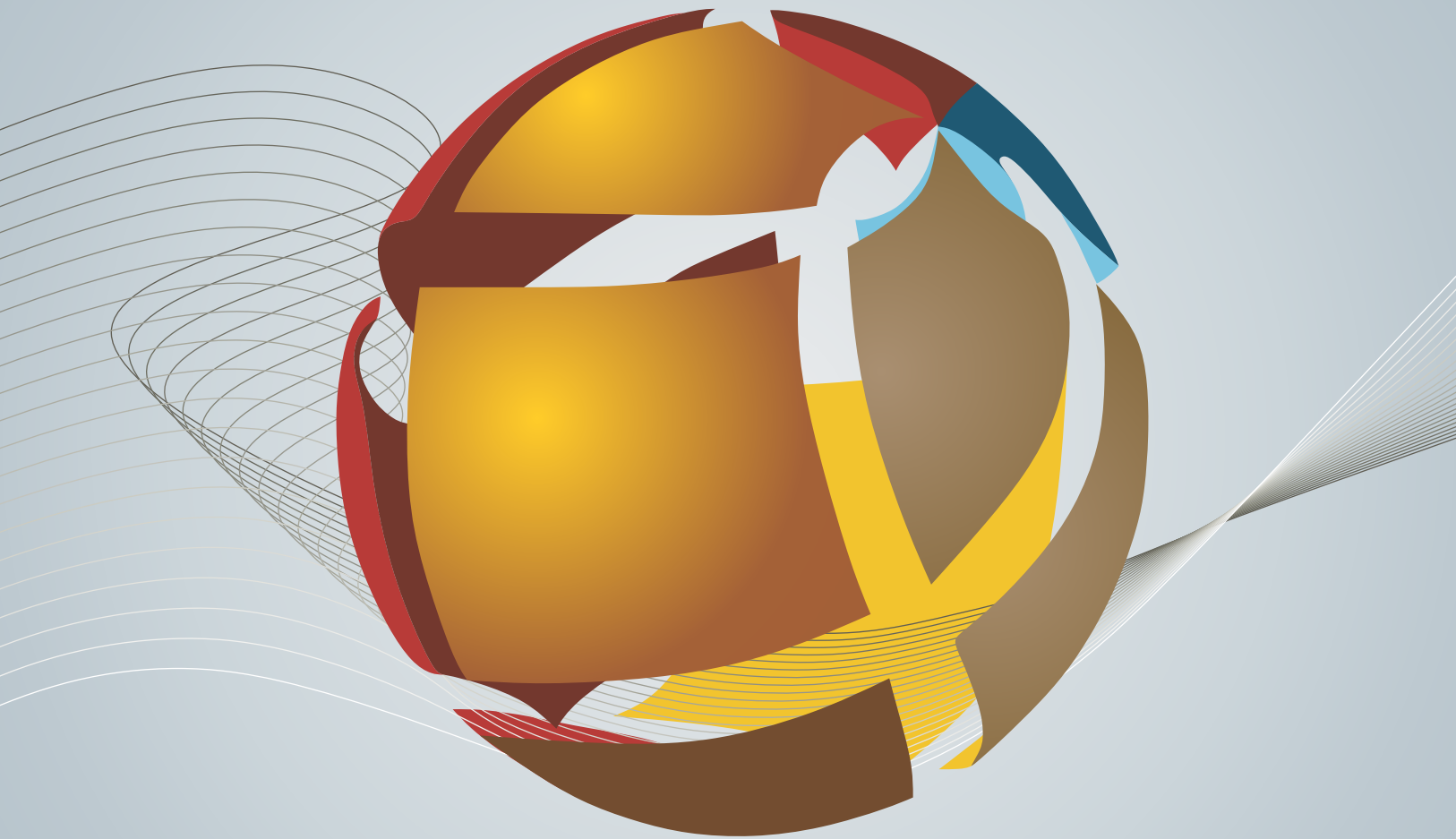


COMMITTED TO CLEAN METAL



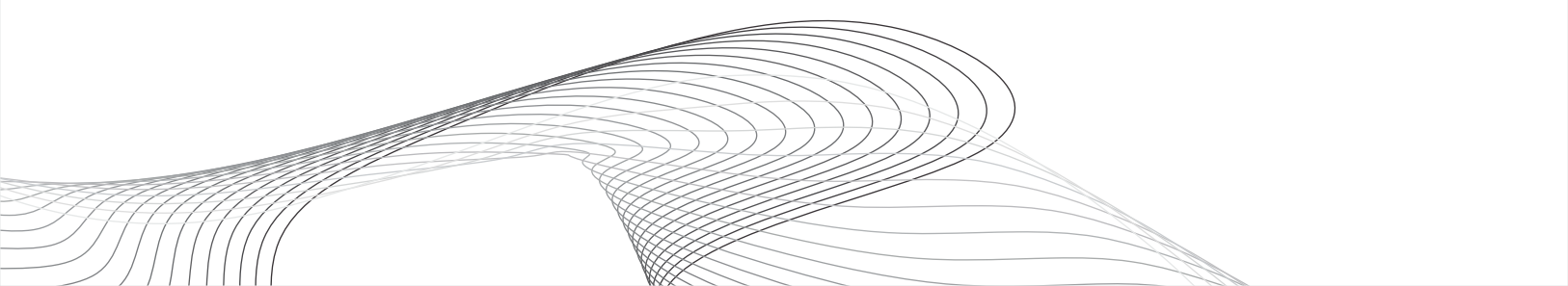


Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospect 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 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, 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. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



CORPORATE INFORMATION

Board of Directors

D K Banerji
 K Dalmia
 S Khasnobis
 H Okumura (w.e.f 16.05.2015)
 Prof S Munshi
 D G Rajan
 Prof Bharati Ray (w.e.f 03.09.2014)
 Prof A N Sadhu
 K S B Sanyal
 S Tateishi (upto 31.03.2015)

Chairman

S K Bajoria

Managing Director

P Bajoria

Company Secretary

R Agarwal

Chief Financial Officer

K Poddar

Auditors

Deloitte Haskins & Sells
 Grant Thornton UK LLP
 Crowe Horwath LLP

Internal Auditor

Rupa & Co.

Cost Auditor

Mani & Co.

Secretarial Auditor

S M Gupta & Co.

Principal Bankers

State Bank of India
 The Hongkong & Shanghai
 Banking Corporation Ltd
 Fifth Third Bank
 Export Import Bank of India

Head & Corporate Office

McLeod House, 3, Netaji Subhas Road
 Kolkata 700 001
 Tel : +91 33 40106100
 Fax : +91 33 22430886
 E-mail : ifgl.ho@ifgl.in
 Website : www.ifglref.com

Registered Office & Works

Sector 'B', Kalunga Industrial Estate
 P.O. : Kalunga 770 031
 Dist. : Sundergarh, Odisha
 Tel : +91 661 2660195
 Fax : +91 661 2660173
 E-mail : ifgl.works@ifgl.in

Overseas Branches

RAS Al Khaimah FTZ, UAE
 Genoa, Italy

BETWEEN THE COVERS

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 26th Annual General Meeting of the Shareholders of IFGL Refractories Limited will be held on Saturday, 22nd August 2015 at 11 AM at the Registered Office situated at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha to transact following :

Ordinary Business

1. To receive, consider and adopt :
 - a) Audited Financial Statements of the Company for Financial Year ended on 31st March 2015, Reports of the Board of Directors and Auditors thereon and
 - b) Audited Consolidated Financial Statements of the Company for Financial Year ended on 31st March 2015 and Report of the Auditors thereon.
2. To declare Dividend on Preference (already redeemed) and Equity Shares for Financial Year ended on 31st March 2015.
3. To appoint a Director in place of Mr Kunal Dalmia (DIN : 00393896) who retires by rotation and being eligible offer himself for re-appointment.
4. To ratify appointment of Statutory Auditors and to fix their Remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution :

“Resolved that appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Regn No. 302009E), be and is hereby ratified as the Statutory Auditors of the Company, to hold office until conclusion of 30th Annual General Meeting of the Company on such Remuneration (including out of pocket expenses and reimbursement of expenses) as shall be fixed by the Board of Directors of the Company, following provisions of Section 139 of the Companies Act, 2013.”

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“Resolved that pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, Prof Bharati Ray (DIN : 06965340), Director of the Company who ceases to hold her office of Additional Director at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto conclusion of the 31st Annual General Meeting of the Company.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“Resolved that pursuant to provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] Mr Hisatake Okumura (DIN : 05130777), Director of the Company who ceases to hold his office of Additional Director at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“Resolved that pursuant to Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the said Act/Rules, approval of the Company be and is hereby given to the Board of Directors to enter into contract/arrangement for sale, purchase or supply of any goods or materials directly or through appointment of agents even if in excess of limit specified for purpose of Clause (a) and Clause (e) of Section 188(1) of the Act to or from Related Parties including Holding Company, Subsidiaries, Fellow Subsidiaries and Associates from time to time in the best interest of the Company.

Resolved further that approval of the Company be and is hereby also given to the Board of Directors to enter into contracts/arrangements for availing/rendering of any services directly or through appointment of agents even if in excess of limit specified for purpose of Clause (d) & (e) of Section 188(1) of the aforesaid Act to or from Related Parties including Holding Company, Subsidiaries, Fellow Subsidiaries and Associates from time to time in the best interest of the Company.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Resolved further that the Board of Directors be and is hereby authorised to do the needful and take necessary steps in the matter and settle any or all difficulties in its absolute discretion to implement the above Resolution for and on behalf of the Company.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
“Resolved that pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration, not exceeding ₹ 300,000 only, including reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors at the recommendation of the Audit Committee, of the Cost Auditor, M/s Mani & Co. Practicing Cost Accountants of 111, Southern Avenue, Kolkata 700 029 for Financial Year 2015-2016, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company, at the recommendation of the Audit Committee and also that the Board is authorised to do all acts and take all such steps, as may be necessary, in this connection.”

Registered Office :

Sector 'B', Kalunga Industrial Estate
P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
Tel : +91 661 2660195, Fax : +91 661 2660173
E-mail : ifgl.works@ifgl.in
Website : www.ifglref.com
Corporate Identification Number (CIN) : L27202OR1989PLC002971
Kolkata
16th May 2015

By Order of the Board
For IFGL Refractories Limited
R Agarwal
Company Secretary

IMPORTANT NOTES :

- A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote on a poll instead of himself/herself and the Proxy need not be a member of the Company. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the Total Share Capital of the Company. A member holding more than ten percent of the Total Share Capital may appoint a single person as Proxy and such person shall not act as a Proxy for any other member.**
The instrument appointing the Proxy should, however, be deposited either at the Registered Office or Head and Corporate Office of the Company not less than Forty Eight (48) hours before the commencement of the AGM.
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
- Members holding shares in Electronic Form are hereby informed that Bank particulars registered against their respective Depository Accounts will be used by the Company for payment of Dividend. Hence members are requested to intimate immediately any change in their Bank mandates to their Depository Participants with whom they are maintaining their Demat Account. Members holding shares in Physical Form and desirous of either registering Bank particulars or changing Bank particulars already registered against their respective Folios for payment of Dividend are requested to write to the Company.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

8. **Section 88 of the Act read with Rules framed thereafter provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number, Unique Identification Number, Father's/Mother's/Spouse's Name, Status, Occupation and Nationality etc.** The Form for furnishing this information may be downloaded from Company's website www.ifglref.com and sent to the Company or its Registrar and Share Transfer Agent. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc. electronically from the Company. Nevertheless Annual Report is also available on the Company's website www.ifglref.com from where it can be downloaded by the Shareholders as and when required.
9. Electronic copy of the Annual Report for Financial Year 2014-2015 together with a copy of the Notice of the 26th Annual General Meeting of the Company inter alia stating the process and manner of E-voting along with Attendance Slip and Proxy Form are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for Financial Year 2014-2015 and other documents are being sent in the permitted mode.
10. Members may note that Annual Report for Financial Year 2014-2015 and Notice of the 26th Annual General Meeting will also be available on the Company's website www.ifglref.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Odisha for inspection during normal business hours on working days (except Saturdays) upto the date of the Meeting. Even after registering for e-communication, members are entitled to receive such documents in physical form, upon making a request for the same, by post free of cost.
11. Brief Resume of Directors proposed to be re-appointed/appointed inter alia stating nature of their Expertise in specific functional areas, their Qualifications, names of Companies in which they hold Directorships and Memberships/ Chairmanships of the Board Committees, Shareholding and Relationships between Directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed hereto. The Directors have furnished requisite declarations for their re-appointment/appointment.
12. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 18th August 2015 to Saturday, 22nd August 2015, both days inclusive, in connection with ensuing AGM and Dividends proposed to be declared thereat.
13. If Dividend on Equity Shares, as recommended by the Board of Directors, is declared at ensuing AGM, payment will be made on or after Thursday, 27th August 2015, to those Shareholders whose names shall appear on the Company's Register of Members :
 - i) as Beneficial Owners as at end of business hours on Monday, 17th August 2015 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in Dematerialised Form.
 - ii) as Members in Register of Members of the Company after giving effect to valid Share Transfers lodged with the Company, on or before Monday, 17th August 2015.
14. In order to avoid risk of loss/interception of Dividend Warrants in postal transit and/or fraudulent encashment of Dividend Warrants, Shareholders are advised to avail of NECS facility whereby Dividend will be directly credited electronically to their respective Bank Accounts. This will ensure speedier credit of Dividend. You may download 'NECS Mandate Form' from Company's website www.ifglref.com and forward said Form duly filled and signed to the Company or its Registrars and Share Transfer Agent or Depository Participants, as the case may be, to avail benefit from this service.
15. Shareholders who have not yet encashed their Dividend Warrant(s) for Financial Years ended 31st March 2008, 31st March 2010, 31st March 2011, 31st March 2012, 31st March 2013 and 31st March 2014 issued by the Company are requested to make their claims to the Company accordingly, without any delay. No claims received for Unclaimed Dividend relating to Financial Year 2007-2008 will be entertained by the Company on and after 21st September 2015 since thereafter same will be transferred to the Investor Education and Protection Fund (IEPF). Pursuant to provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd August 2014 (date of last Annual General Meeting) on the website of the Company www.ifglref.com as also on the website of the Ministry of Corporate Affairs.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

16. Equity Shares of the Company are available for Dematerialisation both with the NSDL and CDSL.
17. Members holding shares in Physical Form are requested to notify/send following to the Registrars and Share Transfer Agent of the Company to facilitate better service :
 - i) Any change in their address/mandate/bank details.
 - ii) Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

Members holding shares in Demat form are requested to give all instructions directly to their Depository Participants.

18. Members are requested to quote the Folio No. or Client ID and DP ID numbers in all communications with the Company.
19. Presently Equity Shares of the Company are listed both on the BSE Limited and National Stock Exchange of India Limited.
20. Reduction and Consolidation of Equity Share Capital of the Company was carried out in the year 1996. Members still holding old Share Certificates are requested to surrender the same and obtain fresh Certificates in lieu thereof.
21. Persons who have become Members of the Company consequent upon Amalgamation of Indo Flogates Limited, are once again requested to surrender Certificates relating to their holding in said Company for despatch of new Certificates relating to their shareholding in the Company.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in Electronic Form are, therefore, requested to submit their PAN details to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company/its Registrar and Share Transfer Agent.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.ifglref.com under the Section 'Investor Relations'.
24. In compliance of Clause 5A of the Listing Agreement 4,488 Equity Shares of the Company issued in Physical Form pursuant to public/rights issue have been Dematerialised and credited to an Unclaimed Suspense Account. Voting rights on such shares remain frozen and corporate benefits like Dividend accruing on such shares are being credited also to an Unclaimed Suspense Account. Allottees, who may not have received Equity Shares applied pursuant to public/rights issue, may send details to the Company for necessary examination.

25. Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-voting services provided by National Securities Depository Limited (NSDL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his/her discretion following the procedure below.

The instructions for E-voting are as under :

- A. In case of Members receiving an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participants) :
 - i) Open the e-mail and open pdf file "IFGL Refractories E-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your User ID and password for E-voting. Please note that this password is an initial password.
 - ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>.
 - iii) Click on "Shareholder – Login".
 - iv) Insert User ID and password as initial password noted in step (i) above. Click Login.
 - v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password with new password of your choice. The new password shall comprise of minimum 8 characters or digits or combination

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

thereof. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- vi) You can also update your mobile number and e-mail ID in the User Profile details of the folio, which may be used for sending future communication(s).
 - vii) You need to login again with the new credentials. Home page of E-voting will open. Click on "E-voting: Active Voting Cycles".
 - viii) Select the "EVEN" (Electronic Voting Event Number) of IFGL Refractories Limited. Now you are ready for E-voting as Cast Vote page opens.
 - ix) On the voting page, you may cast your vote by selecting an appropriate option "FOR" or "AGAINST" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - x) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
 - xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF, JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutinizer at the e-mail address : smguptaandco@yahoo.com with a copy marked to evoting@nsdl.co.in.
- B. For Members holding shares in Dematerialised form whose e-mail IDs are not registered with the Company/Depository Participants, Members holding shares in Physical Form as well as those Members who have requested for a Physical copy of the Notice and Annual Report, the following instructions may be noted :
- i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
--	----------------	-----------------
 - ii) Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.
- C. Members who are already registered with NSDL for E-voting can use their existing User ID and password for casting their votes.
- D. Members holding shares either in Physical or Dematerialised form as on the cut off date of 15th August 2015 may cast their votes electronically. The E-voting period for the Members who hold shares as on the cut off date commences on 19th August 2015 (9.00 AM) and ends on 21st August 2015 (5.00 PM). The E-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the downloads section of <https://www.evoting.nsdl.com> or call on Toll Free No. 1800222990.

General instructions/information for Members for voting on the Resolutions :

- a) Facility of voting through Poll Paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote E-voting, shall be able to exercise their right at the meeting.
- b) Members who have cast their vote by remote E-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- c) The voting rights of the Shareholders (for voting through remote E-voting or by Poll Paper at the Meeting) shall be in proportion to their share of the paid up Equity Share Capital of the Company as on 15th August 2015 ("cut off date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote E-voting as well as voting at the AGM.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- d) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut off date, i.e. 15th August 2015 may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote E-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on <https://www.evoting.nsdl.com>.
- e) Mr S M Gupta, Proprietor of M/s S M Gupta & Co., Company Secretaries, (Membership No. FCS No. 896 and CP No. 2053) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process at the Meeting in a fair and transparent manner.
- f) The Chairman shall, at the AGM, at the end of discussion on the Resolutions, allow the voting with the assistance of Scrutinizer for all those members who are present at the AGM but have not cast their votes by availing remote E-voting facility.
- g) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote E-voting, in the presence of at least two (2) witnesses not in the Employment of the Company.
- h) The Scrutinizer will collate the votes cast at the Meeting and votes downloaded from the E-voting system and make, not later than three days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- i) The Chairman or the person authorised by him in writing forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ifglref.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after their declaration and communicated to the Stock Exchange where the Company is listed viz. BSE Limited and National Stock Exchange of India Limited.
- j) Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the AGM.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT**Item No. 5**

Prof Bharati Ray was appointed as an Additional Director of the Company on and from Wednesday, 3rd September 2014 following provisions of Sections 149(1) of the Act inter alia requiring a Listed Company to have one Woman Director. She hold said office upto conclusion of ensuing 26th Annual General Meeting of the Company.

Following provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and Rules made thereunder read with Schedule IV to the Act and Clause 49 of the Listing Agreement, she is proposed to be re-appointed immediately after conclusion of ensuing Annual General Meeting as an Independent Director for a term of five consecutive years upto conclusion of the 31st Annual General Meeting of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Declarations from her that she meets the criteria of Independence as prescribed both under Section 149(6) of the Act and Clause 49 of the Listing Agreement have been received. Your Board is of the opinion that she fulfills conditions of appointment as an Independent Director specified in the Act and also in the Listing Agreement and is independent of the Management.

Brief Resume of her inter alia stating nature of her Expertise, her Qualification, names of Companies in which she holds Directorship and Membership/Chairmanship of Board Committees, Shareholding and Relationship with other Directors as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the statement appearing hereinafter.

Copy of the draft letter for her appointment as an Independent Director setting out the Terms and Conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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

Prof Ray is interested in the proposed resolution inasmuch as the same deal with her appointment as an Independent Director of the Company. Her relatives may also be deemed to be interested in the proposed resolution to the extent of their Shareholding Interest, if any, in the Company.

Save and except the above, neither Prof Ray nor other Directors/Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends proposed Ordinary Resolution for approval by the Members.

Item No. 6

Mr Hisatake Okumura has been appointed as an Additional Director of the Company on and from Saturday, 16th May 2015 following provisions of Sections 161 of the Act. He hold said office upto conclusion of ensuing 26th Annual General Meeting of the Company.

Following provisions of Sections 149 and 152 and any other applicable provisions of the Act and Rules made thereunder, he is proposed to be appointed immediately after conclusion of ensuing Annual General Meeting as a Director liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief Resume of his inter alia stating nature of his Expertise, his Qualification, names of Companies in which he holds Directorship and Membership/Chairmanship of Board Committees, Shareholding and Relationship with other Directors are provided in the statement appearing hereinafter.

Mr Okumura is interested in proposed resolution inasmuch as the same deal with his appointment as a Director of the Company. He is a Senior Executive of Krosaki Harima Corporation (KHC), Japan, which hold 14.47% of total issued, subscribed and paid up Equity Share Capital of the Company. He is also a Director of Company's Indian Subsidiary, IFGL Exports Limited since 20th October 2011. Transactions are also entered into in ordinary course of business at arms length by the Company with said KHC.

Save and except the above, neither Mr Okumura nor other Directors/Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends proposed Ordinary Resolution for approval by the Members.

Item No. 7

Your Company enters into from time to time contracts and/or arrangements with related parties with regard to sale, purchase or supply of goods or materials, availing or rendering of services, which are repetitive in nature. Although said transactions are entered into by your Company in ordinary course of business and also at arms length, proposed resolution is for your approval in terms of proviso to Section 188(1) of the Companies Act, 2013 read with Rules framed therefor.

Your Directors recommend passing of the proposed resolution in the interest of the Company.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in said resolution save and except to the extent contracts or arrangements will pertain to related parties.

Item No. 8

Your Company is required to maintain Cost Records and have the same audited by a Cost Auditor following provisions of Section 148 of the Act, corresponding to Section 233B of erstwhile Companies Act, 1956. The Board of Directors accordingly at the recommendation of the Audit Committee of the Board has re-appointed M/s Mani & Co., Cost Accountants, at a remuneration not exceeding ₹ 300,000 only for financial year 2015-2016. Rule 14 of the Companies (Audit and Auditors) Rules, 2014 inter alia provide for ratification of remuneration of the Cost Auditor by the shareholders and hence the proposed resolution.

Your Directors recommend passing of the same as the same is in the interest of the Company.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in said resolution.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)**Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting :**

Name of the Directors	KUNAL DALMIA	PROF BHARATI RAY	HISATAKE OKUMURA
Date of Birth	02/09/1964	26/07/1934	22/11/1962
Expertise in Specific Functional Area	<ul style="list-style-type: none"> Well known Businessman in Kolkata, Extensive knowledge of Export and Import Business. 	<ul style="list-style-type: none"> Education and Culture, International Relations, Science and Technology. 	<ul style="list-style-type: none"> Senior Executive of Krosaki Harima Corporation, Japan and has working experience of more than 25 years.
Qualification	Graduate from Madras University, India.	Ph.D in History and Education.	Graduate from Meiji University, Japan.
Board Membership of other Companies as on 31st March 2015	<ol style="list-style-type: none"> Kahm Properties Private Limited Lindsay International Private Limited Alkharsh International Private Limited Dallas Towers Private Limited Fabulous Properties Private Limited Global Steel Engineering Private Limited Alkmai Trading Private Limited Lindsay Towers Private Limited Belair Properties Private Limited Highlife Developers Consultants Private Limited Armasol Properties Private Limited Topflow Business Private Limited 	Nil	1. IFGL Exports Limited
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March 2015	Nil	Nil	Nil
Chairman/Member of the Committee of Directors of other Public Company of which he/she is Director as on 31st March 2015	Nil	Nil	Nil
Shareholding as on 31st March 2015	Nil	Nil	Nil
Relationship between Directors inter se	None	None	None

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS

Dear Shareholders

Your Directors present the 26th Annual Report together with Statement of Profit and Loss for the Financial Year ended on 31st March 2015 (FY 2014-2015) and Balance Sheet as on that date along with Notes, Cash Flow Statement and Auditors' Report forming part thereof.

Performance highlights of your Company for FY 2014-2015 on Consolidated and Standalone basis are as follows :

	(₹ in Millions)	
	Consolidated	Standalone
Total Revenue	7,934.69	3,381.71
Total Expenses	6,945.91	2,892.28
EBIDTA	988.78	489.43
Finance Cost	58.60	18.92
Depreciation and Amortisation Expense	142.93	55.41
Profit before Tax	787.25	415.10
Provision for Current Tax/Deferred Tax	253.95	146.47
Profit after Tax excluding Minority Interest	533.30	268.63
Earning Per Share (₹)	15.12	7.54

This performance, including that of your Subsidiary Companies, was achieved despite overall subdued market conditions and depreciation of the Euro, which is the major currency for export for your Company. Strengthening of US Dollar against major currencies including Pound Sterling also impacted financials on consolidation. Your Directors however took several steps to contain the impact. The underlying Revenue and Profit before Tax on Fixed Exchange Rate (Euro - ₹ 83, USD - ₹ 62 and GBP - ₹ 100) is ₹ 7,999.20 Millions and ₹ 888.90 Millions respectively. Furthermore, your Company has quality ISO-9001 : 2008 and ISO 14001:2004 Certifications from TUV NORD CERT GmbH.

