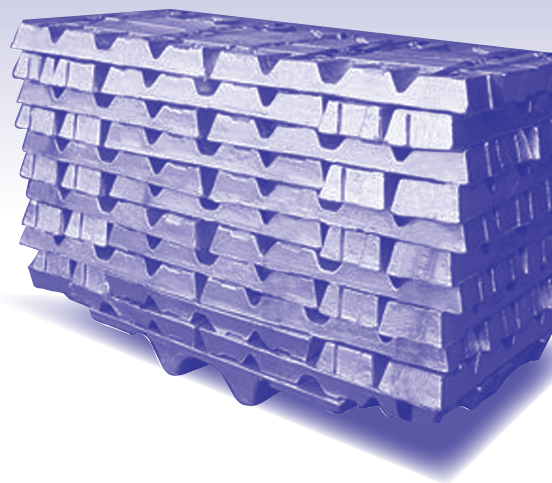
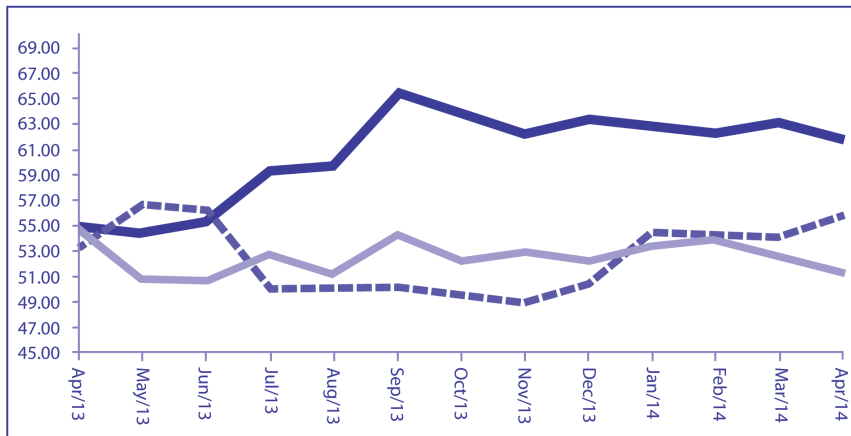


30th Annual Report 2013-14



**N I L E
L I M I T E D**

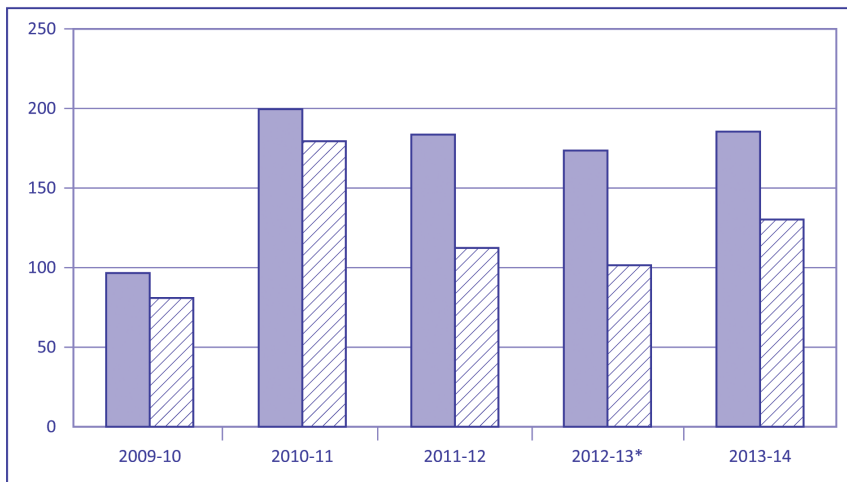
Lead Price Movement



- London Metal Exchange price in US dollars; scale 1 = 40 US dollars
- Indian crude lead price in Indian rupees; scale 1 = Rs. 2,500/-
- - - US dollar - Indian rupee exchange rate; scale 1 = Re. 1/-.

Data as on the first day of each month.

