



Corporate information

Board of Directors

Pradip Kumar Khaitan – *Chairman*

Jai Hari Dalmia – *Managing Director*

Yadu Hari Dalmia – *Managing Director*

Gautam Dalmia

Puneet Yadu Dalmia

N. Gopaldaswamy

Virendra Singh Jain

Sudha Pillai

Jayesh Doshi – *Whole Time Director & Group Chief Financial Officer*

Management Team

Gautam Dalmia

Puneet Yadu Dalmia

Mahendra Singhi

T. Venkatesan

Jayesh Doshi

Company Secretary

Nidhi Bisaria

Auditors

S.S. Kothari Metha & Co.

Bankers

State Bank of India

Axis Bank

Punjab National Bank

Corporation Bank

Oriental Bank of Commerce

Deutsche Bank

Hong Kong and Shanghai Banking Corporation

Registered Office

Dalmia Bharat Limited

Dalmiapuram - 621651

Dist Tiruchirapalli

Tamil Nadu

Corporate Office

Hansalaya Building,

11th & 12th Floors

15, Barakhamba Road

New Delhi – 110001

Registrar and Share Transfer Agent

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32

Gachibowli, Financial District,

Nanakramguda, Hyderabad – 500 032

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At Dalmia Bharat,
it is about our passion.

To do things at the right time in
the best possible manner.

At the lowest possible cost,
resulting in improved margins.

And in the most sustainable way.

Passion is the cause.
Growth is the result.

Segment: Overview by the management

“Your Company
is focused towards
sustainable business growth”



Puneet Yadu Dalmia and Gautam Dalmia, Directors of Dalmia Bharat Limited, discuss the Company's strategic direction

Dear shareholders,

The Indian economy is perched at an inflection point.

Encouraging macro-economic indicators, a stable government and the implementation of prudent monetary policies have created a foundation for economic recovery.

Inflation has moderated, helping India's central bank initiate rate cuts. The Government has strengthened policy reforms to enhance business ease, attract investment, grow infrastructure and position India as a global manufacturing hub.

Proactive

Dalmia Bharat invested proactively in capability building to achieve scalability and integration coupled with cost optimization and inclusiveness.

We brought a distinctive passion to capacity creation. We grew our capacity from 1.2 MnT to 24 MnT, all in less than a decade, possibly one of the fastest capacity additions by any cement Group in India, graduating us to one of the top five cement Groups in India.

We widened our market presence from two states to 18 states.

We increased our stake in OCL India Limited, a leading cement player in Eastern India, during the year under review.

We brought our multi-year capital expenditure programme to a temporary end and will progressively monetise investments, maximise surpluses and strengthen our Balance Sheet.

Positioning

We are attractively placed to make this happen.

We enjoy adequate operating leverage following recent capacity additions.

The capital invested in enhancing units and capacities was efficiently deployed, which can potentially reinforce our long-term sectoral outperformance.

We enhanced operating efficiencies and optimized costs, our variable costs for 2014-15 being lower than the previous year.

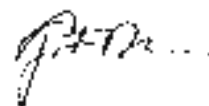
We mobilised capital at one of the lowest costs, our capital cost per tonne (including acquisition) being attractively competitive compared to the cement industry's replacement cost, an adequate buffer of long-term competitiveness.

We strengthened our inclusive relevance through environment-friendly manufacturing practices, which reduced

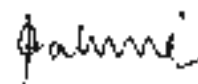
our carbon footprint. We are among three Indian Cement Sustainability Initiative members, a platform of 25 global cement companies, to promote best global practices within the industry. We harnessed people capabilities through an empowerment-driven workplace, helping unleash their potential. We invested in rural community engagement initiatives around the locations of our manufacturing presence, strengthening the country's rural fabric.

We take this opportunity to thank all our employees, our prime assets, for their continuous dedication and commitment. We would also like to thank all our vendors, business associates, partners, lenders and stakeholders for their continued faith and support. We also sincerely thank our Board of Directors for their invaluable contribution in the area of governance.

Your sincerely,



Gautam Dalmia
Director



Puneet Yadu Dalmia
Director



Dalmia Bharat invested proactively in capability building to achieve scalability and integration coupled with cost optimization and inclusiveness.

***At Dalmia Bharat,
we have a number of
people to thank.***

All those who exclaimed,
'What good will this lead to?'

All those who sagely advised,
'Times are difficult. Lie low.'

All those who pronounced,
***'No, this is not how our
industry does it.'***

All those whose first reaction
to our lateral ideas was
'Impossible!'

The result is a differentiated outcome.



We are one of top five cement Groups in India



We are one of the market leaders in each region we serve



We have continuously optimised our operating efficiencies

What makes Dalmia Bharat different?

Strategy

- We made strategic acquisitions.
- We focused on attractive zonal markets.
- We made cost optimisation our mantra.
- We reinforced our branding strategy.
- We ensured prudent capital deployment.

Belgaum Plant, Karnataka

- Pursued a zonal (South and East) approach
- Positioned as a premium brand
- Created niche cement markets around customized applications.
- Accelerated capacity expansion to prepare for an impending rebound in cement demand.

Dalmia Bharat.
A 24 MnT cement
Group



Pillars of our success.



Growth
through capacity
creation



Scale through
continuous
enhancement of
operational efficiencies



Profitability through
a distinctive brand
positioning



Sustainability through
a sensitive community
engagement.



Passion reflected
in clear strategic
vision



CAPACITY CREATION >

Challenging economic scenario.

Attractive opportunity.

Focused capacity building.

Recovery-ready.

Belgaum Plant, Karnataka



Overview

In a business where scale strengthens brand and viability, there is a need to expand with the objective to enhance competitiveness.

Dalmia Bharat accelerated capacity creation during the challenging times with the objective to be recovery-ready when the market revived.

The Company made a significant break from tradition; even as it was present for 70 years in South India, it extended its presence to the relatively overlooked (and under-penetrated) East India (including North East India) in the last few years.

Review

Dalmia Bharat invested in aggressive capacity expansion (organic and inorganic) across the last decade, one of the highest capacity accretions by any cement Group in India. The Company's capacity of 1.2 MnT in 2006 grew to 24 MnT in 2014-15. Of the incremental capacity growth, 52% was achieved through the acquisition route across eastern India in the last three years, virtually transforming the scale and scope of the organisation. The Company succeeded in acquiring capacities at an average \$110 per tonne

against a prevailing average of \$140 per tonne for integrated cement plants.

The acquisitions did more than just increase the Company's capacity; they widened the Company's zonal dispersal. Until 2010, 80% of Dalmia Bharat's installed capacity was located in South India; as on 31 March 2015, this significant zonal exposure had been moderated to 48% as the Company extended its presence to Eastern India (52% of capacity).

In the space of just three years, Dalmia Bharat altered its personality. From a South India company with a negligible presence in East India, the Company is now optimally diversified between Eastern and Southern India. The Company enhanced its Eastern India presence (including North East) to an aggregate 12.5 MnT in FY2014-15, now serving all the states in Eastern India (including North East).

Through the acquisition route, the Company acquired well-sized plants in promising locations at attractive valuations.

Acquisition of stake in OCL, (East): Dalmia Bharat acquired 21.7% stake in OCL India in October 2007. Dalmia Bharat progressively raised its stake

Challenges then

- Perceived to be a South Indian company
- Inadequate experience in entering new territories
- Mobilising funds for asset acquisition in a challenging economy

Our passion

- Positioned itself as an East India and South India-focused company
- Removed efficiency blockers through operating experience leading to cost reduction
- Funding expansion at optimum cost of capital
- Improved asset utilization, operating efficiency and viability

– to 45.4% in 2010 to 48% in FY2014 and 74.6% in FY2015 (owning the entire promoter shareholding).

Acquisition of Calcom Cement (North East): Dalmia Bharat acquired a 50% stake in Assam-based Calcom Cement in January 2012, increasing its stake to 75.6% in November 2012. At the time of the acquisition, Calcom's grinding and clinker capacity was 1.3 MnT and 0.3 MnT respectively, which was subsequently expanded to 2.1 MnT of grinding and 1.3 MnT of clinker capacity.

Acquisition of Adhunik Cement (North East): Dalmia Bharat acquired the Meghalaya-based Adhunik Cement (1.5 MnT capacity) in September 2012.

Acquisition of Dalmia Cement East

Limited (erstwhile Bokaro Jaypee Cement Limited) (East): Dalmia Bharat acquired a 100% stake (in two stages) in Bokaro Jaypee Cement (2.1 MnT split grinding unit) from Jaiprakash Associates in 2014 (with a 30-year slag and clinker supply agreement). The acquisition enabled the Company to extend deeper into the growing markets of Bihar and Jharkhand.

Greenfield expansion: Dalmia Bharat enhanced its South India capacity by 2.5 MnT to reach an aggregate capacity of over 10 MnT during the period under review. The Company commissioned a green field plant at Belgaum (Karnataka), which would serve new markets of Maharashtra and North Karnataka.

The accelerated capacity creation

strengthened the Company's competitiveness through corresponding advantages of geographic entry, market leadership, resource linkage, time-to-market and distribution networking. Besides, a transfer of best practices across the Company's existing and acquired units helped enhance efficiency, accelerating acquisition payback.

Outlook

Dalmia Bharat's geographically diverse asset portfolio will empower it to capitalize on medium-to-long term growth. The time is right for the Company's investments to bear results following the government's increased focus on infrastructure growth and a projected economic recovery.

The rationale for acquisition in East India

- In the last five years, the Indian cement industry has grown at a CAGR of 6% leading to 2014-15, whereas the Eastern India cement market has grown at a CAGR of 9%.
- The Indian cement industry's per capita consumption was an estimated 208 kgs in 2014-15; the per capita consumption in Eastern India was 101 kgs, indicating attractive head room
- East India is resource-rich and ideal for cement manufacture; it provides coal through low-cost open cast mining.
- East India accounts for majority of India's housing shortage.



As soon as the Indian economy revives...



Larger infrastructure and housing programmes are likely to be launched

This will create an unprecedented increase in cement demand over increased output

Acquisition-led growth

Ability to acquire capacities with speed, increasing market share

Cost-efficiency for an integrated cement plant

USD 100

Dalmia's Average acquisition cost per tonne

USD 140

Industry average replacement cost per tonne

Aggregate Dalmia Bharat capacity derived from acquisition as % of total capacity

52%

2014-15

21%

2009-10

A geographically diversified Group

Reflected in the ability to cater to a wider market

Number of operating units

11

2014-15

5

2010-11

Dalmia Bharat will be attractively positioned to capitalise

Dalmia Bharat expects to maximise its surplus

The surplus will help rightsize the Balance Sheet and create a more valuable company



MANUFACTURING OPERATIONS

Knowledge. Delegation.
Best practices.
Process excellence.

Adhunik Cement, Meghalaya



Overview

In a capital-intensive business, it is imperative to optimize costs on an ongoing basis to enhance competitiveness and sustainability.

At Dalmia Bharat, we inspired and empowered our shopfloor teams to leverage their years of manufacturing experience to conduct efficiency-enhancing experiments, liberating them from the responsibility of failure while rewarding them with the credit of success.

The result of this cultural evolution was an increase in measured risk-taking; improvements became continuous; shopfloor competitions revolved around on who could do it better, faster and more economically; costs began to decline faster than ever; a transfer of experiences across our plants transformed these from unit-centric gains into organizational achievement.

Review

Our teams responded with effectiveness; they examined realities, they suggested improvements, they innovated practices; they raised benchmarks.

Electricity consumption: Electricity accounts for 16% of the cost of production of cement. Over the years, the Company's engineers embarked on a

number of initiatives to moderate this cost head. The result is that electricity consumption declined in the last three years - from 75 Kwh to 72Kwh per tonne, one of the lowest electricity consumption parameters among cement companies in the country today.

Fuel mix: Fuel accounts for 20% of the cost of cement production, any improvement in which can make a significant saving. The Company's engineers made a daring switch from the use of conventional fuels to pet coke, lignite and alternate fuels a few years ago without affecting productivity. The engineers persisted; gradually, the proportion of conventional imported fuel in the overall fuel mix declined from more than 90% in FY 2011 to 5% in FY 2015. The result is that at the Company power and fuel cost per tonne declined from ₹1157 per tonne in 2013-14 to ₹917 per tonne in 2014-15. Following modifications, the Company's plants now possess the flexibility to use multi-fuels, making it possible to respond to dynamic pricing realities. As a responsible corporate, the Company is helping protect the environment through a reduced usage of fossil fuels and an increasing consumption of pet coke, lignite and alternative fuels.

Challenges then

- Translate experience into outperformance
- Established culture of contentment over risk-taking
- Fear of failure and reprimand
- Weak communication across different functions

Our passion

- Measured risk taking replaced status quo
- Failure (following genuine attempt) and success were rewarded
- Wisdom, experience and initiative-taking generated significant gains
 - Variable costs per unit of production declined

The Ariyalur unit was adjudged runner-up in the large-scale manufacturing category at the Manufacturing Today Awards for Excellence in Technology, 2014. It also received the CII-National Energy Management Award, 2014 for excellence in energy efficiency.

The Kadapa unit also received the Excellent Energy Efficient Unit Award-2014 from CII in the 'Electrical/Process Department' category.

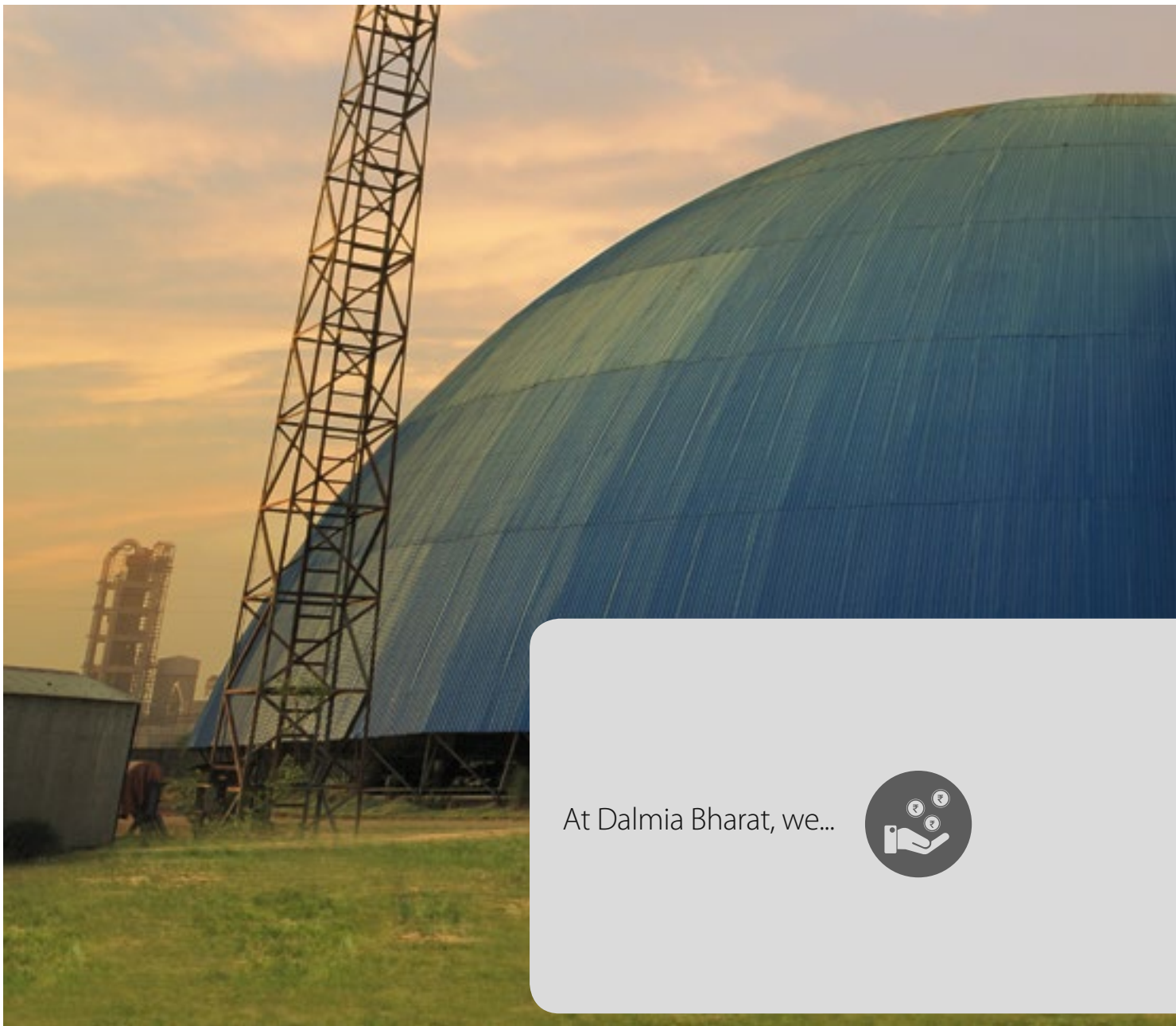
Environment-friendly: Over the years,

the Company replaced clinker with alternative cementitious materials derived from industrial waste (fly ash and slag) without compromising product quality or customer perception. The proportion of slag blending in cement manufactured by OCL India increased from 48% in 2013-14 to 56% in 2014-15 and 62% (following the end of the financial year). This improved the blending ratio of the Group from 1.46x in FY14 to 1.67x in FY15, enhancing sustainability through the moderated use of finite mineral resources while living

the adage of 'Waste of others, treasure of ours'. This overall initiative reduced variable costs, strengthening the Company's competitiveness.

Outlook

At Dalmia Bharat, we will continue to enhance asset utilisation across all our plants, improving cost efficiencies through an active inter-plant benchmarking and cross-transfer of best practices.



At Dalmia Bharat, we...



A manufacturing driven company

Reflected in the ability to create efficiencies, resulting in lower costs per tonne

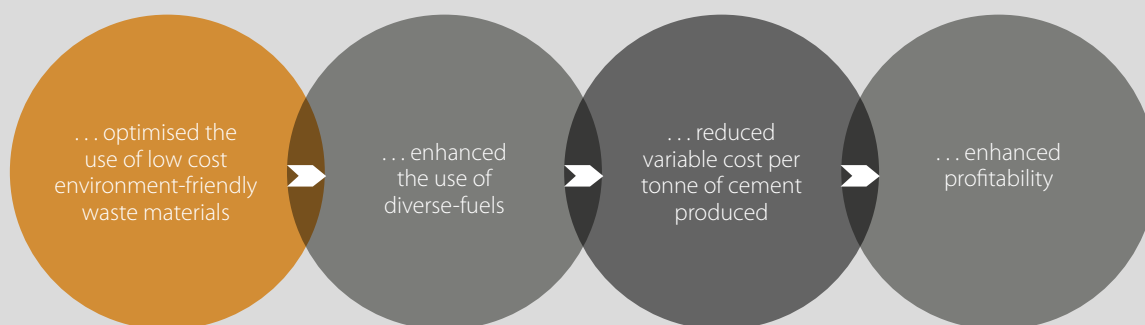
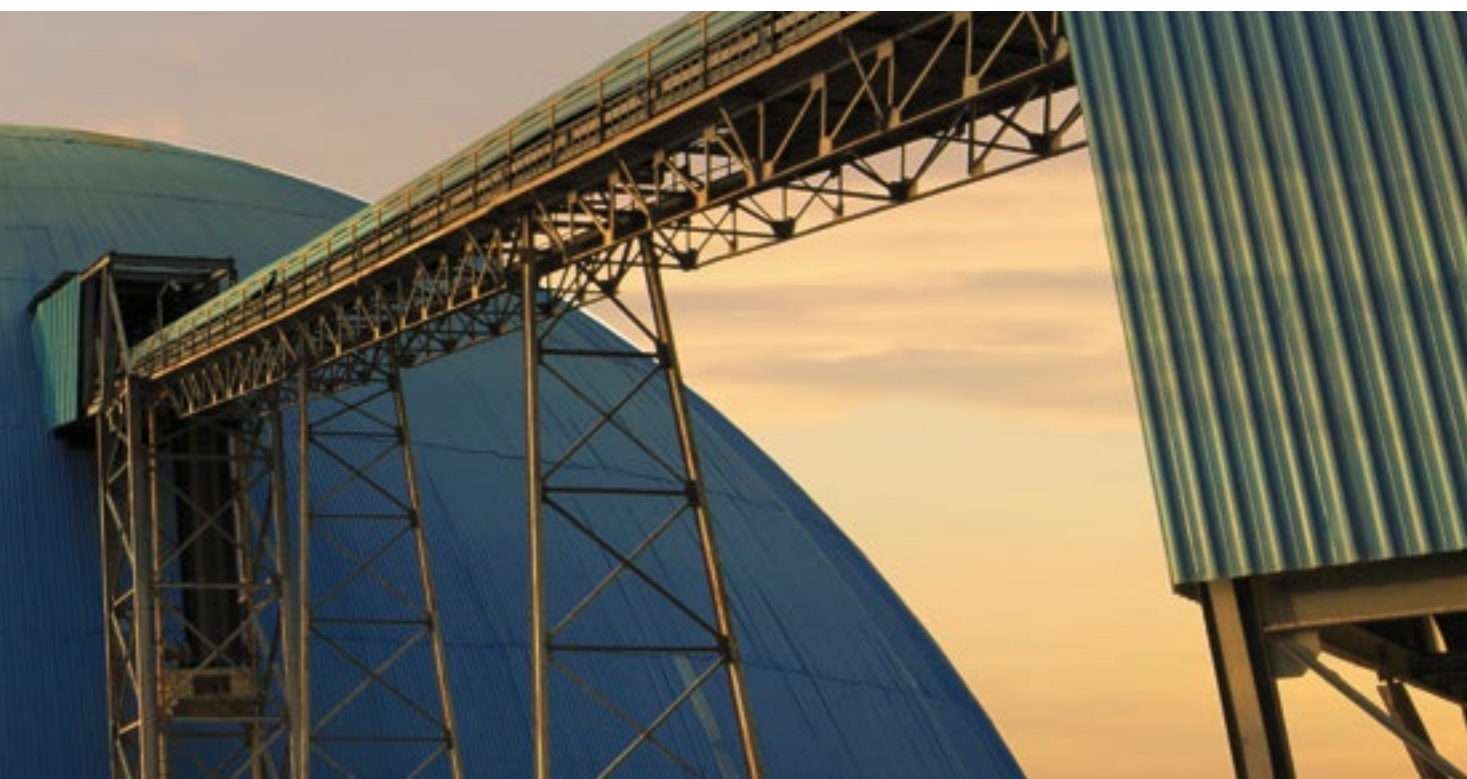
Power and fuel costs per tonne

₹917

2014-15

₹1157

2013-14



TRUSTED FOR 75 YEARS
TESTED ON RAIL SLEEPS

X

BRAND-LED APPROACH

Premium.
Enduring recall.
Customisation.
Value-addition.



Dalmia

EPERS

Overview

Cement is fast evolving from a mere commodity into a branded product.

At Dalmia Bharat, we recognised the importance of branding, investing correspondingly in image-building, recall, promotion and enhanced consumer confidence.

Review

Dalmia Bharat progressively evolved its brand building from art to science.

The Company created an overarching brand. The brand highlighted dependability and premiumness, creating a distinctive consumer pull on the one hand, while enhancing realisations on the other. The Company generated a successful recall for its specialization in the production of cement for diverse applications (oil wells, airport runways and railway sleepers). This communication was emphasised through national and regional campaigns, kiosk and hoarding advertisements. The result is that the Company enjoys premium realisations in almost all the markets of its presence.

In the space of just three years, the Company proceeded towards uniform branding for easy recall and premium. The Group launched the Dalmia brand in all the regions of its presence, retaining a few legacy brands in only some geographic pockets.

The result is in the numbers.

Following the acquisition of Jaypee Bokaro, the Company replaced the erstwhile brand with the Dalmia brand in the premium category.

In 2014-15, OCL launched the premium Konark DSP-Dhalai special brand, which currently accounts for 16% of the total sales of OCL India. This launch helped improve average OCL India realisations. As the share of Konark DSP in the Company's total sales mix improves, a further improvement in realisations can be expected.

Outlook

At Dalmia Bharat, we will continue to reinforce the overarching Dalmia brand across regions, marked by brand building initiatives specific to each specific geography, reinforcing awareness and realizations.

Challenges then

- Realizations lower than leaders in some markets
- Consumer resistance to new brands

Our passion

- Created an overarching brand
- Rebranded around 'reliability' and 'nation building'
- Improved overall realizations higher than the market average

Portland Slag Cement

Dalmia Cement

भारत लिमिटेड



Andhera kahin par kho raha hai

Mera Bharat bada ho raha hai

Young thinkers are bringing in a fresh wave of change, shaping a new India. We celebrate this wisdom and the spirit of *newthink!* For a new India. A better India.


Dalmia
Bharat Group

newthink! cement! sugar! refractories! power!

A brand-driven approach

A distinctive communication transforms mindsets and enhances realisations

Brands owned by the Company

Vajram, Dalmia, Dalmia Ultra, Konark DSP and Konark

2014-15

Average realisation per tonne

₹4752

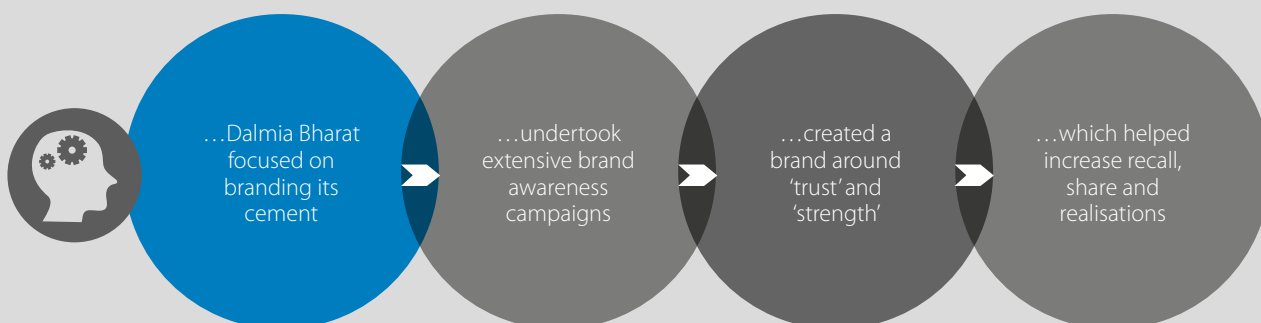
2014-15

₹4171

2013-14



As the Company gained scale...





Focused. Sensitive.
Leadership
opportunity.
***Sustainable
benefits.***

Plant at Kadapa, Andhra Pradesh

Overview

At Dalmia Cement, inclusive growth represents the core of its business model. This implies that whatever is good for the Company must be good enough for the last person standing in the communities of its manufacturing presence.

Over the decades, the Company invested in environment protection not only from a need to keep its plants running at all costs and a statutory compliance perspective but from the larger vision of making the world a habitable place for all.

This overarching commitment was backed by proactive-on-the ground investments, commitment to cutting-edge assets, environment training for employees, use of environmentally benign material and engagements with peers to share related best practices.

Review

For the environment

CO₂ and climate protection: At Dalmia Bharat, it is not just enough to manufacture products in an efficient and cost-effective way; it is imperative to do so with the lowest carbon footprint and environmental impact.

A number of initiatives contributed to this priority. Dalmia Cement (Bharat) Limited became a member of the prestigious Cement Sustainability Initiative (CSI) in 2012. Being a CSI member company, Dalmia Cement (Bharat) Limited signed a CSI charter promising to undertake various initiatives (especially manufacturing) to moderate CO₂ emissions and enhance climate protection.

The Company partnered World Bank's Carbon Pricing Leadership Coalition to support emissions reduction and investments in clean options. It partnered Carbon Pod India Limited to encourage eco-driving and reduce logistics fuel consumption. It engaged in various greenhouse gas-reduction initiatives like the installation of a biogas plant in Kadapa, reduction in vehicle running distances and increased green belt cover across all its manufacturing plants. The Kadapa unit was bestowed the Greentech Gold Award, 2014 in the 'Environment' category.

Alternative fuels and raw materials: Over the years, the Company promoted the concept of maximising the use of waste through discussions with the government. The Company also embarked on the use of various alternative fuels (dry fly ash, dolo char, tyre fines, spent wash,

Challenges then

- Reducing carbon footprint
- Comprehensive scrutiny of operating practices
- Narrowing down to the best choice
- Motivating employees to give their best

Our passion

- Using industrial waste as alternative fuel
- Received the Best Employer of the Year award from World HRD Congress, 2015
- Accredited as Best Corporate Social Responsibility Practice by World HRD Congress, 2015

agro waste, plastic waste, among others), moderating the use of coal.

Air emissions: Most of the Company's cement plants invested in continuous online monitoring systems for NOx, SOx and dust. The systems suppressed and reduced dust emissions through various initiatives - circular shed for limestone stacking, transfer via closed conveyers, concrete roads, water sprinklers and sweeping machines.

Water: The Company implemented several rainwater harvesting structures in its Southern India plants. Its Ariyalur plant created a rainwater harvesting potential of 5000 cubic metres; the Kadapa plant created a rainwater harvesting capacity of 235,000 cubic metres.

For our employees

Human resource management is woven around a respect for individuals, fairness and uniformity, providing our people with

the environment in which to grow and excel.

The Company is convinced that an ongoing culture of skill development drives growth. The Company prioritised the need for continuous learning, innovation and creativity by drawing out an annual plan in the area of safety and environmental training for all employee categories covering all relevant subjects.

The Company believes that all accidents are preventable; it worked towards enhancing a culture of safety excellence by establishing safety systems, extensive employee communication, supporting infrastructure and encouraging a compliance with systems and good practices.

For our communities

The Company engaged deeply with the various communities in the vicinity of its manufacturing presence. It enhanced

their confidence, resulting in peaceful co-existence. The Company followed a need-based assessment approach for its community programs, aligning its CSR programmes with Millennium Development Goals leading to environment sustainability.

The Company's primary commitment comprised responsibility towards all stakeholders (employees, community or environment). The Company invested in livelihood creation for the rural youth and social development for the benefit of all in the vicinity of its plant areas.

Outlook

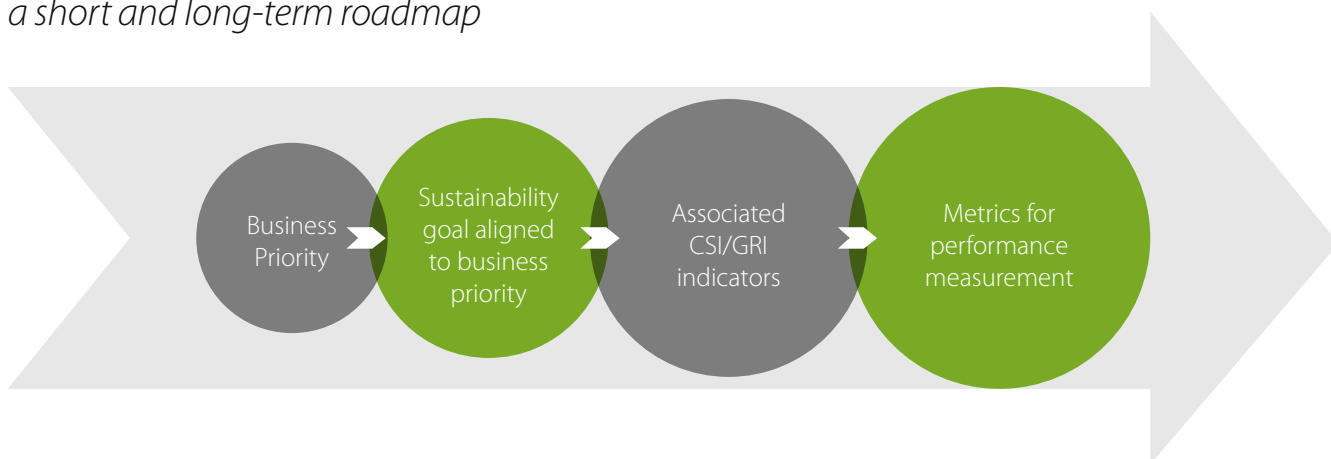
The Company is optimistic of its prospects on account of its sustainability commitment, marked by a willingness to invest in assets, knowledge, technologies and vision across market cycles resulting in the growth of a responsive and responsible company.

Our sustainable practices



Sustainability roadmap

Dalmia Bharat identified key sustainability measures, setting a short and long-term roadmap





MARKET SELECTION

Deep capabilities.
Competitive
advantage.
Enhanced value.



Overview

At Dalmia Bharat, it was passion, reflected in the combination of a number of strategies, that allowed it to outperform the market. The Company identified market niches, strategically added capacities, embraced financial prudence, enhanced operational efficiency and widened its market presence.

Review

Passion to grow: The Company has emerged as possibly the fastest growing within the cement industry in India. It grew capacity more than 20-fold in less than a decade through a judicious mix of organic and inorganic expansions. The Company achieved a delicate balance between caution and aggression. It demonstrated the ability to identify units, capitalise on crucial opportunity windows and build capacities during sectoral troughs to capitalise during industry crests.

Passion to foster a better organisational culture:

The Company invested in a people-driven culture, marked by high emotional ownership, willingness to accept challenges and a passion to outperform. This culture translated into process improvements, realisations higher than the market average and growth higher than the industry norm.

Passion to grow our market share: The Company

grew its share in a growing Eastern India cement market (including North East) from 9.6% to 11.4% over the last fiscal, while accounting for a stable market share of 8% in Southern India.

Passion to create a distinctive identity: The

Company invested extensively in its brands, generating a distinctive recall based around strength and reliability that enhanced realisations.

Passion to attract funds at competitive rates:

The Company focused on enhanced shareholder value through the infusion of a judicious mix of debt and equity. The Company's project loans are longer in tenure (more than 12 years) with an average debt cost of 10%, considerably lower than prevailing rates. The Company possessed cash and cash equivalents worth ₹2111 crore on its books as on March 31, 2015.

Outlook

At Dalmia Bharat, we have reached the end of a capital expenditure cycle that had begun a few years ago. The Company put in place an aggregate capacity that it thinks is necessary for it to capitalise on incipient growth. The Company does not intend to invest in additional capacity until it has strengthened its Balance Sheet. The focus will henceforth be on enhancing asset utilisation and increasing business surpluses.

Reflection of our passion

Consolidated matrix*

Profitability

17%

Revenues grew from ₹3,425.17 crore in 2013-14 to ₹3,998.62 crore in 2014-15

29%

EBIDTA grew from ₹472.34 crore in 2013-14 to ₹607.03 crore in 2014-15

Balance sheet

8%

Net worth grew from ₹3,571.61 crore in 2013-14 to ₹3,845.15 crore in 2014-15

77%

Gross block (including CWIP) addition from ₹6,951.48 crore in 2013-14 to ₹12,290.83 crore in 2014-15

Productivity matrix

5%

Sales volume grew from 6.68 MnT in 2013-14 to 7.01 MnT in 2014-15

7%

Decline in variable cost per tonne from ₹1,741 per tonne in 2013-14 to ₹1,615 per tonne in 2014-15

21%

Decline in power and fuel cost from ₹1,157 per tonne in 2013-14 to ₹917 per tonne in 2014-15

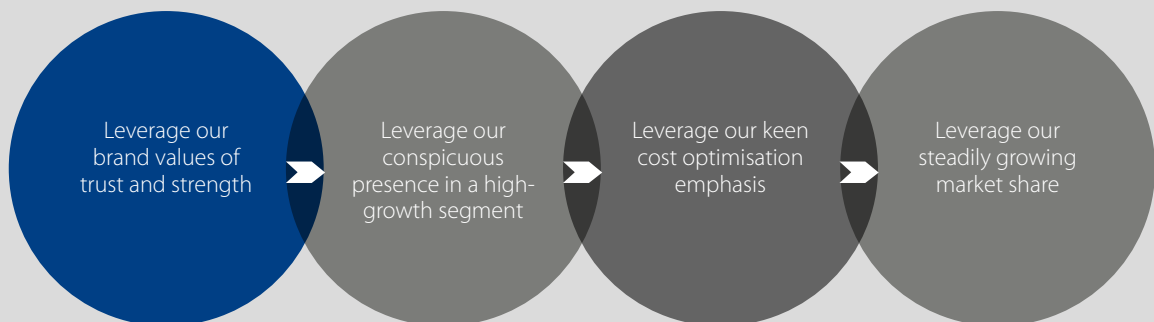
161 bps

EBITDA margin increase from 15.66% in 2013-14 to 17.27% in 2014-15

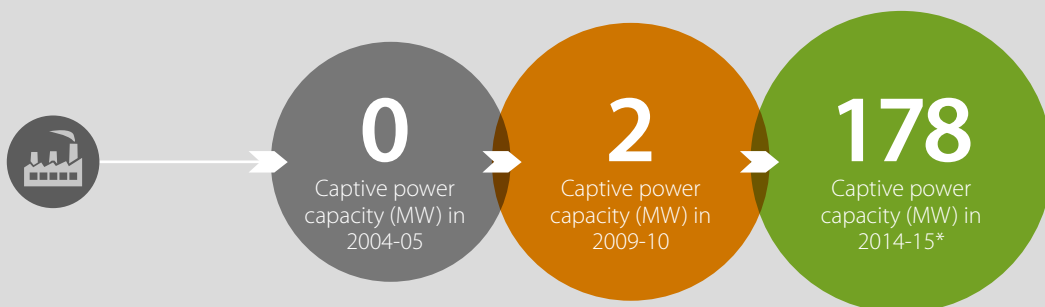
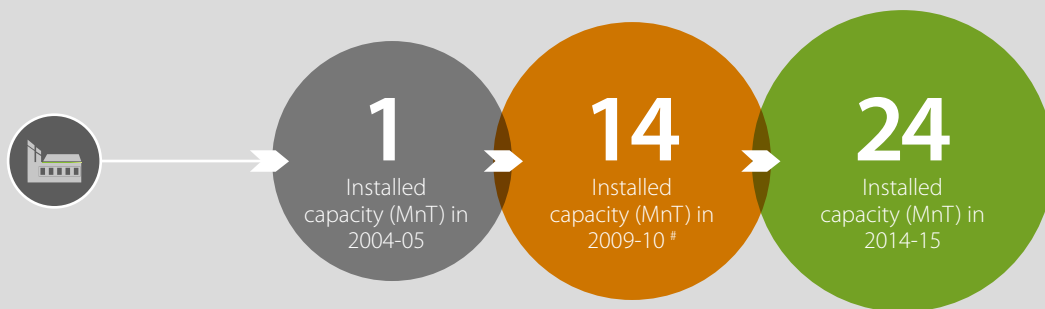
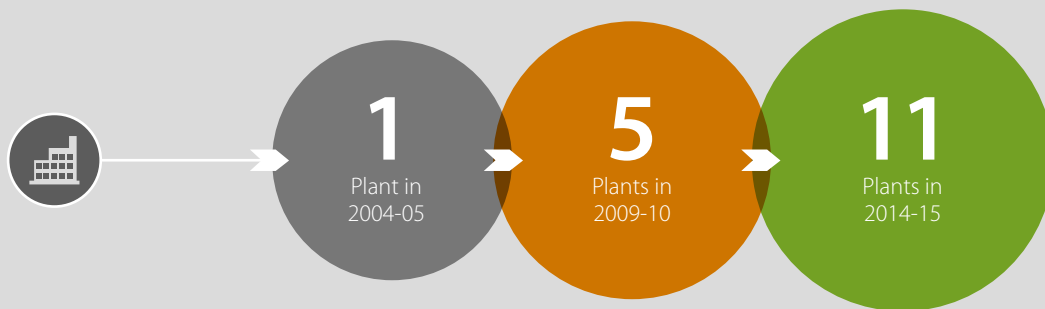
* as per results declared

At Dalmia Bharat, our
passion will help create a
distinctive identity





Dalmia Bharat. Where change is a constant.



Full consolidation of OCL Ltd



**25 MW at Belgaum, Karnataka is expected to be commissioned in Q2FY16*



Dalmia Bharat Limited.

More than 75 years of industry presence.

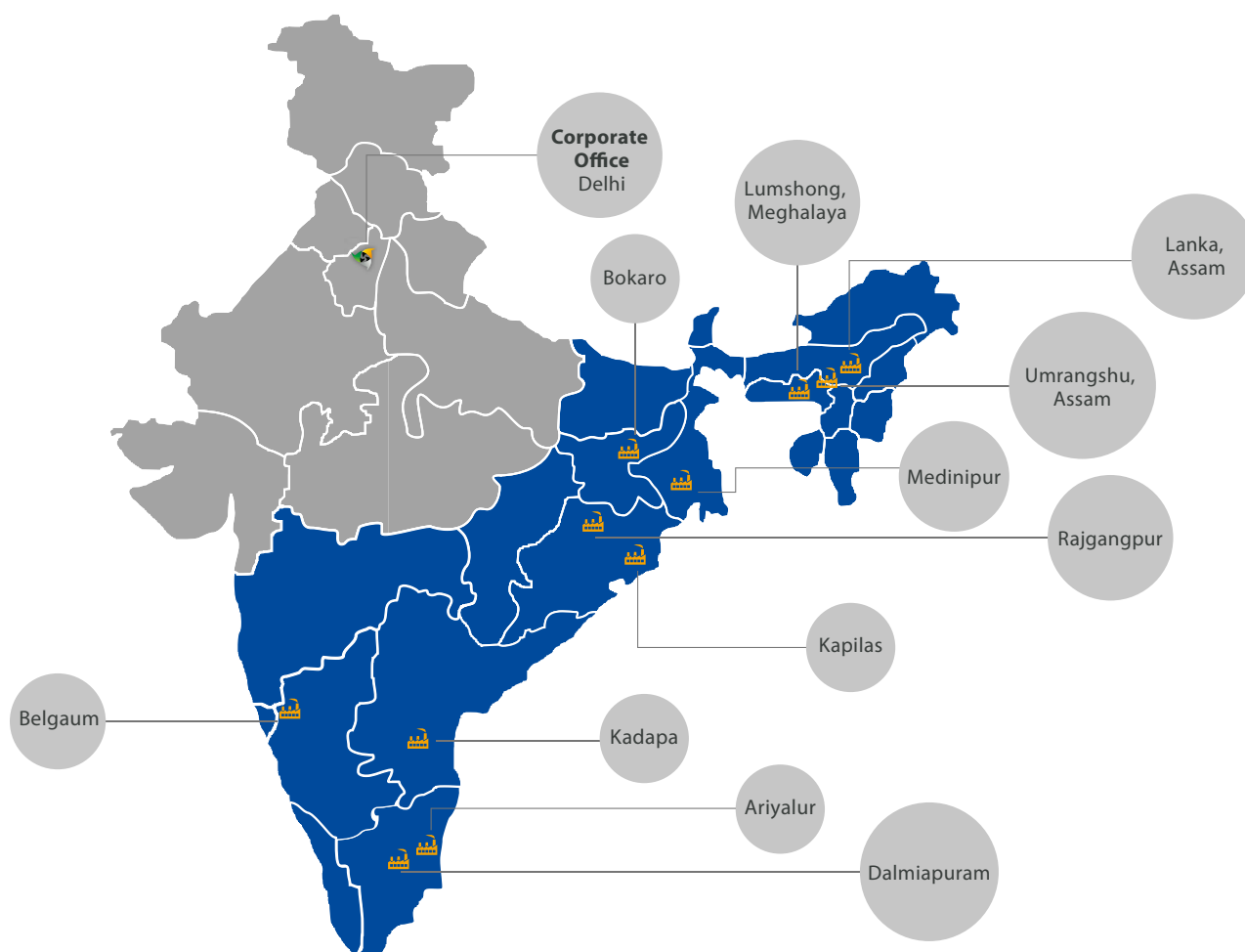
One of the five leading cement Groups in India.

With a growing presence in East and South India.

Possessing 24 MnT per annum of cement capacity.

Progressively integrated to become significantly resource-secure.

Invested in 178 MW of captive power generation capacity.



 Corporate office  Plants

Who we are

Established in 1939, Dalmia Bharat is cement manufacturer with an installed capacity of 24 MnT.

The Company is a multi spectrum cement Group enjoying market leadership in the regions it serves. It is a pioneer in super specialty cements used in the lining of oil wells, railway sleepers and air strips.

Our brands

The Company markets cement through the following brands – Vajram and Konark (legacy brands), Dalmia Super Roof, Dalmia Ultra and Konark DSP.