Dividend

In view of satisfactory financial performance, your Directors are happy to recommend payment of Dividend @ ₹ 2/- i.e. 20% on Equity Shares of ₹ 10/- each for FY 2014-2015, subject to necessary approvals, including yours at the ensuing Annual General Meeting. This is following your Company's Policy of distributing maximum possible available profits amongst the Shareholders. Dividend recommended is higher by ₹ 0.25 i.e. 2.50% than that paid for FY 2013-2014.

Your Company has redeemed 1,450,000 – 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each and have paid Dividend @ ₹ 5/- i.e. 5% on a pro-rata basis for period ended on 21st February 2015, for FY 2014-2015, to holders thereof on the record date. In connection with redemption of Preference Shares, ₹ 94 Millions have been transferred to Capital Redemption Reserve during FY 2014-2015.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS *(Contd.)*

Subsidiaries

Due to subdued market conditions, especially in Europe and the weakening of the Euro & Pound Sterling, the Revenue and Profit have been below budget of your Subsidiary Companies, exception being the German Subsidiary. At the level of IFGL Worldwide Holdings Limited, which holds all the overseas subsidiaries, the Total Revenue, PBT and PAT was £ 46 Millions, £ 4.1 Millions and £ 3.0 Millions, respectively. However, on a Fixed Exchange Rate the underlying would be £ 45.5 Millions, £ 4.2 Millions and £ 3.1 Millions respectively.

Expansion and New Products

Company's subsidiary in the US [EI Ceramics LLC (EIC)] completed capacity expansion of Continuous Casting Isostatic Refractories from 85,000 pcs to 126,000 pcs per annum. EIC has also set up facilities for manufacture of 10,000 pcs per annum of Clay Graphite Stopper Rods for Foundries. Capacity expansion is also undergoing at Company's Indian Subsidiary, IFGL Exports Limited engaged in manufacture of ISO Refractories at Kandla SEZ in Gujarat (India).

Hipercast Filters introduced by German Subsidiary, Hofmann Ceramic GmbH (Hofmann) for Foundries performed well and consequently lead to improvement in margins.

To further promote your Company's business in Gulf region, a Branch Office has been opened in RAS Al Khaimah FTZ near Dubai.

Industry Structure, Developments, Opportunities, Threats, Risks and Concerns and Future Outlook

While the World Steel production grew around 1%, India grew at 3%, whereas China's growth slowed considerably. The weak sentiments prevalent in Europe, dampened the 1.8% growth in the Steel Industry.

Besides organic growth including through new products for Iron and Steel and Foundry Industries, your Company is on lookout for Inorganic Growth opportunities.

On and from 1st May 2015, Mr Giorgio Cappelli, a Doctorate in Industrial Chemistry from Milano University and former COO of the Steel Division and Board Member of RHI AG, Viena, has been appointed as a Director of your Company's UK operating Subsidiary, Monocon International Refractories Limited (MIRL). He will also be a Consultant to MIRL, Hofmann and EIC. Presence of Mr Cappelli will greatly help your Company also to pursue its growth endeavors.

Your Company has exited from Bio Ceramic business, being an activity not germane to main activity of Manufacturing Specialized Refractories for Iron and Steel Industry and Foundry Ceramics.

Corporate Governance/Internal Control System and their adequacy

Detailed Report on Corporate Governance Compliance duly certified by your Company's Statutory Auditors form part of this Report as **Annexure 'A'**. Corporate Governance Policies and Procedures practiced by your Company is one of the tenets of its continued philosophy for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

Whistle Blower Policy has been amended to include Vigil Mechanism. Policy for Anti-Sexual Harassment of Women at work place has also been implemented and is monitored closely by the Audit Committee through Internal Complaints Committee headed by the Chief Human Resource Officer of your Company. During FY 2014-2015 no complaint has been received under these Policies. Policies and Systems for Internal Control including Financial, Risk Management, and Transfer Pricing commensurate to nature of business and size of your Company are in place and are reviewed and updated from time to time as and when necessary.

Disclosure of Information

Form MGT-9, being extract of Annual Return, form part of this Report as **Annexure 'B'**. Several matters including those provided at Section 134(3) of the Companies Act, 2013 (the Act) read with relevant provisions of the Companies (Accounts) Rules 2014 and Clause 49 of the Listing Agreement required to be included herein, have been dealt in Annexures hereto including Audited Financial Statements and Notes forming part thereof and thus have not been included herein again, for brevity. Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is given in **Annexure 'C'**. Transactions entered into with related parties have been in ordinary course of your Company's

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS (Contd.)

business at arms length and hence, details thereof have not been given in Form AOC-2. Formal Annual Evaluation has been made by your Board of its performance and that of its Committees and individual Directors - further details are appearing in Report on Corporate Governance, being Annexure 'A' hereto.

In order to strengthen Investor Relations your Company is having Quarterly Presentations, Conference Calls and Interaction, following Announcement of Quarterly and Annual Results. The participation in these are steadily increasing.

Accounts of Subsidiary Companies

A statement in Form AOC-1 having financial information of Subsidiary Companies form part of this Annual Report as **Annexure 'D'**. Shareholders of the Company and those of Subsidiary Companies who are desirous of having complete Statement of Accounts and related detailed information of Subsidiary Companies, may send their request therefor either to the Company's Registered Office or to Head and Corporate Office. The same are being kept for inspection at Head Offices of your Company and Subsidiary Companies and also available on your Company's website i.e. www.ifglref.com.

Directors Responsibility Statement

Your Directors state that :

- a) in preparation of the Annual Accounts, the applicable Accounting Standards have been followed.
- b) Accounting Policies selected and applied are consistent and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period.
- c) proper and sufficient care has been taken 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 fraud and other irregularities.
- d) the Annual Accounts have been prepared on a Going Concern basis.
- e) Internal Financial Controls i.e. Policies and Procedures for ensuring orderly and efficient conduct of business, including adherence to Company's Policies, Safeguarding of Assets, Prevention and Detection of Frauds and Errors, Accuracy and Completeness of the Accounting Records and Timely Preparation of reliable Financial Information, have been laid down and that such controls are adequate and operating effectively.
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively.

Your Company's Statutory Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants have audited the Statement of Accounts in accordance with Generally Accepted Accounting Standards and Practices as indicated in their Report.

CSR, Human Resources and Industrial Relations

Your Company has in place a Committee of the Directors on Corporate Social Responsibility. For details regarding constitution, reference is drawn to Corporate Governance Report, Annexure 'A'. Annual Report in compliance of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is forming part as **Annexure 'E'**.

Your Company has constituted a Nomination and Remuneration Committee of Directors following provisions of Section 178(1) of the Act and brief details thereof are also contained in Corporate Governance Report. Based on recommendation of this Committee, your Board has adopted a Policy, which is hosted on your Company's website www.ifglref.com. For the sake of brevity said Policy has not been reproduced here.

5 persons employed throughout FY 2014-2015 were in receipt of remuneration of ₹ 60 lacs per annum or more. None was employed for part of the year and received remuneration of ₹ 5 lacs per month or more. As on 31st March 2015, your Company had 369 permanent employees. An Annexure having information following provisions of Sections 134(3)(q) and 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 form part of this Report. This Annexure is however not being sent to Members as per provisions of Section 136 of the Act. Members desirous of having Annexure may write to the Company Secretary at the Registered Office. However the Annexure will also be available for inspection by the Members at Company's Registered Office upto conclusion of

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS (Contd.)

forthcoming Annual General Meeting. None of the Employees listed in the Annexure is a relative of any Director of the Company. None of the Employees, excepting your Chairman, hold (by himself or alongwith his spouse) more than two percent of Total Equity Share Capital of your Company.

During FY 2014-2015, Industrial Relations continued to remain cordial. Your Company continued to provide conducive working environment to its team members and empowered them by trainings on latest techniques and practices. Compensation Packages and benefits provided compare favourably with those offered by others in the Refractory Industry.

Consolidated Financial Statements

In accordance with Accounting Standard 21 and other relevant provisions particularly Section 129(3) of the Act, Consolidated Financial Statements duly audited by Statutory Auditors, M/s Deloitte Haskins & Sells form part of this Annual Report. Consolidated Financial Statements have been prepared based on Financial Statements (including Consolidated) of immediate two Subsidiary Companies i.e. IFGL Worldwide Holdings Limited and IFGL Exports Limited, as approved by their respective Boards.

Directors

Director due to retire by rotation at ensuing Annual General Meeting is Mr Kunal Dalmia and he being eligible, has offered himself for re-appointment. Mr Sadayoshi Tateishi, a Senior Executive of Krosaki Harima Corporation (KHC), Japan, has vacated his office as a Director of your Company. Your Board places on record sincere appreciation for contributions made by him as a Director of your Company. Your Directors have appointed Mr Hisatake Okumura, a Senior Executive of KHC and also a Director of your Indian Subsidiary as an Additional Director of your Company effective to-day. Mr Okumura will cease to hold his office of Director at ensuing Annual General Meeting and has offered himself for further period as a Director liable to retire by rotation. Prof Bharati Ray, joined the Board of your Company as an Additional Director on 3rd September 2014, as its first Lady Director, will also cease to hold her office at ensuing Annual General Meeting. She has also offered herself to be appointed as an Independent Director of your Company for a term of five consecutive years upto the conclusion of the 31st Annual General Meeting. These appointments will be in conformity with relevant provisions including Sections 149, 150, 152 of the Act and Rules framed thereunder. Ordinary Resolutions and Explanatory Statement wherever necessary, in respect of these form part of Notice of your ensuing Annual General Meeting.

Profile of your Directors seeking re-appointment/appointment is also forming part of Notice of your ensuing Annual General Meeting.

Secretarial Audit

M/s S M Gupta & Co., Practicing Company Secretaries have carried out Secretarial Audit following provisions of Section 204 of the Act. Their Report in MR-3 does not contain qualifications and form part hereof as **Annexure 'F'**.

Auditors' Report and Auditors

Report of the Auditors, including references made therein to the Notes forming part of the Statement of Accounts, are self explanatory.

Auditors, M/s Deloitte Haskins & Sells (Regn No. 302009E), Chartered Accountants will retire at conclusion of 30th Annual General Meeting. Following provisions of Section 139 of the Act, their appointment as Auditors of your Company is required to be ratified at ensuing Annual General Meeting.

Acknowledgement

Your Directors place on record their sincere appreciation for continued support received from all the stakeholders particularly you the Shareholders.

On behalf of the Board of Directors

Kolkata
16th May 2015

S K Bajoria
(DIN : 00084004)
Chairman

P Bajoria
(DIN : 00084031)
Managing Director

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE

1. Your Company's philosophy for Corporate Governance is to apply best management practices, compliance of law in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

The Report on compliance of conditions of the Corporate Governance in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges by your Company is given below.

2. Board of Directors

Composition of Board of Directors as at 31st March 2015

Category	No. of Directors	%
Executive Directors	2	18
Non-Executive Directors	2	18
Non-Executive Independent Directors	6	55
Non-Executive Independent Woman Director	1	9
	11	100

Mr S K Bajoria is designated as the Chairman of the Company.

Composition, Category, their Directorship and Committee Memberships in other Companies

Name of Directors	Category of Directors	Members of the Board of other Public Limited Companies incorporated in India	Total Number of Committee (d) Membership held in other Public Limited Companies [excluding Private Limited Companies, Foreign Companies and Companies of Section 8 of the Companies Act, 2013 (the Act)]	
			As Chairman	As Member
P Bajoria	Executive	3	–	–
S K Bajoria (a)	Executive	3	–	–
D K Banerji	Non-Executive (c)	–	–	–
K Dalmia	Non-Executive	–	–	–
S Khasnobis	Non-Executive (c)	–	–	–
Prof S Munshi	Non-Executive (c)	–	–	–
D G Rajan	Non-Executive (c)	4	4	–
Prof Bharati Ray	Non-Executive (c) (w.e.f. 03.09.2014)	–	–	–
Prof A N Sadhu	Non-Executive (c)	4	2	–
K S B Sanyal	Non-Executive (c)	4	2	1
S Tateishi (b)	Non-Executive	1	–	–

None of the above Directors are related inter-se.

- Also Promoter.
- A Senior Executive of Krosaki Harima Corporation, Japan, being Foreign Promoter and Technical Collaborator of your Company.
- Also Independent.
- Only 2 (two) Committees viz Audit Committee and Stakeholders Relationship Committee are considered.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

None of the Directors of the Company's Board hold the office of Director in more than the permissible number of Companies under Section 165 of the Companies Act, 2013 (the Act) read with Clause 49(II)(B)(2) of the Listing Agreement. Also, the Committee Chairmanships/Memberships are within the limits laid down in Clause 49 of the Listing Agreement. All Executive and Non-Executive (excluding Independent) Directors are liable to retire by rotation. The appointment of the Executive Directors, including tenure and terms of remuneration are also approved by the Members. Appointment of Non-Executive Directors, save as otherwise expressly provided in the Act, is made at the Company's General Meeting.

Non-Executive Directors (other than Mr K Dalmia) do not have any pecuniary relationship and/or transaction with your Company other than payment of Sitting Fees (as indicated in paragraph 3C below) and/or reimbursement of out-of-pocket expenses for attending meetings of the Board and/or Committee(s) thereof. The Company pays sitting fees as follows per meeting per Director for attending meeting of the Board/Committees within the limit prescribed under the Act.

Board Meeting	₹ 20,000/-
Audit Committee Meeting	₹ 10,000/-
Corporate Social Responsibility Committee Meeting	₹ 5,000/-
Nomination and Remuneration Committee Meeting	₹ 5,000/-
Investment Committee Meeting	₹ 5,000/-
Stakeholders Relationship Committee Meeting	₹ 5,000/-

For Mr K Dalmia's pecuniary relationship, please refer to paragraph 5 below.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting (AGM)

During the Financial Year (FY) ended on 31st March 2015, the Board met 4 (four) times. The details of Board Meetings held during the FY 2014-2015 are as under :

Date of Board Meeting	No. of Directors present
10th May 2014	8
14th August 2014	6
8th November 2014	10
14th February 2015	9

The intervening period between two Board Meetings was well within the maximum gap of four months prescribed under Clause 49 of the Listing Agreement.

Name of Directors	Number of Board Meetings		Attended last AGM held on 22nd August 2014
	Held	Attended	
P Bajoria	4	4	Yes
S K Bajoria	4	4	No
D K Banerji	4	4	No
K Dalmia	4	1	No
S Khasnobis	4	3	No
Prof S Munshi	4	3	No
D G Rajan	4	4	No
Prof Bharati Ray@	2	2	-
Prof A N Sadhu	4	4	No
K S B Sanyal	4	4	Yes
S Tateishi@@	4	-	No

@ Became Director w.e.f. 03.09.2014.

@@ Following provisions of Section 167(1)(b) of the Act has vacated his office.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)
Information placed before the Board

Board Meetings of the Company are governed by a structured agenda. The Board members, in consultation with the Chairman may bring up any matter for consideration of the Board. All major Agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The required information as enumerated in Annexure X to Clause 49 of the Listing Agreement is made available to the Board Members for discussion and consideration at Board Meetings.

3. Committees of the Board

Your Company has five Board level Committees :

- Audit Committee
- Corporate Social Responsibility Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee and
- Investment Committee

The terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board Committee Meetings are placed in subsequent Board Meetings for the information of the Board. The role and composition of these Committees including details of Meetings held during FY and the attendance thereof are provided herein below :

A. Audit Committee

Your Company has an Audit Committee (the Committee) comprising of following three Non-Executive Independent Directors. All of them are financially literate and have accounting or related Financial Management expertise.

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	4	4
D G Rajan	Member	4	4
Prof A N Sadhu	Member	4	4

During FY ended on 31st March 2015, 4 (four) meetings of the Committee were held on 10th May 2014, 14th August 2014, 8th November 2014 and 14th February 2015. The gap between two meetings never exceeded four months.

Head of Finance, Internal Auditors and Statutory Auditors also attended said meetings as and when required by the Committee. Mr R Agarwal, Company Secretary, is the Secretary to the Committee.

Unaudited Quarterly and Audited Annual Financial Results were reviewed, analysed and confirmed by the Committee before they were approved by the Board of Directors for submission to the Stock Exchanges and publication in Newspapers in compliance of Clause 41 of the Listing Agreement.

Terms of reference of the Committee include the powers and role including review of information, as specified in Clauses 49III(C), 49III(D) and 49III(E) of the Listing Agreement, of the Company as well as that of its Subsidiary Companies.

B. Corporate Social Responsibility Committee

Corporate Social Responsibility Committee (the Committee) was constituted on 10th May 2014 in compliance of Section 135 of the Act and Rules framed thereunder. Following its role and responsibility, the Committee has formulated and recommended to the Board a Policy indicating CSR activities to be undertaken, expenditure to be incurred on account thereof and monitoring the same on an ongoing basis. Following Directors are the Members of the Committee :

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	3	3
D K Banerji	Member	3	3
S K Bajoria	Member	3	3

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

During FY ended on 31st March 2015, 3 (three) meetings of the Committee were held on 14th August 2014, 8th November 2014 and 14th February 2015.

C. Nomination and Remuneration Committee

Role of the Nomination and Remuneration Committee (the Committee) inter alia is to formulate criteria for determining qualification, positive attributes and independence of Directors and recommend to the Board Policy relating to Remuneration of Directors, Key Managerial Personnel and other Employees. Role also include determination on behalf of the Board of Directors and on behalf of the Shareholders, the Company's Policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and/or to recommend remuneration including perquisites payable by the Company on their appointment and/or re-appointment.

In compliance of Clause 49(IV)(B)(2) of the Listing Agreement, the Committee has laid down criteria for evaluation of performance of Independent Directors and the Board, which inter alia include concern for stakeholders, contribution to setting strategy and policy directions, knowledge and approach to issues placed before the Board and also that the Directors excluding the Director, performance of which is to be evaluated, at their first meeting of each of FY shall evaluate performance and based on such evaluations, whether to extend or continue term of the appointment of the Independent Directors will be determined.

The Committee comprises of following Non-Executive Independent Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
Prof A N Sadhu	Chairman	4	4
D G Rajan	Member	4	4
K S B Sanyal	Member	4	4

During the FY ended on 31st March 2015, 4 (four) meetings of the Committee were held on 10th May 2014, 14th August 2014, 8th November 2014 and 14th February 2015.

Details of remuneration paid/payable to the Executive Directors and Non-Executive Directors for FY 2014-2015 are as follows :
(₹ in lacs)

Name of Directors	Salary and other benefits				Sitting Fees	
	Salary (including House Rent Allowance)	Commission	Contribution to Provident and other Funds	Other Perquisites	Board Meetings	Committee Meetings
P Bajoria (e)	136.80	12.00	71.20	6.34	-	-
S K Bajoria (e)	99.00	44.00	58.18	16.37	-	-
D K Banerji	-	-	-	-	0.80	0.15
K Dalmia	-	-	-	-	0.20	-
S Khasnobis	-	-	-	-	0.60	0.15
Prof S Munshi	-	-	-	-	0.60	-
D G Rajan	-	-	-	-	0.80	0.60
Prof A N Sadhu*	-	-	-	-	-	-
Prof Bharati Ray@	-	-	-	-	0.40	-
K S B Sanyal	-	-	-	-	0.80	1.40
S Tateishi@@	-	-	-	-	-	-

* Waived entitlement to Sitting Fees.

@ Director from 03.09.2014.

@@ Following provisions of Section 167(1)(b) of the Act has vacated his office.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

- e) i) Service Contract - 5 years (from 1st April 2010 to 31st March 2015)
 ii) Notice period - 3 months Notice from either side
 iii) Severance Fees - 3 months salary in lieu of Notice
 iv) Commission - 1% of the 'Net Profit' eligible subject to total remuneration not exceeding 5% thereof for the FY.
 v) Have been Re-appointed for five years from 1st April 2015 and in this regard, Special Resolutions were passed at last Annual General Meeting of the Shareholders held on 22nd August 2014.

No stock option was given to the Directors during the FY 2014-2015.

D. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (the Committee) comprises of following Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	13	13
S K Bajoria	Member	13	8
P Bajoria	Member	13	11

During the FY ended on 31st March 2015, 13 (thirteen) meetings of the Committee were held and gap between two meetings never exceeded 30 (thirty) days.

Role of the Committee include redressal of Shareholders' complaints relating to Transfer/Transmission of Shares, Exchange of Share Certificates, Non-Receipt of Balance Sheet, Non-Receipt of declared Dividends etc.

Pursuant to Clause 49VIII(E)(5) of the Listing Agreement, the Board of the Company has delegated the power of Share Transfer to the Company Secretary, Mr R Agarwal subject to ratification at the immediately succeeding meeting of the Committee.

Status of complaints of Shareholders/Investors is as under :

Number of complaints pending as on 1st April 2014	–
Number of complaints received during the FY	18
Number of complaints redressed during the FY	18
Number of complaints pending as on 31st March 2015	–

Most of the complaints received related to exchange of Share Certificates (a) consequent to reduction of paid up capital of Equity Shares of the Company in the year 1996 and (b) amalgamation of Indo Flogates Limited with the Company on and from 1st April 1999 pursuant to Orders of Hon'ble Orissa High Court of 5th November 1996 and 3rd August 2000 respectively, registration of Transfer/Transmission of Equity Shares, Issuance of Duplicate Share Certificates, Non-Receipt of Dividend Warrants and Annual Reports.

E. Investment Committee

The Board has constituted an Investment Committee (the Committee), which comprises of following Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
S K Bajoria	Chairman	4	4
P Bajoria	Member	4	4
S Khasnobis	Member	4	3

During the FY ended on 31st March 2015, 4 (four) meetings of the Committee were held on 10th May 2014, 14th August 2014, 8th November 2014 and 14th February 2015.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

Role of the Committee is to inter alia examine and recommend measures for management of foreign currency exposures and opportunities for deployment of cash flow surpluses available with the Company.

4. General Body Meetings

Location and Time, where last three AGMs were held

AGM	FY	Date	Time	Place
23rd	2011-2012	Friday, 24th August 2012	11 AM	Sector 'B', Kalunga Industrial Estate P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
24th	2012-2013	Friday, 23rd August 2013	11 AM	-do-
25th	2013-2014	Friday, 22nd August 2014	11 AM	-do-

Special Resolutions passed at the last 3 (three) AGMs

FY	Items
2011-2012	None.
2012-2013	i) Change in Remuneration and payment of Minimum Remuneration to Mr S K Bajoria. ii) Payment of Minimum Remuneration to Mr P Bajoria.
2013-2014	i) Re-appointment of Mr S K Bajoria as Chairman for a period of five years from 1st April 2015 and payment of Remuneration. ii) Re-appointment of Mr P Bajoria as Managing Director for a period of five years from 1st April 2015 and payment of Remuneration. iii) Under Section 180(1)(c) of the Act for borrowing from time to time but not exceeding Rs. 500 crores and provide security in respect thereof in accordance with provisions of Section 180(a) of the Act. iv) Under Section 188 of the Act for Mr Akshay Bajoria, son of Mr P Bajoria, to hold an office or place of profit. v) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties. vi) For alteration of Articles of Association.

Postal Ballot

The Company did not conduct any business through Postal Ballot during FY under review.

5. Disclosures :

- A Statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. All transactions with the related parties have been on an arms length basis. A Policy on transactions with related parties have also been formulated, which has been hosted on Company's website www.ifglref.com.
- The Company did not have any materially significant related party transactions, which may have potential conflict with interest of the Company.
- While preparing Financial Statements for the FY under review, no accounting treatment which was different from that prescribed in the Accounting Standard has been followed.
- For disclosures of related party relationship and transactions as per Accounting Standard 18, "Related Party Disclosures", Note 33 to the Annual Audited Accounts of the Company for the FY ended 31st March 2015 may be referred to.
- The Company, during the FY under review, continued to supply Refractories (of unique/special nature) to a company (where Mr K Dalmia, a Director of the Company happens to hold Directorship) as per the latter's requirements from time to time at prices and terms which were negotiated and mutually agreed. The Company has necessary approval in this regard from the Regional Director, Eastern Region, Ministry of Corporate Affairs at Kolkata under Section 297

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

of erstwhile Companies Act, 1956. In the Annual General Meeting of the Shareholders held on 22nd August 2014, a Special Resolution under Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 has also been passed with regard to transactions with related parties.

