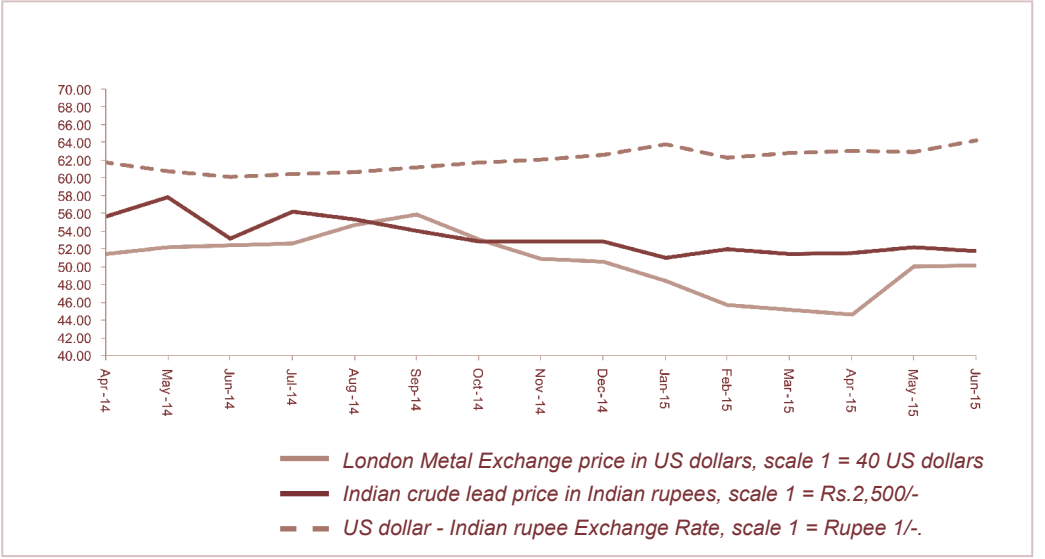


NILE LIMITED

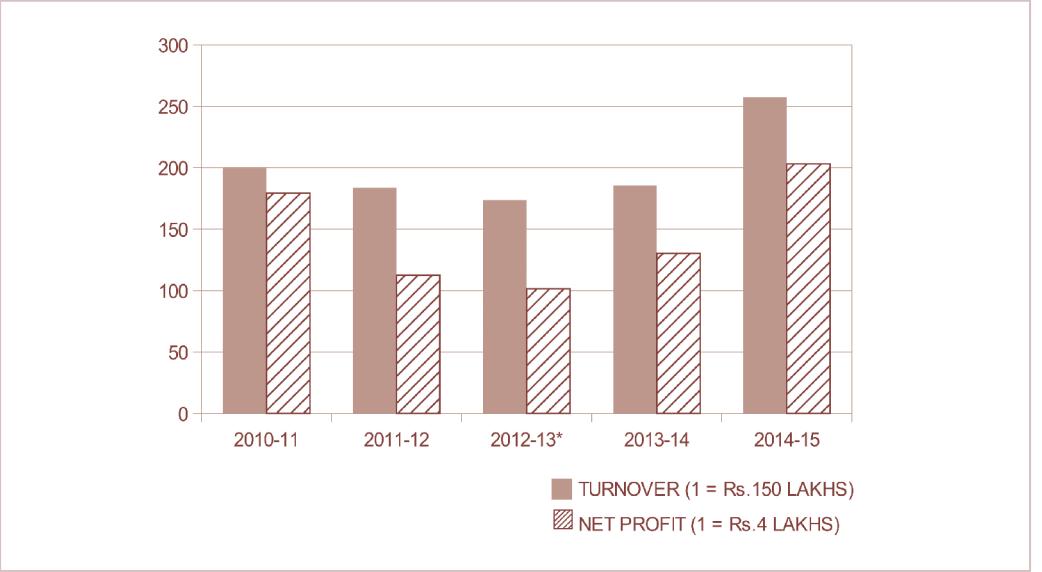
31st Annual Report 2014-15

LEAD PRICE MOVEMENT



Data as on the first day of each month.