Integration

The Company is an integrated cement manufacturer, comprising 178 MW of

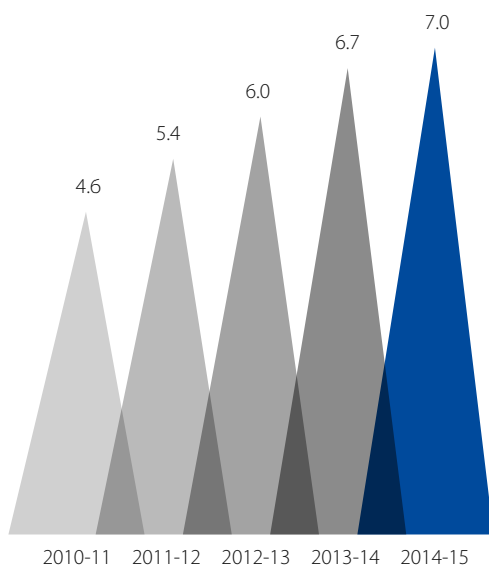
power generation capacity that accounts for 75% of its captive requirement.

Our presence

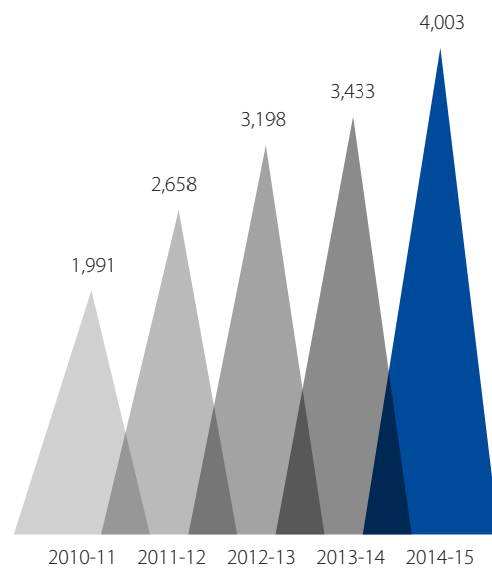
The Company is headquartered at New Delhi with 11 cement manufacturing plants across East and South India.

Performance *highlights*

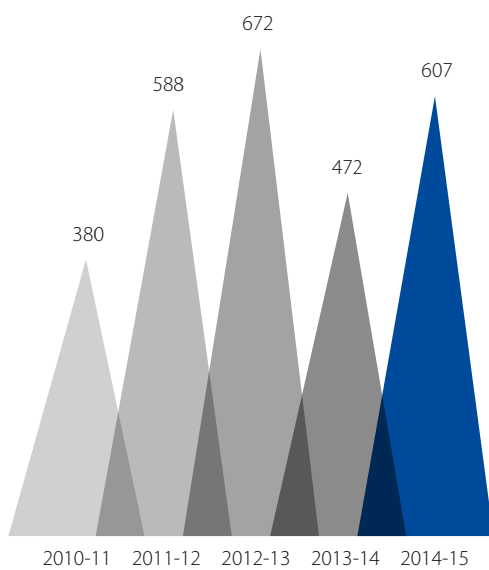
Cement Sales Volume
(MnT)



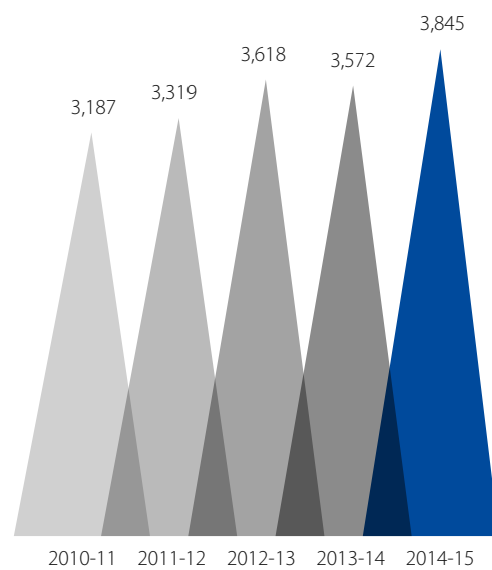
Gross Operating Income
(₹ crore)



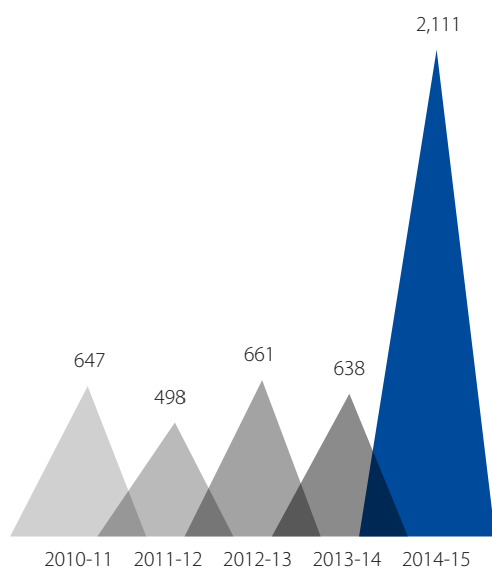
EBITDA
(₹ crore)



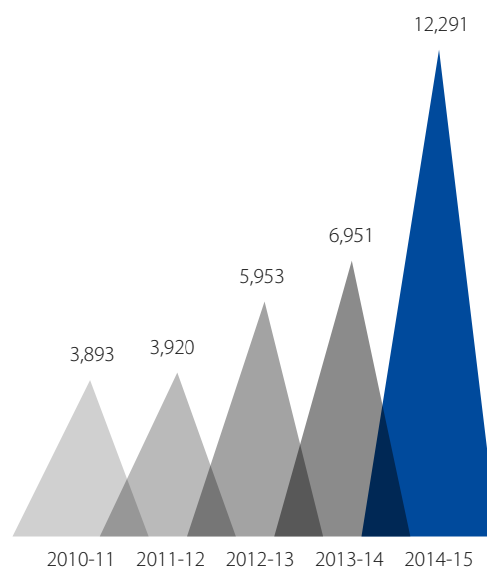
Net worth
(₹ crore)



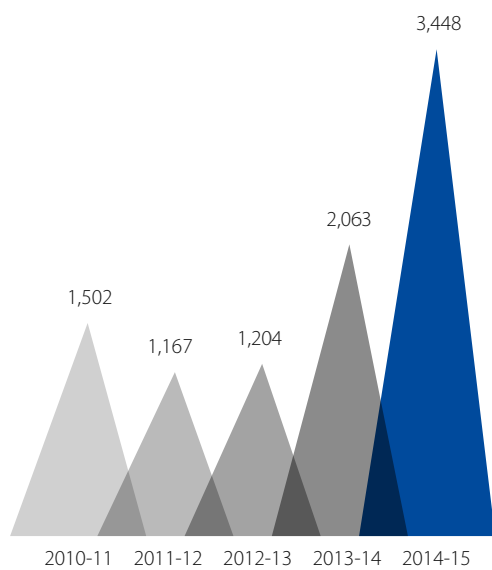
Cash & Cash Equivalents
(₹ crore)



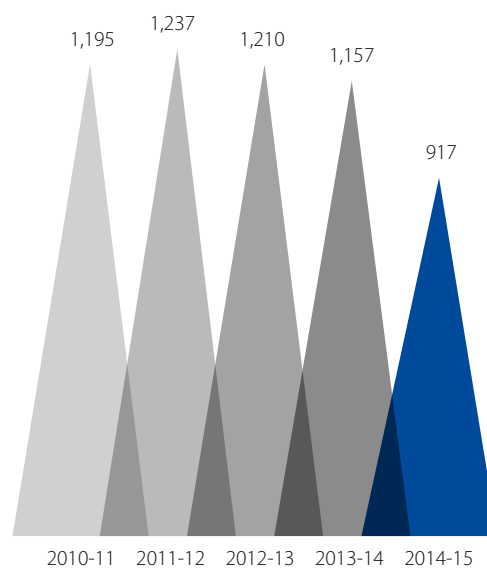
Gross Block (Including WIP)
(₹ crore)



Market Capitalisation
(₹ crore)



Power & Fuel Cost
(₹/tonne)



Management discussion and analysis



Dalmia Cement East Limited, Bokaro, Jharkhand



Indian economic overview

The Indian economy is the seventh-largest in the world in terms of nominal GDP (Gross Domestic Product) and the third-largest in terms of PPP (Purchasing Power Parity). The GDP for the fiscal year ending March 2015 grew at 7.3%, up from 6.9% in 2013-14 (as per revised base of 2011-12).

India overtook China to become the world's fastest growing economy by clocking 7.5% GDP for the January-March quarter, outstripping China's 7% growth during the same quarter.

The macroeconomic parameters indicate a gradual improvement in overall economic scenario of the country. India's CAD (Current Account Deficit) reduced to 1.3% of the GDP as compared to 1.7%, a year ago. Lower CAD, on the back of a contraction in trade deficit and marginal improvement in the net invisible earnings, along with an increase in net financial flows, enabled an accumulation of reserves.

At the end of March 2015, foreign exchange reserves stood at USD 341.6 billion, up by USD 61.4 billion compared to the previous year.

Cement industry overview

With a capacity of nearly 400 MnT, India is the second largest cement producer in the world. The industry is largely regional in nature due to high freight costs and is primarily driven by retail sales (65%), with location and branding playing critical roles.

All India cement consumption witnessed moderate growth during FY12-15 but demand is expected to improve over the next few years. This optimism is backed by policy reforms and initiatives proposed by the Indian Government. The housing sector, which is a major consumer of cement, is expected to gain traction with the Government allowing mobilisation of funds in real estate through approving listing of REITs (Real Estate Investment Trusts) and easing of FDI norms in the construction sector. The Central Government's aim to ensure 'Housing for All' by 2022 entails the construction of 40 million houses in rural areas and 20 million houses in urban areas, which is expected to trigger additional demand in the coming years.

It is expected that the demand in the housing and infrastructure segments, which contribute ~60% and ~20% to the total cement demand, respectively, will pick up. Though housing would remain the most significant demand driver, growth in infrastructure activities is also expected to fuel cement consumption on account of investment in infra projects like freight corridors (Western and Eastern), railways, smart cities, metro railways, roads and highways, among others.

The Government of India is in the process of launching a new urban development mission, which will help develop 500 cities with a population of more than 100,000 and certain cities of religious and tourism significance. These cities will be encouraged to harness private capital through the PPP model to bolster their infrastructure over the coming decade.

Company overview

Dalmia Bharat Limited (DBL) is a pioneering and a leading player in the cement manufacturing space with a production capacity of 24 MnT. With a strong portfolio of brands such as Dalmia, Vajram, Dalmia Superroof and Konark, the Company has a visible presence across Eastern and Southern India. The Company is well-diversified geographically with 48% of the cement capacities located in Southern India and the balance 52% in Eastern India. OCL India Limited, one of its subsidiaries, is a listed entity with a cement manufacturing capacity of 6.7 MnT. OCL India Limited is a leading player in the Eastern region with cement manufacturing facilities in Odisha and West Bengal.

DCB Power Ventures Limited (DCBPVL), one of its subsidiaries has a captive thermal power capacity of 72 megawatts in the Southern region, which will be expanded to 99 megawatts by FY16 following the addition of a 27- megawatt captive power plant at Belgaum, Karnataka. The total captive power capacity of the Group is 178 megawatts supports 70% of its total power requirements.

Our operational performance

At Dalmia Bharat, we have relentlessly pursued new and more innovative ways to augment our operational efficiency. Over the past decades, we have realised that the more we question ourselves on how we can push the envelope, the more malleable we will be when it comes to adopting globally-best practices.

Region-wise highlights

Southern India

During the year under review, the Company increased its capacity in Southern India by 2.5 metric tonnes per annum to an aggregate capacity of 11.5 metric tonnes per annum. The Company commissioned a greenfield plant in March 2015 at Belgaum, Karnataka, with a 2.5 MnT-capacity per annum, catering to the emergent markets of Maharashtra and North Karnataka.

Our Southern Indian operation now serves five states – Tamil Nadu, Andhra Pradesh, Kerala, Karnataka and Maharashtra via three manufacturing units in Tamil Nadu, Andhra Pradesh and Karnataka.

North Eastern India

The Company focused on improving the

performances of the acquired capacities in the North East, by optimising costs and working towards improving capacity utilisation. During the year under review, the Company expanded clinker capacity of Calcom Cement India Limited, Assam, to reach a total clinker capacity of 1.3 metric tonnes per annum. This has made our North-Eastern units self-sufficient in terms of clinker requirements for 3.6 MnT of cement capacity.

Eastern India

The Company bought out the remaining promoter holding by raising its stake in OCL Limited to 74.6% from 45.4% in 2014-15. OCL has a dominant presence in Eastern India with a 6.7-MnT-capacity distributed between Odisha (5.35 MnT) and West Bengal (1.35 MnT).

Key highlights

Particulars	Unit	2014-15	2013-14	% change
Cement production	million tonnes	7.01	6.66	5%
Cement sales	million tonnes	7.02	6.68	5%



During the year, your Company completed the 100%-acquisition of Bokaro Jaypee Cement Limited, having a cement grinding capacity of 2.1 MnT coupled with a 30 year clinker and slag supply agreement. Following this, our total cement manufacturing capacity in Eastern India (including North Eastern operations) increased to 12.5 MnT.

To make the business operations sustainable, OCL India Limited enhanced slag blending from 48% in the previous year to 56% during the year under review. The Company modified our fuel mix and replaced part of our fuel requirement from coal to pet coke, leading to a reduction in variable costs and reducing the carbon footprint by consuming less fossil fuels and mineral resources.

Power and fuel costs

- Reduced power and fuel costs per tonne from ₹1,157 in 2013-14 to ₹917 in 2014-15
- Reduced overall power consumption per tonne from 75 kilowatt-hours to 72 kilowatt-hours

As a result of these measures, the Company's variable cost per tonne reduced by 7%.

Flexibility of using multiple fuels

Over the last couple of years, the Company's ability to use multiple fuels led to sizeable cost savings.

Dalmia Bharat increased the use of pet coke, lignite and other alternate fuels for kiln and captive power plants, switching from higher-cost imported coal that previously dominated the fuel mix. Overall, pet coke and lignite consumption has increased from 52.4% in 2013-14 to 73.1% in 2014-15.

By prudently changing the raw material mix, the Company increased the consumption of alternate additives (replacing clinker proportionately) many of which are derived from industrial waste. This resulted in a significant reduction in costs along with a reduction in carbon footprint and strengthening our 'Green Initiatives'. Over the coming years, cost

optimisation will continue to be the Company's focus area.

Logistics

The Company continued to undertake decisive measures to guarantee efficient and cost-effective inbound and outbound movement of materials. The Company invested in building railway sidings at almost all locations. To overcome logistical constraints, the Company is also evaluating an own fleet/wagon model. This will significantly optimise freight costs. The Company deployed a GPS-tracking system to ensure a faster turnaround time of vehicles and improving cost efficiency.

As logistics is one of the most important factors in the cement business, the Company seeks to carry out continuous route optimisation. In North Eastern India, its logistics costs are expected to reduce with the commissioning of the new clinkerisation unit in Umrangshu, Assam. As the distance that needs to be covered to source clinker is likely to reduce, significant cost advantages are expected.

Consolidated financial performance



Profit and loss account analysis

Gross revenues

Total gross revenues stood at ₹3999 crore in FY2015, increasing by 17% compared to ₹3425 crore in FY2014.

Operating EBITDA

Operating EBITDA increased by nearly 29% in FY2015 to ₹607 crore from ₹472 crore in FY2014, largely owing to better revenues and higher realisations earned by the Company. The Company was also able to reduce its operating expenses by use of

alternate fuel, which helped reduce power and fuel costs.

Depreciation

Depreciation provision for the year under review stood at ₹272 crore as against ₹242 crore in the previous year, up by 12% on a y-o-y basis following the commissioning of new manufacturing facilities.

Financial charges

The financial charges for the year under review rose by nearly 38% from ₹315 crore to ₹434 crore as long-term

The Company's total revenue grew at a 5 year CAGR of 19% leading to 2014-15.

borrowings increased on account of capital expenditure made during the year.

Other incomes

Other income for the year under review stood at ₹93 crore, up by 34% from ₹70 crore in FY2014, mainly on the back of profit on sale of investments and interest income, which rose by 57% and 25% respectively.

Total tax expenses

Total tax expenses for the year stood at ₹47 crore, nearly 27% lower on a y-o-y basis, which mainly included current tax of ₹46 crore, MAT credit entitlement of ₹33 crore and deferred tax charges of ₹36 crore.

Net profits

Consolidated net profit for FY2015 stood at ₹3 crore compared to ₹(8) crore in FY2014.

Balance Sheet analysis

Net worth

Total net worth of the Company stood at ₹3,845 crore as on 31st March, 2015, an increase by 8% compared to ₹3,572 crore as on 31st March, 2014. The net worth comprised the following: paid-up equity capital worth ₹16.24 crore as on March 31, 2015 comprising 81,189,303 Equity Shares of ₹2 each (fully paid up) and minority interest of ₹747 crore.

The Company's reserves and surplus stood at ₹3,053 crore and deferred capital investment subsidy of ₹27 crore.

Loan profile

The total loan funds of the Company stood at ₹8,480 crore in FY2015 and current maturity of long-term borrowing was ₹575 crore. Our net debt as on 31st March, 2015 was ₹6,369 crore; out of this, short-term borrowing was ₹682 crore.

Total assets

Total assets of the Company increased to ₹14,407 crore in FY2015 from ₹8,756 crore in FY2014, an increase of almost 65%.

Net fixed assets of the Company during the year under review stood at ₹9,702 crore as against ₹5,966 crore in FY2014, an increase of nearly 63% during the year under review, capital work in progress for the year increased by 55% to ₹1,914 crore in FY2015 as against ₹1,238 crore in FY2014 on account of recent expansions.

Non-current Investments

Long term non-current investments of the Company for the year under review declined to ₹108 crore from ₹680 crore on account of consolidation of OCL India Ltd.

Inventories

Inventories stood at ₹729 crore in FY2015 increased by 120% as compared to ₹331 crore in FY2014. This comprised stores and spares worth of ₹354 crore (48%), work-in-progress of ₹84 crore (12%), raw material inventory of ₹127 crore (17%) and finished goods inventory of ₹165 crore (23%).

Sundry debtors

Sundry debtors of the Company stood at ₹510 crore in FY2015, an increase of 83% compared to the last year, of which only ₹27 crore (5%) was more than six months compared to the previous year's 8%.

Loans and advances

Total loans and advances amounted to ₹1,232 crore, comprising 9% of the Company's total assets. Of that, short term loans and advances for the year stood at ₹782 crore (an increase of 79% from last year), primarily on account of an increase in short-term loans to employees and related party.

Cash and equivalents

The Company had cash and cash equivalents worth ₹2111 crore as on 31st March 2015 as compared to ₹638 crore in FY2014.

Current liabilities

Current liabilities other than short-term borrowings of ₹682 crore and ₹575 crore, pertaining to current maturities of long-term loans, stood at ₹1,337 crore comprising mainly trade payables of ₹748 crore.

Expanding our brand footprint

The Dalmia Bharat Group unveiled its maiden ever corporate advertisement campaign in 2014-15. The campaign, coinciding with the Group's platinum jubilee, continues to emphasise its commitment to nation-building and demonstrated philosophy of 'new think'.

With its tagline 'Mera Bharat Bada Ho Raha Hai' projecting a self-actualising India, Dalmia Bharat reiterated its brand commitment of being intrinsic to India's growth through its pre and post-Independence eras. The Company's region-wise branding and marketing activities are listed below:

Eastern India

Konark DSP launch: The Konark DSP brand was launched in April 2014 in the markets of Odisha, Bihar and Jharkhand and in October 2014 in the markets of West Bengal. Big format print advertisements, innovative and interactive outdoor hoardings, consumer communication leaflets and road signs highlighted the premium quality of the product.

The result is that Konark DSP now accounts for 16% of OCL sales and is sold in the premium category

Bengal Cement Works (BCW) launch:

BCW launch in July 2015 was followed by a launch event to introduce the product to channel partners, institutional buyers, builders, engineers and architects. This was backed by a harmonised print media campaign.

A post-launch marketing programme ensured top-of-the-mind awareness through a year-long presence in the print and digital media.

The result is that the Group's market share grew from 6.1% in FY 14 to 9.3% in West Bengal along with a sales growth of 62% in FY 15.

CRM programme: Customer relations were strengthened during the first full year of operations via a rigorous implementation of the relationship programme. Business deliberation meets, family engagement activities and annual dealer shows helped reinforce the CRM programme.

Consumer engagement: In what was a first-of-its-kind-programme in the industry, a consumer contact and engagement programme for Konark DSP was conducted named 'House No. 1'. The programme was held across more than 500 dealer locations in Odisha, Bihar and Jharkhand, touching 5,107 individuals. Information on dhalai through an audiovisual show and interactive events with attractive prizes helped generate leads that were converted into sales.

North Eastern India

The Dalmia Cement Brand emerged as a strong brand in North East India with a 15% market share. The brand enjoys a high level of consumer awareness as reflected in the recent IMRB survey where the brand was seen to be enjoying a top-of-the-mind-awareness score of 23% among individual house builders. This was a significant jump of over 14% over the last two years (from 9% in 2013 to 23% in 2014).

The brand was marketed through 890 channel partners across North East India out of which 305 channel partners were termed as 'core' (exclusive/semi-exclusive) dealers. These dealers demonstrated loyalty and initiative to promote the brand, following which the Company plans to grow their businesses in the forthcoming year.

The region being predominantly rural in nature (the divide between rural/urban and urban being 30:70), the brand deepened its presence. The result is that the Company won the prestigious 'Flame Award' from the Rural Marketing Association of India for the HALC activation in the rural markets. It also won the bronze trophy for the 'best in-film

**UNBREAKABLE.
UNTAMED.
UNDEFEATABLE.**



campaign of the year' at the Fame Awards in March 2015 for its tie-up with the award-winning movie Mary Kom.

The association with Olympian athlete and Asian Games gold-medallist Mary Kom continued through its third year, the sports person being retained as the brand ambassador.

Southern India

The Company conducted a first-of-its-kind activity in Tamil Nadu across 67 major stations with 1,100 railway station name boards. This widened the Company's exposure to about 50% of the average passenger traffic of 20 crore, almost three times the population of the state.

The Company initiated an election awareness campaign across 100 key locations in Coimbatore and Madurai.

For the ICC World Cup, Dalmia Bharat was the only cement company to advertise during the regional telecast of the event, first time that the event was regionally telecast.

Projects awarded, 2014-15

By supplying cement to various core projects, Dalmia Bharat strengthened its nation-building contribution.

East India

- NTPC ultra mega power plant, Sundergarh
- National Institute of Technology, Rourkela
- IIT, Bhubaneswar
- RSP modernisation, Phase-II, Rourkela

North East India

- Six advanced landing grounds (air-strips) on the Indo-Chinese border in Arunachal Pradesh
- DRDO missile deployment centres at Misa and Changsari, Assam
- Asia's longest bridge (9.1 kilometer-long) connecting Dhola to Sadiya
- Transnational highway project

connecting Tawang to Teju (25,000 kilometre-long)

- Various NHPC projects in Arunachal Pradesh

South India

- Chennai and Kochi metro railway
- Kannur and Trichy airports
- IT park in Chennai

Case study

Dalmia brand launch in Eastern India following the acquisition of Bokaro Jaypee Cement Limited

The Dalmia Bharat brand launch in Kolkata was attended by 1,000 channel partners from West Bengal. The objective of the launch was to create a premium impression while highlighting the Group's longstanding expertise. The event was aptly called Impression and every aspect of it lived up to the name. The launch in

Kolkata was followed by two more at Patna and Ranchi which were organised for channel partners in Bihar and

Jharkhand.

A mass media campaign was subsequently launched across three states to communicate Dalmia Bharat's extension in Eastern India. The key objective of the campaign was to reassert the Company's rich legacy of more than 75 years. The campaign involved front-page print media advertisements in major publications across West Bengal, Bihar and Jharkhand.

The print media campaign was supplemented by a high-decibel outdoor media campaign. Large format impactful media were used across the three states to mark the arrival of Dalmia Bharat in that region.

The campaign was extended to

points-of-purchase through various collaterals including posters, danglers and streamers. Cement stores were also decorated with shop gates and signage. The Company rode the ICC World Cup fever and launched a sustained 45 day campaign across major publications.

Consequently, the brand enhanced its awareness across the target audience within short period.

These marketing initiatives helped the new 'Dalmia' brand gain acceptance in Eastern India.



Human resource management

The prime objective of Dalmia’s human resource function is employee engagement and development. To achieve success and profitability, the Company leverages its greatest asset – its intellectual capital.

Dalmia Bharat’s human resource function created a brand called HR4U in 2014-15. The first initiative that the brand undertook was the launch of Nalanda - the Dalmia School of Leadership Learning and Culture, driving knowledge accretion and holistic development.

The Ariyalur unit was adjudged as the winner in the large-scale manufacturing category at the Manufacturing Today Awards for Excellence in HR, 2014.

Leadership development

The Company promoted activities that enhanced leadership quality and management through training. With

effective steps taken to identify and nurture the potential talent to bring about self-efficacy, the Company has taken numerous initiatives for leadership management.

Performers with potential are identified with the objective to create a leadership pipeline at every level of the organisation

Training and workshops

People with different level of experience and education become a part of Dalmia and the Company consistently invests in the training of its employees within the Company and beyond, growing the team’s learning curve. For an important reason: it believes that its people are the

most important assets providing sustained growth over the long-term.

- The HR Capability Building HRCB initiative was launched to strengthen individual competencies. The five month workshop comprises functional areas identified through the proprietary competence framework.
- A three-day ‘Breakthrough Achievement Programme’ was organised for senior members of the Southern logistics team. The programme helped improve Group dynamics to eliminate barriers.

Research and development

R&D drives the competitiveness and organisation growth, helping develop niche, value-added and differentiated products, keeping with emerging scientific and technological trends.

Our R&D department has strengthened competitiveness in terms of operational and manufacturing efficiency which has led to the generation of superior returns, cost reduction and sustainable stakeholders value.

The following are the focus areas of our R&D programme:

- Reorienting the raw design mix and fuel mix
- Increasing fly ash and slag absorption in the manufacture of PPC and PSC varieties respectively
- Using alternate in raw materials and fuels
- Improving quality through the use of high-performance chemicals

During the year, we engaged in relentless R&D to run our cement plants at optimum capacity and develop products that suit the growing demand for green infrastructure and affordable housing. We collaborated with a host of premier institutes for conducting scientific research to reconcile top-notch construction with environment-friendliness. We continue to conduct tests to evaluate the suitability of reusing waste and contributing substantially towards sustainable development. We have now made R&D facilities operational for making clinker in the laboratory by simulating kiln conditions to explore innovative ways in improving productivity and quality. We are evaluating another limestone and

clinker facility to fine tune and improve cement quality. We invested around ₹3.52 crore in FY2015 for developing advanced R&D facilities to support our business and customers.

Going forward, the Company plans to continue conducting R&D exercises to improve cement quality and increase fly ash and slag addition in PPC and PSC, increase the usage of alternative fuels and raw materials and devise innovative approaches by taking into account socioeconomic and environmental imperatives.



Robotlab, Ariyalur Plant, Tamil Nadu

Information management

Dalmia Bharat has prudently leveraged best-in-class technologies to enhance organisational agility, reduce time-to-market and optimise costs. A state-of-the-art information management platform has helped deliver cost-effective, manageable and sustainable solutions.

Key implementation during 2014-15

Project	Description
Bokaro integration	Within a month of the acquisition, the entire Bokaro business was integrated to the Dalmia Bharat IT platform through Project Navya. The Bokaro team followed standard processes of DCBL, achieving business and resource optimisation.
IT integration of greenfield and brownfield Plants	Built and integrated IT systems for greenfield\brownfield projects at Medinipur, Belgaum, Umrangshoo and Lanka
HRIS	Deployed of HR template comprising the entire employee life cycle management
Process standardisation and automation	Many IT processes were standardised and automated leading to improved control and operational efficiencies.
Security	New security features were deployed in Chennai, Belgaum, Umrangshoo, Lanka, Guwahati and Midnapore. Consolidated gateways and wide area networks helped reduce redundancy and improve throughput.
Mobile work space	Dalmia Bharat commenced the migration of certain processes (sales order creation, customer 360 degree view, journey plans, invoicing, among others), that can be extended to the mobile platform using handheld devices. This has been piloted in the North East and is intended for roll out across the Group.

The fiscal 2014-15 saw Dalmia Bharat Group continuing to roll out SAP cement templates at the new plants and acquired entities. Dalmia plans to consolidate and standardise on the SAP cement template across business lines.

Leveraging the value of technology through key drivers like cloud and SaaS (software as a service) has been a focus during the year. Our Company understands that businesses will be progressively conducted in a digital environment. Accordingly, major strides were taken in future technologies of cloud computing and social media. Yammer and O365 were some the key technologies which the Company has introduced in FY2014.

Outlook

Dalmia Bharat Group intends to create innovative operational efficiencies that extend beyond ERP through supply chain management, plant automation, business analytics, mobility, cloud and real time information availability.

The Company plans to build a centralised plant technical management information system that provides a seamless view of manufacturing operations and its integration with SAP system.

The Company intends to improve the logistics operations and optimise delivery networks through cutting-edge analytics and tracking solutions that move towards

proactive, predictive and preventive model of logistics delivery.

It also intends to move beyond vehicle tracking and fleet management systems to focus on fuel saving, driver safety and eco-friendly driving solutions.

The Company will create a collaborative and transparent information sharing platform with channel partners and customers.

Dalmia Bharat Group intends to create ease of access and engagement for customers by providing a marketplace for its products.

Socially responsible

Approach to corporate social responsibility

The prime objective of Dalmia Bharat's CSR policy is to hasten social, economic and environmental progress of community at large. The Company realigned its CSR policy to focus on issues material to the Company and stakeholders with the objective to make significant and sustainable difference in the lives of beneficiaries.

Comprehensive CSR action plans were developed in 2014-15 which were implemented by the Dalmia Bharat Group Foundation across locations in a project-based manner with specified timelines and deliverables.

The Kadapa unit received the Greentech Gold Award, 2014 in the 'CSR' category.

Focus areas

Based on the findings of the baseline and need assessment study conducted in 2013-14 across locations, the following focus areas were identified for intervention during 2014-15:

Soil and water conservation

Depleting water table is a rampant problem across India. In certain areas, water tables are lower than 500 feet. Consequently, Dalmia Bharat Foundation has worked with communities to develop water harvesting structures like check dams, farm ponds and ring wells to increase the water table in areas and help in soil conservation. The Company promoted progressive agriculture techniques like drip irrigation to help farmers grow more crops with at least 70%-less water consumption, thereby increasing their incomes.

Renewable energy

Energy is a major concern in Indian villages, with a majority of the population dependent on depleting fuel wood and an erratic electricity supply. The Company promoted energy-efficient and sustainable solutions like fuel-efficient chulhas, biogas plants and solar lighting systems like lanterns, street lights, study lamps and home lighting systems. These solutions have helped minimise the community's carbon footprint.

Livelihood generation and skill development

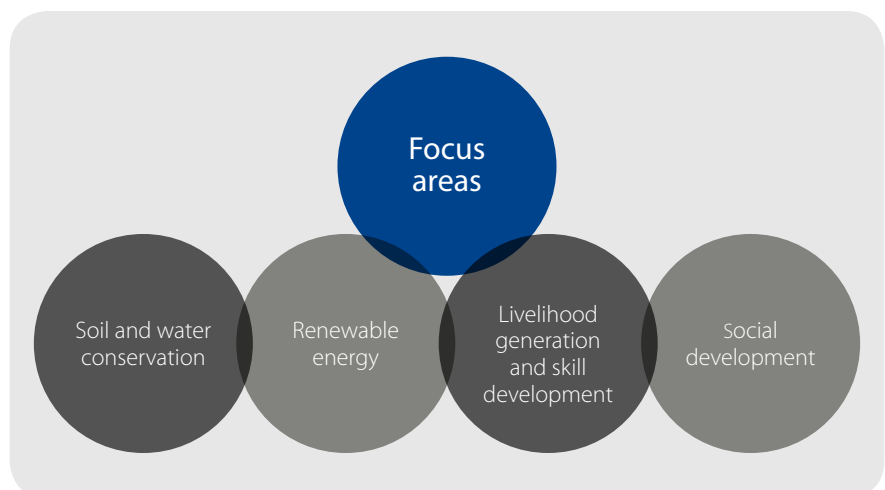
Unemployment among the rural youth is a pressing problem. To usher in long-term benefits for the youth and their families, the Company commenced many skill development programmes and provided training in paramilitary disciplines, vehicle driving, and computer application, among others. For the upliftment of women, the Company formed many Self Help Groups, helping them get loans and providing them training in alternative livelihoods.

Social development

The Company aims to highlight the issue of poor infrastructure, which has hindered the daily life and rural development. It has helped build school sanitation blocks, low-cost toilets, community halls and school buildings, among others. To address spiralling community health issues, the Company conducted general and specialised health camps, providing medicines, vaccines, maternal and neonatal care.

Workplace safety

At Dalmia Bharat, we are committed to create safe and conducive work environment and as such we continuously work towards implementing safe workplace practices. To accomplish the same, we established safety systems, communicated all relevant employee guidelines, provided necessary facilities and encouraged adherence to set norms. All incidents were reported, aberrations investigated, statistics maintained, compared and improvement





projects are taken up on an ongoing basis. Safety of the plant and working group were considered paramount with a focus on the following four elements:

- Safety observation and audit
- Contractor safety management
- Incident investigation
- Standards and procedures

Each of these elements is driven by a committee headed by senior management personnel. The plans and the actions were

reviewed every month in the meetings involving the unit head, who is the APEX Committee Chairman. A SHE (Safety, Health and Environment) audit was conducted by Dupont across our plants.

The Ariyalur unit finished third in the large scale manufacturing category for EHS practices at the CII- Excellence Awards.

The Kadapa unit finished first at the Southern Region Cement Industry Awards, 2014 in the 'EHS' category.

The Group ranked first in the large scale manufacturing category at the FICCI - Safety Systems Excellence Awards for Manufacturing, 2014

The Ariyalur unit ranked first in the large scale manufacturing category at the FICCI - Safety Systems Excellence Awards for Manufacturing, 2014. The Ariyalur unit was presented the 'Silver' award in the cement sector at the Greentech Safety Awards, 2014.



De-risking the business

Every business is marked by a variety of risks. Dalmia Bharat identifies and assesses risks associated with its business, correspondingly undertaking strategic measures to minimise losses and maximise realisations.

Industry risk

01

Cement demand is cyclical in nature and any downturn in the industry would impact sales.

- The Central Government in India undertook a number of decisive measures to kickstart the economy and infuse a fresh lease of life into stalled infrastructure projects.
- Enhanced focus on the housing and infrastructure segments like the Smart Cities programme, 'Housing for All' by 2022 and Swachh Bharat Abhiyan, among others, are expected to provide a fillip to the cement industry which could cascade into stronger cement demand across the long-term.

Raw material risk

02

Depleting Limestone Reserves may impact production

- Through enhanced use of alternate additives, the Company has ensured prolonged availability of limestone reserves for uninterrupted business operations.

Locational risk

03

Cement being a bulk material, higher lead distance to resources and markets can affect profitability.

- Cement is a high-volume and low-value item hence all the units of the Company have been strategically placed close to raw material resources as well as to major cement markets.
- The Company's enjoys ease of access to key resources and has in place dependable cement evacuation infrastructure (railway sidings and road links) across most of its plants.
- A well-distributed network of grinding units in the vicinity of the markets has helped the Company maintain lower lead distance.

Geographic risk

04

An overt dependence on a specific geography could impact prospects.

- Since inception, the Company has remained a predominantly South Indian brand. Cognisant to this, the Company resolved to widen its presence in the Eastern and North Eastern markets.
- The Group is the second-largest player in Eastern India (including North East) markets with a 13% market share and is among the top-five in the Southern region with a 8% market share.

Finance risk

05

An inability to acquire low-cost funds to meet capital expenditures or repay debts could impact profitability

- The Group had a cash and cash equivalent of ₹2111 crore as on March 31, 2015.
- The Company's fiscal prudence was reflected in its low debt cost coupled with the ability to source longer tenure loans.

Statutory Section

Directors' Report

For the year ended 31st March, 2015

The Directors have pleasure in submitting the Annual Report and Audited Financial Statements of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

(₹ Crore)

	Standalone		Consolidated	
	FY – 15	FY – 14	FY – 15	FY – 14
Net Revenue	175.30	229.73	3514.12	3015.82
Profit before interest, depreciation and tax (EBITDA)	40.78	66.04	695.85	534.38
Less: Interest and Financial Charges	0.31	0.36	434.38	315.14
Profit before depreciation and tax (PBDT)	40.47	65.69	261.47	219.24
Less: Depreciation	3.66	2.34	271.58	242.15
Profit / (loss) before exceptional item and tax	36.81	63.34	(10.11)	(22.91)
Exceptional Items	-	-	(6.12)	-
Profit / (loss) before tax	-	-	(16.23)	(22.91)
Provision for current tax	11.82	13.75	13.36	34.42
Provision for deferred tax	(0.39)	(0.15)	35.92	24.62
Prior year tax charge	0.28	-	(2.42)	5.39
Profit / (loss) after tax before share of profit in associates	25.10	49.74	(63.09)	(87.34)
Add: Share of profit in associates	-	-	48.53	48.77
Less: Share of minority interest	-	-	(17.61)	(30.15)
Profit / (loss) after tax	25.10	49.74	3.05	(8.42)
Add: Surplus brought forward	70.19	44.45	292.91	308.76
Add: Amount transferred from debenture redemption reserve	-	-	32.50	-
Add: Adjustment on amalgamation of subsidiary company	-	-	-	36.67
Less: Depreciation on account of change in useful life of assets as per Companies Act, 2013	0.22	-	5.13	-
Profit available for appropriation	95.07	94.19	323.33	337.01
Appropriations:				
Debtenture Redemption Reserve	-	-	113.96	14.17
General Reserve	2.51	5.00	122.51	5.00
Proposed Dividend	12.18	16.24	19.32	16.24
Dividend Distribution tax thereon	2.55	2.76	7.18	2.76
Distribution tax on dividend from Associates	-	-	1.86	5.93
Balance carried forward	77.83	70.19	58.50	292.91
	95.07	94.19	323.33	337.01

OPERATIONS AND BUSINESS PERFORMANCE

Please refer to the Chapter on Management Discussion and Analysis for a detailed analysis of the performance of the Company during the financial year 2014-15.

DIVIDEND

Your Directors have decided to recommend a final dividend of ₹1.50 per equity share of ₹2/- each for the current financial year ended on 31st March 2015 as against a dividend of ₹2/- per equity share paid in the immediately preceding year.

CHANGES IN BUSINESS

As already reported in our report for last year, the Company had discontinued the refractory business of the Company with effect from 1st April, 2014.

CORPORATE GOVERNANCE REPORT

The Company's corporate governance practices have been detailed in a separate Chapter and is attached separately to this Report together with the Auditor's certificate thereon.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The report on the financial position of the Company's Subsidiaries for the year ended 31st March, 2015 in Form AOC 1 is attached and marked as Annexure - 1 to this report.

The Company has 36 subsidiaries including step down subsidiaries, namely, Dalmia Cement (Bharat) Limited, Dalmia Power Limited, DCB Power Ventures Limited, Kanika Investment Limited, and the Subsidiaries of Dalmia Cement (Bharat) Limited, viz., Ishita Properties Limited, Shri Rangam Properties Limited, Geetee Estates Limited, D. I. Properties Limited, Hemshila Properties Limited, Arjuna Brokers & Minerals Limited, Shri Radha Krishna Brokers & Holdings Limited, Dalmia Minerals & Properties Limited, Sri Subramanya Mines & Minerals Limited, Sri Swaminatha Mines & Minerals Limited, Sri Shanmugha Mines & Minerals Limited, Sri Dhandauthapani Mines and Minerals Limited, Sri Trivikrama Mines and Properties Limited, Sri Madhusudana Mines and Properties Limited, Cosmos Cements Limited, Sutnga Mines Private Limited, Rajputana Properties Private Limited, Golden Hills Resort Private Limited, Calcom Cement India Limited, Vinay Cement Limited, SCL Cements Limited, RCL Cements Limited, Adhunik Cement Limited, Adhunik MSP Cement (Assam) Limited, Dalmia Bharat Cements Holdings Limited, Shri Rangam Securities & Holdings Limited, JayeVijay Agro Farms Private Limited, Dalmia Cement East Limited, OCL India Limited, OCL Global Limited, OCL China Limited and Odisha Cement Limited.

JayeVijay Agro Farms Private Limited and Dalmia Cement East Limited became subsidiaries of Dalmia Cement (Bharat) Limited w.e.f 6th June, 2014 and 26th November, 2014 respectively and OCL India Limited together with its subsidiaries, namely, OCL Global Limited, OCL China Limited and Odisha Cement Limited became subsidiary of Dalmia Cement (Bharat) Limited w.e.f 25th February, 2015.

During the said financial year no company ceased to be a subsidiary of the Company or its Subsidiary.

Apart from this, the Company's Subsidiary Dalmia Cement (Bharat) Limited has one joint venture company, Khappa Coal Company Private Limited, and OCL India Limited, the step down subsidiary, has one associate Company Radhikapur (West) Coal Mining Private Limited.

Any Member desirous to inspect the detailed Annual Reports of any of the aforementioned subsidiaries may inspect the same at the Registered Office of the Company during business hours. The same are also posted on the Company's website www.dalmiabl.com.

The policy for determining material subsidiaries may be accessed in the Company's website at <http://www.dalmiabl.com/upload/policies/DBL-Material-Subsidiary-Policy.pdf>

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with Section 129(3) of the Companies Act, 2013 and the Accounting Standard 21 on Consolidated Financial Statements, this Annual Report also includes Consolidated Financial Statements for the financial year 2014-15.

With regard to the Auditors qualification in their report on the Consolidated Financial Statements of the Company for the year ended 31st March 2015 to the effect that the same have been

prepared based on the unaudited accounts of Calcom Cement India Limited, a step down subsidiary ("Calcom") and three of Calcom's subsidiaries, which have been duly approved and certified by their respective Board of Directors, the Board is given to understand that the audit of Financial Statements of Calcom and its subsidiaries is still in progress. The observation of the Auditors read with Note No. 64 of the Consolidated Financial Statements is self-explanatory and the management is of the view that the Audited Financial Statements of Calcom and its subsidiaries will not result in any material adverse impact on the Consolidated Financial Statements of the Company.

EXTRACT OF ANNUAL RETURN

In compliance with sub-section (3) of section 92 of the Companies Act 2013, the extract of the annual return is attached in Form MGT-9 and forms part of this report as Annexure – 2.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Asanka Rodrigo resigned from the Directorship of the Company with effect from 15th May 2014. The Board places on record its appreciation for the valuable contribution made by Mr. Rodrigo during his tenure on the Board of Directors.

The Independent Directors namely, Mr. N. Gopalaswamy, Mr.V.S. Jain and Mr. P.K. Khaitan have given their declaration of independence in terms of section 149 of the Companies Act, 2013. A meeting of the Independent Directors excluding all other Directors and Officials of the Company was held as mandated by the provisions of Rule 8 of Schedule IV to the Companies Act, 2013 wherein they apprised the performance of the Executive Directors.

The details of familiarisation programs for independent Directors of the Company can be accessed at the website of the Company at <http://www.dalmiabl.com/upload/policies/DBL-IDF-Policy.pdf>

Mr. Puneet Yadu Dalmia, Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Mr. Puneet Yadu Dalmia has given his declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being reappointed as a Director of the Company.

Mrs. Sudha Pillai was appointed as a Director on the Board of the Company, effective 30-3-2015 and holds office till the conclusion of the ensuing Annual General Meeting. The Company has received a Notice from a member as required under section 160(1) of the Companies Act, 2013, proposing the name of Mrs. Sudha Pillai for appointment as a Director of the Company. Mrs Sudha Pillai has given her declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being appointed as a Director of the Company.