Last 5 years' Turnover, Net Profit



- Turnover (1 = Rs. 150 lakhs)
- ▨ Net Profit (1 = Rs. 4 lakhs)

**Excludes profit earned on sale of Glass Lining Division amounting to Rs. 1468.15 lakhs*



30th Annual Report 2013-14

CORPORATE INFORMATION

CIN: L25119AP1984PLC004719

Board Of Directors

Sri V. Ramesh (Chairman and Managing Director)
Sri Sandeep Ramesh (Executive Director)
Sri S. V. Narasimha Rao (Independent Director)
Sri V. Ashok (Independent Director)
Sri Satish Malladi (Independent Director)

Audit Committee

Sri S. V. Narasimha Rao (Chairman)
Sri V. Ashok
Sri Satish Malladi

Nomination and Remuneration Committee

Sri Satish Malladi (Chairman)
Sri V. Ashok
Sri S. V. Narasimha Rao

Stakeholders Relationship Committee

Sri Satish Malladi (Chairman)
Sri S. V. Narasimha Rao
Sri V. Ramesh

CSR Committee

Sri Satish Malladi (Chairman)
Sri V. Ramesh
Sri Sandeep Ramesh

Company Secretary

Sri Bikram Keshari Prusty

Auditors

M/s. Sarathy & Balu
Chartered Accountants
12, Master Sai Apartments,
Somajiguda, Hyderabad - 500082

Internal Auditors

M/s. Manohar Chowdhry & Associates
Chartered Accountants
204A, Concourse Complex,
7-1-58, Greenlands Road,
Hyderabad – 500016

Cost Auditors

M/s. Kapardhi & Associates
Cost Accountants
S.R.T. 148, Sanjeeva Reddy Nagar,
Hyderabad – 500038

Banker

Andhra Bank
Sultan Bazar Branch,
Hyderabad - 500195

Registrar & Transfer Agent

M/s. XL Softech Systems Ltd.
3, Sagar Society, Road No.2,
Banjara Hills, Hyderabad – 500034
Phones: (40) 23545913/14/15, Fax: (40) 23553214

Registered Office

Plot No.38 & 40, APIIC Industrial Park,
Gajulamandam Village, Renigunta Mandal,
Tirupati, Andhra Pradesh - 517520
Phone: 9246390402, Fax: (40) 23606640
Email: legal@nilelimited.com
Web: www.nilelimited.com

Corporate Office

Plot No. 149/A, Old MLA Colony,
Road No.12, Banjara Hills,
Hyderabad, Telangana – 500034.
Phones: (40) 23606641, Fax: (40) 23606640

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Tuesday, the 30th day of September, 2014 at 09:30 A.M. at the registered office of the company at Plot No. 38 & 40, APIIC Industrial Park, Gajulamandam Village, Renigunta Mandal, Tirupati, Andhra Pradesh – 517520, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that the Statement of Profit and Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with Balance Sheet as on that date, together with notes appended thereto and the Report of Directors’ and Auditors’ thereon, be and are hereby considered, approved and adopted”.

2. Dividend declaration:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that a final dividend of Rs.3.00 per share (three rupees only) on 30,01,900 equity shares of Rs.10/- each, as recommended by the Board of Directors, be and is hereby declared”.

3. Reappointment of retiring Director:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Sri Sandeep Ramesh, Director retiring by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

4. Appointment of Auditors:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. JVSL & Associates, Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting on a remuneration to be decided by the Board of Directors”.

SPECIAL BUSINESS:

Appointment of Independent Directors:

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Sri S. V. Narasimha Rao (DIN: 00025635) be and is hereby appointed as an Independent Director of

the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Sri V. Ashok (DIN: 00730615) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Sri Satish Malladi (DIN: 00346720) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Sri Sridar Swamy (DIN: 01122961) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

9. To consider and, if thought fit, to pass with or the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Sri Suketu Shah (DIN: 00607880) be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

10. Appointment of Director:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Smt. Vuyyuru Rajeswari (DIN: 00845598) be and is hereby appointed as a Director of the company whose office is liable to retire by rotation.”

11. Reappointment of Managing Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that Sri V. Ramesh (DIN: 00296642) whose current term of office expired on 13th August, 2014 be and is hereby re-appointed as Managing Director of the Company for a period of 3 years with effect from 14th August, 2014.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203, read with Schedule V, and other applicable provisions of the Companies Act, 2013, approval be and is hereby accorded for the re-appointment of Sri V. Ramesh as Managing Director on the remuneration and other terms and conditions as set out hereunder:

Salary: Rs. 2,50,000/- per month (Rupees two lakhs fifty thousand only)

Commission: 2% of the net profits of the Company.

