

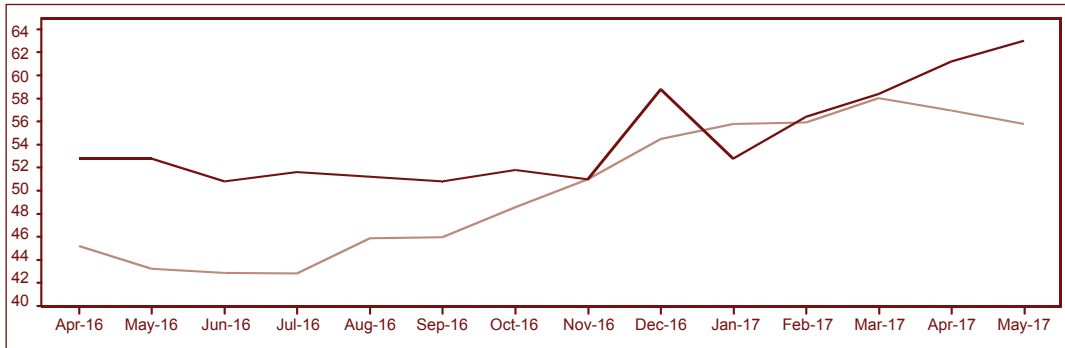


**N I L E
L I M I T E D**



33rd Annual Report 2016-17

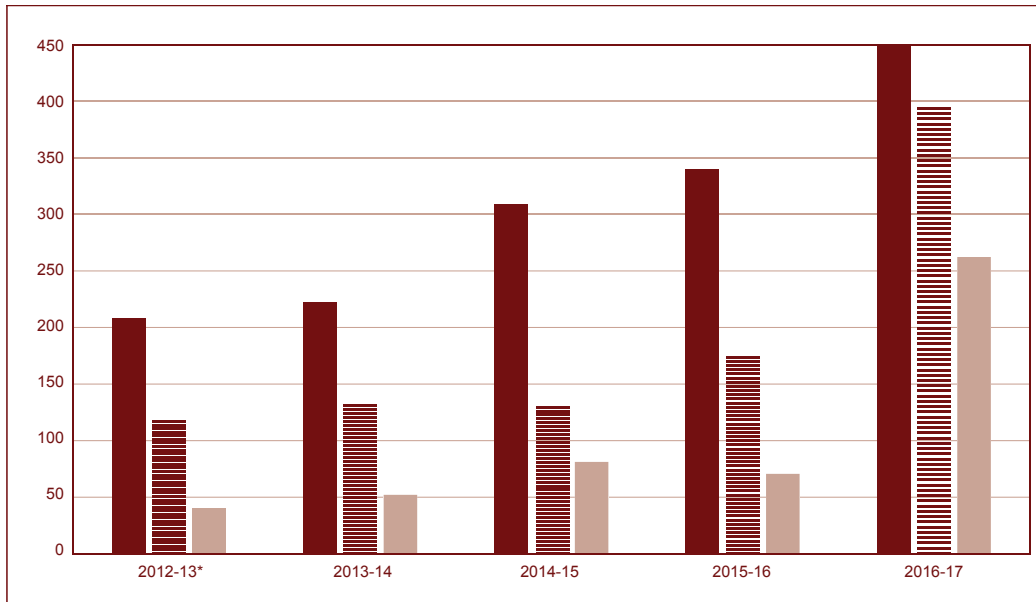
LEAD PRICE MOVEMENT



— LONDON METAL EXCHANGE PRICE IN US DOLLARS, SCALE 1 = 40 US DOLLARS
 — INDIAN CRUDE LEAD PRICE IN INDIAN RUPEES, SCALE 1 = Rs.2,500/-

Data as on the first day of each month.

LAST 5 YEARS' TURNOVER, PROFIT



■ TURNOVER (1 = Rs.125 LAKHS) ▨ OPERATING PROFIT (1 = Rs.10 LAKHS) ■ NET PROFIT (1 = Rs.10 LAKHS)

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



33rd Annual Report

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
Sri V. Ramesh
Sri Sandeep Ramesh

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,
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. 24A/A, MLA Colony,
Road No.12, Banjara Hills,
Hyderabad, Telangana – 500034.
Phones: (40) 23606641, Fax: (40) 23606640

Auditors

M/s. Gokhale & Co.