Mr. Jayesh Doshi, Chief Financial Officer of the Company, was appointed as Whole-time Director and Group Chief Financial Officer with effect from 30-3-2015. His appointment is subject to the approval of shareholders at the ensuing Annual General Meeting. The Company has received a Notice from a member as required under section 160(1) of the Companies Act, 2013, proposing the name of Mr. Jayesh Doshi for appointment as a Whole-time Director and Group Chief Financial Officer of the Company. Mr Jayesh Doshi has given his declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Whole-time Director of the Company

The Key Managerial Persons, namely, Mr. Jai H. Dalmia and Mr. Y.H. Dalmia, Managing Directors, Mr. Jayesh Doshi, Group CFO and Whole-time Director and Ms. Nidhi Bisaria, Company Secretary continue to hold their respective offices during the year under review.

The Nomination and Remuneration Policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of the Directors and other matters provided in section 178(3) of the Companies Act, 2013 has been approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy is attached as Annexure – 3 to this Report.

The Board of Directors have conducted a formal evaluation of its own performance and of the performance of its Committees and individual Directors in accordance with norms laid down in the Nomination and Remuneration Policy aforesaid.

BOARD OF DIRECTORS, COMMITTEES AND MEETINGS

Reference is invited to the attached Corporate Governance Report for the details thereof.

The Board has accepted all recommendations made by the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted the CSR Committee which has approved the CSR Policy. The Committee decided to expend an amount of ₹0.85 crore on CSR activities covering eradication of extreme hunger and poverty, promotion of education including special education, ensuring environmental sustainability and ecological balance, etc. health, sanitation, education and environment sustainability. Pursuant to the said policy, the Company has made expenses aggregating to ₹0.85 crore towards Corporate Social Responsibility during the Financial Year 2014-15, which is more than 2% of average net profits of the Company made during three immediately preceding financial years.

The CSR policy is available on the website of the Company at <http://www.dalmiabl.com/upload/policies/DBL-CSR-Policy.pdf>

The Annual Report on CSR activities, in terms of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, is attached as Annexure - 4 and forms part of this Report.

RISK MANAGEMENT

A Risk Management Committee has been formed by the Board during the year in order to assist the Board to frame, implement and monitor the Risk Management Plan of the Company.

The Committee has engaged professionals to assist them in framing a comprehensive risk management policy and framework document and it is expected to be in place by the end of the current financial year.

RELATED PARTY POLICY AND TRANSACTIONS

The policy on related party transactions may be accessed in the Company's website at <http://www.dalmiabl.com/upload/policies/DBL-Related-Party-Policy.pdf>

The particulars of material contracts or arrangements with the

related parties referred to in section 188(1) of the Companies Act, 2013 is attached in Form AOC 2 and forms part of this Report as Annexure - 5.

INVESTMENTS, LOANS AND GUARANTEES

The particulars of investments made by the Company are furnished in Note No. 11 of the Standalone Financial Statements of the Company. The details of loans given by the Company are furnished in Note Nos. 41 and 42 of the Standalone Financial Statements of the Company. During the year under review, the Company has not provided any guarantee or security in connection with a loan to any other body corporate or person.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the financial statements. The said financial controls have been tested and no reportable material weakness in the design and operations were observed.

WHISTLEBLOWER POLICY AND VIGIL MECHANISM

The Company has in place the Whistle Blower Policy and Vigil Mechanism with a view to provide for adequate safeguards against victimisation of persons who use such mechanism and provide for direct access to the Chairperson of the Audit Committee in appropriate cases.

The policy can be accessed at the website of the Company at <http://www.dalmiabl.com/upload/policies/DBL-Whistle-Blower-Policy-Vigil-Mechanism.pdf>.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) read with section 134(5) of the Companies Act, 2013 your Directors state that:

- (a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgements 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 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 the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (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; and
- (f) the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EMPLOYEES' STOCK OPTION SCHEME

The Human Resource Department and the Nomination and Remuneration Committee of the Board of Directors of the Company

administer the Employees' Stock Option Scheme of the Company in accordance with the applicable SEBI Guidelines.

The disclosure as on 31st March 2015 (cumulative disclosure) as stipulated under the SEBI Guidelines with regard to the Employees' Stock Option Scheme is provided as Annexure – 6 to this Report.

STATUTORY AUDITORS

M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting. They have held office as the Statutory Auditors for a period of 5 years and the Board recommends their reappointment for a further term of five years in accordance with the provisions of section 139 of the Companies Act, 2013.

The Company has obtained from them a certificate to the effect that their re-appointment, if made, would be in accordance with the conditions as prescribed in Section 141 of the Companies Act, 2013.

SECRETARIAL AUDITOR AND REPORT THEREOF

The Board of Directors of the Company appointed Mr. R. Venkatasubramanian, Practising Company Secretary, as the Secretarial Auditor to conduct the Secretarial Audit in terms of section 204 of the Companies Act, 2013. The Report of Secretarial Audit is attached in Form MR 3 and forms part of this Report as Annexure - 7.

COMMENTS ON AUDITORS' OBSERVATIONS

The Reports submitted by the Secretarial Auditors and Statutory Auditors on the Standalone Financial Statements of the Company do not contain any qualification, reservation or adverse remark.

LISTING OF SHARES

Consequent upon Madras Stock Exchange voluntarily surrender of its registration as a recognised Stock Exchange, the shares of the Company were delisted from dealings on that Exchange.

The Company's shares continue to remain listed on the National Stock Exchange and Bombay Stock Exchange and the listing fees for the financial year 2015-16 has been paid to the said Exchanges.

UNCLAIMED SUSPENSE ACCOUNT

In terms of clause 5A of the Listing Agreement, the Company has opened the demat account.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE TRANSACTIONS

The particulars of energy conservation, technology absorption are not applicable to the Company as it is not engaged in any manufacturing activity. A statement giving details of Foreign Exchange transactions, in accordance with the Companies (Accounts) Rules, 2014, forms a part of this report as Annexure – 8.

PARTICULARS OF DIRECTORS' AND EMPLOYEES' REMUNERATION

The particulars of remuneration to Directors and Key Managerial Personnel and other particulars in terms of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure – 9 to this Report.

A statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure – 10 to this Report.

Having regard to the provisions of the first proviso to Section 136 (1) of the Act and as advised, the printed copy of the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is also available on the Company's website.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public till date.

ORDERS PASSED BY REGULATORS

No order has been passed by the regulators or courts or tribunals impacting the status of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No such complaints have been received by the said Committee during the financial year 2014-15.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the excellent cooperation received from all employees and stakeholders of the Company.

For and on behalf of the Board

Place: New Delhi Jai H. Dalmia Y.H. Dalmia
Dated: 13th May, 2015 Managing Director Managing Director

P.S.: Annexures mentioned in this Director's Report other than the Corporate Governance Report and Management Discussion and Analysis are attached after the Consolidated Financial Statements.

Report on Corporate Governance

Company's Philosophy on Corporate Governance

Dalmia Bharat Limited (DBL) believes in good Corporate Governance. Your Company's corporate governance practices are driven by strong Board oversight, timely disclosures, transparent accounting policies and high levels of integrity in decision-making.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through the Clause 49 of the Listing Agreement of the Stock Exchanges as amended from time to time. The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited and National Stock Exchange.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports on the Company's compliance with Clause 49 of the Listing Agreement.

Board of Directors

Composition of the Board

As on 31st March, 2015 the Company's Board comprised nine members — three Executive Directors, six Non-executive Directors of which three are Independent and a Woman Director. Mr. P.K.

Khaitan, a Non-executive Independent Director is appointed as the Chairman of the Board of Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement, which stipulates that if the Chairman is Non-executive and is not related to the promoters or persons occupying management positions at the Board level or at one level below the Board, one-third of the Board should be independent, or else, 50 percent of the Board should comprise independent Directors.

Number of Board Meetings

The Board of Directors met five times during the year on 15-5-2014, 31-7-2014, 20-10-2014, 29-1-2015 and 30-3-2015. The maximum gap between any two meetings was less than 4 months.

Directors' Attendance Record and Directorships Held

As mandated by Clause 49 of the Listing Agreement, none of the Directors are members of more than ten Board level Committees nor are they Chairman of more than five Committees in which they are members. Table 1 gives the details of the composition of the Board, attendance and details of Committee Memberships and Committee Chairmanships.

Table 1: Composition of the Board of Directors

Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committee Memberships/Chairmanships		
		Number of Board Meetings		Last AGM	Other Directorships@	Committee Memberships #	Committee Chairmanships #
		Held	Attended				
Mr. P.K. Khaitan, Chairman	Independent Non-Executive	5	5	No	9	4	-
Mr. Jai H. Dalmia Managing Director	Executive	5	4	No	6	-	-
Mr. Y.H. Dalmia Managing Director	Executive	5	5	No	2	1	1
Mr. N. Gopaldaswamy	Independent Non-Executive	5	5	Yes	8	4	2
Mr. Gautam Dalmia	Non-Executive	5	2	No	4	1	-
Mr. Puneet Yadu Dalmia	Non-Executive	5	5	No	4	1	-
Mr. V.S. Jain	Independent Non-Executive	5	5	No	3	2	-
Mr. Asanka Rodrigo*	Independent Non-Executive	1	1	No	-	-	-
Mr. Jayesh Doshi**	Executive	1	-	-	7	-	-
Mrs. Sudha Pillai**	Non-Executive	1	-	-	5	2	-

* Mr Asanka Rodrigo resigned from the Directorship of the Company from the close of the business hours of 15th May 2014.

** Mr. Jayesh Doshi appointed as Whole-time Director and Mrs. Sudha Pillai appointed as an Additional Director w.e.f. 30th March 2015.

@ The Directorships held by the Directors do not include Directorship of foreign companies and private limited companies.

As required under Clause 49 of the Listing Agreement, the disclosure includes membership/chairmanship of audit committee and stakeholders' relationship committee of Indian public companies (listed and unlisted).

Mr. Jai H. Dalmia and Mr. Y.H. Dalmia are brothers; Mr. Gautam Dalmia is the son of Mr. Jai H. Dalmia and Mr. Puneet Yadu Dalmia is the son of Mr. Y.H. Dalmia.

As mandated by the revised Clause 49 of the Listing Agreement, the independent Directors on the Company's Board are not less than 21 years in age and:

- is a person of integrity and possesses relevant expertise and experience;
- is or was not a promoter of the company or its holding, subsidiary or associate company;
- is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- neither himself nor any of his relatives —
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- holds together with his relatives two percent or more of the total voting power of the company; or
- is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;

- is a material supplier, service provider or customer or a lessor or lessee of the company.

Information Supplied to the Board

The Board has complete access to all information with the Company. The agenda and papers for consideration of the Board are circulated at least seven days prior to the date of the Board meeting. Adequate information is circulated as part of the agenda papers and also placed at the meeting to enable the Board to take an informed decision. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results of the Company and operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

Remuneration Paid to the Directors and Key Managerial Personnel

The compensation payable to the Executive Directors and

Key Managerial Personnel is decided by the Nomination and Remuneration Committee constituted by the Board of Directors. The details of remuneration paid, during the year, to the Executive Directors and the Non-Executive Directors is presented in Table 2.

Table 2: Details of remuneration paid to the Directors for 2014-15

(₹ crore)

Name of the Director	Category	Sitting Fees	Salary and Perquisites	Retirement Benefits	Commission@	Total
Mr. P.K. Khaitan	Independent Non-Executive	0.05	-	-	0.07	0.12
Mr. Jai H. Dalmia Managing Director	Executive	-	1.12	0.10	-	1.22
Mr. Y.H. Dalmia Managing Director	Executive	-	2.82*	0.26**	-	3.08
Mr. N. Gopaldaswamy	Independent Non-Executive	0.06	-	-	0.07	0.13
Mr. Gautam Dalmia	Non-Executive	0.02	-	-	-	0.02
Mr. Puneet Yadu Dalmia	Non-Executive	0.03	-	-	-	0.03
Mr. V.S. Jain	Independent Non-Executive	0.06	-	-	0.07	0.13
Mr. Asanka Rodrigo	Independent Non-Executive	0.01	-	-	-	0.01
Mrs. Sudha Pillai	Non-Executive	-	-	-	-	-
Mr. Jayesh Doshi	Executive Director	-	-	-	-	-

@ Commission paid on net profit only.

* Includes arrears of ₹1.25 crore paid for the financial year 2012-13 and 2013-14 pursuant to Central Government approval.

** Includes arrears of 0.15 crore paid for the financial year 2012-13 and 2013-14.

Retirement benefits to the Executive Directors comprise the Company's contribution to provident fund and superannuation fund. The payment of retirement benefits is being made by the respective fund(s). In addition to the above the Company also contributes, on actuarial valuation basis, amounts to the Gratuity Fund towards gratuity of its employees including the Managing Directors.

The appointments of Mr. Jai H. Dalmia and Mr. Yadu Hari Dalmia as Managing Directors are for a period of 5 years effective 1st April, 2011 and 11th February, 2011 respectively. In terms of their appointment, no severance fee is payable to any of them.

Code of Conduct

The Company's Board has laid down a code of conduct for all Board members and designated senior management of the Company. The code of conduct is available on the website of the Company www.dalmiab.com. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

Committees of the Board

The Company has six Board-level Committees for Audit Committee, Nomination and Remuneration, Stakeholders Relationship, Corporate Social Responsibility, Risk Management Committee and Investment.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members is taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

a) Audit Committee

As on 31st March, 2015, the Audit Committee comprised of three members, Mr. N. Gopaldaswamy, Mr. V. S. Jain and Mr. P.K. Khaitan, all being independent Directors. Mr. N. Gopaldaswamy is the Chairman of the Audit Committee. The Audit Committee met four times during the year on 15-5-2014, 31-7-2014, 20-10-2014 and 29-1-2015. The particulars of attendance of the members in the Meetings of this Committee are given in Table 3 hereunder:

Table 3: Attendance record of the Company's Audit Committee during 2014-15

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. N. Gopaldaswamy	Independent	Chairman	4	4
Mr. V.S. Jain	Independent	Member	4	4
Mr. Asanka Rodrigo	Independent	Member	1	-
Mr. P.K. Khaitan	Independent	Member	3	3

The Officer responsible for the finance function, the head of internal audit and the representative of the Statutory Auditors and Internal Auditors are regularly invited by the Audit Committee to its meetings. Ms. Nidhi Bisaria, Company Secretary, is the Secretary to the Committee.

All members of the Audit Committee have requisite accounting and financial management expertise. The Chairman of the Audit Committee attended the Annual General Meeting of the Company held on 30th August, 2014.

The functions of the Audit Committee of the Company include the following:

- The recommendation for appointment, remuneration and terms of appointment of Auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the Auditors' report thereon;
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The following information is reviewed by the Audit Committee
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

b) Nomination and Remuneration Committee

As on 31st March, 2015, the Nomination and Remuneration Committee comprised of Mr. N. Gopalaswamy, as its Chairman, Mr. P.K. Khaitan and Mr. V.S. Jain, Directors as its members. The Committee met thrice during the year on 15-5-2014, 29-1-2015 and 30-3-2015 and the particulars of attendance of the members in the Meeting of this Committee is set out in Table 4 hereunder:

Table 4: Attendance record of the Company's Nomination and Remuneration Committee during 2014-15

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. N. Gopalaswamy	Independent	Chairman	3	3
Mr. P.K. Khaitan	Independent	Member	3	3
Mr. Asanka Rodrigo	Independent	Member	1	-
Mr. V.S. Jain	Independent	Member	2	2

The Committee is entrusted with the following functions:

- i) identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and/or removal;
- ii) carry out evaluation of every director's performance;
- iii) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. While formulating the aforesaid policy the Committee shall ensure that—
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting of the Company held on 30th August, 2014.

c) Stakeholders' Relationship Committee

As on 31st March, 2015, the Stakeholders' Relationship Committee (earlier known as Shareholders' Grievance Committee) comprised of Mr. V.S. Jain a Non-Executive Independent Director as its Chairman, Mr. N. Gopalaswamy, Mr. Y. H. Dalmia and Mr. Gautam Dalmia, as its members. The terms of reference to this Committee is to look into and redress the unresolved complaints received from investors, in coordination with the Company's Registrars and Share Transfer Agent. The Committee met once during the year and the particulars of attendance of the members in the Meeting of this Committee is set out in Table 5 hereunder:

Table 5: Attendance record of the Company's Stakeholders' Relationship Committee during 2014-15

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. V.S. Jain	Independent	Chairman	1	1
Mr. N. Gopalaswamy	Independent	Member	1	1
Mr. Y.H. Dalmia	Executive	Member	1	1
Mr. Gautam Dalmia	Non- executive	Member	1	1

The Chairman of the Stakeholders' Relationship Committee authorised Mr. N. Gopalswamy, a member of this Committee, to attend the Annual General Meeting of the Company held on 30th August, 2014 to answer the queries of shareholders of the Company.

During the period, 64 complaints were received from investors and all of them were resolved. At the close of the year there were no cases pending in respect of share transfers. Table 6 gives the details:

Table 6: Nature of complaints received and attended to during 2014-15:

Nature of Complaint	Pending as on 1st	Received during	Answered	Pending as on
	April 2014	the year	during the year	31st March 2015
1. Transfer/Transmission/Duplicate	Nil	Nil	Nil	Nil
2. Non-receipt of Dividend/Interest/Redemption Warrants	Nil	38	38	Nil
3. Non-receipt of securities/electronic credits	Nil	6	6	Nil
4. Non-receipt of Annual Report	Nil	20	20	Nil
5. Complaints received from:				
- Securities and Exchange Board of India	Nil	-	-	Nil
- Stock Exchanges	Nil	-	-	Nil
- Registrar of Companies/Department of Company Affairs	Nil	-	-	Nil
6. Others	Nil	-	-	Nil
Total	Nil	64	64	Nil

The name and designation of the Compliance Officer is as follows: -

- Ms. Nidhi Bisaria, Company Secretary

The Board of Directors has delegated the powers of approving the transfer of shares/debentures to senior executives of the Company.

d) Corporate Social Responsibility Committee

As on 31st March 2015, the Corporate Social Responsibility Committee comprised of Mr. V.S. Jain as its Chairman, Mr. Y. H.

Dalmia and Mr. Gautam Dalmia, as its members. This Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy, indicating the activities to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013. The Committee met twice during the year and the particulars of attendance of the members in the Meeting of this Committee is set out in Table 7 hereunder:

Table 7: Attendance record of the Company's Corporate Social Responsibility Committee during 2014-15

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. V.S. Jain	Independent	Chairman	2	2
Mr. Y.H. Dalmia	Executive	Member	2	2
Mr. Gautam Dalmia	Non- executive	Member	2	1

e) Risk Management Committee

As on 31st March 2015, the Risk Management Committee comprised of Mr. V.S. Jain as its Chairman, Mr. N. Gopalswamy and Mr. Gautam Dalmia, as its members. The terms of reference to this Committee is to develop and implement a risk management policy

for the Company, including identification of elements of risk, if any, which may threaten the existence of the Company. The Committee met once during the year and the particulars of attendance of the members in the Meeting of this Committee is set out in Table 8 hereunder:

Table 8: Attendance record of the Company's Risk Management Committee during 2014-15

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. V.S. Jain	Independent	Chairman	1	1
Mr. N. Gopalswamy	Independent	Member	1	1
Mr. Gautam Dalmia	Non- executive	Member	1	1

f) Investment Committee

This Committee was formed by the Board in its meeting held on 7-11-2011 and comprises of Mr. Jai H. Dalmia, Mr. Y. H. Dalmia, Mr. Gautam Dalmia, and Mr. Puneet Yadu Dalmia, as its members. The Committee was vested with the powers of making investments in securities quoted on the stock exchanges upto a total limit of ₹10 crore. The Committee did not meet since no fresh investment was made during the financial year.

Subsidiary Companies

Clause 49 of the Listing Agreement defines a "material non-listed Indian subsidiary" as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year. As mandated by Clause 49 of the Listing Agreement, the Company has framed a Policy on

Material Subsidiaries and has displayed it on <http://www.dalmiabl.com/upload/policies/DBL-Material-Subsidiary-Policy.pdf>

As on 31st March, 2015, under this definition, the Company has a 'material unlisted Indian subsidiary', namely, Dalmia Cement (Bharat) Limited. Mr. N. Gopaldaswamy, an Independent Non-executive Director is also a member on the Board of Directors of this subsidiary. The Company also has a 'material listed Indian subsidiary', namely,

OCL India Limited. Mr. P.K. Khaitan, an Independent Director is also a member on the Board of Directors of this subsidiary.

Shares and Convertible Instruments held by Non-Executive Directors

Table 9 gives details of the shares and convertible instruments held by the Non-Executive Directors as on 31st March 2015.

Table 9: Details of the shares and convertible instruments held by the Non-Executive Directors as on 31st March, 2015

Name of the Director	Category	Number of shares held	Number of convertible instruments held
Mr. P.K. Khaitan	Independent Non-Executive	Nil	Nil
Mr. N. Gopaldaswamy	Independent Non-Executive	Nil	Nil
Mr. Gautam Dalmia	Non-Executive	1073308	Nil
Mr. Puneet Yadu Dalmia	Non-Executive	Nil	Nil
Mr. V.S. Jain	Independent Non-Executive	Nil	Nil
Mrs. Sudha Pillai	Non-Executive	Nil	Nil

Management

Management Discussion and Analysis

The Annual Report has a detailed report on Management Discussion and Analysis.

Disclosures

Related party transactions in the ordinary course of business have been disclosed in Note No. 39 of the attached Standalone Financial Statements of the Company for the year ended 31st March, 2015. No transactions were made that had the possibility of injuring the Company's interests. The Company complied with the regulatory requirements on capital markets. No penalties/strictures have been imposed against it.

The Company has declared dividend for the first time only in 2011. As such, the question of complying with the requirements of Section 125 of the Companies Act, 2013 by remitting all amounts due to be credited to the Investor Education & Protection Fund does not arise at this point of time.

Disclosure of Accounting Treatment in Preparation of Financial Statements

The Company has followed the guidelines of Accounting Standards laid down by the Central Government under the provisions of section 129(1) of the Companies Act, 2013 in the preparation of its financial statements.

Details of Non-Compliance by the Company

The Company has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Code for Prevention of Insider-Trading Practices

In compliance with the SEBI regulations on prevention of insider trading, the Company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Company, and

cautioning them of the consequences of violations.

CEO/CFO certification

The CEO and CFO certification of the financial statements for the year is enclosed at the end of the report.

Shareholders

Reappointment/Appointment of Directors

Pursuant to the provisions of section 149 of the Companies Act, 2013, the Shareholders have approved the appointment of the three Independent Directors on the Board, namely, Mr. P.K. Khaitan, Mr. N. Gopaldaswamy and Mr. V.S. Jain for a period of 5 years with effect from the conclusion of the last Annual General Meeting on 30-8-2014.

Each of the said Independent Directors have given their affirmation of Independence at the beginning of the financial year 2015-16 and have also confirmed that each of them are not disqualified from being appointed as a Director of the Company by furnishing requisite declaration as required under section 164(2) of the Companies Act, 2013.

Pursuant to the Articles of Association of the Company at every Annual General Meeting of the Company, one-third of the rotational Directors retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third retire from office. At the ensuing Annual General Meeting, Mr. Puneet Yadu Dalmia, Director of the Company retires by rotation and is eligible for re-appointment.

Mrs. Sudha Pillai was inducted as a Director effective 30-3-2015. She holds office till the conclusion of the forthcoming Annual General Meeting. Mr. Jayesh Doshi was inducted as Whole-time Director for a period of three years with effect from 30-3-2015. His appointment is subject to the approval of shareholders at the ensuing Annual General Meeting.

Means of Communication with Shareholders

The Board of Directors of the Company approves and takes on record the unaudited financial results in the format prescribed by

the Stock Exchanges within 45 days of the close of every quarter and such results are published in one financial newspaper, viz., Business Standard/Financial Express and one Regional Newspaper, Dinamani, within the stipulated time. The Company also publishes its annual audited results in these newspapers within the stipulated period.

As required under the Listing Agreement all the data related to quarterly and annual financial results, shareholding pattern, etc.,

is provided to the website of the Stock Exchanges within the time frame prescribed in this regard. All the details required to be forwarded to the Stock Exchanges are being sent by the Company from time to time.

General Body Meetings

Table 10 gives the details of the last three Annual General Meetings (AGMs).

Table 10: Details of last three AGMs

Financial year	Date	Time	Location
2013-14	30th August 2014	10.30 a.m.	Community Centre, Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu, 621651
2012-13	24th August, 2013	11.15 a.m.	Community Centre, Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu, 621651
2011-12	18th August, 2012	11.15 a.m.	Community Centre, Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu, 621651

The details of Special Resolutions in respect of the last three Annual General Meetings are given in Table 11.

Table 11: Details of Special Resolutions passed in last three Annual General Meetings

Date of Meeting	Type of Meeting	Particulars
30th August 2014	AGM	<ul style="list-style-type: none"> Resolution pursuant to the provisions of sections 188, sections 197 of the Companies Act, 2013, and subject to the approval of the Central Government, to approve the payment of minimum remuneration of ₹1,57,49,457/- p.a. to Mr. Jai H. Dalmia for the financial year ending on 31-3-2015 and as increased by the increments granted for the financial year starting on 1-4-2015. Resolution pursuant to the provisions of sections 188, sections 197 of the Companies Act, 2013, and subject to the approval of the Central Government, to approve the payment of minimum remuneration of ₹1,57,49,457/- p.a. to Mr. Y.H. Dalmia for the financial year ending on 31-3-2015 and as increased by the increments granted for the financial year starting on 1-4-2015.
24th August, 2013	AGM	<ul style="list-style-type: none"> Resolution seeking approval of shareholders pursuant to section 81(1A)(a) read with sections 292(1)(a)/292(1)(b)/292(1)(c) of the Companies Act, 1956 for issuance and allotment of further securities convertible into equity shares to the extent of ₹2000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹3.5 crore.
18th August, 2012	AGM	<ul style="list-style-type: none"> Resolution pursuant to the provisions of sections 198, 269 and 309 of the Companies Act, 1956, to approve the payment of remuneration to Mr. Jai H. Dalmia, Managing Director of the Company as set out in the deed of variation for a period of 3 years effective 1-4-2011. Resolution pursuant to the provisions of sections 198, 269 and 309 of the Companies Act, 1956, to approve the payment of remuneration to Mr. Y.H. Dalmia, Managing Director of the Company as set out in the deed of variation for a period of 3 years effective 1-4-2011. Resolution seeking approval of shareholders pursuant to section 81(1A)(a) read with sections 292(1)(a)/292(1)(b)/292(1)(c) of the Companies Act, 1956 for issuance and allotment of further securities convertible into equity shares to the extent of ₹2000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹3.5 crore.

Postal Ballot

During the year ended 31st March, 2015, the Board decided to approach the Shareholders to seek their consent by way of Postal Ballot, on two occasions. The Board approved the Notices for the Postal Ballots sought and appointed a Scrutinizer, namely, Mr. R. Venkatasubramanian, Practicing Company Secretary, who conducted this exercise in accordance with law for both the Postal Ballots. The particulars of such Resolutions passed and the details of the voting pattern are as under:

For Postal Ballot dated 8-9-2014

- (i) Special Resolution under section 186 of the Companies Act, 2013 to authorise the Board of Directors to directly or indirectly give any loan to any person or other body corporate, give

any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding the limits set out in that section subject to the maximum aggregate limit of ₹1,200 crores at any point of time; and

- (ii) Special Resolution seeking approval of shareholders pursuant to section 62(1)(c) and Section 42 read with Sections 179(3)(a), 179(3)(c), 179(3)(d) of the Companies Act, 2013 for issuance and allotment of further securities convertible into equity shares to the extent of ₹12000 million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹3.5 crore.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
						For	Against
Resolution No. 1							
Promoter and Promoter Group	5,16,38,589	5,08,21,316*	98.42	5,08,21,316	-	100.00	-
Public – Institutional holders**	15,59,590	15,59,590	100.00	11,27,483	4,32,107	72.29	27.71
Public-Others	5,82,266	5,81,416*	99.85	5,76,813	4,603	99.21	0.79
Total	5,37,80,445	5,29,62,322	98.48	5,25,25,612	4,36,710	99.18	0.82

** Includes Body Corporate. *Excludes Invalid votes 8,18,123.

Resolution No. 2							
Promoter and Promoter Group	5,16,38,589	5,08,21,316*	98.42	5,08,21,316	-	100.00	-
Public – Institutional holders**	15,59,590	15,59,590	100.00	11,27,483	4,32,107	72.29	27.71
Public-Others	5,82,266	5,77,371*	99.16	5,71,618	5,753	99.00	1.00
Total	5,37,80,445	5,29,58,277	98.47	5,25,20,417	4,37,860	99.17	0.83

** Includes Body Corporate. *Excludes 8,18,123 invalid votes and 4,045 votes abstained.

For Postal Ballot dated 12-1-2015

Special Resolution under section 13 of the Companies Act, 2013 to add new objects clause (5)(a) to (d) in the Main Objects Clause of the Memorandum of Association of the Company.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	
						For	Against
Resolution No. 1							
Promoter and Promoter Group	5,09,07,981	5,09,07,981	100.00	5,09,07,981	-	100.00	-
Public – Institutional holders**	40,45,659	30,55,802*	75.53	29,94,128	61,674	97.98	2.02
Public-Others	1,33,780	1,30,550#	97.59	1,29,564	986	99.24	0.76
Total	5,50,87,420	5,40,94,333	98.20	5,40,31,673	62,660	99.88	0.12

** Includes Body Corporate. *Excludes votes 9,89,857 abstained, #Excludes 3,230 invalid votes.

The responses were obtained through e-voting besides physical ballot forms. All the Resolutions were passed with requisite majority. Necessary intimations relating to the voting by Postal Ballot has been sent to all the Stock Exchanges where the Company's shares are listed.

At the ensuing Annual General Meeting it is proposed to obtain the Shareholder's consent through Postal Ballot in respect of a Special Resolution authorising the Board of Directors to raise finances by way of issue of securities pursuant to section 62(1)(c) of the Companies Act, 2013 whether with or without further right to conversion to the total aggregate extent of ₹12000 Million which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value of ₹3.5 crores.

E Voting

In compliance with section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Shareholders of the Company were permitted to use the e-voting facility provided by the Company through Karvy Computershare Private Limited for casting their votes at the Annual General Meeting as well through Postal Ballot.

Compliance

Mandatory Requirements

The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

Adoption of Non-Mandatory Requirements

Although it is not mandatory, Investment Committee of the Board is

in place. Details of the said Committee has been provided under the head "Committees of the Board" above.

Additional Shareholder Information

Annual General Meeting

Date: 30th September, 2015
Time: 11.00 a.m.
Venue: Community Centre Premises,
Dalmiapuram -621651, Dist. Tiruchirapalli,
Tamil Nadu

Financial Calendar

Financial year: 1st April, 2015 to 31st March, 2016

For the year ended 31st March, 2016, results will be announced on:

- First quarter: By mid-August, 2015
- Second quarter: By mid-November, 2015
- Third quarter: By mid-February, 2016
- Fourth quarter: By end May, 2016

Book Closure

The dates of book closure are from 24th September, 2015 to 30th September, 2015 inclusive of both days.

Dividend Payment

The Directors have recommended payment of final dividend calculated at ₹1.50 per equity share of ₹2/- each. Such dividend shall be paid to those shareholders, whose names appear on the Company's Register of Members as on 24th September, 2015. The Dividend pay-out will be effected on 8th October, 2015.

Listing

The Equity Shares is listed on the following Stock Exchanges:

- a) Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400001.
- b) The National Stock Exchange of India Limited,
Exchange Plaza,
5th Floor, Plot No. C/1, G - Block,
Bandra Kurla Complex,
Bandra (East),
MUMBAI - 400051

The Equity Shares of the Company were voluntarily delisted from dealings on the Madras Stock Exchange effective 21-7-2014 consequent upon the said Exchange being derecognised by the

Central Government. The company has not issued any debentures.

The bills for the annual custodial fees for the year 2015-16 have not been raised by both the Depositories till date.

Stock Codes:

Bombay Stock Exchange : DALMIABHA (533309)

National Stock Exchange : DALMIABHA

ISIN (for Dematerialised Shares): INE439L01019

Stock Market Data

Table 12, Table 13, Chart A and Chart B gives details

Table 12: High, lows of Company's shares for 2014-15 at BSE and NSE

Month	BSE			NSE		
	High	Low	Close	High	Low	Close
April, 2014	286.00	236.10	238.60	286.00	234.90	239.20
May, 2014	387.00	233.15	369.70	386.20	234.10	373.55
June, 2014	509.30	361.00	473.15	509.00	366.00	473.90
July, 2014	475.00	403.45	440.00	474.90	404.85	444.00
August, 2014	490.10	420.60	460.95	489.85	424.30	462.30
September, 2014	480.00	422.10	429.70	476.25	421.55	427.70
October, 2014	442.90	413.00	423.45	447.95	408.50	423.75
November, 2014	567.00	404.20	492.00	565.00	403.00	497.45
December, 2014	524.90	400.00	456.60	530.00	402.00	452.20
January, 2015	514.95	402.50	481.40	515.00	355.50	480.05
February, 2015	500.00	424.60	478.60	502.50	427.25	477.75
March, 2015	488.95	408.00	423.00	489.70	398.15	424.65

Table 13: Stock Performance over past 5 years

	% of Change in					
	Company's Share		Sensex	Nifty	Company in comparison with	
	BSE	NSE			Sensex	Nifty
FY 2014-15	66	68	25	27	42	42
2 years	185	191	48	49	137	141
3 years	194	197	61	60	134	137
5 years *	N/A	N/A	N/A	N/A	N/A	N/A

* Not Applicable as the Company's shares were listed on 27th January 2011.

Chart A: The Company's Share Performance versus BSE Sensex

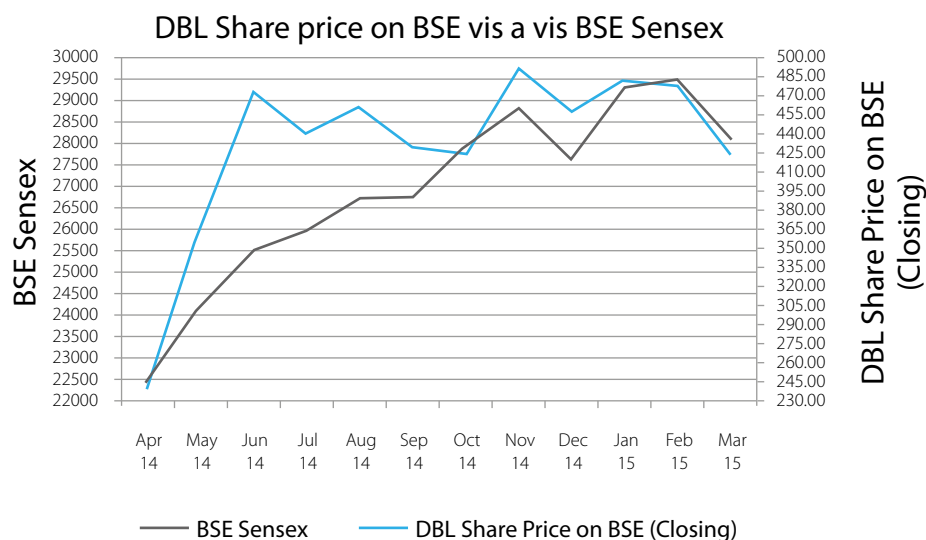
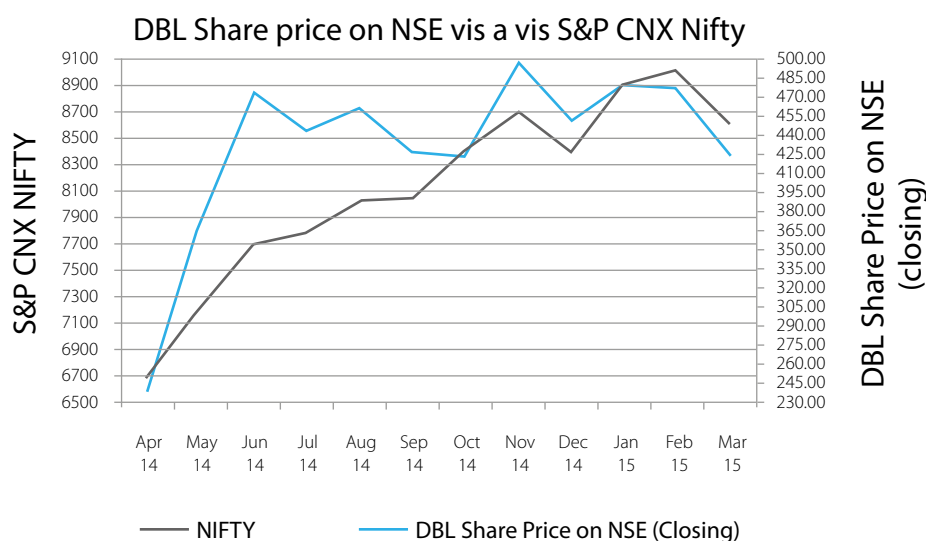


Chart B: The Company's Share Performance versus NIFTY



Distribution of Shareholding

Table 14 and 15 lists the distribution of the shareholding of the equity shares of the Company by size and by ownership class as on 31st March 2015.

Table 14: Shareholding pattern by size

Sl. no.	No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1	1 - 500	9,139	73.46	11,83,429	1.46
2	501 - 1000	1,247	10.02	9,51,094	1.17
3	1001 - 2000	964	7.75	14,36,247	1.77
4	2001 - 3000	360	2.89	9,01,939	1.11
5	3001 - 4000	187	1.50	6,75,594	0.83
6	4001 - 5000	99	0.80	4,44,690	0.55
7	5001 - 10000	213	1.71	15,09,898	1.86
8	10001 and above	232	1.86	7,40,86,412	91.25
TOTAL:		12,441	100.00	8,11,89,303	100.00

Table 15: Shareholding Pattern by ownership

Particulars	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoters	12	0.10	38,13,443	4.70
Promoters Bodies Corporate	28	0.23	4,71,68,898	58.10
Central/State Governments	4	0.03	1,28,155	0.16
Financial Institutions	3	0.02	14,88,645	1.83
Mutual Funds	16	0.13	13,50,711	1.66
Foreign Institutional Investors	37	0.30	72,48,172	8.93
Insurance Companies	2	0.02	1,71,809	0.21
Bodies Corporates	417	3.35	33,37,687	4.11
Overseas Corporate Bodies	-	-	-	-
Foreign Corporate Bodies	-	-	-	-
NRI/Foreign Nationals	199	1.60	5,12,120	0.63
Individuals/Others	11,723	94.23	1,59,69,663	19.67
Total	12,441	100.00	8,11,89,303	100.00

Note: : @ The Promoters have not pledged the shares of the Company against any loan drawn by them. This disclosure may be treated as a disclosure as required under Clause 35 of the Listing Agreement and under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Dematerialisation of Shares

As on 31st March 2015, 96.24% shares of the Company were held in the dematerialised form. The Promoters of the Company hold their entire shareholding in dematerialised form.

Outstanding GDRs/ADRs/Warrants/Options

Nil

Details of Public Funding Obtained in the last three years

Nil

Registrar and Transfer Agent

For Equity Shares:
Karvy Computershare Private Limited,

Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032.

Share Transfer System

The share transfers in the physical form are presently processed by the Registrars and Transfer Agents and returned within a period of 15 days. The Company's Equity Shares are tradable in dematerialised form since the date of listing. Under the dematerialised system, the Shareholder can approach a Depository Participant (DP) for getting his shares converted from physical form to dematerialised form. The DP will generate a request for the dematerialisation, which will be sent by him to the Company's Registrars and Share Transfer Agents. On receipt of the same the shares will be dematerialised.

Registered Office Address:

Dalmia Bharat Limited
Dalmiapuram -621651,
Dist. Tiruchirapalli,
Tamil Nadu
Phone: 04329 – 235131
Fax: 04329 235111

Address for Correspondence

Dalmia Bharat Limited
Shares Department
Dalmiapuram – 621651
Dist. Tiruchirapalli
Tamil Nadu
Phone: 04329 - 235131
Fax: 04329 235111

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49
OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA**

**TO
THE MEMBERS,
DALMIA BHARAT LIMITED**

We have examined the compliance of conditions of Corporate Governance by Dalmia Bharat Limited for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For S.S. Kothari Mehta & Co.
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner
Membership No. 087294

Place: New Delhi
Dated: 13 May 2015

CFO-CEO CERTIFICATION

To
The Board of Directors,
Dalmia Bharat Limited
Registered Office: Dalmiapuram – 621651
District Tiruchirapalli
Tamil Nadu

Dear Sirs,

I do hereby certify that the all the Members of the Board of Directors of the Company and the Senior Management Personnel have affirmed their compliance with the Code of Conduct laid down by the Board of Directors of the Company in their Meeting held on 11-02-2011.

This certificate is being given in compliance with the requirements of Clause 49 (II) (E) (2) of the Listing Agreement entered into with the Stock Exchanges.

Dated: 13-5-2015
Place: New Delhi

Y.H.DALMIA
Chief Executive Officer

To
The Board of Directors,
Dalmia Bharat Limited
Registered Office: Dalmiapuram – 621651
District Tiruchirapalli
Tamil Nadu

Dear Sirs,

1. We have reviewed the Balance Sheet, Profit and Loss account and all its Schedules and Notes on Accounts, as well as the Cash Flow Statements as at 31st March, 2015 and certify that to the best of our knowledge and belief:
 - 1) These Statements do not contain any materially untrue statement or omit any material fact or contain Statements that might be misleading;
 - 2) These Statements read together present a true and fair view of the Company's Affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. We further certify that, to the best of our knowledge and belief, no transactions have been entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
4. We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems.

Dated: 13-5-2015
Place: New Delhi

JAYESH DOSHI
Wholetime Director & Group CFO

Y.H.DALMIA
Chief Executive Officer

Independent Auditors' Report

To
The Members of
Dalmia Bharat Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Dalmia Bharat Limited ("the Company"), which comprise the balance sheet as at March 31, 2015, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether the standalone financial statements are free from material misstatement.