- Resume and other information of the Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting are given in the Notice relating thereto to the Shareholders as required under Clause 49 VIII(E)(1) of the Listing Agreement.
- Nomination and Remuneration Committee has devised a Policy on Board Diversity, a copy whereof is hosted on Company's website www.ifglref.com.
- A Management Discussion and Analysis Report has been included as a part of the Directors' Report to the Shareholders for FY ended 31st March 2015.
- In accordance with requirement of Corporate Governance the Board of Directors of the Company has formulated a Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel of the Company and the compliance thereof has been affirmed by all concerned. The Code provide for duties of Independent Directors as laid down in the Act. Required declaration to this effect signed by the Managing Director is appended as a separate Annexure to this Report. This Code of Conduct has also been hosted on Company's website www.ifglref.com.
- No strictures were imposed on the Company by any regulatory authority on any matter related to capital markets during the last three years.
- IFGL Exports Limited (IEL) is a Non Material Indian Subsidiary of the Company. Following principles of good Corporate Governance, Mr K S B Sanyal, being one of the Independent Directors of the Company, is also a Director on the Board of said IEL.
- Minutes of Subsidiaries, are placed before the Board of the Company and attention of the Directors is drawn to significant transactions and arrangement entered into by said Subsidiary Companies. The Company has formulated Policy for determining Material Subsidiaries and such Policy is hosted on Company's website www.ifglref.com. The Company however had/has no Material Subsidiary.
- The Company has laid down procedures to inform the Board Members about the risk assessment and minimisation procedures. These procedures are periodically reviewed to ensure that Executive Management control risks through means of a properly defined framework.
- In accordance with Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992, as amended in February 2002, the Board of Directors of the Company has formulated the Code of Conduct for Prevention of Insider Trading in Securities of the Company by its Directors and Employees. This Code has however been modified inasmuch as subsequent to Notification on 15th January 2015 of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, which is effective from 15th May 2015, the Board has formulated a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and have hosted a copy thereof on Company's website www.ifglref.com. For the purposes of the new SEBI Insider Trading Regulations, the Company Secretary has also been appointed as Compliance Officer and Chief Investor Relations Officer.
- The Company has also appointed Strategic Growth Advisors Private Limited (Mr Samir Shah) of 402, Pressman House, Near Orchid Hotel, 70A, Nehru Road, Vile Parle (East), Mumbai 400 099 as Investor Relations Advisors. Quarterly Results and presentation made to analysts are hosted on Company's website www.ifglref.com. Similarly transcripts of Quarterly Conference Calls on Financial Performance are also hosted on Company's website.
- The Board of Directors of the Company has also put in place a Policy on Prevention of Sexual Harassment following provisions of Sexual Harassment of Women at Workplace Act, 2013 and Rules framed thereunder. Copy of said Policy has been hosted on the Company's website www.ifglref.com. During FY 2014-2015, no complaint regarding Sexual Harassment was received.
- The Board of Directors of the Company have received a Certificate from the Managing Director and Chief Financial Officer of the Company in compliance of Clause 49(IX) of the Listing Agreement.
- The Company has a Whistle Blower Policy, whereby Vigil Mechanism has been established for Directors and Employees, both permanent and temporary, to report concerns about unethical conduct and improper practices or alleged fraud

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

or violation of the Company's Code of Conduct or Ethics Policy, to the Managing Director or Compliance Officer or the Audit Committee soon after becoming aware of the same. Said Policy inter alia providing for adequate safeguards against victimization of persons availing mechanism of the same and also providing for direct access to the Chairman of the Audit Committee in exceptional cases, has been hosted on Company's website www.ifglref.com.

- Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, Certificates, on half year basis, have been issued by a Company Secretary-in-Practice for due compliance of Share Transfer formalities by the Company.
- A Chartered Accountant in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of Shares in physical form and the total number of Shares in dematerialised form (held with NSDL and CDSL).
- All mandatory requirements have been complied with. Compliance of non mandatory requirements are dealt with at the end of the Report. Quarterly Compliance Reports in format prescribed have been sent to Stock Exchanges within maximum of 15 days from the close of quarter.
- The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.
- Tenure of some of the Independent Directors is more than nine years in aggregate considering their respective initial date of induction on the Board. None of the Independent Directors has/is serving as Independent Directors in more than seven listed Companies. Formal letters of appointment have been issued and hosted on Company's Website. Prof Bharati Ray is proposed to be appointed as an Independent Director immediately after conclusion of ensuing Annual General Meeting and soon thereafter, her letter of appointment will be issued and hosted on Company's Website.
- During FY 2014-2015, a meeting of the Independent Directors was held on 14th February 2015, whereat all of them were present. Independent Directors were familiarized with their roles, rights and responsibilities in the Company, nature of industry in which the Company operates, business models of the Company etc. One of the presentations made at such familiarization programme, by Statutory Auditors, Deloitte Haskins and Sells is hosted on the Company's website www.ifglref.com.
- In a meeting held recently, the Independent Directors inter alia reviewed performance of the Non Independent Directors and the Board as a whole and the Chairman of the Company taking into account views of Executive Directors and Non-executive Directors. Quality, Quantity and Timeliness of flow of information between the Company Management and the Board necessary for the Board to effectively and reasonably perform their duties was assessed. These were found to be satisfactory.
- No Director of the Company is related to any other Director of the Company.
- Particulars of Equity Shares of ₹10/- each of the Company held by Non-Executive Directors (both own or held by/for other person on a beneficial basis) are as follows :

Name of Directors	Number of Shares held
Prof A N Sadhu	850
D G Rajan	490
K S B Sanyal	Nil
K Dalmia	Nil
S Tateishi	Nil
S Khasnobis	Nil
D K Banerji	Nil
Prof S Munshi	Nil
Prof Bharati Ray	Nil

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)
6. Means of Communication

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is the core of good governance. Towards this end :

- Quarterly results of the Company are announced within 45 days of the completion of the Quarter and Audited Annual Results are announced within 60 days of end of last Quarter and Stock Exchanges are immediately intimated after the same is taken on record by the Board. Further coverage is given for the benefit of the Shareholders and Investors by publication of the Financial Results in the Business Standard and Pragativadi, an Odia newspaper widely circulating in the State of Odisha. The Company however does not send half yearly reports to the Individual Shareholders.
- Audited/Unaudited Financial Results and other pertinent information are also available on the Company's website i.e. www.ifglref.com, website of National Stock Exchange of India Limited i.e. www.nseindia.com and website of BSE Limited i.e. www.bseindia.com.
- Information relating to Shareholding Pattern, entire Annual Report of the Company and its Subsidiaries and Corporate Announcements/Press Releases made by the Company are also uploaded on Company's website i.e. www.ifglref.com.

7. General Shareholder Information

Date	Saturday, 22nd August 2015
Time	11 AM
Venue	Company's Registered Office at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha.
Financial Calendar 2015-2016 (tentative and subject to change)	<ul style="list-style-type: none"> Financial Year - April to March First Quarter Results - by second week of August 2015 Second Quarter Results - by second week of November 2015 Third Quarter Results - by second week of February 2016 Audited Results for the year ending 31st March 2016 - by last week of May 2016
Book Closure Period	Tuesday, 18th August 2015 to Saturday, 22nd August 2015
Dividend Payment Date	Thursday, 27th August 2015

Listing on Stock Exchanges

Name of the Stock Exchange	Address	Stock Code
National Stock Exchange of India Limited	'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra(E), Mumbai 400 051	IFGLREFRAC(EQ)
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	532133

The Listing Fees for the FY 2015-2016 has been paid to the Stock Exchanges.

The International Security Identification Number (ISIN) allotted to the Company's Share under the Depository System is INE023B01012.

In accordance with Clause 5A of the Listing Agreement, an Unclaimed Suspense Demat Account has been opened with HDFC Bank Limited and all Equity Shares in physical form lying unclaimed pursuant to Public/Rights Issues of the Company as well as by erstwhile Indo Flogates Limited have been dematerialised and credited to said Demat Account. Whenever any request for said unclaimed Shares is received, Equity Shares either in electronic or physical forms is issued to the claimant concerned after debiting said Demat Account.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the beginning of the FY	52	4,488
Number of Shareholders who approached issuer for Transfer of Shares from Suspense Account during the FY	–	–
Number of Shareholders to whom Shares were Transferred from Suspense Account during the FY	–	–
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the FY	52	4,488

Market Price Data

Months	BSE Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April 2014	83.75	57.00	83.80	57.10
May 2014	129.75	74.35	130.00	72.35
June 2014	165.95	123.25	167.15	123.40
July 2014	182.25	141.30	182.00	138.05
August 2014	209.00	158.00	209.00	156.50
September 2014	218.25	170.00	219.70	167.00
October 2014	206.40	158.00	206.90	156.95
November 2014	203.00	154.10	202.70	152.65
December 2014	166.00	131.55	166.00	131.55
January 2015	155.00	135.00	154.85	132.65
February 2015	147.00	118.90	149.00	118.50
March 2015	136.50	106.00	135.95	107.00

Equity Shares of the Company are regularly traded on the BSE and NSE. However, its Market Price does not substantially fluctuate with increase or decrease in the SENSEX/NIFTY.

Registrar and Share Transfer Agent for Physical and Demat Segments

Maheshwari Datamatics Private Limited
 6, Mangoe Lane (Surendra Mohan Ghosh Sarani)
 2nd Floor, Kolkata 700 001
 Tel : +91 33 22482248, Fax No : +91 33 22484787
 E-mail : mdpldc@yahoo.com

Compliance Officer/Chief Investor Relations Officer

Mr Rajesh Agarwal, Company Secretary
 3, Netaji Subhas Road, Kolkata 700 001
 Tel : +91 33 40106114, Fax : +91 33 22430886
 E-mail : rajesh.agarwal@ifgl.in

All communications on matters relating to Share Transfers, Dividend etc may be sent directly to Registrar and Share Transfer Agent and Complaints, if any, on these matters may also be sent to investorcomplaints@ifgl.in or to the Compliance Officer.

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)
Share Transfer System

Share Transfers are presently registered within a maximum period of 15 (fifteen) days from the date of receipt provided the documents are complete in all respects. All Share Transfers are approved by the Company Secretary under the authority delegated to him.

Distribution of Equity Shareholding as on 31st March 2015

Category	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Promoter's Holding*				
- Indian Promoters	5	0.03	19,669,248	56.83
- Foreign Promoter	1	0.00	5,006,956	14.47
Financial Institutions/Banks/ Mutual Funds/UTI	20	0.10	536,228	1.55
Foreign Institutional Investors	4	0.02	472,980	1.37
NRIs/Clearing Member	204	1.04	189,598	0.55
Private Body Corporate	310	1.58	2,725,624	7.87
Individuals	19,084	97.23	6,009,838	17.36
Total	19,628	100.00	34,610,472	100.00

*Shares held by the Promoters have not been pledged or otherwise encumbered in any manner.

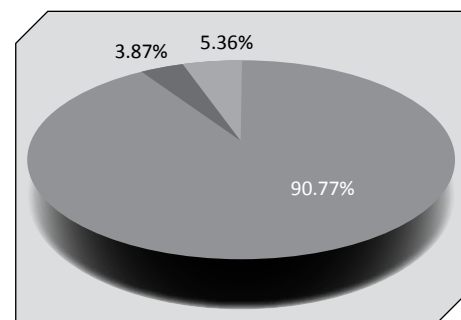
Number of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Upto 500	18,137	92.40	2,354,204	6.80
501 to 1000	717	3.65	593,922	1.72
1001 to 2000	358	1.82	545,395	1.58
2001 to 3000	127	0.65	331,568	0.96
3001 to 4000	53	0.27	191,492	0.55
4001 to 5000	49	0.25	229,517	0.66
5001 to 10000	101	0.52	763,239	2.20
10001 and above	86	0.44	29,601,135	85.53
Total	19,628	100.00	34,610,472	100.00

Dematerialisation of Shares and Liquidity

The Shareholders may have their holding of Equity Shares of the Company dematerialised either with the NSDL or CDSL if Equity Shares are desired to be held in electronic mode.

Shares held in Physical and Dematerialised Form as on 31st March 2015 :

- Shares held in Dematerialised Form in NSDL : 31,415,261
- Shares held in Dematerialised Form in CDSL : 1,338,886
- Shares held in Physical Form : 1,856,325



ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE (Contd.)

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity.	Not Applicable
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Addresses for correspondence

Registered Office & Works	Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031 Dist. Sundergarh, Odisha, Tel : +91 661 2660195, Fax : +91 661 2660173 E-mail : ifgl.works@ifgl.in
Head & Corporate Office	McLeod House, 3, Netaji Subhas Road, Kolkata 700 001. Tel : +91 33 40106100, Fax : +91 33 22430886, +91 33 22480482 E-mail : ifgl.ho@ifgl.in and investorcomplaints@ifgl.in

Corporate Identity Number

The Corporate Identity Number (CIN) of the Company is L27202OR1989PLC002971.

8. Unclaimed Dividend

Pursuant to Sections 205A and 205C of the erstwhile Companies Act, 1956, all unclaimed/unpaid Dividend pertaining to the Company remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Following table gives information relating to outstanding Dividend accounts and dates when due for transfer to IEPF

FY	Date of Declaration of Dividend	Proposed Date for transfer to IEPF*
2007-2008	22.08.2008	21.10.2015
2009-2010	31.07.2010	29.09.2017
2010-2011	26.08.2011	25.10.2018
2011-2012	24.08.2012	23.10.2019
2012-2013	23.08.2013	22.10.2020
2013-2014	22.08.2014	21.10.2021

*Indicative dates. Actual dates may vary.

Persons who have not yet encashed their above outstanding Dividends may immediately send their claims to the Company. For FY 2007-2008, it will not be possible to entertain claims received by the Company on and after Monday, 21st September 2015.

9. Status of Adoption of the Non Mandatory Requirements

Non-Executive Chairman's Office/Separate persons to the post of Chairman and Managing Director :

The Company has Executive Chairman. The Company also has Managing Director.

Audit Qualification

The Company does not have any qualification pertaining to the Financial Statements of the FY under review.

Other Items

Shareholders' rights have been implemented inasmuch as text of Unaudited Financial Results prepared following provisions of Clause 41 of the Listing Agreement is also sent to the Shareholders, whose E-mail addresses are available with the Company. Said text is otherwise published in English and Vernacular Newspapers, filed with BSE and NSE and also hosted on Company's website. Internal Auditor reports to the Company's Chairman and Managing Director and their Quarterly Reports are mandatorily placed before the Audit Committee for discussion.

Necessary steps wherever necessary have been taken by the Company to implement relevant and applicable provisions of the Act and Rules framed thereunder and also revised Clause 49 of the Listing Agreement and this will be a continuing endeavor.

10. Auditors' Certificate on Corporate Governance

As required under Clause 49 of the Listing Agreement, Statutory Auditors Certificate that the Company has complied with the conditions of Corporate Governance is attached.

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on Financial Year ended on 31st March 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 & Other Details

1.	CIN	L27202OR1989PLC002971
2.	Registration Date	22.11.1989
3.	Name of the Company	IFGL Refractories Limited
4.	Category/Sub Category of the Company	Public Limited Company
5.	Address of the Registered Office & Contact Details	Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha Tel : + 91 661 2660195, Fax : + 91 661 2660173 E-mail : ifgl.works@ifgl.in
6.	Whether Listed Company	Yes on BSE Ltd and National Stock Exchange of India Ltd
7.	Name, Address & Contact Details of the Registrar & Transfer Agent, if any	Maheshwari Datamatics Private Limited 6, Mangoe Lane (Surendra Mohan Ghosh Sarani) 2nd Floor, Kolkata 700 001 Tel : + 91 33 22482248, Fax: +91 33 22484787 E-mail : mdpldc@yahoo.com

II. Principal Business Activities of the Company (All the Business Activities contributing 10% or more of the Total Turnover of the Company)

Sl. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Manufacture and Sale of Refractory Mortars, Refractory Ceramic Products etc	2391	87
2.	Trading	-	11

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Bajoria Holdings Private Limited, India	U67120WB1983PTC036590	Holding Company	52.93	2(46)
2.	IFGL Exports Limited, India	U51909WB2007PLC118407	Subsidiary Company	51	2(87)
3.	IFGL Worldwide Holdings Limited, Isle of Man	NA	Subsidiary Company	100	2(87)
4.	IFGL Monocon Holdings Limited, UK	NA	Step down Subsidiary	100	2(87)
5.	Monocon International Refractories Limited, UK	NA	Step down Subsidiary	100	2(87)
6.	Monocon Overseas Limited, UK	NA	Step down Subsidiary	100	2(87)

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
7.	Mono Ceramics Inc., USA	NA	Step down Subsidiary	100	2(87)
8.	Monotec Refratarios Ltda, Brazil	NA	Step down Subsidiary	95	2(87)
9.	Tianjin Monocon Refractories Company Limited, PRC	NA	Step down Subsidiary	100	2(87)
10.	Tianjin Monocon Aluminious Refractories Company Limited, PRC	NA	Step down Subsidiary	100	2(87)
11.	Goricon Metallurgical Services Limited, UK	NA	Step down Subsidiary	100	2(87)
12.	IFGL GmbH, Germany	NA	Step down Subsidiary	100	2(87)
13.	Hofmann Ceramic GmbH, Germany	NA	Step down Subsidiary	100	2(87)
14.	Hofmann GmbH & Co. OHG, Germany	NA	Step down Subsidiary	100	2(87)
15.	Hofmann Ceramic CZ s.r.o., Czech Republic	N.A	Step down Subsidiary	98.78	2(87)
16.	Hofmann Ceramic Limited, UK	NA	Step down Subsidiary	100	2(87)
17.	Hofmann Ceramic LLC, USA	NA	Step down Subsidiary	100	2(87)
18.	Hofmann Pyemetric LLC, USA	NA	Step down Subsidiary	51	2(87)
19.	IFGL Inc., USA	NA	Step down Subsidiary	100	2(87)
20.	EI Ceramics LLC, USA	NA	Step down Subsidiary	100	2(87)

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity) :**i) Category wise Shareholding**

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/HUF	1,348,275	-	1,348,275	3.90	1,348,275	-	1,348,275	3.90	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	18,320,973	-	18,320,973	52.93	18,320,973	-	18,320,973	52.93	0.00
e) Banks/FI's	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	19,669,248	-	19,669,248	56.83	19,669,248	-	19,669,248	56.83	0.00

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Foreign									
a) NRIs – Individuals	–	–	–	–	–	–	–	–	–
b) Other – Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corporate	5,006,956	–	5,006,956	14.47	5,006,956	–	5,006,956	14.47	0.00
d) Banks/FI's	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
Sub Total (A)(2)	5,006,956	–	5,006,956	14.47	5,006,956	–	5,006,956	14.47	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	24,676,204	–	24,676,204	71.30	24,676,204	–	24,676,204	71.30	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	–	10,280	10,280	0.03	162,614	10,280	172,894	0.50	0.47
b) Banks/FI's	350,000	2,605	352,605	1.02	360,729	2,605	363,334	1.05	0.03
c) Central Govt	–	–	–	–	–	–	–	–	–
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	–	–	–	–	–	–	–	–	–
g) FIIs	–	1,300	1,300	0.00	471,680	1,300	472,980	1.36	1.36
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others (Specify)	–	–	–	–	–	–	–	–	–
Sub Total (B)(1)	350,000	14,185	364,185	1.05	995,023	14,185	1,009,208	2.91	1.86
2. Non Institutions									
a) Bodies Corporate									
i) Indian	2,870,090	297,307	3,167,397	9.15	2,443,317	282,307	2,725,624	7.87	(1.28)
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals									
i) Individual Shareholders holding Nominal Share Capital upto ₹ 1 lac	3,083,752	1,597,141	4,680,893	13.52	2,993,652	1,532,198	4,525,850	13.08	(0.44)
ii) Individual Shareholders holding Nominal Share Capital in excess of ₹ 1 lac	1,526,154	24,000	1,550,154	4.48	1,459,988	24,000	1,483,988	4.29	(0.19)
c) Others (Specify)									
i) Non Resident Indians	119,170	3,635	122,805	0.36	140,178	3,635	143,813	0.42	0.06
ii) Overseas Corporate Bodies	–	–	–	–	–	–	–	–	–
iii) Foreign Nationals	–	–	–	–	–	–	–	–	–
iv) Clearing Members	47,834	–	47,834	0.14	45,785	–	45,785	0.13	(0.01)
v) Trusts	1,000	–	1,000	0.00	–	–	–	–	0.00

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
vi) Foreign Bodies – D R	–	–	–	–	–	–	–	–	–
Sub Total (B)(2)	7,648,000	1,922,083	9,570,083	27.65	7,082,920	1,842,140	8,925,060	25.79	(1.86)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7,998,000	1,936,268	9,934,268	28.70	8,077,943	1,856,325	9,934,268	28.70	0.00
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	32,674,204	1,936,268	34,610,472	100.00	32,754,147	1,856,325	34,610,472	100.00	0.00

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at beginning of the Year			Shareholding at end of the Year			% 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	
	Indian Promoter							
	<i>Individuals/HUF</i>							
1.	Shishir Kumar Bajoria	770,732	2.23	–	770,732	2.23	–	–
2.	Smita Bajoria	44,343	0.13	–	44,343	0.13	–	–
3.	Mihir Bajoria	218,475	0.63	–	218,475	0.63	–	–
4.	S K Bajoria & Others (HUF)	314,725	0.91	–	314,725	0.91	–	–
	(A)	1,348,275	3.90	–	1,348,275	3.90	–	–
	<i>Bodies Corporate</i>							
5.	Bajoria Holdings Private Limited (B)	18,320,973	52.93	–	18,320,973	52.93	–	–
	Foreign Promoter							
	<i>Bodies Corporate</i>							
6.	Krosaki Harima Corporation, Japan (C)	5,006,956	14.47	–	5,006,956	14.47	–	–
	Total (A+B+C)	24,676,204	71.30	–	24,676,204	71.30	–	–

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at 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
a)	At the beginning of the year	24,676,204	71.30		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			24,676,204	71.30

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)
iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For each of Top 10 Shareholders	Shareholding at 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
1.	Dhanlakshmi Vyapaar Private Limited				
a)	At the beginning of the year	952,142	2.75		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			952,142	2.75
2.	Santosh Tour and Travels Private Limited				
a)	At the beginning of the year	701,618	2.03		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			701,618	2.03
3.	Industrial Promotion and Investment Corporation of Orissa Limited				
a)	At the beginning of the year	350,000	1.01		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			350,000	1.01
4.	JNJ Holdings Private Limited				
a)	At the beginning of the year	257,000	0.74		
b)	Changes during the year				
	11/04/2014 – Sold	(10,088)	(0.03)	246,912	0.71
	18/04/2014 – Sold	(30,335)	(0.09)	216,577	0.63
	02/05/2014 – Sold	(40,032)	(0.12)	176,545	0.51
	09/05/2014 – Sold	(13,903)	(0.04)	162,642	0.47
	16/05/2014 – Sold	(4,000)	(0.01)	158,642	0.46
	23/05/2014 – Sold	(17,500)	(0.05)	141,142	0.41
	30/05/2014 – Sold	(30,000)	(0.09)	111,142	0.32
	06/06/2014 – Sold	(9,500)	(0.03)	101,642	0.29
	13/06/2014 – Sold	(27,000)	(0.08)	74,642	0.22
	20/06/2014 – Sold	(4,500)	(0.01)	70,142	0.20
	30/06/2014 – Sold	(5,800)	(0.02)	64,342	0.19
	04/07/2014 – Sold	(6,900)	(0.02)	57,442	0.17
	11/07/2014 – Sold	(5,511)	(0.02)	51,931	0.15
	18/07/2014 – Sold	(13,267)	(0.04)	38,664	0.11
	14/08/2014 – Sold	(9,500)	(0.03)	29,164	0.08
	22/08/2014 – Sold	(14,300)	(0.04)	14,864	0.04
	29/08/2014 – Sold	(1,000)	(0.00)	13,864	0.04
	19/09/2014 – Sold	(467)	(0.00)	13,397	0.04
	30/09/2014 – Sold	(2,000)	(0.01)	11,397	0.03
	10/10/2014 – Sold	(900)	(0.00)	10,497	0.03

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Sl. No.	For each of Top 10 Shareholders	Shareholding at 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
	17/10/2014 – Sold	(3,000)	(0.01)	7,497	0.02
	24/10/2014 – Sold	(3,226)	(0.01)	4,271	0.01
	31/10/2014 – Sold	(1,300)	(0.00)	2,971	0.01
	07/11/2014 – Sold	(700)	(0.00)	2,271	0.01
	14/11/2014 – Sold	(2,270)	(0.01)	1	0.00
	06/03/2015 – Purchased	32,918	0.10	32,919	0.10
	13/03/2015 – Purchased	42,235	0.12	75,154	0.22
	20/03/2015 – Purchased	18,369	0.05	93,523	0.27
	27/03/2015 – Purchased	4,799	0.01	98,322	0.28
	31/03/2015 – Purchased	3,678	0.01	102,000	0.29
c)	At the end of the year			102,000	0.29
5.	Star Finvest Private Limited				
a)	At the beginning of the year	195,000	0.56		
b)	Changes during the year				
	04/04/2014 – Purchased	15,000	0.04	210,000	0.61
	11/04/2014 – Purchased	14,820	0.04	224,820	0.65
	18/04/2014 – Sold	(4,830)	(0.01)	219,990	0.64
	02/05/2014 – Sold	(5,000)	(0.01)	214,990	0.62
	09/05/2014 – Sold	(3,490)	(0.01)	211,500	0.61
	16/05/2014 – Sold	(7,511)	(0.02)	203,989	0.59
	23/05/2014 – Sold	(3,989)	(0.01)	200,000	0.58
	06/06/2014 – Sold	(15,000)	(0.04)	185,000	0.53
	13/06/2014 – Sold	(14,750)	(0.04)	170,250	0.49
	20/06/2014 – Purchased	4,284	0.01	174,534	0.50
	30/06/2014 – Sold	(15,534)	(0.04)	159,000	0.46
	18/07/2014 – Purchased	6,050	0.02	165,050	0.48
	25/07/2014 – Purchased	2,950	0.01	168,000	0.49
	01/08/2014 – Sold	(3,000)	(0.01)	165,000	0.48
	08/08/2014 – Purchased	5,000	0.01	170,000	0.49
	22/08/2014 – Purchased	23,000	0.07	193,000	0.56
	29/08/2014 – Purchased	2,000	0.01	195,000	0.56
	05/09/2014 – Purchased	1,000	0.00	196,000	0.57
	12/09/2014 – Purchased	10,463	0.03	206,463	0.60
	19/09/2014 – Sold	(10,463)	(0.03)	196,000	0.57
	30/09/2014 – Sold	(189,000)	(0.55)	7,000	0.02
	10/10/2014 – Purchased	817	0.00	7,817	0.02
	17/10/2014 – Purchased	183	0.00	8,000	0.02

