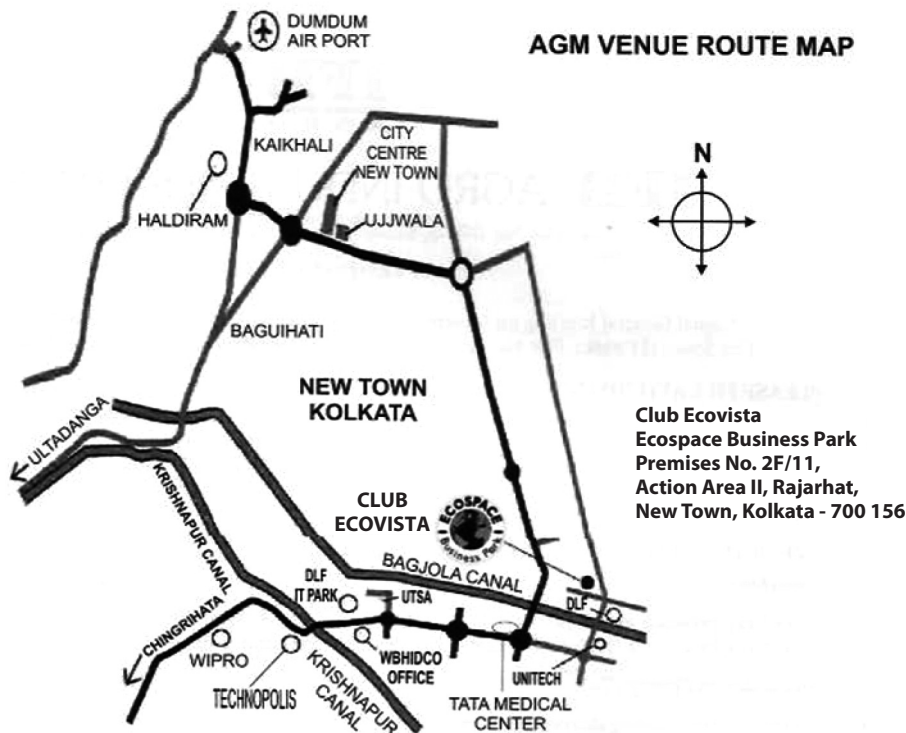
I certify that I am a member/proxy for the member of the company.

I / We hereby record my/our presence at the 38th Annual General Meeting of the Company at Club Ecovista, Ecospace Business Park, Premises No. 2F/11, Action Area II, Rajarhat, New Town, Kolkata - 700 156 on Wednesday, 30 July 2014 at 9.30 a.m.

Name of the member/proxy
(in Block Letters)

Signature of the member/proxy

- Note :
1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
 2. Members are requested to bring their copies of the Annual report to the AGM.
 3. Joint Shareholders may obtain additional Slip at the venue of the meeting.
- *Applicable for investors holding shares in electronic form.*



Venue Address :

Club Ecovista, Ecospace Business Park
Premises No. 2F/11, Action Area II,
Rajarhat, New Town, Kolkata-700 156

Route from Saltlake :

Cross Technopolis, DLF, Home Town, Techno India College, Tata Memorial Hospital and before hitting Bengal Unitech, turn left, cross the flyover and reach Ecospace.

Route from Airport :

Cross Space Town residence flyover, cross New Town City Centre, go straight and turn left, go straight till Narkel Bagan and turn left, cross Techno India College, Tata Memorial Hospital and before hitting Bengal Unitech, turn left and cross the flyover and reach Ecospace.

IFB INDUSTRIES LIMITED

CIN: L51109WB1974PLC029637

Regd. Office: 14 Taratalla Road, Kolkata -700 088, India
Ph: (033) 30489299 Fax: (033) 30489230, E-Mail: investors@ifbglobal.com
Website: www.ifbindustries.com

PROXY FORM

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No. / DP ID :	
Client ID :	

I/We, being the member(s) of shares of the above named 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) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Wednesday, 30 July 2014 at 09:30 a.m. at Club Ecovista, Ecospace Business Park, Premises No. 2F/11, Action Area -II, Rajarhat, New Town, Kolkata - 700 156 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	(see note 3)		
Ordinary Business		For	Against	Abstain
1.	To consider and adopt audited Balance Sheet, Statement of Profit and Loss, Report of Board of Directors, and of Auditors for the year ended 31 March 2014.			
2.	To appoint a Director in place of Mr. Sudip Banerjee who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint M/s Deloitte Haskins and Sells, Chartered Accountants, as the auditors of the company, in place of the retiring auditors M/s B S R & Co. LLP, Chartered Accountants.			
Special Business				
4.	To appoint Dr.Tridibesh Mukherjee as Independent Director for a term of five years.			
5.	To appoint Mr. R. Muralidhar as Independent Director for a term of five years.			
6.	To appoint Dr. Rathindra Nath Mitra as Independent Director for a term of five years.			
7.	To appoint Mr. Radharaman Bhattacharya as Independent Director for a term of five years.			
8.	To approve the remuneration of the Cost Auditor for the financial year ending 31 March 2015.			

Signed this day of, 2014

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

- Note :**
1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 38th Annual General Meeting.
 3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 4. Please complete all details including details of member(s) in the above box before submission.
 5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Good night,

switch on an IFB Air Conditioner and

sleep right.



With 6x filtered air for better sleep, IFB Air Conditioners deliver air free from micro particles, dust, allergens and bacteria. Climate control manages humidity to keep you comfortable. A powerful fan delivers 30% more cooling while high air flow reaches every corner of your room. Sleep tight with the IFB bedroom Air Conditioner.