Chartered Accountants
3-6-322, Off. No. 403, Mahavir House,
Basheerbagh, Hyderabad - 500029

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

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

Bankers

Kotak Mahindra Bank,
Somajiguda, Hyderabad.

HDFC Bank

Road No.12, Banjara Hills, Hyderabad.

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

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Saturday, the 12th day of August, 2017 at 11:00 AM, at the registered office of the company at Plot No.38 & 40, APIIC Industrial Park, Gajulamandayam Village, Renigunta Mandal, Tirupati, Chittoor Dist., Andhra Pradesh – 517520 (*Please refer to the Route Map of the meeting venue annexed to the Attendance Slip*), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and 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, 2017 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. Confirmation of interim dividend paid:

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED that the interim dividend of Rs.3/- per share on 30,01,900 shares declared and paid in March, 2017, be and is hereby confirmed.”

3. Reappointment of retiring Director:

To consider and 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 Vuyyuru Ramesh (DIN: 02692185), Director retiring by rotation, who is 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 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. Gokhale & Co., Chartered Accountants, as Auditors of the Company, to hold office till the conclusion of the 37th Annual General Meeting on a remuneration to be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. Reappointment of Chairman and Managing Director:

To consider and pass the following resolution as a Special Resolution:

“RESOLVED that Sri V. Ramesh (DIN: 00296642) whose current term of office expires on 13th August, 2017,

and who will attain the age of 70 years on 11th August, 2018, be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of 3 years with effect from 14th August, 2017.”

“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 Chairman and Managing Director on the terms and conditions as set out hereunder:

Salary: Rs.4,00,000/- per month (Rupees four lakhs only).

Commission: 3 % 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.

Housing II: In case accommodation is owned by the Company, 10% of the salary of the Chairman and 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, Annuity Fund, Gratuity 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.

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 Chairman and Managing Director."

"RESOLVED FURTHER that in the event of loss or inadequacy of profits of the company in any financial year, the above stated remuneration shall be considered as minimum remuneration to be paid to the Chariman and Managing Director, subject to the maximum limits prescribed under Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof or relaxation granted thereunder."

"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."

6. Reappointment of Executive Director:

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED that Sri Sandeep Vuyyuru Ramesh (DIN: 02692185) whose current term of office expires on 13th August, 2017 be and is hereby re-appointed as Executive Director of the Company for a period of 3 years with effect from 14th August, 2017."

"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 Vuyyuru Ramesh as Executive Director on the remuneration and other terms and conditions as set out hereunder:

Salary: Rs.4,00,000/- per month (Rupees four lakh only).

Commission: 3% 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.

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, Annuity Fund, Gratuity 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.

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 in the event of loss or inadequacy of profits of the company in any financial year, the above stated remuneration shall be considered as minimum remuneration to be paid to the Executive Director, subject to the maximum limits prescribed under Part II of Schedule V to the Companies Act, 2013 or any



statutory modification(s) or re-enactment(s) thereof or relaxation granted thereunder."

"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."

7. Ratification of remuneration payable to Cost Auditors:

To consider and 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 Rs.60,000/- (Rupees sixty thousand only) plus service tax and out of pocket expenses for the Financial Year 2016-17."

By Order of the Board
For Nile Limited

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS-7855

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 11:00 A.M. on 10th August, 2017.

2. Voting Rights:

5th August, 2017 will be the cut-off date for determining the voting rights.

3. E-Voting (EVEN: 106371):

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.

4. Unclaimed Dividend:

Dividends unclaimed and unpaid for over 7 years will be transferred to the Investor Education and Protection

Fund. Further, shares of such shareholders, who have not encashed any dividend warrant/instrument during the last 7 years, will be transferred to the Investor Education and Protection Fund.

