



INVESTMENT & PRECISION CASTINGS LTD

You Design, We Cast

Corporate Identification No. (CIN) :
L27100GJ1975PLC002692

REGD. OFFICE & WORKS
TELEPHONE
FAX
E-MAIL
WEBSITE

NARI ROAD, BHAVNAGAR
GUJARAT, INDIA 384 006
(91) (278) 252 3300 to 04
(91) (278) 252 3500 to 02
direct1@ipcl.in
www.ipcl.in

ISO 9001 : 2008
TS 16949 : 2009
ISO 14001 : 2008
OHSAS 18001 : 2007
Certified Company

FORM A

1.	Name of the Company	INVESTMENT & PRECISION CASTINGS LTD
2.	Annual Financial Statements for the year ended	31 March 2015 (F.Y. 2014-2015)
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Repetitive since 31 March 2002 (F.Y. 2001-2002)

For INVESTMENT & PRECISION CASTINGS LTD

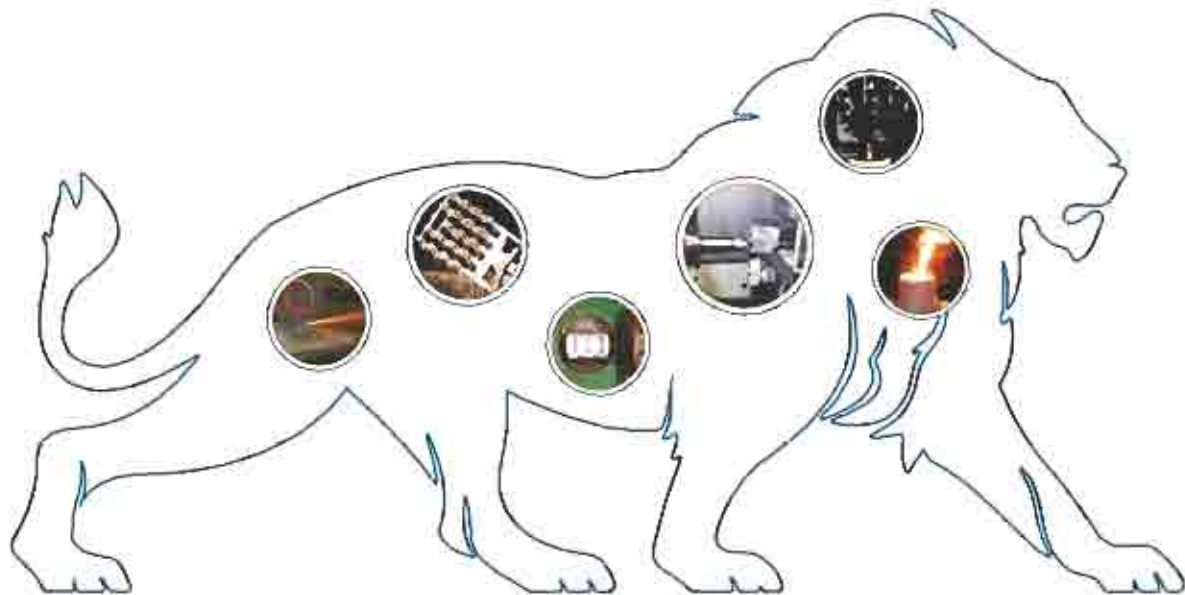
(Piyush I. Tamboli)
CHAIRMAN & MANAGING DIRECTOR



ISO 9001 : 2008
TS 16949 : 2009
ISO 14001 : 2004
OHSAS 18001 : 2007
AD 2000 - Merkblatt Wo
PED 97/23/EC
EN 9100:2009
Certified Company
DUNS No.: 95-050-1435
Type Approval From
CEMILAC, DRDO for
AEROSPACE Castings



SINCE : 1975



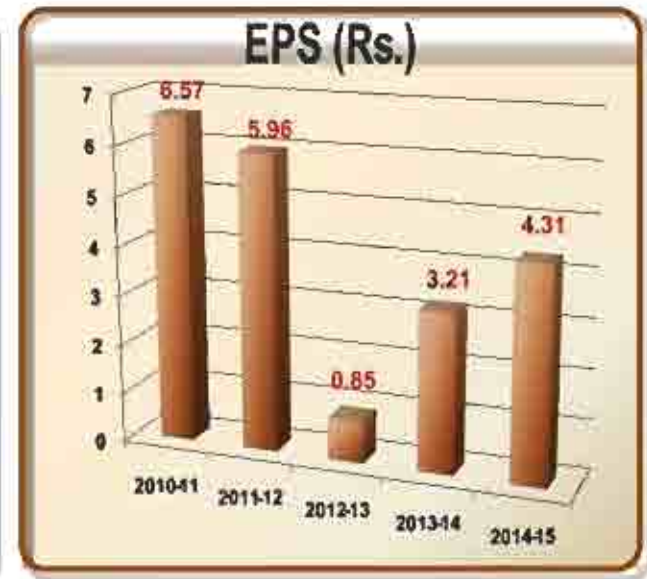
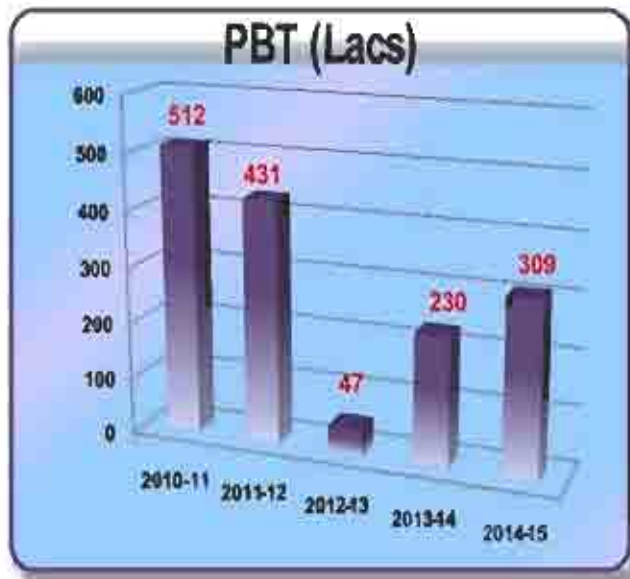
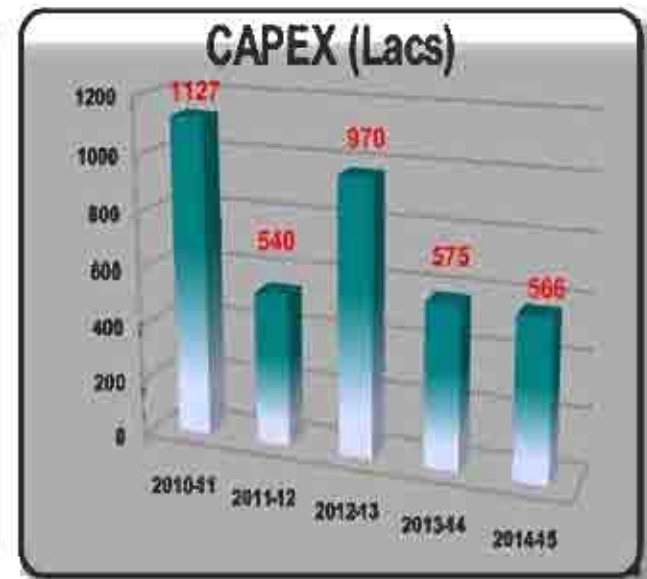
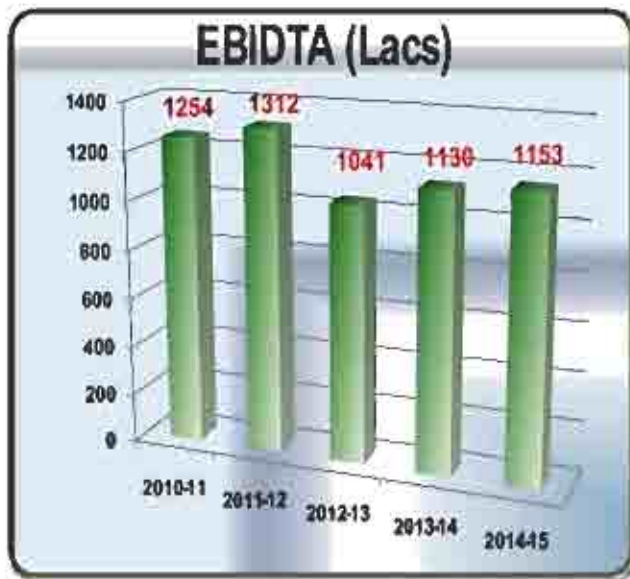
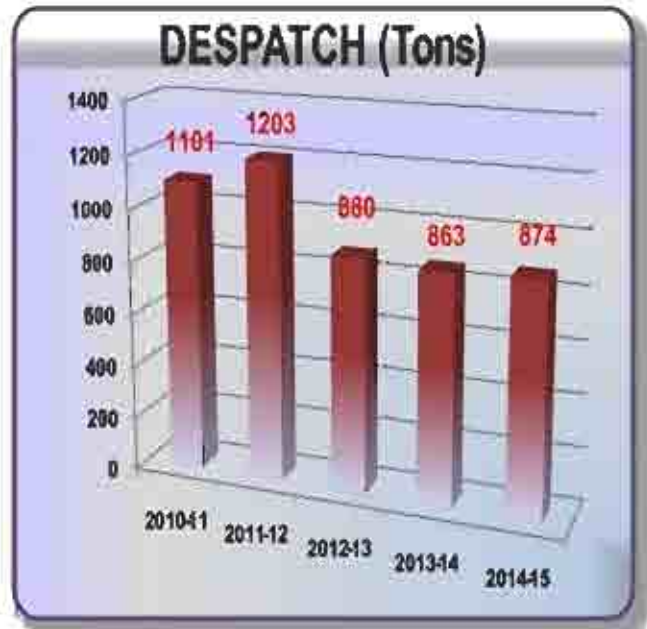
40th ANNUAL REPORT 2014-2015

INVESTMENT & PRECISION CASTINGS LTD.

You Design, We Cast

Corporate Identification No. (CIN) :
L27100GJ1975PLC002692

REGD. OFFICE : NARI ROAD, BHAVNAGAR
& WORKS GUJARAT, INDIA-364 006
TELEPHONE : (91) (0278) 252 3300 to 04
FAX : (91) (0278) 252 3500 to 02
EMAIL : direct1@ipcl.in
WEBSITE : www.ipcl.in



INVESTMENT & PRECISION CASTINGS LTD

BOARD OF DIRECTORS	:	Shri Piyush I. Tamboli Shri Akshay R. Shah Shri J. M. Mappaonkar Shri Girish C. Shah Shri R. K. Menon Smt. V. P. Tamboli Shri I. F. Tamboli Ms. Hetal B. Kapadiya	Chairman & Managing Director Independent Director Independent Director Independent Director Executive Director Director Chairman Emeritus Company Secretary & Compliance Officer
BANKERS	:	Bank of Baroda Lokhand Bazar, Main Branch, Bhavnagar, Gujarat	
AUDITORS	:	Sanghavi & Company Chartered Accountants Bhavnagar	
REGISTERED OFFICE & WORKS	:	Nari Road, Bhavnagar Gujarat 364 006. Telephone (91) (278) 2523300 to 304 E-Mail direct1@ipcl.in Website www.ipcl.in	
COMPANY IDENTIFICATION NUMBER (CIN)	:	L27100GJ1975PLC002692	
ISIN	:	INE155E01016	
BSE Scrip Code	:	504786	
CONTENTS	:	1. Notice 2 2. Directors' Report 13 3. Secretarial Audit Report 31 4. Management Discussion & Analysis 33 5. Corporate Governance 35 6. Independent Auditors' Report 42 7. Financial Statements 46	
		Subsidiary Information:	
		I&PCL Vacuum Cast Limited	67
		Consolidated Financial Statements	68

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF INVESTMENT & PRECISION CASTINGS LIMITED WILL BE HELD ON TUESDAY, AUGUST 11, 2015 AT HOTEL NILAMBAUG PALACE, BHAVNAGAR, AT 1630 HOURS, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the period ending on that date and the report of the Board Of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Smt. Vishakha P. Tamboli (DIN 06600319) who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Shri Akshay R. Shah (DIN 00367382) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Akshay R. Shah (DIN 00367382), who was appointed as a Director, liable to retire by rotation and whose terms expires at this annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the conclusion of this meeting until the conclusion of the Annual General Meeting of the Company in the calendar year 2020”

6. To appoint Shri J M Mapgaonkar (DIN 00348345) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri J M Mapgaonkar (DIN 00348345), who was appointed as a Director, liable to retire by rotation and whose terms expires at this annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of four years from the conclusion of this meeting until the conclusion of the Annual General Meeting of the Company in the calendar year 2019”

7. To appoint Shri Girish C. Shah (DIN 03009213) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Girish C. Shah (DIN 03009213), who was appointed as a Director, liable to retire by rotation and whose terms expires at this annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the conclusion of this meeting until the conclusion of the Annual General Meeting of the Company in the calendar year 2020”

8. To re-appoint Shri R K Menon (DIN: 00088753) as a Whole Time Director for a further period of five years effective from 1.5.2015. and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the consent of the shareholders of the Company, Shri R. K. Menon (DIN: 00088753), be and is hereby re-appointed as Whole Time Director with the title “EXECUTIVE DIRECTOR” of the company for a further period of five years effective from 1.5.2015 to 30.4.2020, on the terms and conditions of re-appointment and remuneration as contained in the draft agreement, a copy whereof initialled by the Chairman for the purpose of identification is place before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Shri R. K. Menon.

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

RESOLVED FURTHER THAT Shri Piyush I. Tamboli and Smt. Vishakha P. Tamboli Directors of the Company be and are hereby authorised severally to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company with Shri R. K. Menon and the common seal of the Company be affixed on the said agreement in the presence of any one of the above named Directors."

RESOLVED FURTHER THAT Shri Piyush I. Tamboli and Smt. Vishakha P. Tamboli Directors of the Company be and are hereby authorised severally to sign on behalf of the Company, necessary documents/forms to be filed with the Registrar of Companies, Ahmedabad concerning the aforesaid re-appointment of Shri R. K. Menon as Whole Time Director with the title “EXECUTIVE DIRECTOR” on the Board of Directors of the Company”.

RESOLVED FURTHER THAT a copy of the forgoing resolutions duly certified by any one of the above named Directors Shri Piyush I. Tamboli and Smt. Vishakha P. Tamboli, be furnished to relevant statutory authorities as may be required at a future date”.

9. Re-appointment and Payment of Remuneration to the Cost Auditors:

To appoint Cost Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, if applicable, and 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, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby re-appoint M/s. S. K. Rajani & Co., Cost Accountants (FRN 101113) Bhavnagar, as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-2016, at a remuneration of Rs. 35,000/- plus service tax and actual out-of-pocket expenses payable to M/s. S. K. Rajani & Co., Cost Accountants (FRN 101113) Bhavnagar.

Registered Office:
Nari Road, Bhavnagar
Gujarat 364 006, India
Dated: May 30, 2015
CIN: L27100GJ1975PLC002692
E-mail: direct1@ipcl.in investor@ipcl.in

BY ORDER OF BOARD OF DIRECTORS
Piyush I. Tamboli
CHAIRMAN & MANAGING DIRECTOR
DIN 00146033

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies/ bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The explanatory 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.
5. Copies of all documents referred to in the Notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the meeting of the Company.
6. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the meeting.

- 8 The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Ltd. the RTA to the Company.
- 9 The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the aforesaid venue of the meeting.
10. Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 40th AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the 40th AGM may also attend the 40th AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **8th August, 2015 (9:00 am)** and ends on **10th August, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **4th August, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "**remote e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of INVESTMENT & PRECISION CASTINGS LIMITED
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to alpesh.acs@gmail.com with a copy marked to evoting@nsdl.co.in

INVESTMENT & PRECISION CASTINGS LTD

- B. In case a Member receives physical copy of the Notice of 40TH AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

Initial password as mentioned below is provided in the enclosed letter, Subject: Process and manner for availing E-voting facility:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **4th August 2015**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **4th August 2015** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Investment & Precision Castings Ltd./MCS Share Transfer Agent Ltd. Ahmedabad.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 40th AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. CS Alpesh Dhandhlya of M/s. Alpesh Dhandhlya & Associates, Company Secretaries, Ahmedabad has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the 40th AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the 40th AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 40th AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ipcl.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

- 12 In case of the members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the members, the Chairman of the Company may order a poll on his own motion or on demand at the meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- 13 Register of Members shall remain closed from 3.8.2015 to 10.8.2015 (both days inclusive).**
- 14 Members desiring any information pursuant to an item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the meeting, to enable the Management to keep the information available at the meeting.
- 15 Members holding shares in dematerialised form are requested to bring their Client ID and DPID numbers and photo identity for easy identification of attendance at the meeting.
- 16 Under the provisions of Section 205-C of the Companies Act, 1956, dividends remaining unpaid/unclaimed for a period over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The members may write to the Company for claiming the amount if any, relating to following years before it is transferred to the IEPF.