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of section 143(11) of the Act (hereinafter referred to as the "Order"), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i. The Company does not have any pending litigations as at March 31, 2015 which would impact its financial position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

For **S. S. KOTHARI MEHTA & CO**
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No: 087294

Place: New Delhi

Date: May 13, 2015

Annexure referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of the Independent Auditor's Report to the members of Dalmia Bharat Limited on its standalone financial statements as of and for the year ended March 31, 2015

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of physical verification of fixed assets that covers every item of fixed assets over a period of three years. In our opinion, this periodicity and manner of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification undertaken during the year.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore the provisions of clause 3(ii) of the said Order are not applicable to the Company.
- iii. (a) The Company has granted unsecured loans, to a company covered in the register maintained under Section 189 of the Act. Apart from this loan, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. The maximum balance outstanding during the year was amounting of ₹50.00 crores. The year end balance of such loan is ₹34.00 crores.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (c) In respect of the aforesaid loans, the company was regular in payment of interest. We were explained that this loan is repayable on demand and, therefore, there are no overdue amounts at the year end.
- iv. According to the Information and explanations given to us, there seems to be adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and sale of services. The activities of the Company does not include purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across, nor have been informed of, any instance of continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. As the Company has not accepted deposits, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and as per the books and records examined by us, there are no dues in respect of Custom Duty, Wealth Tax, Excise Duty, Sales Tax, Income Tax, Service Tax and Cess which have not been deposited on account of any dispute.
- (c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. The Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **S. S. KOTHARI MEHTA & CO**
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner

Place: New Delhi
Date: May 13, 2015

Membership No: 087294

Balance Sheet as at March 31, 2015

(₹ Crore)

	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY & LIABILITIES			
Shareholders' funds			
Share capital	2	16.24	16.24
Employee stock option outstanding		1.26	-
Reserves and surplus	3	564.83	554.68
		582.33	570.92
Non-current liabilities			
Long term provisions	4	10.30	8.46
Deferred Tax Liabilities (net)	5	-	0.37
		10.30	8.83
Current liabilities			
Short-term borrowings	6	-	7.98
Trade payables	7	11.51	27.72
Other current liabilities	8	4.01	6.81
Short-term provisions	9	22.02	22.69
		37.54	65.20
Total		630.17	644.95
ASSETS			
Non-current assets			
Fixed assets	10		
Tangible assets		6.35	8.71
Intangible assets		0.73	0.11
		7.08	8.82
Non-current investments	11	258.04	258.11
Deferred tax assets (net)	5	0.13	-
Long term loans and advances	12	63.27	53.80
		328.52	320.73
Current Assets			
Current investments	13	185.20	125.46
Inventories	14	-	15.57
Trade receivables	15	28.35	81.74
Cash and cash equivalents	16	8.66	4.24
Short-term loans and advances	17	79.44	97.21
		301.65	324.22
Total		630.17	644.95
Significant accounting policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Y. H. Dalmia

Managing Director

Jai H. Dalmia

Managing Director

Place : New Delhi

Date: 13th May, 2015

Jayesh Doshi

Wholetime Director & Group CFO

Nidhi Bisaria

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2015

(₹ Crore)

	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from operations (Gross)	18	175.30	229.73
Less: Excise duty		-	-
Revenue from operations (Net)		175.30	229.73
Other income	19	15.53	38.32
Total		190.83	268.05
EXPENSES			
Cost of materials consumed	20	-	42.23
Purchase of stock in trade		-	1.94
Change in inventories of finished goods and work in progress	21	7.50	4.90
Employee benefits expense	22	98.15	88.97
Other expenses	23	44.40	63.97
Finance costs	24	0.31	0.36
Depreciation and amortization expenses	10	3.66	2.34
Total		154.02	204.71
Profit before tax		36.81	63.34
[including Nil (₹0.43 Cr.) relating to discontinuing operations]			
Tax expenses			
Current tax		11.82	13.75
Deferred tax charge / (Credit entitlement)		(0.39)	(0.15)
Prior year tax		0.28	-
Total tax expenses		11.71	13.60
[including Nil (₹0.15 Cr) relating to discontinued operations]			
Profit after tax		25.10	49.74
[including Nil (₹0.28 Cr) relating to discontinued operations]			
Earning per share	25		
Basic earnings per share (In ₹)		3.09	6.13
[Nominal value of share ₹2 (₹2) each]			
Diluted earnings per share (In ₹)		3.07	6.09
[Nominal value of share ₹2 (₹2) each]			
Significant accounting policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Y. H. Dalmia

Managing Director

Jai H. Dalmia

Managing Director

Place : New Delhi

Date: 13th May, 2015

Jayesh Doshi

Wholtime Director & Group CFO

Nidhi Bisaria

Company Secretary

Cash Flow Statement for the year ended March 31, 2015

(₹ Crore)

	2014-15	2013-14
A. Cash Flow from Operating Activities		
Net Profit before tax	36.81	63.34
Adjustments		
Depreciation/Amortisation	3.66	2.34
Dividend income	(4.12)	(14.81)
Interest (net)	(9.18)	(11.81)
(Profit)/Loss on sale of Investments	(1.42)	(6.17)
Profit on sale of assets	-	(3.40)
Operating profit before working Capital Changes	25.75	29.49
Adjustments for working capital changes :		
Inventories	15.57	5.32
Trade payables, liabilities and provisions	(12.68)	(4.42)
Trade Receivables, Loans and Advances and Other Current Assets	56.09	(13.97)
Cash Generated from Operations	84.73	16.42
Direct taxes paid	(23.01)	(18.35)
Net cash from operating activities	61.72	(1.93)
B. Cash flow from investing activities		
Purchase of fixed assets	(2.22)	(1.06)
Sale of fixed assets	0.07	3.92
(Purchase)/ sale of current investments (net)	(58.32)	(8.17)
(Purchase)/ sale of non current investments (net)	0.07	0.09
Loan received/(given) back from related parties (net)	16.00	(5.00)
Interest received	10.26	10.18
Dividend received from current investments	4.12	2.61
Dividend received from Non current investments other than subsidiaries	-	0.37
Dividend received from subsidiaries	-	11.83
Net cash from investing activities	(30.02)	14.77

Cash Flow Statement *(Contd.)* for the year ended March 31, 2015

(₹ Crore)

	2014-15	2013-14
C. Cash Flow from/(used in) Financing Activities		
Proceeds/(Repayment) from short term borrowings	(7.98)	6.57
Finance cost	(0.31)	(0.36)
Dividend paid (including dividend distribution tax)	(19.00)	(16.65)
Net cash used in financing activities	(27.29)	(10.44)
Net increase in cash and cash equivalents (A+B+C)	4.42	2.40
Cash and cash equivalents (opening Balance)	4.24	1.84
Cash and cash equivalents (closing Balance)	8.66	4.24
Change in Cash & Cash Equivalents	4.42	2.40

Note:

- 1) Cash & cash equivalents components are as per Note 16 of the Financial Statements
- 2) Previous year figures have been regrouped/restated where ever considered necessary

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

Date:13th May, 2015

Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholetime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Notes to Financial Statements for the year ended March 31, 2015

1. Significant accounting policies

A. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for assets transferred and vested in the company pursuant to the respective schemes of arrangement which are carried at fair market value determined in accordance with schemes.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year

B. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

C. Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

D. Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on written down value using the rates arrived at based on the useful lives prescribed under Schedule II to the Companies Act, 2013.

E. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

A summary of amortization policies applied to the company's intangible assets is as below:

	Rates (SLM)
Computer software	20% to 33.33%

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

F. Leases

Where the company is lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is lessor

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

G. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

H. Impairment of tangible and intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss.

I. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined for each category separately. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

J. Inventories

Raw materials, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and stores and spares is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods & services

Revenue from sale of goods & services is recognized when all the significant risks and rewards of ownership of the goods and services have been passed to the buyer, usually on delivery of the goods. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Insurance claim

Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

L. Foreign currency translation

Foreign currency transactions and balances

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

All other exchange differences are recognized as income or as expenses in the period in which they arise.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/ liability

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary

Notes to Financial Statements (contd.) for the year ended March 31, 2015

items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

M. Retirement and other employee benefits

Retirement benefit in the form of provident fund contribution to statutory provident fund, pension fund, superannuation fund and ESI are defined contribution schemes. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates two defined benefit plans for its employees, viz., gratuity and provident fund contribution to Dalmia Cement Provident Fund Trust. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

N. Employee Share based payments

The Company follows intrinsic value method for valuation of Employee stock option in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India. The excess of market price of shares at the time of grant of options, over the exercise price to be paid by the option holder is considered as employee benefits expense and is amortised in the statement of profit and loss over the period of vesting.

O. Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Deferred income tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

P. Segment reporting

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Inter-segment transfers

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

Q. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

R. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

S. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

T. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with original maturity of three months or less.

Notes to Financial Statements (contd.) for the year ended March 31, 2015

2. Share Capital

(₹ Crore)

	As at March 31, 2015	As at March 31, 2014
Authorised :		
10,00,00,000 (10,00,00,000) Equity Shares of ₹2/- each	20.00	20.00
	20.00	20.00
Issued, Subscribed and Fully Paid Up :		
8,11,89,303 (8,11,89,303) Equity Shares of ₹2/- each	16.24	16.24
	16.24	16.24

a. Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	₹ Crore	No. of Shares	₹ Crore
At the beginning of the year	81,189,303	16.24	81,189,303	16.24
At the end of the year	81,189,303	16.24	81,189,303	16.24

b. Terms/ rights attached to Equity shares

The Company has only one class of equity shares having a face value of ₹2 per share. Each equity shareholder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding-up of the company, the equity shareholders shall be entitled to be repaid remaining assets of the company in the ratio of the amount of capital paid up on such equity shares.

During the year ended 31 March 2015, the amount of dividend per share recognized as distribution to equity shareholders is ₹1.50 (₹2.00).

c. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the balance sheet date

	During a period of 5 years up to 31 Mar 15	During a period of 5 years up to 31 Mar 14
	No. of Shares	No. of Shares
Shares issued pursuant to Scheme of Arrangement between the Company and Dalmia Cement (Bharat) Limited (formerly Avnija Properties Limited), DCB Power Ventures Limited, Dalmia Bharat Sugar and Industries Limited (formerly Dalmia Cement (Bharat) Limited) without payments being received in cash.	80,939,303	80,939,303

d. Details of shareholders holding more than 5% shares in the company

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% holding	No. of Shares	% holding
Mayuka Investment Limited	17,887,537	22.03	17,887,537	22.03
Shree Nirman Limited	7,753,890	9.55	7,753,890	9.55
Sita Investment Company Limited	5,876,800	7.24	5,876,800	7.24
Ankita Pratisthan Limited	5,829,070	7.18	5,829,070	7.18

Notes to Financial Statements (contd.) for the year ended March 31, 2015

3. Reserves and surplus

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Business restructuring reserve		
Opening balance as per last financial statements	469.69	469.69
Closing balance	469.69	469.69
General reserve		
Opening balance as per last financial statements	14.80	9.80
Add: Amount transferred from surplus balance in the statement of profit and loss	2.51	5.00
Closing balance	17.31	14.80
Surplus in the statement of profit and loss		
Balance as per last financial statements	70.19	44.45
Less: Written down value of fixed assets whose life have expired as at April 1, 2014 adjusted as per Companies Act, 2013 (net of tax) (Refer Note 44)	0.22	-
Profit for the year	25.10	49.74
	95.07	94.19
Less: Appropriations		
Transfer to general reserve	2.51	5.00
Proposed dividend	12.18	16.24
Dividend distribution tax	2.55	2.76
Total appropriations	17.24	24.00
Net surplus in the statement of profit and loss	77.83	70.19
Total reserves and surplus	564.83	554.68

4. Long term provisions

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Provision for leave encashment	3.08	2.41
Provision for employee benefits	7.22	6.05
	10.30	8.46

5. Deferred tax liabilities / assets

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Deferred Tax assets/ liabilities are attributable to the following items :		
Liabilities		
Depreciation	0.24	0.65
	0.24	0.65
Assets		
Expenses allowable for tax purposes when paid	0.37	0.26
Others	-	0.02
	0.37	0.28
Deferred tax liabilities (net)	-	0.37
Deferred tax assets (net)	0.13	-

Notes to Financial Statements (contd.) for the year ended March 31, 2015

6. Short Term borrowings

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Secured		
Working capital loan from Banks	-	1.19
Unsecured		
Bills discounted with Banks	-	6.79
	-	7.98

Working capital loans are secured by hypothecation of inventories and other assets in favour of the participating banks ranking pari-passu on inter-se basis.

7. Trade payables

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Trade payables (Refer Note 30 of Notes to Financial Statements)		
- Micro and Small Enterprises	-	-
- Others	11.51	27.72
	11.51	27.72

8. Other current liabilities

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Advances from customers	-	1.08
Security deposit received	0.08	0.08
Directors' commission payable	0.21	0.28
Unclaimed dividend*	1.17	0.81
Other liabilities		
- Statutory dues	2.55	4.56
	4.01	6.81

* Not due for deposit in Investor Education & Protection Fund

9. Short term provisions

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Provision for leave encashment	1.50	0.62
Provision for Employee benefits	5.79	3.07
Proposed dividend on equity shares	12.18	16.24
Dividend distribution tax	2.55	2.76
	22.02	22.69

Notes to Financial Statements (contd.) for the year ended March 31, 2015

10. Fixed Assets

	Tangible										Intangible	Grand Total
	Land	Land (Leasehold)	Building	Plant and equipment	Furniture and Fixtures	Vehicles	Office equipment	Total	Computer Software			
Cost												
as at 1st April, 2013	0.09	1.74	5.64	1.63	2.17	1.92	7.13	20.32	0.59		20.91	
Additions during the year	-	-	-	0.08	0.14	1.11	1.69	3.02	0.06		3.08	
Disposals during the year	-	-	0.80	0.05	-	0.11	-	0.96	-		0.96	
as at 31st March, 2014	0.09	1.74	4.84	1.66	2.31	2.92	8.82	22.38	0.65		23.03	
Additions during the year	-	-	-	0.45	0.13	-	0.83	1.41	0.92		2.33	
Disposals during the year	-	-	-	-	-	0.34	0.49	0.83	-		0.83	
as at 31st March, 2015	0.09	1.74	4.84	2.11	2.44	2.58	9.16	22.96	1.57		24.53	
Depreciation/Amortisation (Refer Note 44)												
as at 1st April, 2013	-	1.28	3.12	1.11	1.48	0.82	4.05	11.86	0.46		12.32	
Charge for the year	-	0.06	0.10	0.08	0.13	0.40	1.48	2.25	0.08		2.33	
On disposals	-	-	0.35	0.04	-	0.05	-	0.44	-		0.44	
as at 31st March, 2014	-	1.34	2.87	1.15	1.61	1.17	5.53	13.67	0.54		14.21	
Charge for the year	-	0.06	0.10	0.29	0.28	0.55	2.42	3.70	0.30		4.00	
On disposals	-	-	-	-	-	0.28	0.48	0.76	-		0.76	
as at 31st March, 2015	-	1.40	2.97	1.44	1.89	1.44	7.47	16.61	0.84		17.45	
Net Block												
as at 31st March, 2014	0.09	0.40	1.97	0.51	0.70	1.75	3.29	8.71	0.11		8.82	
as at 31st March, 2015	0.09	0.34	1.87	0.67	0.55	1.14	1.69	6.35	0.73		7.08	

Notes to Financial Statements (contd.) for the year ended March 31, 2015

11. Non-current Investments

(₹ Crore)

	As at March 31, 2015		As at March 31, 2014	
Trade				
A. Equity Shares				
Unquoted				
25 (25) Shares of ₹10/- each fully paid up in Assam Bengal Cement Company Limited (under liquidation)		((144))		((144))
Investments in Subsidiaries				
Equity Shares				
Unquoted				
215,000,000 (215,000,000) Shares of ₹10/- each fully paid up in Dalmia Cement (Bharat) Limited	215.64		215.64	
420,000 (420,000) Shares of ₹10/- each fully paid up in Kanika Investment Limited	2.32		2.32	
500,000 (500,000) Shares of ₹10/- each fully paid up in Dalmia Power Limited	0.50	218.46	0.50	218.46
Investment in Companies other than Subsidiaries, Non-Trade				
Equity Shares (Quoted)				
14,829,764 (14,829,764) Equity Shares of ₹2/- each fully paid up in Dalmia Bharat Sugar and Industries Limited		28.94		28.94
Equity Shares (Unquoted)				
20 (20) Shares of ₹10/- each fully paid up in Asian Refractories Limited (under liquidation)	((200))		((200))	
49,290 (49,290) Shares of ₹10/- each fully paid up in Dalmia Electrodyne Technologies (P) Limited.	1.75		1.75	
250 (250) Shares of ₹10/- each fully paid up in Haryana Financial Corporation	((2500))		((2500))	
	1.75		1.75	
Less: Provision for diminution in value of Investments	1.75	-	1.75	-
B. Venture Capital Fund (Unquoted)				
1,188 (1,188) Units of ₹86,750/- (₹87500/-) each fully paid up in Urban Infrastructure Opportunities Fund		10.39		10.46
C. Tax free Bonds (quoted)				
8.30% NHAI tax free bonds		0.25		0.25
Total		258.04		258.11
Quoted (including mutual funds):				
Book Value		29.19		29.19
Market Value		26.08		23.54
Book Value of Unquoted Investments		228.85		228.92
Aggregate Provision for diminution in value of Investments		1.75		1.75

Notes to Financial Statements (contd.) for the year ended March 31, 2015

12. Long term loans and advances

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
(Considered good and unsecured unless otherwise stated)		
Capital advances	-	-
Loans and advances		
- Employees@	0.99	1.09
- Related parties	7.32	7.32
- Others	29.14	29.57
Security deposit made		
- Related parties	-	1.25
- Others	0.70	0.75
Advance Income Tax (Net of provision for Tax ₹11.93 Cr (₹14.04 Cr))	25.12	13.82
	63.27	53.80
@ Due from officers	0.99	1.09

13. Current Investments

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Units of Mutual Funds (Quoted)		
Debt based schemes	173.29	113.55
Equity shares		
Quoted		
5,20,400 (5,20,400) Shares of ₹1/- each fully paid up in The Ramco Cements Limited	10.13	10.13
50,000 (50,000) Shares of ₹10/- each fully paid up in Poddar Pigments Limited.	0.21	0.21
12,900 (12,900) Shares of ₹10/- each fully paid up in Reliance Industries Limited	1.57	1.57
	11.91	11.91
Total	185.20	125.46
Quoted (including Mutual Funds):		
Book Value	185.20	125.46
Market Value	208.21	132.06
Aggregate Provision for diminution in value of Investments	-	-

14. Inventories

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Raw materials		
On hand	-	7.33
In transit	-	-
Work in progress	-	0.70
Finished goods	-	6.80
Stores, spares etc		
On hand	-	0.74
	-	15.57

Notes to Financial Statements (contd.) for the year ended March 31, 2015

15. Trade receivables

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
a) Receivables outstanding for a period exceeding six months from the date they are due for payment		
Considered good		
Unsecured	1.17	17.73
	1.17	17.73
b) Other receivables		
Considered good		
Unsecured	27.18	64.01
	28.35	81.74

16. Cash and cash equivalents

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Cash on hand	0.07	0.04
Cheques on hand	3.01	0.02
Balances with Banks :		
- On current accounts	4.41	3.37
- Un paid Dividend account	1.17	0.81
	8.66	4.24

17. Short term loans and advances (Considered good and unsecured unless otherwise stated)

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Loans		
Employees @	1.13	0.82
Related parties	34.00	50.00
Others	40.00	40.00
Prepaid Expenses	0.40	1.79
Interest Receivable	2.48	3.25
Advances recoverable in cash or in kind or for value to be received		
Related parties	0.07	-
Others	1.21	1.20
Deposits and balances with Government departments and other authorities	0.15	0.15
	79.44	97.21
@ Due from officers	1.13	0.82

18. Revenue from operations

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Sale of refractory goods	6.70	77.61
Management services	154.19	138.70
Brand fee	14.41	13.42
	175.30	229.73

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

19. Other income

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Dividend		
-from non-current Investments (Subsidiary company)	-	11.83
-from non-current Investments (other than Subsidiary)	-	0.37
-from current Investments	4.12	2.61
Interest income	9.49	12.17
Profit on sale of investments	1.42	6.17
Profit on sale of fixed assets	-	3.40
Miscellaneous receipts	0.50	1.77
	15.53	38.32

20. Cost of materials consumed

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Bauxite	-	25.56
Others	-	16.67
	-	42.23

21. Change in inventories of finished goods and work in progress

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Finished goods (Refractory)		
- Closing stock	-	6.80
- Opening stock	6.80	11.38
	6.80	4.58
Work-in-Progress		
- Closing stock	-	0.70
- Opening stock	0.70	1.02
	0.70	0.32
(Increase) / decrease	7.50	4.90

22. Employee benefits expense

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, wages and bonus	87.95	80.64
Contribution to Provident and Other funds	3.51	4.58
Expenses on Employees Stock Options Scheme	1.26	-
Workmen and staff welfare expenses	5.43	3.75
	98.15	88.97

Notes to Financial Statements (contd.) for the year ended March 31, 2015

23. Other expenses

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Power and fuel	-	4.03
Processing charges	-	18.55
Rent	2.67	3.16
Freight charges	-	0.73
Charity and donation	-	0.01
Professional charges	6.28	6.91
Insurance	0.12	0.36
Rates and taxes	0.17	0.27
Travelling expenses	6.93	6.51
Computer expenses	6.19	8.47
Advertisement and publicity	9.86	0.63
Exchange Loss	0.03	1.08
Corporate social responsibility expense	0.85	-
Miscellaneous expenses	11.30	13.26
	44.40	63.97

24. Finance Costs

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest on borrowing from banks	0.09	0.09
Other borrowing cost	0.22	0.27
	0.31	0.36

25. Earning per share

	For the year ended March 31, 2015	For the year ended March 31, 2014
Basic EPS		
Net profit for calculation of Basic EPS (₹ Cr.)	25.10	49.74
Total number of equity shares outstanding at the end of the year	81,189,303	81,189,303
Weighted average number of equity shares in calculating Basic EPS	81,189,303	81,189,303
Basic EPS (₹)	3.09	6.13
Diluted EPS		
Net Profit for calculation of Basic EPS (₹ Cr.)	25.10	49.74
Weighted average number of equity shares Outstanding for calculation of diluted EPS	81,735,837	81,735,837
Diluted EPS (₹)	3.07	6.09

26. Contingent liabilities (not provided for) in respect of:

	(₹ Crore)	
Particulars	As at March 31, 2015	As at March 31, 2014
Claims against the Company not acknowledged as debts	-	-

Notes to Financial Statements (contd.) for the year ended March 31, 2015

27. Capital and other commitment

Particulars	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Estimated amount of contracts remaining to be executed on other than capital account and not provided for (net of advances)	-	-

28. Remuneration paid to auditors (included in miscellaneous expenses):

Particulars	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Statutory auditors		
i) Audit Fee	0.04	0.04
ii) Other services	0.01	0.01
iii) For Expenses	0.01	0.01

29. In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

30. Details of dues to Micro and Small Enterprises as per MSMED Act, 2006 to the extent of information available with the company.

Particulars	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-
Total	-	-

31. Particulars of forward contracts outstanding as at the balance sheet date:

Forward contract outstanding as at Balance Sheet date: NIL

Particulars of unhedged foreign currency exposure:

Particulars	Amount in Foreign Currency	Amount (₹ Crore)
Raw materials - Purchase Contract	Nil	-
	(USD 8,82,381)	(5.29)
	Closing rate 1USD = ₹62.66 (₹59.92)	

Notes to Financial Statements (contd.) for the year ended March 31, 2015

32. CIF Value of Imports

Particulars	(₹ Crore)	
	2014-15	2013-14
Raw Material	-	23.89

33. Expenditure in foreign currency (Accrual basis):

Particulars	(₹ Crore)	
	2014-15	2013-14
Professional fees,	0.09	0.18
Travelling exp	0.25	0.15
Others	0.01	0.15
Total	0.35	0.48

34. Earnings in foreign currency (Accrual basis):

Particulars	(₹ Crore)	
	2014-15	2013-14
Export of goods at FOB value	-	5.39
Total	-	5.39

35. Details regarding imported and indigenous materials consumed during the year

	Imported		Indigenous		Value of total consumption (₹ Crore)
	Value (₹ Crore)	Percentage to total consumption	Value (₹ Crore)	Percentage to total consumption	
Raw Materials	-	-	-	-	-
	(25.74)	(60.95)	(16.49)	(39.05)	(42.23)

36. Gratuity and Other Post Employment Benefit Plans

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with an insurance company in the form of a qualifying insurance policy.

The Company contributes provident fund liability to Dalmia Cement Provident Fund Trust. As per the Guidance Note on implementing AS 15, Employee Benefit (Revised 2005) issued by the Accounting Standards Board (ASB), provident funds set up by the employers, which require interest shortfall to be met by the employer, need to be treated as defined benefit plan.

Actuarial valuation for Provident Fund was carried out in accordance with the Guidance Note issued by the Actuarial Society of India, and accordingly, the Company has provided shortfall in provident fund liability in the books.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the plan.

Statement of Profit and Loss

Net employee benefit expense (recognised in employee benefit)

Particulars	(₹ Crore)			
	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Current Service Cost	0.99	0.74	2.79	0.53
Interest Cost	0.41	0.30	-	-
Expected return on plan assets	(0.51)	(0.33)	-	-
Net Actuarial (Gain)/ Loss	2.31	0.68	-	-
Total Expense	3.20	1.39	2.79	0.53
Actual return on plan assets	0.46	0.30	-	-

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

36. Gratuity and Other Post Employment Benefit Plans *(contd.)*

Balance Sheet

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Present value of obligation as at year-end	8.59	5.12	17.10	8.92
Fair value of plan assets as at year-end	5.82	5.54	16.77	8.83
Funded status {(Surplus/(Deficit)}	(2.77)	0.42	(0.33)	(0.09)
Net Asset / (Liability) as at year end	(2.77)	0.42	(0.33)	(0.09)

Changes in the present value of the defined benefit obligation are as follows:

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Opening defined benefit obligation	5.12	3.69	8.92	8.76
Interest Cost	0.41	0.29	1.02	0.71
Contribution by plan participation / employees	-	-	3.76	0.73
Current service cost	0.99	0.74	2.79	0.53
Actuarial (gains)/ losses on obligation	2.26	0.70	0.24	0.06
Benefit paid	(0.19)	(0.30)	(0.31)	(1.87)
Settlements/Transfer in	-	-	0.68	-
Closing defined benefit obligation	8.59	5.12	17.10	8.92

Changes in the fair value of plan assets are as follows:

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Opening fair value of plan assets	5.54	3.54	8.83	8.83
Expected return on plan assets	0.51	0.33	0.80	0.74
Contribution by employer	0.07	2.00	2.79	0.53
Contribution by plan participant / employee	-	-	3.76	0.73
Benefit paid	(0.19)	(0.34)	(0.31)	(1.87)
Settlements / Transfer in	-	-	0.69	-
Actuarial gains/ (losses) on plan assets	(0.11)	0.02	0.21	(0.13)
Closing fair value of plan assets	5.82	5.54	16.77	8.83

The Company expects to contribute ₹3.68 Cr (₹1.16 Cr.) to gratuity fund in 2015-16.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Qualifying Insurance Policy	99.5%	99%	-	-
Bank Balance	0.5%	1%	-	-
Govt. securities and financial securities as defined under PF rules	-	-	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Notes to Financial Statements (contd.) for the year ended March 31, 2015

36. Gratuity and Other Post Employment Benefit Plans (contd.)

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Discount Rate	7.75%	8.00%	7.90%	9.00%
Expected rate of return on assets	9.00%	8.75%	8.75%	8.75%
Mortality Table	IALM (2006-08)	IALM (1994-96)	IALM (2006-08)	IALM (1994-96)
Salary Escalation	7.00%	7.00%	-	-

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous years in respect of defined benefit plans are as follows:

(₹ Crore)

Particulars	Gratuity (Funded)				PF Trust (Funded)			
	2014-15	2013-14	2012-13	2011-12	2014-15	2013-14	2012-13	2011-12
Defined benefit obligation	8.59	5.12	3.69	2.59	17.10	8.92	8.76	7.46
Plan assets	5.82	5.54	3.54	2.50	16.77	8.83	8.83	7.42
Surplus/ (deficit)	(2.77)	0.42	(0.15)	(0.09)	(0.33)	(0.09)	0.07	(0.04)
Experience adjustment on plan asset (Loss) / Gain	(0.04)	(0.03)	(0.01)	-	0.22	-	-	-
Experience adjustment on plan liabilities (Loss) / Gain	(2.18)	(0.23)	(0.34)	(0.05)	(0.26)	-	-	-

Provident and other funds

Contribution to Defined Contribution Plans:

(₹ Crore)

Particulars	2014-15	2013-14
Provident Fund / Pension Fund/Superannuation funds	3.43	2.94

37. Employee share based payments

Employee stock option scheme 2011- "ESOP 2011" was approved by the shareholders of the company in their meeting held on 26th May, 2011. The Company has granted 13,15,000 options to eligible employees of the company including employees of subsidiary company. Details of options granted under "ESOP 2011" are as under:

Particulars	Tranche I	Tranche II
Nos. of Options	10,75,000	2,40,000
Method of Accounting	Intrinsic value	Intrinsic value
Method of Settlement	Equity settlement	Equity settlement
Vesting Plan	Graded vesting over a period of 5 years (10% after one year, 10% after 2 years, 20% after 3 years, 30% after 4 years and 30% after 5 years) linked with individual performance and achievement of targeted share price.	Graded vesting over a period of 5 years (10% after two years, 15% after 3 years, 20% after 4 years, 25% after 5 years and 30% after 6 years) linked with individual performance and achievement of targeted share price.
Exercise Period	3 Years from the date of Vesting	3 Years from the date of Vesting
Grant Date	18-5-2012	29-1-2015
Grant Price (₹ Per share)	105.50	217.23
30 days weighted average market Price on the date of Grant of Option (₹ Per share)	131.875	434.46
Discount on 30 days weighted average Price	20%	50%
Contractual life	8 years	9 years

Notes to Financial Statements (contd.) for the year ended March 31, 2015

37. Employee share based payments (contd.)

a) Movement of options granted:

Particulars	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Outstanding at the beginning of the year	6,70,500	9,10,000
Granted during the year	2,40,000	-
Exercised during the year	-	-
Forfeited during the year	48,000	1,48,500
Expired during the year	74,500	91,000
Outstanding at the end of the year	7,88,000	6,70,500

b) Movement of Exercisable Options:

Particulars	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Exercisable at the beginning of the year	-	-
Vested during the year	-	-
Exercised during the year	-	-
Vested Options forfeited	-	-
Options exercisable at the end of the year	-	-

38. The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided. Till previous year, two identified reportable segments were Refractory and management services but due to discontinuation of refractory business w.e.f. 31st March, 2014, now the company is having only one primary segment of management services. As the export turnover is insignificant in comparison to total turnover, there are no reportable geographical segments.

Segment Information

The following table presents segment revenues, results, assets & liabilities in accordance with AS-17:

Segment Particulars	(₹ Crore)			
	Refractory	Management Services	Others	Total
Revenue				
Gross Revenue	-	168.60	6.70	175.30
	(77.61)	(152.47)	(-)	(230.08)
Less: Inter Segment Revenue	-	-	-	-
	(-)	(0.35)	(-)	(0.35)
Net Revenue	-	168.60	6.70	175.30
	(77.61)	(152.12)	(-)	(229.73)
Results				
Segment result	-	22.25	(0.16)	22.09
	(0.46)	(30.10)	(-0.01)	(30.55)
Less: Finance Cost				0.31
				(0.36)
Add: Other unallocable income net of unallocable expenditure				15.03
				(33.15)
Profit before tax				36.81
				(63.34)
Tax expense				11.71
				(13.60)

Notes to Financial Statements (contd.) for the year ended March 31, 2015

(₹ Crore)

Segment Particulars	Refractory	Management Services	Others	Total
Profit after tax				25.10
				(49.74)
Assets	-	159.84	1.84	161.68
	(40.08)	(207.11)	(0.37)	(247.56)
Non Segments Assets				468.49
				(397.39)
Total Assets				630.17
				(644.95)
Liabilities	-	32.66	0.44	33.10
	(20.69)	(33.96)	(0.01)	(54.66)
Non Segments liabilities				14.74
				(19.37)
Total Liabilities				47.84
				(74.03)
Depreciation	-	3.98	0.02	4.00
	(-)	(2.33)	(0.01)	(2.34)
Capital Expenditure	-	2.33	-	2.33
	(-)	(3.08)	(-)	(3.08)

39. Related Party Disclosure as required by Accounting Standard-18.

List of related parties along with nature and volume of transactions is given below:

Related Parties where control exists:-

Subsidiaries of the Company

Dalmia Cement (Bharat) Limited, Dalmia Power Limited, Kanika Investment Limited,

Subsidiaries of Dalmia Cement (Bharat) Limited

Adhunik Cement Limited, Arjuna Brokers & Minerals Limited, Calcom Cement India Limited, D.I. Properties Limited, Dalmia Cement Bharat Holdings Limited, Dalmia Minerals & Properties Limited, Geetee Estates Limited, Golden Hills Resort Private Limited, Hemshila Properties Limited, Ishita Properties Limited, Jayevijay Agro farms Pvt Ltd. (w.e.f. 05-6-14), OCL India Limited (w.e.f. 25-2-2015), Rajputana Properties Private Limited, Shri Radha Krishna Brokers & Holdings Limited, Shri Rangam Properties Limited, Shri Rangam Securities & Holdings Limited (up to 23-6-2014), Sri Dhandaauthapani Mines & Minerals Limited, Sri Madhusudana Mines & Properties Limited, Sri Shanmugha Mines & Minerals Limited, Sri Subramanya Mines & Minerals Limited, Sri Swaminatha Mines & Minerals Limited, Sri Trivikrama Mines & Properties Limited

Subsidiaries of Dalmia Minerals & Properties Limited

Cosmos Cements Limited and Sutnga Mines Private Limited

Subsidiary of Adhunik Cement Limited

Adhunik MSP Cement (Assam) Limited

Subsidiaries of Calcom Cement India Limited

Vinay Cements Limited

Subsidiary of Vinay Cements Limited

RCL Cements Limited and SCL Cements Limited

Subsidiary of Dalmia Power Limited

DCB Power Ventures Limited

Subsidiary of Dalmia Cement Bharat Holdings Limited

Shri Rangam Securities & Holdings Limited (w.e.f. 24-6-2014)

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

39. Related Party Disclosure as required by Accounting Standard-18. *(contd.)*

Subsidiary of Dalmia Cement Bharat Holdings Limited

Dalmia Cement East Limited (formerly known as Bokaro Jaypee Cement Ltd) (w.e.f. 16-11-2014)

Subsidiaries and step down subsidiaries of OCL India Limited

Odisha Cement Limited, OCL China Ltd., OCL Global Ltd.

Associate of the Subsidiary Company Dalmia Cement (Bharat) Limited.

OCL India Limited (up to 24-2-2015)

Joint Ventures of the Subsidiary Company Dalmia Cement (Bharat) Limited

Khappa Coal Company Private Limited

Related parties with whom transaction were taken place during the year.

Key Management Personnel of the Company

Shri Jai Hari Dalmia – Managing Director, Shri Yadu Hari Dalmia-Managing Director, Shri Gautam Dalmia- Director, Shri Puneet Yadu Dalmia – Director.

Enterprises controlled by the Key Management Personnel of the Company

Dalmia Refractories Limited, Dalmia Bharat Sugar and Industries Limited, Himshikhar Investment Limited

a) The following transactions were carried out with the related parties in the ordinary course of business:

(₹ Crore)

Nature of Transaction	Holding Company	Subsidiaries	Step-down Subsidiaries	Associate of Subsidiary	Key Management Personnel	Key Management Personnel controlled enterprises	Total
Sale of goods and services	-	89.2	46.09	21.82	-	26.37	183.48
	(-)	(94.44)	(35.45)	(26.72)	(-)	(11.40)	(168.01)
Reimbursement of expenses – receivable	-	0.58	0.11	-	-	0.31	1.00
	(-)	(0.70)	(0.74)	(0.07)	(-)	(5.12)	(6.63)
Reimbursement of expenses – payable	-	1.07	0.24	-	-	0.22	1.53
	(-)	(1.19)	(0.06)	(0.19)	(-)	(9.28)	(10.72)
Purchase of goods and services	-	-	-	-	-	3.47	3.47
	(-)	(3.18)	(-)	(-)	(-)	(24.36)	(27.54)
Interest Received	-	-	1.21	-	-	4.05	5.26
	(-)	(-)	(-)	(-)	(-)	(7.82)	(7.82)
Dividend Received	-	-	-	-	-	-	-
	(-)	(11.83)	(-)	(-)	(-)	(0.37)	(12.20)
Dividend Paid	-	-	-	-	-	0.19	0.19
	(-)	(-)	(-)	(-)	(-)	(0.19)	(0.19)
Loans and Advances given	-	-	-	-	-	-	-
	(-)	(0.02)	(-)	(-)	(-)	(75.50)	(75.52)
Purchase of Fixed Assets	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(0.03)	(0.03)
Rent received	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(0.01)	(0.01)
Rent paid	-	-	-	-	-	-	-
	(-)	(0.01)	(-)	(-)	(-)	(-)	(0.01)
Security deposit given	-	-	-	-	-	-	-
	(-)	(0.02)	(-)	(-)	(-)	(-)	(0.02)
Directors sitting fees	-	-	-	-	0.04	-	0.04
	(-)	(-)	(-)	(-)	(0.02)	(-)	(0.02)
Salary and Perquisites*	-	-	-	-	3.94	-	3.94
	(-)	(-)	(-)	(-)	(2.08)	(-)	(2.08)

(*does not includes provision made for leave encashment and gratuity as the same are determined for the company as a whole)

Notes to Financial Statements (contd.) for the year ended March 31, 2015

39. Related Party Disclosure as required by Accounting Standard-18. (contd.)

- Sale of goods and services includes transaction with Dalmia Cement (Bharat) Limited ₹89.20 Cr (Previous Year ₹94.44 Cr), OCL India Limited ₹27.24 Cr (Previous Year ₹26.72 Cr).
- Reimbursement of expenses – receivable includes transaction with Dalmia Cement (Bharat) Limited ₹0.58 Cr (Previous Year ₹0.70 Cr), Dalmia Refractories Limited Nil (Previous Year ₹4.91 Cr), Dalmia Bharat Sugar and Industries Limited ₹0.31 Cr (Previous Year ₹0.02 Cr), Dalmia Cement East Limited ₹0.11 Cr (Previous Year Nil).
- Reimbursement of expenses – payable includes transaction with Dalmia Refractories Limited Nil (Previous Year ₹27.72 Cr), Dalmia Cement (Bharat) Limited ₹1.07 Cr (Previous Year ₹1.19 Cr), Dalmia Bharat Sugar and Industries Limited ₹0.22 Cr (Previous Year ₹0.11 Cr), Adhunik Cement Limited ₹0.20 Cr (Previous Year ₹0.02 Cr).
- Purchase of goods and services includes transaction with Dalmia Cement (Bharat) Limited Nil (Previous Year ₹3.18 Cr), Dalmia Refractories Limited Nil (Previous Year ₹20.60 Cr), Dalmia Bharat Sugar and Industries Limited ₹3.47 Cr (Previous Year ₹3.75 Cr).
- Interest received includes transaction with Dalmia Bharat Sugar and Industries Limited ₹3.75 Cr (Previous Year ₹7.82 Cr), Calcom Cement India Limited ₹0.82 Cr (Previous Year Nil).
- Dividend received includes transaction with Dalmia Cement (Bharat) Limited Nil (Previous Year ₹11.83 Cr).
- Dividend paid includes transaction with Dalmia Bharat Sugar and Industries Limited ₹0.19 Cr (Previous Year ₹0.19 Cr)
- Loan and advances given includes transaction with Dalmia Bharat Sugar and Industries Limited Nil (Previous Year ₹75.50 Cr).
- Purchase of Fixed Assets includes transaction with Dalmia Bharat Sugar and Industries Limited Nil (Previous Year ₹0.03 Cr).
- Rent received includes transaction with Dalmia Refractories Limited Nil (Previous Year ₹0.01 Cr).
- Rent paid includes transaction with Dalmia Cement (Bharat) Limited Nil (Previous Year ₹0.01 Cr).
- Security deposit given includes transaction with Dalmia Cement (Bharat) Limited Nil (Previous Year ₹0.02 Cr).
- Director sitting fees includes transaction with Sh Gautam Dalmia ₹0.02 Cr (Previous year ₹0.01 Cr) and Sh. Puneet Dalmia ₹0.02 Cr (Previous year ₹0.01 Cr)
- Salary & Perquisites includes transaction with Sh. Jai Hari Dalmia ₹1.12 Cr (Previous Year ₹1.60 Cr), Sh. Yadu Hari Dalmia ₹2.82 Cr (Previous Year ₹0.48 Cr).

b) Balances outstanding at year end:

Nature of Transaction	Holding Company	Subsidiaries	Step-down Subsidiaries	Associate of Subsidiary	Key Management Personnel	Key Management Personnel controlled enterprises	(₹ Crore)	
							Total	
Loans receivable	-	7.32	-	-	-	34.00	41.32	
	(-)	(7.32)	(-)	(-)	(-)	(50.00)	(57.32)	
Amounts receivable	-	2.34	24.30	-	-	1.17	27.81	
	(-)	(18.19)	(33.23)	(8.23)	(-)	(3.77)	(63.42)	
Amounts payable	-	-	-	-	-	0.02	0.02	
	(-)	(-)	(-)	(-)	(-)	(2.86)	(2.86)	
Security deposit receivable	-	-	-	-	-	-	-	
	(-)	(-)	(-)	(-)	(-)	(1.25)	(1.25)	

- Loan receivable includes Dalmia Power Limited ₹7.32 Cr (Previous Year ₹7.32 Cr), Dalmia Bharat Sugar and Industries Limited ₹34.00 Cr (Previous Year ₹50.00 Cr).
- Amount receivable includes Dalmia Cement (Bharat) Limited ₹2.34 Cr (Previous Year ₹18.19 Cr), Adhunik Cements Limited ₹4.41 Cr (Previous Year ₹8.37 Cr), Calcom Cements India Limited ₹4.59 Cr (Previous Year ₹22.46 Cr.), OCL India Limited ₹10.26 Cr (Previous Year ₹8.23 Cr), Dalmia Bharat Cement Holdings Limited ₹4.48 Cr (Previous Year Nil).
- Amount payable includes transaction with Dalmia Refractories Limited Nil (Previous Year ₹2.79 Cr).
- Security deposit receivable includes Dalmia Refractories Limited Nil (Previous Year ₹1.25 Cr).

Notes to Financial Statements (contd.) for the year ended March 31, 2015

40. The Directors of the Company at its meeting held on 12th February, 2014 had decided to discontinue the operations of Refractory Business w.e.f.31st March, 14 which was also a separate segment as per AS 17, Segment Reporting. The carrying amount of the total assets and liabilities of discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Total Assets	-	40.08
Total Liabilities	-	20.69
Net Assets	-	19.39

The net cash flows attributable to the discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Operating	-	(6.90)
Investing	-	0.32
Financing	-	6.20
Net cash inflows/ (outflows)	-	(0.38)

The amount of revenue and expenses in respect of discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Net Sales/ Income from operations (net of excise duty)	-	77.61
Other Income	-	0.79
Total Expenses	-	77.61
Finance Cost	-	0.36
Profit before Tax	-	0.43
Tax Expenses	-	0.15
Profit after Tax	-	0.28

41. Details of loans and advances in nature of loans to subsidiaries, parties in which Directors are interested and Investments by the Loan in the shares of the company (as required by clause 32 of listing agreement)

Particulars	(₹ Crore)			
	Outstanding amount at end of financial year	Maximum amount outstanding during financial year	Outstanding amount at end of financial year	Maximum amount outstanding during financial year
	2014-15	2014-15	2013-14	2013-14
Loans and Advances to subsidiary :-				
Dalmia Power Limited	7.32	7.32	7.32	7.32
Kanika Investment Limited	-	-	-	0.01

42. The company has given loans / advances to various companies. Loans amount outstanding as at year end is given in below mentioned table along with purpose of the loan.

Name of Company	(₹ Crore)	
	Amount outstanding As at March 31, 2015	As at March 31, 2014
Loan given for business purposes		
Rewas Ports Limited	40.00	40.00
Dalmia Bharat Sugar and Industries Limited	34.00	50.00
Dalmia Power Limited	7.32	7.32
Loan given for employees welfare		
DBL Employees Welfare Trust	27.32	27.66

Notes to Financial Statements *(contd.)* for the year ended March 31, 2015

- 43.** Figures less than ₹ fifty thousand which are required to be shown separately have been shown at actual in double brackets.
- 44.** Due to adoption of depreciation rates on the basis of useful life as prescribed under Schedule II of the Companies Act'2013, depreciation charged for the year is higher by ₹1.22 Cr. as compared to the depreciation rates charged during previous year. Further, written down value of fixed assets whose lives have expired as at 1st April, 2014 amounting to ₹0.22 Cr have been adjusted (net of tax of ₹0.11 Cr.), from the surplus in statement of profit and loss in accordance with provisions of schedule II to the Companies Act, 2013.

45. Previous Year Comparatives

Figures in brackets pertain to previous year. Previous year's figures have been regrouped where necessary to confirm to this year's classification

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

Date:13th May, 2015

Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholetime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Independent Auditors' Report

To
The Members of
Dalmia Bharat Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Dalmia Bharat Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entities, comprising of the consolidated balance sheet as at 31st March, 2015, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

We invite attention to Note 64 in the financial statements, in case of four step down subsidiaries of the Holding Company not audited by us, whose consolidated financial statements/financial information reflect total assets of ₹1,171.12 crores as at 31st March, 2015 and total revenues of ₹270.93 crores and net cash outflows amounting to ₹29.46 crores for the year ended 31st March, 2015, have been considered in these consolidated financial statements. The financial statements/financial information of four step down subsidiaries is pending audit by their auditors whose reports have not yet been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of four step down subsidiaries, is based solely on the unaudited information provided by the Management of four step down subsidiaries.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entities as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- a) We did not audit the financial statements/financial information of one jointly controlled entity, two subsidiaries and twenty seven step down subsidiaries whose financial statements reflect total assets of

₹6,091.16 crores as at 31st March, 2015, total revenues of ₹848.36 crores and net cash inflows amounting to ₹50.46 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/step down subsidiaries and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries/step down subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.