LAST 5 YEARS' TURNOVER, NET PROFIT



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

NILE LIMITED

31st Annual Report 2014-15

CORPORATE INFORMATION

CIN: L25119AP1984PLC004719

Board of Directors
Sri V. Ramesh *(Chairman and Managing Director)*
Sri Sandeep Ramesh *(Executive Director)*
Smt V. Rajeswari
Sri S. V. Narasimha Rao
Sri V. Ashok
Sri Satish Malladi
Sri Sridar Swamy
Sri Suketu Shah

Audit Committee
Sri S. V. Narasimha Rao *(Chairman)*
Sri V. Ashok
Sri Satish Malladi
Sri Sridar Swamy

Nomination and Remuneration Committee
Sri Satish Malladi *(Chairman)*
Sri V. Ashok
Sri S. V. Narasimha Rao
Sri Sridar Swamy

Stakeholders Relationship Committee
Sri Satish Malladi *(Chairman)*
Sri S. V. Narasimha Rao
Sri V. Ramesh
Sri Suketu Shah

CSR Committee
Sri Satish Malladi *(Chairman)*
Sri V. Ramesh
Sri Sandeep Ramesh
Smt V. Rajeswari

Company Secretary
Sri Bikram Keshari Prusty

Chief Financial Officer
Sri B. Seshagiri Rao

Registered Office
Plot No.38 & 40, APIIC Industrial Park,
Gajulamandyam Village, Renigunta Mandal,
Tirupati, Chittoor Dist., Andhra Pradesh - 517520
Phone: 9246390402, Fax: (040) 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: (040) 23606641, Fax: (040) 23606640

Auditors
M/s. JVSL & Associates
Chartered Accountants
Plot No. 443-A-22-III, Road No. 86, Jubilee Hills,
Hyderabad - 500 033.

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

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

Secretarial Auditor
Sri V. Mohan Rao
Company Secretary
Plot No. 305, Phase – III, Samatha Nagar,
Bhagyanagar Society, Pragathinagar Road,
Near HMT Hills, Kukatpally, Hyderabad – 500072

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: (040) 23545913/14/15, Fax: (040) 23553214

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Wednesday, the 30th day of September, 2015 at 10:00 A.M. at the registered office of the company at Plot No.38 & 40, APIIC Industrial Park, Gajulamandyam Village, Renigunta Mandal, Tirupati, Chittoor Dist., Andhra Pradesh – 517520 to transact the following business *(please refer the Route Map of the meeting venue annexed to the Attendance Slip):*

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, 2015 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. **Declaration of Dividend:**

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

   "RESOLVED that a dividend of ₹3/- (three rupees only) per share on 30,01,900 equity shares of ₹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 Vuyyuru Ramesh (DIN: 00296642), Director retiring by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

4. **Ratification of 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, the Company do hereby confirm and ratify the appointment of M/s. JVSL & Associates, Chartered Accountants, as Auditors of the Company, to hold office till the conclusion of the 33rd Annual General Meeting on a remuneration as the Board of Directors of the Company may determine".

SPECIAL BUSINESS:

5. **Ratification of remuneration payable to Cost Auditors:**

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

   "RESOLVED that in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Company do hereby confirm and ratify, 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) plus service tax and out of pocket expenses for the Financial Year 2015-16."

By Order of the Board

For Nile Limited

Sd/-

Bikram Keshari Prusty

Company Secretary

Ms.No. FCS7855

Place : Hyderabad

Date : 14-08-2015

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 Goverment 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 10:00 A.M. on 28th September, 2015.

2. **Book Closure:**

   The Register of Members and the Share Transfer Register will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).

3. **Voting Rights:**

   23rd September, 2015 will be the cut-off date for determining the voting rights.

4. **E-Voting (EVSN: 150820012):**

   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 23rd September, 2015. 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 on or before 15th October, 2015.

6. 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 bellow:

Dividend for the Year	Date of declaration	Last date for claiming
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
2013-14: Final	30-09-2014	30-10-2021

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

Item No.5: 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, as per Section 148(3) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, of the Companies Act, 2013, the same shall be ratified by the shareholders at the following General meeting. The approval of Central Government is no longer required.

The Board of Directors have appointed M/s. Kapardhi & Associates, Cost Accountants, based on the recommendations of the Audit Committee at a remuneration of ₹50,000/- plus service tax and out of pocket expense for the Financial Year 2015-16. The proposed remuneration is now placed for the approval of shareholders.