Financial year ended	Date of Declaration of dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP fund
2007-2008	28.6.2008	27.6.2015	27.7.2015
2008-2009	17.8.2009	16.8.2016	16.9.2016
2009-2010	26.7.2010	25.7.2017	25.8.2017
2010-2011	12.8.2011	11.8.2018	11.9.2018
2011-2012	04.8.2012	03.8.2019	03.9.2019
2012-2013	07.8.2013	06.8.2020	06.9.2020
2013-2014	07.8.2014	06.8.2021	06.9.2021

- 17 Dividend, if sanctioned at the meeting, will be payable to the members whose names appear on the Company's Register of Members on the **Record Date 1ST August 2015 (SATURDAY)** and to those members who hold the shares in dematerialised form as per the record of Depositories, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), as on the close of the **1ST August, 2015**, Saturday before start of **Book Closure date from 3.8.2015 (MONDAY) to 10.8.2015 (MONDAY) both days inclusive.**
- 18 Members holding shares in dematerialised form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Ltd. 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat 380 009. TELEPHONES: 079 26582878, 26584027 E-MAIL: mcsahmd@gmail.com

20. Payment of Dividend through Electronic Clearing Service (ECS) facility:

Reserve Bank of India's Electronic Clearance Service (ECS) Facility provides investors an option to collect dividend directly through their bank accounts rather than receiving the same through post.

The Company has already started making payment of Dividend to the members through the said Electronic Clearing Service (ECS) facility since F. Y. 2006-2007.

Investors holding shares in physical form may send their ECS Mandate Form duly filled in, to the Company, R&TA. ECS Mandate Form is enclosed (Annexure A) for immediate use of investors. However, if shares are held in dematerialised form, ECS mandate has to be sent to the concerned Depository Participant (DP) directly in the format prescribed by the DP.

21. Members are requested to take note that copy of annual report will be sent to them as per their e-mail address registered with the R&TA of the Company in response to its letter dated 25.2.2012 regarding "GREEN INITIATIVE".

Registered Office:
Nari Road, Bhavnagar
Gujarat 364 006, India
Dated: May 30, 2015
CIN: L27100GJ1975PLC002692
E-mail: direct1@ipcl.in investor@ipcl.in

BY ORDER OF BOARD OF DIRECTORS
Piyush I. Tamboli
CHAIRMAN & MANAGING DIRECTOR
DIN 00146033

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 5, 6 & 7:

Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah are Independent Directors of the Company and have held the positions as such for more than 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 directors by a listed company.

It is proposed to appoint Shri Akshay R. Shah, Shri Girish C. Shah as Independent Directors to hold office for a period of five years and to appoint Shri J. M. Mapgaonkar for a period of four years, from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company in the calendar year 2020 and 2019 respectively under Section 149 of the Act and Clause 49 of the Listing Agreement.

Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah for the office of the company.

The company has also received declarations from Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah that they meet 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 Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah are independent of the Management.

Copy of the draft letters for respective appointments of Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

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

Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah are interested in the resolutions set out respectively at item No. 5, 6 & 7 of the Notice with regard to their respective appointments.

The relatives of Shri Akshay R. Shah, Shri J. M. Mapgoankar and Shri Girish C. Shah may be deemed to be interested in the resolutions set out respectively at item No. 5,6 & 7 of the Noticed to the extent of their 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 these resolutions.

The Board commends the Ordinary Resolutions set out at item No. 5, 6 & 7 of the Notice for approval by the shareholders.

Item No. 8 Re-appointment of Shri R. K. Menon as a Whole Time Director:

Shri R.K. Menon is proposed to be re-appointed for a further period of five effective from 1.5.2015 as a Whole Time Director with the tile "EXECUTIVE DIRECTOR" according to the provisions of sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

The Material terms of re-appointment and remuneration payable to Whole Time Director, upon receipt of approval of the members are as follows:

- | | | |
|-----|--------------------------|---|
| 1.0 | Period of Re-appointment | : Five years effective from 1.5.2015 |
| 2.0 | Nature of Duties | : As assigned by the Board Of Directors from time to time. |
| 2.1 | Title | : Whole Time Director with the title "EXECUTIVE DIRECTOR" |
| 3.0 | Remuneration: | |
| 3.1 | Salary | : Rs. 75,000/- per month in the scale of Rs. 75,000-5,000-90,000/- with the future increments due on 1st April every year thereafter. |

- 3.2 House Rent Allowance : Rs. 10,000/- per month.
- 3.3 Commission : 1 % on Company's net profit.
- 3.4 Perquisites and Benefits : In addition to the salary and commission, perquisites in respect of the following will be allowed.

CATEGORY A:

- I Conveyance allowance : Rs. 5,000/- per month towards expenses incurred on conveyance in relation to Company's work.
- ii Medical Reimbursement : Reimbursement of medical expenses for self and family at actuals as per Company's rules.
- iii Leave Travel Concession : As applicable to other Executives of the Company.
- iv Personal Accident Insurance : Premium not exceeding Rs. 6,000/- per annum.

For the purpose of this part, family means spouse, dependent children and parents.

CATEGORY B:

- I Provident Fund : Nil
- ii Gratuity Fund : Nil
- iii Superannuation Fund : Nil

CATEGORY C:

Telephone at residence will be provided. Personal long distance calls on telephone shall be billed by the Company.

OTHER ALLOWANCES & BENEFITS:

This will be as applicable to Senior Executives of the Company.

The Board of Directors recommend the **SPECIAL RESOLUTION** for your approval. Shri R.K. Menon is interested and concerned in the above resolution as it relates to his appointment as Whole time Director. None of the other Directors present is interested in the above resolution.

This explanatory statement is and should be treated as an abstract of the agreement under the section as applicable of the Companies Act, 2013, to be entered into between the Company and the Whole Time Director, Shri R. K. Menon.

Item No. 9 Re-appointment of Cost Auditor:

Your company carries out an audit of cost records relating to the principle product of the Company viz. "Un machined and Machined, Ferrous and Non-ferrous alloys Investment Casting" according to the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013. Your company has re-appointed M/s. S. K. Rajani, Cost Accountants, Bhavnagar, as the Cost Auditors to audit the cost accounts of the company for the Financial Year 2015-2016.

The Board of Directors recommend the **Ordinary Resolution** for your approval. None of the other Directors present in interested in the above resolution.

Information about appointees:

Name of Director	Shri R. K Menon	Shri Akshay R. Shah	Shri J M Mappgaonkar	Shri Girish C Shah	Smt. V.P. Tamboli
Date of Birth	30.3.1936	4.3.1976	13.2.1949	5.2.1954	23.6.1968
Date of appointment/re-appointment	1.5.2015 Re-appointment	11.8.2015 Re-appointment	11.8.2015 Re-appointment	11.8.2015 Re-appointment	11.8.2015 Re-appointment
Qualification	Graduate of Science	FCA	Engineer	Businessman	Engineer (B.E. Civil)
Designation	Whole Time Director	Independent Director	Independent Director	Independent Director	Woman Director
Chairman/Director of other companies	I&PCL Vacuum Cast Ltd Tamboli Foundry Supplies & Services Ltd. Iventa Steels Pvt. Ltd..	Sunham Home Fashions Pvt.Ltd. Sweetyet Development Distribution (INDIA) Pvt. Ltd. The Sound Brand Consulting and Strategic Research Pvt. Ltd..	Fairfield Atlas Gears Ltd. BELGAM	I&PCL Vacuum Cast Ltd The Geakwar Mills Ltd. Mumbai	Meche Pvt. Ltd.
Experience	40 years experience in foundry in various senior management positions. He has also a wide experience of managing affairs of one of the leading ship breaking units in Bhavnagar.	He specialises in the field of FEMA, Service tax, out-sourcing and company secretarial matters. He is also on the Board of Directors of many companies.	One of the senior most executives from Mahindra & Mahindra.	Successful businessman, builder and developer engaged in the activity of construction of residential flats, commercial complex and development of realty estate. He holds various prestigious positions at state level. He is also on the Board of Directors of many companies.	Carrying on business of FASHION JEWELLERY.

INVESTMENT & PRECISION CASTINGS LTD

Name of Director	Shri R. K Menon	Shri Akshay R. Shah	Shri J M Mapgaonkar	Shri Girish C Shah	Smt. V.P. Tamboli
Chairman/Member of committees of Board of company of which he/she is a Director	--	4 (member) 1 (chairman)	3 (member) 2 (chairman)	3 (member) 2 (chairman)	1 (member) 1 (chairman)
No. of shares held	1,600	X	X	X	3,13,200
Comparative Remuneration Profile with respect to industries, size of the Company, Profile of the Position and person	The remuneration of the appointees/re-appointees is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position and enrich knowledge and vat experience of the appointees/re-appointees. He/She shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.				

Registered Office:
Nari Road, Bhavnagar
Gujarat 364 006, India
Dated: May 30, 2015
CIN: L27100GJ1975PLC002692
E-mail: direct1@ipcl.in investor@ipcl.in

BY ORDER OF BOARD OF DIRECTORS
Piyush I. Tamboli
CHAIRMAN & MANAGING DIRECTOR
DIN 00146033

DIRECTORS' REPORT: 2014-2015

To
The Members

The Directors have pleasure in presenting the Directors' Report and audited statement of accounts of the Company for the period ended on March 31, 2015.

1. Financial Results:

	<u>2014-2015</u>	(Rs. in Lacs) <u>2013-2014</u>
Total Income	7487.45	6949.46
Profit Before Taxation	309.34	229.69
Less: Tax Expenses:		
1. Current	77.00	83.00
2. Deferred	18.84	-13.14
3. Earlier Years' Tax	-1.87	0.68
Profit After Taxation	215.36	159.14
Which has been appropriated as follows:		
1. Proposed Dividend	25.00	25.00
2. Corporate Dividend Tax	5.09	4.25
3. General Reserve	185.27	129.89

- 2. Operations:** The total Income during the year went up by over 7 % over the previous year. The profit before finance costs, depreciation and tax (EBITDA) increased to Rs. 1152.51 Lacs from Rs. 1129.53 Lacs in the previous year.

There are no material changes and commitments which affect the financial position of the Company as on the date of this report since March 31, 2015.

There was no change in the nature of the business during the year under review.

- 3. Dividend:** The Directors are pleased to recommend a Dividend for the period ended March 31, 2015 @ Rs. 0.50 per share on 50, 00,000 Equity Shares for financial year 2014-2015 amounting to Rs. 25.00 Lacs as against Rs. 0.50 per share, amounting to Rs. 25.00 Lacs for last financial year 2013-2014, subject to approval of the members at this Annual General Meeting.
- 4. Research & Development:** Product Development and Process Improvements actively continued during the year.
- 5. Wind Power Project:** The Company's two Wind Turbine Generators are operating satisfactorily.
- 6. Director and Key Managerial Personnel:** The Details of re-appointment of the Directors:

Smt. Vishakha P. Tamboli (DIN 06600319) retires by rotation as required by the Companies Act, 2013, and being eligible, offers herself for re-election.

Shri Akshay R. Shah (DIN 00367382) and Shri Girish C. Shah (DIN 03009213) and Shri J. M. Mapgoankar (DIN 00348345) are being appointed for a period of five years and for a four years respectively as Independent Directors under Section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company in the calendar year 2020 and in the calendar year 2019 respectively.

Shri R. K. Menon has been re-appointed as the Whole Time Director with the title “EXECUTIVE DIRECTOR” for a further period of five years effective from 1.5.2015.

7. **Declaration from Independent Directors:** The Company has received necessary declaration from each Independent Director of the Company under section 149 (7) of the Companies Act, 2013 that the Independent Director of the Company meet with the criteria of their Independence laid down in Section 149 (6).
8. **Audit Committee:** The Audit Committee comprises Independent Directors namely Shri Akshay R. Shah (Chairman), Shri J. M. Mapgaonkar, Shri Girish C. Shah and Shri Piyush I. Tamboli as other Members. All the recommendations made by the Audit Committee were accepted by the Board.
9. Policy laid down by the Nomination and Remuneration Committee for remuneration of Directors, Key Menegarial Persons (KMP) and other employees and the criteria formulated by the committee for determining qualifications, positive Attributes, Independence of a Director. **Please refer Annexure A attached to this report.**
10. **Vigil Mechanism:** The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee. The policy on vigil mechanism and whistle blower policy may be accessed on the Company’s website at the address www.ipcl.in.
11. **Directors’ Responsibility Statement:** Your Directors confirm that:
 - a) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no departure from the same;
 - b) they have selected prudent accounting policies;
 - c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - d) they have prepared the annual accounts on a ‘going concern’ basis;
 - e) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
12. **Information about the Financial Performance/Financial Position of the Subsidiary:** The summary information on the balance sheet of the subsidiary company is given in this annual report on page No. 67
13. **Extract of Annual Return:** Eextract of Annual Return of the Company is annexed herewith as **Annexure B** to this report.

- 14. Secretarial Audit Report:** The Board has appointed CS Alpesh Dhandhalya, practising company secretary, of CS Alpesh Dhandhalya & Associates, Companies Secretaries, Ahmedabad, to conduct Secretarial Audit for the financial year 2014-2015. The Secretarial Audit Report for the financial year ended March 31, 2015 contains reservation and remarks regarding:

Appointment of Company Secretary and Chief Financial Officer to be made pursuant to the provisions section 203 of the companies Act, 2013 and rules made thereunder, applicable for financial year 2014-15

In this regard the company wish to inform that the company has made appointments for the post of chief financial officer and the company secretary as on 20.10.2014 and as on 1.2.2015 respectively.

E-voting facility to be provided to the Members of the Company in their Annual General Meeting held on 07th August, 2014 pursuant to the Clause 35B of the Listing Agreement and SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014.

In this connection, the company wish to inform that for providing e-voting facility to the members, the company followed reference of the circular No. 1/34/2013-CL-V of MCA Govt. of India dated 17.6.2014 in which it was decided not to treat the relevant provision as mandatory till 31.12.2014 and in view of this, the Company was not required to provide e-voting for AGM held on 7.8.2014.

The Company has not promptly notified to the Stock Exchanges regarding appointment of Company Secretary as per Clause 30 of the Listing Agreement.

In this regard the company wish to inform that the Company has since complied with the said requirement and informed to the Stock Exchange for the same.

A copy of this report issued by CS Alpesh Dhandhalya & Associates, Companies Secretaries, Ahmedabad is enclosed as **Annexure C** with this report.

- 15. Significant and Material orders passed by the Regulators:** During the year there were no orders passed by the regulators which affected the going concern of the Company's operation, present and future.
- 16. Internal Financial Controls:** The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.
- 17. Particulars of Loans given, Investments made, Guarantees given and Securities provided:** Particulars of loans given, investment made along with the purpose for which the loan is proposed to be utilised by recipient are provided in the standalone financial statement. (Please refer to note 11, 12, 16 and 34 to the standalone statement).
- 18. Risks Management Policy:** The Company manages, and monitors on the principal risks and uncertainties that can impact its ability to achieve its objectives.

- 19. Corporate Social Responsibility Policy and annual report on CSR:** In pursuant to the provisions of section 135 and schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors was formed to recommend (a) the policy on Corporate Social Responsibility (CSR) and (b) implementation of the CSR Projects or Programs to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors.
- 20. Related Party Transactions:** All contracts/arrangements/transactions entered during the financial year with related parties were in the ordinary course of the business and on arm's length basis. During the year, the company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 34 to the Standalone financial statement which sets out related party disclosures.

- 21. Cost Audit:** Your company carries out an audit of cost records relating to the principle product of the Company viz. "Un machined and Machined, Ferrous and Non-ferrous alloys Investment Casting" according to the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013. Your company has proposed to appoint M/s. S. K. Rajani, Cost Accountants, Bhavnagar, subject to the approval of the members in this meeting, as the Cost Auditors to audit the cost accounts of the company for the Financial Year 2015-2016.
- 22. Listing with Stock Exchanges:** The Company is listed on The Bombay Stock Exchange Ltd. (BSE) since 1976. The company has paid listing fees to BSE for 2014-15 and 2015-16.
- 23. Corporate Governance and Shareholders Information:** The Company has complied with amended Clause 49 of listing agreement concerning strength of independent directors on the Board before March 31, 2015.
- 24. Secretarial Standards:** The Company has complied with amended secretarial standards except those notes mentioned in the secretarial audit report for 2014-15 The explanation for those notes are given under Para No.14 here above.
- 25. Segment Reporting:** As all the manufacture is of one class of products, segment wise reporting of the results is not applicable to your Company.
- 26. Accounting for Taxes on income:** Deferred Tax Liability of Rs. 18.84 Lacs, resulting from application of the Accounting Standard AS-22, has been debited to the amount available for appropriation for the present Financial Year, 2014-2015.
- 27. Management Discussion & Analysis:** The Management Discussion & Analysis is also enclosed.
- 28. Auditors:** The members will be requested at this Meeting to appoint Auditors and fix their remuneration. M/s. Sanghavi & Co., the existing Auditors, are eligible for re-appointment.
- 29. General:** Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:
- a) Details relating to deposits covered under Chapter V of the Companies Act, 2013.
 - b) No significant or material orders were passed by the Regulations or Courts or Tribunals which impact the going concern status and Company's operations in future.