Perquisites: Perquisites will be added to salary and will be subject to the condition that the monetary value of those under Part A shall be restricted to an amount equal to the annual salary.

Part A

1. Housing:

Housing I: The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to the ceiling of 50% of salary, over and above 10% payable by the Managing Director.

Housing II: In case accommodation is owned by the Company, 10% of the salary of the Managing Director shall be deducted by the Company.

Housing III: In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

The expenditure incurred by the Company on gas, electricity, water, and furnishings will be valued as per the Income Tax Rules, 1962. This will however be subject to a ceiling prescribed under the Rules.

2. Medical reimbursement:

Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

3. Leave Travel Concession:

For self and family once in a year subject to a maximum of one month's salary.

4. Club fees:

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

5. Personal Accident Insurance:

Premium for 60 months' basic salary, as per the prevailing rates.

6. Mediclaim Policy:

Premium, as per the amount allowed under IT Rules per annum for self and family.

PART B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity will be limited to 15 days salary for each completed year of service.

PART C

Provision of (i) car with driver, and (ii) telephone at residence. Personal long distance calls on telephone, and use of car for private purposes shall be billed by the Company to the Managing Director.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to increase, vary or amend the remuneration and other terms of the appointment from time to time provided that such revised remuneration shall also be in conformity with Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof or relaxation granted thereunder.”

12. Reappointment of Executive Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that Sri Sandeep Ramesh (DIN: 02692185) whose current term of office expired on 13th August, 2014 be and is hereby re-appointed as Executive Director of the Company for a period of 3 years with effect from 14th August, 2014.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203, read with Schedule V, and other applicable provisions of the Companies Act, 2013, approval be and is hereby accorded for the re-appointment of Sri Sandeep Ramesh as Executive Director on the remuneration and other terms and conditions as set out hereunder:

Salary: ₹ 2,50,000/- per month (Rupees two lakhs fifty thousand only)

Commission: 2% of the net profits of the Company.

Perquisites: Perquisites will be added to salary and will be subject to the condition that the monetary value of those under Part A shall be restricted to an amount equal to the annual salary.

Part A

1. Housing:

Housing I: The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to the ceiling of 50% of salary, over and above 10% payable by the Executive Director.

Housing II: In case accommodation is owned by the Company, 10% of the salary of the Executive Director shall be deducted by the Company.



Housing III: In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

The expenditure incurred by the Company on gas, electricity, water, and furnishings will be valued as per the Income Tax Rules, 1962. This will however be subject to a ceiling prescribed under the Rules.

2. Medical reimbursement:

Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

3. Leave Travel Concession:

For self and family once in a year subject to a maximum of one month's salary.

4. Club fees:

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

5. Personal Accident Insurance:

Premium for 60 months' basic salary, as per the prevailing rates.

6. Mediclaim Policy:

Premium, as per the amount allowed under IT Rules per annum for self and family.

PART B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity will be limited to 15 days salary for each completed year of service.

PART C

Provision of (i) car with driver, and (ii) telephone at residence. Personal long distance calls on telephone, and use of car for private purposes shall be billed by the Company to the Executive Director."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to increase, vary or amend the

remuneration and other terms of the appointment from time to time provided that such revised remuneration shall also be in conformity with Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof or relaxation granted thereunder."

13. Ratification of remuneration payable to Cost Auditors:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for M/s. Kapardhi & Associates, Cost Accountants at ₹ 50,000/- (Rupees fifty thousand only) for the Financial Year 2014-15."

14. Place of maintenance of Register of members etc., and copies of Annual Return:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] approval be and is hereby accorded for maintaining the Register of members etc., under Section 88, and copies of Annual Return filed under Section 92 of the Companies Act, 2013 at the Corporate office of the Company at Plot No. 149/A, Old MLA Colony, Road No.12, Banjara Hills, Hyderabad – 500034."

By Order of the Board
For Nile Limited

Bikram Keshari Prusty
Company Secretary
Ms.No. ACS20082

Place : Hyderabad
Date : 9th August, 2014

NOTES:

1. Proxy:

A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the company. For identification purpose the proxy should carry a valid identity proof issued by any Government authority.

Deposit of proxy:

Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the meeting, i.e., on or before 9:30 A.M. on 28th September, 2014.

2. Book Closure:

The Register of Members and the Share Transfer Register will remain closed from 20th September, 2014 to 30th September, 2014 (both days inclusive).