Therefore, Please refer to the company website (www.nilelimited.com) for the list of unclaimed and unpaid dividend warrant(s)/instrument(s). Shareholders, who have not so far en-cashed the dividend warrant(s)/instrument(s), are requested to seek revalidation of expired and unclaimed dividend warrant(s)/instrument(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
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
2014-15: Final	30-09-2015	30-10-2022
2015-16: Interim	12-03-2016	12-04-2023
2016-17: Interim	08-03-2017	08-04-2024

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

Item No.5: Reappointment of Chairman and Managing Director:

The current term of Sri Vuyyuru Ramesh as Chairman and Managing Director expires on 13th August, 2017. In view of the excellent progress achieved by the Company under his guidance, even though he will attain the age of 70 years on 11th August, 2018, on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29th May, 2017 have reappointed Sri Vuyyuru Ramesh as Chairman and Managing Director of the Company

for a further period of 3 years with effect from 14th August, 2017 and approved the remuneration package as stated in the proposed resolution, subject to the approval of shareholders by Special Resolution.

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:

(Rs. In lakhs)

Particulars	2016-17	2015-16
Total Income	58,005.71	42,784.86
Profit Before Interest, Depreciation & Tax	5,283.69	2,154.66
Profit/ (Loss) Before Tax	4,020.11	1,127.68
Profit/ (Loss) After Tax	2,623.07	706.45
Net worth	9,858.82	7,344.14
Dividend-Rupees per share (%)	Rs.3 (30%)	Rs.3 (30%)

4. Foreign Investments or collaborators, if any:
Nil

II. Information about the appointee

1. Background details:

Sri Vuyyuru Ramesh, is the promoter and 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:

Rs. 2.50 lakhs per month + Commission @ 2% of the Net Profits + Perquisites as approved by the shareholders at the 30th Annual General Meeting of the Company held on 30th September, 2014.

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, 2014. In view of the excellent progress achieved by the Company since then under his guidance, even though he will attain the age of 70 years on 11th August, 2018, the Board has decided to re-appoint him as Chairman and Managing Director for a period of three years with effect from 14th August, 2017, with a remuneration as recommended by the Nomination and Remuneration Committee, subject to the approval of the shareholders by Special Resolution.

4. Remuneration proposed:

As set out in the proposed resolution in item number 5.

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

Considering the profile of Sri Vuyyuru 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 Smt. Vuyyuru Rajeswari, 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.6: Reappointment of Executive Director:

The current term of Sri Sandeep Vuyyuru Ramesh as Executive Director expires on 13th August, 2017. In view of the excellent progress achieved by the Company under his guidance, on the recommendations of the Nomination and Remuneration Committee the Board of Directors at their meeting held on 29th May, 2017 have reappointed Sri Sandeep Vuyyuru Ramesh as Executive Director of the Company for a further period of 3 years with effect from 14th August, 2017 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:

(Rs. In lakhs)

Particulars	2016-17	2015-16
Total Income	58,005.71	42,784.86
Profit Before Interest, Depreciation & Tax	5,283.69	2,154.66
Profit/ (Loss) Before Tax	4,020.11	1,127.68
Profit/ (Loss) After Tax	2,623.07	706.45
Net worth	9,858.82	7,344.14
Dividend-Rupees per share (%)	Rs.3 (30%)	Rs.3 (30%)

4. Foreign Investments or collaborators, if any:
Nil

II. Information about the appointee

1. Background details:

Sri Sandeep Vuyyuru 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:

Rs. 2.50 lakhs per month + Commission @ 2% of the Net Profits + Perquisites as approved by the shareholders at the 30th Annual General Meeting of the Company held on 30th September, 2014.

3. Remuneration proposed:

As set out in the proposed resolution in item number 6.

4. Job profile and suitability:

Sri Sandeep Vuyyuru Ramesh was appointed as Executive Director for a period of 3 years with effect from 14th August, 2014. In view of the excellent progress achieved by the Company since then under his guidance the Board has decided to re-appoint him as Executive Director for a period of three years with effect from 14th August, 2017, with a remuneration as recommended by the Nomination and Remuneration Committee, subject to the approval of the shareholders.

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

Considering the profile of Sri Sandeep Vuyyuru 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 Vuyyuru Ramesh, and Smt. Vuyyuru Rajeswari, 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.7: 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 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.60,000/- for Financial Year 2017-18. It is now placed for the ratification by the 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.