INVESTMENT & PRECISION CASTINGS LTD

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

- 30. Appreciation:** The Directors thank the Bankers, Bank of Baroda, and the concerned authorities of the Government for their co-operation, and also record their appreciation for the efforts put in by the employees.

Registered Office:
Nari Road, Bhavnagar
Gujarat 364 006
Dated June 13, 2015

ON BEHALF OF THE BOARD OF DIRECTORS
Piyush I. Tamboli
CHAIRMAN & MANAGING DIRECTOR
DIN 00146033

ANNEXURE A TO DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

1. Introduction:

In terms of Section 178 of the Companies Act, 2013, and the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. This policy shall act as a guideline for determining, inter alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management.

2. Objective : The policy is framed with the following objectives:

- 2.1 That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- 2.2 That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 2.3 That the remuneration to Directors and Key Managerial Personnel (KMP) involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- 2.4 To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration.
- 2.5 To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.
- 2.6 To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 2.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8 To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

3. Definitions:

In this Policy, unless the context otherwise requires, the following definitions shall apply:

- 3.1 **'Act'** means Companies Act, 2013, and rules thereunder.
- 3.2 **'Board of Directors'** or **'Board'**, in relation to the Company, means the collective body of the directors of the Company.
- 3.3 **'Committee'** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 3.4 **'Company'** means INVESTMENT & PRECISION CASTINGS LIMITED.
- 3.5 **'Directors'** means Directors of the Company.
- 3.6 **'Independent Director'** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- 3.7 **'Key Managerial Personnel'** (KMP) means: (a) Chief Executive Officer and / or Managing Director, (b) Whole Time Director, (c) Chief Financial Officer, (d) Company Secretary, and (e) Such other officers as may be statutorily prescribed.
- 3.8 **'Ministry'** means the Ministry of Corporate Affairs.
- 3.9 **'Regulations'** refers to and comprises Companies Act, 2013, The Companies (Meeting of Board and its Powers) Rules, 2014, The Companies (Appointment and Qualification of Directors) Rules, 2014, The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Listing Agreement and such other rules and provisions as applicable to the matters dealt in by this Policy.
- 3.10 **'Senior Management Personnel'** for this purpose shall mean employees of the company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional / vertical heads.
- 3.11 Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Nomination and Remuneration Committee:

4.1 Guiding Principles for constitution of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee will consist of three or more nonexecutive directors, out of which at least one-half shall be independent director(s), provided that chairperson of the Company may be appointed as a member of this Committee but shall not chair such a Committee.

4.2 The Committee will meet at such intervals as it deems fit to carry out the objectives set out in the Policy. A quorum of two members) is required to be present for the proceedings to take place. The Committee members may attend the meeting physically or via permitted audio-visual mode, subject to the provisions of the applicable Regulations. The Committee shall have the authority to call such employee(s), senior official(s) and / or externals, as it deems fit.

5. Role of the Committee:

5.1 The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- ii. Identify persons who are qualified to become a Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- iii. Lay down the evaluation criteria for performance evaluation of Independent Directors and the Board;
- iv. Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- v. To devise a Policy on Board diversity.

5.2 The Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

5.3 Provided that Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious execution.

6. Applicability: This Policy is applicable to:

- a. Directors viz. Executive, Non-executive and Independent
- b. Key Managerial Personnel
- c. Senior Management Personnel
- d. Other Employees of the Company as may be decided by the Board

7. Appointment criteria and qualification:

7.1 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

7.2 For the appointment of KMP (other than Managing / Whole time Director) or Senior Management Personnel, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorized to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions / guidance.

8. Term / Tenure: The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the Clause 49, as amended from time to time. However, the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

9. Training of Independent Directors:

9.1 The company shall provide suitable training to Independent Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

9.2 The details of such training imparted shall be disclosed in the Annual Report.

10. Evaluation:

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

11. Disqualifications for Appointment of Directors:

11.1 Pursuant to section 164 of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company if:

- a. He is of unsound mind and stands so declared by a competent court;
- b. He is an undischarged insolvent;
- c. He has applied to be adjudicated as an insolvent and his application is pending;
- d. He has been convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
 - i. Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
 - ii. An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
 - iii. He has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

- iv. He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
- v. He has not complied with sub-section (3) of section 152.

11.2. No person who is or has been a director of a company which:

- a. Has not filed financial statements or annual returns for any continuous period of three financial years; or
- b. Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

12. Removal: The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any

13. Retirement: The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

14. Remuneration of Managing / Whole Time Director, KMP & Senior Management Personnel :

14.1 The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole Time Director will be determined by the Committee and recommended to the Board for approval. Subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder.

14.2 Further, the Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

15. Remuneration to Non-Executive / Independent Director: The remuneration / commission sitting fee, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / Shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the Clause 49, as amended from time to time.

16. Dissemination: The details of the Policy and the evaluation criteria as applicable shall be published on Company's website and accordingly disclosed in the Annual Report as part of Board's report therein.

ANNEXURE B TO DIRECTORS' REPORT**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31.3.2015****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. Registration and other details:**

CIN	L27100GJ1975PLC002692
Registration date	03.04.1975
Name of the Company	INVESTMENT & PRECISION CASTINGS LTD
Category / Sub-Category of the Company	Having share capital
Address of the registered office and contact details	Nari road, Bhavnagar Gujarat 364 006 India
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	MCS Ltd. 101 Shatdal complex, Opp. Bata show Room, Ashram Road, Ahmedabad Gujarat 380 009

II. Principal of business activities of the company:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Steel Castings	24310 FOR CASTINGS OF IRON AND STEEL 24320 FOR CASTING OF NON FERROUS METAL	100 %

III. Particulars of holding, subsidiary and Associate Companies:

Sr. no	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	Applicable Section
1	I&PCL Vacuum Cast limited	U27300GJ2010PLC062162	Wholly Owned Subsidiary	2 (87) (ii)

IV. Shareholding pattern (Equity share capital break up as percentage of Total Equity):**(i) Category-wise Shareholding:**

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	1609802	0	1609802	32.196	1649622	0	1649622	32.992	0.796
b) Central Govt.									

INVESTMENT & PRECISION CASTINGS LTD

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	809728	0	809728	16.195	809728	0	809728	16.195	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub total A(1)	2419530	0	2419530	48.391	2459350	0	2459350	49.187	0.796
(2) FOREIGN	0	0	0	0	0	0	0	0	0
a) NRI-individuals	0	0	0	0	0	0	0	0	0
b) Other	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies	0	0	0	0	0	0	0	0	0
Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	2419530	0	2419530	48.391	2459350	0	2459350	49.187	0.796
B) Public Shareholding									
1. INSTITUTIONS									
Mutual funds	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt.	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (Specify)	0	0	0	0	0	0	0	0	0
Sub Total B(1):-	0	0	0	0	0	0	0	0	0

INVESTMENT & PRECISION CASTINGS LTD

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. NON- INSTITUTIONS									
a) Bodies Corp.									
1) Indian	116682	0	116682	2.334	95666	0	95666	1.913	-0.421
2) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1384706	144469	1529175	30.584	1336635	142919	1479554	29.591	-0.993
ii) Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	735756	12000	747756	14.955	765295	12000	777295	15.546	0.591
c) Others (Specify)									
HUF	97473	0	97473	1.949	98357	0	98357	1.967	0.018
NRI	89384	0	89384	1.788	89778	0	89778	1.796	0.008
Sub total (B) (2) :-	2424001	156469	2580470	51.609	2385731	154919	2540650	50.813	-0.796
Total Public Share holding (B) = (B) (1) + (B) (2)	2424001	156469	2580470	51.609	2385731	154919	2540650	50.813	-0.796
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL A+B+C	4843531	156469	5000000	100	4845081	154599	5000000	100	0

ii Shareholding of Promoters:

Sl. No.	NAME OF SHARE HOLDER	SAHRE HOLDING AT THE BEGNING OF THE YEAR			SAHRE HOLDING AT THE END OF THE YEAR			% CHANGE DURING THE YEAR
		NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	%of Shares Pledged/ encumbered to total shares	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	%of Shares Pledged/ encumbered to total shares	
1	Meche Pvt. Ltd.	809728	16.195	0	809728	16.195	0	0
2	P I Tamboli	779602	15.592	0	819422	16.388	0	0.796
3	V P Tamboli	313200	6.264	0	313200	6.264	0	0
4	Jainam P Tamboli	296000	5.920	0	296000	5.920	0	0
5	P I Tamboli	96000	1.920	0	96000	1.920	0	0
6	I F Tamboli	108400	2.168	0	108400	2.168	0	0
7	Kavya P Tamboli	6400	0.128	0	6400	0.128	0	0
8	Kasturi H. Kamdar	6200	0.124	0	6200	0.124	0	0
9	Sarla I Tamboli	2400	0.048	0	2400	0.048	0	0
10	R K Menon	1600	0.032	0	1600	0.032	0	0
	TOTAL	2419530	48.391	0	2459350	49.187	0	0.796

(ii) Change in Promoter's Shareholding:

Sl. No.		SAHRE HOLDING AT THE BEGNING OF THE YEAR		Cumulative Shareholding during the year	
		No of Shares	% OF TOTAL SHARES OF THE COMPANY	No of Shares	% OF TOTAL SHARES OF THE COMPANY
	At the begning of the year	2419530	48.391	2419530	48.391
	29.8.14	13492	0.270	2433022	48.661
	5.9.14	19798	0.396	2452820	49.057
	16.9.14	6530	0.130	2459350	49.187
	All purchases from open market				
	At the End of the Year			2459350	49.187

(Iv) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% OF TOTAL SHARES OF THE COMPANY	No of Shares	% OF TOTAL SHARES OF THE COMPANY
	At the begning of the year	698949	13.979	698949	13.979
	Date wise Increase / Decrease in Share holding during the year	1.4.14 to 31.3.15 17534	0.351	716483	14.330
	At the End of the Year (or on date of Seperation if Seerated during the year)	--	--	716483	14.330

(V) Shareholding of Directors and Key managerial Personnel:

Sl. No.	For Each of the Directors and KMP	SAHRE HOLDING AT THE BEGNING OF THE YEAR		Cumulative Shareholding during the year	
		No of Shares	% OF TOTAL SHARES OF THE COMPANY	No of Shares	% OF TOTAL SHARES OF THE COMPANY
	At the beginning of the year	1190402	23.808	1190402	23.808
	29.8.14	13492	0.270	1203894	24.078
	5.9.14	19798	0.396	1223692	24.474
	16.9.14	6530	0.130	1230222	24.604
	All purchases from open market				
	At the End of the Year			1230222	24.604

V. Indebtedness:

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

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	308422645	0	0	308422645
ii) Interest Due but Not Paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
Total I + ii = iii	308422645	0	0	308422645
Change in indebtedness during the financial year				
i) Addition	0	0	0	0
ii) Reduction	1070244	0	0	
Net Change	1070244	0	0	1070244
Indebtedness at the end of the financial year				
	307352401	0	0	307352401
i) Principal Amount	307352401	0	0	307352401
ii) Interest Due but Not Paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
Total I + ii = iii	307352401	0	0	307352401

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		CMD	ED	
1	Gross salary	2100000	768000	2868000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0

INVESTMENT & PRECISION CASTINGS LTD

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		CMD	ED	
5	Others, please specify	0	0	0
	Total (A)	2100000	768000	2868000
	Ceiling as per the Act	2100000	768000	2868000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		A R shah	J M Mapgaonkar	Girish C Shah	Vishakha P. Tamboli	
1	Independent Directors					
	Fee for attending board committee meetings	104000	104000	104000	0	312000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	104000	104000	104000	0	312000
2	Other Non-Executive Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	33000	33000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	33000	33000
	Total (B)=(1+2)	104000	104000	104000	33000	345000
	Total Managerial Remuneration	104000	104000	104000	33000	345000
	Overall Ceiling as per the Act	104000	104000	104000	33000	345000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:
(if there is otherwise delete)

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	24000	233975	257975
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	24000	233975	257975

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

**ANNEXURE C TO DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
INVESTMENT & PRECISION CASTINGS LIMITED
Nari Road, Bhavnagar, Gujarat-364006, INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Investment & Precision Castings Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Audit Period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period)**.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/qualification:

- (a) *The Company has appointed Company Secretary as on 01st February, 2015 pursuant to the provisions of section 203 (1) (ii) of the Companies Act, 2013 and Rules made thereunder;*
- (b) *The Company has appointed Chief Financial Officer as on 20th October, 2014 pursuant to the provisions of section 203 (1) (iii) of the Companies Act, 2013 and Rules made thereunder;*
- (c) *The Company has not provided the E-voting facility to the Members of the Company in their Annual General Meeting held on 07th August, 2014 pursuant to the Clause 35B of the Listing Agreement and SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014.*
- (d) *The Company has not promptly notified to the Stock Exchanges regarding appointment of Company Secretary as per Clause 30 of the Listing Agreement.*

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- (a) Factories Act, 1948 and Rules made thereunder;
- (b) Payment of Bonus Act, 1965 and Rules made thereunder;
- (c) Minimum Wages Act, 1948 and Rules made thereunder;
- (d) Contract Labour (Regulation & Abolition) Act, 1970 and Rules made thereunder;
- (e) Employee State Insurance Act, 1948 and Rules made thereunder;
- (f) Provident Fund Act, 1952 and Rules made thereunder;
- (g) Apprentice Act, 1961 and Rules made thereunder; and

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

Place: Ahmedabad
Date: June 11, 2015

For ALPESH DHANDHYA & ASSOCIATES
COMPANY SECRETARY
CS Alpesh Dhandhya
(Proprietor)
ACS No. 32500
CP No. 12119

MANAGEMENT DISCUSSION & ANALYSIS**A. INDUSTRY STRUCTURE & DEVELOPMENT:**

The growth rate of Indian economy has been satisfactory during the year. The Indian automotive industry has shown a mixed trend under different segment of vehicles during the year.

B. OPPORTUNITIES, THREATS, RISKS & CONCERNS:**1. Opportunities:**

The next year forecast of the Indian Automotive Sector is projected to be stable. The Company has been able to retain market share from automobile sector customers which has resulted in adequate order position for the company. The export business has also helped the company to some extent. The company has been continued its focus on the development of new business in Aerospace sector which may help increase volume of business of the company.

2. Threats:

The entries of many new suppliers in the domestic market in automobile industries have affected the company to some extent. However, The Company has started to develop business with non-auto customers, which will balance the company's position in the market of investment casting.

3. Risks & Concerns:

The prevailing inflation rate and the uncertain volatile trend of increase/decrease in the cost of inputs, etc. and bank interest rates have effect on growth of the Company. Also, the frequent and uncontrolled increase in fuel cost has also affected automotive sector largely. All these factors have put strain on the business and margins of the company.

C. OUTLOOK:

Overall market seems improved as compared to last couple of years for IPCL. We also see good business potential from the Export market in coming years.

The Company has made need based Capital Investment during the year.

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate systems of internal control and documented procedures covering all financial and operating functions. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorised use or losses, and ensuring reliability of financial and operational information.

An Audit Committee of the Board of Directors comprising of Independent Directors and Whole Time Directors, which is functional from 2005-06 Financial Year, has reviewed regularly the audit plans, significant audit findings, adequacy of internal controls as well as compliance with Accounting Standards.

E. FINANCIAL PERFORMANCE:

Turnover (sales and other income from operations), net of Excise Duties, increased by over 7 % from Rs. 6949.46 Lacs to Rs. 7487.45 Lacs.

Expenditure increased by over 6 % from Rs. 6719.77 Lacs to Rs. 7178.11 Lacs, mainly on account of the increase in the turnover and level of production. During the year finance costs and depreciation cost decreased from Rs. 899.84 Lacs to Rs. 843.17 Lacs, a decrease of over 6 %.

Profit before depreciation, finance costs and tax increased from Rs. 1129.53 Lacs to Rs. 1152.51 Lacs.

The Company's Profit before Tax (PBT) increased from Rs. 229.69 Lacs to Rs. 309.34 Lacs.

F. HUMAN RESOURCES:

Industrial relations continued to be cordial during the year.

G. CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets, change in the Government regulations, tax laws and other statutes and incidental factors.

CORPORATE GOVERNANCE**1.0 BOARD OF DIRECTORS:**

The Board of Directors comprises six Directors out of which three are Non-Executive Directors and one Woman Director as on the date of the accompanying Notice, May 30, 2015. The Company has an Executive and Promoter Director as the Chairman. Out of the total strength of six directors fifty percent directors are independent directors. The company has complied with amended Clause 49 of listing agreement concerning strength of independent directors on the Board as on the date of the accompanying Notice, May 30, 2015. The day-to-day operations of the Company are being overseen by Shri Piyush I. Tamboli, Chairman and Managing Director. None of the Directors on the Company's Board is a member of more than ten Committees and Chairman of more than five Committees across all the companies in which he is a Director. The composition of the Board, details of remuneration paid, attendance at the Board Meetings (BM) held during the financial year under review and at the last Annual General Meeting (AGM), number of Directorships memberships/chairmanships in public companies (including the Company) are annexed herewith.

Information on appointment or re-appointment of Directors as required under Listing Agreement is given below:

Sr. No.	Name	Date of Birth	Date of *Appointment	Expertise In specific functional areas	No. of other Directorship
1	Shri R. K. Menon	30.3.1936	1.5.2015	Overall operations	3

* Re-appointed as a Whole Time Director with the title "EXECUTIVE DIRECTOR" for a further period of five years.

During the year under review, four Board Meetings were held on dates 30.5.2014, 7.8.2014, 20.10.2014, 29.1.2015.

2.0 Audit Committee: At present, the composition of the Audit Committee is as under:

1.	Chairman	:	Mr. Akshay R. Shah, (Independent Director)
2.	Members	:	Shri J. M. Mappaonkar, (Independent Director)
		:	Shri Girish C. Shah (Independent Director)
		:	Shri P. I. Tamboli, Chairman & Managing Director

During the year under review, the Audit Committee met four times on dates 30.5.2014, 7.8.2014, 20.10.2014, 29.1.2015.

3.0 Investor's Grievance Committee: At present, the composition of the Investors' Grievance Committee is as under:

1.	Chairman	:	Shri J. M. Mappaonkar (Independent Director)
2.	Members	:	Shri Akshay R. Shah, (Independent Director)
		:	Shri Girish C. Shah (Independent Director)
		:	Shri P. I. Tamboli, Chairman & Managing Director

During the year under review, the Investor's Grievance Committee met four times on dates 30.5.2014, 7.8.2014, 20.10.14 and 29.1.2015.

The status on the total number of Complaints received during the year were as follows:

# Complaints pending at the beginning of the year	:	0
# Complaints received during the year	:	0
# Complaints redressed and replied during the year	:	0
# Complaints pending at the end of the year.	:	0

4.0 Remuneration Committee: Presently, the composition of the Remuneration Committee is as under:

1.	Chairman	:	Shri Girish C. Shah, (Independent Director)
2.	Members	:	Shri Akshay R. Shah, (Independent Director)
		:	Shri J M Mapgaonkar (Independent Director)

4.1 Scope of the Remuneration Committee: The Remuneration Committee recommends/reviews remuneration of Whole Time Directors.

During the year under review, the Remuneration Committee met two times on dates 30.5.2014 and 29.1.2015.

5.0 Separate meeting of Independent Directors of the Company:

As per the provisions of Clause VII of the Schedule IV of the Companies Act, 2013 and Clause 49-II (B) of the Listing Agreement, the Independent Directors of the Company met on 26.3.2015. The independent directors in the meeting require, inter-alia:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

6.0 Corporate Social Responsibility (CSR) Committee: Presently, the composition of the CSR Committee is as under:

1.	Chairman	:	Shri Girish C. Shah, (Independent Director)
2.	Members	:	Shri Piyush I Tamboli, (Chairman & Managing Director)
		:	Shri J M Mapgaonkar (Independent Director)
		:	Smt. Vishakha P. Tamboli (Woman Director)

7.0 Sexual Harassment Committee: Presently, the composition of the committee is as under:

1.	Chairman	:	Smt. Vishakha P. Tamboli, (Woman Director)
2.	Members	:	Shri Girish C. Shah, Member & Alternate Chairman (Independent Director)
		:	Shri Akshay R. Shah (Independent Director)

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

8.0 As per the provision of Section 205 A read with Section 205 C of the Companies Act 1956, the Company has transferred unpaid dividends to the Investor Education and Protection Fund (IEPF).

9.0 Means of communication:

Half-yearly reports sent to each household of shareholders	Yes
Quarterly and Half Yearly Results	Published in The Economic Times & Maharashtra Times, Mumbai and Financial Express, Ahmedabad
Any Website where displayed	www.ipcl.in
Whether it displays official news releases and presentations made to institutional investors or to the analysts.	No
Whether Management Discussion & Analysis is a part of the Annual Report	Yes

Details of last three Annual General Meetings:

Annual General Meeting for Financial Year	:	2013-2014	2012-2013	2011-2012
Date	:	7.8.2014	7.8.2013	4.8.2012
Time	:	4.30 P.M.	4.30 P.M.	4.30 P.M.
Venue	:	Hotel Nilambaug Palace, Bhavnagar		

10.0 Disclosures:

During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with its promoters, directors, management and subsidiaries that had a potential conflict with the interest of the Company.

The Company has complied with various rules and regulations prescribed by stock exchanges, SEBI or any other statutory authority relating to the capital markets during the last three years. No penalties or structures have been imposed by them on the Company.

11.0 General Shareholder information:

11.1 Annual General Meeting:

Date & Time : August 11, 2015 at 4.30 p.m.
 Venue : Hotel Nilambaug Palace, Bhavnagar.

11.2 Registered Office : Nari Road, Bhavnagar, Gujarat 364 006.

11.3 Telephone Nos. : 2523300 to 04

11.4 E-mail : direct1@ipcl.in

11.5 Financial Calendar:

Quarter ending	:	30th June 2014	30th September 2014	31st December 2014	31st March 2015
Reporting Month	:	July 2014	October 2014	January 2015	May 2015

11.6 The Company has paid annual listing fees to The Bombay Stock Exchange Limited (BSE) in respect of the financial year 2014-2015.

11.7 Market Price Data: Market Price Data: High, Low during each month in last financial year:

Months	BSE High	BSE Low	Months	BSE High	BSE Low	Months	BSE High	BSE Low
April 14	57.90	49.50	Aug. 14	77.00	48.60	Dec. 14	126.05	78.00
May 14	56.05	40.50	Sept. 14	93.90	68.00	Jan. 15	127.80	97.50
June 14	64.70	47.50	Oct. 14	102.00	86.00	Feb. 15	119.00	98.00
July 14	58.50	50.35	Nov. 14	101.00	82.00	Mar. 15	109.00	84.20

11.8 Registrar and Transfer Agent: MCS SHARE TRANSFER AGENT LIMITED
 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room,
 Ashram Road, Ahmedabad, Gujarat 380 009.
 TELEPHONES: 079 26582878, 26584027
 Fax 079 26581296
 E-MAIL : mcsamd@reliancemail.net

11.9 Distribution of Shareholding as at end of 31st March 2015:

Category	No. of Shares held	Percentage (%) of Shareholding
Promoters	24,59,350	49.19
Nationalised Banks	0	0.00
Financial Institutions	0	0.00
Non Resident Indian	89,778	1.80
Others	24,50,872	49.01
Total	50,00,000	100.00

11.10 Distribution Schedule as on 31st March, 2015:

Number of Shares held	No. of Holders				Shares held in			
	Physical	%	Electronic	%	Physical	%	Electronic	%
Upto 250	35	22.01	2689	70.48	3469	2.24	219313	4.53
251 to 500	12	7.55	430	11.27	4800	3.10	170872	3.53
501 to 1000	76	47.80	305	7.99	60050	38.76	246480	5.09
1001 to 2000	27	16.98	206	5.40	41800	26.98	314390	6.49
2001 to 3000	0	0.00	66	1.73	0	0.00	168279	3.47
3001 to 4000	6	3.77	39	1.02	20000	12.91	137746	2.84
4001 to 5000	1	0.63	22	0.58	4800	3.10	100005	2.06
5001 to 10000	1	0.63	30	0.79	8000	5.16	219463	4.53
10001 and above	1	0.63	28	0.73	12000	7.75	3268553	67.46
Total	159	100.00	3815	100.00	154919	100.00	4845081	100.00

CEO CERTIFICATION UNDER CLAUSE 49 (V):

To

The Board of Directors

- (a) We have reviewed the attached financial statements and the cash flow statement for the year ended on 31 March 2015.

To the best of our knowledge and belief, we certify that:

- (i) these statements do not contain any materially un-true statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the company. We certify that no deficiencies in the design or operation of internal control were found.
- (d) We have indicated to the auditors about;
- (i) no significant changes in internal control during the year:
- (ii) no significant changes in accounting policies during the year.
- (iii) no instances of any fraud during the year under review.

Place : Bhavnagar

Dated : May 30, 2015

(Piyush I Tamboli)
CHAIRMAN & MANAGING DIRECTOR
DIN 00146033

CERTIFICATE

To,

The members of
Investment & Precision Castings Ltd.

We have examined the compliance of conditions of Corporate Governance by Investment & Precision Castings Limited for the year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the 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 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 agreements.

We state that one investor's grievance is pending for a period of less than one month, pending receipt of necessary documents from the investor.

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.

Place: Bhavnagar
Date: May 30, 2015

For and on behalf of
Sanghavi & Company,
Chartered Accountants,
FRN : 109099W
Manoj Ganatra
Partner
Member Ship No:043485
Bhavnagar

INVESTMENT & PRECISION CASTINGS LTD

Board of Directors:

Name of the Director	Category	Remuneration paid , Rs. F.Y. 2014-2015				F.Y. 2014-15		As on 30.5.2015		
		Salary & Perks	Sitting Fees	Commis-ssion	Total	Attendance at		*No. of Direc-Torship	Committee Positions	
						BM	Last AGM		Mem-Ber**	Chair-Man
Mr. I. F. Tamboli	Non-Executive Chairman (Emeritus), Promoter	-	33,000	-	33,000	3	Yes	-	-	-
Mr. Akshay R. Shah	Non-Executive, Independent	-	104,000	-	104,000	4	Yes	4	4	1
Mr. J. M. Mapgaonkar	Non-Executive, Independent	-	104,000	-	104,000	4	Yes	2	3	2
Mr. Girish C. Shah	Non-Executive, Independent	-	104,000	-	104,000	4	Yes	3	4	2
Mrs. V. P. Tamboli	Non-Executive Director, Promoter	-	33,000	-	33,000	3	Yes	2	1	1
Mr. R. K. Menon	Whole-Time Director Non-Promoter	768,000	-	-	768,000	4	Yes	4	-	-
Mr. P. I. Tamboli	Chairman and Managing Director, Promoter	3,060,000	-	-	3,060,000	4	Yes	5	3	-
Total		3,828,000	378,000	-	4,206,000					

*Including the Company
 **Member does not include chairman

INDEPENDENT AUDITORS' REPORT

To
The Members of
INVESTMENT & PRECISION CASTINGS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Investment & Precision Castings Limited** ("the Company") which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in clause 3 and 4 of the Order, to the extent possible.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms section 164(2) of the Act;
 - f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company does not have any pending litigations which would impact its financial position except for those stated under note no. 31 – Contingent Liabilities;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Bhavnagar
May 30, 2015

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W
MANOJ GANATRA
Partner
Membership No. 043485

ANNEXURE TO AUDITORS' REPORT

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

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. In respect of fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No discrepancies were noticed on such verification.
2. In respect of inventories:
 - a. The inventories were physically verified by the management at reasonable intervals during the year.
 - b. The procedures of 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 its inventories and no material discrepancies were noticed on physical verification carried out by the management of the Company.
3. The Company has granted unsecured loans to the companies, firms or other parties in the register maintained under section 189 of the Companies Act, 2013. Since no terms and conditions of these loans granted to the subsidiaries are stipulated, we cannot offer any comments as to the repayment of principal amount or overdue amounts, if any.
4. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services except for certain functional areas where internal control procedures need to be strengthened. During the course of our audit, no major weakness has been noticed in the internal controls.
5. The company has not accepted any deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.
6. We have broadly reviewed the cost records maintained by the Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. In respect of statutory and other dues:

- a. The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.
- b. There are no amounts outstanding, which have not been deposited on account of dispute except for the followings:

Nature of Payment	Financial Year	Rs.	Forum where dispute is pending
Income Tax	2002-2003	312,000	Income Tax Appellate Tribunal
Sales Tax	2002-2003	894,939	The Commissioner of Gujarat Commercial Tax

- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the current as well as in the immediately preceding financial year.
 9. The Company has not defaulted in repayment of dues to banks. The company has not obtained any borrowings from any financial institutions or by way of debentures.
 10. The Company has not given any guarantees for loans taken by others from banks and financial institutions.
 11. Terms loans obtained by the Company have been applied for the purpose for which they were obtained.
 12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

Bhavnagar
May 30, 2015

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W
MANOJ GANATRA
Partner
Membership No. 043485

INVESTMENT & PRECISION CASTINGS LIMITED

BALANCE SHEET AS AT 31st MARCH 2015

Particulars	Note No.	31st March 2015		31st March 2014	
		Rs.		Rs.	
<u>EQUITY AND LIABILITIES ::</u>					
Shareholders' Funds					
Share Capital	2	50,000,000		50,000,000	
Reserves and Surplus	3	<u>437,361,489</u>	487,361,489	<u>419,044,896</u>	469,044,896
Non-Current Liabilities					
Long-term Borrowings	4	55,370,618		47,993,180	
Deffered Tax Liabilities		31,559,000		29,776,000	
Other Long Term Liabilities	5	551,576		1,052,672	
Long-term Provisions	6	<u>2,867,442</u>	90,348,636	<u>2,328,151</u>	81,150,003
Current Liabilities					
Short-term Borrowings	7	228,785,785		228,516,104	
Trade Payables		71,502,991		97,498,531	
Other Current Liabilities	8	42,731,741		49,546,556	
Short-term Provisions	9	<u>6,098,530</u>	349,119,047	<u>8,568,934</u>	384,130,125
	Total...		<u>926,829,172</u>		<u>934,325,024</u>
<u>ASSETS ::</u>					
Non-Current Assets					
<u>Fixed Assets</u>					
	10				
Tangible Assets		409,268,238		396,610,382	
Intangible Assets		-		-	
Capital Work-in-Progress		<u>53,866,386</u>		<u>46,887,299</u>	
		463,134,624		443,497,681	
Non-current Investments	11	2,500,000		2,500,000	
Long-term Loans and Advances	12	41,174,599		30,951,699	
Other Non-current Assets		-	506,809,223	-	476,949,380
Current Assets					
Inventories	13	137,750,846		155,229,456	
Trade Receivables	14	177,846,906		183,313,557	
Cash and Bank Balances	15	11,220,659		16,145,346	
Short-term Loans and Advances	16	93,201,538		102,687,285	
Other Current Assets		-	420,019,949	-	457,375,644
	Total...		<u>926,829,172</u>		<u>934,325,024</u>
The accompanying notes 1 to 37 are an integral part of these financial statements.					

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

INVESTMENT & PRECISION CASTINGS LIMITED

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

Particulars	Note No.	2014-2015		2013-2014	
			Rs.		Rs.
REVENUE :					
Revenue from Operations (Gross)	17	834,013,235		780,326,611	
Less: Excise duty		<u>(92,645,742)</u>		<u>(86,614,351)</u>	
Revenue from Operations (Net)			741,367,493		693,712,260
Other Income	18		7,377,412		1,233,473
Total Revenue			<u>748,744,905</u>		<u>694,945,733</u>
EXPENSES :					
Cost of Materials Consumed	19		77,996,371		70,442,089
Purchases of Stock-in-Trade			-		-
Changes in Inventories	20		9,458,733		11,656,070
Employee Benefits Expense	21		66,648,156		68,582,007
Finance Costs	22		41,513,321		43,969,596
Depreciation and Amortization			42,804,202		46,014,726
Manufacturing Expenses	23		422,803,316		375,182,368
Other Expenses	24		56,587,071		56,130,352
Total Expenses			<u>717,811,170</u>		<u>671,977,208</u>
Profit before exceptional and extraordinary items and tax			30,933,735		22,968,525
Exceptional Items			-		-
Extraordinary Items			-		-
Profit Before Tax			30,933,735		22,968,525
Tax Expenses					
Current tax		7,700,000		9,033,717	
MAT Credit Entitlements		-		(733,717)	
Deferred Tax		1,884,290		(1,314,000)	
Earlier Years' Tax		<u>(186,990)</u>	9,397,300	<u>68,777</u>	7,054,777
Net Profit for the year			<u>21,536,435</u>		<u>15,913,748</u>
Face Value per Equity Share			10.00		10.00
Earnings per Equity Share					
Basic/Diluted			4.31		3.21
The accompanying notes 1 to 37 are an integral part of these financial statements.					