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Sl. No.	For each of Top 10 Shareholders	Shareholding at 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
	24/10/2014 – Purchased	92	0.00	8,092	0.02
	07/11/2014 – Sold	(8,018)	(0.02)	74	0.00
	14/11/2014 – Purchased	941	0.00	1,015	0.00
	21/11/2014 – Purchased	37,985	0.11	39,000	0.11
	28/11/2014 – Purchased	2,600	0.01	41,600	0.12
	05/12/2014 – Purchased	8,400	0.02	50,000	0.14
	12/12/2014 – Sold	(510)	(0.00)	49,490	0.14
	19/12/2014 – Purchased	1,000	0.00	50,490	0.15
	02/01/2015 – Purchased	3,355	0.01	53,845	0.16
	09/01/2015 – Purchased	3,808	0.01	57,653	0.17
	16/01/2015 – Purchased	1,347	0.00	59,000	0.17
	23/01/2015 – Sold	(5,219)	(0.02)	53,781	0.16
	30/01/2015 – Sold	(81)	(0.00)	53,700	0.16
	06/02/2015 – Purchased	2,300	0.01	56,000	0.16
	20/03/2015 – Purchased	25	0.00	56,025	0.16
	27/03/2015 – Sold	(25)	(0.00)	56,000	0.16
c)	At the end of the year			56,000	0.16
6.	VLS Finance Limited				
a)	At the beginning of the year	202,810	0.59		
b)	Changes during the year				
	02/05/2014 – Purchased	118,017	0.34	320,827	0.93
	09/05/2014 – Purchased	92,737	0.27	413,564	1.19
	23/05/2014 – Purchased	8,596	0.02	422,160	1.22
	30/05/2014 – Purchased	5,493	0.02	427,653	1.24
	06/06/2014 – Purchased	72,347	0.21	500,000	1.44
	12/09/2014 – Sold	(495,750)	(1.43)	4,250	0.01
	24/10/2014 – Purchased	21,096	0.06	25,346	0.07
	31/10/2014 – Purchased	28,123	0.08	53,469	0.15
	07/11/2014 – Sold	(11,969)	(0.03)	41,500	0.12
	14/11/2014 – Sold	(35,500)	(0.10)	6,000	0.02
	28/11/2014 – Purchased	8,402	0.02	14,402	0.04
	05/12/2014 – Purchased	38,300	0.11	52,702	0.15
	30/01/2015 – Purchased	58,301	0.17	111,003	0.32
	06/02/2015 – Purchased	27,586	0.08	138,589	0.40
	13/02/2015 – Purchased	11,411	0.03	150,000	0.43
	06/03/2015 – Sold	(140,000)	(0.40)	10,000	0.03
	31/03/2015 – Purchased	222,000	0.64	232,000	0.67

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Sl. No.	For each of Top 10 Shareholders	Shareholding at 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
c)	At the end of the year			232,000	0.67
7.	Nirmal M Bang				
a)	At the beginning of the year	151,658	0.44		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			151,658	0.44
8.	Mohit Ramgopal Agrawal				
a)	At the beginning of the year	87,500	0.25		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			87,500	0.25
9.	Akshay Bajoria				
a)	At the beginning of the year	83,000	0.24		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			83,000	0.24
10.	Surender Kumar Gupta				
a)	At the beginning of the year	80,000	0.23		
b)	Changes during the year				
	30/09/2014 – Purchased	195,000	0.56	275,000	0.79
	21/11/2014 – Sold	(12,345)	(0.04)	262,655	0.76
	27/03/2015 – Purchased	2,345	0.01	265,000	0.77
c)	At the end of the year			265,000	0.77

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For each of the Directors and Key Managerial Person	Shareholding at 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
1.	S K Bajoria, Chairman				
a)	At the beginning of the year	770,732	2.23		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			770,732	2.23
2.	P Bajoria, Managing Director				
a)	At the beginning of the year	61,000	0.18		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			61,000	0.18

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

Sl. No.	For each of the Directors and Key Managerial Person	Shareholding at 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
3.	D G Rajan, Independent Director				
a)	At the beginning of the year	8,190	0.02		
b)	Changes during the year				
	05/09/2014 – Sold	(7,800)	(0.02)	390	0.00
c)	At the end of the year			390	0.00
4.	Prof A N Sadhu, Independent Director				
a)	At the beginning of the year	850	0.00		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			850	0.00
5.	R Agarwal, Company Secretary				
a)	At the beginning of the year	2,319	0.00		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			2,319	0.00

(₹ in lacs)

V. Indebtedness – Indebtedness of the Company including Interest Outstanding/Accrued but not due for Payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	4,839.18	-	-	4,839.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,839.18	-	-	4,839.18
Change in Indebtedness during the Financial Year				
- Addition	375.41	-	-	375.41
- Reduction	-	-	-	-
Net Change	375.41	-	-	375.41
Indebtedness at the end of the Financial Year				
i) Principal Amount	5,214.59	-	-	5,214.59
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,214.59	-	-	5,214.59

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

(₹ in lacs)

VI. Remuneration of Directors and Key Managerial Personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		S K Bajoria, Chairman	P Bajoria, Managing Director	
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961*	99.00	139.93	238.93
	b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	37.82	27.91	65.73
	c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission@			
	- as % of Profit	44.00	12.00	56.00
	- Others, Specify	-	-	-
5.	Others, please Specify			
	- Contribution to Provident Fund	11.88	13.68	25.56
	- Gratuity	24.85	32.82	57.67
	Total	217.55	226.34	443.89
	Ceiling as per the Act	230.07	230.07	460.14

* Excluding Commission relating to earlier years paid during the year ended on 31.03.2015.

@ Commission for the year ended on 31.03.2015.

B. Remuneration to Other Directors

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		D K Banerji	S Khasnobis	Prof S Munshi	D G Rajan	Prof Bharati Ray	K S B Sanyal	Prof A N Sadhu*	
1.	Independent Directors								
	Fee for attending Board/ Committee Meetings	0.95	0.75	0.60	1.40	0.40	2.20	-	6.30
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	0.95	0.75	0.60	1.40	0.40	2.20	-	6.30
2.	Other Non-Executive Directors								
	Fee for attending Board/ Committee Meetings	0.20	-						0.20
	Commission	-	-						-
	Others, please specify	-	-						-
	Total (2)	0.20	-						0.20
	Total (1+2)	1.15	0.75	0.60	1.40	0.40	2.20	-	6.50
	Total Managerial Remuneration								6.50
	Overall Ceiling as per the Act	Sitting Fee paid is within limit prescribed at Section 197 of the Act							

* Waived his entitlement of Sitting Fees.

ANNEXURE 'B' TO DIRECTORS' REPORT - MGT 9 (Contd.)

(₹ in lacs)

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Remuneration		Total Amount
		Rajesh Agarwal, Company Secretary	Kanhaiya Poddar, Chief Financial Officer	
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	58.76	27.54	86.30
	b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	4.82	0.54	5.36
	c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission@			
	- as % of Profit	-	-	-
	- Others, Specify	-	-	-
5.	Others, please Specify			
	- Contribution to Provident Fund	1.66	0.17	1.83
	Total	65.24	28.25	93.49

VII. Penalties/Punishment/Compounding of Offences

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

ANNEXURE 'C' TO DIRECTORS' REPORT

Information under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for Financial Year ended on 31st March 2015

A. Conservation of Energy

Steps taken or impact on conservation of energy, steps taken for utilizing alternate sources of energy and capital investment on energy conservation equipments.

The Company is conscious of its responsibilities towards conservation of energy and have been taking steps on an ongoing basis and have been using energy to the extent necessary only. Wastage of energy is strict no-no. Energy efficient systems have been installed to reduce consumption – some of the measures taken are installation of LED lights, CFL lamps, drive control and dampers, voltage stabilizers etc. Use of compressed air has also been optimized. Investments made have generally been regular in nature and have been capitalized to the extent of ₹ 9.08 lacs only during FY 2014-2015. Possibilities of using alternate sources of energy are being explored. One of those being solar energy panel will be implemented in current FY 2015-2016.

Details of total energy consumption and energy consumption per unit of production are given in enclosed **Form A**.

B. Technology Absorption

Efforts made towards technology absorption, benefits derived therefrom, details of imported technologies and expenditure incurred on Research & Development.

The Company has in-house facility for Research and Development (R & D) which continually look into improvement in product quality and performance, development of indigenous source of raw materials including quality upgradation and substitutes, enhancement of production capacity and capability and various other important areas like customers satisfaction, cost competitiveness, cost control etc. These efforts coupled with inputs received from time to time from providers of technologies, bring about requisite desired advantages to keep pace with rapid changes taking in dynamic market in the products segment the Company is operating in. Going forward these efforts will continue unabated.

During last 3 FYs including FY 2014-2015, the Company have not imported any technology.

R & D activities are an integral part of the manufacturing activities carried out by the Company. Expenditure incurred on R & D are not captured separately unless substantial in nature.

C. Foreign Exchange Earnings and Outgo

Total Foreign Exchange used and earned :

(₹ in Millions)

1.	Foreign Exchange Outgo	
	i) CIF Value of Imports of Raw Materials, Stores and Spares, Trading Items and Capital Goods	694.34
	ii) Others	180.16
2.	Foreign Exchange Earnings	
	FOB Value of Exports	1,128.39

ANNEXURE 'C' TO DIRECTORS' REPORT (Contd.)
Form – A
Disclosure of particulars with respect to conservation of energy

	For the year ended 31st March 2015	For the year ended 31st March 2014
A. Power & Fuel Consumption		
1. Electricity		
a) Purchased		
Units (KWH)	4,531,520	4,848,786
Total Amount (₹ in Millions)	27.84	30.02
Rate/Unit (₹)	6.13	6.19
b) Own Generation		
i) Through Diesel Generator		
Units (KWH)	375,545	402,813
Units per Ltr of Diesel Oil	2.93	2.90
Cost/Unit (₹)	20.41	18.84
ii) Through Steam Turbine/Generator		
Units (KWH)	Nil	Nil
Units per Ltr of Fuel Oil/Gas	Nil	Nil
Cost/Unit (₹)	Nil	Nil
2. Coal (Specify quality and where used)		
Quantity	Nil	Nil
Total Cost	Nil	Nil
Average Rate	Nil	Nil
3. LDO		
Quantity (Kilo Ltr)	Nil	Nil
Total Cost (₹ in Millions)	Nil	Nil
Average Rate (₹/Ltr)	Nil	Nil
4. LPG		
Quantity (MT)	1,606.96	1,589.23
Total Cost (₹ in Millions)	101.50	111.32
Average Rate (₹/MT)	63,160.30	70,043.99
5. Others/Internal generation		
Quantity	Nil	Nil
Total Cost	Nil	Nil
Rate/Unit	Nil	Nil
B. Consumption per unit of production		
Products-Refractories		
Electricity (KWH/Pc)	8.76	8.61
LDO (Ltrs/Pc)	Nil	Nil
Coal	Nil	Nil
LPG (Kgs/Pc)	2.88	2.57
HSD (Ltrs/Pc)	0.25	0.25

ANNEXURE 'D' TO DIRECTORS' REPORT

Statement (Form AOC 1) Containing Salient Features of Financial Statements of Subsidiaries As at 31st March 2015

Subsidiary's Name and Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of Shareholding
(₹ in lacs)											
Subsidiary											
IFGL Exports Limited, India (INR)	216.00	1,741.23	5,661.71	3,704.48	-	4,384.86	36.38	-	36.38	-	51
IFGL Worldwide Holdings Limited, Isle of Man (GBP)	5,873.75	4,660.43	5,056.36	-	-	-	200.70	-	200.70	-	100
Step Down Subsidiaries											
EI Ceramics LLC, USA (USD)	874.49	1,545.85	5,049.27	2,628.93	-	10,072.99	1,374.28	454.23	920.05	-	100
Goricon Metallurgical Services Limited, UK (GBP)	55.50	469.92	620.25	94.83	-	99.92	(46.30)	1.11	(47.41)	-	100
Hofmann Ceramic CZ s.r.o., Czech Republic (Euro)*	46.31	(499.13)	182.67	635.48	-	678.80	74.63	-	74.63	-	98.78
Hofmann Ceramic GmbH, Germany (Euro)	174.28	1,961.13	2,744.12	709.17	-	7,921.52	409.94	115.64	294.30	-	100
Hofmann Ceramic LLC, USA (GBP)	16.47	162.30	179.64	0.87	-	-	54.84	(0.09)	54.93	-	100
Hofmann Ceramic Limited, UK (GBP)	0.09	0.00	0.09	-	-	-	-	-	-	-	100
Hofmann GmbH & Co. OHG, Germany (Euro)	78.08	910.15	1,751.59	763.36	-	-	64.72	0.25	64.47	-	100
Hofmann Pymetric LLC, USA (GBP)	0.31	6.66	11.32	4.34	-	-	10.82	-	10.82	6.67+	51
IFGL GmbH, Germany (Euro)	4,184.69	(77.48)	22.71	96.47	-	-	(5.36)	3.09	(8.45)	-	100
IFGL Inc., USA (USD)	2,500.00	2,130.24	34.06	2,316.55	-	-	847.86	(34.70)	882.56	-	100
IFGL Monocon Holdings Limited, UK (GBP)	4,625.00	-	-	23.13	-	-	-	-	-	-	100
Mono Ceramics Inc., USA (GBP)	2,410.60	3,059.39	5,080.70	2,107.68	-	6,114.60	161.87	77.76	84.11	-	100
Monocon International Refractories Limited, UK (GBP)	0.09	9,722.11	8,981.53	8,170.95	-	20,162.36	1,627.04	335.54	1,291.50	-	100
Monocon Overseas Limited, UK (GBP)	0.93	7,442.04	4.17	654.29	-	-	(75.97)	-	(75.97)	-	100
Monotec Refratarios Ltda, Brazil (GBP)*	254.35	(254.35)	-	-	-	-	-	-	-	-	95
Tianjin Monocon Aluminous Refractories Company Limited, PRC (GBP)*	480.01	549.09	1,177.40	148.30	-	1,980.36	189.95	47.54	142.41	30.39	100
Tianjin Monocon Refractories Company Limited, PRC (GBP)*	129.50	431.01	1,528.09	967.57	-	5,008.40	258.19	64.96	193.23	179.93	100

Paid to Holding Companies : + Mono Ceramics Inc., USA, @ IFGL Worldwide Holdings Limited, Isle of Man

* Reporting Currencies of these Subsidiaries have been converted in Euro/GBP for convenience.

NOTES :

- Balance Sheet figures have been converted into Indian Rupees by applying year end Foreign Exchange Closing Rate of ₹ 67.03 equivalent to 1 Euro, ₹ 92.50 equivalent to 1 GBP and ₹ 62.50 equivalent to 1 USD. Profit and Loss figures have however been converted into Indian Rupees by using Average Exchange Rate of ₹ 77.15 equivalent to 1 Euro, ₹ 98.68 equivalent to 1 GBP and ₹ 60.75 equivalent to 1 USD.
- Investments exclude investments made in Subsidiary Companies. 3) The Company neither had nor have Associates/Joint Ventures. 4) Reporting period of Subsidiaries is mentioned at Note 2.2 on Consolidated Statement of Accounts.

Kolkata
16th May 2015

R Agarwal
Company Secretary

K Poddar
Chief Financial Officer

P Bajoria
Managing Director

S K Bajoria
Chairman

ANNEXURE 'E' TO DIRECTORS' REPORT
Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2014-2015

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 and composition of CSR Committee.	CSR Policy adopted by your Company is hosted on its website : www.ifglref.com . Your Company pursue permissible CSR activities through Income Tax registered IFGL Refractories Welfare Trust, details whereof are appearing hereinafter. Your Company has in place a CSR Committee of Directors – for details of composition thereof reference is drawn to Para 3B of the Report on Corporate Governance.
2. Average Net Profit of the Company for last three Financial Years	₹ 2,961.18 lacs
3. Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	₹ 59.22 lacs
4. Details of CSR spent during the Financial Year : Total amount to be spent for the Financial Year Amount unspent, if any Manner in which the amount spent during Financial Year	₹ 60.00 lacs Not applicable Following CSR Policy adopted by your Board, your Company contributed ₹ 60 lacs during FY 2014-2015 to IFGL Refractories Welfare Trust, which is registered with Income Tax Authorities and have recognition under Section 80G of the Income Tax Act, 1961. Said Trust inter alia provide relief to the poor and needy people more particularly inhabiting in and around Company's manufacturing facilities near Rourkela in Odisha - India. Said Trust have several on going programmes relating to education, health, sanitation and environment. Going forward, said Trust will step up said programmes suitably.
5. Responsibility Statement of CSR Committee	Implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

 Kolkata
 16th May 2015

S K Bajoria
 (DIN : 00084004)
 Chairman

K S B Sanyal
 (DIN : 00009497)
 Chairman, CSR Committee

ANNEXURE 'F' TO DIRECTORS' REPORT

FORM NO. MR 3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March 2015

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

TO THE MEMBERS

IFGL REFRACTORIES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IFGL REFRACTORIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in accordance with the Guidance Note issued by The Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31st March 2015 generally complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by IFGL REFRACTORIES LIMITED for the financial year ended on 31st March 2015 according to the applicable provisions of :

1. The Companies Act, 2013 (the Act) and the Rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company - The Company had no FDI/ODI/ECB transactions during the year.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :
 - 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.

ANNEXURE 'F' TO DIRECTORS' REPORT (Contd.)

- 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 – The Company has duly appointed a SEBI authorised Category I Registrar and Share Transfer Agent as required under Law.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India: not yet applicable.
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

1. A Director Mr S Tateishi has not attended any meeting of the Board during the year.
2. The Company has contributed a sum of ₹ 60 lacs to IFGL Refractories Welfare Trust for CSR activities which is registered u/s 12A of the Income Tax Act, 1961 and has been granted exemption u/s 80G of the said Act.

We further report that as far as we have been able to ascertain –

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.
4. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that as informed to us, during the audit period the Company has had the following specific events :

1. Redemption of 1,450,000 – 5% Non Cumulative Preference Shares of ₹ 100/- each of the Company.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination, on a test check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which

ANNEXURE 'F' TO DIRECTORS' REPORT (Contd.)

the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Kolkata
16th May 2015

(S. M. Gupta)
S. M. GUPTA & CO.
FCS No : 896
C P No : 2053

Encl : Annexure 'A' forming an integral part of this Report.

ANNEXURE A**TO THE MEMBERS
IFGL REFRACTORIES LIMITED**

Our 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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the secretarial records. The verification was done on test basis to ensure that facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, we 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. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Kolkata
16th May 2015

(S. M. Gupta)
S. M. GUPTA & CO.
FCS No : 896
C P No : 2053

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF IFGL REFRACTORIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of IFGL Refractories Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and 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 the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and 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 (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure, a Statement on the matters specified in Paragraphs 3 and 4 of the Order.

INDEPENDENT AUDITORS' REPORT (Contd.)

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 purposes 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 Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on 31st March 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2015 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements - Refer Notes 11.2 and 31(a) to the Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 302009E)
A Bhattacharya
Partner
(Membership No. 054110)

Kolkata
16th May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our Report of even date)

Having regard to the nature of the Company's business/activities/results during the year, clause (v) of Paragraph 3 of the Order is not applicable to the Company.

- i) In respect of its Fixed Assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
 - b) Some of the Fixed Assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Fixed Assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- ii) In respect of its Inventory :
 - a) As explained to us, the inventories other than materials lying with third parties (which have substantially been confirmed) were physically verified during the year by the Management at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its Inventories and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans :
- a) The receipts of principal amounts and interest have been regular.
- b) There is no overdue amount in excess of ₹ 1 lac remaining outstanding as at the year end.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate Internal Control System commensurate with the size of the Company and the nature of its business with regard to purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such Internal Control System.
- v) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vi) According to the information and explanations given to us in respect of Statutory Dues :
- a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
- c) Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March 2015 on account of disputes are given below :

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Net of related payments) (₹ in lacs)
Sales Tax Central Sales Tax Act, 1956	Sales Tax	Sales Tax Tribunal	1995-1996	1.14
	Sales Tax	Additional Commissioner of Sales Tax	1997-1998	0.47
	Sales Tax	Orissa High Court	1999-2000	2.17
	Sales Tax	Assistant Commissioner of Sales Tax	2003-2004	0.25
	Sales Tax	Additional Commissioner of Sales Tax	1st July 2006 to 31st March 2011	56.22
Orissa Sales Tax Act, 1947	Sales Tax	Orissa Sales Tax Tribunal	1996-1997 and 1997-1998	39.91
	Sales Tax	Orissa High Court	1999-2000	0.11
	Total			100.27

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Net of related payments) (₹ in lacs)
Income Tax The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Kolkata	Assessment Year 2005-2006	15.88
	Total			15.88
Excise Duty and Service Tax Service Tax Rules, 1994	Service Tax	Joint Commissioner of Central Excise, Customs & Service Tax	2006-2007	1.54
Service Tax Rules, 1994	Service Tax	Commissioner of Central Excise (Appeals)	2007-2008	1.66
CENVAT Credit Rules, 2004 and Central Excise Act, 1944	Service Tax	Commissioner of Central Excise (Appeals)	2006-2007 and 2007-2008	3.37
	Total			6.57
Custom Duty Customs Act, 1962	Custom Duty	Commissioner of Customs (Appeals)	3rd July 2007 to 31st May 2012	128.15
	Total			128.15

- d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- vii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to any Banks. The Company had neither any outstanding dues to any financial institutions or debenture holders at the beginning of the year nor has it obtained any loans from such parties during the year.
- ix) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from Banks and Financial Institutions are not prima facie prejudicial to the interests of the Company.
- x) In our opinion and according to the information and explanations given to us, the Term Loans have been applied by the Company during the year for the purposes for which they were obtained.
- xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 302009E)
A Bhattacharya
Partner
(Membership No. 054110)

Kolkata
16th May 2015

BALANCE SHEET

As at 31st March 2015

(₹ in lacs)

	Note No.	As at 31st March 2015		As at 31st March 2014	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds :					
a) Share Capital	3	3,461.05		4,911.05	
b) Reserves and Surplus	4	12,185.03	15,646.08	10,424.32	15,335.37
2. Non-Current Liabilities :					
a) Long-Term Borrowings	5	5.49		280.43	
b) Deferred Tax Liabilities (Net)	6	242.98		217.90	
c) Long-Term Provisions	7	23.40	271.87	18.49	516.82
3. Current Liabilities :					
a) Short-Term Borrowings	8	4,934.13		4,271.02	
b) Trade Payables	9	4,326.01		3,608.42	
c) Other Current Liabilities	10	564.54		475.93	
d) Short-Term Provisions	11	911.33	10,736.01	863.45	9,218.82
Total			26,653.96		25,071.01
II. ASSETS					
1. Non-Current Assets :					
a) Fixed Assets :					
i) Tangible Assets	12	3,463.38		3,636.56	
ii) Intangible Assets	13	24.30		1.63	
iii) Capital Work-in-Progress		48.00	3,535.68	-	3,638.19
b) Non-Current Investments	14		6,776.99		6,776.99
c) Long-Term Loans and Advances	15		116.11		100.27
d) Other Non-Current Assets	16		54.61		16.80
2. Current Assets :					
a) Inventories	17	3,982.78		4,025.76	
b) Trade Receivables	18	9,521.17		8,194.60	
c) Cash and Cash Equivalents	19	2,289.99		1,694.23	
d) Short-Term Loans and Advances	20	175.98		384.97	
e) Other Current Assets	21	200.65	16,170.57	239.20	14,538.76
Total			26,653.96		25,071.01

See accompanying Notes forming part of the Financial Statements.

In terms of our Report attached.

 For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
 Company Secretary

K Poddar
 Chief Financial Officer

P Bajoria
 Managing Director

S K Bajoria
 Chairman

STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2015

(₹ in lacs)

	Note No.	For the year ended 31st March 2015		For the year ended 31st March 2014	
I. REVENUE FROM OPERATIONS (GROSS)	22	35,141.31		34,229.26	
Less : Excise Duty		(1,673.41)		(1,486.93)	
Revenue from Operations (Net)			33,467.90		32,742.33
II. Other Income	23		349.21		152.19
III. Total Revenue (I + II)			33,817.11		32,894.52
IV. EXPENSES :					
Cost of Materials and Components Consumed	24	15,430.91		14,033.59	
Purchases of Stock-in-Trade	25	3,088.12		2,647.41	
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	26	(65.11)		(9.11)	
Employee Benefits Expense	27	3,185.98		2,812.85	
Finance Costs	28	189.19		229.97	
Depreciation and Amortisation Expense	13.2	554.10		702.31	
Other Expenses	29	7,282.92		8,754.78	
Total Expenses			29,666.11		29,171.80
V. PROFIT BEFORE TAX (III-IV)			4,151.00		3,722.72
VI. Tax Expense :					
1) Current Tax Expense		1,432.10		1,373.30	
2) Short Provision for Tax Relating to Prior Years		-		13.36	
3) Deferred Tax Charge/(Reversals)		32.56	1,464.66	(98.65)	1,288.01
VII. PROFIT FOR THE YEAR (V-VI)			2,686.34		2,434.71
VIII. Earnings Per Share :					
1) Basic	30		7.54		6.79
2) Diluted	30		7.54		6.79

See accompanying Notes forming part of the Financial Statements.