- b) We did not audit the financial statements/financial information of one jointly controlled entity whose financial statements/financial information reflect total assets of ₹3.52 crores as at 31st March, 2015, total revenues of ₹ Nil and net cash flows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information are unaudited and certified & furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the jointly controlled entity, is based solely on such unaudited & management certified financial statements. In our opinion and according to the information and explanations given to us by the Management, the financial statements of this jointly controlled entity is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary/step down subsidiary companies and jointly controlled entity incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion, except for the effect of the matter described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation

of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

- c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiaries/step down subsidiaries and jointly controlled entities incorporated in India, none of the directors of the Group companies and jointly controlled entities incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Except for the possible effect of the matter described in the Basis of Qualified Opinion above, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entities – Refer Note 32 & Note 60 to the consolidated financial statements.
 - ii. Except for the possible effect of the matter described in the Basis of Qualified Opinion above, the Group and jointly controlled entities did not have any material foreseeable losses on long term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary/step down subsidiary companies and jointly controlled entity incorporated in India.

For **S. S. KOTHARI MEHTA & CO**
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner

Place: New Delhi
Date: May 13, 2015

Membership No: 087294

Annexure referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of the Independent Auditor's Report to the members of Dalmia Bharat Limited on its consolidated financial statements as of and for the year ended March 31, 2015.

Our reporting on the Order includes Holding Company, three subsidiaries, twenty five step down subsidiaries and one jointly controlled entity incorporated in India to which the Order is applicable. Two subsidiaries, twenty three step down subsidiaries and one jointly controlled entity have been audited by the other auditors and our report in respect to these entities is solely based on the reports of the other auditors, to the extent considered applicable for reporting under the Order in case of the consolidated financial statements.

The Order is not applicable in respect of two step down audited subsidiaries incorporated outside India and two step down audited subsidiaries incorporated in India. Four step down subsidiaries and one jointly controlled entity are based on management certified accounts and accordingly the possible effects of the same on our reporting under the Order has not been considered.

- I. The Holding Company, three subsidiaries, twenty three step down subsidiaries and jointly controlled entity have maintained proper records showing full particulars, including quantitative details and situation of fixed assets. The fixed assets of the Holding Company, three subsidiaries, twenty three step down subsidiaries and Jointly controlled entity have been physically verified by the respective management, according to the programme of periodical physical verification in phased manner which in our opinion and the opinion of other auditors is reasonable having regard to the size of the Holding Company, three subsidiaries, twenty three step down subsidiaries and Jointly controlled entity and the nature of their fixed assets. The discrepancies noticed on such physical verification were not material. In case of two step down subsidiaries, there are no fixed assets during the year, therefore the provisions on clause 3(I) of the Order are not applicable.
- II. The inventories of the one subsidiary company and four step down subsidiaries have been physically verified by the respective management at reasonable intervals. The procedures of physical verification of inventories followed by the respective management of the one subsidiary company and four step down subsidiaries are reasonable and adequate in relation to the size of the one subsidiary company and four step down subsidiaries and nature of its business. One subsidiary company and four step down subsidiaries are maintaining proper records of inventories. The discrepancies noticed on such physical verification of inventory as compared to book records in case of one subsidiary company and four step down subsidiaries were not material and have been properly dealt within the books of account. Holding Company, two subsidiaries, twenty one step down subsidiaries and jointly controlled entity do not have any inventory during the year, therefore, the provisions of Clause 3 (II) of the said Order are not applicable.

- III. The Holding Company, one subsidiary company and two step down subsidiaries have granted loans secured or unsecured during the year to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. In this regard, the receipt of the principal as well as interest is regular. Furthermore, no amount, principal as well as interest, is overdue in case of Holding Company, one subsidiary company and two step down subsidiaries. Two subsidiaries, twenty three step down subsidiaries and Jointly controlled entity has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act, therefore, the provisions of Clause 3(iii) of the said Order are not applicable.
- IV. According to the information and explanations given to us and the other auditors, there seems to be adequate internal control systems commensurate with the size of the Group and Jointly controlled entity and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods & services (including investment). Based on the audit procedures performed by us and other auditors and on the basis of information and explanations provided to us and the other auditors by the respective management during the course of audit, we and the other auditors have not observed any continuing failure to correct major weaknesses in aforesaid internal control systems.
- V. In the case of one subsidiary company and one step down subsidiary company, the deposits outstanding at the beginning of the year have been repaid during the current year. In our opinion and the opinion of the other auditors and according to the information and explanations provided by the respective management to us and the other auditors, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act, and the Rules framed there under, to the extent applicable, have been complied with. According to the information and explanations given to us and the other auditors, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other tribunal in this regard. Holding company, two subsidiaries, twenty four step down subsidiaries and Jointly controlled entity have not accepted any deposits from the public, therefore, the provisions of Clause 3(v) of the said Order are not applicable.
- VI. The books of account maintained by the one subsidiary company and four step down subsidiaries pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the respective company's products to which said Rules are made applicable have been broadly reviewed by their respective auditors and they are of the opinion that prima facie, the prescribed records have been maintained. However the other auditors are not required to make a detailed examination of

the same. Holding company, two subsidiaries, twenty one step down subsidiaries and jointly controlled entity are not required to maintain any cost records specified by the Central Government under section 148(1) of the Act, therefore, the provisions of Clause 3(vi) of the said Order are not applicable.

- VII. (a) According to the information and explanations given to us and the other auditors, the records of the Group and Jointly controlled entity examined by us and the other auditors, in our opinion and the opinion of the other auditors, the Group and Jointly controlled entity is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities, to the extent applicable except for the state cement

cess, water cess, purchase tax on limestone, state cess on limestone and royalty on limestone in case of one step down subsidiary company where there have been delays in some cases, although such dues were paid by year end. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the other auditors and as per the books and records examined by us and the other auditor of Group and Jointly controlled entity there are no dues of income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues which have not been deposited on account of any dispute except the following dues along with the forum where the dispute is pending are given below:-

Name of the statute	Nature of dues	Amount (₹ In crore)	Period to which the amount relates	Forum where dispute is pending
Custom Act, 1962	Demand of custom duty and countervailing duty for Coal imported at Karaikkal Port disputing the classification from steam coal as claimed by the Company to bituminous coal	41.99	April 2012 to December 2012	Custom Excise and Service Tax Appellate Tribunal, Chennai
	Erroneous refund of deposit	0.22	2007-08	Custom Excise and Service Tax Appellate Tribunal, Chennai
Finance Act, 1994	Demand of Service Tax on freight expenses differential between service tax return and books of accounts	5.64	April 2007 to October 2012	Custom Excise & Service Tax Appellate Tribunal, Chennai
	Demand of penalty and interest on delay in payment of service tax	1.01	June 2005 to December 2005	Custom Excise & Service Tax Appellate Tribunal, Chennai
	Denial service tax credit taken on outdoor catering services on ground that it is not connected with manufacture of goods	0.04	April 2006 to May 2007	High Court, Madurai
	Short payment of Service Tax	0.03	April 2006 to September 2006	Assistant Commissioner, Tiruchirapalli
Andhra Pradesh Value Added Tax Act, 2005	Penalty for wrong VAT credit taken	0.09	June 2008 to August 2010	Deputy Commissioner of Commercial Taxes, Hyderabad
	Denial of VAT credit	0.18	May 2007 to May 2008	Andhra Pradesh Sales tax Appellate Tribunal, Hyderabad
	Denial of VAT credit and restriction	0.34	June 2008 to March 2012	Deputy Commissioner of Commercial Taxes, Hyderabad
Kerala Value Added Tax Act, 2003	Demand for incorrect turnover reported (Stock Transfer) as per return, omissions and refill shortages	2.20	April 2008 to March 2010	Deputy Commissioner (Appeal), Ernakulum
	Demand for sales tax on freight as Company deducted freight while computing sales tax	1.71	April 2013 to August 2013	Deputy Commissioner (Appeal), Ernakulum
	Non furnishing of closing stock statement, non-filing of separate profit and loss account under VAT	1.49	April 2007 – March 2008	Deputy Commissioner (Appeal), Ernakulum

Name of the statute	Nature of dues	Amount (₹ In crore)	Period to which the amount relates	Forum where dispute is pending
	Demand for probable omission and suppression of facts, refill shortages, based on stock valuation	0.27	April 2006 to March 2007	Deputy Commissioner (Appeal), Ernakulum
	Material held up by the sales tax dept. for improper documentation at the time of delivery.	0.03	April 2008 to March 2009	Assistant Commissioner (SPL Circle)-1, Ernakulum
	Incorrect VAT Credit availed	0.21	April 2006 to March 2007	Joint Commissioner, Ernakulum
Tamil Nadu Value Added Tax Act 2006	Demand of VAT on Cement Cess, BIS Marking Fee and shortfall in the Input tax credit reversal	2.47	April 2010 to March 2013	Sales Tax Appellate Tribunal, Madurai
	Demand of VAT on Cement Cess, BIS Marking Fee and shortfall in the Input tax credit reversal	0.24	April to May 2013	Appellate Deputy Commissioner (Commercial Taxes), Trichy
Tamil Nadu General Sales Tax Act, 1959	Demand for sales tax on packing charges	0.60	April 1975 to March 1978, April 1983 to March 1984	Commercial Tax Officer, Lalgudi
	Denial of concessional rate benefit on certain items purchased through Form XVII	0.63	April 1986 to March 1998	Sales Tax Appellate Tribunal, Madurai
	Denial of concessional rate benefit on certain items purchased through Form XVII	0.09	April 1997 to March 2000	Commercial Tax Officer, Lalgudi
Central Sales Tax Act, 1956	Non-submission of "C" Forms	0.97	April 2010 – March 2013	Appellate Dy. Commissioner, Trichy
	Non-submission of declaration forms	0.21	April 2009 to March 2010	Sales tax Appellate Tribunal, Hyderabad
	Non-submission of declaration forms	0.02	April 2010 to August 2010	Deputy Commissioner of Commercial Taxes, Hyderabad
	Non-submission of declaration forms	1.90	September 2010 to March 2012	Sales tax Appellate Tribunal, Hyderabad
	Central Sales Tax	0.0011	2006-07	Orissa Sales Tax Tribunal
	Central Sales Tax	3.70	2011-12 to 2012-13	Addl. Commissioner of Sales Tax
the West Bengal tax on entry of goods into Local Areas Act, 2012	Entry tax	0.82	August 2013- March 2015	Kolkata High Court Division Bench
Meghalaya VAT Act, 2005	Purchase tax on coal and shale	8.56	2011-15	Superintendent of Taxes
The Meghalaya Electricity Duty (Amendment) Act, 1974	Electricity Duty	0.34	2013- 14 to 2014-15	Superintendent of Taxes
Local Sales Tax Act	Demand for VAT	0.03	FY 2011-12	DC, Bokaro
	Contravention of Jharkhand VAT	0.08	FY 2013-14	Jharkhand Tribunal, Ranchi
	Contravention of West Bengal VAT	0.45	FY 2013-14	West Bengal Tribunal
	Contravention of Jharkhand VAT	0.003	FY 2013-14	JCCT (Appeals) Hazaribagh
	Demand for VAT	1.01	FY 2010-11	JCCT (Appeals) Dhanbad Division
	Orissa Sales Tax/VAT	4.40	1995-96 and 1997-98 to 2000-01	Orissa Sales Tax Tribunal
	Orissa VAT	0.16	2005-06	Commissioner of Sales Tax

Name of the statute	Nature of dues	Amount (₹ In crore)	Period to which the amount relates	Forum where dispute is pending
	West Bengal Sales Tax	0.13	1996-97, 1999-00, 2001-02, 2004-05, 2010-11 and 2014-15	West Bengal Commercial Taxes Appellate & Revisional Board
Building and other construction workers welfare cess Act, 1996	Demand on account of Building Cess	1.01	FY 2008-09 to FY 2011-12	High Court of Jharkhand
The Tamil Nadu Tax on Entry of Goods into Local Areas Act, 2001	Entry tax on bags purchased for other states	0.20	April 2005 to March 2006	Supreme Court
	Entry Tax on TMT Bars purchased for captive power plant and Expansion Project	0.26	April 2004 to May 2004	Supreme Court
Income Tax Act, 1961	Disallowance on account of the unaccounted cash, overpricing of purchases, unexplained expenditure and Section 14A disallowances	3.37	2005-06 to 2011-12	Commissioner of Income Tax (Appeals), New Delhi
	Disallowance of entire expenses claimed and also treated profit on foreign exchange fluctuations and interest income as income from other sources	0.23	2011-12	Dy. Commissioner of Income Tax, New Delhi
	Income tax	1.80	A.Y 2005-06, 2007-08 & 2011-12	CIT(A) Delhi
	Income tax	0.0023	A/Y 2010-11	CIT (Appeals), New Delhi
Wealth Tax Act. 1957	Addition to the net wealth on account of undisclosed cash	0.13	2011-12	Dy. Commissioner of Wealth Tax, New Delhi
Central Excise Act, 1944	Disallowance of credit taken on Inputs, Capital goods and services.	151.87	August 2007 to Sept 2009	Custom Excise & Service Tax Appellate Tribunal, New Delhi
	ED on Cement (other customers)	9.43	July 2009 to March 2012	Custom Excise & Service Tax Appellate Tribunal, Bangalore
	Denial of Input and Service Tax Credit	0.24	April 2011 to March 2012	Custom Excise & Service Tax Appellate Tribunal, Bangalore
		0.18	April 2010 to June 2010	Custom Excise & Service Tax Appellate Tribunal, Bangalore
		0.12	September 2010 to March 2011	Custom Excise & Service Tax Appellate Tribunal, Bangalore
		0.03	April 2012 to September 2012	Commissioner of Central Excise (Appeals), Guntur
		0.04	October 2012 to September 2013	Commissioner of Central Excise (Appeals), Guntur
	Demand of Excise duty as per tariff in respect of cement clearance to depot without affixing the MRP	10.69	November 2009 to March 2011	Custom Excise & Service Tax Appellate Tribunal, Bangalore
	Denial of CENVAT credit of service tax paid on GTA service	4.97	April 2009 to August 2013	Custom Excise & Service Tax Appellate Tribunal, Bangalore
	Denial of cenvat credit on cement and steel used in the construction of factory, civil structure, foundation etc.	30.14	July 2008 to March 2010	Custom Excise & Service Tax Appellate Tribunal, New Delhi

Name of the statute	Nature of dues	Amount (₹ In crore)	Period to which the amount relates	Forum where dispute is pending
		5.87	September 2004 to April 2006	Custom Excise & Service Tax Appellate Tribunal, Chennai
		0.13	2007-08	Commissioner, Tiruchirappalli
		0.30	Oct 1997 to July 1998	High Court, Chennai
	Differential amount of excise duty disallowing concessional rate of duty on non-trade bulk sale	8.43	May 2007 to November 2007	Supreme Court
	Denial of cenvat credit on capital goods, inputs and input services availed in setting up captive power plant	7.05	April 2006- March 2007	High Court, Chennai
	Demand of excise duty on clinker used for manufacture of cement cleared to SEZ	4.08	November 2007 to July 2009	Custom Excise & Service Tax Appellate Tribunal, Delhi
		7.21	August 2009 to March 2011	Custom Excise & Service Tax Appellate Tribunal, Chennai
		1.50	July 2006 to October 2007	Chennai
		0.46	March 2011 to December 2011	Joint Commissioner, Excise Adjudication, Tiruchirappalli
	Denial of wrong Availment of Cenvat Credit on Intermediate Capital Goods (Pre-Heater Project)	0.72	October 2001 to April 2002	Supreme Court
	Denial of cenvat credit on Industrial Gases, Welding Electrodes	0.20	April 2007 to October 2011	Commissioner (Appeals) Trichy
	Demand of duty on Oil well Cement cleared to ONGC under international competitive bidding	0.94	September 2010 to March 2011	Commissioner of Excise, Trichy
	Denial of refund of excise duty on packing charges on the ground of unjust enrichment	0.08	May 2008 to July 2008	High Court, Chennai
	Demand for irregular availment of CENVAT credit	0.07	August 2011	Custom Excise & Service Tax Appellate Tribunal, Chennai
	Cenvat credit on Steel items as Inputs and Capital goods, unspecified items and welding electrodes	0.07	July 2010 to Dec 2010	Custom Excise & Service Tax Appellate Tribunal, Chennai
		0.11	March 2010 to June 2010	Custom Excise & Service Tax Appellate Tribunal, Chennai
	Denial of refund of excise duty on Equalised Freight	2.64	April 1972 to March 1976	Supreme Court
	Non reversal of Cenvat credit obsolete stores & spares written off	0.23	April 1994 to March 2004	Custom Excise & Service Tax Appellate Tribunal, Chennai
	Cenvat credit utilisation	0.45	2008-10	Custom Excise & Service Tax Appellate Tribunal
	Cenvat credit utilisation	0.13	2006-10	Custom Excise & Service Tax Appellate Tribunal
	Demand for excise duty	1.25	May 2011 to February 2012	Commissioner of Excise, Ranchi
	Demand for excise duty	1.69	March 2012 to December 2012	Commissioner of Excise, Ranchi

Name of the statute	Nature of dues	Amount (₹ In crore)	Period to which the amount relates	Forum where dispute is pending
	Demand for excise duty	1.97	January 2013 to December 2013	Commissioner of Excise, Ranchi
	Demand for excise duty	1.47	January 2014 to November 2014	Commissioner of Excise, Ranchi
	Cenvat Credit/Excise	37.56	01.12.2006 to 30.06.2008 and 30.06.2011	CESTAT, Kolkata, CCE, BBSR

- (c) According to the records and information and explanations given to us and the other auditors, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time by the Group and Jointly controlled entity (wherever required).
- VIII. Holding company, one subsidiary company, five step down subsidiaries and Jointly controlled entity has no accumulated losses at the end of the financial year and have not incurred cash losses in the current financial year and in the immediately preceding financial year. Seven step down subsidiaries have accumulated losses at the end of financial year less than 50% of its net worth and have incurred cash losses in the current financial year and in the immediately preceding financial year. Three step down subsidiaries have accumulated losses at the end of financial year less than 50% of its net worth and has incurred cash losses in the current financial year but not in the immediately preceding financial year. One subsidiary company and six step down subsidiaries do not have accumulated losses at the end of financial year and have incurred cash losses in the current financial year and in the immediately preceding financial year. One subsidiary company and three step down subsidiaries have accumulated losses at the end of financial year more than 50% of its net worth and has incurred cash losses in the current financial year and in the immediately preceding financial year. One step down subsidiary company has accumulated losses at the end of financial year more than 50% of its net worth and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- IX. According to the records of the one subsidiary company and six step down subsidiaries examined by us and the other auditors and the information and explanations given to us and the other auditors, in our and other auditors opinion, one subsidiary company and six step down subsidiaries have not defaulted in repayment of dues to banks, financial institution or debenture holders during the year. Holding Company, two subsidiaries and nineteen step down subsidiaries and jointly controlled entity has not taken any loans from any financial institution, bank or debenture holders, therefore, the provisions of Clause 3(ix) of the said Order are not applicable.
- X. As per the information and explanations given to us and the other auditors and on the basis of our and other auditors examination of the records, one subsidiary company and one step down subsidiary company has given guarantee for loans taken by others from banks, the terms and conditions whereof, in our opinion and the opinion of other auditors, are not prima-facie prejudicial to the interest of the one subsidiary company and one step down subsidiary company. Holding company, two subsidiaries, twenty four step down subsidiaries and Jointly controlled entity has not given any guarantee for loans taken by others from banks or financial institutions, therefore, the provisions of Clause 3(x) of the said Order are not applicable.
- XI. As per the information and explanations given to us and the other auditors and on the basis of our and other auditor's examination of the records, the term loans taken by the one subsidiary company and six step down subsidiaries have been applied for the purpose for which they were obtained, where such end use has been stipulated by the lender. Holding company, two subsidiaries, nineteen step down subsidiaries and Jointly controlled entity has not raised any term loan during the year, therefore, the provisions of Clause 3(xi) of the said Order are not applicable.
- XII. During the course of our and other auditors examination of the books and records of the Group and Jointly controlled entity carried out in accordance with the generally accepted auditing practices in India, we and the other auditor have neither come across any instance of fraud on or by the Group and Jointly controlled entity, noticed or reported during the year, nor have we and the other auditor been informed of such case by the respective management.

For **S. S. KOTHARI MEHTA & CO**
Chartered Accountants
Firm Registration No. 000756N

Sunil Wahal
Partner

Place: New Delhi
Date: May 13, 2015

Membership No: 087294

Consolidated Balance Sheet as at March 31, 2015

(₹ Crore)

	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY & LIABILITIES			
Shareholders' funds			
Share capital	2	16.24	16.24
Employee stock option outstanding		1.26	-
Reserves and surplus	3	3,052.66	3,078.50
		3,070.16	3,094.74
Preference capital held by others		0.70	0.70
Minority interest		746.96	445.66
Deferred capital investment subsidy		27.33	30.51
Non-current liabilities			
Long-term borrowings	4	7,222.71	3,550.78
Deferred Tax Liability (Net)	5	400.59	155.96
Other long-term liabilities	6	297.94	70.82
Long term provisions	7	46.07	34.18
		7,967.31	3,811.74
Current liabilities			
Short-term borrowings	8	682.10	530.96
Trade payables	9	748.39	378.94
Other current liabilities	10	1,111.77	431.87
Short-term provisions	11	52.31	30.71
		2,594.57	1,372.48
Total		14,407.03	8,755.83
ASSETS			
Non-current assets			
Goodwill on consolidation		1,964.28	469.00
Fixed assets			
Tangible assets	12	5,815.76	4,255.32
Intangible assets	12	7.57	4.09
Capital work-in-progress		1,914.23	1,237.85
		9,701.84	5,966.26
Non-current investments	13	107.56	679.96
Long term loans and advances	14	450.40	418.75
Other non-current assets	15	14.49	4.25
		572.45	1,102.96
Current Assets			
Current investments	16	1,582.94	553.66
Inventories	17	729.32	331.11
Trade receivables	18	510.06	278.19
Cash and cash equivalents	19	528.08	84.39
Short-term loans and advances	20	781.59	437.45
Other current assets	21	0.75	1.81
		4,132.74	1,686.61
Total		14,407.03	8,755.83
Significant accounting policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

Date: 13th May, 2015

Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholetime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Statement of Consolidated Profit and Loss for the year ended March 31, 2015

(₹ Crore)

	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Income			
Revenue from operations (gross)	22	3,998.62	3,425.17
Less: Excise duty		484.50	409.35
Revenue from operations (Net)		3,514.12	3,015.82
Other income	23	93.34	69.65
Total Revenue (I)		3,607.46	3,085.47
II. Expenses			
Cost of materials consumed	24	478.94	370.94
Purchase of stock in trade		47.94	12.35
Change in inventories of finished goods, work in progress and stock in trade	25	1.36	17.57
Employee benefits expenses	26	278.75	225.68
Other expenses	27	2,104.62	1,924.55
Total (II)		2,911.61	2,551.09
"Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)"		695.85	534.38
Finance costs	28	434.38	315.14
Depreciation and amortization expenses	12	271.58	242.15
Profit/ (loss) before exceptional item and tax		(10.11)	(22.91)
[including Nil (₹0.43 Cr) relating to discontinuing operations]			
Exceptional Items		(6.12)	-
Profit / (Loss) before tax		(16.23)	(22.91)
Tax expense			
Current tax		46.29	34.02
MAT (credit entitlement) / charge		(32.93)	0.40
		13.36	34.42
Deferred tax		35.92	24.62
Prior year tax charge / (written back)		(2.42)	5.39
Total tax expense		46.86	64.43
[including Nil (₹0.15 Cr) relating to discontinuing operations]			
Profit/ (loss) after tax before share of profit in associates		(63.09)	(87.34)
Add: Share of profit in associates		48.53	48.77
Less: Share of minority interest		(17.61)	(30.15)
Profit/ (loss) after tax		3.05	(8.42)
[including Nil (₹0.28 Cr) relating to discontinuing operations]			
Earning per share	29	0.38	(1.04)
Basic Earnings Per Share (In ₹)			
[Nominal Value of Share ₹2 (₹2) each]		0.37	(1.03)
Diluted Earnings Per Share (In ₹)			
[Nominal Value of Share ₹2 (₹2) each]			
Significant accounting policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

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Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholtime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2015

(₹ Crore)

	2014-15	2013-14
A. Cash Flow from Operating Activities		
Net Profit before tax	(16.23)	(22.91)
Adjustments		
Depreciation/Amortisation	271.58	243.76
Provision for doubtful debts/advances	3.72	(1.45)
Bad debts written off	0.96	9.05
Dividend Income	(5.63)	(4.54)
Finance costs	434.38	315.14
Interest Income	(21.76)	(17.47)
(Profit)/Loss on sale of Investments (net)	(61.33)	(40.03)
(Profit) on sale of assets	-	(3.40)
Assets written off/Loss on sale of assets	5.56	1.84
Operating Profit before working Capital Changes	611.25	479.99
Adjustments for working Capital changes :		
Inventories	42.32	20.86
Trade Payables, Liabilities and Provisions	(102.61)	(22.71)
Trade Receivables, Loans and Advances and Other Current Assets	129.23	(86.11)
Cash Generated from Operations	680.18	392.03
Direct Taxes Paid	(135.36)	(48.31)
Net Cash from Operating activities	544.82	343.72
B. Cash Flow from Investing Activities		
Purchase of fixed Assets including CWIP.	(497.11)	(705.85)
Proceeds from sale of Fixed Assets	1.84	5.90
(Purchase)/ Sale of Current Investments (net)	(600.31)	47.22
(Purchase)/ Sale of Non Current Investments (net)	(3.75)	(21.25)
Acquisition of subsidiaries	2,026.27	(131.75)
Loans (given) / received back (net)	16.00	(2.00)
Interest Received	17.04	15.43
Dividend received from non current investments	-	0.37
Dividend Received from Current Investments	5.63	4.17
Net Cash used in Investing Activities	3,086.93	(787.76)

Consolidated Cash Flow Statement (Contd.) for the year ended March 31, 2015

(₹ Crore)

	2014-15	2013-14
C. Cash Flow from Financing Activities		
Proceeds / (Repayment) from Short term Borrowings	64.50	238.60
Proceeds / (Repayment) from Long term Borrowings	3,433.98	604.05
Finance cost	(543.17)	(389.56)
Dividend paid	(16.24)	(15.90)
Dividend Distribution tax paid	(2.76)	(2.76)
Distribution tax on dividend from associates	(1.86)	(5.93)
Net Cash from / (used in) Financing Activities	2,934.46	428.50
Net increase in cash and cash equivalents (A+B+C)	392.35	(15.54)
Cash and cash equivalents (Opening Balance)	84.39	99.93
Add: Additions on acquisition of subsidiaries	51.34	-
Cash and cash equivalents (Closing Balance)	528.08	84.39
Change in Cash & Cash Equivalents	(392.35)	(15.54)

Note:

- 1) Cash & cash equivalents components are as per Note 19 of the Financial Statements
- 2) Previous year figures have been regrouped/restated where ever considered necessary

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

Date:13th May, 2015

Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholetime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Notes to Consolidated Financial Statements for the year ended March 31, 2015

1. Significant accounting policies

A. Basis of preparation

The Consolidated Financial Statements ("CFS") of the group have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The group has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for assets transferred and vested in the group pursuant to the Schemes of Arrangement which are carried at fair market value determined in accordance with schemes.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The CFS relate to Dalmia Bharat Limited (hereinafter referred as the "Company/ Parent") and its Subsidiaries, Associate and Joint Venture (hereinafter collectively referred as the "Group").

B. Principles of Consolidation

In the preparation of these Consolidated Financial Statements, investment in Subsidiaries, Associate and Joint Venture have been accounted for in accordance with Accounting Standard (AS) 21 – Consolidated Financial Statements, Accounting Standard (AS) 23 – Accounting for Investments in Associates in Consolidated Financial Statements and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures. The Consolidated Financial Statements have been prepared on the following basis.

1. Subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra-group transactions and also unrealised profits or losses, except where cost cannot be recovered.
2. Minorities' interest in net profit of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding company.
3. Interests in the assets, liabilities, income and expenses of the joint venture are consolidated using proportionate consolidation method. Intra group balances, transactions and unrealised profits/ losses are eliminated to the extent of Company's proportionate share.
4. The difference of the cost to the Company of its investment in subsidiaries and joint venture over its proportionate share in the equity of the Investee Company as at the date of acquisition of stake is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
5. Investment in entities in which the Group has significant influence but not controlling interest, are reported according to the equity method i.e. the investment is initially recorded at cost adjusted thereafter for post-acquisition change in the Company's share of net assets of the associates. The consolidated profit and loss account includes the Company's share of the result of the operations of the associate.
Unrealised profits and losses resulting from transactions between the investor (or its consolidated subsidiaries) and the associate have been eliminated to the extent of the investor's interest in the associate. Unrealised losses have not been eliminated if and to the extent the cost of the transferred asset cannot be recovered.
6. Goodwill/capital reserve arising on the acquisition of an associate by an investor is included in the carrying amount of investment in the associate and is disclosed separately.
7. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements. Differences in accounting policies have been disclosed separately.
8. The difference between the proceeds from disposal of investment in subsidiary and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the Consolidated Profit and Loss Account as the profit or loss on disposal of investment in subsidiary.
9. The accounts of all the Group Companies are drawn up to the same reporting date as the parent entity (i.e. financial year ended March 31, 2015).

C. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

D. Tangible fixed assets

Fixed assets, except for assets transferred and vested in the group pursuant to the Scheme of Arrangement, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The Group adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

E. Depreciation on tangible fixed assets

(a) Depreciation on fixed assets is calculated on a straight line basis (except to the extent stated in para (b) below) using the rates arrived at based on the useful lives estimated by the management or those prescribed under Schedule II to the Companies Act, 2013, whichever is lower. The group has estimated the useful live different from rates prescribed in Schedule II in the following cases:-

	<u>Useful life</u>
i) Polysius Kiln assets	9 years
ii) Certain DG sets and workshop appliances	5 years
iii) Power plants in southern India	25 years
iv) Assets of its step down subsidiary OCL China Limited	
a. House and Building	20 years
b. Machinery and mechanic equipment	10 years
c. Means of Transportaion	4 years
d. Electronic equipment	3 years

(b) Depreciation on Head office assets and certain assets of OCL India Limited is provided using the reducing balance method in the manner and at the rates specified in Schedule II to the Companies Act, 2013 (except plant and machinery added in cement & refractory after 31-12-81 excluding additions in Kapilas Cement Works, Clinkerisation unit at Rajgangpur (Line-II), Captive Power Plant, Bengal Cement Works & Solar Power Plant).

(c) Land bearing mineral reserves is amortized over its estimated commercial life based on the unit of production method.

F. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The group uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the group amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

A summary of amortization policies applied to the group's intangible assets is as below:

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

	Useful life
Computer software	3 to 5 years (Except in case of its step down subsidiary OCL China Limited, in which useful life is estimated as 10 years)

G. Leases

Where the group is lessee

Finance leases, which effectively transfer to the group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the group will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the group is the lessor

Leases in which the group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

H. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

I. Impairment of tangible and intangible assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss.

J Goodwill on consolidation

Goodwill represents the difference between the Group's share in the net worth of the investee companies and the cost of acquisition at the date of investment. For this purpose, the Groups' share of equity in the investee companies is determined on the basis of the latest

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

financial statements of the respective companies available as on the date of acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of acquisition.

K. Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the group receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognized at a nominal value.

L. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined for each category separately. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

M. Inventories

Raw materials, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and stores and spares is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

N. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The group collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the group. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the group's right to receive dividend is established by the reporting date.

Insurance claim

Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

O. Foreign currency translation

Foreign currency transactions and balances

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned monetary item. All other exchange differences are recognized as income or as expenses in the period in which they arise.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/ liability

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

P. Retirement and other employee benefits

Retirement benefit in the form of provident fund contribution to statutory provident fund, pension fund, superannuation fund and employee state insurance are defined contribution schemes. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The group has no obligation, other than the contribution payable to the provident fund.

The group operates two defined benefit plans for its employees, viz., gratuity and provident fund contribution to Dalmia Cement Provident Fund Trust. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

Q. Employee Share based payments

The Company follows intrinsic value method for valuation of Employee stock option in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India. The excess of market price of shares at the time of grant of options, over the exercise price to be paid by the option holder is considered as employee benefits expense and is amortised in the statement of profit and loss over the period of vesting.

R. Income taxes

Tax expense comprises of current and deferred. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Deferred income tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date the group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the group does not have convincing evidence that it will pay normal tax during the specified period.

S. Segment reporting

Identification of segments

The group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the group operate.

Inter-segment transfers

The group generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

T. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

U. Provisions

A provision is recognized when the group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

V. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

W. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

2. Share Capital

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Authorised :		
10,00,00,000 (10,00,00,000) Equity Shares of ₹2/- each	20.00	20.00
	20.00	20.00
Issued, Subscribed and Fully Paid Up :		
8,11,89,303 (8,11,89,303) Equity Shares of ₹2/- each	16.24	16.24
	16.24	16.24

a. Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	₹ Crore	No. of Shares	₹ Crore
At the beginning of the period	81,189,303	16.24	81,189,303	16.24
At the end of the period	81,189,303	16.24	81,189,303	16.24

b. Terms/ rights attached to Equity shares

The Company has only one class of equity shares having a face value of ₹2 per share. Each equity shareholder is entitled to one vote per share.

In the event of winding-up of the company, the equity shareholders shall be entitled to be repaid remaining assets of the company, after distribution of all preferential amounts, in the ratio of the amount of capital paid up on such equity shares.

c. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the balance sheet date

	During a period of 5 years up to 31 Mar 15	During a period of 5 years up to 31 Mar 14
	No. of Shares	No. of Shares
Shares issued pursuant to Scheme of Arrangement between the company and Dalmia Cement (Bharat) Limited (formerly Avnija Properties Limited), DCB Power Ventures Limited, Dalmia Bharat Sugar and Industries Limited (formerly Dalmia Cement (Bharat) Limited) without payments being received in cash.	80,939,303	80,939,303

d. Details of shareholders holding more than 5% shares in the company

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% holding	No. of Shares	% holding
Mayuka Investment Limited	17,887,537	22.03	17,887,537	22.03
Shree Nirman Limited	7,753,890	9.55	7,753,890	9.55
Sita Investment Company Limited	5,876,800	7.24	5,876,800	7.24
Ankita Pratisthan Limited	5,829,070	7.18	5,829,070	7.18

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

3. Reserves and surplus

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Capital Reserve		
Opening balance as per last financial statements	11.19	11.19
Add/(less): Capital subsidy	(0.01)	-
Closing balance	11.18	11.19
Business Restructuring Reserve		
Opening balance as per last financial statements	2,578.66	2,545.61
Add: Additions during the year	3.15	33.05
Closing balance	2,581.81	2,578.66
Securities Premium Reserve		
Opening balance as per last financial statements	458.70	458.70
Closing balance	458.70	458.70
General Reserve		
Opening balance as per last financial statements	14.80	9.80
Add: Transfer from surplus balance in statement of profit and loss	122.51	5.00
Closing balance	137.31	14.80
Reserve Fund as per RBI		
Opening balance as per last financial statements	0.03	0.03
Closing balance	0.03	0.03
Debenture Redemption Reserve		
Opening balance as per last financial statements	90.00	75.83
Add: Amount created during the year	113.96	14.17
Less: Amount released during the year	32.50	-
Closing balance	171.46	90.00
Foreign Currency Translation Reserve		
Opening balance as per last financial statements	-	-
Add: Arised during the year	0.16	-
Closing balance	0.16	-
Surplus in the statement of profit and loss		
Balance as per last financial statements	292.91	308.76
Add: Amount transferred from debenture redemption reserve	32.50	-
Add: Adjustment on amalgamation of subsidiary company	-	36.67
Profit/ (loss) for the year	3.05	(8.42)
Less: Written down value of Fixed Assets whose life have expired as at April 1, 2014 adjusted as per Companies Act, 2013 (net of tax) (Refer note 58)	5.13	-
Less: Appropriations		
Transfer to Debenture Redemption Reserve	113.96	14.17
Transfer to General Reserve	122.51	5.00
Proposed dividend on equity shares	19.32	16.24
Dividend Distribution Tax	7.18	2.76
Distribution tax on dividend from associates (inclusive of Nil (₹5.27 Cr) relating to earlier years)	1.86	5.93
Total Appropriation	264.83	44.10
Net surplus in the statement of profit and loss	58.50	292.91
Total reserves and surplus	3,419.15	3,446.29
Less: Minority interest	366.49	367.79
	3,052.66	3,078.50

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

4. Long term borrowings

	(₹ Crore)			
	As at March 31, 2015		As at March 31, 2014	
Secured				
A. Redeemable non-convertible debentures	2,344.67		402.00	
Less: Shown in current maturities of long term borrowings	86.21	2,258.46	95.34	306.66
B. Term loans:				
i. From Banks	4,288.16		2,804.72	
Less: Shown in current maturities of long term borrowings	391.77	3,896.39	81.11	2,723.61
ii. From others	1,111.37		469.23	
Less: Shown in current maturities of long term borrowings	64.64	1,046.73	4.24	464.99
C. Deferred payment liabilities	0.03		0.86	
Less: Shown in current maturities of long term borrowings	0.03	-	0.86	-
D. Lease obligations towards equipment finance	-		0.23	
Less: Shown in current maturities of long term borrowings	-	-	0.20	0.03
Total secured long term borrowings		7,201.58		3,495.29
Unsecured				
E. Fixed Deposits	-		7.44	
Less: Shown in current maturities of long term borrowings	-	-	1.23	6.21
F. Deferred payment liabilities	53.32		57.91	
Less: Shown in current maturities of long term borrowings	32.19	21.13	8.63	49.28
Total unsecured long term borrowings		21.13		55.49
Total long term borrowings		7,222.71		3,550.78

1) Debentures referred to in A above to the extent of:

- i) 10.50%, Series II P ₹1,000 Cr (Nil) are secured by pledge of investments & redeemable after three years in February 2018 with a put/call option in March 2016 for full amount.
- ii) 10.75%, Series 1A ₹100 Cr (₹100 Cr.) are secured by a first pari-passu charge on land, building, assets, plant & machineries of Dalmiapuram unit and plot at Gujarat & redeemable in three yearly instalments in the ratio of 33:33:34 commencing from January 2018. For ₹18.75 Cr (₹75 Cr), interest rate swap has been taken @9.20% payable on USD 3,033,490 (USD 12,133,959).
- iii) 11.00%, Series 1B ₹100 Cr (₹100 Cr.) are secured by a first pari-passu charge on land, building, assets, plant & machineries of Dalmiapuram unit and plot at Gujarat & redeemable in three yearly instalments in the ratio of 33:33:34 commencing from January 2018 with a put/call option at end of 5 years at par in January 2018 for full amount.
- iv) 10.75%, Series IIIA, B, C and IVP,Q,R ₹210 Cr (Nil) are secured by a first pari-passu charge on movable and immovable fixed assets of Dalmiapuram unit and movable and immovable fixed assets (excluding plant and machinery charged on exclusive basis to specific lenders) of Cuddapah and Ariyalur unit & redeemable in three yearly instalments commencing from Aug 2017.
- v) 10.35%, Series XIII ₹66.67 Cr (₹100 Cr) are secured by a first pari-passu charge on the Immovable properties of Cement unit at Dalmiapuram & redeemable in two yearly equal instalments in May 2015 and May 2016.
- vi) 8.87%, Series XI ₹20 Cr (₹35 Cr) are secured by a first pari-passu charge on all the movable and immovable properties of Cement unit at Dalmiapuram (except inventories and trade receivables) & redeemable in May 2015.
- vii) 9.00%, Series XI A Nil (₹35 Cr) are secured by a first pari-passu charge on all the movable and immovable properties of Cement Unit at Dalmiapuram (except inventories and trade receivables).
- viii) 9.00%, Series XB Nil (₹16 Cr) are secured by a first pari-passu charge on whole of the movable and immovable properties (except trade receivables) of Cement unit at Dalmiapuram.
- ix) 8.90%, Series XA Nil (₹16 Cr.) are secured by a first pari-passu charge on whole of the movable and immovable properties (except trade receivables) of Cement unit at Dalmiapuram.
- x) 12.87% ₹200 Cr (Nil) are secured by pledge of shares & redeemable in 5 annual installments commencing from October 2015.
- xi) 9.90% ₹600 Cr (Nil) are secured by first pari passu charge over fixed assets (present & future) of cement division of OCL India Limited

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

repayable in 3 equal yearly installments commencing from March 2020.