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

INVESTMENT & PRECISION CASTINGS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in lacs)

	2014-2015	2013-2014
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax And Extraordinary Items	309.34	229.69
Adjustments for -		
Depreciation	428.04	460.15
Loss (Profit) on sale of fixed assets	(34.10)	(1.24)
Interest	374.80	396.85
Operating Profit Before Working Capital Changes	1,078.08	1,085.45
Adjustments for -		
Trade and Other Receivables	62.08	(6.81)
Inventories	174.79	142.97
Trade and Other Payables	(352.67)	162.87
Cash Generated From Operations	962.28	1,384.48
Direct Taxes Paid	(86.86)	(57.89)
NET CASH FROM OPERATING ACTIVITIES	875.42	1,326.59
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(635.52)	(513.21)
Sale of Fixed Assets	42.09	2.39
Interest Received	6.33	9.44
Dividend Received	-	-
NET CASH USED IN INVESTING ACTIVITIES	(587.10)	(501.38)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Long Term Borrowings (net)	73.78	(313.57)
Proceeds from Short Term Borrowings (net)	2.70	(101.29)
Proceeds from issue of Equity Shares	-	21.90
Loans Lent	(2.34)	(3.00)
Interest Paid	(381.13)	(406.29)
Dividend Paid	(29.85)	(26.34)
NET CASH USED IN FINANCING ACTIVITIES	(336.84)	(828.59)
Net Increase in Cash and Cash Equivalents	(48.52)	(3.38)
Cash and Cash Equivalents as at beginning of the year	153.03	156.41
Cash and Cash Equivalents as at end of the year	104.51	153.03

Cash and Cash Equivalents:

Cash and Bank Balances	112.21	161.45
Statutory restricted accounts	(7.70)	(8.42)
	104.51	153.03

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

1.0 Significant Accounting Policies:**Basis of Accounting:**

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

Use of Estimates:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Fixed Assets:

Tangible Assets are stated at cost less depreciation, All the costs incurred till the date of the assets ready for use, including installation and substantial modification to the fixed assets are capitalized and included in the cost of the respective assets.

Depreciation is provided on Straight Line Method at the rates and in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013.

Inventories:

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

Raw materials, traded goods and stores and spares – on weighted average basis;

Finished and semi-finished goods – at material cost plus direct expenses and appropriate value of overheads; cost of finished goods includes excise duty.

Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably be measured.

Revenue from sale of goods are recognized when significant risks and rewards of ownership are passed the buyer, which generally coincides with dispatch of goods. Sales taxes and value added taxes, wherever applicable, are collected on behalf of the Government and therefore, excluded from the revenue.

Excise and Custom Duty:

Excise Duty in respect of goods manufactured by the company is, according to the method consistently followed by the company, accounted for at the time of removal of goods from the factory for sale.

However, excise duty payable on the closing stock of finished goods is provided for in the accounts. Purchases of goods and fixed assets are accounted for net of excise cenvat credit availed. Custom duty paid on import of materials is dealt with in respective materials accounts.

Employee Benefits:

Post-employment benefit plans:

Defined Contribution Plan: Contribution for provident fund is accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner. Contribution for Superannuation in respect of certain employees of the company is made in accordance with the scheme with Life Insurance Corporation of India.

Defined Benefit Plan: The liabilities in respect of gratuity and leave encashment are determined using Projected Unit Credit Method with actuarial valuation carried out as at balance sheet date. Actuarial gains are recognised in full in the profit and loss account for the period in which they occur.

Contribution in respect of gratuity are made to the Group Gratuity Scheme with Life Insurance Corporation of India. Employee benefits recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of respective fund.

Short-term employee benefits: The undiscounted amount of short-term benefits expected to be paid in exchange for services rendered by employee is recognised during the period when the employee renders the service.

Research and Development:

Revenue expenditure on Research and Development is charged against the profit for the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to the fixed assets and is depreciated on the same basis as other fixed assets.

Borrowing Costs:

Net cost of borrowed funds for the projects till completion are capitalised and included in the cost of fixed assets. Other borrowing costs are recognised as expenses in the period in which they are incurred.

Foreign Currencies Transactions:

Foreign currency transactions are accounted for at the rates prevailing on the date of transaction. Differences arising out of foreign exchange rates are dealt with in the profit & loss account. Current assets and current liabilities relating to foreign currency transactions remaining unsettled at the end of the year are translated at the closing rates and profit or loss arising there from is dealt with in the profit & loss account.

Taxation:

Provisions are made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognised, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Earning per Share:

Basic earning per Share is computed by dividing the net profit attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by using the weighted average number of equity and dilutive equity equivalent shares outstanding at the year end.

Provision and Contingencies:

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow or where a realisable estimate of the obligation can not be made.

Note No. 2

2.1 Share Capital:

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
Authorised		
10,400,000 Equity Shares of Rs. 10 each	104,000,000	104,000,000
10,000 11 % Redeemable Cumulative Preference Shares of Rs. 100 each	1,000,000	1,000,000
	105,000,000	105,000,000
Issued, Subscribed and Paid up		
5,000,000 Equity Shares of Rs. 10 each	50,000,000	50,000,000
	50,000,000	50,000,000

a. Of the total share capital, 4,650,000 equity shares were issued as fully paid up bonus shares.

b. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding 5 years: Nil

2.2 Share Capital Reconciliation:

Particulars	Equity Shares	
	No. of shares	Rs.
Shares outstanding at the beginning of the year	5,000,000	50,000,000
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	5,000,000	50,000,000

2.3 Shares held by each shareholder holding more than five per cent shares

Name of Shareholder	31st March 2015		31st March 2014	
	No. of shares	% of holding	No. of shares	% of holding
Meche Private Limited	809,728	16.19	809,728	16.19
Piyush I Tamboli	915,422	18.31	779,602	15.59
Rekha N Shah	500,000	10.00	500,000	10.00
Vishakha P Tamboli	313,200	6.26	313,200	6.26
Jainam P Tamboli	296,000	5.92	296,000	5.92

2.4 Rights, preferences and restrictions attached to shares

Equity Shares:

The company has one class of equity shares having a face value of Rs. 10 each ranking pari passu in all respects including voting rights and entitlement to dividend.

INVESTMENT & PRECISION CASTINGS LTD

Note No. 3

Reserves and Surplus

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
a. General Reserve		
Balance at the beginning of the year	409,137,396	396,148,523
Adjustment on account of depreciation (Refer note no. 26)	(210,901)	-
Transfer from surplus	18,527,494	12,988,873
Balance at the end of the year	<u>427,453,989</u>	<u>409,137,396</u>
b. Surplus		
Balance at the beginning of the year	1,000,000	1,000,000
Net Profit for the current year	21,536,435	15,913,748
Transfer to general reserve	(18,527,494)	(12,988,873)
Proposed dividend	(2,500,000)	(2,500,000)
Corporate dividend tax	(508,941)	(424,875)
Balance at the end of the year	<u>1,000,000</u>	<u>1,000,000</u>
c. Capital Reserve		
Balance at the beginning of the year	6,387,500	-
Forefeiture of equity warrants application money	-	6,387,500
Balance at the end of the year	<u>6,387,500</u>	<u>6,387,500</u>
d. Securities Premium Account		
Balance at the beginning of the year	2,520,000	-
Addition during the year	-	2,520,000
Balance at the end of the year	<u>2,520,000</u>	<u>2,520,000</u>
	<u>437,361,489</u>	<u>419,044,896</u>

Note No. 4

Long Term Borrowings

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
a. Secured		
Term loans from a bank	55,370,618	47,993,180
	<u>55,370,618</u>	<u>47,993,180</u>
Notes:		
Term loan from Bank of Baroda are secured by hypothecation of plant & equipment and mortgage of land, building and vehicle and further secured by personal guarantee of one of the directors.		
Period of default - N.A		
Amount - Nil		
b. Unsecured		
	-	-
	-	-
	<u>55,370,618</u>	<u>47,993,180</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 5

Other Long Term Liabilities

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
Gujarat State Industrial Development Corporation	475,681	951,361
Staff security deposits	75,895	101,311
	<u>551,576</u>	<u>1,052,672</u>

Note No. 6

Long Term Provisions

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
Provision for leave encashment	2,867,442	2,328,151
	<u>2,867,442</u>	<u>2,328,151</u>

Note No. 7

Short Term Borrowings

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>a. Secured</u>		
Working capital finance from a bank	228,785,785	228,516,104
	<u>228,785,785</u>	<u>228,516,104</u>
Note:		
Working capital finance from Bank of Baroda are secured by hypothication, book debts and all movable properties and mortagage of all immovable properties and further secured by personal guarantee of one of the directors.		
Period of default - N.A		
Amount - Nil		
<u>b. Unsecured</u>	-	-
	-	-
	<u>228,785,785</u>	<u>228,516,104</u>

Note No. 8**Other Current Liabilities**

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
Current maturities of long-term debt	23,196,000	31,913,362
Advances from customers	1,382,025	1,297,222
Statutory liabilities	9,904,399	8,613,053
Gratuity premium payable	60,131	739,260
Unclaimed dividends	534,390	594,662
Other liabilities	7,654,796	6,388,997
	<u>42,731,741</u>	<u>49,546,556</u>

Note No. 9**Short Term Provisions**

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
Provision for bonus	2,660,000	5,249,000
Provision for leave encashment	429,589	395,059
Proposed dividend	2,500,000	2,500,000
Corporate dividend tax	508,941	424,875
	<u>6,098,530</u>	<u>8,568,934</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 10
Fixed Assets

Particulars	(Amount Rs.)										
	Gross Block				Accumulated Depreciation					Net Block	
	As at 1st April 2014	Additions	Deductions	As at 31st March 2015	As at 1st April 2014	Depreciation For the Year	On Deductions	Adjustments	As at 31st March 2015	As at 31st March 2015	As at 31st March 2014
Tangible Assets											
Freehold Land	11,884,677	-	402,950	11,481,727	-	-	-	-	-	11,481,727	11,884,677
Leasehold Land	5,562,718	-	-	5,562,718	280,945	56,189	-	-	337,134	5,225,584	5,281,773
Buildings	183,035,719	21,785,451	-	204,821,170	34,011,541	7,173,952	-	-	41,185,493	163,635,677	149,024,178
Plant & Equipment	497,139,845	30,167,045	296,889	527,010,001	283,481,630	32,547,332	282,044	104,855	315,851,773	211,158,228	213,658,215
Vehicles	12,028,020	1,650,350	1,422,024	12,256,346	6,683,262	1,279,514	1,040,858	-	6,921,918	5,334,428	5,344,758
Furniture & Fixtures	10,799,774	752,054	-	11,551,828	3,262,326	849,451	-	763	4,112,540	7,439,288	7,537,448
Office Equipment	15,051,720	2,218,310	-	17,270,030	11,172,387	897,764	-	206,573	12,276,724	4,993,306	3,879,333
Total...	735,502,473	56,573,210	2,121,863	789,953,820	338,892,091	42,804,202	1,322,902	312,191	380,685,582	409,268,238	396,610,382
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
Total...	735,502,473	56,573,210	2,121,863	789,953,820	338,892,091	42,804,202	1,322,902	312,191	380,685,582	409,268,238	396,610,382
Capital Work in Progress	46,887,299	16,206,206	9,227,119	53,866,386	-	-	-	-	-	53,866,386	46,887,299
Total...	782,389,772	72,779,416	11,348,982	843,820,206	338,892,091	42,804,202	1,322,902	312,191	380,685,582	463,134,624	443,497,681
Previous year	736,869,565	67,216,541	21,696,334	782,389,772	298,562,522	46,014,726	5,685,157	-	338,892,091	443,497,681	438,307,043

INVESTMENT & PRECISION CASTINGS LTD

Note No. 11

Non-current Investments

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Trade Investments:</u>		
<u>Unquoted; at cost:</u>		
<u>Investment in Subsidiary Company :</u>		
250,000 equity shares of I&PCL Vacuum Cast Limited of Rs. 10 each (A Wholly Owned Subsidiary)	2,500,000	2,500,000
	<u>2,500,000</u>	<u>2,500,000</u>

Note No. 12

Long-term Loans and Advances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Capital advances	19,498,978	11,312,179
Security deposits (including to a company in which some of the directors are interested Rs. 10,000,000 (10,000,000))	12,551,076	10,391,942
Loan to a subsidiary company	5,425,284	5,190,566
Loans to staff (including officers of the company Rs. 220,231; previous year Rs. 220,231)	442,871	289,829
Loans to ancillary units	3,256,390	3,767,183
	<u>41,174,599</u>	<u>30,951,699</u>

Note No. 13

Inventories

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
(Valued at the lower of cost or net realisable value)		
Raw materials	23,136,962	23,080,705
Work-in-progress	54,976,969	70,269,182
Finished goods	33,002,695	27,169,215
Stores & spares	26,634,220	34,710,354
	<u>137,750,846</u>	<u>155,229,456</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 14

Trade Receivables

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Over six months	4,708,374	7,359,813
Others	173,138,532	175,953,744
	<u>177,846,906</u>	<u>183,313,557</u>

Note No. 15

Cash and Bank Balances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>I. Cash and Cash Equivalents</u>		
<u>a. Balances with Banks:</u>		
Current accounts	10,111,885	15,136,241
Short term deposits	-	-
Cheques on hand	-	-
	<u>10,111,885</u>	<u>15,136,241</u>
b. Cash on Hand	328,882	167,477
	<u>10,440,767</u>	<u>15,303,718</u>
<u>II. Other Bank Balances</u>		
Dividend accounts	544,390	616,528
Terms deposits with more than 12 months maturity	-	-
Other terms deposits	235,502	225,100
	<u>779,892</u>	<u>841,628</u>
	<u>11,220,659</u>	<u>16,145,346</u>
(Term deposits of Rs. 235,502 (previous year Rs. 225,100) are under lien with banks against letter of credits and bank guarantees)		

Note No. 16
Short-term Loans and Advances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Trade advances to suppliers [including to companies or firms in which some of the directors are interested Rs. 7,500,000(7,500,000)]	71,395,957	83,012,884
Loans and advances to staff (including officers of the company Rs. 122,067; previous year 205,165)	2,260,049	4,190,432
Input credits receivable	9,996,529	6,593,143
Prepaid expenses	3,137,707	4,087,386
Loans to ancillary units	1,699,178	1,896,862
Advance payment of taxes (net of provisions)	1,575,117	401,674
Other loans and advances	3,137,001	2,504,904
	<u>93,201,538</u>	<u>102,687,285</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 17
Revenue from Operations

Particulars	2014-2015 Rs.	2013-2014 Rs.
<u>Sale of Products</u>		
Export sales	22,647,214	23,980,150
Domestic sales	<u>812,630,617</u>	<u>755,306,750</u>
	835,277,831	779,286,900
<u>Other Operating Revenue</u>		
Foreign currency fluctuation gain	(1,500,583)	641,685
Export incentive and credits	<u>235,987</u>	<u>398,026</u>
	(1,264,596)	1,039,711
	<u>834,013,235</u>	<u>780,326,611</u>

Note No. 18
Other Income

Particulars	2014-2015 Rs.	2013-2014 Rs.
Interest receipts	632,841	944,105
Insurance claim receipts	3,019,416	-
Profit on sale of fixed assets (net)	3,410,708	124,213
Miscellaneous income	<u>314,447</u>	<u>165,155</u>
	<u>7,377,412</u>	<u>1,233,473</u>

Note No. 19
Cost of Materials Consumed

Particulars	2014-2015 Rs.	2013-2014 Rs.
<u>Raw Materials Consumed</u>		
Opening stock	23,080,705	24,157,425
Purchase and direct expenses	<u>78,052,628</u>	<u>69,365,369</u>
	101,133,333	93,522,794
Closing stock	<u>23,136,962</u>	<u>23,080,705</u>
	77,996,371	70,442,089
	<u>77,996,371</u>	<u>70,442,089</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 20
Changes in Inventories

Particulars	2014-2015 Rs.	2013-2014 Rs.
<u>Opening Stock</u>		
Finished Goods	27,169,215	45,045,680
Work-in-progress	<u>70,269,182</u>	<u>97,438,397</u>
	97,438,397	109,094,467
<u>Closing Stock</u>		
Finished Goods	33,002,695	27,169,215
Work-in-progress	<u>54,976,969</u>	<u>70,269,182</u>
	87,979,664	97,438,397
	<u>9,458,733</u>	<u>11,656,070</u>