**space
smart**

Everything easily fits into 2 voluminous vegetable trays, fresh lock and bread boxes, 3 large shelves, quick freeze zone, convertible box, water dispenser and convenient bottle rack. Preserve food for longest with blast freezing at -30°C.

IFB Refrigerators
start at a luxurious
335L capacity

12 eggs

5 strawberry boxes

1kg butter

4L French wine

1 orange souffle

5kg meat

2 yoghurt tubs

6 ready to fry snacks

2L milk

16 sauces

4kg frozen peas

12 bananas

40L vegetable space

2 bread loaves

8L chilled water

4kg fish

12 chicken sausages

6 energy drink cans

2 cakes

5 chocolates

5 ice cream tubs





Microwave Oven

Built in Oven

Dishwasher

Cooker Hood | Built in Hob

Refrigerator

Top Loader

Front Loader

100% Clothes Dryer

Air Conditioner

If undelivered please return to

IFB

IFB Industries Limited

Plot No IND-5, Sector 1, East Kolkata Township, Kolkata 700107

IFB IFB INDUSTRIES LIMITED

CIN: L51109WB1974PLC029637

Regd. Office: 14 Taratalla Road, Kolkata -700 088

Ph: (033) 30489299 Fax: (033) 30489230

E-mail : investors@ifbglobal.com • Website: www.ifbindustries.com

ANNEXURE TO THE NOTICE DATED 29TH MAY, 2014 OF THE ANNUAL GENERAL MEETING TO BE HELD ON 30TH JULY, 2014

Name of the sole / first named :
shareholder
incl. joint holders, if any

Address of sole / first named :
shareholder

Registered folio no. :
DP ID / Client ID

Number of share(s) held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 38th Annual General Meeting to be held on 30th July 2014, at 9.30 AM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below :

EVEN (E-voting event number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
21st July, 2014 9:00 A.M. IST	23rd July, 2014 6:00P.M. IST

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice dated 29th May, 2014 for the Annual General Meeting to be held on 30th July, 2014.

Please see overleaf

Steps for e-voting

1. User ID and Password for e-voting is provided in the table given on the face of this annexure to the AGM Notice. Please note that the password is an initial password.
2. National Securities Depository Limited (NSDL) shall also be sending the User-ID and Password, to those members whose e-mail addresses are registered with the company/Depository Participant (s). For members who have not registered their e-mail address can use the details as provided overleaf.
3. Launch internet browser and type the following URL: <https://www.evoting.nsdl.com>.
4. Click on "Shareholder-Login"
5. Put user ID and password as initial password noted in step (i) above. Click Login.
6. The **Password Change Menu** will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combinations of the two. Note new password.
7. Once the e-voting home page opens, click on **e-voting> Active Voting Cycles**.
8. Select the **EVEN (E-Voting Event Number)** of IFB Industries Limited (the number is provided in the attached document). Once you enter the number, the **Cast Vote** page will open. Now you are ready for e- voting.
9. Cast your vote by selecting your favoured option and click **Submit**. Also click **confirm** when prompted.
10. Upon confirmation, the message "**Vote caste successfully**" will be displayed.
11. Please note that once your vote is cast on the selected resolution, it cannot be modified.
12. Institutional shareholders (i.e. members other than individual, HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc., together with the attested specimen signature(s) of the duly authorised signatory(ies) who is/ are authorised to vote, to the Scrutinizer via email at: scrutinizerifbind@gmail.com, with a copy marked at evoting@nsdl.co.in.

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through '**Forgot Password**' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.: www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

NOTES

1. In case of any queries, you may refer the **Frequently Asked Questions (FAQs)** for Shareholders and **e-voting user manual** for shareholders available at the Downloads section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in.
2. The e-voting period commences on 21st July, 2014 (9 a.m.) and ends on 23rd July, 2014 (6 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th June, 2014 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
3. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **20th June, 2014** shall cast their vote electronically.
4. Mr. Jitendra Patnaik, Practising Company Secretary (Membership No. FCS 5045), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer, shall within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutiniser's Report of the vote cast in favour of or against, if any, forthwith to the Chairman of the Company.
6. The voting rights shall be in proportion to their shares of the paid up equity shares capital of the Company as on 20th June, 2014.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ifbindustries.com and on the website of NSDL within two days of passing of the resolutions at the 38th Annual General Meeting of the Company, on 30th July, 2014, and communicated to BSE Ltd, NSE Ltd and other concerned exchanges.

All documents referred to in the accompanying Notice and the Statement pursuant to section 102(1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days up to the date of declaration of the result of the 38th Annual General Meeting of the Company.

Registered office:
14 Taratalla Road
Kolkata, 700 088

Kolkata
May 29, 2014

By order of the Board of Directors
For IFB Industries Limited

G Ray Chowdhury
Company Secretary



FORM A

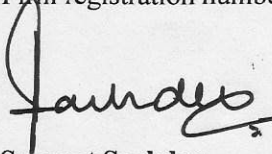
Covering letter to the annual audit report to be filed with the stock exchanges

1	Name of the Company:	IFB Industries Limited
2	Annual financial statements for the year ended	31 March 2014
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not applicable

for BSR & Co. LLP

Chartered Accountants

Firm registration number: 101248W



Supreet Sachdev

Partner

Membership number: 205385

Kolkata

29 May 2014

for IFB Industries Limited



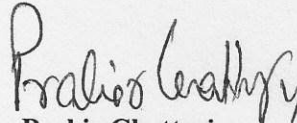
Bikram Nag

Jt. Executive

Chairman & MD

Kolkata

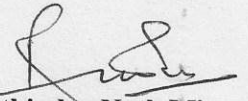
29 May 2014



Prabir Chatterjee

Director

Chief Financial Officer



Rathindra Nath Mitra

Chairman-Audit Committee