In terms of our Report attached.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
Company Secretary**K Poddar**
Chief Financial Officer**P Bajoria**
Managing Director**S K Bajoria**
Chairman

CASH FLOW STATEMENT

For the year ended 31st March 2015

(₹ in lacs)

	For the year ended 31st March 2015		For the year ended 31st March 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax		4,151.00		3,722.72
Adjustments for :				
Depreciation and Amortisation Expense	554.10		702.31	
Finance Costs (Net of Interest Income)	(125.59)		119.24	
Liabilities no longer required Written Back	(17.01)		(34.20)	
Bad Debts/Advances Written Off	29.60		84.25	
Provision for Doubtful Trade and Other Receivables	-		1.06	
Unrealised Exchange Loss (Net)	95.02		170.83	
Provision for Contingencies	-		18.49	
Provision for Estimated Loss on Derivatives	-		116.34	
Loss on Sale of Investments (Net)	-		0.03	
Gain on Sale/Discard of Assets (Net)	(1.58)	534.54	(5.21)	1,173.14
Operating Profit before Working Capital Changes		4,685.54		4,895.86
Adjustments for :				
Trade and Other Receivables	(1,681.00)		(233.55)	
Inventories	42.98		(155.22)	
Trade and Other Payables	825.99	(812.03)	(120.08)	(508.85)
Cash generated from Operations		3,873.51		4,387.01
Income Taxes Paid (Net)		(1,404.72)		(1,360.42)
Cash flows before Extra-ordinary Items		2,468.79		3,026.59
Net Cash Generated from Operating Activities (A)		2,468.79		3,026.59
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Capital Expenditure on Fixed Assets including Capital Advances	(529.79)		(203.63)	
Proceeds from Sale of Fixed Assets	4.74		12.77	
Interest Received	295.97		76.94	
Loan given to Subsidiary	(100.00)		(250.00)	
Loan Amount Received from Subsidiary	350.00		-	
Sale/(Purchase) of Long/Short-Term Investments	-	20.92	0.17	(363.75)
Net Cash from/(used) in Investing Activities (B)		20.92		(363.75)

CASH FLOW STATEMENT (Contd.)

For the year ended 31st March 2015

(₹ in lacs)

	For the year ended 31st March 2015		For the year ended 31st March 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of Preference Share Capital	(1,450.00)		–	
Finance Costs	(189.19)		(220.62)	
Dividends Paid	(739.07)		(588.32)	
Tax on Dividend	(128.28)		(100.58)	
Repayment of Long-Term Borrowings	(250.00)		(250.00)	
Proceeds from Short-Term Borrowings	900.40	(1,856.14)	(420.73)	(1,580.25)
Net Cash used in Financing Activities (C)		(1,856.14)		(1,580.25)
Net Increase in Cash and Cash Equivalents (A+B+C)		633.57		1,082.59
Cash and Cash Equivalents at the beginning of the year		1,694.23		600.44
Cash and Cash Equivalents at the end of the year		2,327.80		1,683.03
Reconciliation of Cash and Cash Equivalents with the Balance Sheet :				
Cash and Cash Equivalents (Refer Note 19)		2,289.99		1,694.23
Add/(Less) : Bank Balances not considered as Cash and Cash Equivalents				
i) In other Deposit Accounts-Original Maturity more than 3 Months Net Cash and Cash Equivalents included in Note 16-Closing		54.61		16.80
ii) In other Deposit Accounts-Original Maturity more than 3 Months Net Cash and Cash Equivalents included in Note 16-Opening		(16.80)		(28.00)
		2,327.80		1,683.03

Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
- Figures for the previous year have been re-grouped/re-classified wherever necessary to conform with the current year's classification.
- Cash and Cash Equivalents include ₹ 59.04 (31.03.2014 : ₹ 54.97) in respect of unpaid dividend accounts.

See accompanying Notes forming part of the Financial Statements.

In terms of our Report attached.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
Company Secretary**K Poddar**
Chief Financial Officer**P Bajoria**
Managing Director**S K Bajoria**
Chairman

NOTES TO THE FINANCIAL STATEMENTS

(₹ in lacs)

1. GENERAL INFORMATION

IFGL Refractories Limited (the "Company") is incorporated as Public Limited Company. Its shares are listed on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company is primarily engaged in the manufacturing, trading and selling of Refractory items used in Steel plants. The Company and its Subsidiaries have manufacturing plants in Asia (India and China), in Europe (Germany and United Kingdom) and in North America (USA). The Company caters to both domestic and international market.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

2.1 Basis of Preparation

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act 1956 ("the 1956 Act") as applicable. The Financial Statements have been prepared on accrual basis under the Historical Cost Convention. The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the previous year except for the change in accounting estimate for depreciation as described in Note 13.3. All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of Assets and Liabilities.

2.2 Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including Contingent Liabilities) and the reported Income and Expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

2.3 Fixed Assets (including Intangible Assets) are stated at cost less accumulated depreciation/amortisation and impairment losses, if any. The Company capitalises all costs (Net of CENVAT Credit) relating to acquisition and installation of Fixed Assets. An impairment loss is recognised wherever the carrying value of the Fixed Assets exceeds its recoverable amount i.e. net selling price or value in use, whichever is higher.

2.4 Depreciation and Amortisation on Fixed Assets

Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on Tangible Fixed Assets has been provided on the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Leasehold land is amortised over the duration of the lease. Intangible Assets (other than Goodwill arising on amalgamation fully amortised in earlier years and Computer Software which are amortised over a period of two to five years) are amortised on Straight Line Method over a period of five years. The estimated useful life of the Intangible Assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any. Spares that can be used only with particular items of Plant and Machinery and such usage is expected to be irregular are depreciated over a period not exceeding the useful lives of Plant and Machinery with which such spares can be used.

2.5 Inventories are valued at lower of Cost and Net Realisable Value after providing for obsolescence and other losses, where considered necessary. Cost is determined on the Weighted Average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads.

2.6 Revenue from sale of products are exclusive of Sales Tax and returns and are recognised when significant risk and rewards of ownership of the goods is transferred to the buyer and the revenue is measurable at the time of sale and it is reasonable to expect ultimate collection of the sale consideration. Revenue from services are recognised when services are rendered and related costs are incurred. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Interest income is accounted for on accrual basis.

2.7 Current Investments are stated at lower of cost and fair value. Non-current Investments are carried individually at cost less provision for diminution, other than temporary.

2.8 Current Tax is determined as the amount of tax payable in respect of taxable income for the year based on applicable tax

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. Deferred Tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred Tax Liabilities are recognised for all timing differences. Deferred Tax Assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, Deferred Tax Assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred Tax Assets are reviewed at each Balance Sheet date for their realisability. Current and Deferred Tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

2.9 Transactions in Foreign Currencies are recognised at the rates existing at the time of such transactions. Gain or losses resulting from the settlement of such transactions are recognised in the Statement of Profit and Loss. Year end balances of monetary assets and liabilities denominated in foreign currencies are translated at applicable year end rates and the resultant differences is recognised in the Statement of Profit and Loss. Non monetary items at the Balance Sheet date are stated at Historical Cost. In case of Forward Exchange Contracts which are entered into to hedge the foreign currency risk of a trade receivable/trade payable recognised in these Financial Statements, premium or discount on such contracts are amortised over the life of the contract and exchange differences arising thereon in the reporting period are recognised in the Statement of Profit and Loss. Any Profit or Loss arising on cancellation or renewal of such a Forward Exchange Contracts is recognised as income or as expense in the period in which such cancellation or renewal is made. Forward Exchange Contracts which are arranged to hedge the foreign currency risk of a firm commitment or a highly probable forecast transaction is marked to market at the year end and the resulting losses, if any, are charged to the Statement of Profit and Loss. The gain, if any, based on the above evaluation, is not accounted for on grounds of prudence.

2.10 Borrowing Cost that are attributable to acquisition, construction or production of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalised as part of cost of such assets. All other borrowing costs are recognised as expenses in the period they are incurred.

2.11 Employee Benefits :

- i) The undiscounted amount of Short-Term Employee Benefits (i.e. benefits payable within one year) is recognised in the period in which employee services are rendered.
- ii) Contributions towards Provident Fund are recognised as expense. Provident Fund contributions in respect of employees are made to Trust administered by the Company; the interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, is to be made good by the Company.
- iii) Contribution under Employees' Pension Scheme is made as per statutory requirements and charged as expenses for the year.
- iv) Contribution to Superannuation (Defined Contribution Plan) is made as per the approved Scheme and charged as expenses for the year.
- v) The Company also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees which is a Defined Contribution Plan.
- vi) Liability towards Gratuity, Superannuation (Defined Benefit Plan) covering eligible employees, is provided and funded on the basis of year end actuarial valuation.
- vii) Accrued liability towards compensated absence, covering eligible employees, evaluated on the basis of year end actuarial valuation is recognised as a charge.
- viii) Actuarial gains/losses arising under Defined Benefit Plans are recognised immediately in the Statement of Profit and Loss as income/expense for the year in which they occur.

2.12 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

		(₹ in lacs)	
		As at 31st March 2015	As at 31st March 2014
3.	SHARE CAPITAL :		
	Authorised		
	40,000,000 (31.03.2014 : 40,000,000) Equity Shares of ₹ 10/- each	4,000.00	4,000.00
	2,000,000 (31.03.2014 : 2,000,000) 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each	2,000.00	2,000.00
	Total	6,000.00	6,000.00
	Issued, Subscribed and Fully Paid Up		
	34,610,472 (31.03.2014 : 34,610,472) Equity Shares of ₹ 10/- each, fully paid up	3,461.05	3,461.05
	NIL (31.03.2014 : 1,450,000) 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each, fully paid up	-	1,450.00
	Total	3,461.05	4,911.05

	Equity Shares		Preference Shares	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
3.1 Reconciliation of Number of Shares				
Shares outstanding on 01.04.2014	34,610,472	3,461.05	1,450,000	1,450.00
Shares redeemed during the year (Refer Note 3.1.1)	-	-	1,450,000	1,450.00
Shares outstanding on 31.03.2015	34,610,472	3,461.05	-	-

3.1.1 1,450,000 – 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each of the Company have been redeemed in full in accordance with conditions of issue thereof and pro rata dividend for financial year 2014-2015 have been paid to holders of said Preference Shares as on the record date being 21st February 2015.

3.2 Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a face value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the Equity Shareholders will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts, in proportion to their Shareholding. The Company in the General Meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Board.

3.3 Terms/Rights attached to Redeemable Non Cumulative Preference Shares (RNCPS)

The 5% Redeemable Non Cumulative Preference Shares were redeemable at par at the end of ten years from the date of allotment (i.e. 3rd September 2010) or any earlier date at the option of the Company except that the said Shares would not be redeemed within the initial period of three years from the date of allotment. In the event of liquidation of the Company, the Preference Shareholders would have priority over Equity Shares in the payment of Dividend and Repayment of capital.

Every member holding Preference Share Capital had the right to vote in respect of all resolutions placed before the Company which directly affect the rights attached to Preference Shares.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

3.4 Shares held by the Holding Company and Subsidiaries of the Holding Company						
Name of Shareholder	Relationship	Nature of Shares	As at 31st March 2015		As at 31st March 2014	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bajoria Holdings Private Limited (BHPL)	Holding Company	Equity	18,320,973	52.93	18,320,973	52.93
Bajoria Holdings Private Limited		Preference	-	-	640,000	44.14
Bajoria Enterprises Limited	Subsidiaries of BHPL		-	-	230,000	15.86
Bajoria Financial Services Private Limited			-	-	420,000	28.97
Bajoria Service Providers Private Limited			-	-	160,000	11.03

3.5 Details of Shareholders holding more than 5% of the aggregate Shares in the Company						
Name of Shareholder	Relationship	Nature of Shares	As at 31st March 2015		As at 31st March 2014	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krosaki Harima Corporation, Japan	Foreign Promoter	Equity	5,006,956	14.47	5,006,956	14.47
Bajoria Holdings Private Limited	Holding Company	Equity	18,320,973	52.93	18,320,973	52.93
Bajoria Holdings Private Limited		Preference	-	-	640,000	44.14
Bajoria Enterprises Limited	Fellow Subsidiaries		-	-	230,000	15.86
Bajoria Financial Services Private Limited			-	-	420,000	28.97
Bajoria Service Providers Private Limited			-	-	160,000	11.03

4. RESERVES AND SURPLUS	As at 31st March 2015		As at 31st March 2014	
Capital Reserve as at the beginning and end of the year		5.00		5.00
Capital Redemption Reserve				
Balance as at the beginning of the year	510.00		365.00	
Add : Transferred from Statement of Profit and Loss	940.00	1,450.00	145.00	510.00
General Reserve				
Balance as at the beginning of the year	801.85		619.25	
Add : Transfer from Statement of Profit and Loss	-	801.85	182.60	801.85
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year	9,107.47		7,793.83	
Less : Depreciation on Transition to Schedule II of the Companies Act, 2013 on Tangible Fixed Assets with nil remaining useful life (Net of Deferred Tax ₹ 7.49) (Refer Note 13.3)	(14.57)		-	
Add : Profit for the year	2,686.34		2,434.71	
Less : Transferred to Capital Redemption Reserve	(940.00)		(145.00)	
Less : Transferred to General Reserve	-		(182.60)	
Less : Dividend paid on Preference Shares (Refer Note 3.1.1)	(64.95)		-	
Less : Proposed Dividend on Preference Shares	-		(72.50)	
Less : Proposed Dividend on Equity Shares	(692.21)		(605.68)	
Less : Tax on Dividend Paid	(12.99)		-	
Less : Tax on Proposed Dividend	(140.91)	9,928.18	(115.29)	9,107.47
Total		12,185.03		10,424.32

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
5. LONG-TERM BORROWINGS :		
Secured		
Term Loans		
- From The Hongkong and Shanghai Banking Corporation Limited	-	250.00
Other Loans (Vehicle Loans)		
- From Axis Bank Limited	-	0.85
- From Yes Bank Limited	1.75	5.59
- From ICICI Bank Limited	3.74	23.99
Total	5.49	280.43

5.1 Nature of Security and Terms of Repayment of Secured Borrowings :
a) From The Hongkong and Shanghai Banking Corporation Limited

Secured by first charge over movable Fixed Assets of the Company with an asset cover of 1.5 times of the Term Loan facility and also secured by second pari passu charge over Current Assets with State Bank of India.

Repayable in 4 equated quarterly installments of ₹ 62.50 from April 2015 (included under current maturities of Long Term Debt refer Note 10 "Other Current Liabilities"), at interest rate of 10.50% per annum.

b) Vehicle Loans from Axis Bank Limited, ICICI Bank Limited and Yes Bank Limited

Vehicle Loans are secured by hypothecation of respective vehicles.

Repayable over 1-2 Years at interest rate of 9.10% - 10.99%.

	As at 31st March 2015	As at 31st March 2014
6. DEFERRED TAX LIABILITIES (NET)		
Tax Impact of –		
Assets :		
Accrued Expenses deductible when paid	(21.70)	(60.30)
Depreciation on Fixed Assets (Transitional Effect) (Refer Note 13.3)	(7.49)	-
Liabilities :		
Difference between Tax Depreciation and Book Depreciation	272.17	278.20
Net Liability	242.98	217.90

	As at 31st March 2015	As at 31st March 2014
7. LONG-TERM PROVISIONS		
Provision for Employee Benefits		
Compensated Absence	23.40	18.49
Total	23.40	18.49

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
8. SHORT-TERM BORROWINGS :		
Secured		
Loans from Banks		
Working Capital Loans repayable on Demand		
- From State Bank of India	3,431.28	2,701.59
- From The Hongkong and Shanghai Banking Corporation Limited	1,502.85	1,569.43
Total	4,934.13	4,271.02

8.1 The Loans from State Bank of India and The Hongkong and Shanghai Banking Corporation Limited are secured by hypothecation of Stocks of Raw Materials, Stock-in-Process, Finished Goods, Consumables, Spares, Stores, Receivables and other Current Assets on pari passu basis and by a second charge over all Fixed Assets of the Company, situated at Sectors 'A' and 'B' of Kalunga Industrial Estate, near Rourkela, on pari passu basis.

	As at 31st March 2015	As at 31st March 2014
9. TRADE PAYABLES :		
Creditors for Suppliers/Services (Refer Note 9.1 below)	4,326.01	3,608.42
Total	4,326.01	3,608.42

9.1 Dues to the Micro, Small and Medium Enterprises

Information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro, Small and Medium Enterprises as at 31st March 2015 are as under :

	As at 31st March 2015	As at 31st March 2014
1. The principal amount remaining unpaid to suppliers as at the end of accounting year	86.81	112.89
2. The interest due thereon remaining unpaid to suppliers as at the end of accounting year	-	-
3. The amount of interest paid in terms of Section 16, along with the amount of payment made to the suppliers beyond the appointment day during the year 2014-2015	-	-
4. 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 this Act	-	-
5. The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	-	-

	As at 31st March 2015	As at 31st March 2014
10. OTHER CURRENT LIABILITIES :		
Current Maturities of Long-Term Debt	274.97	287.73
Unclaimed Dividends (Refer Note 10.1)	59.04	54.97
Other Payables (Refer Note 10.2)	230.53	133.23
Total	564.54	475.93

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

10.1 There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the 1956 Act as at the year end.

		As at 31st March 2015		As at 31st March 2014	
10.2	Other Payables				
	Advance from Customers		19.73		10.08
	Statutory Liabilities		88.97		86.11
	Security Deposits Received		37.71		37.04
	Liability for Gratuity		84.12		–
	Total		230.53		133.23

		As at 31st March 2015		As at 31st March 2014	
11.	SHORT-TERM PROVISIONS :				
	Provision for Employee Benefits				
	- Compensated Absence		1.33		0.72
	- Provident Fund (Refer Note 27.2)		–		19.76
	Others :				
	Provision for Taxation	3,669.49		2,237.39	
	Less : Advance Income Tax/Fringe Benefits Tax and Tax Deducted at Source	3,624.88	44.61	2,220.17	17.22
	Proposed Dividend (Refer Note 11.1 below)				
	- On Equity Shares		692.16		605.65
	- On Preference Shares		–		72.50
	Tax on Proposed Dividend		140.92		115.29
	Sales Tax (Refer Note 11.2 below)		18.49		18.49
	Entry Tax (Refer Note 11.2 below)		13.82		13.82
	Total		911.33		863.45

		As at 31st March 2015		As at 31st March 2014	
11.1	Proposed Dividend				
	On Equity Shares of ₹ 10/- Each				
	Amount of Dividend Proposed		692.16		605.65
	Dividend per Equity Share (₹)		2.00		1.75
	On Preference Shares of ₹ 100/- Each				
	Amount of Dividend Proposed		–		72.50
	Dividend per Preference Share (₹)		–		5.00

		As at 31st March 2015		As at 31st March 2014	
		Sales Tax	Entry Tax	Sales Tax	Entry Tax
11.2	Sales Tax/Entry Tax				
	Opening Balance	18.49	13.82	–	61.40
	Provision during the year	–	–	18.49	–
	Provision Utilised/Paid during the year	–	–	–	(47.58)
	Closing Balance	18.49	13.82	18.49	13.82

The above provision represents obligations that may materialise in respect of matters in appeal.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

12. TANGIBLE ASSETS :										
OWN ASSETS	GROSS BLOCK - AT COST				DEPRECIATION					NET BLOCK
	As at 1st April 2014	Additions during the year	Deductions during the year	Total as at 31st March 2015	Upto 1st April 2014	For the year	Deductions during the year	Transition Adjustment	Total upto 31st March 2015	As at 31st March 2015
Land (Leasehold) (Refer Note 12.1 below)	34.76	–	–	34.76	4.79	0.43	–	–	5.22	29.54
Land (Freehold)	1.29	–	–	1.29	–	–	–	–	–	1.29
Buildings	1,288.42	24.87	–	1,313.29	544.92	44.68	–	–	589.60	723.69
Plant and Equipment	8,073.19	307.53	8.57	8,372.15	5,474.59	437.97	5.45	3.94	5,911.05	2,461.10
Furniture and Fixtures	98.77	16.07	–	114.84	89.88	2.22	–	0.77	92.87	21.97
Leasehold Improvements	48.91	–	–	48.91	10.53	9.03	–	–	19.56	29.35
Vehicles	273.12	10.17	18.00	265.29	143.20	22.57	18.00	–	147.77	117.52
Office Equipment	100.07	9.48	–	109.55	31.65	17.31	–	17.35	66.31	43.24
Computers	83.00	29.56	0.26	112.30	65.41	11.43	0.22	–	76.62	35.68
Total	10,001.53	397.68	26.83	10,372.38	6,364.97	545.64	23.67	22.06	6,909.00	3,463.38

OWN ASSETS	GROSS BLOCK - AT COST				DEPRECIATION					NET BLOCK
	As at 1st April 2013	Additions during 2013-2014	Deductions during 2013-2014	Total as at 31st March 2014	Upto 1st April 2013	For 2013-2014	Deductions during 2013-2014	Transition Adjustment	Total upto 31st March 2014	As at 31st March 2014
Land (Leasehold) (Refer Note 12.1 below)	34.76	–	–	34.76	4.36	0.43	–	–	4.79	29.97
Land (Freehold)	1.29	–	–	1.29	–	–	–	–	–	1.29
Buildings	1,285.95	2.47	–	1,288.42	502.37	42.55	–	–	544.92	743.50
Plant and Equipment	7,832.43	244.52	3.76	8,073.19	4,893.51	583.49	2.41	–	5,474.59	2,598.60
Furniture and Fixtures	98.68	0.09	–	98.77	88.04	1.84	–	–	89.88	8.89
Leasehold Improvements	48.91	–	–	48.91	1.50	9.03	–	–	10.53	38.38
Vehicles	269.59	26.48	22.95	273.12	115.04	45.50	17.34	–	143.20	129.92
Office Equipment	94.20	6.58	0.71	100.07	25.94	5.83	0.12	–	31.65	68.42
Computers	69.34	14.13	0.47	83.00	56.63	9.25	0.47	–	65.41	17.59
Total	9,735.15	294.27	27.89	10,001.53	5,687.39	697.92	20.34	–	6,364.97	3,636.56

12.1 Acquired under a lease of 99 years with a renewal option.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

13. INTANGIBLE ASSETS :									
OWN ASSETS (ACQUIRED)	GROSS BLOCK - AT COST				AMORTISATION				NET BLOCK
	As at 1st April 2014	Additions during the year	Deductions during the year	Total as at 31st March 2015	Upto 1st April 2014	For the year	Deductions during the year	Total upto 31st March 2015	As at 31st March 2015
Goodwill (arising on Amalgamation)	503.06	–	–	503.06	503.06	–	–	503.06	–
Computer Software	28.06	31.13	–	59.19	26.43	8.46	–	34.89	24.30
Intellectual Property Rights (Technical Know-how) (Refer Note 13.1 below)	232.29	–	–	232.29	232.29	–	–	232.29	–
Total	763.41	31.13	–	794.54	761.78	8.46	–	770.24	24.30

OWN ASSETS (ACQUIRED)	GROSS BLOCK-AT COST				AMORTISATION				NET BLOCK
	As at 1st April 2013	Additions during 2013-2014	Deductions during 2013-2014	Total as at 31st March 2014	Upto 1st April 2013	For 2013-2014	Deductions during 2013-2014	Total upto 31st March 2014	As at 31st March 2014
Goodwill (arising on Amalgamation)	503.06	–	–	503.06	503.06	–	–	503.06	–
Computer Software	25.71	2.35	–	28.06	22.04	4.39	–	26.43	1.63
Intellectual Property Rights (Technical Know-how) (Refer Note 13.1 below)	232.29	–	–	232.29	232.29	–	–	232.29	–
Total	761.06	2.35	–	763.41	757.39	4.39	–	761.78	1.63

13.1 Technical Know-how represents Technical Drawings, Designs etc. relating to manufacture of the Company's products and acquired pursuant to various agreements conferring the right to usage only.

	For the year ended 31st March 2015	For the year ended 31st March 2014
13.2 Depreciation and Amortisation Expense		
Depreciation on Tangible Assets	545.64	697.92
Amortisation of Intangible Assets	8.46	4.39
Total	554.10	702.31

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

13.3 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1st April 2014, the Company has revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation method, rates/useful life are as follows :

Asset	Previous depreciation rate/useful life	Revised useful life based on SLM
Land	1.25% / 80 years	80 years
Plant & Machinery	10.34% / 10 years	15 years
Building	3.34% / 30 years	30 years
Computers	33.33% / 3 years	3 years
Furniture	6.33% / 16 years	10 years
Office Equipment	5.28% / 4.75% / 19 years / 21 years	5 years
Motor Car	20% / 5 years	8 years
Computer Software	50% / 2 years	2 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1st April 2014 and has adjusted an amount of ₹ 14.57 (Net of Deferred Tax of ₹ 7.49) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus.

The depreciation expense in the Statement of Profit and Loss for the year is lower by ₹ 55.36 consequent to the change in the useful life of the assets.