3. Voting Rights:

14th August, 2014 will be the effective date for determining the voting rights.

4. E-Voting (EVSN: 140813025):

E-Voting option is provided to members pursuant to Section 108 of the Companies Act, 2013. Please read carefully the instructions for 'E-Voting Process' attached to this Notice.

5. Dividend:

The Dividend on equity shares as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting, will be payable to those members whose names appear on the Company's Register of Members on 19th September, 2014. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL & CDSL for this purpose, as on that date. Dividend, if any, declared will be paid latest by 30th October, 2014.

6. Directors Profile:

Brief resumes of the Directors are given in the Corporate Governance Report annexed to the Directors' Report.

7. Unclaimed Dividend:

Unclaimed and unpaid dividend for over 7 years will be transferred to the Investor Education and Protection Fund. Shareholders, who have not so far en-cashed the dividend warrant(s), are requested to seek revalidation of expired dividend warrant(s).

Information in respect of unclaimed dividend and the last date for claiming the same are given below:

Dividend for the Year	Date of declaration	Last date for claiming
2006-07 : Final	12-07-2007	11-08-2014
2007-08 : 1 st Interim	27-10-2007	26-11-2014
2007-08 : 2 nd Interim	30-04-2008	30-05-2015
2007-08 : Final	30-09-2008	30-10-2015
2009-10: Final	30-09-2010	30-10-2017
2010-11: Final	30-09-2011	30-10-2018
2011-12: Final	29-09-2012	29-10-2019
2012-13: Final	10-08-2013	10-09-2020

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

Item No.5 to 7: Appointment of Independent Directors

Section 149(4) of the Companies Act, 2013 requires that our company, being a listed company, shall have at least one-third of the total number of Directors as Independent Directors. Clause 49 of the listing agreement as applicable to the company requires that at least half of the Board should comprise of Independent Directors. Section 149(10) of the Companies Act, 2013 now mandates the appointment of Independent Director for a fixed tenure up to five consecutive years and are eligible for reappointment for one more term of five years on passing of a Special Resolution by the company. For reckoning these ceilings, any tenure of Independent Director as on 1st April, 2014 shall not be counted. SEBI by Circular dt.17-04-2014 has advised Stock Exchanges to amend Clause 49 of the Equity Listing Agreement with a view to align them with the new Company Law and in certain areas SEBI has imposed more stringent conditions as well. This inter alia deals with Independent Director applicable from 1st October, 2014.

In order that our company ensures due compliance with the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, it is intended to pass requisite resolutions at this AGM for the appointment of Independent Directors. All the three existing Independent Directors of the company qualify for being appointed as Independent Directors for a tenure of five years. Accordingly, their appointments have been proposed for a fixed tenure of 5 years.

The company has received Notice under Section 160 of Companies Act, 2013 from a member proposing each of the candidature for being appointed as Independent Director, together with requisite deposit of rupees one lakh for each. Details of Independent Directors proposed for appointment are furnished in the Corporate Governance Report that forms an integral part of this Notice.

Having regard to the above, the proposal for appointment of Independent Directors is placed for the consideration of shareholders as under:

Name of Independent Director	Date of first appointment	Date of last reappointment	Proposed tenure
Sri S.V. Narasimha Rao	28-10-2003	29-09-2012	5 years
Sri V. Ashok	26-07-2008	10-08-2013	
Sri Satish Malladi	27-07-2009	30-09-2011	

The company has received requisite declaration from each of the above in deference to Section 149(7) that he meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that in the opinion of the Board each of the Independent Director proposed to be appointed as above fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed Director is independent of the management.

The Independent Directors would be eligible for sitting fee for attending the Board and Committee meetings within the ceiling prescribed by the Act and as determined by the the Board. They shall however not be entitled to any stock option.

Details of remuneration are disclosed in the Corporate Governance Report to shareholders each year. The terms and conditions of appointment of Independent Directors as approved by the Board are open for inspection at the registered office of the company by any member during normal business hours. This would also be posted on the company's website.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the business stated in item number 5 to 7.

Item No.8 and 9: Appointment of Independent Directors

Sri Sridar Swamy, and Sri Suketu Shah are proposed to be appointed as Independent Directors of the company for a period of 5 years.