- xii) 10.80%, ₹48 Cr (Nil) is secured by first pari passu charge over fixed assets (present & future) of cement division of OCL India Limited repayable in 2 equal yearly installments till Feb 2017.
- 2) Term Loans from Banks referred to in B (i) above to the extent of :
- i) ₹95 Cr (₹100 Cr) are secured by a first pari-passu charge on movable and immovable fixed assets of Dalmiapuram Unit at base rate plus 1.05% (present 11.20%). It is repayable within 5 unequal annual installment in the range of ₹5.00 Cr to ₹30.00 Cr each from Mar, 2016.
 - ii) ₹200 Cr (₹200 Cr) are secured by a first pari-passu charge on movable and immovable fixed assets of Dalmiapuram Unit at base rate plus 1.05% (present 11.20%). It is repayable within 24 equal quarterly installments commencing from December 2016.
 - iii) ₹32.45 Cr (₹43.48 Cr) carrying interest at Libor plus 2.146% (presently 2.4795%) are secured by way of exclusive charge on Vertical roller mills & other machineries and equipments acquired through this loan for projects at Cuddapah & Ariyalur. The Loan has been availed in foreign currency repayable in half yearly installments of USD 0.10 Cr. each till July 2017.
 - iv) ₹206.50 Cr (₹824.18 Cr) are secured by exclusive first charge on land and building and hypothecation of all the fixed assets of Cement units at Cuddapah and Ariyalur excluding assets charged to working capital lenders and Vertical roller mills & other machineries and equipments for projects at Cuddapah & Ariyalur acquired under foreign currency loan at base rate plus 1.00% (present 11.20%). it is prepaid in April,2015
 - v) ₹779.79 Cr (Nil) are secured by exclusive first charge on land and building and hypothecation of all the fixed assets of Cement units at Cuddapah and Ariyalur excluding assets charged to working capital lenders and Vertical roller mills & other machineries and equipments for projects at Cuddapah & Ariyalur acquired under foreign currency loan at base rate plus 0.75% (present 10.75%). It is repayable in unequal quarterly installment in the range of ₹1.95 Cr to ₹27.29 Cr each till Mar 2030.
 - vi) ₹50 Cr (₹40 Cr) are secured by a first pari-passu charge on movable and immovable fixed assets of Ariyalur and Cuddapah Unit at base rate plus 1.05% (present 11.20%). It is repayable within 24 equal quarterly installments commencing from December 2016.
 - vii) ₹100 Cr (Nil) are secured by a first pari-passu charge on movable and immovable fixed assets (excluding plant and machinery charged on exclusive basis to specific lenders) of Cuddapah and Ariyalur unit at base rate plus 1.05%, presently 11.20% & redeemable in twenty quarterly instalments commencing from Sep 2017.
 - viii) ₹110 Cr (Nil) are secured by a first pari-passu charge on movable and immovable fixed assets of Cuddapah and Ariyalur Unit at base rate plus 0.18% (present 11.18%). It is repayable within 36 unequal quarterly installments commencing from May 2018.
 - ix) ₹871.04 Cr (₹543.08 Cr) are secured by a first charge by way of mortgage over all the immovable properties, assets and movable fixed assets of Belgaum Project and second charge on entire fixed assets of the company at base rate plus 1.50% (present 11.50%). It is repayable within 40 unequal quarterly installments in the range of ₹2.36 Cr to 23.63 Cr commencing from 18 months after Commercial operation date or 1st Jan,2017 whichever is earlier.
 - x) ₹59.88 Cr (₹61.08 Cr) carrying interest at Libor plus 2.05% (presently 2.43%) are secured by way of exclusive charge on Roller press acquired through this loan for projects at Belgaum. The Loan has been availed in foreign currency repayable in 16 half yearly installments of USD 0.06 Cr. each from Oct 14.
 - xi) ₹27.01 Cr (₹35.83 Cr) are secured by mortgage and first charge on all the movable and immovable properties (present and future) and a second charge on entire current assets of Adhunik Cement Limited at base rate plus TP plus 0.45% presently 11.30%. It is repayable in unequal quarterly installments in the range of ₹2.87 Cr to 3.28 Cr till March 2023.
 - xii) ₹149.25 Cr (₹150.00 Cr) are secured by mortgage and first charge on all the movable and immovable properties (present and future) and a second charge on the entire current assets of Adhunik Cement Limited at base rate plus TP plus 0.75% presently 11.30%. It is repayable in 23 unequal quarterly installments in the range of ₹0.75 Cr to 16.50 Cr commencing till December,2020.
 - xiii) ₹350 Cr (₹350 Cr) are secured by mortgage and first charge on all the movable and immovable properties (present and future) and a second charge on the entire current assets of Adhunik Cement Limited at base rate plus 1.50% presently 11.20%. It is repayable within 32 unequal quarterly installments in the range of ₹2.09 Cr to 13.28 Cr commencing from June, 2015 to March,2023.
 - xiv) ₹568.68 Cr (₹457.07 Cr) including Funded interest term loan of ₹41.02 Cr (₹43.66 Cr) are secured by the mortgage and first charge on all the movable and immovable properties (both tangible and intangible) of Calcom Cement India Limited ("CCIL"), both present and future and a second charge on the entire current assets of CCIL. These loans are also secured by the pledge of 43,848,910 equity shares of CCIL held by erstwhile promoters, their relatives and two subsidiaries of CCIL. These loans are additionally secured by the corporate guarantee of two subsidiary companies of CCIL, personal guarantee of one director and two former directors of CCIL. The loan of ₹145.00 Cr (₹23.48 Cr) is also secured by corporate guarantee issued by Dalmia Cement Bharat Limited, holding company of CCIL. The Loan is payable in unequal quarterly instalments till Sep 2021 and carry interest in the range of 4% to 12.75%.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

- xv) ₹239.47 Cr (Nil) are secured by first pari passu charge on all movable and immovable assets (present and future) of Bokaro plant at base rate plus 0.45% presently 11.20% repayable in 57 unequal installments of ₹1.20 Cr to ₹6 Cr each commencing from Feb 2016.
- xvi) ₹82.65 Cr (Nil) is secured by first pari passu charge by way of mortgage and hypothecation over all immovable properties and movable fixed assets (other than vehicle) of cement division of OCL India Ltd and further secured by second pari passu charge on all current assets of OCL India Ltd at base rate plus 1.75% presently 11.75% p.a. repayable in 14 equal quarterly installments till Sep 18.
- xvii) ₹50.00 Cr (Nil) is secured by first pari passu charge by way of mortgage and hypothecation over all immovable properties and movable fixed assets (other than vehicle) of cement division of OCL India Ltd and further secured by second pari passu charge on all current assets of OCL India Ltd at base rate plus 1.75% presently 11.75% p.a. repayable in 31 quarterly installments from June 15.
- xviii) ₹16.27 Cr (Nil) is secured by the guarantee given by OCL India Ltd to be repaid by September, 2015.
- xix) ₹5.53 Cr (Nil) is secured by the guarantee given by OCL India Ltd @ 5.46% repayable in quarterly instalments till September, 2016.
- xx) ₹5.31 Cr (Nil) is secured by first pari passu charge on fixed assets of cement division of OCL India Ltd and second charge on current assets of cement division of OCL India Ltd at base rate plus 1.30% presently 11.30% repayable in quarterly installments of ₹0.31 Cr to ₹0.63 Cr each till June 18.
- xxi) ₹0.43 Cr (Nil) is secured by first and exclusive charge on the vehicle purchased out of the said loan @10% p.a. payable in monthly instalment till Jan 20.
- xxii) ₹153.73 Cr (Nil) is secured by first pari passu charge by way of mortgage and hypothecation over all immovable properties and movable fixed assets (other than vehicle) of cement division of OCL India Ltd and further secured by second pari passu charge on all current assets of OCL India Ltd at base rate plus 0.75% presently 10.75% repayable in 40 quarterly installments from Mar 2019.
- xxiii) ₹17.42 Cr (Nil) is secured by first pari passu charge by way of mortgage and hypothecation over all immovable properties and movable fixed assets (other than vehicle) of cement division of OCL India Ltd and further secured by second pari passu charge on all current assets of OCL India Ltd repayable in 7 quarterly installments till Dec 2016.
- xxiv) ₹117.75 Cr (Nil) Loan is secured by exclusive charge on all immovable and movable fixed assets pertaining to the project, project land owned by Dalmia Cement (Bharat) Limited, all book debts, operating cash flows (escrow), receivables, commissions and revenues of the project at Belgaum at base rate plus 0.45% (present 11.20%). It is repayable in 48 unequal quarterly installments in the range of ₹1.25 Cr to ₹3.75 Cr from Dec 2017.
- 3) Term Loans from others referred to in B (ii) above to the extent of:
- i) ₹312 Cr (₹312 Cr) carrying interest @ 0.10% p.a. are secured by a second pari-passu charge on the movable and immovable properties of Cement unit at Dalmiapuram. Repayment is due from financial year 2017-18 but repayment schedule is yet to be finalised.
- ii) ₹141.93 Cr (₹138.43 Cr) is secured by the mortgage and first charge on all the movable and immovable properties (both tangible and intangible) of Calcom Cement India Limited, both present and future and a second charge on the entire current assets of Calcom Cement India Limited. These loans are also secured by the pledge of 43,848,910 equity shares of Calcom Cement India Limited held by erstwhile promoters, their relatives and two subsidiaries of Calcom Cement India Limited. The loan is repayable in unequal quarterly instalments till September, 2021 and carry interest @ 3 month Libor plus 1.25% to 2.50% (present 1.82% to 3.07%). The loan has been availed in foreign currency.
- iii) ₹17.73 Cr (₹18.80 Cr) are secured by a first charge of all the movable and immovable properties (present and future) of Calcom cement India Limited. It is repayable within unequal quarterly installments.
- iv) ₹176.57 Cr (Nil) is secured by first pari passu charge by way of mortgage and hypothecation over all immovable properties and movable fixed assets (other than vehicle) of cement division of OCL India Ltd and further secured by second pari passu charge on all current assets of OCL India Ltd repayable in 14 half yearly installments from June 16.
- v) ₹63.14 Cr (Nil) is secured by first ranking mortgage and hypothecation on all movable and immovable assets (present and future) excluding current assets of cement division of OCL India Ltd at 9.54% p.a. repayable in 4 half yearly equal installments till October 16.
- vi) ₹400 Cr.(Nil) is secured by pledge of shares carrying interest @ 12.75% p.a. & repayable in 5 annual installments commencing from October 2015.
- 4) Deferred Payment Liabilities referred to in C above are secured by hypothecation of vehicles purchased against it and repayable in equated monthly instalments by March, 2016 and carry interest in the range of 8.62% to 12.90%.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

- 5) Finance Lease Obligation referred to in D above is secured by hypothecation of the equipment and repayable in equated monthly instalments over a period of 35 to 36 months from date of finance of each equipment.
- 6) Fixed deposits referred to in E above have been repaid in full in current year having interest ranging between 9.5% to 10%. It Includes from Directors Nil (₹0.23 Cr)
- 7) Interest free, ₹53.32 Cr (₹57.91 Cr) deferred payment liabilities referred to in F above are repayable after 10 years from date of deferrment and is payable in monthly instalments of ₹0.05 Cr to ₹9.06 Cr till FY 2016-17.

The period and amount of default by its subsidiary, as on the reporting date in repayment of loans and interest are as follows:

Description	Type	₹ Cr	Period of default	Subsidiary
Installment of foreign currency loan	Installment	1.06	Less than 365 days	Calcom Cement India Ltd
Interest on Foreign currency Loan	interest	4.02	Less than 365 days	Calcom Cement India Ltd
Interest on Foreign currency Loan	interest	0.16	More than 365 days	Calcom Cement India Ltd

5. Deferred tax liabilities (Net)

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Deferred Tax assets/ liabilities are attributable to the following items :		
Liabilities		
Depreciation	501.89	161.45
	501.89	161.45
Assets		
Expenses allowable for tax purpose when paid	9.88	1.45
Provision for doubtful debts and advances	14.43	4.01
Unabsorbed depreciation	54.62	-
Others	22.37	0.03
Net	101.30	5.49
	400.59	155.96

The Group in respect of its two subsidiaries Calcom Cement India Limited and Adhunik Cement Limited has deferred tax assets (primarily representing unabsorbed depreciation and losses under income tax Act) but in the absence of virtual certainty that sufficient future taxable income would be available against which such deferred tax assets can be realised, the Group has not recognised deferred tax assets in respect of these subsidiaries.

6. Other Long Term Liabilities

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Security deposit received	259.28	58.91
Retention money payable	5.41	3.63
Trade payable	31.51	-
Other liabilities	1.74	8.28
	297.94	70.82

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

7. Long Term Provisions

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Mines reclamation liability	9.76	9.23
Provision for leave encashment	13.30	6.60
Provision for employee benefits	23.01	18.35
	46.07	34.18

8. Short term borrowings

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Secured		
A. Rupee loan from Banks	279.96	375.47
B. Foreign currency loan	209.73	140.59
C. Short Term Loan	50.00	-
(A)	539.69	516.06
Unsecured		
D. Fixed Deposits	-	0.70
E. From Others	7.41	7.41
F. Bills Discounted	-	6.79
G. Commercial Paper	135.00	-
(B)	142.41	14.90
Total short term borrowings (A+B)	682.10	530.96

A) Rupee loans from Banks referred to in A above to the extent of:

- (i) ₹279.96 Cr (₹259.32 Cr) are secured by hypothecation of inventories and other assets in favor of participating working capital consortiums bankers ranking pari pasu on inter se basis repayable in next one year and carry interest rate in the range of 10.40% p.a. to 12.75% p.a. ₹14.64 Cr (₹16.43 Cr) is also secured by second charge on fixed assets of Calcom Cement India Limited. ₹5.05 Cr (Nil) is further secured by second charge on entire fixed assets of Adhunik Cement Limited. ₹109.20 Cr (Nil) is further secured by second charge on fixed assets of cement division of OCL India Limited.

(ii) Nil (₹114.96 Cr) were secured by way of pledge of Mutual Fund Units.

B) Foreign Currency Loans from Banks referred to in B above to the extent of:

- (i) ₹209.73 Cr (₹119.92 Cr) are secured by Letter of Undertaking issued by consortium bankers on the security of hypothecation of inventories and other assets in their favor ranking pari pasu on inter se basis repayable in less than one year and carry interest rate at LIBOR Plus 0.27% to 0.38% (presently 0.5406% p.a. to 0.6400% p.a.). ₹22.70 Cr (Nil) is further secured by second charge on fixed assets of cement division of OCL India Limited.

(ii) Nil (₹20.67 Cr) were secured by way of pledge of Mutual Fund Units.

C) Short term loan referred to in C above to the extent of ₹50 Cr (Nil) is secured by subservient hypothecation charge on all moveable fixed asset, present and future, all intangible assets both present and future, including but not limited to goodwill, trademarks and patents and undertakings and all current asset of the company. This facility is additionally secured by further pledge of 30% shares in the company held by Dalmia Group, negative lien on the balance shareholding of the Dalmia Group and corporate guarantee of Dalmia Cement (Bharat) Limited

D) Fixed deposits referred to in D above have been repaid in full during the year having interest @ 9.25%.

E) Loan from others referred to in E above are payable within next 6 months to 1 year and carry interest @ 12% to 18%.

F) Commercial papers referred to in G above are payable in next three months and carry interest rate in the range of 9.25% to 10% per annum.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

9. Trade payables

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Micro & Small Enterprises	-	0.05
Others	748.39	378.89
	748.39	378.94

10. Other current liabilities

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Current maturities of long term borrowings	574.84	191.41
Current maturities of finance lease obligations	-	0.20
Interest accrued but not due on borrowings	47.38	12.68
Interest accrued and due on borrowings	7.32	2.12
Advances from customers	57.63	19.84
Security deposit received	31.52	12.17
Capital creditors	86.82	80.79
Directors' commission payable	1.38	0.28
Unclaimed fixed deposits and interest thereon*	-	0.09
Unclaimed dividend*	2.24	0.81
Purchase consideration payable	98.70	30.00
Liability towards EPCG obligation (Refer Note 49)	54.22	-
Other liabilities		
- Statutory dues	121.69	67.63
- Others	28.03	13.85
	1,111.77	431.87

* Not due for deposit in Investor Education & Protection Fund

11. Short term provisions

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Provision for tax (net of advance tax ₹5.98 Cr (₹6.03 Cr))	4.28	6.16
Provision for employee benefits	11.89	5.55
Proposed dividend on equity shares	19.32	16.24
Dividend distribution tax	7.18	2.76
Other provisions	9.64	-
	52.31	30.71

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

12. Fixed Assets

	Tangible Own Assets										Total	
	Land (free hold)	Land (Leasehold)	Building	Plant and equipment	Furniture and Fixtures	Vehicles	Office equipment	Live Stock	Mines development			
Cost												
As at 1st April, 2013	485.24	26.42	369.91	3,620.45	7.76	17.62	33.53	-	65.62	-	-	4,626.55
Additions on amalgamation	92.23	-	-	-	-	-	-	-	-	-	-	92.23
Addition during the year	25.27	-	5.58	103.07	3.21	2.95	5.39	-	0.28	-	-	145.75
Less: Disposals during the year	0.73	-	0.80	2.24	0.05	0.92	0.11	-	-	-	-	4.85
Other adjustments - Exch diff	-	-	-	8.61	-	-	-	-	-	-	-	8.61
As at 31st March, 2014	602.01	26.42	374.69	3,729.89	10.92	19.65	38.81	-	65.90	-	-	4,868.29
Additions on acquisitions	7.32	37.19	184.17	2,689.44	11.74	54.30	27.04	0.10	-	-	-	3,011.30
Additions during the year	17.47	0.02	21.10	98.16	0.26	1.42	5.69	-	-	-	-	144.12
Less: Disposals during the year	0.11	-	0.55	2.53	0.40	2.02	3.24	-	-	-	-	8.85
Other adjustments - Exch diff	-	-	-	5.08	-	-	-	-	-	-	-	5.08
As at 31st March, 2015	626.69	63.63	579.41	6,520.04	22.52	73.35	68.30	0.10	65.90	-	-	8,019.94
Depreciation/ Amortization (Refer Note 58)												
As at 1st April, 2013	-	6.10	34.80	591.33	3.67	6.59	14.52	-	6.00	-	-	663.01
Additions on acquisition	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year @	-	1.14	10.99	193.68	0.56	1.60	5.13	-	7.37	-	-	220.47
Less: on disposals	-	-	0.44	0.39	0.05	0.39	0.12	-	-	-	-	1.39
As at 31st March, 2014	-	7.24	45.35	784.62	4.18	7.80	19.53	-	13.37	-	-	882.09
Additions on acquisition	-	2.79	67.00	1,175.41	5.29	41.97	19.39	-	-	-	-	1,311.85
Charge for the year @	3.23	1.27	22.11	222.29	1.20	3.48	12.39	-	6.43	-	-	272.40
Less: on disposals	-	-	0.31	0.46	0.11	1.44	2.56	-	-	-	-	4.88
As at 31st March, 2015	3.23	11.30	134.15	2,181.86	10.56	51.81	48.75	-	19.80	-	-	2,461.46
Net Block												
As at 31st March, 2014	602.01	19.18	329.34	2,945.27	6.74	11.85	19.28	-	52.53	-	-	3,986.20
As at 31st March, 2015	623.46	52.33	445.26	4,338.18	11.96	21.54	19.55	0.10	46.10	-	-	5,558.48

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

12. Fixed Assets (contd.)

	Owned Assets Leased out						Intangible			Grand Total
	Land	Buildings	Plant and equipment	Furniture and fixtures	Other assets	Total	Computer software	Branding	Total	
Cost										
As at 1st April, 2013	2.30	12.19	333.07	0.08	0.01	4,974.20	9.07	14.66	23.73	4,997.93
Additions on acquisitions	-	-	-	-	-	92.23	-	-	-	92.23
Additions during the year	-	-	1.84	0.01	0.01	147.61	4.10	-	4.10	151.71
Less: Disposals during the year	-	-	0.37	-	-	5.22	0.63	-	0.63	5.85
Other adjustments - Exch diff	-	-	-	-	-	8.61	-	-	-	8.61
As at 31st March, 2014	2.30	12.19	334.54	0.09	0.02	5,217.43	12.54	14.66	27.20	5,244.63
Additions on acquisition	-	-	5.74	-	-	3,017.04	9.60	-	9.60	3,026.64
Additions during the year	-	-	3.80	-	0.03	147.95	1.92	-	1.92	149.87
Less: Disposals during the year	-	-	4.33	-	-	13.18	0.72	-	0.72	13.90
Other adjustments - Exch diff	-	-	-	-	-	5.08	-	-	-	5.08
As at 31st March, 2015	2.30	12.19	339.75	0.09	0.05	8,374.32	23.34	14.66	38.00	8,412.32
Depreciation/ Amortization (Refer Note 58)										
as at 1st April, 2013	-	1.20	58.71	0.02	-	722.94	6.62	11.50	18.12	741.06
Additions on acquisitions	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	0.40	19.68	0.01	-	240.56	1.95	3.16	5.11	245.67
Less: on disposals	-	-	-	-	-	1.39	0.12	-	0.12	1.51
As at 31st March, 2014	-	1.60	78.39	0.03	-	962.11	8.45	14.66	23.11	985.22
Additions on acquisition	-	-	5.45	-	-	1,317.30	5.70	-	5.70	1,323.00
Charge for the year @	-	0.42	12.08	0.01	0.01	284.92	2.34	-	2.34	287.26
Less: on disposals	-	-	0.89	-	-	5.77	0.72	-	0.72	6.49
As at 31st March, 2015	-	2.02	95.03	0.04	0.01	2,558.56	15.77	14.66	30.43	2,588.99
Net Block										
As at 31st March, 2014	2.30	10.59	256.15	0.06	0.02	4,255.32	4.09	-	4.09	4,259.41
As at 31st March, 2015	2.30	10.17	244.72	0.05	0.04	5,815.76	7.57	-	7.57	5,823.33

Notes:

@ Includes depreciation charged to other heads ₹12.49 Cr (₹1.62 Cr) and ₹3.19 Cr (₹1.90 Cr) adjusted against deferred capital investment subsidy. Registration of leasehold land at Umrangshu amounting to ₹3.79 Cr (₹3.79 Cr) and freehold land of ₹35.29 Cr (₹37.22 Cr) in the Group's name is pending. Addition to Fixed Assets include borrowing cost of ₹0.37 Cr capitalised during the year.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

13. Non-current Investments

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Trade investments		
A. Equity Shares		
In Associates (Quoted)		
Nil (27,312,107) Shares of ₹2/- each fully paid up in OCL India Limited	-	576.15
In Joint Venture (Unquoted)		
38,35,000 (Nil) Shares of ₹10/- each fully paid up in Radhikapur (West) Coal Mining Pvt Ltd	3.83	-
Others		
Equity Shares (Quoted)		
14,829,764 (14,829,764) Equity Shares of ₹2/- each fully paid up in Dalmia Bharat Sugar and Industries Limited	28.94	28.94
36,000 (36,000) Equity Shares of ₹10/- each fully paid up in G.S.Homes & Hotels Private Limited (Unquoted)	0.50	0.50
73,450 (Nil) Equity Shares of ₹10/- each fully paid up in Orissa Industries Limited (Unquoted)	0.02	-
Others (Quoted)	0.02	0.02
49,290 (49,290) Equity Shares of ₹10/- each fully paid up in Dalmia Electrodyne Technilogies (P) Limited (Unquoted)	1.75	1.75
Others (Unquoted)	0.01	0.01
	1.76	1.76
Less: Provision for diminution in value of investments	1.76	-
5,900 (5,900) zero coupon optionally redeemable convertible debentures of ₹1,00,000/- each in Saroj Sunrise Pvt. Ltd. (Refer Note 48)	59.00	59.00
B. Units of Mutual Funds (Quoted)		
Debt based schemes	4.30	4.33
Equity based schemes	0.06	0.06
C. Tax Free Bonds (Quoted)		
8.30% NHAI tax free bonds	0.50	0.50
D. Units of Urban Infrastructure Opportunities Fund (Unquoted)		
1,188 (1,188) Units of ₹86,750/- (₹87500/-) each fully paid up in Urban Infrastructure Opportunities Fund	10.39	10.46
Total	107.56	679.96
Quoted (including Mutual Funds):		
Book Value	33.82	610.00
Market Value	33.90	533.06
Book Value of Unquoted Investments	73.74	69.96
Aggregate Provision for diminution in value of Investment	1.76	1.76

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

14. Long term loans and advances (Considered good and unsecured unless otherwise stated)

(₹ Crore)

	As at		As at	
		March 31, 2015		March 31, 2014
Capital advances		116.98		132.44
Security deposit made				
- Related parties	-		1.25	
- Others	45.53	45.53	32.93	34.18
Loans and advances to:				
Employees@		1.36		1.15
Others		29.14		29.70
Advances recoverable in cash or in kind or for value to be received				
Considered good		19.28		0.20
Considered doubtful	66.02		5.01	
Less: Provision for doubtful advances	66.02	-	5.01	-
Incentives receivable		18.21		96.12
Subsidy receivable	19.46		5.54	
Less: Provision for doubtful recovery	0.27	19.19	5.54	-
MAT credit entitlement		70.74		3.29
Advance income tax (net of provision for tax ₹50.55 Cr (₹38.10 Cr))		90.14		35.05
Deposit and balances with Government departments and other authorities		39.83		86.62
		450.40		418.75
@includes				
Due from officers of the Company		1.36		1.15

15. Other Non Current Assets

(₹ Crore)

	As at		As at	
		March 31, 2015		March 31, 2014
Deposits with original maturity of more than 12 months		14.49		4.25
		14.49		4.25

* includes ₹4.17 Cr (₹4.25 Cr) pledged with various Government authorities/ institutions.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

16. Current Investments

(₹ Crore)

	As at		As at	
	March 31, 2015		March 31, 2014	
Non trade				
Equity shares (Quoted)				
5,20,400 (5,20,400) Shares of ₹1/- each fully paid up in The Ramco Cements Limited	10.13		10.13	
50,000 (50,000) Shares of ₹10/- each fully paid up in Poddar Pigments Limited.	0.21		0.21	
12,900 (12,900) Shares of ₹10/- each fully paid up in Reliance Industries Limited	1.57		1.57	
699,720 (699,720) Shares of ₹5/- each fully paid up in Reliance Communications Limited	6.81		6.81	
	18.72		18.72	
Less: Provision for diminution in value of investment	2.66	16.06	-	18.72
Units of Mutual Funds (Quoted)				
Debt based schemes		1,167.83		534.94
Commercial Paper				
Axis Finance Ltd.		399.05		-
Total		1,582.94		553.66
Quoted				
Book Value		1,183.89		553.66
Market Value		1,209.41		585.23
Aggregate Provision for diminution in value of Investment		2.66		-
Book value of unquoted investments		399.05		-

17. Inventories

(₹ Crore)

	As at		As at	
	March 31, 2015		March 31, 2014	
Raw Materials				
On hand		122.55		25.64
In transit		4.57		0.15
Work in progress		84.08		37.35
Finished goods				
On hand		155.00		42.88
In transit		9.53		1.27
Stores, spares etc				
On hand		292.15		220.03
In transit		61.44		3.79
		729.32		331.11

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

18. Trade receivables

(₹ Crore)

		As at March 31, 2015	As at March 31, 2014
A) Receivables outstanding for a period exceeding six months from the date they are due for payment			
Considered good			
Secured		8.06	1.13
Unsecured		18.84	21.87
Considered doubtful	60.49		41.19
Less: Provision for bad and doubtful receivables	60.49	-	41.19
	(A)	26.90	23.00
B) Other receivables			
Considered good			
Secured		183.69	78.37
Unsecured		374.28	248.63
Considered doubtful	0.92		0.60
Less: Provision for bad and doubtful receivables	0.92	-	0.60
	(B)	557.97	327.00
Trade receivables (A+B)		584.87	350.00
Less: Provision for rebate / discount		74.81	71.81
		510.06	278.19

19. Cash and cash equivalents

(₹ Crore)

	As at March 31, 2015	As at March 31, 2014
Cash on hand	4.40	0.16
Cheques in hand	21.58	0.15
Balances with scheduled banks :		
- On current accounts	313.89	57.67
- On deposit accounts	164.86	23.46
- Unpaid dividend accounts	2.24	0.81
Other bank balances:		
- Margin money (pledged with bank / Govt. authorities)	21.11	2.14
	528.08	84.39

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

20. Short term loans and advances

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Secured		
Loan to Employees@	0.13	-
Unsecured Considered good		
Loan to		
- Employees@	4.05	1.59
- Related parties (Refer Note 44)	50.00	66.00
- Others	63.35	40.00
Advances recoverable in cash or in kind or for value to be received		
Related parties (Refer Note 44)	0.07	0.36
Others	81.11	77.89
Considered doubtful	4.87	63.83
Less: Provision for doubtful advances	4.87	63.83
Prepaid expenses	14.70	6.01
Subsidy/Incentive receivable	348.85	177.62
Interest receivable	9.89	5.17
Deposit and balances with Government departments and other authorities	209.44	62.81
	781.59	437.45
@includes		
Due from officers of the Company	4.18	1.59

21. Other current assets

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Material held for disposal	0.21	0.17
Unamortised premium on forward contracts	0.54	1.64
	0.75	1.81

22. Revenue from operations

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Cement sales	3,658.62	3,091.78
Refractory goods sales	56.12	65.78
Management services	33.94	34.13
Power sales	77.34	82.45
Traded Sales	22.54	10.85
Lease Rent	2.11	2.21
Other operating revenue	53.59	50.43
Sales Tax incentive/VAT remission	49.93	42.65
Excise Refund	44.43	44.89
	3,998.62	3,425.17

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

23. Other income

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Dividend income		
- from non-current investments	-	0.37
- from current investments	5.63	4.17
Interest Income	21.76	17.47
Profit on sale of Investments	63.99	40.73
[including provision written back for diminution in value of investments Nil (₹4.24 Cr)]		
Less: Loss on sale of investment [including provision for diminution in value of investments ₹2.66 Cr (Nil)]	2.66	0.70
Exchange fluctuation	0.10	-
Miscellaneous receipts	4.52	7.61
	93.34	69.65

24. Cost of materials consumed

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Class of product		
Limestone	192.90	138.69
Clinker	125.69	56.44
Gypsum	24.37	21.63
Fly ash	76.96	84.60
Slag	25.49	-
Bauxite	-	25.56
Others	33.53	44.02
	478.94	370.94

25. Change in inventories of finished goods and work in progress

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Finished Goods		
- Closing stock	164.53	44.16
- Opening stock	44.16	68.51
Add: Additions on acquisition	127.11	-
	6.74	24.35
Work-in-Process		
- Closing stock	84.08	37.35
- Opening stock	37.35	30.57
Add: Additions on acquisition	41.35	-
	(5.38)	(6.78)
(Increase) / Decrease	1.36	17.57

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

26. Employee benefits expense

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, wages and bonus	241.82	194.97
Expenses on Employees Stock Options Scheme	1.26	-
Contribution to provident fund and other funds	14.15	11.33
Workmen and staff welfare expenses	21.52	19.38
	278.75	225.68

27. Other expenses

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Power and fuel (net of subsidy/incentives of ₹0.32 Cr (₹40.87 Cr))	712.09	773.16
Processing charges	-	16.99
Packing materials	125.67	134.40
Consumption of stores and spare parts	39.95	19.21
Freight charges (net of subsidy of ₹47.67 Cr (₹35.08 Cr))	624.90	531.12
Repairs and maintenance :		
- Plant & machinery	117.62	83.69
- Buildings	6.87	3.78
Rent	11.43	8.74
Rates and taxes	19.26	14.72
Insurance (net of subsidy of ₹0.82 Cr (₹0.87 Cr))	4.36	3.42
Depot expenses	72.00	74.71
Professional charges	42.51	35.94
Advertisement and publicity	71.15	51.11
Rebate and discounts	35.74	21.61
Excise duty variation on opening/closing inventories	(0.93)	(0.25)
Foreign exchange fluctuation	1.05	11.52
Corporate Social responsibility expense	2.81	-
Cost for obligations	37.64	-
Miscellaneous expenses	180.50	140.68
	2,104.62	1,924.55

28. Finance Costs

	(₹ Crore)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest		
- On term loans and debentures	344.16	252.80
- On short term borrowings (net of subsidy of ₹2.88 Cr (₹1.17 Cr))	25.09	11.77
- Others	26.45	18.14
Other borrowing cost	32.28	8.84
Exchange differences to the extent considered as an adjustment to borrowing cost	6.40	23.59
	434.38	315.14

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

29. Earning per share

	For the year ended March 31, 2015	For the year ended March 31, 2014
Basic EPS		
Net profit for calculation of basic EPS (₹ in Cr)	3.05	(8.42)
Total number of equity shares outstanding at the end of the year	81,189,303	81,189,303
Weighted average number of equity shares in calculating Basic EPS	81,189,303	81,189,303
Basic EPS (₹)	0.38	(1.04)
Diluted EPS		
Net profit for calculation of diluted EPS (₹ in Cr)	3.05	(8.42)
Weighted average number of equity shares Outstanding for calculation of diluted EPS	81,735,837	81,735,837
Diluted EPS (₹)	0.37	(1.03)

30. The Group comprises of the following entities:

The subsidiaries, associates and joint ventures considered in the consolidated financial statements are:

Name of the Company	Country of incorporation	Percentage of Ownership held as at March 31, 2015	Percentage of Ownership held as at March 31, 2014
Subsidiaries			
Dalmia Cement (Bharat) Limited	India	85.01%	85.01%
Dalmia Power Limited	India	100%	100%
Kanika Investments Limited	India	100%	100%
Subsidiaries of Dalmia Cement (Bharat) Limited			
Adhunik Cement Limited	India	100%	100%
Arjuna Brokers & Minerals Limited	India	100%	100%
Calcom Cement India Limited	India	76.00%	75.63%
D.I. Properties Limited	India	100%	100%
Dalmia Bharat Cement Holding Limited	India	100%	100%
Dalmia Minerals & Properties Limited	India	100%	100%
Geetee Estates Limited	India	100%	100%
Golden Hills Resorts Private Limited	India	100%	100%
Hemshila Properties Limited	India	100%	100%
Ishita Properties Limited	India	100%	100%
Rajputana Properties Private Limited	India	100%	100%
Jayevijay Agro Farms Private Limited (w.e.f 5th June 2014)	India	100%	-
OCL India Limited (w.e.f 25th Feb 2015)	India	74.66%	-
Shri Rangam Properties Limited	India	100%	100%
Shri Radha Krishna Brokers & Holdings Limited	India	100%	100%
Sri Dhandaauthapani Mines & Minerals Limited	India	100%	100%
Sri Madhusudana Mines & Properties Limited	India	100%	100%
Sri Shanmugha Mines & Minerals Limited	India	100%	100%
Sri Swaminatha Mines & Minerals Limited	India	100%	100%
Sri Subramanya Mines & Minerals Limited	India	100%	100%
Sri Trivikrama Mines & Properties Limited	India	100%	100%
Step Down subsidiaries of Dalmia Cement (Bharat) Limited			
Adhunik MSP Cement (Assam) Limited (subsidiary of Adhunik Cement Limited)	India	100%	100%
Cosmos Cements Limited (subsidiary of Dalmia Minerals & Properties Limited)	India	100%	100%

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

30. The Group comprises of the following entities: (contd.)

The subsidiaries, associates and joint ventures considered in the consolidated financial statements are:

Name of the Company	Country of incorporation	Percentage of Ownership held	Percentage of Ownership held
		as at March 31, 2015	as at March 31, 2014
Odisha Cement Limited [(subsidiary of OCL India Limited (w.e.f 25th Feb 2015))]	India	100%	-
OCL China Limited [(subsidiary of OCL Global Limited (w.e.f 25th Feb 2015))]	China	90%	-
OCL Global Limited [(subsidiary of OCL India Limited (w.e.f 25th Feb 2015))]	Mauritius	100%	-
RCL Cements Limited (subsidiary of Vinay Cements Limited)	India	100%	100%
SCL Cements Limited (subsidiary of Vinay Cements Limited)	India	100%	100%
Shri Rangam Securities & Holdings Limited (subsidiary of Dalmia Bharat Cement Holdings Limited)	India	100%	100%
Dalmia Cement East Limited (subsidiary of Shri Rangam Securities & Holdings Limited), (w.e.f. 16th Nov 2014)	India	100%	-
Sutnga Mines Private Limited (subsidiary of Dalmia Minerals & Properties Limited)	India	100%	100%
Vinay Cements Limited (subsidiary of Calcom Cement India Limited)	India	97.21%	97.21%
Step down subsidiary of Dalmia Bharat Limited			
DCB Power Venture Limited (DCBPVL) # (subsidiary of Dalmia Power Limited)	India	100%	100%
Associates of Dalmia Cement (Bharat) Limited			
OCL India Limited (Upto 24th Feb 2015)	India	-	48.00%
Joint Venture			
Khappa Coal Company Private Limited	India	36.73%	36.73%
Radhikapur (West) coal mining Private Limited (JV of OCL India Limited) (w.e.f 25th Feb 2015)	India	7.029%	-

The share capital in DCB Power Venture Limited is held 74% by Dalmia Power Limited and 26% by Dalmia Cement (Bharat) Limited.

31. Details relating to Net Assets and Profit or Loss in respect of Subsidiaries, Associates and Joint Ventures:

Name of the entity	Net Assets		Share in profit / loss	
	Amount (₹ In. Cr)	As % of consolidated net assets	Amount (₹ In. Cr)	As % of consolidated profit / loss
Subsidiaries				
A. Parent				
Dalmia Bharat Limited	582.33	18.97%	25.10	822.95%
B. Subsidiaries				
Indian Subsidiaries				
Adhunik Cement Limited	59.30	1.93%	(69.34)	-2,273.44%
Adhunik MSP Cement (Assam) Limited	2.00	0.07%	0.00	0.00%
Arjuna Brokers & Minerals Limited	0.06	0.00%	0.00	0.00%
Calcom Cement India Limited	147.28	4.80%	(26.09)	-855.41%
Cosmos Cements Limited	13.72	0.45%	(0.03)	-0.98%
D.I. Properties Limited	0.57	0.02%	(0.05)	-1.64%
Dalmia Bharat Cement Holding Limited	298.15	9.71%	(34.34)	-1,125.90%
Dalmia Cement Bharat Limited	2,958.51	96.36%	68.12	2,233.44%

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

31. Details relating to Net Assets and Profit or Loss in respect of Subsidiaries, Associates and Joint Ventures: (contd.)

Name of the entity	Net Assets		Share in profit / loss	
	Amount (₹ In. Cr)	As % of consolidated net assets	Amount (₹ In. Cr)	As % of consolidated profit / loss
Subsidiaries				
Dalmia Cement East Limited (formerly known as Bokaro Jaypee Cement Limited) (w.e.f 16th Nov 2014)	210.48	6.86%	(14.11)	-462.62%
Dalmia Minerals & Properties Limited	0.00	0.00%	(0.03)	-0.98%
Dalmia Power Limited	0.28	0.01%	0.00	0.00%
DCB Power Ventures Limited	391.12	12.74%	23.85	781.97%
Geetee Estates Limited	0.44	0.01%	(0.01)	-0.33%
Golden Hills Resorts Private Limited	1.00	0.03%	0.00	0.00%
Hemshila Properties Limited	0.68	0.02%	0.14	4.59%
Ishita Properties Limited	(3.09)	-0.10%	0.31	10.16%
Jayevijay Agro Farms Private Limited (w.e.f 5th June 2014)	(0.22)	-0.01%	(0.23)	-7.54%
Kanika Investments Limited	4.38	0.14%	(0.03)	-0.98%
OCL India Limited (w.e.f 25th Feb 2015)	1,196.21	38.96%	13.29	435.63%
Odhisa Cement Limited (w.e.f 25th Feb 2015)	0.04	0.00%	(0.00)	-0.01%
Rajputana Properties Private Limited	0.01	0.00%	0.00	0.00%
RCL Cements Limited	16.73	0.54%	(0.15)	-4.92%
SCL Cements Limited	(16.30)	-0.53%	(4.45)	-145.90%
Shri Radha Krishna Brokers & Holdings Limited	0.08	0.00%	0.00	0.00%
Shri Rangam Properties Limited	0.92	0.03%	0.17	5.57%
Shri Rangam Securities & Holdings Limited	907.22	29.55%	(0.83)	-27.21%
Sri Dhandauthapani Mines & Minerals Limited	0.14	0.00%	0.00	0.00%
Sri Madhusudana Mines & Properties Limited	0.28	0.01%	(0.01)	-0.33%
Sri Shanmugha Mines & Minerals Limited	0.05	0.00%	0.00	0.00%
Sri Subramanya Mines & Minerals Limited	0.07	0.00%	0.00	0.00%
Sri Swaminatha Mines & Minerals Limited	0.20	0.01%	(0.01)	-0.33%
Sri Trivikrama Mines & Properties Limited	(0.02)	0.00%	(0.18)	-5.90%
Sutnga Mines Private Limited	1.96	0.06%	0.00	0.00%
Vinay Cements Limited	(74.16)	-2.42%	(31.29)	-1,025.90%
Foreign Subsidiaries				
OCL Global Limited (w.e.f 25th Feb 2015)	44.64	1.45%	0.77	25.25%
OCL China Limited (w.e.f 25th Feb 2015)	60.06	1.96%	0.62	20.33%
Less: Minority Interest in all subsidiaries	747.66	-24.35%	(17.61)	577.38%
C. Associates				
(Investment as per equity method)				
Indian Associates				
OCL India Limited (OCL) (up to 24th Feb,15)	NA	NA	48.53	1,591.15%
D. Joint Ventures				
(As per proportionate consolidation / investment as per equity method)				
Indian Joint Ventures				
Khappa Coal Company Private Limited	1.84	0.06%	0.00	0.00%
Radhikapur (West) coal mining Private Limited (w.e.f 25th Feb 2015)	3.51	0.11%	0.00	0.00%
Less: Elimination / Adjustments	(2,992.65)	-97.48%	(14.28)	-468.08%
Total	3,070.16	100%	3.05	100%

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

32. Contingent liabilities (not provided for) in respect of:

		(₹ Crore)	
S. No.	Particulars	2014-15	2013-14
Parent Company			
a)	Claims against the Company not acknowledged as debts	-	-
Subsidiaries			
a)	Claims against the Company not acknowledged as debts	170.94	63.81
b)	Demand raised by following authorities in dispute:		
	Excise, Customs, Service tax, VAT and Sales tax	223.14	253.79
	Income tax matters	13.06	190.38
c)	Guarantees/Counter Guarantees given to banks on account of guarantees issued by the banks to Bodies Corporate	-	4.00
d)	Other monies for which Company is contingently liable	1.19	-
	Total	408.33	511.98
Joint Venture			
a)	Bank Guarantee issued to Ministry of Coal	-	1.43

Based on favourable decisions in similar cases, legal opinion taken by the Group, discussions with the solicitors etc. the Group believes that there is a fair chance of favourable decisions in respect of the items listed above and hence no provision is considered necessary against the same.

33. The Group's subsidiary Dalmia Cement (Bharat) Limited has received summons from the Court of Principal Special Judge for CBI cases Hyderabad, under Section 120 (b) read with Section 420 of Indian Penal Code. The investigating agency has alleged that its Investment in Bharthi Cement and acquisition of Eswar Cements Private Limited were made for the benefit of an influential person in the State, prime accused in the case, as a quid pro quo for grant of prospecting license over certain limestone bearing land in the State of Andhra Pradesh. However, both the investments made by Dalmia Bharat Sugar and Industries Limited were genuine investments as permitted under that Company's Memorandum and Articles of association and duly approved by the Board of Directors. The proceedings are still at the preliminary stage and in the opinion of the management, no adverse impact is expected to devolve on the management on conclusion of such proceedings.

34. Capital and other commitment

		(₹ Crore)	
Particulars		2014-15	2013-14
a)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)		
	In respect of Parent	-	-
	In respect of Subsidiaries	143.64	343.05
b)	Estimated amount of contracts remaining to be executed on other than capital account and not provided for (net of advances)		
	In respect of Parent	-	-
	In respect of Subsidiaries	3.67	58.52
c)	Export obligation on import of equipment's and spare parts under EPCG Scheme		
	In respect of Parent	-	-
	In respect of Subsidiaries	282.74	509.61
d)	Commitment towards forestry department as per the Forest (Conservation) Act , 1980		
	In respect of Parent	-	-
	In respect of Subsidiaries	31.60	31.60

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

35. Remuneration paid to auditors (included in miscellaneous expenses):

Parent Company		(₹ Crore)	
Particulars	2014-15	2013-14	
Statutory auditors			
a) As an auditor			
i) Statutory audit fee	0.04	0.04	
ii) Other services	0.01	0.01	
iii) For expenses	0.01	0.01	

Subsidiaries		(₹ Crore)	
Particulars	2014-15	2013-14	
Statutory auditors			
a) as an auditor			
i) Statutory audit fee	0.47	0.44	
ii) Tax audit fee	0.03	0.03	
iii) Limited reviews	0.44	0.35	
In other capacity			
i) Company law matters	-	0.02	
ii) Certification fee	0.02	0.01	
Reimbursement of expenses	0.09	0.14	
Cost Auditor			
a) Audit Fee	0.03	0.02	
b) For Expenses	-	-	

36. In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

37. Goodwill in the balance sheet as per the details given below represents goodwill arising on consolidation of subsidiaries. Such Goodwill had been tested for impairment by the management and no amortisation is required for the same.

		(₹ Crore)	
Particulars	2014-15	2013-14	
Subsidiaries			
Golden Hills Resorts Private Limited	4.00	4.00	
Rajputana Properties Private Limited	0.24	0.24	
Ishita Properties Limited	0.47	0.47	
Arjuna Brokers & Minerals Limited	0.01	0.01	
Sri Shanamugha Mines & Minerals Limited	0.01	0.01	
Dalmia Minerals & Properties Limited	0.10	0.10	
Adhunik Cement Limited	253.42	250.21	
Calcom Cement India Limited	214.03	213.90	
Dalmia Power Limited	0.06	0.06	
OCL India Limited	732.19	-	
Dalmia Cement East Limited	759.75	-	
Total	1,964.28	469.00	

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

38. Operating Lease

Assets taken on lease

The group has entered into cancellable lease agreements with an average life of between one to five years with renewal option at the mutual consent of lessor & lessee. Some of the lease agreements contain escalation clause of upto 10%. There are no restrictions placed upon the group by entering into these leases.

Particulars	(₹ Crore)	
	2014-15	2013-14
Lease payments for the year	11.99	19.19
Total	11.99	19.19

Assets given on lease

The group has leased out building, plant and machinery etc. on operating lease. In one of the leases, lease term was for 10 years and thereafter not renewable. There was no escalation clause in this lease agreement. There are no restrictions imposed by lease arrangements.

There is no uncollectible minimum lease payments receivable at the balance sheet date.

Future Minimum Lease Receipts	(₹ Crore)	
	2014-15	2013-14
Not later than one year	-	2.38
Later than one year and not later than five years	-	1.26
Later than five years	-	0.69
Total	-	4.33

Assets given under finance lease

The group has given certain vehicles on finance leases.