	As at 31st March 2015	As at 31st March 2014
14. NON-CURRENT INVESTMENTS :		
Trade Investments-Long Term (Valued at Cost unless stated otherwise)		
Unquoted Equity Investments		
<i>Investment in Subsidiaries</i>		
- IFGL Worldwide Holdings Limited [6,350,000 (31.03.2014 : 6,350,000) Fully paid Equity Shares of GBP 1 each]	5,625.39	5,625.39
- IFGL Exports Limited (Refer Note 14.1 below) [1,101,600 (31.03.2014 : 1,101,600) Fully paid Equity Shares of ₹ 10 each]	1,101.60	1,101.60
Other Investments (Valued at Cost unless stated otherwise)		
<i>Quoted</i>		
- Investments in Debentures or Bonds [50 (31.03.2014 : 50) 8.09% Tax Free Bonds of Power Finance Corporation Limited of Face Value ₹ 100,000 each]	50.00	50.00
Total	6,776.99	6,776.99
Aggregate Amount of Quoted Investments	50.00	50.00
Aggregate Amount of Unquoted Investments	6,726.99	6,726.99
Market Value of Quoted Investments	52.79	52.24

14.1 Shares of IFGL Exports Limited are pledged with Export Import Bank of India for loans granted by them to IFGL Exports Limited.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
15. LONG-TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Capital Advances	20.05	4.77
Security Deposits	96.06	95.50
Total	116.11	100.27
16. OTHER NON-CURRENT ASSETS		
Long-Term Deposits with Banks with original maturity period of more than 12 months*	54.61	16.80
Total	54.61	16.80
*Kept under lien by Bank as Margin Money against non fund based facilities provided.		
17. INVENTORIES :		
Valued at lower of Cost and Net Realisable Value		
Raw Materials and Components [includes in transit ₹ 126.43 (31.03.2014 : ₹ 196.20)]	2,172.34	2,309.56
Work-in-Progress (Refer Note 17.1 below)	864.99	736.34
Finished Goods [includes in transit ₹ 98.30 (31.03.2014 : ₹ 76.66)] (Refer Note 17.2 below)	495.30	549.46
Stock of Traded Goods (Refer Note 17.3)	201.19	210.57
Stores and Spares	248.96	219.83
Total	3,982.78	4,025.76
17.1 Details of Work-in-Progress		
Shaped Refractories	535.89	527.77
Unshaped Refractories	329.10	208.57
Total	864.99	736.34
17.2 Details of Finished Goods		
Shaped Refractories	427.24	409.71
Unshaped Refractories	68.06	139.75
Total	495.30	549.46

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015		As at 31st March 2014	
17.3 Details of Stock of Traded Goods				
Operating Systems for Refractories		11.45		5.55
Others		189.74		205.02
Total		201.19		210.57

	As at 31st March 2015		As at 31st March 2014	
18. TRADE RECEIVABLES				
Unsecured				
Outstanding for a period exceeding six months from the date they are due for payment				
- Considered Good	472.13		78.74	
- Considered Doubtful	21.64		21.64	
Less : Provision for Doubtful Receivables	(21.64)	472.13	(21.64)	78.74
Other Receivables				
- Considered Good		9,049.04		8,115.86
Total		9,521.17		8,194.60

	As at 31st March 2015		As at 31st March 2014	
19. CASH AND CASH EQUIVALENTS				
Balances with Banks				
- In Current Accounts		33.17		74.34
- In Deposits Accounts (with original maturity of less than 3 months)		1,238.19		1,501.00
Cheques on Hand		10.76		8.24
Cash on Hand		14.49		15.86
Other Bank Balances				
- On Unclaimed Dividend Accounts		59.04		54.97
- Deposits with original maturity of more than 3 months but less than 12 months*		934.34		39.82
Total		2,289.99		1,694.23

*Above deposits are kept under lien by the Bank as Margin Money against non fund based facility provided.

	As at 31st March 2015		As at 31st March 2014	
20. SHORT-TERM LOANS AND ADVANCES :				
Unsecured, Considered Good				
Loans and Advances to Related Party		6.46		257.90
Others Loans and Advances				
- Others (Refer Note 20.1)	119.05		76.70	
- Prepaid Expenses	50.47	169.52	50.37	127.07
Total		175.98		384.97

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
20.1 Loans and Advances-Others		
Advance to Suppliers	36.12	7.18
Insurance Claims Receivable	9.37	21.54
Advance for Expenses	73.56	47.98
Total	119.05	76.70
	As at 31st March 2015	As at 31st March 2014
21. OTHER CURRENT ASSETS		
Unsecured, Considered Good		
Interest Accrued on Fixed Deposits	18.82	27.42
Accrued Export Benefits	22.78	39.22
Balances with Excise Authorities etc.	159.05	172.56
Total	200.65	239.20
	For the year ended 31st March 2015	For the year ended 31st March 2014
22. REVENUE FROM OPERATIONS :		
Revenue from Sale of Products (Gross) :		
Finished Goods (Refer Note 22.1 below)	30,763.31	30,425.48
Traded Goods (Refer Note 22.2 below)	3,683.55	3,194.96
	34,446.86	33,620.44
Less : Excise Duty	(1,673.41)	(1,486.93)
Revenue from Sale of Products (Net) :	32,773.45	32,133.51
Service Income (Refer Note 22.3)	666.80	574.91
Other Operating Revenue (Scrap Sales)	27.65	33.91
Total	33,467.90	32,742.33
	For the year ended 31st March 2015	For the year ended 31st March 2014
22.1 Details of Sales of Finished Goods		
Shaped Refractories	26,375.35	26,203.66
Unshaped Refractories	4,387.96	4,221.82
Total	30,763.31	30,425.48
	For the year ended 31st March 2015	For the year ended 31st March 2014
22.2 Details of Sales of Traded Goods		
Shaped Refractories	2,015.59	2,233.10
Unshaped Refractories	1,454.30	684.19
Others	213.66	277.67
Total	3,683.55	3,194.96

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
22.3 Details of Service Income		
Management Services	282.32	219.83
Application Services	384.48	355.08
Total	666.80	574.91
23. OTHER INCOME :		
Interest Income (Refer Note 23.1 below)	314.78	110.74
Liabilities no longer required Written Back	17.01	34.20
Other Non Operating Income (Refer Note 23.2 below)	17.42	7.25
Total	349.21	152.19
23.1 Details of Interest Income		
Interest on Bank Deposits	284.78	81.53
Interest on Customers' Overdue Bills	29.87	19.45
Interest Others	0.13	9.76
Total	314.78	110.74
No Interest was Capitalised during the year.		
23.2 Other Non Operating Income		
Bad Debts Recovery	–	1.48
Sundry Receipts	17.42	5.77
Total	17.42	7.25
24. COST OF MATERIALS AND COMPONENTS CONSUMED :		
Raw Materials (Refer Note 24.1 and 24.2)	15,430.91	14,033.59
Total	15,430.91	14,033.59
24.1 Details of Materials Consumed		
Raw Materials		
Alumina	3,648.82	3,269.76
Zirconia	2,682.12	2,849.52
Resin	2,244.53	1,501.90
Others	6,855.44	6,412.41
Total	15,430.91	14,033.59

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

		For the year ended 31st March 2015		For the year ended 31st March 2014	
		Value	%	Value	%
24.2	Cost of Imported and Indigenous Materials Consumed				
	Raw Materials				
	- Imported	7,495.07	48.57	7,812.42	55.67
	- Indigenous	7,935.84	51.43	6,221.17	44.33
	Total	15,430.91	100.00	14,033.59	100.00
	Stores and Spares				
	- Imported	65.64	11.41	77.90	14.93
	- Indigenous	509.58	88.59	443.98	85.07
	Total	575.22	100.00	521.88	100.00
25.	DETAILS OF PURCHASES OF TRADED GOODS				
	Shaped Refractories	1,568.24		1,944.72	
	Unshaped Refractories	1,329.47		496.93	
	Others	190.41		205.76	
	Total	3,088.12		2,647.41	
26.	CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE				
	Opening Stock				
	Finished Goods and Stock of Traded Goods	760.03		781.97	
	Work-in-Progress	736.34	1,496.37	705.29	1,487.26
	Less : Closing Stock				
	Finished Goods and Stock of Traded Goods	696.49		760.03	
	Work-in-Progress	864.99	1,561.48	736.34	1,496.37
	Total		(65.11)		(9.11)
27.	EMPLOYEE BENEFITS EXPENSE :				
	Salaries, Wages and Bonus	2,726.31		2,454.46	
	Contribution to Funds (Refer Notes 27.1 and 27.2)	371.07		293.85	
	Staff Welfare Expenses	88.60		64.54	
	Total	3,185.98		2,812.85	

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

27.1 The Company has recognised in the Statement of Profit and Loss for the year ended 31st March 2015 an amount of ₹ 250.46 (31.03.2014 : ₹ 275.34) as expenses under Defined Contribution Plans.

27.2 Provident Fund (Funded)

Provident Fund contributions in respect of employees are made to Trust administered by the Company and it has the liability to Fund any shortfall on the yield of the Trust's investments over the administered interest rates on an annual basis. These administered interest rates are determined annually predominantly considering the social rather than economic factors. The contribution by the employer and employee together with the interest accumulated thereon are payable to the employees at the time of their separation from the Company or retirement, whichever is earlier. The benefits vests immediately on rendering of the services by the employee. Based on the final guidance for measurement of Provident Fund liabilities issued by the Actuarial Society of India, the Company's liability at the year end of ₹ NIL (31.03.2014 : ₹ 19.76) has been actuarially determined by an independent actuary and provided for.

The details of Fund and Planned Assets position is given below :

	For the year ended 31st March 2015	For the year ended 31st March 2014
Plan Assets at year end, at Fair Value	—	—
Present Value of Benefit Obligation at year end (Net of Planned Assets)	—	19.76
Cost of Shortfall in Interest Rate Guarantee	—	19.76
Assumptions used in determining the Present Value Obligation of the Interest Rate Guarantee under the Deterministic Approach		
Discount Rate	7.80%	9.30%
Expected Guaranteed Interest Rate	8.60%	8.75%

27.3 Gratuity (Funded)

The Company provides for Gratuity, a Defined Benefit Retirement Plan covering eligible employees. As per the Scheme, the Gratuity Trust Fund makes payments to vested employees on Retirement, Death, Incapacitation or Termination of Employment. For Employees joining after 1st April 2003, the amount is based on the respective Employee's eligible Salary (Half Month's Salary) depending on the tenure of the Service subject to a maximum amount as per The Payment of Gratuity Act, 1972. For Employees joining before 1st April 2003, the amount is calculated similarly as per The Payment of Gratuity Act, 1972 or the Company's Scheme, whichever is higher. Vesting occurs on completion of five years of service. Liabilities with regard to the Gratuity plan are determined by actuarial valuation as set out in Note 2.11 (vi), based on which the Company makes contribution to the Fund. The most recent Actuarial Valuation of the Fund was carried out as at 31st March 2015.

27.4 Superannuation (Funded)

In keeping with the Company's Superannuation Scheme (applicable to Employees joined before 31st March 2004), Employees are entitled to Superannuation Benefit on Retirement/Death/Incapacitation/Termination. Superannuation Scheme was amended from Defined Benefit Plan to Defined Contribution Plan effective 1st April 2004 and the benefits under the Defined Benefit Plan were frozen as on 31st March 2004. Necessary formalities/approvals have been complied with/obtained. Also refer Notes 2.11 (iv) and (vi) for accounting policy relating to Superannuation.

27.5 Compensated Absence (Unfunded)

The Company provides for accumulated Leave Benefit for eligible Employees (i.e. Workmen) at the time of Retirement, Death, Incapacitation or Termination of Employment, subject to a maximum of one hundred and twenty days based on the last drawn Salary. Liabilities are determined by Actuarial Valuation as set out in Note 2.11 (vii).

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

27.6 Following are further particulars with respect to Defined Benefit Plans of the Company for the year ended 31st March 2015 :

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)	
	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :						
Present Value of Obligation as at the beginning of the year	570.14	520.12	226.57	223.25	19.21	18.37
Service Cost	35.62	33.80	–	–	2.67	3.08
Interest Cost	52.55	41.33	20.77	17.84	1.78	1.46
Actuarial (Gains)/Losses	127.08	(18.20)	13.21	(14.01)	1.17	(3.45)
(Benefits Paid)	(10.17)	(6.91)	(6.50)	(0.51)	(0.10)	(0.25)
Present Value of Obligation as at the end of the year	775.22	570.14	254.05	226.57	24.73	19.21
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :						
Fair Value of Plan Assets at the beginning of the year	576.63	476.70	497.47	458.77	–	–
Expected Return on Plan Assets	48.68	42.12	40.53	37.60	–	–
Actuarial Gains/(Losses)	45.96	(3.70)	33.32	1.61	–	–
Contribution by the Company	30.00	68.42	–	–	0.10	0.25
(Benefits Paid)	(10.17)	(6.91)	(6.50)	(0.51)	(0.10)	(0.25)
Fair Value of Plan Assets at the end of the year	691.10	576.63	564.82	497.47	–	–
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :						
Fair Value of Plan Assets at the end of the year	691.10	576.63	564.82	497.47	–	–
Present Value of Obligation at the end of the year	775.22	570.14	254.05	226.57	24.73	19.21
Assets/(Liabilities) recognised in the Balance Sheet	(84.12)	6.49	310.77 #	270.90 #	(24.73)	(19.21)

Actual amount of Asset in the Balance Sheet Nil (31.03.2014 : Nil)

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)	
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014
d) Expense recognised in the Statement of Profit and Loss :						
Current Service Cost	35.62	33.80	–	–	2.67	3.08
Interest Cost	52.55	41.33	20.77	17.84	1.78	1.46
(Expected Return of Plan Assets)	(48.68)	(42.12)	(40.53)	(37.60)	–	–
Actuarial (Gain)/Loss	81.12	(14.50)	(20.11)	(15.62)	1.17	(3.45)
Total Expense as per the Actuarial Valuation	120.61	18.51	(39.87)	(35.38)	5.62	1.09
Actual Expenses Recognised	**120.61	**18.51	–	–	*5.62	*1.09

*The Expenses for the above benefit are recognised under 'Salary, Wages and Bonus' on Note 27.

**The Expenses for the above benefit are recognised under 'Contribution to Funds' on Note 27.

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)	
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014
	%	%	%	%	%	%
e) Category of Plan Assets :						
GOI Securities	2	5	4	4	NA	NA
Bonds	2	2	2	3	NA	NA
State Government/State Government Guaranteed Securities	–	–	–	2	NA	NA
Units of Insurers	95	92	90	86	NA	NA
Others (including Bank Balances)	1	1	4	5	NA	NA
	100	100	100	100	NA	NA
f) Principal Actuarial Assumptions :						
Discount Rate (per annum) (%)	7.80	9.30	7.80	9.30	7.80	9.30
Rate of Increase in Salaries (%)	6.00	6.00	NA	NA	6.00	6.00
Expected Rate of Return on Plan Assets (%)	8.30	8.30	8.20	8.20	NA	NA
Remaining Working Life (in years)	17.95	17.71	10.96	11.84	13.79	14.53
Mortality Rate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate
Method Used	Projected Unit Credit Method					
Actual Return on Plan Assets	94.64	38.42	73.85	39.21	NA	NA

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

g) Other Disclosures :
Gratuity Scheme :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(775.22)	(570.14)	(520.12)	(423.28)	(372.92)
Plan Assets at end of the period	691.10	576.63	476.70	410.19	339.77
Funded Status	(84.12)	6.49	(43.42)	(13.09)	(33.15)
Experience Gain/(Loss) adjustments on Plan Liabilities	(66.98)	(26.05)	(18.73)	(20.39)	(33.41)
Experience Gain/(Loss) adjustments on Plan Assets	45.96	(3.70)	4.11	(4.83)	2.51
Actuarial Gain/(Loss) due to change on Assumptions	(60.10)	44.25	(19.58)	18.00	-

Superannuation Scheme :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(254.06)	(226.57)	(223.25)	(206.07)	(205.57)
Plan Assets at end of the period	564.82	497.47	458.77	420.42	398.28
Funded Status	310.77	270.90	235.52	214.35	192.71
Experience Gain/(Loss) adjustments on Plan Liabilities	(2.87)	3.09	2.64	5.46	4.50
Experience Gain/(Loss) adjustments on Plan Assets	33.32	1.61	7.48	(6.26)	(4.07)
Actuarial Gain/(Loss) due to change on Assumptions	(10.34)	10.92	(5.71)	6.23	-

Compensated Absence Scheme :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(24.73)	(19.21)	(18.37)	(16.67)	(18.17)
Plan Assets at end of the period	-	-	-	-	-
Funded Status	(24.73)	(19.21)	(18.37)	(16.67)	(18.17)
Experience Gain/(Loss) adjustments on Plan Liabilities	1.33	1.47	(0.72)	3.64	(2.18)
Experience Gain/(Loss) adjustments on Plan Assets	-	-	-	-	-
Actuarial Gain/(Loss) due to change on Assumptions	(2.50)	1.98	(0.86)	0.88	-

The basis used to determine overall Expected Return on Assets and the major categories of Plan Assets are as follows :

The major portion of the Assets is invested in Units of Insurers and Government Bonds. Based on the Asset allocation and prevailing yield rates on these asset classes, the Long Term estimate of the Expected Rate of Return on the Fund have been arrived at. Assumed Rate of Return on Assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

The estimate of future salary increases takes into account Inflation, Seniority, Promotion and other relevant factors.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015		For the year ended 31st March 2014	
28. FINANCE COSTS				
Interest		183.11		212.08
Other Borrowing Cost		6.08		17.89
Total		189.19		229.97
29. OTHER EXPENSES :				
Consumption of Stores and Spare Parts (Refer Note 24.2)		575.22		521.88
Power and Fuel		1,408.09		1,521.51
Rent		41.95		27.94
Rates and Taxes		25.29		63.30
Repairs :				
- Machinery		176.47		152.12
- Buildings		31.75		10.82
- Others		73.59	281.81	103.66
Insurance		94.36		89.01
Payment to Auditors (Refer Note 29.1)		22.88		21.99
Directors' Fees		6.50		5.85
Bank Charges		69.03		55.12
Computerisation Expenses		32.26		25.05
Provision for Doubtful Trade Receivables/Advances		(0.50)		(6.41)
Sundry Debit Balances/Advances Written Off		30.10		91.73
Travelling and Conveyance		489.96		508.29
Site Contractor Expenses		789.14		644.18
Printing and Stationery		29.17		21.96
Processing Charges		364.00		375.73
Corporate Social Responsibility Expenditure		60.00		-
Professional Charges		177.49		120.36
Postage, Telephone, Telex etc.		63.26		60.71
Royalty		163.81		177.05
Service Charges		125.40		150.54
Commission and Brokerage		594.85		659.83
Packing Expenses		885.53		864.45
Delivery and Forwarding Expenses		1,348.38		1,408.97
Net Gain on Sale of Fixed Assets		(1.58)		-
Net (Gain)/Loss on Foreign Exchange Rate Fluctuation and Translation (Refer Note 29.2)		(709.34)		811.21
Security Charges		33.80		33.04
Miscellaneous Expenses		282.06		234.89
Total		7,282.92		8,754.78

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
29.1 Amounts Paid/Payable to Auditors		
As Auditors		
For Statutory Audit	9.00	9.00
For Tax Audit	2.50	2.50
For Limited Reviews	6.00	6.00
Other Certification Services	4.55	3.78
Reimbursement of Expenses	0.83	0.71

The above amount excludes Service Tax and Education Cess thereon.

29.2 Net Gain of ₹ 709.34 (31.03.2014 : Loss of ₹ 811.21) includes Provision for 'Mark to Market' losses on Derivatives of ₹ NIL (31.03.2014 : ₹ 116.35)

	For the year ended 31st March 2015	For the year ended 31st March 2014
30. EARNINGS PER SHARE (EPS)-THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax	2,686.34	2,434.71
Less : Dividend on Preference Shares	64.95	72.50
Tax on Dividend on Preference Shares	12.99	12.33
Profit after Tax attributable to the Equity Shareholders (A)	2,608.40	2,349.88
Weighted Average Number of Equity Shares (in Numbers) (B)	34,610,472	34,610,472
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Dilutive Potential Equity Shares	–	–
Basic/Diluted EPS (A/B)	7.54	6.79

	As at 31st March 2015	As at 31st March 2014
31. CONTINGENT LIABILITIES		
a) Claims against the Company not acknowledged as Debts :		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 10.30 (31.03.2014 : ₹ 10.30)]	92.08	92.08
ii) Income Tax matters under dispute relating to issues of applicability and determination	15.88	15.88
iii) Service Tax/Excise Duty matters under dispute relating to issues of applicability and classification	6.57	6.57
iv) Custom Duty matters under dispute relating to issues of applicability and classification [related payments ₹ 12.50 (31.03.2014 : ₹ 12.50)]	140.65	140.65
b) Guarantees		
Letter of Comfort/Corporate Guarantee given to Banks against Term Loan, Working Capital and Forward Exchange Contracts provided by them to a Subsidiary [Limit ₹ 4,500 (31.03.2014 : ₹ 4,000)]		
Utilised at year end	3,053.08	3,320.13

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

The Management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and result of operations.

The Company does not expect any reimbursements in respect of the above Contingent Liabilities.

32. CAPITAL AND OTHER COMMITMENTS :

	As at 31st March 2015	As at 31st March 2014
32.1 Capital Commitments		
Estimated value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	85.78	17.25
Total	85.78	17.25

32.2 Derivative Instruments :

Derivatives related Commitments

Hedged Position-Forward Contracts

	Purpose	As at 31st March 2015		As at 31st March 2014	
		No. of Contracts	Amount	No. of Contracts	Amount
Forward Contracts to sell € 60 (31.03.2014 : 20.00)	Hedge of Highly Probable Foreign Currency Sales	12	4,175.20	2	1,669.54

Particulars of Unhedged Position		As at 31st March 2015		As at 31st March 2014	
	FX Currency	FX Amount (in lacs)	Total INR equivalent	FX Amount (in lacs)	Total INR equivalent
		A. Amounts receivable in Foreign Currency			
Debtors Outstanding	\$	13.42	834.87	12.45	738.76
	€	57.73	3,861.72	52.74	4,288.48
	£	1.54	141.67	4.34	427.39
B. Amounts payable in Foreign Currency					
Import of Goods and Services	\$	5.18	326.35	4.14	250.51
	€	0.83	56.74	5.99	500.30
	£	0.00	0.10	0.02	2.35
Loans Payable	\$	16.84	1,061.77	19.54	1,181.89
	€	44.00	3,010.67	33.37	2,785.78

NOTES TO THE FINANCIAL STATEMENTS (Contd.)
33. RELATED PARTY DISCLOSURES :

Related Party Disclosures in keeping with Accounting Standard-18 prescribed under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

List of Related Parties

Where Control exists	
Holding Company	Bajoria Holdings Private Limited
Subsidiary Companies (including Step down Subsidiaries)	IFGL Worldwide Holdings Limited
	IFGL Exports Limited
	IFGL Monocon Holdings Limited
	Monocon International Refractories Limited
	Monocon Overseas Limited
	Mono Ceramics Inc.
	Monotec Refratarios Ltda
	Tianjin Monocon Refractories Company Limited
	Tianjin Monocon Aluminous Refractories Company Limited
	Goricon Metallurgical Services Limited
	IFGL GmbH
	Hofmann Ceramic GmbH
	Hofmann GmbH & Co. OHG
	Hofmann Ceramic CZ s.r.o.
	Hofmann Ceramic Limited
	Hofmann Ceramic LLC
	Hofmann Pyemetric LLC
	IFGL Inc.
	EI Ceramic LLC
Fellow Subsidiaries	Heritage Health TPA Private Limited
	Bajoria Financial Services Private Limited
	IFGL Bio Ceramics Limited
	Ganges Art Gallery Private Limited
	Bajoria Enterprises Limited
	Bajoria Service Providers Private Limited
Others :	
Key Management Personnel	S K Bajoria (Chairman)
	P Bajoria (Managing Director)
	Rajesh Agarwal (Company Secretary)
	Kanhaiya Poddar (Chief Financial Officer)
Relatives of Key Management Personnel	Smita Bajoria (Wife of Chairman)
	Mihir Bajoria (Son of Chairman)
	Akshay Bajoria (Son of Managing Director)
Enterprises in which Key Management Personnel has Significant Influence	Heritage Insurance Brokers Private Limited
	Coris Heritage Asia Pacific Private Limited

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

Particulars of Transactions during the year and year end balances	(₹ in lacs)	
	2014-2015	2013-2014
I) With Holding Company : Bajoria Holdings Private Limited		
Rent for Office Premises	9.98	9.03
Maintenance Charges	10.89	10.89
Expenses Reimbursement/Incurred	31.31	19.43
Expenses Recovered/Received	0.20	–
	52.38	39.35
Year End Balances	0.85	0.75
II) With Subsidiaries including Step down Subsidiaries		
Purchase of Raw Materials		
Monocon International Refractories Limited	71.53	38.72
Tianjin Monocon Refractories Company Limited	458.62	669.70
EI Ceramics LLC	–	0.41
Hofmann Ceramic GmbH	4.95	3.77
	535.10	712.60
Purchase of Trading Goods		
IFGL Exports Limited	1,453.66	1,606.78
	1,453.66	1,606.78
Purchase of Services		
Monocon International Refractories Limited	–	5.38
EI Ceramics LLC	–	3.67
	–	9.05
Sale of Finished Goods		
Monocon International Refractories Limited	1,493.36	1,261.52
Mono Ceramics Inc.	24.96	39.60
EI Ceramics LLC	–	0.36
Tianjin Monocon Aluminous Refractories Company Limited	–	4.42
Hofmann Ceramic GmbH	26.47	31.34
IFGL Exports Limited	148.48	95.89
	1,693.27	1,433.13
Commission Income on Technical Services for Marketing and Manufacturing Activities		
IFGL Exports Limited	282.32	219.83
	282.32	219.83
Royalty Paid		
Hofmann Ceramic GmbH	3.72	4.83
	3.72	4.83