The company has received Notice under Section 160 of Companies Act, 2013 from a member proposing candidature of Sri Sridar Swamy, and Sri Suketu Shah together with the requisite deposit of rupees one lakh for each. A brief resume of Sri Sridar Swamy, and Sri Suketu Shah is furnished in the Corporate Governance Report that forms an integral part of this Notice.

The company has received requisite declaration from each of the above in deference to Section 149(7) that he meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that, in the opinion of the Board, the Independent Directors proposed to be appointed as above fulfils the conditions specified in the Act and the Rules made thereunder. The terms and conditions of appointment of Independent Directors as approved by the Board are open for inspection at the registered office of the company by any member during normal business hours. This would also be posted on the company's website.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the business stated in item number 8 and 9.

Item No.10: Appointment of Director:

The company has received Notice under Section 160 of Companies Act, 2013 from a member proposing candidature of Smt. Vuyyuru Rajeswari for being appointed as a Director, together with requisite deposit of rupees one lakh. A brief resume of Smt. Vuyyuru Rajeswari is furnished in the Corporate Governance Report that forms an integral part of this Notice.

Except Sri V. Ramesh and Sri Sandeep Ramesh and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.11: Reappointment of Managing Director:

The current term of Sri V.Ramesh as Managing Director expires on 13th August, 2014. On the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2014 have reappointed Sri V. Ramesh as Managing Director of the Company for a further period of 3 years with effect from 14th August, 2014 and approved the remuneration package as stated in the proposed resolution, subject to the approval of shareholders:

Statement containing required information as per Part II of Section II of Schedule V to the Companies Act, 2013:

I. General Information

1. Nature of Industry:

Recycling of Lead, Power generation through wind farms.

2. Date of commencement of commercial production:

Commercial production commenced several years ago.

3. Financial performance based on given indicators:

(₹ In lakhs)

Particulars	2013-14	2012-13
Total Income	27,986.91	27,135.62
Profit Before Interest, Depreciation & Tax	1,792.25	3,503.03
Profit/ (Loss) Before Tax	839.12	2,645.73
Profit/ (Loss) After Tax	521.07	1,979.42
Net worth	6,091.87	5,685.78
Dividend (%)	30*	20

* Recommended

4. Foreign Investments or collaborations, if any : Nil

II. Information about the appointee

1. Background details:

Sri V. Ramesh, is the promoter & CMD of the Company. He has a B. Tech from IIT Madras, M.S. from the University of Wisconsin, and MBA from the University of Toronto. He has vast experience in related fields in different capacities.

2. Past remuneration:

₹ 2.50 lakhs per month + Commission @ 2% of the Net Profits + Perquisites as approved by the shareholders at the 27th Annual General Meeting of the Company held on 30th September, 2011.

3. Job profile and suitability:

Sri V. Ramesh, as Managing Director, is the CEO of the Company, responsible for overall management of the Company, under the supervision and guidance of the Board of Directors. His last appointment was made for a period of 3 years with effect from 14th August, 2011. In view of the excellent progress achieved by the Company since then under his guidance, the Board has decided

to re-appoint him as Managing Director for a period of three years with effect from 14th August, 2014, with a remuneration as recommended by the Nomination and Remuneration Committee.

4. Remuneration proposed:

As set out in the proposed resolution in item number 11.

5. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person:

Considering the profile of Sri V. Ramesh and current trend of compensation package in Corporates, the remuneration proposed is in line with comparable remuneration levels in the industry.

6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any:

Relevant information is provided in the "Corporate Governance" part of the Directors Report.

III. Other information

1. Reasons of loss or inadequate profits:

The cyclical nature of the lead industry and volatility in the international prices for lead can affect the profitability of the company. Lack of availability of raw materials at economical prices could also affect the profitability.

2. Steps taken or proposed to be taken for improvement:

The company will pursue all available means of reducing costs, including by way of energy conservation, diversification of customer base, alternate sources of raw material etc.

3. Expected increase in productivity and profit in measurable terms:

All necessary steps will be taken to ensure that productivity will improve to the levels required to return the company to profitability.

Except Sri Sandeep Ramesh and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.12: Reappointment of Executive Director:

The current term of Sri Sandeep Ramesh as Executive Director expires on 13th August, 2014. On the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2014 have reappointed Sri Sandeep Ramesh as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2014 and approved the remuneration package as stated in the proposed resolution, subject to the approval of shareholders:

Statement containing required information as per Part II of Section II of Schedule V to the Companies Act, 2013:

I. General Information

1. Nature of Industry:

Recycling of Lead, Power generation through wind farms.