Future Minimum Lease Payments (MLP) under finance leases together with present value of the net minimum lease payments are as follows:

	(₹ Crore)			
	As at March 31, 2015 -MLP	As at March 31, 2015 Present Value of MLP	As at March 31, 2014 -MLP	As at March 31, 2014 Present Value of MLP
Within one year	0.80	0.77	0.80	0.77
After one year but not more than three years	-	-	-	-
More than three years	-	-	-	-
Total minimum lease payments	0.80	0.77	0.80	0.77
Less : Amounts representing finance charges	(0.03)		(0.03)	-
Less : Provisions for doubtful advances	(0.77)	(0.77)	(0.70)	(0.70)
Present Value of Minimum Lease Payments	-	-	0.07	0.07

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

39. Particulars of forward contracts outstanding and un-hedged foreign currency exposure as at the balance sheet date:

Forward contract outstanding as at Balance Sheet date:

(₹ Crore)

Particulars	Currency	Amount in Foreign Currency	Amount (₹ in Cr.)	Purpose
Buy	Euro	50,000	0.34	To hedge the import creditors
		(-)	(-)	
Total	Euro	50,000	0.34	
		(-)	(-)	
Buy	USD	25,420,083	159.28	To hedge the repayment of principal and interest
		(17,389,535)	(104.20)	foreign currency loans.
Buy	USD	100,000	0.63	To hedge the import creditors
		(Nil)	(Nil)	
Total	USD	25,520,083	159.91	
		(17,389,535)	(104.20)	

Particulars of unhedged foreign currency exposure:

Particulars	Amount in Foreign Currency	Amount (₹ in Cr.)
Foreign currency loans and interest thereon	USD 81,030,235 (USD 46,841,108) (Closing rate 1 USD = ₹62.66 (₹59.92))	507.74 (280.68)
Foreign currency loans and interest thereon	EUR 563,000 (EUR Nil) (Closing rate 1 EUR = ₹67.6307 (₹82.745))	3.81 (Nil)
Foreign currency loans and interest thereon	GBP 433,00 (GBP Nil) (Closing rate 1 GBP = 92.5904 (₹99.8498))	4.01 (Nil)
Trade Payables	USD 10,297,000 (USD 1,161,223) (Closing rate 1 USD = ₹62.66 (₹59.92))	64.52 (6.96)
Trade Payables	EUR 939,698 (USD 24,244) (Closing rate 1 EUR = ₹67.6307 (₹82.745))	6.36 (0.20)
Trade Payables	JPY 667,000 (JPY Nil) (Closing rate 1 JPY = ₹0.53 (₹0.58))	0.04 (Nil)
Trade Payables	GBP 28,500 (GBP Nil) (Closing rate 1 GBP = 92.5904 (₹99.8498))	0.26 (Nil)
Trade Receivables for Export Sales	USD 1,265,757 (USD 643,589) (Closing rate 1 USD = ₹62.66 (₹59.92))	7.95 (3.86)
Trade Receivables for Export Sales	EUR 411,000 (EUR Nil) (Closing rate 1 EUR = ₹67.6307 (₹82.745))	2.78 (Nil)
Trade Receivables for Export Sales	GBP 767,000 (GBP Nil) (Closing rate 1 GBP = 92.5904 (₹99.8498))	7.10 (Nil)

40. Gratuity and Other Post Employment Benefit Plans

Gratuity

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with insurance company in the form of a qualifying insurance policy. In some of the subsidiaries, there is unfunded benefit gratuity plan.

Provident fund

The Group contributes provident fund liability to Dalmia Cement Provident Fund Trust. As per the Guidance Note on implementing notified AS 15, Employee Benefits issued by the Ministry of Corporate Affairs (MCA), provident funds set up by the employers, which require interest shortfall to be met by the employer, need to be treated as defined benefit plan.

Actuarial valuation for provident fund was carried out in accordance with the Guidance Note issued by the Actuarial Society of India, and accordingly, the Group has provided shortfall in provident fund liability in the books.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the plan.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

40. Gratuity and Other Post Employment Benefit Plans (contd.)

Statement of Profit and Loss

Net employee benefit expense (recognised in employee benefit expenses)

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Current service cost	3.05	2.57	4.53	1.32
Interest cost on benefit obligation	1.75	1.59	0.85	0.60
Expected return on plan assets	(1.93)	(1.72)	(0.77)	0.61
Net actuarial (gain)/ loss recognized in the year	2.59	(0.64)	0.44	(0.03)
Net benefit expense	5.46	1.81	4.65	1.28
Actual return on plan assets	1.75	1.56	-	-

Balance Sheet

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Present value of defined benefit obligation as at year-end	48.83	21.69	30.90	17.59
Fair value of plan assets as at year-end	42.38	20.99	30.38	17.41
Funded status {(Surplus/(Deficit)}	(6.45)	(0.70)	(0.52)	(0.18)
Net asset/(liability) as at year end	(6.45)	(0.70)	(0.52)	(0.18)

Changes in the present value of the defined benefit obligation are as follows:

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Opening defined benefit obligation	21.69	19.86	17.59	16.00
Contribution by plan participation / employees			7.09	1.87
Acquisition adjustments	21.07	-		
Current service cost	3.05	2.57	4.53	1.32
Interest Cost	1.75	1.58	1.87	1.31
Benefits paid out of funds	(1.19)	(1.57)	(1.53)	(2.93)
Actuarial (gains)/ losses on obligation	2.46	(0.75)	0.35	0.03
Settlements / Transfer in			1.00	-
Closing defined benefit obligation	48.83	21.69	30.90	17.59

Changes in the fair value of plan assets are as follows:

(₹ Crore)

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Opening fair value of plan assets	20.99	18.29	17.41	15.95
Acquisition Adjustments	20.57	-		
Contribution by plan participation / employees			7.07	1.87
Expected return on plan assets	0.51	0.32	0.80	0.74
Actual return on plan assets	1.42	1.39	0.78	0.61
Contribution by employer	0.26	2.55	4.52	1.32
Benefits paid	(1.09)	(1.44)	(1.53)	(2.94)
Actuarial gains/ (losses) on obligation	(0.28)	(0.12)	0.28	(0.14)
Settlements / Transfer in	-	-	1.05	-
Closing fair value of plan assets	42.38	20.99	30.38	17.41

The Group expects to contribute ₹7.07 Cr (3.71 Cr) to gratuity in 2015-16 and ₹1.90 Cr (₹0.79 Cr) to PF Trust.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

40. Gratuity and Other Post Employment Benefit Plans (contd.)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Qualifying Insurance Policy	99.50%	99.60%	-	-
Bank Balance	0.50%	0.40%	-	-
Govt. securities and financial securities as defined under Income Tax rules/ PF rules	-	-	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining defined benefit plans for the Group are shown below:

Particulars	Gratuity (Funded)		PF Trust (Funded)	
	2014-15	2013-14	2014-15	2013-14
Discount Rate	7.75%	8.00%	7.90%	9.00%
Expected rate of return on assets	8.5% to 9.00%	8.76 % to 8.85%	-	-
Mortality Table	IALM (2006-08) duly modified	IALM (1994-96) duly modified	IALM (2006-08) duly modified	IALM (1994-96) duly modified
Salary Escalation	7.00%	7.00%	-	-

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts in respect of defined benefit plans are as follows:

Particulars	Gratuity (Funded)					PF Trust (Funded)			
	2014-15	2013-14	2012-13	2011-12	2010-11	2014-15	2013-14	2012-13	2011-12
Defined benefit obligation	48.83	21.69	19.86	13.65	11.51	30.90	17.59	16.00	15.09
Plan assets	42.38	20.99	18.29	14.72	13.78	30.38	17.41	15.95	15.01
Surplus/ (deficit)	(6.45)	(0.70)	(1.57)	1.07	2.27	(0.52)	(0.18)	(0.05)	0.08
Experience adjustment on plan assets	(0.61)	(0.16)	(0.03)	0.02	0.96	0.29	-	-	-
Experience adjustment on plan liabilities	(1.97)	0.96	(1.67)	0.01	0.05	(0.37)	-	-	-

No actuarial valuation for PF trust was carried out for financial year 2010-11 in absence of Guidance Note for the same.

Provident and other funds

Contribution to Defined Contribution Plans:

Particulars	(₹ Crore)	
	2014-15	2013-14
Provident Fund/Superannuation fund/ ESI/ Pension Scheme	11.63	9.46

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

41. Employee share based payments

- a) Employee stock option scheme 2011-“ESOP 2011” was approved by the shareholders of the company in their meeting held on 26th May, 2011. The Company has granted 13,15,000 options to eligible employees of the company including employees of subsidiary company. Details of options granted under “ESOP 2011” are as under:

Particulars	Tranche I	Tranche II
Nos. of Options	10,75,000	2,40,000
Method of Accounting	Intrinsic value	Intrinsic value
Method of Settlement	Equity settlement	Equity settlement
Vesting Plan	Graded vesting over a period of 5 years (10% after one year, 10% after 2 years, 20% after 3 years, 30% after 4 years and 30% after 5 years) linked with individual performance and achievement of targeted share price.	Graded vesting over a period of 5 years (10% after two years, 15% after 3 years, 20% after 4 years, 25% after 5 years and 30% after 6 years) linked with individual performance and achievement of targeted share price.
Exercise Period	3 Years from the date of Vesting	3 Years from the date of Vesting
Grant Date	18-5-2012	29-1-2015
Grant Price (₹ Per share)	105.50	217.23
30 days weighted average market Price on the date of Grant of Option (₹ Per share)	131.87	434.46
Discount on 30 days weighted average Price	20%	50%
Contractual life	8 years	9 years

- b) Movement of Options Granted:

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Outstanding at the beginning of the year	6,70,500	9,10,000
Granted during the year	2,40,000	-
Exercised during the year	-	-
Forfeited during the year	48,000	1,48,500
Expired during the year	74,500	91,000
Outstanding at the end of the year	7,88,000	6,70,500

- c) Movement of Exercisable Options:

	(₹ Crore)	
	As at March 31, 2015	As at March 31, 2014
Exercisable at the beginning of the year	-	-
Vested during the year	-	-
Exercised during the year	-	-
Vested Options forfeited	-	-
Options exercisable at the end of the year	-	-

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

42. Segment Information

Primary Segment: Business Segment

The Group's operating businesses are organized and managed separately according to the nature of products manufactured and services provided. The identified reportable segments are Own Manufactured Cement, Management Services and Others.

The "Own Manufactured Cement Segment" includes manufacture and marketing of Cement.

The Group caters mainly to the needs of the domestic market. The export turnover is not significant in the context of total turnover. As such there are no reportable Geographical Segments.

Segment Information

The following table presents segment revenues, results, assets & liabilities in accordance with AS-17 as on March 31, 2015.

Segment Particulars	Cement	Refractory	Management Services	Others	Total
(₹ Crore)					
Revenue					
Gross Revenue	3956.79	-	168.60	45.08	4170.47
	(3342.40)	(77.61)	(152.47)	(33.89)	(3606.37)
Less: Inter/ Intra Segment Revenue	0.92	-	134.66	36.27	171.85
	(19.35)	(11.83)	(118.34)	(31.68)	(181.20)
Less: Excise Duty	484.50	-	-	-	484.50
	(409.35)	(-)	(-)	(-)	(409.35)
Total Revenue	3471.37	-	33.94	8.81	3514.12
	(2913.70)	(65.78)	(34.13)	(2.21)	(3015.82)
Results					
Segment result	288.27	-	19.24	21.92	329.43
	(189.81)	(0.46)	(30.10)	(9.82)	(230.19)
Less: Finance Cost					434.38
					(315.14)
Add: Other unallocable income net of unallocable expenditure					88.72
					(62.04)
Profit/(loss) before tax					-16.23
					(-22.91)
Tax expense					46.86
					(64.43)
Share of profit in Associates					48.53
					(48.77)
Less: Minority interest					-17.61
					(-30.15)
Profit/(loss) after tax					3.05
					(8.42)
Assets	10097.74	-	124.72	299.74	10522.20
	(5630.10)	(38.39)	(150.05)	(295.04)	(6113.58)
Non Segments Assets					3884.83
					(2642.25)
Total Assets					14407.03
					(8755.83)
Liabilities	2042.12	-	31.54	10.54	2084.20
	(940.03)	(20.69)	(33.96)	(11.50)	(1006.18)
Non Segments liabilities					9252.67
					(4654.91)
Total Liabilities					11336.87
					(5661.09)
Depreciation	270.79	-	3.98	12.49	287.26
	(223.25)	(-)	(2.33)	(20.09)	(245.67)
Capital Expenditure	148.79	-	2.33	3.83	154.95
	(155.37)	(-)	(3.08)	(1.85)	(160.30)

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

43. During the year, the Group has incurred expenditure related to acquisition/construction of fixed assets and therefore accounted for the same as pre-operative expenses under Capital work in progress. Details of such expenses capitalised and carried forward as part of capital work in progress are given below:

Subsidiaries

	(₹ Crore)	
	2014-15	2013-14
Brought forward from last year	255.74	129.60
Expenditure incurred during the year		
Consumption of raw materials on trial production	0.50	3.14
Employee benefit expenses	17.12	13.19
Other Expenses		
Power and fuel	3.36	0.87
Consumption of stores and spares parts	0.46	0.43
Packing materials consumed on trial production	-	0.16
Repairs and maintenance	2.34	0.63
Rent	0.42	0.76
Rates and taxes	0.16	0.59
Insurance	0.98	0.84
Professional expenses	33.93	21.71
Miscellaneous expenses	9.17	20.63
Depreciation	3.72	1.47
Interest and finance expense	148.69	76.23
Total expenses for the year	220.85	140.65
Less: Income		
Sales from trial production	1.76	3.51
Interest on fixed deposits	5.14	2.49
Income on sale of investments	0.10	0.01
Net expense for the year	213.85	134.64
Grand Total	469.59	264.24
Less: Capitalised during the year	0.67	8.50
Carried forward as part of Capital Work in Progress	468.92	255.74

Joint Venture

	(₹ Crore)	
	2014-15	2013-14
Brought forward to current year as part of Capital Work in Progress	5.08	5.04
Add: Additions on acquisition	0.54	-
Expenditure incurred during the year		
Employee benefit expenses		
Salaries and Wages	0.01	0.02
Other Expenses		
Travelling		
Miscellaneous Expenses	0.01	0.02
Total Expenditure during the year	0.02	0.04
Less: Interest income	0.01	
Carried forward as part of Capital Work in Progress	5.63	5.08

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

44. Related Party Disclosure as required by Accounting Standard-18.

List of related parties along with nature and volume of transactions is given below:

Associate of the Group

OCL India Limited (Up to 24-02-15)

Related parties with whom transactions have taken place during the year

Key Management Personnel of the Group

Shri Jai Hari Dalmia – Managing Director, Shri Yadu Hari Dalmia – Managing Director, Shri Gautam Dalmia - Director, Shri Puneet Yadu Dalmia - Director

Enterprises controlled by the Key Management Personnel of the Group

Dalmia Refractories Limited, Himshikhar Investment Limited, Dalmia Bharat Sugar and Industries Limited, Keshav Power Limited

a) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transaction				(₹ Crore)
	Associate	Key Management Personnel	Key Management Personnel controlled enterprises	Total
Sale of goods and services	21.92	-	28.64	50.56
	(32.26)	(-)	(13.13)	(45.39)
Purchase of goods and services	30.75	-	46.16	76.91
	(18.17)	(-)	(54.73)	(72.90)
Reimbursement of expenses – receivable	0.01	(-)	0.34	0.35
	(0.60)	(-)	(5.23)	(5.83)
Reimbursement of expenses – payable	-	-	0.23	0.23
	(0.19)	(-)	(9.23)	(9.42)
Rent / Lease Rent Payment	-	-	2.10	2.10
	(-)	(-)	(2.22)	(2.22)
Interest Received	-	-	4.05	4.05
	(-)	(-)	(10.32)	(10.32)
Interest paid	-	-	-	-
	(0.46)	(-)	(-)	(0.46)
Refund of Security deposit	-	-	6.72	6.72
	(-)	(-)	(6.66)	(6.66)
Loans and Advances given	-	-	-	-
	(-)	(-)	(90.50)	(90.50)
Purchase of Fixed Assets	-	-	6.89	6.89
	(-)	(-)	(0.12)	(0.12)
Sale of Fixed Assets	-	-	-	-
	(0.30)	(-)	(-)	(0.30)
Dividend Paid	-	-	0.19	0.19
	(-)	(-)	(0.19)	(0.19)
Dividend Income	10.92	-	-	10.92
	(3.87)	(-)	(-)	(3.87)
Sitting Fees	-	0.09	-	0.09
	(-)	(0.03)	(-)	(0.03)
Salary and Perquisites*	-	8.42	-	8.42
	(-)	(6.15)	(-)	(6.15)

(* does not includes provision made for leave encashment and gratuity as the same is determined for the company as a whole)

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

44. Related Party Disclosure as required by Accounting Standard-18. (contd.)

- Sale of goods and services includes transaction with OCL India Limited ₹21.92 Cr (Previous Year ₹32.26 Cr), Dalmia Bharat Sugar & Industries Limited ₹12.30 Cr (Previous Year ₹10.98 Cr), Dalmia Refractories Limited ₹16.33 Cr (Previous Year ₹1.89 Cr).
- Purchase of goods and services includes transaction with Keshav Power Limited ₹23.73 Cr (Previous Year ₹26.82 Cr), Dalmia Refractories Limited ₹14.07 Cr (Previous Year ₹20.62 Cr), Dalmia Bharat Sugar & Industries Ltd ₹8.36 Cr (Previous Year ₹7.29 Cr), OCL Limited ₹30.75 Cr (Previous Year ₹18.17 Cr).
- Reimbursement of expenses – receivable includes transaction with Dalmia Bharat Sugar & Industries Ltd ₹0.32 Cr (Previous Year ₹0.30 Cr), Dalmia Refractories Limited ₹0.02 Cr (Previous Year ₹4.93 Cr), OCL India Ltd Nil (Previous Year ₹0.60 Cr).
- Reimbursement of expenses – payable includes transaction with Dalmia Bharat Sugar & Industries Limited ₹0.22 Cr (Previous Year ₹0.08 Cr), Dalmia Refractories Limited Nil (Previous Year ₹9.15 Cr).
- Rent/Lease Rent payment (includes Lease Rent) includes transaction with Keshav Power Limited ₹2.10 Cr (Previous Year ₹2.22 Cr).
- Interest received includes transaction with Dalmia Bharat Sugar & Industries Limited ₹3.75 Cr (Previous Year ₹10.32 Cr).
- Interest Paid includes transaction with OCL India Ltd Nil (Previous Year ₹0.46 Cr).
- Refund of Security deposit includes transaction with Keshav Power Ltd ₹6.72 Cr (Previous Year ₹6.66 Cr)
- Loan and advances given includes transaction with Dalmia Bharat Sugar and Industries Limited Nil (Previous Year ₹90.50 Cr).
- Purchase of fixed assets includes transaction with Dalmia Refractories Limited ₹6.89 Cr (Previous Year ₹ Nil), Dalmia Bharat Sugar and Industries Limited Nil (Previous Year ₹0.12 Cr).
- Sale of Fixed Assets includes transaction with OCL India Limited Nil (previous Year ₹0.30 Cr).
- Dividend paid includes Dalmia Bharat Sugar & Industries Limited ₹0.19 Cr (Previous Year ₹0.19 Cr).
- Sitting Fees includes transactions with Sh. Jai Hari Dalmia ₹0.02 Cr (Previous Year ₹0.01 Cr) Sh. Yadu Hari Dalmia ₹0.02 Cr (Previous Year ₹0.01 Cr), Sh Gautam Dalmia ₹0.02 Cr (Previous Year ₹0.01 Cr), Sh. Puneet Yadu Dalmia 0.03 Cr (Previous Year ₹0.01 Cr).
- Salary & Perquisites includes transaction with Sh Yadu Hari Dalmia ₹2.82 Cr (Previous Year ₹0.48 Cr), Sh Jai Hari Dalmia ₹1.12 Cr (Previous Year ₹1.60 Cr), Sh Puneet Yadu Dalmia ₹2.28 Cr (Previous Year ₹2.04 Cr) Sh. Gautam Dalmia ₹2.20 Cr (Previous Year ₹2.03 Cr).

(b) Balances outstanding at balance sheet date:

(₹ Crore)

Nature of Transaction	Associate	Key Management Personnel	Key Management Personnel controlled enterprises	Total
Loan Receivable	-	-	50.00	50.00
	(-)	(-)	(66.00)	(66.00)
Amounts receivable	-	-	1.69	1.69
	(8.40)	(-)	(4.21)	(12.61)
Amounts payable	-	-	4.74	4.74
	(10.96)	(0.95)	(11.61)	(23.52)

- Loan receivable includes Dalmia Bharat Sugar and Industries Limited ₹50.00 Cr (Previous Year ₹66.00 Cr).
- Amount receivable includes Dalmia Refractories Limited ₹1.19 Cr (Previous Year Nil), OCL India Limited Nil (Previous ₹8.40 Cr), Dalmia Bharat Sugar and Industries Limited ₹0.50 Cr (Previous Year ₹4.14 Cr).
- Amount Payable includes Keshav Power Limited ₹1.05 Cr (Previous Year ₹8.46 Cr), Dalmia Refractories Limited ₹3.44 Cr (Previous Year ₹2.78 Cr), OCL India Ltd ₹Nil (Previous Year ₹10.96 Cr).

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

45. Details of the Group's share in Joint Ventures included in the consolidated financial statement are as follows:

Particulars	(₹ Crore)	
	2014-15	2013-14
Non-Current Liabilities		
Other long term liabilities	4.28	4.28
Current Liabilities		
Other current liabilities	-	-
Short term provision	-	-
Total	-	-
APPLICATION OF ASSETS		
Non Current Assets		
Tangible Fixed Assets	0.61	0.61
Capital Work in Progress	5.62	5.08
Long Term loans and advances	1.59	0.09
Total	7.82	5.78
Current Assets		
Cash & cash equivalents	1.71	0.32
Short term Loans & Advances	0.04	-
Other Current Assets	0.06	0.01
Total	1.81	0.33

46. Details of loans and advances to associates, parties in which Directors are interested and Investments by the loanee in the shares of the Group (as required by clause 32 of listing agreement)

Particulars	(₹ Crore)			
	Outstanding amount at end of financial year	Maximum amount outstanding during financial year	Outstanding amount at end of financial year	Maximum amount outstanding during financial year
	2014-15	2014-15	2013-14	2013-14
	-	-	-	-

47. Movement of long term provision during the year:

Mines Reclamation Liability	(₹ Crore)	
	2014-15	2013-14
Opening Provision	9.23	8.31
Add : Provision during the year	0.54	0.92
Closing Provision	9.77	9.23

Mines reclamation expenditure is incurred on an ongoing basis and until the closure of the mine. The actual expenses may vary based on the nature of reclamation and the estimate of the reclamation expenditure.

48. In 2011-2012 the Group had initially acquired 14.59% stake in Calcom Cement India Limited (Calcom), ultimately extendable to 50% of the Equity Share Capital of Calcom by entering into definitive agreements with Calcom, Saroj Sunrise Private Limited ("SSPL") (a Company owned by the erstwhile promoters of Calcom) and the erstwhile promoters of Calcom. During the year 2012-13, revised agreements were entered in to increase the Group's nominal stake up to 66.26% (and voting stake up to 75.63%) ultimately extendable to nominal stake of 66.70% (and voting stake of 76.00%) of the Equity Share Capital of Calcom – including keeping shares representing nominal stake of 14.23% (and voting stake of 16.24%) of the Equity Share Capital of Calcom in escrow, with beneficial ownership being with the Group, to be released at a future date upon satisfaction of certain conditions. The Group has invested a total amount of ₹256.99 Crore and ₹59.00 Crore respectively in the Equity Shares of Calcom and Optionally Redeemable Convertible Debentures ('OCDs') of SSPL.

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

The OCDs are non-interest bearing and are secured by the pledge of equity shares of Calcom held by SSPL. If certain conditions for performance by promoters of Calcom are met, these OCDs are convertible into equity shares constituting 0.01% shareholding of SSPL, else the Group has an option either to get the debentures redeemed for an aggregate amount of ₹59.00 Crore or convert into equity shares constituting 99.99% shareholding of SSPL.

Apart from the above investments, the Group has granted loans to Calcom to the extent of ₹254.56 Crores (excluding interest accrued and advance recoverable of ₹0.66 crore) as at March 31, 2015 to fund its ongoing Projects as well as losses.

Calcom has incurred losses of ₹62.03 crore during the year ended March 31, 2015 and has accumulated losses of ₹451.06 crore as at March 31, 2015. Keeping in view of its nature of long term strategic investment, no impairment has been considered for carrying cost of investments and loans/ receivables given to Calcom.

49. In earlier years, its subsidiaries Calcom Cement India Limited & Adhunik Cement Limited had imported certain plant and machinery under EPCG scheme without payment of applicable custom duty / excise duty for which they had assumed export obligation to be fulfilled as per the provisions of the said scheme. As at the balance sheet date, the management has, based on its latest business plan, estimated that the Companies will be able to fulfil only a portion of the export obligation within the stipulated time and consequently, an amount of ₹24.32 Cr has been provided towards the custom duty / excise duty (out of which ₹4.83 Cr has been capitalised with the cost of the underlying plant and machinery with retrospective effect and ₹19.49 Cr has been treated as input credit receivable) and ₹29.90 Cr has been accrued towards interest due to non-fulfilment of export obligation out of which ₹13.89 Cr has been capitalised in terms of Accounting Standard 16 and ₹16.01 Cr has been charged off to Statement of Profit & Loss. Depreciation for the year is higher by ₹2.19 Cr due to above adjustments.
50. During the earlier years, the Company had invested ₹453.56 Crore in Adhunik Cement Limited to make it 100% subsidiary company. Adhunik has incurred losses of ₹69.34 crore during the year ended March 31, 2015 and has accumulated losses of ₹355.99 crore as at March 31, 2015. However, keeping in view of strategic long term nature of investment, no diminution has been considered in carrying cost of investment in shares of Adhunik.
51. The Debt Restructuring package was approved by CDR Empowered Group of Reserve bank of India in one of its subsidiary Calcom Cement India Limited, as a result of which its loan repayment schedule was restructured to defer the repayment. Considering these facts as well as the business of its subsidiary and the commitment of Group to provide the requisite liquidity support to its subsidiary, the management is confident that it will be able to operate as going concern and accordingly the financial statement of its subsidiary is drawn under going concern assumption.
52. The company's step down subsidiary Golden Hills Resort Private Limited has been issued LOI for a limestone mining area in Chittorgarh district of Rajasthan by Government of Rajasthan for setting up the Cement Plant of 2 MTPA within 2 years from the date of execution of mining lease deed with a condition to submit a bank guarantee of ₹12 crore. The mining lease deed has not yet been executed.
53. The Group, in joint venture with Sun Flag Iron & Steel Limited, was allocated Khappa & Extension Coal Block (KECB) by the Ministry of Coal, Government of India vide their letter dated May 29, 2009 for development of coal mine and use of coal for captive mining. The Group has made an investment of ₹1.84 crore in shares of KCCPL and given advance against share application money of ₹4.28 crore. State Bank of India has also given a Bank Guarantee of ₹3.90 crore in favour of Ministry of Coal, against which the Company has issued a Deed of Guarantee of ₹4.00 crore in favour of State of Bank of India as a counter guarantee. Consequent upon decision of Hon'ble Supreme Court of India for cancellation of coal block vide order dated 24th September 2014, the company has provided for its exposure in joint venture company 'Khappa Coal Company Private Limited' amounting to ₹6.12 crore and the same has been shown as exceptional item.
54. During the year, the Group has invested ₹332.49 crore in the equity of one of the subsidiary company to facilitate the acquisition of 100% holding of Dalmia Cement East Limited (formerly known as Bokaro Jaypee Cement Limited) having cement production capacity of 2.1 MTpa.
55. During the year, the Group has increased its stake in OCL India Limited from 48% to 74.66% through interse promoter transfer at cost of ₹1,030.66 crore.
56. In the opinion of the management there is no reduction in value of any assets, hence no provisions is required in terms Accounting Standard AS 28 "Impairment of Assets".

Notes to Consolidated Financial Statements (contd.) for the year ended March 31, 2015

57. The Directors of the Company at its meeting held on 12th February, 2014 have decided to discontinue the operations of Refractory Business, which was also a separate segment as per AS 17, Segment Reporting, w.e.f. 31st March, 14. The carrying amount of the total assets and liabilities of discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Total Assets	-	40.08
Total Liabilities	-	20.69
Net Assets	-	19.39

The net cash flows attributable to the discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Operating	-	(6.90)
Investing	-	0.32
Financing	-	6.20
Net cash inflows/ (outflows)	-	(0.38)

The amount of revenue and expenses in respect of discontinuing operations are as follows:

	(₹ Crore)	
	2014-15	2013-14
Net Sales/ Income from operations (net of excise duty)	-	77.61
Other Income	-	0.79
Total Expenses	-	77.61
Finance Cost	-	0.36
Profit before Tax	-	0.43
Tax Expenses	-	0.15
Profit after Tax	-	0.28

58. Due to adoption of depreciation rates on the basis of useful life as prescribed under Schedule II of the Companies Act'2013, depreciation charged for the year is higher by ₹12.39 Cr. as compared to the depreciation rates charged during previous year. Further, written down value of fixed assets whose lives have expired as at 1st April, 2014 amounting to ₹5.13 Cr. have been adjusted net of tax, from the surplus in statement of profit and loss in accordance with provisions of schedule II to the Companies Act, 2013.
59. The Group has given loans / advances to various companies. Loans amount outstanding as at year end is given in below mentioned table along with purpose of the loan.

	(₹ Crore)	
	Amount outstanding	
	As at March 31, 2015	As at March 31, 2014
Loan given for business purposes		
Rewas Ports Limited	40.00	40.00
Dalmia Bharat Sugar and Industries Limited	50.00	66.00
Loan given for employees welfare		
DBL Employees Welfare Trust	27.32	27.66

Notes to Consolidated Financial Statements *(contd.)* for the year ended March 31, 2015

60. The company is involved in various litigations (including arbitrations), the liability of which are considered probable and in respect of which the company has made entries for ₹55.57 Cr (₹15.73 Cr) during the year ended March 31, 2015.
61. In respect of license granted for captive mining block at Radhikapur mines, a Joint Venture company Radhikapur (West) Coal Mining Private Limited has been incorporated on 29th March 2010 in which the Company's interest jointly with OCL Iron & Steel Limited (OISL) is 14.696%. The Company has invested ₹7.35 Cr in equity shares of the JV company which includes ₹3.83 Cr being proportionate value of shares to be transferred to OISL after the receipt of approval from the Ministry of Coal, Govt of India and other Joint Venture Partners.
62. Consequent upon decision of the Hon'ble Supreme Court of India cancelling the allocation of Coal block, vide Order dated 24th September, 2014, OCL India Limited is in the process of assessing the recoverability of the amounts invested of ₹3.51 Cr. in the Joint Venture Company "Radhikapur (West) Coal Mining Private Ltd." As a matter of prudence, a provision for similar amount has been made in the accounts during the current year.
63. Dalmia Cement East Limited had challenged the constitutional validity of West Bengal Tax on entry of goods into local area Act 2012, before the honorable Kolkata high court. The honorable Kolkata high court vide its order dated 26th June 2013 was pleased to extend the same order that was passed in the case of writ petition no. 11407 (w) of 2012 decided by the learned single judge on 24th June 2013 declaring the act as unconstitutional on multifarious grounds. The state government had gone in appeal before the divisional bench against the original order passed in Writ Petition number 11407 (w) of 2012. Pending decision of larger bench, the Company had discontinued depositing the entry tax under the said act. Consequent to the decision of Kolkata high court, the aggregate amount of ₹2.55 Cr deposited by the Company on account of entry tax till September 13 is now being shown as part of Loans and advances.
64. Financial statements of four of its step down subsidiaries namely Calcom Cement India Limited, Vinay Cements Limited, RCL Cements Limited and SCL Cements Limited, whose financial statements reflect total assets of ₹1171.12 crores as at 31st March, 2015 and total revenues of ₹270.93 crores and net cash outflows amounting to ₹29.46 crores for the year ended 31st March, 2015, have been considered in these consolidated financial statements on the basis of unaudited financial statements certified by management as their audit is not yet completed. The management is of the view that after completion of audit, there will not be any significant financial impact on these financial statements.
65. **Previous Year Comparatives**
Figures in brackets pertain to previous year. Previous year's figures have been regrouped where necessary to confirm to this year's classification.

As per our report of even date

For S.S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No. 000756N

Sunil Wahal

Partner

Membership No.: 087294

Place : New Delhi

Date: 13th May, 2015

Y. H. Dalmia

Managing Director

Jayesh Doshi

Wholetime Director & Group CFO

Jai H. Dalmia

Managing Director

Nidhi Bisaria

Company Secretary

Annexure forming part of Directors' Report

Annexure 1

Salient features of financial statements of subsidiary/associates/Joint ventures as per Companies Act, 2013
Statement pursuant to section 129 (3) of the Companies Act, 2013 related to associate companies and joint ventures

PART - A : Subsidiaries

													(₹ in Crore)
S. No.	Name of the subsidiary	Reporting Currency	Share capital	Reserves & Surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
	Subsidiary												
1	Dalmia Cement (Bharat) Limited	INR	252.92	2,705.59	8,317.55	5,359.04	2,850.95	2,376.12	108.34	40.22	68.12	9.11	85.01%
2	Kanika Investment Limited	INR	0.42	3.96	4.38	0.00	4.38	0.02	(0.02)	-	(0.02)	-	100.00%
3	Dalmia Power Limited	INR	0.50	(0.23)	7.32	7.60	0.37	-	(0.00)	-	(0.00)	-	100.00%
	Step down Subsidiaries												
4	D.I. Properties Limited	INR	0.25	0.32	1.77	2.35	-	-	(0.05)	0.00	(0.05)	-	85.01%
5	Shri Rangam Properties Limited	INR	0.25	0.67	9.44	8.51	-	-	0.21	0.04	0.17	-	85.01%
6	Arjuna Brokers & Minerals Limited	INR	0.05	0.01	0.07	0.00	-	-	(0.00)	-	(0.00)	-	85.01%
7	Dalmia Minerals & Properties Limited	INR	0.05	(0.05)	51.06	51.06	12.50	-	(0.03)	-	(0.03)	-	85.01%
8	Shri Radha Krishna Brokers & Holdings Limited	INR	0.05	0.03	0.08	0.00	0.04	-	(0.00)	(0.00)	(0.00)	-	85.01%
9	Sri Shanmuga Mines & Minerals Limited	INR	0.05	0.00	8.36	8.31	-	-	(0.00)	-	(0.00)	-	85.01%
10	Sri Subramanya Mines & Minerals Limited	INR	0.05	0.02	5.33	5.25	-	-	(0.00)	-	(0.00)	-	85.01%
11	Ishita Properties Limited	INR	0.05	(3.14)	1.03	4.12	0.50	0.43	0.39	0.09	0.31	-	85.01%
12	Hemshila Properties Limited	INR	0.25	0.43	6.44	5.76	0.01	-	0.17	0.03	0.14	-	85.01%
13	Geetee Estates Limited	INR	0.05	0.39	6.49	6.05	-	-	(0.01)	-	(0.01)	-	85.01%
14	Sri Swaminatha Mines & Minerals Limited	INR	0.05	0.15	2.62	2.42	-	-	(0.01)	(0.00)	(0.01)	-	85.01%
15	Sri Trivikrama Mines & Properties Limited	INR	0.05	(0.07)	6.29	6.31	-	-	(0.18)	-	(0.18)	-	85.01%
16	Sri Madhusudana Mines & Properties Limited	INR	0.05	0.23	6.31	6.02	-	-	(0.01)	-	(0.01)	-	85.01%
17	Sri Dhandauphanani Mines & Minerals Limited	INR	0.05	0.09	0.14	0.01	0.12	-	(0.00)	(0.00)	(0.00)	-	85.01%
18	Golden Hills Resort Private Limited	INR	0.94	0.06	1.53	0.53	-	-	(0.00)	-	(0.00)	-	85.01%
19	Rajputna Properties Private Limited	INR	0.01	(0.00)	1.16	1.15	-	-	-	-	-	-	85.01%
20	DCB Power Ventures Limited	INR	0.50	390.62	557.04	165.92	97.49	38.38	30.31	6.47	23.84	-	96.10%
21	Sutnga Mines Private Limited	INR	2.00	(0.04)	1.98	0.02	1.41	-	(0.00)	(0.00)	(0.00)	-	85.01%
22	Cosmos Cements Limited	INR	14.00	(0.28)	49.44	35.72	-	-	(0.03)	-	(0.03)	-	85.01%
23	Adhunik Cement Limited	INR	32.95	26.36	910.76	851.45	2.00	421.28	(69.34)	-	(69.34)	-	85.01%
24	Adhunik MSP (Cement Assam) Limited	INR	0.25	1.76	2.15	0.15	-	-	-	-	-	-	85.01%
25	Calcolm Cement India Limited	INR	408.79	(261.51)	1,357.44	1,184.35	72.76	258.11	(26.09)	-	(26.09)	-	64.61%
26	RCL Cements Limited	INR	3.63	13.10	39.07	22.34	31.07	-	(0.11)	0.04	(0.15)	-	64.61%
27	SCL Cement Limited	INR	2.97	(19.27)	13.62	28.40	-	5.57	(4.45)	-	(4.45)	-	64.61%
28	Vinay Cement Limited	INR	18.90	(93.06)	104.86	179.02	53.12	24.89	(33.34)	(2.05)	(31.29)	-	62.80%
29	Dalmia Bharat Cements Holdings Limited	INR	83.16	214.99	932.32	634.17	908.05	4.59	(34.34)	-	(34.34)	-	85.01%
30	JayeVijay Agro Farms Private Limited	INR	0.01	(0.23)	3.23	3.45	-	-	(0.23)	-	(0.23)	-	85.01%
31	Shri Rangam Securities & Holdings Limited	INR	90.85	816.37	986.83	79.61	985.86	0.05	(0.81)	0.03	0.83	-	85.01%
32	Dalmia Cement East Limited	INR	133.65	76.84	688.62	478.13	53.69	137.40	(28.61)	(14.50)	(14.11)	-	85.01%
33	OCL INDIA LIMITED	INR	11.39	1,184.82	3,281.94	2,085.73	1,113.83	285.09	18.07	4.78	13.29	22.76	63.47%
34	OCL Global Limited	USD	13.48	46.59	76.60	16.53	28.32	13.82	0.62	-	0.62	-	63.47%
35	OCL China Limited	RMB	24.41	20.23	90.98	46.34	-	10.71	0.77	-	0.77	-	63.47%
36	Odhisa Cement Limited	INR	0.05	(0.01)	0.05	0.00	-	-	(0.00)	0.00	(0.00)	-	63.47%

Names of subsidiaries which are yet to commence operation

Nil

Names of subsidiaries which have been liquidated or sold during the year

Nil

PART - B : Associates and Joint Ventures

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to associate companies and joint ventures

Shares of Associate/Joint ventures held by the company on the year end

(₹ in Crore)

S. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	No. of shares	Amount of Investment in Associates/ Joint Venture	Extend of Holding %	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/Loss for the year considered in consolidation	Profit/Loss for the year not considered in consolidation	Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated
	Joint Venture									
1	Khappa Coal Company Private Limited	31-Mar-15	18,36,500	1.84	36.73%	1.84	-	-	-	-
2	Radhikapur (West) Coal Mining Private Limited	31-Mar-15	38,35,000	3.84	4.46%	2.23	-	-	-	-

Y. H. Dalmia
Managing Director

Jai H. Dalmia
Managing Director

Jayesh Doshi
Wholetime Director &
Group CFO

Nidhi Bisaria
Company Secretary

Annexure 2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

on the financial year ended on 31-3-2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L40109TN2006PLC058818
ii) Registration Date	10-2-2006
iii) Name of the Company	DALMIA BHARAT LIMITED
iv) Category/Sub- Category of the Company	PUBLIC LIMITED COMPANY
v) Address of the Registered office and Contact Details	DALMIAPURAM-621651, DIST.TIRUCHIRAPALLI, TAMIL NADU Phone No. 04329-235132 Fax No. 04329-235111
vi) Whether Listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	KARVY COMPUTERSHARE PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Phone No: 040 6716 1500

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No	Name and Description of main products/services	NIC Code of the Product/Service	% of total turnover of the Company
1	Head Office Services	70	87.96%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name and Address of The Company	Cin/Gln	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Dalmia Power Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U40109TN2005PLC057326	Subsidiary	100%	2(87)
2	DCB Power Ventures Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U40109TN2006PLC058819	Step down Subsidiary	NIL	2(87)
3	Kanika Investment Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65993TN1979PLC050181	Subsidiary	100%	2(87)
4	Dalmia Cement (Bharat) Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65191TN1996PLC035963	Subsidiary	85%	2(87)
5	Ishita Properties Limited 11th floor, Hansalaya, 15 Barakhamba Road, New Delhi - 110001	U45203DL1994PLC116832	Step down Subsidiary	NIL	2(87)
6	D. I. Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65993TN1996PLC035964	Step down Subsidiary	NIL	2(87)
7	Geetee Estates Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65993TN1996PLC035965	Step down Subsidiary	NIL	2(87)

S. No.	Name and Address of The Company	Cin/Gln	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
8	Hemshila Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65191TN1996PLC035962	Step down Subsidiary	NIL	2(87)
9	Shri Rangam Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U65993TN1997PLC037308	Step down Subsidiary	NIL	2(87)
10	Shri Radha Krishna Brokers & Holdings Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U67200TN2005PLC057330	Step down Subsidiary	NIL	2(87)
11	Sri Shanmugha Mines & Minerals Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14107TN2006PLC058817	Step down Subsidiary	NIL	2(87)
12	Sri Swaminatha Mines & Minerals Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14107TN2006PLC058820	Step down Subsidiary	NIL	2(87)
13	Sri Subramanya Mines & Minerals Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14107TN2006PLC058816	Step down Subsidiary	NIL	2(87)
14	Sri Dhandauthapani Mines and Minerals Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14107TN2006PLC061254	Step down Subsidiary	NIL	2(87)
15	Sri Trivikrama Mines and Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14102TN2006PLC061212	Step down Subsidiary	NIL	2(87)
16	Sri Madhusudana Mines and Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14105TN2006PLC061260	Step down Subsidiary	NIL	2(87)
17	Arjuna Brokers & Minerals Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U67200TN2005PLC057329	Step down Subsidiary	NIL	2(87)
18	Dalmia Minerals & Properties Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U14107TN2005PLC057327	Step down Subsidiary	NIL	2(87)
19	Sutnga Mines Private Limited Block (iii), Ferndale Complex, Keating Road, Shillong, Meghalaya - 793001	U13209ML2007PTC008281	Subsidiary of Step down Subsidiary	NIL	2(87)
20	Cosmos Cements Limited Block (iii), Ferndale Complex, Keating Road, Shillong, Meghalaya - 793001	U26959ML2007PLC008279	Subsidiary of Step down Subsidiary	NIL	2(87)
21	Rajputana Properties Private Limited House No. C-20, Behind Hotel Mahavir, Kamla Nagar, Tehsil Nimbahera, Chittorgarh, Rajasthan - 312601	U45201RJ2008PTC025767	Step down Subsidiary	NIL	2(87)
22	Golden Hills Resort Private Limited House No. C-20, Behind Hotel Mahavir, Kamla Nagar, Tehsil Nimbahera, Chittorgarh, Rajasthan - 312601	U55101RJ2003PTC018766	Step down Subsidiary	NIL	2(87)
23	Calcom Cement India Limited 3rd and 4th floor, Anil Plaza-II, ABC, G.S. Road, Guwahati, Assam - 781005	U26942AS2004PLC007538	Step down Subsidiary	NIL	2(87)
24	Vinay Cement Limited Jamuna Nagar, Umrangshu, Dist. North Cachar Hills - 788931	U26942AS1986PLC002553	Subsidiary of Step down Subsidiary	NIL	2(87)