By Order of the Board
For Nile Limited

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS-7855

E-Voting Process

Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to members to exercise their right to vote at this Meeting by electronic means, and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given below:

(a) In case of Shareholders receiving e-mail from NSDL:

- ⊙ Open e-mail and open PDF file viz; "**Nile Ltd remote e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ⊙ Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- ⊙ Click on Shareholder - Login
- ⊙ Put user ID and password as initial password noted in step (i) above. Click Login.
- ⊙ Password change menu will appear. Change the password 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.
- ⊙ Home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
- ⊙ Select "EVEN - 106371" of **Nile Limited**.

- ⊙ Now you are ready for e-Voting as Cast Vote page will open.
- ⊙ Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- ⊙ Upon confirmation, the message "Vote cast successfully" will be displayed.
- ⊙ Once you voted on the resolution, you will not be allowed to modify your vote.
- ⊙ 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 **vmohancs@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

(b) In case of Shareholders not receiving e-mail from NSDL:

- i. Initial password is provided as below:
EVEN (e-Voting Event Number): 106371
USER ID: *****
PASSWORD/PIN: *****
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) in Case (a) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then use your existing user ID and password for casting your vote.

DIRECTORS' REPORT

To
The Members,

Your Directors take pleasure in presenting the 33rd Annual Report on the operations of your Company and the Audited Accounts for the financial year ended 31st March, 2017, together with the Auditors' Report thereon.

Financial Results:

Your Company's results for the year, and the comparative figures for the previous year, are given below in a summarized format:

(Rs. in lakhs)

Particulars	2016-17	2015-16
Net Sales	57,935.98	42,527.32
Other Income	69.73	257.54
Total Revenue	58,005.71	42,784.86
Profit before interest and depreciation	5,283.69	2,154.66
Less: Interest	921.68	686.44
Depreciation	341.90	340.54
Profit before exceptional & extraordinary items and tax	4,020.11	1,127.68
Profit before Tax	4,020.11	1,127.68
Profit after Tax	2,623.07	706.45
Add: Opening balance in Statement of Profit & Loss	5,242.73	4,715.67
Amount available for appropriation	7,865.80	5,422.12
Appropriations:		
Transfer to General Reserve	-	71.00
Interim Dividend on equity shares	90.06	90.06
Dividend Distribution Tax on Interim Dividend	18.33	18.33
Surplus/(Deficit) carried to Balance Sheet	7,757.41	5,242.73

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

Dividend:

On 8th March, 2017, your Directors declared an interim dividend of Rs.3/- per share for the financial year 2016-17. The Directors do not recommend any final dividend.

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 Rs.57,883 lakhs as against Rs.42,465 lakhs in the previous year, an increase of 36%.

Windmills:

The entire energy generated at Ramagiri was sold to Andhra Pradesh Southern Power Distribution Company Ltd. The total

revenue was Rs.53 lakhs against Rs.62 lakhs in the previous year.

Total:

The combined turnover of the Company, thus, was Rs.57,936 lakhs for the year under review, as against Rs.42,527 lakhs for the previous year.

Corporate Governance: Your Company has complied with all provisions of Corporate Governance, as required under the SEBI (LODR) Regulations, 2015. 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 (Refer Annexure-A).

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:

All possible avenues for saving energy are being pursued by your company.

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:

(Rs. in lakhs)

Particulars	2016-17	2015-16
a) Foreign Exchange earnings on exports	0.00	26.97
b) Foreign Exchange used on account of:		
i) Foreign Travel	3.22	3.73
ii) Professional Charges	1.36	0.80
iii) Subscription charges	3.65	4.05
iv) Delegate Fees	0.09	0.00
v) CIF value of imports of raw material & others	17,736.59	12,036.92
vi) Dividend for 2016-17/ 2015-16 & 2014-15	1.80	3.60

Directors:

pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Sri Sandeep Vuyyuru Ramesh will retire by rotation at the ensuing annual general meeting and, being eligible, offers himself for reappointment.

Statutory Auditors:

M/s. Gokhale & Co., Chartered Accountants, Hyderabad, were appointed as Statutory Auditors of the Company at the 32nd