Note No. 21
Employee Benefit Expenses

Particulars	2014-2015 Rs.	2013-2014 Rs.
Salaries, wages, allowances and bonus	58,270,494	59,768,404
Contribution to employee benefit funds	7,380,471	7,467,849
Staff welfare expenses	<u>997,191</u>	<u>1,345,754</u>
	<u>66,648,156</u>	<u>68,582,007</u>
Includes Directors' remuneration	3,828,000	3,548,600

Note No. 22
Finance Costs

Particulars	2014-2015 Rs.	2013-2014 Rs.
<u>Interest</u>		
Working capital finance	27,511,485	27,563,409
Term loans	9,881,907	12,999,157
Others	<u>720,068</u>	<u>66,730</u>
	38,113,460	40,629,296
Other borrowing costs (including guarantee commission to a director Rs. 2,163,500)	3,399,861	3,340,300
	<u>41,513,321</u>	<u>43,969,596</u>

Note No. 23
Manufacturing Expenses

Particulars	2014-2015	2013-2014
Power & Fuel	95,820,132	91,957,594
Machinery repairs and maintenance	5,668,571	4,337,348
Stores & spares	164,259,649	151,423,731
Fettling and other external processing charges	139,161,823	117,178,390
Other expenses	<u>17,893,141</u>	<u>10,285,305</u>
	<u>422,803,316</u>	<u>375,182,368</u>

Note No. 24
Other Expenses

Particulars	2014-2015	2013-2014
<u>Selling and Distribution Expenses</u>		
Sales commission	1,472,367	1,184,324
Export freight and insurance	115,576	455,965
Other selling expenses	<u>24,432,847</u>	<u>25,356,270</u>
	26,020,790	26,996,559
<u>Administrative and Other Expenses</u>		
Travelling expenses	6,991,356	5,359,553
Rent	247,800	131,350
Rates and taxes	367,492	298,009
Advertisement expenses	345,409	304,164
Insurance premiums	926,469	657,017
Building and other repairs	3,233,806	2,446,160
Directors' sitting fees	378,000	326,900
Legal and professional fees	3,287,114	3,923,548
Payments to auditors	279,900	249,776
Bank discount, commission and other charges	597,077	878,761
Donations	70,500	41,000
Corporate social responsibility expenses	-	57,000
Bad debts and sundry balances written off	466,563	2,107,450
Prior period expenses	91,825	229,009
General expenses	<u>13,282,970</u>	<u>12,124,096</u>
	<u>56,587,071</u>	<u>56,130,352</u>

- 25** Balances with sundry debtors, sundry creditors and for advances are subject to confirmations from the respective parties. In absence of such confirmations, balances as per books have been relied upon by the Auditors.
- 26** Depreciation for the year has been aligned to comply with requirement of Part C of Schedule II of the Companies Act, 2013. Consequently, depreciation for the year is lower by Rs. 42.64 lacs. Further, Rs. 2.11 lacs (net of deferred tax Rs. 1.01 lacs) in the respect of the fixed assets where the useful lives as specified in Schedule II is already expired, has been adjusted to the opening balances of the Retained Earnings.
- 27** Deferred tax liabilities of Rs. 1,884,290 arising during the year, a major component of which is due to timing difference related to depreciation charged in the accounts and as claimed under the Income Tax Act, is credited to the profit & loss account. Details of the balance of Rs. 31,559,000 are as under:

Particulars	Rs.
Depreciation	33,853,151
Disallowance u/s 43B of the Income Tax Act	(2,294,151)
Total	31,559,000

- 28** The management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard AS-28 issued by the Institute of Chartered Accountants of India. Based on the judgement of the management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.
- 29** As the company's business activity, in the opinion of the management, falls within a single primary segment subject to the same risks and returns, the disclosure requirements of Accounting Standard AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India are not applicable.
- 30** In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realised in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.
- 31** **Contingent Liabilities:**
- (i) In respect of Central Sales Tax for which 'C' forms are pending for collection Rs. 76,239,000 (79,839,000)
- (ii) In respect of disputed Value Added Tax liabilities Rs. 1,193,604 (1,193,604).
- (iii) In respect of disputed Income Tax liabilities Rs. 312,000 (312,000)

INVESTMENT & PRECISION CASTINGS LTD

32 Payments to Auditors:	2014-2015	2013-2014
	Rs.	Rs.
Audit Fees (including quarterly review)	217,500	190,000
Taxation Matters	25,000	38,500
For certification and other matters.	37,400	21,276

**33 Disclosure as per AS-15 (Revised) on “Employee Benefit” for the year ended 31st March 2015
Gratuity Plan:**

Particulars	(Amount, Rs.)	
	2014-2015	2013-2014
A. Change in the defined benefit obligations:		
Defined benefit obligations as at beginning of the year:	17,386,998	16,567,638
Service cost	1,079,288	1,055,935
Interest cost	1,390,960	1,325,411
Actuarial loss / (Gain)	(3,914,465)	(365,472)
Benefits paid	(1,668,179)	(1,196,514)
Defined benefit obligations as at close of the year (a)	18,580,532	17,386,998
B. Change in plan assets:		
Fair value of plan assets as at beginning of the year:	19,032,864	18,652,743
Expected return on plan assets	1,764,425	1,576,625
Contributions by employer	1,359,041	0
Actuarial loss / (Gain)	-	Nil
Benefits paid	(1,668,179)	(1,196,514)
Fair value of plan assets as at close of the year (b)	20,488,142	19,032,854
Present Value of unfunded obligations (a-b)	--	--
The net amount recognized in the statement of profit and loss for the year ended 31st March is as follows:		
Current service cost	1,079,288	1,055,935
Interest cost	1,390,960	1,325,411
Expected return on plan assets	(1,764,425)	(1,576,625)
Net actuarial loss / (gain) recognized	391,465	(365,472)
Net amount recognized	1,097,288	439,249
Actual Return on Plan Assets		
The principal actuarial assumptions used as at end of financial year are as follows:		
Discount Rate	8.00%	8.00%
Expected rate of return on plan assets	8.75%	8.75%
Rate of increase in compensation levels	7.00%	7.00%

34 Related Party Disclosures:

34.1 Subsidiary Company:

❖ I&PCL Vacuum Cast Limited:

Nature of Transactions		2014-2015	2013-2014
<u>Subsidiary:</u>		Rs.	Rs.
1.	Advance granted	234,718	300,000
2.	Outstanding balance: Advance Recoverable	5,425,284	5,190,566

34.2 Associates: Tamboli Foundry Supplies and Services Ltd.

Nature of Transactions		2014-2015	2013-2014
<u>Associates:</u>		Rs.	Rs.
1.	Purchases of Materials and Services	6,187,900	3,302,503
2.	Sale of Materials and assets	381,000	61,000
3.	Outstanding balance: Trade receivable	5,997,922	5,104,822
	Security Deposit	10,000,000	10,000,000
	Trade Advance to suppliers	7,500,000	7,500,000

34.3 Key Management Personnel & Relatives :

- ❖ Shri Piyush I. Tamboli
- ❖ Shri R. K. Menon
- ❖ Smt. Vishakha P. Tamboli

Key Management Personnel:		2014-2015	2013-2014
1	Remuneration	3,828,000	3,549,600
2	Guarantee Commission	2,163,500	2,220,000
3	Director Sitting Fee	33,000	54,000

35 Additional Information (as certified by the management):

A. Details of Sales and Stocks of Castings (Finished Goods):

Product	Opening Stock		Sales*		Closing Stock	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
Investment Casting	27,169,215	45,045,680	835,277,831	779,286,900	33,002,695	27,169,215
work-in process	70,269,182	64,048,787	--	--	54,976,969	70,269,182

* Sales including excise duty on sales.

B. Consumption of Raw Materials:

Item	2014-2015	2013-2014
	Rs.	Rs.
a) Scrap	42,619,114	42,844,105
b) Ferro Alloys	35,377,254	27,597,984
Total	77,996,368	70,442,089

C. Percentage of Consumption:

Item	2014-2015		2013-2014	
	%	Rs.	%	Rs.
Raw Materials:				
a) Imported	6.03	4,706,130	3.82	2,689,240
b) Indigenous	93.97	73,290,238	96.18	67,752,849
Total	100.00	77,996,368	100.00	70,442,089

D. Imports on CIF Basis: (accrual basis):

Item	2014-2015 Rs.	2013-2014 Rs.
Raw materials	9,218,976	--
Stores & Spares	5,780,044	2,781,671
Capital Goods	--	1,515,372

E. Earnings and Expenditure (accrual basis) in Foreign Currency:

Item		2014-2015 Rs.	2013-2014 Rs.
Earnings	Exports of Goods (FOB)	22,190,493	24,165,870
Expenditure	Traveling Expenses	1,058,298	713,938
	Membership Fee	120,473	58,571
	Sales Promotion expense	586,249	4,951,985

F. Payment of Dividend to Non-resident shareholders:

Number of Shareholders	46
Amount of Dividend`	44,447.50
Year to which dividend relates	2013-2014

36. Figures in the brackets are the figures for the previous year, unless otherwise stated.

37. All the amounts are stated in Indian Rupees, unless otherwise stated.

As per report of even date
For Sanghavi & Company
Chartered Accountants
Manoj Ganatra
Partner
Bhavnagar
Dated: May 30,2015

FOR AND ON BEHALF OF THE BOARD
Piyush I Tamboli **R. K. Menon**
CHAIRMAN & EXECUTIVE
MANAGING DIRECTOR DIRECTOR
(DIN 00146033) (DIN 00088753)

Hetal B. Kapadiya
COMPANY SECRETARY
Bhavnagar
Dated: May 30,2015

**ANNEXURE TO BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2015
STATEMENT PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5
OF THE COMPANIES (ACCOUNTS) RULES, 2014-AOC-1)**

1. Name of the Subsidiary Company : I&PCL VACUUM CAST LIMITED
2. Financial Year of the Subsidiary Company : 31 March, 2015
3. Date from which it became subsidiary : 30 August, 2010
4. Extent of the Holding Company's interest in the Subsidiary Company at the end of the financial year of the Subsidiary Company : 100 %
5. Net aggregate amount of the profit/(loss) of the Subsidiary Company not dealt with in the Holding Company's Account (concerning the members of the Holding Company)
 - i) For the Current Year : Nil
 - ii) For the previous years since it became a Subsidiary : Nil
6. Net aggregate amount of the profit of the Subsidiary Company dealt with in the Holding Company's Accounts.
 - i) For the Current Year : (123,247)
 - ii) For the previous year since it became a Subsidiary : (1,887,943)

FOR AND ON BEHALF OF THE BOARD

Hetal B. Kapadiya
COMPANY SECRETARY
Bhavnagar
Dated: May 30, 2015

Piyush I Tamboli **R. K. Menon**
CHAIRMAN & EXECUTIVE DIRECTOR
MANAGING DIRECTOR (DIN 00088753)
(DIN 00146033)

DISCLOSURE ON BALANCE SHEET OF THE SUBSIDIARY COMPANY I&PCL VACUUM CAST LIMITED as at 31.3.2015

No.	Item	As at 31.3.2015 Amount, Rs.	As at 31.3.2014 Amount, Rs.
1.	Capital	2,500,000	2,500,000
2.	Reserves	(1,887,943)	(1,764,697)
3.	Total Assets	6,310,812	6,161,164
4.	Total Liabilities	6,310,812	6,161,164
5.	Investments	60,000	60,000
6.	Turnover	--	--
7.	Profit Before Taxation	(123,247)	(67,676)
8.	Provision for Taxation	--	--
9.	Profit After Taxation	(123,247)	(67,676)
10.	Proposed Dividend	--	--

INDEPENDENT AUDITORS' REPORT

To
The Members of
INVESTMENT & PRECISION CASTINGS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Investment & Precision Castings Limited** ("the Holding Company") and its wholly-owned subsidiary, I&PCL Vacuum Cast Limited (the Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of the Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

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

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

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, based on the comments in the Auditors' Report of the Holding Company and its subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in clause 3 and 4 of the Order, to the extent possible.
2. As required by section 143(3) of the Act, we report, to the extent possible, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) On the basis of the written representations received from the directors as on 31st March 2015 and taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group Companies is disqualified as on 31st March 2015, from being appointed as a director in terms section 164(2) of the Act;
- f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group except for those stated under note no. 34 – Contingent Liabilities.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts;
 - iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by any of the companies in the group.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Bhavnagar
30th May 2015

MANOJ GANATRA
Partner
Membership No. 043485

ANNEXURE TO AUDITORS' REPORT

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

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

- 1 In respect of fixed assets:
 - a. The Group has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No discrepancies were noticed on such verification.
- 2 In respect of inventories:
 - a. The inventories were physically verified by the management at reasonable intervals during the year.
 - b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Group and the nature of its business.
 - c. The Group has maintained proper records of its inventories and no material discrepancies were noticed on physical verification carried out by the management of the Group.
- 3 The Group has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- 4 There are adequate internal control procedures commensurate with the size of the Group and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services, to the extent applicable. During the course of our audit, no major weakness has been noticed in the internal controls.
- 5 The Group has not accepted any deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.
- 6 We have broadly reviewed the cost records maintained by the Holding Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete. No cost records are required to be maintained by the subsidiary company..
- 7 In respect of statutory and other dues:
 - a. The Group has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.

- b. There are no amounts outstanding, which have not been deposited on account of dispute except for the following:

Nature of Payment	Financial Year	Rs.	Forum where dispute is pending
Income Tax	2002-2003	312,000	Income Tax Appellate Tribunal
Sales Tax	2002-2003	894,939	The Commissioner of Gujarat Commercial Tax

- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- 8 The Holding Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the current as well as in the immediately preceding financial year. The provisions of para 3 (viii) of the Order are not applicable to the subsidiary company.
- 9 None of the companies in the Group has defaulted in repayment of dues to banks. None of the companies has obtained any borrowings from any financial institutions or by way of debentures.
- 10 None of the companies in the Group has given any guarantees for loans taken by others from banks and financial institutions.
- 11 Terms loans obtained by the Holding Company have been applied for the purpose for which they were obtained. No terms loans have been obtained by the subsidiary company.
- 12 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the any of the companies in the Group was noticed or reported during the year.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Bhavnagar
 30th May, 2015

MANOJ GANATRA
Partner
Membership No. 043485

INVESTMENT & PRECISION CASTINGS LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2015

Particulars	Note No.	31st March 2015		31st March 2014	
		Rs.		Rs.	
<u>EQUITY AND LIABILITIES ::</u>					
Shareholders' Funds					
Share Capital	2	50,000,000		50,000,000	
Reserves and Surplus	3	<u>435,473,544</u>	485,473,544	<u>417,280,198</u>	467,280,198
Non-Current Liabilities					
Long-term Borrowings	4	55,370,618		47,993,180	
Deffered Tax Liabilities		31,559,000		29,776,000	
Other Long Term Liabilities	5	551,576		1,052,672	
Long-term Provisions	6	<u>2,867,442</u>	90,348,636	<u>2,328,151</u>	81,150,003
Current Liabilities					
Short-term Borrowings	7	228,785,785		228,516,104	
Trade Payables		71,741,269		97,716,613	
Other Current Liabilities	8	42,735,591		49,563,771	
Short-term Provisions	9	<u>6,098,530</u>	349,361,175	<u>8,568,934</u>	384,365,422
Total...			<u><u>925,183,355</u></u>		<u><u>932,795,623</u></u>
<u>ASSETS ::</u>					
Non-Current Assets					
Fixed Assets					
Tangible Assets	10	409,268,238		396,610,382	
Intangible Assets		-		-	
Pre-operative Expenses		2,138,538		1,899,508	
Capital Work-in-Progress		<u>57,304,476</u>		<u>50,325,389</u>	
		468,711,252		448,835,279	
Non-current Investments	11	60,000		60,000	
Long-term Loans and Advances	12	35,980,055		26,045,207	
Other Non-current Assets		<u>-</u>	504,751,307	<u>-</u>	474,940,486
Current Assets					
Inventories	13	137,750,846		155,229,456	
Trade Receivables	14	177,846,906		183,313,557	
Cash and Bank Balances	15	11,385,443		16,326,935	
Short-term Loans and Advances	16	93,448,853		102,985,189	
Other Current Assets		<u>-</u>	420,432,048	<u>-</u>	457,855,137
Total...			<u><u>925,183,355</u></u>		<u><u>932,795,623</u></u>
The accompanying notes 1 to 38 are an integral part of these financial statements.					