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

Particulars of Transactions during the year and year end balances	(₹ in lacs)	
	2014-2015	2013-2014
Expenses Reimbursement/Incurred		
Mono Ceramics Inc.	–	7.72
IFGL Exports Limited	1.55	7.21
	1.55	14.93
Expenses Recovered/Received		
Monocon International Refractories Limited	89.30	89.11
IFGL Exports Limited	0.20	2.32
	89.50	91.43
Interest Received on Loan Given		
IFGL Exports Limited	14.10	7.15
	14.10	7.15
Loan Given		
IFGL Exports Limited	100.00	250.00
	100.00	250.00
Loan Amount received back		
IFGL Exports Limited	350.00	–
	350.00	–
Year End Balances		
Trade Payables		
Monocon International Refractories Limited	11.18	16.83
Tianjin Monocon Refractories Company Limited	14.55	25.16
Hofmann Ceramic GmbH	1.07	4.33
IFGL Exports Limited	733.96	512.70
	760.76	559.02
Trade Receivables		
Monocon International Refractories Limited	146.59	466.19
Tianjin Monocon Refractories Company Limited	–	1.15
Hofmann Ceramic GmbH	13.67	–
Mono Ceramics Inc.	1.87	–
IFGL Exports Limited	174.50	89.76
	336.63	557.10
Loans and Advances		
Monocon International Refractories Limited	6.46	7.90
IFGL Exports Limited	–	250.00
	6.46	257.90
Non-Current Investment		
IFGL Worldwide Holdings Limited	5,625.39	5,625.39
IFGL Exports Limited	1,101.60	1,101.60
	6,726.99	6,726.99

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

		(₹ in lacs)	
Particulars of Transactions during the year and year end balances	2014-2015	2013-2014	
Corporate Guarantee/Letter of Comfort			
IFGL Exports Limited	3,053.60	3,320.13	
	3,053.60	3,320.13	
III) With Fellow Subsidiaries			
Sale of Finished Goods			
IFGL Bio Ceramics Limited	26.88	33.86	
	26.88	33.86	
Sale of Services			
IFGL Bio Ceramics Limited	4.55	19.52	
	4.55	19.52	
Expenses Reimbursement/Incurred			
Bajoria Enterprises Limited	12.00	12.00	
	12.00	12.00	
Expenses Recovered/Received			
IFGL Bio Ceramics Limited	-	0.04	
	-	0.04	
IV) With Key Management Personnel			
Key Management Personnel Remuneration			
S K Bajoria (Chairman)	173.55	137.75	
P Bajoria (Managing Director)	214.34	160.42	
Rajesh Agarwal (Company Secretary)	65.24	54.39	
Kanhaiya Poddar (Chief Financial Officer)	28.25	25.59	
	481.38	378.15	
Director's Commission			
S K Bajoria (Chairman)	44.00	40.00	
P Bajoria (Managing Director)	12.00	40.00	
	56.00	80.00	
Year End Balances			
Director's Commission			
S K Bajoria (Chairman)	44.00	53.28	
P Bajoria (Managing Director)	12.00	39.66	
	56.00	92.94	
V) With Relative of Key Management Personnel			
Sale of Investments			
Smita Bajoria	-	0.17	
	-	0.17	
Remuneration			
Akshay Bajoria	20.98	3.09	
	20.98	3.09	

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

Particulars of Transactions during the year and year end balances	2014-2015	2013-2014
VI) With Enterprise in which a Key Management Personnel has Significant Influence		
Expenses Recovered/Received		
Heritage Insurance Brokers Private Limited	-	0.70
	-	0.70
Year End Balances		
Trade Receivables		
Heritage Insurance Brokers Private Limited	-	0.02
	-	0.02

34. OPERATING LEASE COMMITMENTS

The Company entered into Non-Cancelable Operating Lease Agreements in connection with certain Office Spaces. Tenure of Lease is for a period of 5 years. Terms of the Lease include Operating terms of Renewal, Re-imbusement of Maintenance Charges, Increase in Future Maintenance Charges etc. The Future Minimum Lease Commitments of the Company are as follows :

	As at 31st March 2015	As at 31st March 2014
Within 1 Year	9.98	9.03
More than 1 Year upto 5 Years	18.36	24.47
Total	28.34	33.50

Lease Rentals recognised in Note 29 under the heading 'Rent' of the Statement of Profit and Loss amounting to ₹ 9.98 (31.03.2014 : ₹ 9.03).

	For the year ended 31st March 2015	For the year ended 31st March 2014
35. CIF VALUE OF IMPORTS		
Raw Materials	6,784.84	7,460.23
Stores and Spares	85.79	49.96
Trading Items	13.41	57.19
Capital Goods	59.39	28.86

	For the year ended 31st March 2015	For the year ended 31st March 2014
36. EXPENDITURE IN FOREIGN CURRENCY		
Salaries and Wages	557.68	581.00
Travelling	168.52	189.05
Commission	493.26	598.60
Royalty	163.81	177.02
Interest	68.59	101.29
Export Selling Expenses - Sea Freight	109.48	-
Export Selling Expenses - Others	123.58	180.34
Professional Fees	8.38	19.57
Others	108.27	110.31

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
37. EARNINGS IN FOREIGN EXCHANGE		
FOB value of Exports	11,283.87	11,049.69
38. DIVIDEND REMITTED IN FOREIGN CURRENCY		
a) Amount Remitted		
- for the year 2014-2015	-	-
- for the year 2013-2014	-	-
b) Number of Non-Resident Shareholders	1	1
c) Number of Shares held by them	5,006,956	5,006,956

39. SEGMENT REPORTING

In terms of Accounting Standard 17 'Segment Reporting' prescribed under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 segment information has been presented in the Consolidated Financial Statements of the Company included in the Annual Report. Given below is the information relating to Geographical market of the Company :

	For the year ended 31st March 2015	For the year ended 31st March 2014
Revenue from Operations		
India	16,578.99	14,065.99
Outside India		
Direct Exports	11,881.01	11,641.23
Indirect Exports	5,357.11	7,187.30
Total	33,817.11	32,894.52
Carrying amount of Assets		
India	21,546.57	19,407.50
Outside India		
Branch Assets	37.39	33.42
Debtors-Direct Exports	2,992.69	3,155.60
Debtors-Indirect Exports	2,077.31	2,474.49
Total	26,653.96	25,071.01
Purchase of Tangible and Intangible Assets		
India	428.07	295.93
Outside India	0.74	0.69

40. PREVIOUS YEAR FIGURES

Previous Year's figures have been re-grouped/re-classified wherever necessary to conform with the current year's classification.

Signatures to Note '1' to '40'

On behalf of the Board of Directors

R Agarwal
Company Secretary

K Poddar
Chief Financial Officer

P Bajoria
Managing Director

S K Bajoria
Chairman

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF IFGL REFRACTORIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of IFGL Refractories Limited (hereinafter referred to as “the Holding Company”) and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as “the Group”), comprising of the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

Management’s Responsibility for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 auditors' judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the 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.

INDEPENDENT AUDITORS' REPORT (Contd.)

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at 31st March 2015 and the Consolidated Profit and the Consolidated Cash Flows for the year ended on that date.

Other Matters

We did not audit the Financial Statements of 18 Subsidiaries whose Financial Statements reflect Total Assets of ₹ 34,858.29 lacs as at 31st March 2015, Total Revenues of ₹ 42,708.21 lacs and Net Cash Inflows amounting to ₹ 1,189.07 lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements 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 and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not qualified 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 certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, based on the comments in the Auditors' Report of the Holding Company and Subsidiary Company 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 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, 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 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, 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 Statutory Auditors of its Subsidiary Company incorporated in India, none of the Directors of the Group Companies 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

INDEPENDENT AUDITORS' REPORT (Contd.)

- i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated Financial position of the Group - Refer Notes 12.2 and 33 to Consolidated Financial Statements.
- ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There have been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company incorporated in India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
 (Firm's Registration No. 302009E)
A Bhattacharya
Partner
 (Membership No. 054110)

Kolkata
 16th May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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

"Our reporting on the Order includes 1 Subsidiary Company incorporated in India to which the Order is applicable, which has been audited by us and our report in respect of this entity is based solely on our report, to the extent considered applicable for reporting under the Order in the case of the Consolidated Financial Statements."

Having regard to the nature of the Group's business/activities/results during the year, clause 5 of paragraph 3 of the Order is not applicable to the Group.

- i) In respect of the Fixed Assets of the Holding Company and Subsidiary Company incorporated in India :
 - a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
 - b) Some of the Fixed Assets were physically verified during the year by the Management of the respective entities in accordance with a programme of verification, which in our opinion provides for physical verification of all the Fixed Assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- ii) In respect of the Inventories of the Holding Company and the Subsidiary Company incorporated in India :
 - a) As explained to us, the inventories other than material lying with third parties (which have substantially been confirmed) were physically verified by the Management of the respective entities at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - c) In our opinion and according to the information and explanations given to us, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanations given to us, the Holding Company has granted loans, to the extent included in the Consolidated Financial Statements, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans :
 - a) The receipts of principal amounts and interest have been regular.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

b) There is no overdue amount in excess of ₹ 1 lac remaining outstanding as at the year end.

The Subsidiary Company incorporated in India has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

iv) In our opinion and according to the information and explanations given to us, there is an adequate Internal Control System in the Holding Company and the Subsidiary Company incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such Internal Control System.

v) We have broadly reviewed the cost records maintained by the Holding Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

The clause is not applicable to the Subsidiary Company incorporated in India.

vi) According to the information and explanations given to us in respect of Statutory Dues of the Holding Company and the Subsidiary Company incorporated in India :

a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.

b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

c) Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March 2015 on account of disputes are given below :

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Net of related payments) (₹ in lacs)
Sales Tax Central Sales Tax Act, 1956	Sales Tax	Sales Tax Tribunal	1995-1996	1.14
	Sales Tax	Additional Commissioner of Sales Tax	1997-1998	0.47
	Sales Tax	Orissa High Court	1999-2000	2.17
	Sales Tax	Assistant Commissioner of Sales Tax	2003-2004	0.25
	Sales Tax	Additional Commissioner of Sales Tax	1st July 2006 to 31st March 2011	56.22
Orissa Sales Tax Act, 1947	Sales Tax	Orissa Sales Tax Tribunal	1996-1997 and 1997-1998	39.91
	Sales Tax	Orissa High Court	1999-2000	0.11
	Total			100.27

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Net of related payments) (₹ in lacs)
Income Tax The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal, Kolkata	Assessment Year 2005-2006	15.88
	Total			15.88
Excise Duty and Service Tax Service Tax Rules, 1994	Service Tax	Joint Commissioner of Central Excise, Customs & Service Tax	2006-2007	1.54
	Service Tax	Commissioner of Central Excise (Appeals)	2007-2008	1.66
CENVAT Credit Rules, 2004 and Central Excise Act, 1944	Service Tax	Commissioner of Central Excise (Appeals)	2006-2007 and 2007-2008	3.37
	Total			6.57
Custom Duty Customs Act, 1962	Custom Duty	Commissioner of Customs (Appeals)	3rd July 2007 to 31st May 2012	128.15
	Total			128.15

- d) The Holding Company have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- vii) The Holding Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
The clause is not applicable to the Subsidiary Company incorporated in India.
- viii) In our opinion and according to the information and explanations given to us, the Holding Company and the Subsidiary Company incorporated in India have not defaulted in the repayment of dues to Financial Institutions and Banks. The Group has not issued any debentures.
- ix) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Holding Company for loans taken by others from Banks and Financial Institutions are not prima facie prejudicial to the interests of the Group. The Subsidiary Company incorporated in India has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- x) In our opinion and according to the information and explanations given to us, the Term Loans have been applied by the Holding Company and the Subsidiary Company incorporated in India during the year for the purposes for which they were obtained.
- xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Holding Company and its Subsidiary Company incorporated in India and no material fraud on the Holding Company and its Subsidiary Company incorporated in India has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 302009E)
A Bhattacharya
Partner
(Membership No. 054110)

Kolkata
16th May 2015

CONSOLIDATED BALANCE SHEET

As at 31st March 2015

(₹ in lacs)

	Note No.	As at 31st March 2015		As at 31st March 2014	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds :					
a) Share Capital	4	3,461.05		4,911.05	
b) Reserves and Surplus	5	31,020.15	34,481.20	27,988.33	32,899.38
2. Minority Interest			963.38		948.38
3. Non-Current Liabilities :					
a) Long-Term Borrowings	6	2,894.60		4,050.55	
b) Deferred Tax Liabilities (Net)	7	1,079.24		737.38	
c) Long-Term Provisions	8	24.32	3,998.16	19.41	4,807.34
4. Current Liabilities :					
a) Short-Term Borrowings	9	6,678.52		5,770.91	
b) Trade Payables	10	10,001.46		9,619.65	
c) Other Current Liabilities	11	2,349.57		2,097.20	
d) Short-Term Provisions	12	1,059.23	20,088.78	1,225.30	18,713.06
Total			59,531.52		57,368.16
II. ASSETS					
1. Non-Current Assets :					
a) Fixed Assets :					
i) Tangible Assets	13	12,374.52		12,374.06	
ii) Intangible Assets	14	24.61		1.98	
iii) Capital Work-in-Progress		414.88	12,814.01	79.22	12,455.26
b) Goodwill on Consolidation	15		12,398.46		13,420.70
c) Non-Current Investments	16		50.00		50.00
d) Long-Term Loans and Advances	17		151.69		127.10
e) Other Non-Current Assets	18		54.61		16.80
2. Current Assets :					
a) Inventories	19	10,019.28		10,340.30	
b) Trade Receivables	20	18,033.66		16,582.37	
c) Cash and Cash Equivalents	21	4,786.49		3,065.98	
d) Short-Term Loans and Advances	22	885.97		946.48	
e) Other Current Assets	23	337.35	34,062.75	363.17	31,298.30
Total			59,531.52		57,368.16

See accompanying Notes forming part of the Consolidated Financial Statements.

In terms of our Report attached.

 For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
 Company Secretary

K Poddar
 Chief Financial Officer

P Bajoria
 Managing Director

S K Bajoria
 Chairman

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2015

(₹ in lacs)

	Note No.	For the year ended 31st March 2015		For the year ended 31st March 2014	
I. REVENUE FROM OPERATIONS (GROSS)	24	80,361.61		79,258.60	
Less : Excise Duty		(1,685.09)		(1,495.05)	
Revenue from Operations (Net)			78,676.52		77,763.55
II. Other Income	25		670.34		335.96
III. Total Revenue (I + II)			79,346.86		78,099.51
IV. EXPENSES :					
Cost of Materials and Components Consumed	26	33,658.19		32,073.29	
Purchases of Stock-in-Trade	27	6,744.46		7,057.96	
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	28	209.25		(1,349.15)	
Employee Benefits Expense	29	11,784.55		10,967.65	
Finance Costs	30	585.95		694.48	
Depreciation and Amortisation Expense	14.2	1,429.26		1,547.84	
Other Expenses	31	17,062.63		18,050.40	
Total Expenses			71,474.29		69,042.47
V. PROFIT BEFORE TAX (III-IV)			7,872.57		9,057.04
VI. Tax Expense :					
1) Current Tax Expense		2,486.06		2,563.22	
2) Short Provision for Tax Relating to Prior Years		–		13.36	
3) Deferred Tax Charge/(Reversals)		53.49	2,539.55	(96.24)	2,480.34
VII. Profit after Tax (V-VI)			5,333.02		6,576.70
VIII. Share of profits attributable to Minority Interest			(23.12)		(175.68)
IX. PROFIT FOR THE YEAR ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (VII + VIII)			5,309.90		6,401.02
X. Earnings Per Share :					
1) Basic	32		15.12		18.25
2) Diluted	32		15.12		18.25

See accompanying Notes forming part of the Consolidated Financial Statements.

In terms of our Report attached.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
Company Secretary

K Poddar
Chief Financial Officer

P Bajoria
Managing Director

S K Bajoria
Chairman

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31st March 2015

(₹ in lacs)

	For the year ended 31st March 2015		For the year ended 31st March 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax and Minority Interest		7,872.57		9,057.04
Adjustments for :				
Depreciation and Amortisation Expense	1,429.26		1,547.84	
Finance Costs (Net of Interest Income)	259.44		565.82	
Liability no longer required Written Back	(38.23)		(42.01)	
(Gain)/Loss on Sale/Discard of Assets (Net)	2.62		(7.79)	
Bad Debts/Advances Written Off	29.59		91.72	
Provision for Doubtful Trade and Other Receivables	254.95		41.08	
Loss on Sale of Investment (Net)	–		0.03	
Provision for Contingencies	–		18.49	
Provision for Estimated Loss on Derivative	–		116.34	
Unrealised Exchange Loss (Net)	95.07		468.08	
Effect of change in Foreign Exchange Translation	315.01	2,347.71	(384.02)	2,415.58
Operating Profit before Working Capital Changes		10,220.28		11,472.62
Adjustments for :				
Trade and Other Receivables	(2,000.13)		(3,030.94)	
Inventories	321.02		(1,859.85)	
Trade and Other Payables	486.11	(1,193.00)	1,041.75	(3,849.04)
Cash generated from Operations		9,027.28		7,623.58
Income Taxes Paid (Net)		(2,672.67)		(2,363.39)
Cash flows before Extra-ordinary Items		6,354.61		5,260.19
Net Cash Generated from Operating Activities (A)		6,354.61		5,260.19
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Capital Expenditure on Fixed Assets including Capital Advances	(1,988.62)		(998.41)	
Proceeds from Sale of Fixed Assets	8.03		18.61	
Sale of Long-Term Investments	–		0.17	
Interest Received	335.11	(1,645.48)	112.39	(867.24)
Net Cash used in Investing Activities (B)		(1,645.48)		(867.24)

CONSOLIDATED CASH FLOW STATEMENT (Contd.)

For the year ended 31st March 2015

(₹ in lacs)

	For the year ended 31st March 2015		For the year ended 31st March 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of Preference Share Capital	(1,450.00)		–	
Repayment of Long-Term Borrowings	(979.63)		(931.39)	
(Repayment)/Proceeds from Short-Term Borrowings	67.94		(16.84)	
Increase/(Decrease) in Cash Credit Facilities	1,076.96		(242.79)	
Proceeds from Minority	15.00		(10.19)	
Finance Costs	(585.95)		(694.48)	
Dividend Paid	(739.06)		(588.31)	
Tax on Dividend	(150.84)	(2,745.58)	(215.90)	(2,699.90)
Net Cash used in Financing Activities (C)		(2,745.58)		(2,699.90)
D. EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY		(205.23)		229.10
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C+D)		1,758.32		1,922.15
Cash and Cash Equivalents at the beginning of the year		3,065.98		1,132.63
Cash and Cash Equivalents at the end of the year		4,824.30		3,054.78
Reconciliation of Cash and Cash Equivalents with the Balance Sheet :				
Cash and Cash Equivalents (Refer Note 21)		4,786.49		3,065.98
Add/(Less) : Bank Balances not considered as Cash and Cash Equivalents				
i) In other Deposit Accounts-Original Maturity more than 3 Months Net Cash and Cash Equivalents included in Note 18-Closing		54.61		16.80
ii) In other Deposit Accounts-Original Maturity more than 3 Months Net Cash and Cash Equivalents included in Note 18-Opening		(16.80)		(28.00)
		4,824.30		3,054.78

Notes :

- The above Consolidated Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
- Previous Year's figures have been re-grouped/re-classified wherever necessary to conform with the current year's classification.
- Cash and Cash Equivalents include ₹ 59.04 (31.03.2014 : ₹ 54.97) in respect of unpaid dividend accounts.

See accompanying Notes forming part of the Consolidated Financial Statements.

In terms of our Report attached.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

A Bhattacharya

Partner

Kolkata

16th May 2015

On behalf of the Board of Directors

R Agarwal
Company Secretary**K Poddar**
Chief Financial Officer**P Bajoria**
Managing Director**S K Bajoria**
Chairman

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

1. The Consolidated Financial Statements (CFS) of the Company and its Subsidiaries (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act") as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the Historical Cost Convention. The accounting policies adopted in the preparation of the Consolidated Financial Statements are consistent with those followed in the previous year.

2. PRINCIPLES OF CONSOLIDATION :

2.1 The CFS comprises of the Financial Statements of IFGL Refractories Limited (the Company) and its Subsidiary Companies (Group). The Consolidated Financial Statements are in conformity with Accounting Standard 21 on "Consolidated Financial Statements" specified under Section 133 of the 2013 Act and are prepared on the following basis :

- a) The Financial Statements of the Company and its Subsidiaries (listed below in Note 2.2) have been combined on a line-by-line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after adjustments/elimination of Intra Group Balances and Intra Group Transactions and resulting unrealised Profits/Losses.
- b) The CFS are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect, except as indicated in the Note 3 below, are presented to the extent possible, in the same manner as the Company's Standalone Financial Statements.
- c) The excess of cost to the Company of its investment in the Subsidiaries (including Step down Subsidiaries) over the Company's portion of Equity of Subsidiaries at the dates they become Subsidiaries is recognised in the Financial Statements as Goodwill being an Asset in the CFS and is tested for impairment on an annual basis. Goodwill arising on consolidation is not amortised but tested for impairment.
- d) The translation of functional currencies into Indian Rupees (Reporting Currency) is performed for Equity in Foreign Subsidiary (being non-integral operation), Assets and Liabilities using the Closing Exchange Rate at the Balance Sheet date, for Revenues, Costs and Expenses using Average Exchange Rate prevailing during the year. The resultant exchange difference arising out of such translations is recognised as part of Equity (Foreign Currency Translation Reserve) by the Company until the disposal of Investment.
- e) Minority Interest in the CFS is identified and recognised after taking into consideration :
 - The amount of Equity attributable to Minorities at the date on which investment in Subsidiary is made.
 - The Minority's share of movement in Equity since the date Parent – Subsidiary relationship came into existence.
 - Losses applicable to the Minority in excess of the Minority's Interest, if any, in the Subsidiary's Equity are allocated against the interest of the Group.
- f) Monotec Refratarios Ltda, Tianjin Monocon Refractories Company Limited and Tianjin Monocon Aluminous Refractories Company Limited (Step down Subsidiaries), each has an accounting period end of 31st December 2014. These Subsidiaries have been consolidated using the Financial Statements for the year ended on that date adjusted for movements to 31st March 2015.

2.2 The Subsidiaries (including Step down Subsidiaries) considered in the CFS are :

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
IFGL Worldwide Holdings Limited (IWHL)	Isle of Man	100%	31st March
IFGL Exports Limited	India	51%	31st March
Step down Subsidiaries			
IFGL Monocon Holdings Limited (IMHL)	United Kingdom (UK)	100%	31st March
Tianjin Monocon Refractories Company Limited (TMRL)	Peoples Republic of China	100%	31st December
Tianjin Monocon Aluminous Refractories Company Limited (TMARL)	Peoples Republic of China	100%	31st December

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
Monotec Refratarios Ltda (MRL)	Brazil	95%	31st December
Monocon International Refractories Limited (MIRL)	UK	100%	31st March
Monocon Overseas Limited (MOL)	UK	100%	31st March
Mono Ceramics Inc. (MCI)	United States of America (USA)	100%	31st March
Goricon Metallurgical Services Limited (GMSL)	UK	100%	31st March
IFGL GmbH (IG)	Germany	100%	31st March
Hofmann Ceramic GmbH (HCG)	Germany	100%	31st March
Hofmann GmbH & Co. OHG (HGCO)	Germany	100%	31st March
Hofmann Ceramic CZ s.r.o. (HCC)	Czech Republic	98.78%	31st March
Hofmann Ceramic Limited (HCL)	UK	100%	31st March
Hofmann Ceramic LLC (HCLLC)	USA	100%	31st March
Hofmann Pyemetric LLC (HPLLC)	USA	51%	31st March
IFGL Inc. (IFGL INC)	USA	100%	31st March
EI Ceramics LLC (EICLLC)	USA	100%	31st March

3. Accounting policies for the Group are same as followed by the Company as indicated in Note 2 of the Company's Financial Statements for the year ended 31st March 2015, except as follows :

3.1 Fixed Assets of Operating Step down Overseas Subsidiaries are depreciated under Straight Line Method and also under Written Down Value Method, over the estimated useful lives (being lower than useful lives prescribed under Schedule II of the 2013 Act of India except in case of Buildings), as indicated below :

Building	Upto 50 Years
Plant and Machinery	3 - 10 Years
Fixtures and Fittings	1 - 10 Years
Office Equipments	1 - 4 Years
Computers	1 - 4 Years
Motor Vehicles	4 - 10 Years

Depreciation charge for the year and year end accumulated depreciation pertaining to the aforesaid Subsidiaries amount to ₹ 538.38 (31.03.2014 : ₹ 505.51) and ₹ 7,364.40 (31.03.2014 : ₹ 7,399.58) respectively.