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

Sd/-
Bikram Keshari Prusty
Company Secretary
Ms.No. FCS7855

Place : Hyderabad
Date : 14-08-2015

E-Voting Process

(EVSN: 150820012)

The instructions for shareholders voting electronically are as under:

- The voting period begins on 27th September, 2015 and ends on 29th September, 2015 @5:00 P.M.. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website **www.evotingindia.com.**
- Click on Shareholders.
- Now, Enter your User ID
  - o For CDSL: 16 digits beneficiary ID,
  - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - o Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) i. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the **sequence number** in the PAN field. ii. In case the **sequence number** is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

	For Members holding shares in Demat Form and Physical Form
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant NILE LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians

  Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

  A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

  After receiving the login details a compliance user should be created using the admin loin and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

  The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on aproval of the accounts they would be able to cast their vote.

  A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DIRECTORS' REPORT

To
The Members,

Your Directors take pleasure in presenting the 31st Annual Report on the operations of your Company and the Audited Accounts for the financial year ended 31st March, 2015, together with the Auditors' Report thereon.

Financial Results:

Your Company's results for the year, in comparison with the previous year, are given below in a summarized format:

(₹ in lakhs)

Particulars	2014-15	2013-14
Net Sales	**38,595.87**	27,818.45
Other Income	**566.26**	168.46
Profit before interest and depreciation	**2,254.32**	1,850.77
Less: Interest	**705.24**	697.95
Depreciation	**332.98**	313.70
Profit before exceptional & extraordinary items and tax	**1,216.10**	839.12
Profit before Tax	**1,216.10**	839.12
Profit after Tax	**811.99**	521.07
Add: Opening balance in Statement of Profit & Loss	**4,094.59**	3,731.88
Amount available for appropriation	**4,905.73**	4,252.95
Appropriations:		
Transfer to General Reserve	**82.00**	53.00
Proposed Dividend on equity shares	**90.06**	90.06
Income Tax on proposed Dividend	**18.00**	15.31
Surplus/(Deficit) carried to Balance Sheet	**4,715.67**	4,094.58

Note: Previous year's figures are regrouped and presented wherever necessary.

Dividend:

Your Directors have pleasure in recommending a dividend of ₹3/- per share for the financial year 2014-15.

Operations:

Operations of the Company's two divisions for the year under review were as follows:

Lead Division:

This year, the Lead division recorded sales of ₹38,512 lakhs as against ₹27,721 lakhs in the previous year.

Windmills:

The entire energy of around 25 lakhs units generated at Ramagiri was sold to Andhra Pradesh Power Coordination Committee, and the total revenue was ₹84 lakhs as against ₹97 lakhs in the previous year.

Total:

The combined turnover of the Company, thus, was ₹38,596 lakhs for the year under review, as against ₹27,818 lakhs for the previous year.

The entire escrow amount of ₹10 crores, and accrued interest, relating to the sale of Glass Lining Division to De Dietrich Process Systems India Private Limited has been received by your Company. This amount has been deployed towards working capital.

Corporate Governance: Your Company has complied with all provisions of Corporate Governance, as required under Clause 49 of the Listing Agreement. A report on Corporate Governance, along with the certificate on its compliance from the Auditors, forms part of this report.

Quality System: Your Company's certificates for Quality Systems under ISO 9001 for the Lead Division continue to be valid.

Management Discussion and Analysis Report: A detailed discussion on the industry structure as well as on the financial and operational performance is contained in the 'Management Discussion and Analysis Report' enclosed hereto that forms an integral part of this Report.

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

A. Conservation of Energy:

Your Company continues to explore all possible avenues to reduce energy consumption.

Manual burners for all the melting furnaces in both units were replaced with automatic control burners at a total cost of Rs 10 lakhs, to reduce fuel consumption.

Energy efficient lights were installed in a part of the Tirupathi plant at a cost of Rs 2 lakhs.

B. Technology Absorption:

No new technology has been obtained during the year, and the existing technology in use has been fully absorbed.