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

INVESTMENT & PRECISION CASTINGS LIMITED

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

Particulars	Note No.	2014-2015		2013-2014	
		Rs.		Rs.	
REVENUE :					
Revenue from Operations (Gross)	17	834,013,235		780,326,611	
Less: Excise duty		<u>(92,645,742)</u>		<u>(86,614,351)</u>	
Revenue from Operations (Net)		741,367,493		693,712,260	
Other Income	18	7,377,412		1,251,429	
Total Revenue		<u>748,744,905</u>		<u>694,963,689</u>	
EXPENSES :					
Cost of Materials Consumed	19	77,996,371		70,442,089	
Purchases of Stock-in-Trade		-		-	
Changes in Inventories	20	9,458,733		11,656,070	
Employee Benefits Expense	21	66,648,156		68,582,007	
Finance Costs	22	41,530,824		43,969,596	
Depreciation and Amortization		42,804,202		46,014,726	
Manufacturing Expenses	23	422,803,316		375,182,368	
Other Expenses	24	<u>56,692,815</u>		<u>56,215,984</u>	
Total Expenses		<u>717,934,417</u>		<u>672,062,840</u>	
Profit before exceptional and extraordinary items and tax		30,810,488		22,900,849	
Exceptional Items		-		-	
Extraordinary Items		<u>-</u>		<u>-</u>	
Profit Before Tax		30,810,488		22,900,849	
Tax Expenses					
Current tax		7,700,000		9,033,717	
MAT Credit Entitlements		-		(733,717)	
Deferred Tax		1,884,290		(1,314,000)	
Earlier Years' Tax		<u>(186,990)</u>	9,397,300	<u>68,777</u>	7,054,777
Net Profit for the year		<u>21,413,188</u>		<u>15,846,072</u>	
Face Value per Equity Share		10.00		10.00	
Earnings per Equity Share					
Basic/Diluted		4.28		3.21	
Diluted		4.28		3.21	
The accompanying notes 1 to 38 are an integral part of these financial statements.					

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

INVESTMENT & PRECISION CASTINGS LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in lacs)

	2014-2015	2013-2014
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax And Extraordinary Items	308.10	229.01
Adjustments for -		
Depreciation	428.04	460.15
Loss (Profit) on sale of fixed assets	(34.10)	(1.24)
Interest	374.98	396.67
	<u>768.92</u>	<u>855.58</u>
Operating Profit Before Working Capital Changes	1,077.02	1,084.59
Adjustments for -		
Trade and Other Receivables	63.13	0.80
Inventories	174.79	142.97
Trade and Other Payables	(352.47)	163.60
	<u>(114.55)</u>	<u>307.37</u>
Cash Generated From Operations	962.47	1,391.96
Direct Taxes Paid	<u>(86.86)</u>	<u>(57.89)</u>
NET CASH FROM OPERATING ACTIVITIES	875.61	1,334.07
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(638.05)	(524.98)
Sale of Fixed Assets	42.09	2.39
Interest Received	6.33	9.62
Dividend Received	-	-
NET CASH USED IN INVESTING ACTIVITIES	(589.63)	(512.97)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Long Term Borrowings (net)	73.78	(313.57)
Proceeds from Short Term Borrowings (net)	2.70	(101.29)
Proceeds from issue of Equity Shares	-	21.90
Interest Paid	(381.31)	(406.29)
Dividend Paid	<u>(29.85)</u>	<u>(26.34)</u>
NET CASH USED IN FINANCING ACTIVITIES	(334.68)	(825.59)
Net Increase in Cash and Cash Equivalents	(48.70)	(4.49)
Cash and Cash Equivalents as at beginning of the year	<u>154.85</u>	<u>159.34</u>
Cash and Cash Equivalents as at end of the year	<u><u>106.15</u></u>	<u><u>154.85</u></u>
<u>Cash and Cash Equivalents:</u>		
Cash and Bank Balances	113.85	163.27
Statutory restricted accounts	<u>(7.70)</u>	<u>(8.42)</u>
	<u>106.15</u>	<u>154.85</u>

As per our report of even date

For SANGHAVI & COMPANY

Chartered Accountants

MANOJ GANATRA

Partner

Bhavnagar

30th May 2015

Hetal B. Kapadiya

COMPANY SECRETARY

For and on behalf of the Board

Piyush I. Tamboli

CHARIMAN & MANAGING DIRECTOR

R K Menon

EXECUTIVE DIRECTOR

Bhavnagar

30th May 2015

1.0 Significant Accounting Policies:**Basis of Accounting:**

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

Use of Estimates:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Fixed Assets:

Tangible Assets are stated at cost less depreciation, all the costs incurred till the date of the assets ready for use, including installation and substantial modification to the fixed assets are capitalized and included in the cost of the respective assets.

Depreciation is provided on Straight Line Method at the rates and in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013.

Inventories:

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

Raw materials, traded goods and stores and spares – on weighted average basis;

Finished and semi-finished goods –at material cost plus direct expenses and appropriate value of overheads; cost of finished goods includes excise duty.

Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably be measured.

Revenue from sale of goods are recognized when significant risks and rewards of ownership are passed the buyer, which generally coincides with dispatch of goods. Sales taxes and value added taxes, wherever applicable, are collected on behalf of the Government and therefore, excluded from the revenue.

Excise and Custom Duty:

Excise Duty in respect of goods manufactured by the company is, according to the method consistently followed by the company, accounted for at the time of removal of goods from the factory for sale.

However, excise duty payable on the closing stock of finished goods is provided for in the accounts. Purchases of goods and fixed assets are accounted for net of excise credit availed. Custom duty paid on import of materials is dealt with in respective materials accounts.

Employee Benefits:

Post-employment benefit plans:

Defined Contribution Plan: Contribution for provident fund is accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner. Contribution for Superannuation in respect of certain employees of the company is made in accordance with the scheme with Life Insurance Corporation of India.

Defined Benefit Plan: The liabilities in respect of gratuity and leave encashment are determined using Projected Unit Credit Method with actuarial valuation carried out as at balance sheet date. Actuarial gains are recognised in full in the profit and loss account for the period in which they occur.

Contributions in respect of gratuity are made to the Group Gratuity Scheme with Life Insurance Corporation of India. Employee benefits recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of respective fund.

Short-term employee benefits: The undiscounted amount of short-term benefits expected to be paid in exchange for services rendered by employee is recognised during the period when the employee renders the service.

Research and Development:

Revenue expenditure on Research and Development is charged against the profit for the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to the fixed assets and is depreciated on the same basis as other fixed assets.

Borrowing Costs:

Net cost of borrowed funds for the projects till completion are capitalised and included in the cost of fixed assets. Other borrowing costs are recognised as expenses in the period in which they are incurred.

Foreign Currencies Transactions:

Foreign currency transactions are accounted for at the rates prevailing on the date of transaction. Differences arising out of foreign exchange rates are dealt with in the profit & loss account. Current assets and current liabilities relating to foreign currency transactions remaining unsettled at the end of the year are translated at the closing rates and profit or loss arising there from is dealt with in the profit & loss account.

Taxation:

Provisions are made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognised, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Earning per Share:

Basic earning per Share is computed by dividing the net profit attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by using the weighted average number of equity and dilutive equity equivalent shares outstanding at the year end.

Provision and Contingencies:

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow or where a realisable estimate of the obligation can not be made.

The Company has disclosed only such policies and notes from the individual financial statements, which fairly present the needed disclosures. Lack of homogeneity and other similar considerations made it desirable to exclude some of them, which in the opinion the management, could be better viewed, when referred from the individual financial statements.

Note No. 2

2.1 Share Capital:

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
<u>Authorised</u>		
10,400,000 Equity Shares of Rs. 10 each	104,000,000	104,000,000
10,000 11 % Redeemable Cumulative Preference Shares of Rs. 100 each	1,000,000	1,000,000
	105,000,000	105,000,000
<u>Issued, Subscribed and Paid up</u>		
5,000,000 Equity Shares of Rs. 10 each	50,000,000	50,000,000
	50,000,000	50,000,000

a. Of the total share capital, 4,650,000 equity shares were issued as fully paid up bonus shares.

b. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding 5 years: Nil

2.2 Share Capital Reconciliation:

Particulars	Equity Shares	
	No. of shares	Rs.
Shares outstanding at the beginning of the year	5,000,000	50,000,000
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	5,000,000	50,000,000

2.3 Shares held by each shareholder holding more than five per cent shares

Name of Shareholder	31st March 2015		31st March 2014	
	No. of shares	% of holding	No. of shares	% of holding
Meche Private Limited	809,728	16.19	809,728	16.19
Piyush I Tamboli	915,422	18.31	779,602	15.59
Rekha N Shah	500,000	10.00	500,000	10.00
Vishakha P Tamboli	313,200	6.26	313,200	6.26
Jainam P Tamboli	296,000	5.92	296,000	5.92

2.4 Rights, preferences and restrictions attached to shares

Equity Shares:

The company has one class of equity shares having a face value of Rs. 10 each ranking pari passu in all respects including voting rights and entitlement to dividend.

INVESTMENT & PRECISION CASTINGS LTD

Note No. 3

Reserves and Surplus

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
a. General Reserve		
Balance at the beginning of the year	408,083,915	395,162,718
Adjustment on account of depreciation (Refer note no. 29)	(210,901)	-
Transfer from surplus	18,404,947	12,921,197
Balance at the end of the year	426,277,961	408,083,915
b. Surplus		
Balance at the beginning of the year	288,783	288,783
Net Profit for the current year	21,413,188	15,846,072
Transfer to general reserve	(18,404,947)	(12,921,197)
Proposed dividend	(2,500,000)	(2,500,000)
Corporate dividend tax	(508,941)	(424,875)
Balance at the end of the year	288,083	288,783
c. Capital Reserve		
Balance at the beginning of the year	6,387,500	-
Forefeiture of equity warrants application money	-	6,387,500
Balance at the end of the year	6,387,500	6,387,500
d. Securities Premium Account		
Balance at the beginning of the year	2,520,000	-
Addition during the year	-	2,520,000
Balance at the end of the year	2,520,000	2,520,000
	435,473,544	417,280,198

Note No. 4

Long Term Borrowings

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>a. Secured</u>		
Term loans from a bank	55,370,618	47,993,180
	55,370,618	47,993,180
Notes:		
Term loan from Bank of Baroda are secured by hypothecation of plant & equipment and mortgage of land, building and vehicle and further secured by personal guarantee of one of the directors.		
Period of default - N.A		
Amount - Nil		
<u>b. Unsecured</u>		
	-	-
	-	-
	55,370,618	47,993,180

INVESTMENT & PRECISION CASTINGS LTD

Note No. 5

Other Long Term Liabilities

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
Gujarat State Industrial Development Corporation	475,681	951,361
Staff security deposits	75,895	101,311
	<u>551,576</u>	<u>1,052,672</u>

Note No. 6

Long Term Provisions

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
Provision for leave encashment	2,867,442	2,328,151
	<u>2,867,442</u>	<u>2,328,151</u>

Note No. 7

Short Term Borrowings

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>a. Secured</u>		
Working capital finance from a bank	228,785,785	228,516,104
	<u>228,785,785</u>	<u>228,516,104</u>
Note:		
Working capital finance from Bank of Baroda are secured by hypothecation, book debts and all movable properties and mortgagage of all immovable properties and further secured by personal guarantee of one of the directors.		
Period of default - N.A		
Amount - Nil		
<u>b. Unsecured</u>	-	-
	-	-
	<u>228,785,785</u>	<u>228,516,104</u>

INVESTMENT & PRECISION CASTINGS LTD**Note No. 8****Other Current Liabilities**

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
Current maturities of long-term debt	23,196,000	31,913,362
Advances from customers	1,382,025	1,297,222
Statutory liabilities	9,908,249	8,630,268
Gratuity premium payable	60,131	739,260
Unclaimed dividends	534,390	594,662
Other liabilities	7,654,796	6,388,997
	<u>42,735,591</u>	<u>49,563,771</u>

Note No. 9**Short Term Provisions**

Particulars	31st March 2015	31st March 2014
	Rs.	Rs.
Provision for bonus	2,660,000	5,249,000
Provision for leave encashment	429,589	395,059
Proposed dividend	2,500,000	2,500,000
Corporate dividend tax	508,941	424,875
	<u>6,098,530</u>	<u>8,568,934</u>

Note No. 10
Fixed Assets

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1st April 2014	Additions	Deductions	As at 31st March 2015	As at 1st April 2014	Depreciation For the Year	On Deductions	Adjustments	As at 31st March 2015	As at 31st March 2015	As at 31st March 2014
Tangible Assets											
Freehold Land	11,884,677	-	402,950	11,481,727	-	-	-	-	-	11,481,727	11,884,677
Leasehold Land	5,562,718	-	-	5,562,718	280,945	56,189	-	-	337,134	5,225,584	5,281,773
Buildings	183,035,719	21,785,451	-	204,821,170	34,011,541	7,173,952	-	-	41,185,493	163,635,677	149,024,178
Plant & Equipment	497,139,845	30,167,045	296,889	527,010,001	283,481,630	32,547,332	282,044	104,855	315,851,773	211,158,228	213,658,215
Vehicles	12,028,020	1,650,350	1,422,024	12,256,346	6,683,262	1,279,514	1,040,858	-	6,921,918	5,334,428	5,344,758
Furniture & Fixtures	10,799,774	752,054	-	11,551,828	3,262,326	849,451	-	763	4,112,540	7,439,288	7,537,448
Office Equipment	15,051,720	2,218,310	-	17,270,030	11,172,387	897,764	-	206,573	12,276,724	4,993,306	3,879,333
Total...	735,502,473	56,573,210	2,121,863	789,953,820	338,892,091	42,804,202	1,322,902	312,191	380,685,582	409,268,238	396,610,382
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
Total...	735,502,473	56,573,210	2,121,863	789,953,820	338,892,091	42,804,202	1,322,902	312,191	380,685,582	409,268,238	396,610,382
Capital Work in Progress	50,325,389	16,206,206	9,227,119	57,304,476	-	-	-	-	-	57,304,476	50,325,389
Total...	785,827,862	72,779,416	11,348,982	847,258,296	338,892,091	42,804,202	1,322,902	312,191	380,685,582	466,572,714	446,935,771
Previous year	739,921,769	67,602,427	21,696,334	785,827,862	298,562,522	46,014,726	5,685,157	-	338,892,091	446,935,771	441,359,247

INVESTMENT & PRECISION CASTINGS LTD

Note No. 11

Non-current Investments

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Trade Investments:</u>		
<u>Unquoted; at cost:</u>		
<u>Investment in Government Securities:</u> (Pledged with sales tax authorities)	60,000	60,000
	<u>60,000</u>	<u>60,000</u>

Note No. 12

Long-term Loans and Advances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Capital advances	19,693,978	11,507,179
Security deposits (including to a company in which some of the directors are interested Rs. 10,000,000 (10,000,000))	12,586,816	10,481,016
Loans to staff (including officers of the company Rs. 220,231; previous year Rs. 220,231)	442,871	289,829
Loans to ancillary units	3,256,390	3,767,183
	<u>35,980,055</u>	<u>26,045,207</u>

Note No. 13

Inventories

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
(Valued at the lower of cost or net realisable value)		
Raw materials	23,136,962	23,080,705
Work-in-progress	54,976,969	70,269,182
Finished goods	33,002,695	27,169,215
Stores & spares	26,634,220	34,710,354
	<u>137,750,846</u>	<u>155,229,456</u>

Note No. 14
Trade Receivables

INVESTMENT & PRECISION CASTINGS LTD

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Over six months	4,708,374	7,359,813
Others	173,138,532	175,953,744
	177,846,906	183,313,557
	177,846,906	183,313,557

Note No. 15
Cash and Bank Balances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>I. Cash and Cash Equivalents</u>		
<u>a. Balances with Banks:</u>		
Current accounts	10,269,145	15,308,547
Short term deposits	-	-
Cheques on hand	-	-
	10,269,145	15,308,547
b. Cash on Hand	336,406	176,760
	10,605,551	15,485,307
<u>II. Other Bank Balances</u>		
Dividend accounts	544,390	616,528
Terms deposits with more than 12 months maturity	-	-
Other terms deposits	235,502	225,100
	779,892	841,628
	11,385,443	16,326,935
(Term deposits of Rs. 235,502 (previous year Rs. 225,100) are under lien with banks against letter of credits and bank guarantees)		

Note No. 16
Short-term Loans and Advances

Particulars	31st March 2015 Rs.	31st March 2014 Rs.
<u>Unsecured (considered good)</u>		
Trade advances to suppliers [including to companies or firms in which some of the directors are interested Rs. 7,500,000(Rs. 7,500,000)]	71,395,957	83,012,884
Loans and advances to staff (including officers of the company Rs. 122,067; previous year Rs. 205,165)	2,260,049	4,190,432
Input credits receivable	10,243,844	6,840,458
Prepaid expenses	3,137,707	4,087,386
Loans to ancillary units	1,699,178	1,896,862
Advance payment of taxes (net of provisions)	1,575,117	401,674
Other loans and advances	3,137,001	2,555,493
	93,448,853	102,985,189
	93,448,853	102,985,189