S. No.	Name and Address of The Company	Cin/Gln	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
25	SCL Cements Limited 3rd and 4th floor, Anil Plaza-II, ABC, G.S. Road, Guwahati, Assam – 781005	U26959AS1999PLC008422	Subsidiary of Step down Subsidiary	NIL	2(87)
26	RCL Cements Limited 3rd and 4th floor, Anil Plaza-II, ABC, G.S. Road, Guwahati, Assam - 781005	U26941AS1997PLC005279	Subsidiary of Step down Subsidiary	NIL	2(87)
27	Adhunik Cement Limited Vill Thangskai, Lumshnong, Khelriahat, Meghalaya, 793200	U26942ML2003PLC007090	Step down Subsidiary	NIL	2(87)
28	Adhunik MSP Cement (Assam) Limited 3rd and 4th floor, Anil Plaza-II, ABC, G.S. Road, Guwahati, Assam - 781005	U26959AS2008PLC008717	Subsidiary of Step down Subsidiary	NIL	2(87)
29	Dalmia Bharat Cements Holdings Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U26911TN2014PLC095681	Step down Subsidiary	NIL	2(87)
30	Shri Rangam Securities & Holdings Limited Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621651	U26950TN2014PLC095685	Subsidiary of Step down Subsidiary	NIL	2(87)
31	JayeVijay Agro Farms Private Limited Old No. 2-61, New no. 2-59 Vinayagar kovil street, Thuraiyur, Tamil Nadu - 621008	U01400TN2013PTC094135	Step down Subsidiary	NIL	2(87)
32	Dalmia Cement East Limited 11th Floor, Hansalaya building, 15, Barakhamba Road, New Delhi - 110001	U45209DL2008PLC175321	Subsidiary of Step down Subsidiary	NIL	2(87)
33	OCL India Limited AT/PO/PS, Rajgangpur, Dist. Sundargarh, Odisha- 770017	L26942OR1949PLC000185	Step down Subsidiary	NIL	2(87)
34	OCL Global Limited 44, St. George Street Fort-Louis, Mauritius	Not Applicable	Subsidiary of Step down Subsidiary	NIL	2(87)
35	OCL China Limited Nanlou Economic Development Zone, Chenjia Village, Dashiqiao - 115103, Liaoning, China	Not Applicable	Subsidiary of Step down Subsidiary	NIL	2(87)
36	Odisha Cement Limited AT/PO/PS, Rajgangpur, Dist. Sundargarh, Odisha- 770017	U14200OR2013PLC017132	Subsidiary of Step down Subsidiary	NIL	2(87)
37	Khappa Goal Company Private Limited 33, Mount Road, Sadar, Nagpur -440001	U101100MH2009PTC191907	Joint Venture of Subsidiary	Nil	2(6)
38	Radhikapur (West) Coal Mining Private Limited Plot No. 52, Saheed Nagar, Bhubaneswar, Odisha - 751007	U101000R2010PTC011795	Associate of Step-down Subsidiary	Nil	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholder	No. of shares held at the beginning of the year 01/04/2014				No. of shares held at the end of the year 31/03/2015				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
(1) Indian									
(a) Individual/HUF	37,27,778	0	37,27,778	4.59	37,26,778	0	37,26,778	4.59	0.00
(b) Central Govt./State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	4,71,68,898	0	4,71,68,898	58.10	4,71,68,898	0	4,71,68,898	58.10	0.00
(d) Financial Institutions/Banks	0	0	0	0.00	0	0	0	0.00	0.00

Category of shareholder	No. of shares held at the beginning of the year 01/04/2014				No. of shares held at the end of the year 31/03/2015				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(e) Others (Trust)	86,665	0	86,665	0.11	86,665	0	86,665	0.11	0.00
Sub-Total A(1) :	5,09,83,341	0	5,09,83,341	62.80	5,09,82,341	0	5,09,82,341	62.80	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
Total A=A(1)+A(2)	5,09,83,341	0	5,09,83,341	62.80	5,09,82,341	0	5,09,82,341	62.80	0.00
B. PUBLIC SHAREHOLDING									
1. Institutions									
(a) Mutual Funds	23,989	0	23,989	0.03	13,50,711	0	13,50,711	1.66	1.63
(b) Banks/FI	16,37,705	25,256	16,62,961	2.05	15,24,904	25,256	15,50,160	1.91	0.14
(c) Central Govt./State Govt.	59,200	68,955	1,28,155	0.16	59,200	68,955	1,28,155	0.16	0.00
(d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e) Insurance Companies	3,81,881	0	3,81,881	0.47	1,71,809	0	1,71,809	0.21	0.38
(f) Foreign Institutional Investors	94,51,924	0	94,51,924	11.64	72,48,172	0	72,48,172	8.93	2.71
(g) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total B(1) :	1,15,54,699	94,211	1,16,48,910	14.35	1,03,54,796	94,211	1,04,49,007	12.87	1.60
2. Non-Institutions									
(a) Bodies Corporate	23,84,090	29,414	24,13,504	2.97	33,08,273	29,414	33,37,687	4.11	1.26
(b) Individuals									
(i) Individuals holding nominal share capital upto ₹1 lakh	47,02,734	27,41,060	74,43,794	9.17	51,82,916	26,57,675	78,40,591	9.66	0.49
(ii) Individuals holding nominal share capital in excess of ₹1 lakh	50,75,714	0	50,75,714	6.25	46,68,628	0	46,68,628	7.77	0.50
(c) Others (specify)									
(i) Clearing Members	79,457	0	79,457	0.10	13,031	0	13,031	0.02	0.08
(ii) Directors And Their Relatives	14,660	0	14,660	0.02	14,660	0	14,660	0.02	0.00
(iii) Enemy Individuals	0	1,88,303	1,88,303	0.23	0	1,88,303	1,88,303	0.23	0.00
(iv) Foreign Nationals	0	19,655	19,655	0.02	0	19,655	19,655	0.02	0.00
(v) Non Resident Indians	81,323	58,376	1,39,699	0.17	4,34,089	58,376	4,92,465	0.61	0.43
(vi) Trusts	31,82,266	0	31,82,266	3.92	31,82,935	0	31,82,935	3.92	0.00
Sub-Total B(2) :	1,55,20,244	30,36,808	1,85,57,052	24.34	1,68,04,532	29,53,423	1,97,57,955	24.34	1.60
Total B=B(1)+B(2) :	2,70,74,943	31,31,019	3,02,05,962	37.20	2,71,59,328	30,47,634	3,02,06,962	37.20	0.00
C. Shares held by custodians for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A+B+C) :	7,80,58,284	31,31,019	8,11,89,303	100.00	7,81,41,669	30,47,634	8,11,89,303	100.00	

ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Shareholding at the end of the year 31/03/2015			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Smt. Abha Dalmia	1,000	0.00	0	0	0.00	0	0
2	Shri Jai Hari Dalmia	16,35,010	2.01	0	16,35,010	2.01	0	0
3	Smt. Kavita Dalmia	3,76,670	0.46	0	3,76,670	0.46	0	0
4	Shri Gautam Dalmia	10,73,308	1.32	0	10,73,308	1.32	0	0
5	Smt. Anupama Dalmia	11,250	0.01	0	11,250	0.01	0	0
6	Ku. Vadehi Dalmia	37,180	0.05	0	37,180	0.05	0	0
7	Ku. Sukeshi Dalmia	37,180	0.05	0	37,180	0.05	0	0
8	Shri Jai Hari Dalmia	3,15,175	0.39	0	3,15,175	0.39	0	0
9	Shri Yadu Hari Dalmia C/o Y. H. Dalmia (HUF)	2,41,005	0.30	0	2,41,005	0.30	0	0

S. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Shareholding at the end of the year 31/03/2015			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
10	Ku. Shrutipriya Dalmia C/o Shrutipriya Dalmia Trust	86,665	0.11	0	86,665	0.11	0	0
11	Mayuka Investment Limited	1,78,87,537	22.03	0	1,78,87,537	22.03	0	0
12	Shree Nirman Limited	77,53,890	9.55	0	77,53,890	9.55	0	0
13	Sita Investment Company Limited	58,76,800	7.24	0	58,76,800	7.24	0	0
14	Keshav Power Limited	23,60,263	2.91	0	23,60,263	2.91	0	0
15	Ankita Pratisthan Limited	58,29,070	7.18	0	58,29,070	7.18	0	0
16	Rama Investment Company Private Limited	26,44,985	3.26	0	26,44,985	3.26	0	0
17	Himgiri Commercial Limited	7,38,265	0.91	0	7,38,265	0.91	0	0
18	Kavita Trading & Investment Co. Pvt. Ltd.	3,00,570	0.37	0	3,00,570	0.37	0	0
19	Puneet Trading and Investment Co. Pvt. Ltd.	23,61,615	2.91	0	23,61,615	2.91	0	0
20	Alirox Abrasives Limited	1,20,360	0.15	0	1,20,360	0.15	0	0
21	Valley Agro Industries Limited	3,500	0.00	0	3,500	0.00	0	0
22	Dalmia Bharat Sugar and Industries Limited	9,42,567	1.16	0	9,42,567	1.16	0	0
23	Shri Nataraj Ceramic And Chemical Industries Ltd. (now known as Dalmia Refractories Ltd.)	3,49,476	0.43	0	3,49,476	0.43	0	0
	Total	5,09,83,341	62.80	0	5,09,82,341	62.80	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

DATEWISE CHANGES IN PROMOTERS' SHAREHOLDING

Sl. No.	Name of the Shareholder	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares held	% of total shares of the company	No. of Shares	% of total shares of the company
				1	ABHA DALMIA	Opening Balance	1/4/2014
		Declassification from Promoter Group	31/3/2015	1,000	0.00	-	-
		Closing balance	31/3/2015	-	-	-	-

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

S. No	Shareholder's Name	Shareholding at the Beginning of the Year 01/04/2014		Shareholding at the end of the Year 31/03/2015		% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
	For Each of the Top 10 Shareholders					
1	MORGAN STANLEY ASIA (SINGAPORE) PTE.	22,54,668	2.78	3,04,852	3.75	34.89
2	VALIANT MAURITIUS PARTNERS LIMITED	18,00,272	2.22	7,92,270	0.98	-55.86
3	ROUTE ONE INVESTMENT COMPANY, L.P. A/C ROUTE ONE FUND I, L.P.	17,15,580	2.11	-	-	-100.00
4	SANJEEV KAPOOR	16,41,588	2.02	16,41,588	2.02	-
5	VALIANT MAURITIUS PARTNERS OFFSHORE LIMITED	15,98,045	1.97	8,50,040	1.05	-46.70
6	ROUTE ONE INVESTMENT COMPANY, L.P. A/C ROUTE ONE OFFSHORE MASTER FUND, L.P.	15,64,019	1.93	-	-	-100.00
7	DCBL EMPLOYEES WELFARE TRUST	15,07,198	1.86	15,07,198	1.86	-
8	LIFE INSURANCE CORPORATION OF INDIA	12,59,685	1.55	12,59,685	1.55	-
9	VIRAL AMAL PARIKH	10,84,728	1.34	10,84,728	1.34	-
10	GAGANDEEP CREDIT CAPITAL PVT LTD	7,42,500	0.91	7,42,500	0.91	-
11	ROUTE ONE FUND I, L.P.	-	-	6,08,327	0.75	100.00
12	ROUTE ONE OFFSHORE MASTER FUND, L.P.	-	-	6,05,412	0.75	100.00

DATEWISE CHANGES IN TOP 10 SHAREHOLDERS

Sl. No.	Name of the Shareholder	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares held	% of total shares of the company	No. of Shares	% of total shares of the company		
1	MORGAN STANLEY ASIA (SINGAPORE) PTE.	Opening Balance	1/4/2014	22,54,668	2.78	22,54,668	2.78		
		Purchase	23/05/2014	1,75,000	0.22	24,29,668	2.99		
		Purchase	12/12/2014	7,70,679	0.95	32,00,347	3.94		
		Purchase	19/12/2014	32,00,347	3.94	64,00,694	7.88		
		Sale	19/12/2014	32,00,347	3.94	32,00,347	3.94		
		Sale	30/01/2015	2,393	0.00	31,97,954	3.94		
		Sale	06/02/2015	3,870	0.00	31,94,084	3.93		
		Sale	27/02/2015	49,428	0.06	31,44,656	3.87		
		Sale	06/03/2015	95,933	0.12	30,48,723	3.76		
		Sale	20/03/2015	171	0.00	30,48,552	3.75		
		Closing Balance	31/03/2015			30,48,552	3.75		
		2	VALIANT MAURITIUS PARTNERS LIMITED	Opening Balance	1/4/2014	18,00,272	2.22	18,00,272	2.22
				Sale	23/05/2014	1,85,500	0.23	16,14,772	1.99
Sale	13/06/2014			6,70,413	0.83	9,44,359	1.16		
Sale	20/06/2014			1,04,727	0.13	8,39,632	1.03		
Purchase	18/07/2014			2,228	0.00	8,41,860	1.04		
Purchase	01/08/2014			911	0.00	8,42,771	1.04		
Purchase	08/08/2014			4,126	0.01	8,46,897	1.04		
Purchase	12/09/2014			4,529	0.01	8,51,426	1.05		
Purchase	19/09/2014			2,192	0.00	8,53,618	1.05		
Purchase	10/10/2014			9,811	0.01	8,63,429	1.06		
Purchase	19/12/2014			3,230	0.00	8,66,659	1.07		
Sale	16/01/2015			74,389	0.09	7,92,270	0.98		
Closing Balance	31/03/2015					7,92,270	0.98		
3	ROUTE ONE INVESTMENT COMPANY, L.P. A/C ROUTE ONE FUND I, L.P.	Opening Balance	1/4/2014	17,15,580	2.11	17,15,580	2.11		
		Purchase	04/04/2014	18,134	0.02	17,33,714	2.14		
		Purchase	23/05/2014	1,93,478	0.24	19,27,192	2.37		
		Sale	20/06/2014	2,044	0.00	19,25,148	2.37		
		Sale	22/08/2014	5,23,900	0.65	14,01,248	1.73		
		Sale	29/08/2014	2,64,821	0.33	11,36,427	1.40		
		Sale	07/11/2014	5,28,100	0.65	6,08,327	0.75		
		Sale	19/12/2014	6,08,327	0.75	-	-		
		Closing Balance	31/03/2015			16,41,588	2.02		
4	SANJEEV KAPOOR	Opening Balance	1/4/2014	16,41,588	2.02	16,41,588	2.02		
		Closing Balance	31/03/2015			16,41,588	2.02		
5	VALIANT MAURITIUS PARTNERS OFFSHORE LIMITED	Opening Balance	1/4/2014	15,98,045	1.97	15,98,045	1.97		
		Sale	23/05/2014	1,64,500	0.20	14,33,545	1.77		
		Sale	13/06/2014	5,94,515	0.73	8,39,030	1.03		
		Sale	20/06/2014	92,871	0.11	7,46,159	0.92		
		Purchase	18/07/2014	2,056	0.00	7,48,215	0.92		
		Purchase	01/08/2014	864	0.00	7,49,079	0.92		
		Purchase	08/08/2014	3,911	0.00	7,52,990	0.93		

Sl. No.	Name of the Shareholder	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares held	% of total shares of the company	No. of Shares	% of total shares of the company
		Purchase	12/09/2014	4,352	0.01	7,57,342	0.93
		Purchase	19/09/2014	2,106	0.00	7,59,448	0.94
		Purchase	10/10/2014	13,101	0.02	7,72,549	0.95
		Purchase	19/12/2014	3,102	0.00	7,75,651	0.96
		Purchase	23/01/2015	74,389	0.09	8,50,040	1.05
		Closing Balance	31/03/2015			8,50,040	1.05
6	ROUTE ONE INVESTMENT COMPANY, L.P.	Opening Balance	1/4/2014	15,64,019	1.93	15,64,019	1.93
	A/C ROUTE ONE OFFSHORE MASTER FUND L.P.	Purchase	04/04/2014	16,253	0.02	15,80,272	1.95
		Purchase	23/05/2014	1,72,365	0.21	17,52,637	2.16
		Sale	20/06/2014	1,811	0.00	17,50,826	2.16
		Sale	22/08/2014	4,58,800	0.57	12,92,026	1.59
		Sale	29/08/2014	2,31,914	0.29	10,60,112	1.31
		Sale	07/11/2014	4,54,700	0.56	6,05,412	0.75
		Sale	19/12/2014	6,05,412	0.75	-	-
7	DCBL EMPLOYEES WELFARE TRUST	Opening Balance	1/4/2014	15,07,198	1.86	15,07,198	1.86
		Closing Balance	31/03/2015			15,07,198	1.86
8	LIFE INSURANCE CORPORATION OF INDIA	Opening Balance	1/4/2014	12,59,685	1.55	12,59,685	1.55
		Closing Balance	31/03/2015			12,59,685	1.55
9	VIRAL AMAL PARIKH	Opening Balance	1/4/2014	10,84,728	1.34	10,84,728	1.34
		Purchase	01/08/2014	10,84,728	1.34	21,69,456	2.67
		Sale	01/08/2014	10,84,728	1.34	10,84,728	1.34
		Closing Balance	31/03/2015			10,84,728	1.34
10	GAGANDEEP CREDIT CAPITAL PVT LTD	Opening Balance	1/4/2014	7,42,500	0.91	7,42,500	0.91
		Closing Balance	31/03/2015			7,42,500	0.91
11	ROUTE ONE FUND I, L.P.	Purchase	19/12/2014	6,08,327	0.75	6,08,327	0.75
		Closing Balance	31/03/2015			6,08,327	0.75
12	ROUTE ONE OFFSHORE MASTER FUND L.P.	Purchase	19/12/2014	6,05,412	0.75	6,05,412	0.75
		Closing Balance	31/03/2015			6,05,412	0.75

v) Shareholdings of Directors and Key Managerial Personnel:

S. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year				
1	JAI HARI DALMIA	16,35,010	2.01	16,35,010	2.01
2	GAUTAM DALMIA	10,73,308	1.32	10,73,308	1.32
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change	No Change	No Change	No Change
	At the End of the Year				
1	JAI HARI DALMIA	16,35,010	2.01	16,35,010	2.01
2	GAUTAM DALMIA	10,73,308	1.32	10,73,308	1.32

V. INDEBTEDNESS

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

(Amt. in ₹ crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
i. Principal amount	1.19	6.79	-	7.98
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1.19	6.79	-	7.98
Change in Indebtedness during the Financial Year				
■ Addition	-	-	-	-
■ Reduction	1.19	6.79	-	7.98
Net Change	1.19	6.79	-	7.98
Indebtedness at the end of the Financial Year				
i. Principal amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amt. in ₹ crore)

S. No.	Particulars of Remuneration	Name of the Managing Directors		Total Amount
		Mr. Jai H. Dalmia (MD)	Mr. Y. H. Dalmia (MD & CEO)	
1.	Gross Salary			
(a)	Salary as per the Provisions contained in section 17(1) of the Income Tax Act, 1961	0.98	2.65*	3.63
(b)	Value of Perquisites u/s 17(2) Income Tax Act, 1961	0.12	0.14	0.26
(c)	Profits in Lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of profit	-	-	-
	- Others, specify....	-	-	-
5.	Others , please specify	-	-	-
	Total (A)	1.10	2.79	3.89
	Ceiling as per the Act	10% of the net profits i.e. ₹4.02 crores		

* Includes arrears for previous year as per Central Government approval received during financial year 2014-15.

B. Remuneration to other Directors:
1. Independent Directors:

(Amt. in ₹ crore)

Particulars of Remuneration	Name of the Directors			Total Amount
	Mr. P.K. Khaitan	Mr. V.S. Jain	Mr. N. Gopaldaswamy	
Fee for attending Board/Committee Meeting	0.05	0.06	0.06	0.17
Commission	0.07	0.07	0.07	0.21
Others, please specify	-	-	-	-
Total (1)	0.12	0.13	0.13	0.38

2. Other Non-Executive Directors:

(Amt. in ₹ crore)

Particulars of Remuneration	Name of the Directors				Total Amount
	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia	Mr. Asanka Rodrigo*	Mrs. Sudha Pillai**	
Fee for attending Board/Committee Meeting	0.02	0.03	0.01	-	0.05
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (2)	0.02	0.01	0.01	-	0.05
Total (B) = (1) + (2)					0.42
Total Managerial Remuneration					2.86
Overall Ceiling as per the Act	11% of the net profits i.e. ₹4.42 crores				

*resigned w.e.f. 15-5-2014, ** appointed on 30-3-2015

3. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

(Amt. in ₹ crore)

S. No	Particulars of Remuneration	Key Managerial Personnel		
		Nidhi Bisaria Company Secretary	Mr. Jayesh Doshi (Group CFO)*	Total
1.	Gross Salary			
(a)	Salary as per the Provisions contained in section 17(1) of the Income Tax Act, 1961	0.13	1.76	1.89
(b)	Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-	-
(c)	Profits in Lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
-	As % of profit			
-	Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	0.13	1.76	1.89

*Also appointed as Whole-time Director w.e.f. 30-3-2015

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: None

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

Annexure 3

DALMIA BHARAT LIMITED

Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil Nadu
[CIN: L40109TN2006PLC058818]

Tel. No.: (04329) 235132 Website: www.dalmiabharat.com; E-mail: invhelp1@dalmiabharat.com

NOMINATION AND REMUNERATION POLICY

- 1) **Objective:** The Policy is laid down to comply with the provisions of section 178 of the Companies Act, 2013 read along with the Rules made thereunder, and the Clause 49(IV) of the Listing Agreement.
- 2) **Definitions:**
 - a. "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
 - b. "Board" means the Board of Directors of the Company.
 - c. "Directors" means the Directors of the Company as may be appointed from time to time.
 - d. "Independent Director" means a Director who has been appointed as such and who satisfies the criteria and conditions laid down in the Companies Act, 2013
 - e. "Key Managerial Personnel" (KMP) in relation to the Company means (i) Chief Executive Officer or the Managing Director; (ii) Company Secretary; (iii) Whole-time Director; (iv) Chief Financial Officer; and (iv) such other officer as may be prescribed.
 - f. "Senior Management Persons" (SMP) means personnel of the Company who are members of its core management team, excluding Board of Directors, comprising all members of management, one level below the executive directors including the functional heads.
- 3) **Constitution of the Committee and matters relating there to:**
 - (a) **Constitution:**
 - (i) The Committee shall consist of three or more non-executive directors, out of which not less than one half shall be independent directors.
 - (ii) Minimum two members shall constitute a quorum for the meeting.
 - (iii) The Chairman of the Committee shall be an Independent Director.
 - (iv) The Chairman of the Company may be nominated as a member of the Committee but shall not be its Chairman.
 - (v) The Chairman of the Nomination and Remuneration Committee is required to be present at the Annual General Meeting or he may nominate some other member to answer the shareholders' queries.
 - (b) **Frequency of Meetings:**

The meeting of the Committee shall be held at such regular intervals as may be required.
 - (c) **Secretary:**

The Company Secretary of the Company shall act as the Secretary of the Committee.
- 4) **Role of the Committee:**
 - (a) The Committee shall identify persons who are qualified to become Directors in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 - (b) The Committee shall carry out evaluation of performance of every Director other than the Independent Directors.
 - (c) The Committee shall identify persons who may be appointed as KMPs in accordance with the criteria laid down and recommend to the Board their appointment and removal.
 - (d) The Committee shall lay down the criteria for appointment of persons as SMPs.
 - (e) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director.
 - (f) The Committee shall recommend to the Board, a Policy relating to Remuneration for Directors, KMPs, and other SMPs. While formulating the remuneration policy the following shall be ensured:-
 - (i) Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors of the quality required,
 - (ii) Relationship of remuneration to performance is clear, and meets appropriate performance bench marks,

(iii) Remuneration to Directors, KMPs, and SMPs, involves a balance between fixed and incentive pay, reflecting short and long term performance objectives, appropriate for the Company.

(g) The Remuneration Policy and also the criteria for evaluation shall be disclosed in the Annual Report of the Company

(h) The Committee shall lay the criteria for evaluation of Independent Directors. The performance evaluation of Independent Directors shall be done by the entire Board excluding the Directors being evaluated. On the basis of report of performance evaluation it shall be decided whether to extend or continue the term of his appointment.

(i) The Committee shall devise the criteria and policy on Board Diversity.

5) Procedure to be followed in meetings of the Committee:

(i) The Company Secretary shall put up the agenda items which are required to be considered by the Committee in line with the requirements of the Act and this policy.

(ii) All matters shall be decided by a majority of votes cast by the members present in the meeting. In case of equality of votes, the Chairman shall have the casting vote

(iii) Head HR or a representative nominated by him shall be present at all meetings of the Committee to provide clarifications, if any, sought by the Committee.

(iv) The Committee is also entitled to engage professionals to assist it in the performance of its duties and such costs shall be borne by the Company.

(v) Minutes of the proceedings shall be maintained in accordance with the Act.

6) Criteria for identification of Directors/KMPs/SMPs:

(a) For the post of a Director minimum graduate qualification is envisaged and the person shall be able to contribute positively to the deliberations at the Board Meetings. For the post of KMPs and SMPs, the HR department will lay down the minimum qualification and desired experience criteria for each post. Such criteria shall also meet with the requirements where ever laid down under various Acts.

(b) The minimum age of appointment shall be at least 21 years for KMPs and SMPs and maximum age at the time of appointment would be 70 years. In exceptional cases persons beyond the age of 70 years can be hired. For Directors the minimum age would normally be 35 years and the maximum age shall not exceed 80 years. However in exceptional circumstances a person of the age of 21 years and above can be inducted as a Director if agreed to by the Board.

(c) The criteria for determining independence of an Independent Director and disqualification of a Director would be in line with the provisions of in the Act.

(d) The persons to be employed as KMPs/SMPs shall clear the Dalmia BEI (Behavioural Evaluation Interview)

(e) The HR department would also keep in view the age profile of existing personnel and also the succession plan while identifying the suitable persons.

(f) The Board would comprise of persons having diverse qualifications, experience and exposure in any area including but not limited to finance, human relations, marketing, , engineering, management, etc..

(g) The Board shall comprise of one-third of its strength being independent Directors, where the Chairman of the Board/Company is a Non-Executive Chairman. However, where the Chairman is an Executive Chairman, atleast one half strength of the Board shall comprise of independent Directors. Vacancies in the Board caused due to death, resignation or otherwise shall be filled in within a period of six months. It shall be necessary to have one woman Director on the Board.

7) Criteria for Evaluation of performance of Directors/KMPs/SMPs:

A. For Directors:

For evaluation of performance of Directors and Independent Directors following criteria shall be taken into account:

(a) his attendance at Board Meetings and committee meetings.

(b) Preparedness and level of participation in Board Meetings

(c) Expression of views in free, frank and in an independent manner

(d) His participative discussions with management team when desired.

For Executive Directors, namely, Managing Directors (MDs) and Whole-tome Directors (WTDs) - In addition to above the executive directors shall also be evaluated on:

- business performance as against laid out targets and business policies/plans.

- Strategic contribution towards business sustenance and growth

The Committee shall carry out evaluation of performance of every Director preferably at regular yearly intervals. For this purpose, the Board may engage the services of a professional for advising it on the process of evaluation, etc, and the cost of such professional shall be borne by the Company.

B. For KMPs/SMPs:

Their performance will be evaluated on the basis of laid down key performance areas which are finalized by HR department in association with the concerned official. The evaluation shall be done on annual basis. However, in exceptional cases the HR department may evaluate the performance at shorter intervals. For this the Company may engage the services of a professional for advising it on the process of evaluation.

8) Policy on Remuneration:

(a) Directors (including MDs and WTDs):

The remuneration to the Executive Directors, being MDs and WTDs (other than independent Directors) shall be based on their qualification and experience. If it exceeds the limits prescribed under the Act, it shall be with due approval of the prescribed authorities.

The variable component of the CTC would in the range of 30%-50%

The Independent Directors and Non-Executive Directors would be entitled to share the commission of 1% of the net profits of the Company calculated in accordance with section 198 of the Act, as may be decided by the Board, from time-to-time. Besides above they will be entitled to sitting fees for attending to Board meetings and Committee meetings as may be decided by the Board.

(b) KMPs (excluding MDs and WTDs) and SMPs:

It would be based on Total Cost to Company (TCTC) concept. This will be a factor of the following:

- Annual Compensation Surveys, followed by industry benchmarks, position benchmarks, performance benchmarks, comparative, and percentile position analysis.
- In case of Annual increments it will based on his/her annual performance results and his/her potential to grow into the next role.
- His/her variable component shall be in the range of 20%-40%.
- For factors beyond individual's control, mid-term corrections in the parameters can be made.

(c) The KMPs, SMPs and Directors (excluding the Independent Directors) shall be entitled to grant of ESOPs as per the Schemes, framed from time to time.

9) General:

Any or all the provisions of this Policy would be subject to the revision/amendment in the Companies Act, 2013, related rules and regulations, guidelines and the Listing Agreement on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/or the Board of Directors. However, any such amendment shall be annexed to this Policy and put on the website of the Company for ready reference of all concerned persons and placed before the Nomination and Remuneration Committee.

Annexure 4

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2014-15

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

CORPORATE SOCIAL RESPONSIBILITY

Dalmia Bharat Group which was founded in 1935 and has been following the concept of giving back and sharing with the under privileged sections of the society for more than seven decades. The CSR of the company is based on the principal of Gandhian Trusteeship. For over seven decades the company addressed the issues of health and sanitation, education, rural infrastructure, women empowerment and other social development issues.

The prime objective of our CSR Policy is to hasten social, economic and environmental progress. We remain focussed on generating systematic and sustainable improvement for local communities surrounding our plants and project sites.

In the recent years company has realigned its CSR to focus on issues material to the company and its stakeholders. The approach is to make significant and sustainable difference through our programmes in the lives of beneficiaries by working in partnership

with our stakeholders. Stakeholder engagements and baseline studies highlighted the issues of water scarcity, erratic power supply, unemployment amongst rural youths and basic rural infrastructure needs in our neighbouring community. The company realized that these issues were more material to their Group's businesses as well as to the communities around their facilities. Dalmia Bharat Group thus planned their CSR programmes in sectors of Soil & water conservation; Energy conservation and climate change mitigation; Skill development & livelihood Training and Social Development.

Our CSR Policy can be accessed on <http://dalmiabl.com/company-policies.html>

Presently, Dalmia Bharat Limited is working in 6 states viz. Tamil Nadu, Andhra Pradesh, Karnataka, Assam, Meghalaya and Uttar Pradesh.

Our Key CSR focus areas as per Schedule VII of Section 135

Schedule VII/item No IV.

1. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water. (Soil, Water & Renewable Energy Conservation)

Schedule VII/item No II

2. Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled & livelihood enhancement project (Livelihood Skill Training)

Schedule VII/item No I

3. Eradicating extreme hunger and poverty and malnutrition, promoting health care including preventive health care promoting preventive health care and sanitation and making available drinking water (Social Development)

2. The Composition of the CSR Committee.

Composition of the CSR Committee of Dalmia Bharat Limited is:

1. Mr. V. S. Jain, Chairman, Independent Director
2. Mr. Y. H. Dalmia, Executive Director, Member
3. Mr. Gautam Dalmia, Non-Executive Director, Member

3. Average net profit of the company for last three financial years – INR 40.96 crore.

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

INR 0.82 crore. The CSR Committee has approved an amount of INR 0.85 crore.

5. Details of CSR spent during the financial year:

- (a) Total amount to be spent for the financial year: INR 0.82 crore
- (b) Amount unspent, if any: NIL
- (c) Manner in which the amount spent during the financial year is detailed below.

As per annexure 4A

6. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The implementation and monitoring of Dalmia Bharat Limited CSR programmes is in compliance with the CSR objectives and policy of the Company.

Date: 13-5-2015

Y.H. Dalmia
Executive Director

V.S. Jain
Chairman of CSR Committee

Dalmia Bharat Limited

Annexure 4A

S. No.	CSR project or activity identified.	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or program wise ₹ in crore	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads * ₹ in crore	Cumulative expenditure upto the reporting period ₹ in crore	Amount spent: Direct or through implementing agency
1	Soil and Water Conservation (Check Dams, Drip Irrigation, Village Ponds, Farm Ponds, Ring Wells, Watershed, Irrigation Channels)	Schedule VII/item No IV Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water	1. The project was implemented in local area 2. Area of programme: Tamil Nadu, District Ariyalur and Tiruchirapalli; Karnataka, District Belgaum; Andhra Pradesh, District Kadapa	0.28	0.28	0.28	Implementating agency - Dalmia Bharat Group Foundation
2	Energy Conservation (Bio Gas Plants, Fuel Efficient Cookstoves, Solar products)	Schedule VII/item No IV Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water					
3	Education and Livelihood (Education in schools, ParaMilitary Training, Banana Leaf Training, Mushroom Cultivation, Computer Training, Drivers Training, Milch Animal Loans, Livestock Development, etc.)	Schedule VII/item No II Promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled & livelihood enhancement project	1. The project was implemented in local area 2. Area of programme: Tamil Nadu, District Ariyalur and Tiruchirapalli; Karnataka, District Belgaum; Andhra Pradesh, District Kadapa	0.01	0.01	0.01	
4	Health and Sanitation (Health Camps, Low Cost Toilets, School toilet units, Awareness Programs on health issues)	Schedule VII/item No I Eradicating extreme hunger and poverty and malnutrition, promoting health care including preventive health care promoting preventive health care and sanitation and making available drinking water	1. The project was implemented in local area 2. Area of programme: Tamil Nadu, District Ariyalur and Tiruchirapalli; Karnataka, District Belgaum; Andhra Pradesh, District Kadapa	-	-	-	
5	Rural development (Infrastructure, Sports Events, Awareness programs on Social issues)	Schedule VII/item No X Rural development projects	1. The project was implemented in local area 2. Area of programme: Tamil Nadu, District Ariyalur and Tiruchirapalli; Karnataka, District Belgaum; Andhra Pradesh, District Kadapa	0.55	0.55	0.55	
6	Overhead			0.02	0.02	0.02	
	Total			0.85	0.85	0.85	

Annexure 5

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

None

2. Details of material contracts or arrangement or transactions at arm's length basis

	1	2
(a) Name(s) of the related party and nature of relationship	Dalmia Cement (Bharat) Limited Subsidiary Company	Dalmia Cement (Bharat) Limited Subsidiary Company
(b) Nature of contracts/arrangements/ transactions	Receipt of Brand fees	Receipt of corporate Service charges
(c) Duration of the contracts/arrangements/ transactions	10 years effective 1-4-2010	10 years effective 1-4-2010
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Fees in respect of "Dalmia" Brand licensed to the subsidiary for use in its cement products at ₹1/- per bag subject to a maximum of ₹1000 lakhs in first year as increased by 5% for each subsequent year. Value: ₹12.16 crores for the financial year.	Allocation of all expenses for availing corporate office services with mark up of 15% on basis of value added. Direct expenses on project supervision costs on time spent besides direct costs at actuals. Value: ₹0.77 crores for the year under review.
(e) Date(s) of approval by the Board, if any:	15-11-2010, 15-5-2014 and 31-7-2014	15-11-2010, 15-5-2014 and 31-7-2014
(f) Amount paid as advances, if any:	NIL	NIL

Jai H. Dalmia
Managing Director

Y.H. Dalmia
Managing Director

Annexure 6

CUMULATIVE DISCLOSURE

The particulars as on 31st March, 2015 as required to be disclosed pursuant to clause 12 of the SEBI (Employee Stock Option Scheme) Guidelines, 1999 in respect of past ESOS are as below:

Nature of disclosure	Particulars																																				
Options granted	13,15,000																																				
The pricing formula	First tranche of 10,75,000 Options granted on 18-5-2012: the highest closing market price on the Bombay Stock Exchange prior to the date of grant (at a discount of 20% on the price determined as 30 day average of the opening price prior to the date of grant). Second tranche of 2,40,000 Options granted on 29-1-2015: at a discount of 50% on the price determined on the basis of 30 days volume weighted average price on the National Stock Exchange, prior to date of grant.																																				
Options Vested	Nil of both tranches																																				
Options exercised	None																																				
The total number of shares arising as a result of exercise of options	13,15,000 equity shares of ₹2/- each (One stock option equals to one Equity Share of the Company.)																																				
Options lapsed/surrendered	527000 out of first tranche																																				
Variations of terms of option	The terms of options granted on 18-5-2012 and 29-1-2015 with regard to the vesting schedule, exercise price and the vesting criteria were varied as the second grant was made after three years of 1st grant and during this period the market value of shares of the Company increased.																																				
Money realised by exercise of options	Since none of the options have been exercised as on 31-3-2015, no money has been realised.																																				
Total number of options in force	7,88,000																																				
Details of option granted/exercised by the Senior Managerial Personnel	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of employee</th> <th style="text-align: right;">No. of options granted</th> </tr> </thead> <tbody> <tr><td>Deepak Thombre</td><td style="text-align: right;">60,000</td></tr> <tr><td>B B Mehta</td><td style="text-align: right;">60,000</td></tr> <tr><td>Sanjay Mittra</td><td style="text-align: right;">60,000</td></tr> <tr><td>Harish Chander Sehgal</td><td style="text-align: right;">60,000</td></tr> <tr><td>Ram Kumar Yadav</td><td style="text-align: right;">30,000</td></tr> <tr><td>Vinit Thakur</td><td style="text-align: right;">45,000</td></tr> <tr><td>Puneet Arora</td><td style="text-align: right;">30,000</td></tr> <tr><td>Pankaj Rastogi</td><td style="text-align: right;">30,000</td></tr> <tr><td>T Venkatesan</td><td style="text-align: right;">70,000</td></tr> <tr><td>C.N. Maheshwari</td><td style="text-align: right;">30,000</td></tr> <tr><td>Ajit Menon</td><td style="text-align: right;">60,000</td></tr> <tr><td>Jayesh Doshi</td><td style="text-align: right;">60,000</td></tr> <tr><td>M.C. Gautam</td><td style="text-align: right;">45,000</td></tr> <tr><td>R.A. Krishnakumar</td><td style="text-align: right;">45,000</td></tr> <tr><td>B.K. Singh</td><td style="text-align: right;">60,000</td></tr> <tr><td>M.C. Kini</td><td style="text-align: right;">60,000</td></tr> <tr><td>Mahendra Singhi</td><td style="text-align: right;">1,20,000</td></tr> </tbody> </table>	Name of employee	No. of options granted	Deepak Thombre	60,000	B B Mehta	60,000	Sanjay Mittra	60,000	Harish Chander Sehgal	60,000	Ram Kumar Yadav	30,000	Vinit Thakur	45,000	Puneet Arora	30,000	Pankaj Rastogi	30,000	T Venkatesan	70,000	C.N. Maheshwari	30,000	Ajit Menon	60,000	Jayesh Doshi	60,000	M.C. Gautam	45,000	R.A. Krishnakumar	45,000	B.K. Singh	60,000	M.C. Kini	60,000	Mahendra Singhi	1,20,000
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M.C. Kini	60,000																																				
Mahendra Singhi	1,20,000																																				
Any other employee who received a grant in any one year of 5% or more of options granted during the year	Nil																																				
Employee who were granted options during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant	Nil																																				
Diluted earnings per share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard AS-20	₹3.19 per share																																				
Weighted average exercise price of options in ₹	₹125.89																																				
Weighted average fair value of options in ₹	₹172.84																																				

Annexure 7

FORM NO. MR 3 SECRETARIAL AUDIT REPORT

For the Financial Year ended 31.03.2015

(Pursuant to Section 204(1) of the Companies Act 2013, and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To
The Members,
Dalmia Bharat Limited.

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by Dalmia Bharat Limited (herein after called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Dalmia Bharat Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed here under and also that the Company has proper Board – processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Dalmia Bharat Limited ("The Company") for the financial year ended 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (The Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and the External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (vi) And other applicable laws like Factories Act, 1948, The Payment of Gratuity Act, 1972, We have also examined compliance with the applicable clauses of the following:
 - (1) Secretarial Standards issued by the Institute of Company Secretaries of India.
 - (2) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board meetings, Agenda and detailed notes on Agenda were sent atleast seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were passed unanimously.

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

I further report that during the audit period the company has:

1. Amended the Object Clause of the Memorandum of Association during the year.
2. Appointed three Independent Directors in compliance with Section 149(6) of the Act during the year.
3. Appointed a Woman Director in compliance with proviso to Section 149(1) of the Act by appointing her as an Additional Director through Board Meeting.
4. Revised the Managerial Remuneration to two Managing Directors, Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia and the requisite procedures including Central Government Approval has been sought. Approval for Mr.Yadu Hari Dalmia has been obtained and the approval for Mr.Jai Hari Dalmia is awaited.
5. Delisted voluntarily from Madras Stock Exchange during the year due to the closure of the same.

Place: New Delhi
Date: 13.05.2015

R.Venkatasubramanian
Practising Company Secretary
ACS No. 3673; CP No. 3893
Unique Code.I2001TN216300

ANNEXURE – A

To
The Members
Dalmia Bharat Limited.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and book of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 13.05.2015

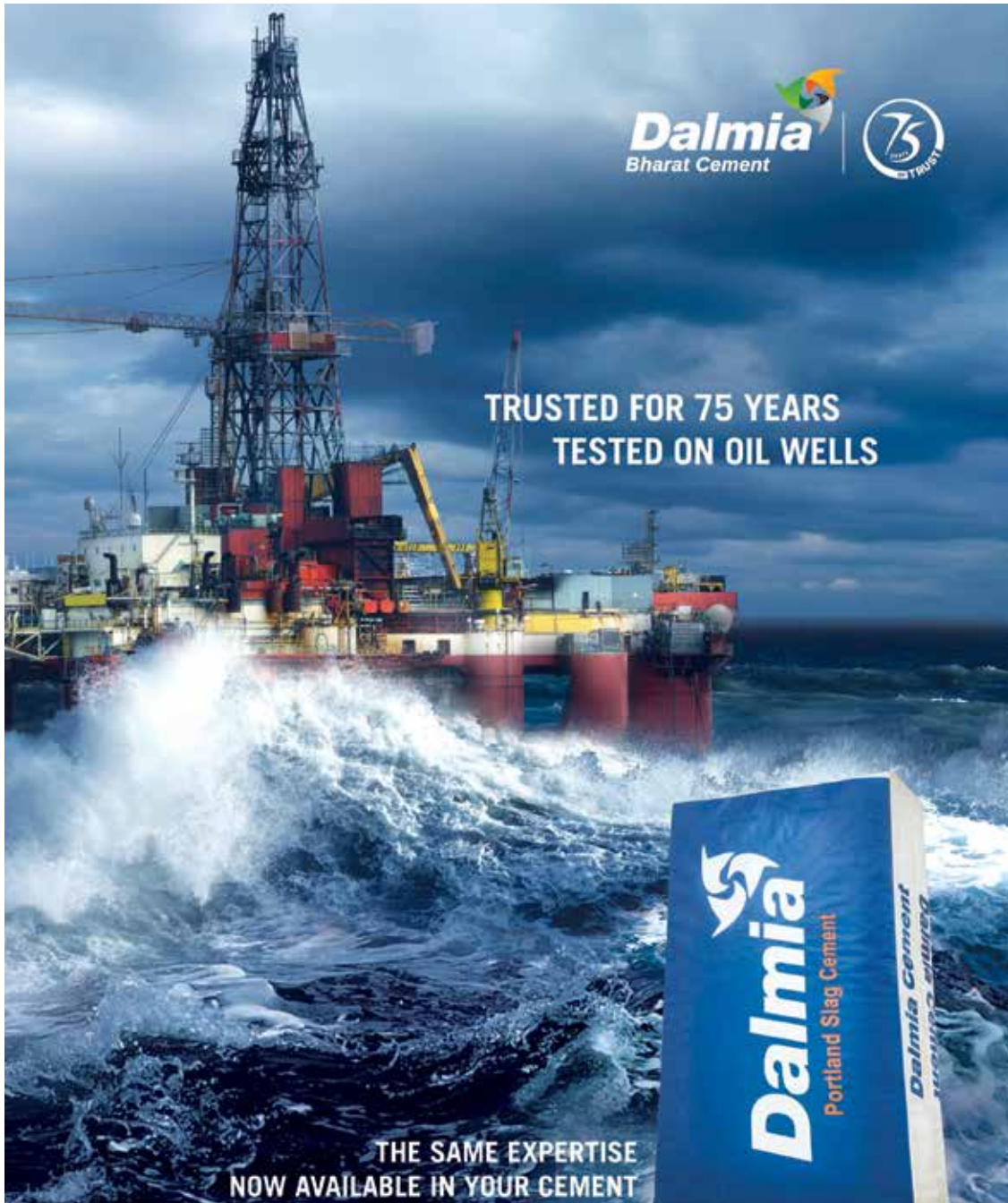
R.Venkatasubramanian
Practising Company Secretary
ACS No. 3673; CP No. 3893
Unique Code.I2001TN216300

ANNEXURE 8

PARTICULARS WITH RESPECT TO FOREIGN EXCHANGE OUTGO AND EARNINGS

A. FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services, and export plans:
 - (i) The Company has not undertaken any exports during the year under review.
- (b) Total foreign exchange used and earned during the year:
 - (i) Used: ₹0.35 crores (ii) Earned: ₹ Nil crores



Forward-looking statement

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion on future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions.

Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



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