2. Date of commencement of commercial production:

Commercial production commenced several years ago.

3. Financial performance based on given indicators:

(₹ In lakhs)

Particulars	2013-14	2012-13
Total Income	27,986.91	27,135.62
Profit Before Interest, Depreciation & Tax	1,792.25	3,503.03
Profit/ (Loss) Before Tax	839.12	2,645.73
Profit/ (Loss) After Tax	521.07	1,979.42
Net worth	6,091.87	5,685.78
Dividend (%)	30*	20

*Recommended

4. Foreign Investments or collaborations, if any: Nil.

II. Information about the appointee

1. Background details:

Sri Sandeep Ramesh is a commerce graduate from the Indian Institute of Management and Commerce, and holds a post graduate diploma in business management from the Indian School of Business.

2. Past remuneration:

₹ 1 lakh per month + Commission @ 1% of the Net Profits + Perquisites as approved by the shareholders at the 27th Annual General Meeting of the Company held on 30th September, 2011.

3. Job profile and suitability:

Sri Sandeep Ramesh, as Executive Director, is responsible for monitoring the operations of the Company. In view of his excellent contributions to the growth of the Company, the board has decided to re-appoint him as the Executive Director for a period of three years with effect from 14th August, 2014 with a revised remuneration as recommended by the Nomination and Remuneration Committee.

4. Remuneration proposed:

As set out in the proposed resolution in item number 12.

5. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person:

Considering the profile of Sri Sandeep Ramesh and current trend of compensation package in Corporates, the remuneration proposed is in line with comparable remuneration levels in the industry.

6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any:

Relevant information is provided in the "Corporate Governance" part of the Directors Report.

III. Other information

1. Reasons of loss or inadequate profits:

The cyclical nature of the lead industry and volatility in the international prices for lead can affect the profitability of the company. Lack of availability of raw materials at economical prices could also affect the profitability.

2. Steps taken or proposed to be taken for improvement:

The company will pursue all available means of reducing costs, including by way of energy conservation, diversification of customer base, alternate sources of raw material etc.

3. Expected increase in productivity and profit in measurable terms:

All necessary steps will be taken to ensure that productivity will improve to the levels required to return the company to profitability.

Except Sri V. Ramesh and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.13: Ratification of remuneration payable to Cost Auditors:

While the remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee, it will have to be ratified by the shareholders at the following General meeting as per Section 148 of the Companies Act, 2013. The approval of Central Government is no longer required under the new Law.

Pursuant to the above, the Board of Directors have appointed M/s. Kapardhi & Associates, Cost Accountants, based on the recommendations of the Audit Committee

at a remuneration of Rs.50,000/- for Financial Year 2014-15. It is now placed for the approval of shareholders in accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.14: Place of maintenance of Register of members etc., and Copies of Annual Return:

Ordinarily, the registers and copies of Annual Return filed shall be maintained at the registered office of the company. However, since the corporate office is located in Hyderabad, it is convenient to keep these documents in Hyderabad. Also, Section 94 of the Companies Act, 2013 allows maintaining the above documents at any other place other than the registered office of the company where more than one-tenth of the total members reside, provided the same is approved by a Special Resolution. Since more than one tenth of members reside in Hyderabad, it is proposed to maintain the above documents at the corporate office of the Company.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

By Order of the Board
For **Nile Limited**

Bikram Keshari Prusty
Company Secretary
Ms.No. ACS20082

Place : Hyderabad
Date : 9th August, 2014

E-Voting Process

(EVSIN: 140813025)

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2014 at 9:00 A.M and ends on 25th September, 2014 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 14th August, 2014 (cut off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In the event member casts his votes through both the processes i.e. E-Voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- (iii) Members casting vote either through E-Voting or through Ballot Form will not have any right to vote at the meeting. However, they can attend the meeting.
- (iv) The shareholders should log on to the e-voting website "www.evotingindia.com" during the voting period.
- (v) Click on "Shareholders" tab.
- (vi) Now, select "NILE LIMITED" from the drop down menu and click on "SUBMIT".
- (vii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in demat form and had logged on to "www.evotingindia.com" and voted on an earlier voting of any company, then your existing password is to be used.