Note No. 17
Revenue from Operations

Particulars	2014-2015	2013-2014
Sale of Products		
Export sales	22,647,214	23,980,150
Domestic sales	<u>812,630,617</u>	<u>835,277,831</u>
		<u>755,306,750</u>
		779,286,900
Other Operating Revenue		
Foreign currency fluctuation gain	(1,500,583)	641,685
Export incentive and credits	<u>235,987</u>	<u>398,026</u>
	(1,264,596)	1,039,711
	<u>834,013,235</u>	<u>780,326,611</u>

Note No. 18
Other Income

Particulars	2014-2015	2013-2014
Interest receipts	632,841	962,061
Insurance claim receipts	3,019,416	-
Profit on sale of fixed assets (net)	3,410,708	124,213
Miscellaneous income	314,447	165,155
	<u>7,377,412</u>	<u>1,251,429</u>

Note No. 19
Cost of Materials Consumed

Particulars	2014-2015	2013-2014
Raw Materials Consumed		
Opening stock	23,080,705	24,157,425
Purchase and direct expenses	<u>78,052,628</u>	<u>69,365,369</u>
	101,133,333	93,522,794
Closing stock	<u>23,136,962</u>	<u>23,080,705</u>
	77,996,371	70,442,089
	<u>77,996,371</u>	<u>70,442,089</u>

INVESTMENT & PRECISION CASTINGS LTD

Note No. 20
Changes in Inventories

Particulars	2014-2015		2013-2014	
	Rs.		Rs.	
<u>Opening Stock</u>				
Finished Goods	27,169,215		45,045,680	
Work-in-progress	<u>70,269,182</u>	97,438,397	<u>64,048,787</u>	109,094,467
<u>Closing Stock</u>				
Finished Goods	33,002,695		27,169,215	
Work-in-progress	<u>54,976,969</u>	87,979,664	<u>70,269,182</u>	97,438,397
		<u>9,458,733</u>		<u>11,656,070</u>

Note No. 21
Employee Benefit Expenses

Particulars	2014-2015		2013-2014	
	Rs.		Rs.	
Salaries, wages, allowances and bonus	58,270,494		59,768,404	
Contribution to employee benefit funds	7,380,471		7,467,849	
Staff welfare expenses	997,191		1,345,754	
	<u>66,648,156</u>		<u>68,582,007</u>	
Includes Directors' remuneration	3,828,000		3,548,600	

Note No. 22
Finance Costs

Particulars	2014-2015		2013-2014	
	Rs.		Rs.	
<u>Interest</u>				
Working capital finance	27,511,485		27,563,409	
Term loans	9,881,907		12,999,157	
Others	<u>737,571</u>	38,130,963	<u>66,730</u>	40,629,296
Other borrowing costs (including guarantee commission to a director Rs. 2,163,500)	3,399,861		3,340,300	
	<u>41,530,824</u>		<u>43,969,596</u>	

INVESTMENT & PRECISION CASTINGS LTD

Note No. 23
Manufacturing Expenses

Particulars	2014-2015		2013-2014	
	Rs.		Rs.	
Power & Fuel	95,820,132		91,957,594	
Machinery repairs and maintenance	5,668,571		4,337,348	
Stores & spares	164,259,649		151,423,731	
Fettling and other external processing charges	139,161,823		117,178,390	
Other expenses	<u>17,893,141</u>	422,803,316	<u>10,285,305</u>	375,182,368
		<u>422,803,316</u>		<u>375,182,368</u>

Note No. 24
Other Expenses

Particulars	2014-2015		2013-2014	
	Rs.		Rs.	
<u>Selling and Distribution Expenses</u>				
Sales commission	1,472,367		1,184,324	
Export freight and insurance	115,576		455,965	
Other selling expenses	<u>24,432,847</u>	26,020,790	<u>25,356,270</u>	26,996,559
<u>Administrative and Other Expenses</u>				
Travelling expenses	6,991,356		5,359,553	
Rent	247,800		131,350	
Rates and taxes	367,492		298,009	
Advertisement expenses	345,409		304,164	
Insurance premiums	926,469		657,017	
Building and other repairs	3,233,806		2,446,160	
Directors' sitting fees	378,000		326,900	
Legal and professional fees	3,348,524		3,950,248	
Payments to auditors	308,159		281,276	
Bank discount, commission and other charges	597,077		878,761	
Donations	70,500		41,000	
Corporate social responsibility expenses	-		57,000	
Bad debts and sundry balances written off	466,563		2,107,450	
Prior period expenses	88,485		229,009	
General expenses	<u>13,302,385</u>	30,672,025	<u>12,151,528</u>	29,219,425
		<u>56,692,815</u>		<u>56,215,984</u>

25 Basis of presentation of Financial Statements:

The consolidated financial statements relate to Investment & Precision Castings Limited (“the Company”) and its wholly owned subsidiary company, I&PCL Vacuum Cast Limited. The Consolidated accounts have been prepared on the following basis:

The audited financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the parent company, i.e. year ended 31st March 2015.

26 Principles of Consolidation:

- a) The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of the assets, liabilities, income and expenses, after fully eliminating there from intra-group balances and intra-group transactions as per Accounting Standard (AS) - 21 “Consolidated Financial Statements” prescribed under the Companies (Accounting Standards) Rules, 2006.
- b) The financial statements of the parent company and its subsidiary company have been consolidated using uniform account policies for like transactions and other events in similar circumstances.

27 Balances with sundry debtors, sundry creditors and for advances are subject to confirmations from the respective parties. In absence of such confirmations, balances as per books have been relied upon by the Auditors.

28 Depreciation for the year has been aligned to comply with requirement of Part C of Schedule II of the Companies Act, 2013. Consequently, depreciation for the year is lower by Rs. 42.64 lacs. Further, Rs. 2.11 lacs (net of deferred tax Rs. 1.01 lacs) in the respect of the fixed assets where the useful lives as specified in Schedule II is already expired, has been adjusted to the opening balances of the Retained Earnings.

29 Deferred tax asset of Rs. 1,884,290 arising during the year, a major component of which is due to timing difference related to depreciation charged in the accounts and as claimed under the Income Tax Act, is credited to the profit & loss account. Details of the balance of Rs. 31,559,000 are as under:

Particulars	Rs.
Depreciation	33,853,151
Disallowance u/s 43B of the Income Tax Act	(2,294,151)
Total	31,559,000

- 30** The management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard AS-28 issued by the Institute of Chartered Accountants of India. Based on the judgement of the management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.
- 31** As the company's business activity, in the opinion of the management, falls within a single primary segment subject to the same risks and returns, the disclosure requirements of Accounting Standard AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India are not applicable.
- 32** In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realised in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.
- 33** Details of Assets and Profits:

Name of the Entity	Net Assets		Share in Profit/(Loss)	
	As % of consolidated net assets	Amount Rs. in Lacs	As % of consolidated net profit	Amount Rs. in Lacs
<u>Parent Company:</u>				
Investment & Precision Castings Limited	100.39	4,873.61	100.57	215.36
<u>Wholly-owned Subsidiary Company</u>				
I&PCL Vacuum Cast Limited	0.13	6.12	(0.57)	(1.23)
Eliminations	(0.52)	(25.00)	-	-
Total...	100.00	4,854.73	100.00	214.13

34 Contingent Liabilities:

- (i) In respect of Central Sales Tax for which 'C' forms are pending for collection Rs. 76,239,000 (79,839,000)
- (ii) In respect of disputed Value Added Tax liabilities Rs. 1,193,604 (1,193,604).
- (iii) In respect of disputed Income Tax liabilities Rs. 312,000 (312,000)

35 Related Party Disclosures:**Associates:**

- ❖ Tamboli Foundry Supplies and Services Ltd.

Nature of Transactions		2014-2015	2013-2014
		Rs.	Rs.
1.	Purchases of Materials and Services	6,187,900	3,302,503
2.	Sale of Materials and assets	381,000	61,000
3.	Outstanding balance: Trade receivable	5,997,922	5,104,822
	Security Deposit	10,000,000	10,000,000
4	Trade Advance to suppliers	7,500,000	7,500,000

Key Management Personnel & Relatives :

- ❖ Shri Piyush I. Tamboli
- ❖ Shri R. K. Menon
- ❖ Smt. Vishakha P. Tamboli

Nature of Transactions		2014-2015	2013-2014
1	Remuneration	3,828,000	3,549,600
2	Guarantee Commission	2,163,500	2,220,000
3	Director Sitting Fee	33,000	54,000

36. Figures in the brackets are the figures for the previous year, unless otherwise stated.

37. All the amounts are stated in Indian Rupees, unless otherwise stated.

38. Previous year's figures have been regrouped and rearranged, wherever necessary

Signatures to Note No. 1 to 38

As per report of even date
For Sanghavi & Company
Chartered Accountants
Manoj Ganatra
Partner
Bhavnagar
Dated: May 30,2015

FOR AND ON BEHALF OF THE BOARD
Piyush I Tamboli **R. K. Menon**
CHAIRMAN & EXECUTIVE
MANAGING DIRECTOR DIRECTOR
(DIN 00146033) (DIN 00088753)

Hetal B. Kapadiya
COMPANY SECRETARY
Bhavnagar
Dated: May 30,2015

INVESTMENT & PRECISION CASTINGS LIMITED

Reg. Office: Nari Road, Bhavnagar, Gujarat, India 364 006.

CIN: L27100GJ1975PLC002692

Page 1 of 2.

FORM OF PROXY (Form MGT-11)

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

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

1. Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
2. Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
3. Name: _____ Address: _____
Email ID: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 11th the August, 2015 at 4.30 p.m. at Hotel Nilambaug Palace, Bhavnagar 364003 Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against

Ordinary Business:			
1	Ordinary Resolution for approval accounts for the financial year 2014-2015 ended on 31.3.2015		
2	Ordinary Resolution for recommendation/declaration of dividend for the financial year 2014-2015 ended on 31.3.2015		
3	Ordinary Resolution for re-appointment of Director Smt. Vishakha P. Tamboli(DIN 06600319)		
4	Ordinary Resolution for appointment of Auditors		

INVESTMENT & PRECISION CASTINGS LIMITED

Reg. Office: Nari Road, Bhavnagar, Gujarat, India 364 006.

CIN: L27100GJ1975PLC002692

FORM OF PROXY

Special Business:			
5	Ordinary Resolution for appointment of Independent Director Shri Akshay R. Shah (DIN 00367382)		
6	Ordinary Resolution for appointment of Independent Director Shri J M MApgoankar(DIN 00348345)		
7	Ordinary Resolution for appointment of Independent Director Shri Girish C. Shah (DIN 03009213)		
8	Special Resolution for re-appointment of Shri R. K. Menon (DIN 00088753) as Whole Time Director.		
9	Ordinary Resolution for re-appointment of Cost Auditor for F.Y. 2015-2016.		

Signed this _____ day of _____, 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp not less
than Re. 0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Proxy need not be a Member of the Company.
5. Please complete all details including details of member(s) in above box before submission.
6. The Company reserves the right to ask for identification of the Proxy.

INVESTMENT & PRECISION CASTINGS LIMITED

Reg. Office: Nari Road, Bhavnagar, Gujarat, India 364 006.

CIN: L27100GJ1975PLC002692

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID*		Folio No.	
Client ID*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company held on Tuesday, 11th August , 2015 at 4.30 p.m. at Hotel Nilambaug Palace, Bhavnagar Gujarat 364003

* Applicable for investors holding shares in electronic form

Signature of Shareholder / Proxy

ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM**(For use by Investors holding shares in physical form)**

To,
 Investment & Precision Castings Limited
 C/o. MCS Limited, 101, Shatdal Complex, 1st Floor,
 Opp. Bata Show Room, Ashram Road
 Ahmedabad, Gujarat 380 009

Dear sirs,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY

For shares held in physical formMaster Folio No. **For shares held in electronic form**DP Id Client Id

FOR OFFICE USE ONLY

ECS
Ref. No.

Name of Sole/First holder

Bank Name

Branch Name

Branch Code

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type
(Please Tick (✓) wherever applicable)

→ Savings	<input type="checkbox"/>	Current	<input type="checkbox"/>	Cash Credit	<input type="checkbox"/>
-----------	--------------------------	---------	--------------------------	-------------	--------------------------

A/c No. (as appearing in the cheque book)

→

Effective date of this mandate

→

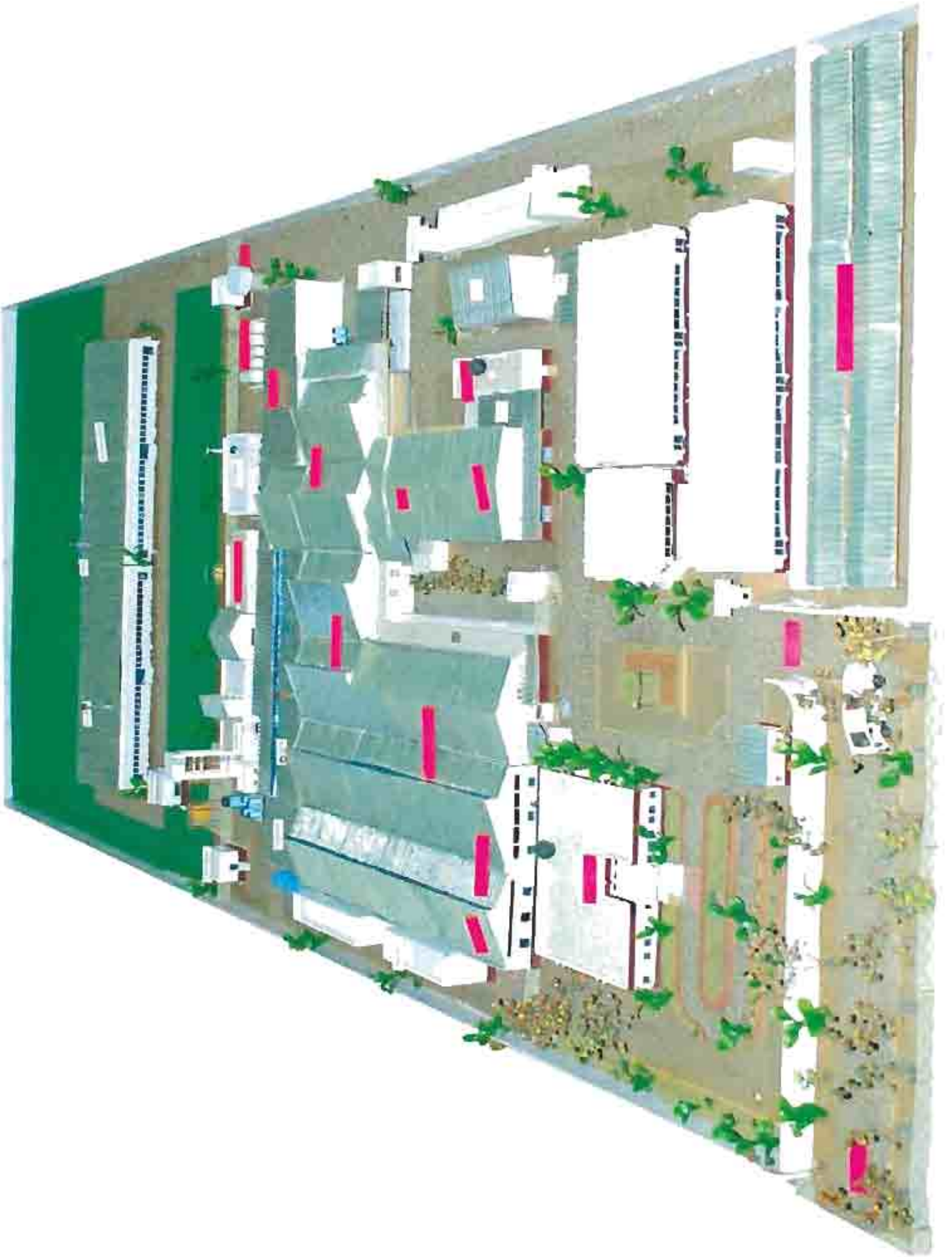
I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness of information supplied as above, the Company/MCS Ltd, will not be held responsible. I agree to avail ECS facility provided by RBI, as and when implemented by RBI/Investment & precision Castings Limited)

I further undertake to inform the Company any change in my Bank/branch and account number.

Dated : _____

(Signature of Sole/First holder)**Notes:**

1. Whenever the Shares in the given folio are entirely dematerialised, then this ECS mandate form will stand cancelled
2. For Shares held in dematerialised mode nomination is required to be filed with the Depositor Participant in their prescribed form.



Book-Post

To,

If undelivered please return to :

INVESTMENT & PRECISION CASTINGS LTD.


REGD. OFFICE : NARI ROAD, BHAVNAGAR
& WORKS : GUJARAT, INDIA-364 006
TELEPHONE : (91) (0278) 252 3300 to 04
FAX : (91) (0278) 252 3500 to 02
EMAIL : direct1@ipcl.in
investor@ipcl.in
WEBSITE : www.ipcl.in