C. Foreign Exchange earnings and outgo: Total foreign exchange used and earned:

(₹ in lakhs)

Particulars	2014-15	2013-14
a) Foreign Exchange earnings on exports	**244.72**	822.20
b) Foreign Exchange used on account of:		
i) Foreign Travel	**0.25**	3.37
ii) Professional Charges	**0.91**	-
iii) Subscription charges	**2.96**	-
iv) CIF value of imports of raw material & others	**12,426.55**	13,980.20
v) Dividend for 2013-14/2012-13	**2.47**	1.65

Directors:

Sri S. V. Narasimha Rao, Sri V. Ashok, Sri Satish Malladi, Sri Sridar Swamy and Sri Suketu Shah were appointed as Independent Directors of the Company for a period of 5 years, while Smt. Vuyyuru Rajeswari was appointed as a Director at the 30th Annual General Meeting of the Company held on 30th September, 2014.

Sri V. Ramesh and Sri Sandeep Ramesh were reappointed as the Managing Director and Executive Director respectively for a period of 3 years with effect from 14th August, 2014.

Key Managerial Personnel:

Sri B. Seshagiri Rao, DGM Accounts, was designated as the Chief Financial Officer of the Company by the Board of Directors in its meeting held on 9th August, 2014.

Number of meetings of the Board:

Details of same are disclosed in the Corporate Governance Report.

Declaration of Independence:

This is to confirm that all the Independent Directors have affirmed their compliance with the criteria of Independence as provided in Section 149 (6) of the Companies Act, 2013.

Risk Management Policy:

The Board has adopted and is implementing a suitable Risk Management Policy for the company which identifies therein different elements of risk which may threaten the existence of the company.

Particulars of investments under Section 186 of the Companies Act, 2013:

The company had made an investment of ₹ 91.16 lakhs in equity shares of GLW Ltd in the financial year 2008-09. The company had also made a provision for diminution in the value of said investment for the entire amount by way of ₹45.58 lakhs each in the financial years 2012-13 and 2013-14.

Deposits:

No deposits under Chapter V of the Companies Act, 2013 were accepted or renewed during the year.

Compostion of Audit Committee and Vigil Mechanism:

Details of the same are disclosed in the Corporate Governance Report.

Information as required under Section 134(3)(e), Section 178(3) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014: Refer Annexure B

Disclosures pursuant to Section 197(12) and Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014: Refer Annexure C

Annual Report on Corporate Social Responsibility (CSR) activities in accordance with Rule 8 of Companies (CSR Policy) Rules, 2014: Refer Annexure D

Extract of Annual Return (Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014: Refer Annexure E

Employees:

No employee was in receipt of remuneration more than the limit prescribed under the Companies (Appointment and Remuneration) Rules, 2014.

Directors' Responsibility Statement:

Your Directors, in terms of Section 134(5) of the Companies Act, 2013, state that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis; and

(e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Industrial Relations:

The industrial relations in the Company continue to be very cordial and stable. Your Directors would like to place on record their appreciation of the dedication and commitment of all employees of your Company.

Acknowledgement:

Your Directors thank the customers, vendors, investors, and Andhra Bank for their continued support during the year.

For Board of Directors

Sd/-
V. Ramesh
Chairman and
Managing Director
DIN: 00296642

Place : Hyderabad
Date : 14-08-2015

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE–A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management discussion and analysis report sets out developments in the business environment and the Company's performance since the last report. The analysis supplements the Directors' report, which forms part of this annual report.

Industry Structure and Development:

Lead and Wind Energy are the two divisions of the Company.

Pure Lead and Lead Alloys are mainly supplied to manufacturers of Lead acid batteries.

Wind energy generated is sold to Andhra Pradesh Power Coordination Committee.

The table below shows the operational performance of the company during the 2014-2015 financial year. While the turnover and the net profit increased, the margins dropped because the raw material prices did not come down in tandem with the drop in international prices for the finished product.

Results of our Operations (₹ In Lakhs)

Paticulars	Year ended March 31,			
	2015	**%**	2014	%
Income from Lead Sales				
Net Sales	**38,596.00**	**100.00**	27,818.00	100.00
Cost of Goods Sold	**36,317.00**	**94.10**	25,489.00	91.63
Gross Profit	**2,279.00**	**5.90**	**2,329.00**	**8.37**
Selling and Marketing Expenses	**258.03**	**0.67**	196.44	0.71
General and Administration Expenses	**1,037.79**	**2.69**	1,148.41	4.13
	1,295.82	**3.36**	**1,344.85**	**4.83**
Operating Profit before Depreciation Expenses	**982.82**	**2.55**	**984.36**	**3.54**
Depreciation and Amortization	**332.98**	**0.86**	313.70	1.13
Operating Profit	**649.84**	**1.68**	**670.66**	**2.41**
Other Income	**566.26**	**1.47**	168.46	0.61
Profit before Exceptional Item and Tax	**1,216.10**	**3.15**	**839.12**	**3.02**
Tax Expenses	**404.11**	**1.05**	318.05	1.14
Profit after Tax and Exceptional Items	**811.99**	**2.10**	**521.07**	**1.87**

There have been no significant developments on the employment and manpower front. Relevant manpower data is provided elsewhere in the document.

Division-wise performance:

The operational and financial performances of the two divisions are as follows:

(in Rupees)

Segment	Turnover	Profit before Interest & Tax
Lead	3,85,11,75,682	18,80,53,607
Wind Energy	84,11,756	40,81,553

The expansion of storage facilities, and de-bottlenecking of material movement, at the Tirupati plant is completed, and operations have become smoother as a result.

The sales volume (26,904 MT to 35,641 MT) and turnover (₹ 277 crores to ₹ 385 crores) of the Lead division increased significantly. However, the margins were under pressure due to the mismatch between the raw material and finished product prices. The net profit of the company showed a big jump, largely on account of other income.

Outlook:

There has been a gradual slowdown in the demand for Lead and Alloys , and this, coupled with the squeeze on margins, will impact your company's performance in the near term.

The last few months saw a big drop in international prices of lead on the London Metals Exchange, as a result of the Chinese economy slowing down, and the crisis in Greece. However, as the Lead Price Movement chart shows, domestic prices of our raw material did not come down proportionately. The major international suppliers of the raw materials have kept material away from the market, in anticipation of improved prices for refined Lead, and, as a consequence, for their raw material.

This effect on the margins of your company is expected to continue until there is a rebound in the international Lead prices.

Your company continues to hedge on the London Metals Exchange to partially mitigate the impact of the volatility in international Lead prices.

The wind power purchase agreement with the Andhra Pradesh Power Coordination Committee expires on August 30, 2015. Your company requested that the agreement be extended for another 10 years. If the agreement is not extended, the wind power will be used captively for the Tirupati plant.

Georgia Lead Works has not been able to commence operations, and is still looking to sell the assets, mainly land.

The power situation in both Andhra Pradesh and Telangana has been comfortable, even during the summer months.

Opportunities and Threats:

The demand from your company's major customer, Amara Raja Batteries Limited, continues to be strong as they are expanding their own facilities. Your company is continuing its efforts to diversify its customer base, and during the financial year 2014-2015, 21 % of the revenues were from cutomers other than Amara Raja Batteries Limited.

Your Company's wind farm completed 20 years' of operation, the originally expected useful life. While the equipment is operating with no discernible reduction in performance, the repair costs can be expected to increase over the next few years..

Internal Control Systems and their Adequacy:

Your Company has an established system of internal controls for ensuring optimal utilization of various resources. Investment decisions involving capital expenditure are taken up only after due appraisal and review, and adequate policies have been laid down for approval and control of expenditure. Internal audit is carried out by a firm of Chartered Accountants to ensure adequacy of the internal control systems. The internal audit report is reviewed by the Audit Committee to ensure that all policies and procedures are adhered to, and all statutory obligations are complied with.

For Board of Directors

Sd/-
V. Ramesh
Chairman and
Managing Director
DIN: 00296642

Place : Hyderabad
Date : 14-08-2015

ANNEXURE-B

Information as required under Section 134(3)(e), Section 178(3) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014:

Criteria for determining qualifications for appointment of Directors:

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/ or public service.
- Their financial or business literacy/skills.
- Appropriate other qualification/experience to meet the objectives of the Company, including the diversity they bring to the Board
- As per the applicable provisions of Companies Act, 2013, Rules made thereunder and Clause 49 of Listing Agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Criteria for determining positive attributes of Directors:

i. Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.

ii. Actively update their knowledge and skills with the latest developments in the market conditions and applicable legal provisions.

iii. Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.

iv. To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

v. Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

vi. To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

Criteria for determining Independence of Directors:

Independent Directors to meet the criteria of Independence as prescribed by the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement, as amended from time to time.

Criteria for evaluation of performance of Directors:

i. Attendance and contribution at Board and Committee meetings.

ii. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.

iii. Recognize the role which he/she is expected to play, internal Board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.