Depreciation charge for the year and accumulated year end depreciation for such Subsidiaries as a proportion to the group are as follows :

	As at 31st March 2015	As at 31st March 2014
Depreciation	37.67%	32.66%
Accumulated Depreciation	46.13%	52.32%

3.2 For the purpose of Inventory valuation FIFO Method is used by MCI and MIRL unlike the Company, where Weighted Average Method is used to determine the cost. The year end inventory of such Subsidiaries as a proportion to the Group Inventory is 37.08% (31.03.2014 : 37.35%). However, had the Weighted Average Method being used at the Subsidiaries, the impact on inventory valuation is likely to be not material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

		(₹ in lacs)	
		As at 31st March 2015	As at 31st March 2014
4. SHARE CAPITAL :			
Authorised			
40,000,000	(31.03.2014 : 40,000,000) Equity Shares of ₹ 10/- each	4,000.00	4,000.00
2,000,000	(31.03.2014 : 2,000,000) 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each	2,000.00	2,000.00
Total		6,000.00	6,000.00
Issued, Subscribed and Fully Paid Up			
34,610,472	(31.03.2014 : 34,610,472) Equity Shares of ₹ 10/- each, fully paid up	3,461.05	3,461.05
NIL	(31.03.2014 : 1,450,000) 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each, fully paid up	-	1,450.00
Total		3,461.05	4,911.05

	Equity Shares		Preference Shares	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
4.1 Reconciliation of Number of Shares				
Shares outstanding on 01.04.2014	34,610,472	3,461.05	1,450,000	1,450.00
Shares redeemed during the year (Refer Note 4.1.1)	-	-	1,450,000	1,450.00
Shares outstanding on 31.03.2015	34,610,472	3,461.05	-	-

4.1.1 1,450,000 – 5% Redeemable Non Cumulative Preference Shares of ₹ 100/- each of the Company have been redeemed in full in accordance with conditions of issue thereof and pro rata dividend for financial year 2014-2015 have been paid to holders of said Preference Shares as on the record date being 21st February 2015.

4.2 Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a face value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the Equity Shareholders will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts, in proportion to their Shareholding. The Company in the General Meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Board.

4.3 Terms/Rights attached to Redeemable Non Cumulative Preference Shares (RNCPS)

The 5% Redeemable Non Cumulative Preference Shares are redeemable at par at the end of ten years from the date of allotment (i.e. 3rd September 2010) or any earlier date at the option of the Company except that the said shares shall not be redeemed within the initial period of three years from the date of allotment. In the event of liquidation of the Company, the Preference Shareholders will have priority over Equity Shares in the payment of Dividend and repayment of Capital.

Every member holding Preference Share Capital shall have the right to vote in respect of all resolutions placed before the Company which directly affect the rights attached to Preference Shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

4.4 Shares held by the Holding Company and Subsidiaries of the Holding Company						
Name of Shareholder	Relationship	Nature of Shares	As at 31st March 2015		As at 31st March 2014	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bajoria Holdings Private Limited (BHPL)	Holding Company	Equity	18,320,973	52.93	18,320,973	52.93
Bajoria Holdings Private Limited		Preference	-	-	640,000	44.14
Bajoria Enterprises Limited	Subsidiaries of BHPL		-	-	230,000	15.86
Bajoria Financial Services Private Limited			-	-	420,000	28.97
Bajoria Service Providers Private Limited			-	-	160,000	11.03

4.5 Details of Shareholders holding more than 5% of the aggregate Shares in the Company						
Name of Shareholder	Relationship	Nature of Shares	As at 31st March 2015		As at 31st March 2014	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krosaki Harima Corporation, Japan	Foreign Promoter	Equity	5,006,956	14.47	5,006,956	14.47
Bajoria Holdings Private Limited	Holding Company	Equity	18,320,973	52.93	18,320,973	52.93
Bajoria Holdings Private Limited		Preference	-	-	640,000	44.14
Bajoria Enterprises Limited	Fellow Subsidiaries		-	-	230,000	15.86
Bajoria Financial Services Private Limited			-	-	420,000	28.97
Bajoria Service Providers Private Limited			-	-	160,000	11.03

5. RESERVES AND SURPLUS	As at 31st March 2015		As at 31st March 2014	
Capital Reserve as at the beginning and end of the year		5.00		5.00
Capital Redemption Reserve				
Balance as at the beginning of the year	510.00		365.00	
Add : Transferred from Statement of Profit and Loss	940.00	1,450.00	145.00	510.00
General Reserve				
Balance as at the beginning of the year	801.85		619.25	
Add : Transfer from Statement of Profit and Loss	-	801.85	182.60	801.85
Foreign Exchange Translation Reserve				
Balance as at the beginning of the year	5,045.13		2,190.47	
Add : Net (Deduction)/Addition during the year	(1,329.88)	3,715.25	2,854.66	5,045.13
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year	21,626.35		16,461.72	
Less : Depreciation on Transition to Schedule II of the Companies Act, 2013 of Tangible Fixed Assets with Nil remaining useful life (Net of Deferred Tax ₹ 7.49)	(14.57)		-	
Add : Profit for the year	5,309.90		6,401.02	
Less : Transferred to Capital Redemption Reserve	(940.00)		(145.00)	
Less : Transferred to General Reserve	-		(182.60)	
Less : Dividend paid on Non Cumulative Preference Shares	(64.95)		-	
Less : Proposed Dividend on Preference Shares	-		(72.50)	
Less : Dividend on Equity Shares for the year	(692.21)		(605.68)	
Less : Tax on Dividend Paid	(12.99)		-	
Less : Tax on Proposed Dividend for the year	(163.48)	25,048.05	(230.61)	21,626.35
Total		31,020.15		27,988.33

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
6. LONG-TERM BORROWINGS :		
Secured		
Term Loans		
From Banks		
- From Export Import Bank of India (Rupee Loan and Foreign Currency Loan) [Refer Note 6.1 (i)(a)(b)]	1,085.08	1,687.57
- From The Hongkong and Shanghai Banking Corporation Limited [Refer Note 6.1 (ii)]	-	250.00
- From Fifth Third Bank [Refer Note 6.1 (iii)]	1,230.44	1,860.89
- From Volksbank Dill eG [Refer Note 6.1 (iv)]	122.35	213.82
- From Commerzbank AG [Refer Note 6.1 (v)]	451.24	-
Other Loans (Vehicles)		
- From Credium AS [Refer Note 6.1 (vi)]	-	7.84
- From Axis Bank Limited [Refer Note 6.1 (vi)]	-	0.85
- From Yes Bank Limited [Refer Note 6.1 (vi)]	1.75	5.59
- From ICICI Bank Limited [Refer Note 6.1 (vi)]	3.74	23.99
Total	2,894.60	4,050.55

6.1 Nature of Security and Terms of Repayment of Secured Borrowings :

- i) Term Loan from Export Import Bank of India** is secured by a first charge over entire movable and immovable Fixed Assets, both present and future and second charge on the entire Current Assets including Receivables, both present and future of IFGL Exports Limited and further secured by the following Collateral Securities :
 - a) Pledge of 1,101,600 (31.03.2014 : 1,101,600) Equity Shares of IFGL Exports Limited held by the Company and
 - b) Default Payment Guarantee of the Company.
- ii) From The Hongkong and Shanghai Banking Corporation Limited**
Secured by first charge over movable Fixed Assets of the Company with an asset cover of 1.5 times of the Term Loan facility and also secured by second pari passu charge over Current Assets of the Company with State Bank of India.
- iii) Loans from Fifth Third Bank at Mono Ceramics Inc. and EI Ceramics LLC** are secured by all the Assets of the Mono Ceramics Inc and its wholly owned Subsidiaries, Hofmann Ceramic LLC, IFGL Inc., EI Ceramics LLC and its 51% owned subsidiary Hofmann Pyemetric LLC (individually and collectively, the "Company").
- iv) Term Loan (Euro Currency) from Volksbank Dill eG of Hofmann GmbH & Co. OHG** is secured by :
 - a) Mortgage of small Investments and Investments in Hofmann CZ plant.
 - b) Specific Plant and Machineries.
- v) Loan from Commerzbank AG** is secured by specific Plant & Machinery of the Company.
- vi) Vehicle Loans**
Vehicle Loans are secured by hypothecation of respective Vehicles.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
7. DEFERRED TAX LIABILITIES (NET)		
Tax Impact of –		
Assets :		
Accrued Expenses deductible when paid	107.58	(129.28)
Depreciation on Fixed Assets (Transitional Effect)	(7.49)	–
Liabilities :		
Difference between Tax Depreciation and Book Depreciation	979.15	866.66
Net Liability	1,079.24	737.38
	As at 31st March 2015	As at 31st March 2014
8. LONG-TERM PROVISIONS		
Provision for Employee Benefits		
Compensated Absence	24.32	19.41
Total	24.32	19.41
	As at 31st March 2015	As at 31st March 2014
9. SHORT-TERM BORROWINGS :		
Secured		
Loans from Banks		
Working Capital Loans repayable on Demand		
- From Ceskoslovenska Obchodni Banka, a.s [(CSOB Bank) (Refer Note 9.1 below)]	–	17.31
- From State Bank of India (Refer Note 9.2 below)	3,431.28	2,701.59
- From HSBC Bank Plc (Refer Note 9.3)	171.08	416.15
- From Fifth Third Bank (Refer Note 9.4)	109.38	–
- From The Hongkong and Shanghai Banking Corporation Limited (Refer Note 9.2 below)	1,502.85	1,569.45
- From ICICI Bank Limited (Refer Note 9.5)	612.23	1,018.89
- From DBS Bank (Refer Note 9.5)	736.24	–
Unsecured		
- From Postbank	–	23.07
- From Commerzbank AG	77.71	18.97
- From Others	37.75	5.48
Total	6,678.52	5,770.91

9.1 The Loan from CSOB Bank is secured by Blank Promissory Note.

9.2 The Loan from State Bank of India and The Hongkong and Shanghai Banking Corporation Limited is secured by hypothecation of Stocks of Raw Materials, Stock-in-Process, Finished Goods, Consumables, Spares, Stores, Receivables and other Current Assets on pari passu basis and by a second charge over all Fixed Assets of the Company, situated at Sectors 'A' and 'B' of Kalunga Industrial Estate, near Rourkela, on pari passu basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

9.3 The Working Capital Loan from HSBC Bank Plc is secured by :

- i) Debentures comprising fixed and floating charges over all the Assets and Undertakings of IMHL, MOL, MIRL and GMSL, including all present and future Freehold and Leasehold Property, Books and other Debts, Chattels, Goodwill and Uncalled Capital.
- ii) Letter of priority to The Hongkong and Shanghai Banking Corporation Limited over all Current Assets of IMHL, MOL, MIRL and GMSL.
- iii) Composite Company Guarantee from MIRL, IMHL, MOL, GMSL and IWHL.

9.4 The Loan from Fifth Third Bank - For security Refer Note 6.1 (iii).

9.5 Cash Credit from ICICI Bank Limited and DBS Bank are secured by :

- a) Pari passu charge on Current Assets and Receivables and second and subservient charge on Movable Properties of IFGL Exports Limited.
- b) Corporate Guarantee of the Company.

		As at 31st March 2015	As at 31st March 2014
10.	TRADE PAYABLES		
	Creditors for Supplies/Services	10,001.46	9,619.65
	Total	10,001.46	9,619.65

		As at 31st March 2015	As at 31st March 2014
11.	OTHER CURRENT LIABILITIES :		
	Current Maturities of Long-Term Debt	2,048.04	1,871.70
	Unclaimed Dividends	59.04	54.97
	Other Payables (Refer Note 11.1 below)	242.49	170.53
	Total	2,349.57	2,097.20

		As at 31st March 2015	As at 31st March 2014
11.1	Other Payables		
	Advance from Customers	19.73	36.17
	Statutory Liabilities	98.70	95.03
	Security Deposits Received	37.71	37.04
	Liability for Gratuity	86.35	2.29
	Total	242.49	170.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015		As at 31st March 2014	
12. SHORT-TERM PROVISIONS :				
Provision for Employee Benefits				
- Compensated Absence		1.33		0.72
- Provident Fund		-		19.76
Others :				
Provision for Taxation	4,414.27		3,301.85	
Less: Advance Income Tax/Fringe Benefits Tax and Tax Deducted at Source	4,221.77	192.50	2,922.78	379.07
Proposed Dividend (Refer Note 12.1 below)				
- On Equity Shares		692.17		605.65
- On Preference Shares		-		72.50
Tax on Proposed Dividend		140.92		115.29
Sales Tax (Refer Note 12.2 below)		18.49		18.49
Entry Tax (Refer Note 12.2 below)		13.82		13.82
Total		1,059.23		1,225.30

	As at 31st March 2015		As at 31st March 2014	
12.1 Proposed Dividend				
On Equity Shares of ₹ 10/- Each				
Amount of Dividend Proposed		692.17		605.65
Dividend per Equity Share (₹)		2.00		1.75
On Preference Shares of ₹ 100/- Each				
Amount of Dividend Proposed		-		72.50
Dividend per Preference Share (₹)		-		5.00

	As at 31st March 2015		As at 31st March 2014	
	Sales Tax	Entry Tax	Sales Tax	Entry Tax
12.2 Sales Tax/Entry Tax				
Opening Balance	18.49	13.82	-	61.40
Provision during the year	-	-	18.49	-
Provision Utilised/Paid during the year	-	-	-	(47.58)
Closing Balance	18.49	13.82	18.49	13.82

The above provision represents obligations that may materialise in respect of matters in appeal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

13. TANGIBLE ASSETS :

OWN ASSETS	GROSS BLOCK - AT COST					DEPRECIATION						NET BLOCK
	As at 1st April 2014	Additions during the year	Deductions during the year	Exchange Difference on Consolidation	Total as at 31st March 2015	Upto 1st April 2014	For the year	Deductions during the year	Adjustments	Exchange Difference on Consolidation	Total upto 31st March 2015	As at 31st March 2015
Land (Leasehold) (Refer Note 13.1 below)	34.76	-	-	-	34.76	4.78	0.44	-	-	-	5.22	29.54
Land (Freehold)	734.37	-	-	(26.75)	707.62	-	-	-	-	-	-	707.62
Buildings	6,563.39	214.78	-	(123.43)	6,654.74	2,147.37	217.57	-	-	(180.16)	2,184.78	4,469.96
Plant and Equipment	17,307.47	1,268.84	35.41	(361.19)	18,179.71	10,656.87	1,079.46	24.37	3.94	(210.20)	11,505.70	6,674.01
Furniture and Fixtures	525.75	21.01	-	(15.98)	530.78	394.01	15.05	-	0.77	(16.00)	393.83	136.95
Leasehold Improvements	48.91	-	-	-	48.91	10.53	9.03	-	-	-	19.56	29.35
Vehicles	513.14	10.18	38.68	(8.05)	476.59	322.50	35.98	38.11	-	(3.19)	317.18	159.41
Office Equipment	351.60	30.28	27.07	(27.61)	327.20	212.73	35.89	28.13	17.35	(22.26)	215.58	111.62
Computers	438.30	39.85	0.78	(21.78)	455.59	394.84	26.99	0.68	-	(21.62)	399.53	56.06
Total	26,517.69	1,584.94	101.94	(584.79)	27,415.90	14,143.63	1,420.41	91.29	22.06	(453.43)	15,041.38	12,374.52

OWN ASSETS	GROSS BLOCK - AT COST					DEPRECIATION						NET BLOCK
	As at 1st April 2013	Additions during 2013-2014	Deductions during 2013-2014	Exchange Difference on Consolidation	Total as at 31st March 2014	Upto 1st April 2013	For 2013-2014	Deductions during 2013-2014	Adjustments	Exchange Difference on Consolidation	Total upto 31st March 2014	As at 31st March 2014
Land (Leasehold) (Refer Note 13.1 below)	34.76	-	-	-	34.76	4.35	0.43	-	-	-	4.78	29.98
Land (Freehold)	467.93	192.02	-	74.42	734.37	-	-	-	-	-	-	734.37
Buildings	5,831.92	229.58	-	501.89	6,563.39	1,776.76	174.06	-	-	196.55	2,147.37	4,416.02
Plant and Equipment	15,917.44	571.21	183.53	1,002.35	17,307.47	9,019.15	1,224.95	179.09	6.51	585.35	10,656.87	6,650.60
Furniture and Fixtures	426.66	47.16	-	51.93	525.75	337.08	9.68	-	-	47.25	394.01	131.74
Leasehold Improvements	48.91	-	-	-	48.91	1.50	9.03	-	-	-	10.53	38.38
Vehicles	533.35	48.21	89.91	21.49	513.14	313.11	79.82	84.30	-	13.87	322.50	190.64
Office Equipment	314.59	11.89	15.15	40.27	351.60	185.08	17.78	14.38	-	24.25	212.73	138.87
Computers	374.46	26.48	20.08	57.44	438.30	336.23	24.48	20.08	-	54.21	394.84	43.46
Total	23,950.02	1,126.55	308.67	1,749.79	26,517.69	11,973.26	1,540.23	297.85	6.51	921.48	14,143.63	12,374.06

13.1 Acquired under a lease of 99 years with a renewal option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

14. INTANGIBLE ASSETS :												
OWN ASSETS (ACQUIRED)	GROSS BLOCK - AT COST					AMORTISATION						NET BLOCK
	As at 1st April 2014	Additions during the year	Deductions during the year	Exchange Difference on Con- solidation	Total as at 31st March 2015	Upto 1st April 2014	For the year	Deductions during the year	Adjustments	Exchange Difference on Con- solidation	Total upto 31st March 2015	As at 31st March 2015
Goodwill (arising on Amalgamation)	503.06	-	-	-	503.06	503.06	-	-	-	-	503.06	-
Goodwill (arising on Acquisition)	3.64	-	-	(0.74)	2.90	3.64	-	-	-	(0.74)	2.90	-
Computer Software	46.49	31.49	3.62	(2.75)	71.61	44.86	8.48	3.62	-	(2.72)	47.00	24.61
Intellectual Property Rights (Technical Know-how) (Refer Note 14.1 below)	244.60	-	1.32	0.25	243.53	244.25	0.37	1.32	-	0.23	243.53	-
Total	797.79	31.49	4.94	(3.24)	821.10	795.81	8.85	4.94	-	(3.23)	796.49	24.61

OWN ASSETS (ACQUIRED)	GROSS BLOCK - AT COST					AMORTISATION						NET BLOCK
	As at 1st April 2013	Additions during 2013-2014	Deductions during 2013-2014	Exchange Difference on Con- solidation	Total as at 31st March 2014	Upto 1st April 2013	For 2013-2014	Deductions during 2013-2014	Adjustments	Exchange Difference on Con- solidation	Total upto 31st March 2014	As at 31st March 2014
Goodwill (arising on Amalgamation)	503.06	-	-	-	503.06	503.06	-	-	-	-	503.06	-
Goodwill (arising on Acquisition)	1.93	-	-	1.71	3.64	1.93	-	-	-	1.71	3.64	-
Computer Software	41.63	2.35	-	2.51	46.49	36.89	5.45	-	-	2.52	44.86	1.63
Intellectual Property Rights (Technical Know-how) (Refer Note 14.1 below)	243.34	-	-	1.26	244.60	241.06	2.16	-	-	1.03	244.25	0.35
Total	789.96	2.35	-	5.48	797.79	782.94	7.61	-	-	5.26	795.81	1.98

14.1 Technical Know-how represents Technical Drawings, Designs, etc. relating to manufacture of the Group's products and acquired pursuant to various agreements conferring the right to usage only.

		For the year ended 31st March 2015	For the year ended 31st March 2014
14.2	Depreciation and Amortisation Expense		
	Depreciation on Tangible Assets	1,420.41	1,540.23
	Amortisation of Intangible Assets	8.85	7.61
	Total	1,429.26	1,547.84

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

		(₹ in lacs)	
		As at 31st March 2015	As at 31st March 2014
15.	GOODWILL ON CONSOLIDATION		
	Balance at the beginning of the year	13,420.70	11,054.69
	Add : Movement during the year	(1,022.24)	2,366.01
	Closing Balance at the end of the year	12,398.46	13,420.70
16.	NON-CURRENT INVESTMENTS		
	Unquoted Equity Investments		
	Other Investments (Valued at Cost unless stated otherwise)		
	<i>Quoted</i>		
	- Investments in Debentures or Bonds	50.00	50.00
	[50 (31.03.2014 : 50) 8.09% Tax Free Bonds of Power Finance Corporation Limited of Face Value ₹ 100,000 each]		
	Total	50.00	50.00
	Aggregate Amount of Quoted Investments	50.00	50.00
	Aggregate Amount of Unquoted Investments	-	-
	Market Value of Quoted Investments	52.79	52.24
17.	LONG-TERM LOANS AND ADVANCES		
	Unsecured, Considered Good		
	Capital Advances	33.31	10.08
	Security Deposits	118.38	117.02
	Total	151.69	127.10
18.	OTHER NON-CURRENT ASSETS		
	Long-Term Deposits with Banks with original maturity period of more than 12 months*	54.61	16.80
	Total	54.61	16.80

*Kept under lien by Bank as Margin Money against non fund based facilities provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015		As at 31st March 2014	
19. INVENTORIES				
Valued at lower of Cost and Net Realisable Value				
Raw Materials and Components (includes in transit)	3,786.97		3,700.78	
Work-in-Progress	1,463.20		1,317.47	
Finished Goods (includes in transit)	2,381.31		2,939.06	
Stock of Traded Goods	2,015.79		1,813.02	
Stores and Spares	372.01		569.97	
Total	10,019.28		10,340.30	
	As at 31st March 2015		As at 31st March 2014	
20. TRADE RECEIVABLES				
Unsecured				
Outstanding for a period exceeding six months from the date they are due for payment				
- Considered Good	355.99		263.68	
- Considered Doubtful	168.35		206.48	
Less : Provision for Doubtful Receivables	(168.35)	355.99	(206.48)	263.68
Other Receivables				
- Considered Good		17,677.67		16,318.69
Total		18,033.66		16,582.37
	As at 31st March 2015		As at 31st March 2014	
21. CASH AND CASH EQUIVALENTS				
Balances with Banks				
- In Current Accounts	1,589.72		1,366.79	
- In Deposits Accounts (with original maturity of less than 3 months)	2,163.19		1,501.00	
Cheques on Hand	10.76		73.97	
Cash on Hand	29.44		29.43	
Other Bank Balances				
- On Unclaimed Dividend Accounts	59.04		54.97	
- Deposits with original maturity of more than 3 months but less than 12 months*	934.34		39.82	
Total	4,786.49		3,065.98	

* ₹ 2.54 of deposits is kept under lien by Bank as Margin Money against non fund based facilities provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	As at 31st March 2015	As at 31st March 2014
22. SHORT-TERM LOANS AND ADVANCES :		
Unsecured, Considered Good		
Others Loans and Advances		
- Others (Refer Note 22.1 below)	717.69	819.29
- Prepaid Expenses	168.28	127.19
Total	885.97	946.48
	As at 31st March 2015	As at 31st March 2014
22.1 Loans and Advances-Others		
Advance to Suppliers	36.12	12.86
Insurance Claims Receivable	9.37	21.54
Advance for Expenses	672.20	784.89
Total	717.69	819.29
	As at 31st March 2015	As at 31st March 2014
23. OTHER CURRENT ASSETS		
Unsecured, Considered Good		
Interest Accrued on Fixed Deposits	18.82	27.42
Accrued Export Benefits	22.78	39.22
Balances with Excise Authorities etc.	206.64	202.23
Security Deposits	89.11	94.30
Total	337.35	363.17
	For the year ended 31st March 2015	For the year ended 31st March 2014
24. REVENUE FROM OPERATIONS		
Revenue from Sale of Products (Gross) :		
Finished Goods	73,135.86	70,498.62
Traded Goods	5,842.49	7,386.54
	78,978.35	77,885.16
Less : Excise Duty	(1,685.09)	(1,495.05)
Revenue from Sale of Products (Net) :	77,293.26	76,390.11
Service Income	1,352.47	1,339.52
Other Operating Revenue (Scrap Sales)	30.79	33.92
Total	78,676.52	77,763.55

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
25. OTHER INCOME :		
Interest Income (Refer Note 25.1 below)	326.51	128.66
Liabilities no longer required Written Back	38.23	42.01
Other Non Operating Income (Refer Note 25.2 below)	305.60	165.29
Total	670.34	335.96

	For the year ended 31st March 2015	For the year ended 31st March 2014
25.1 Details of Interest Income		
Interest on Bank Deposits	296.51	81.53
Interest on Customers' Overdue Bills	29.87	19.45
Interest Others	0.13	27.68
Total	326.51	128.66

No Interest was Capitalised during the year.

	For the year ended 31st March 2015	For the year ended 31st March 2014
25.2 Other Non Operating Income		
Bad Debts Recovery	–	1.48
Export Benefits	14.37	–
Royalty	66.18	73.95
Sundry Receipts	225.05	89.86
Total	305.60	165.29

	For the year ended 31st March 2015	For the year ended 31st March 2014
26. COST OF MATERIALS AND COMPONENTS CONSUMED		
Raw Materials	33,658.19	32,073.29
Total	33,658.19	32,073.29

	For the year ended 31st March 2015	For the year ended 31st March 2014
27. DETAILS OF PURCHASES OF TRADED GOODS		
Shaped Refractories	5,768.32	5,268.11
Unshaped Refractories	205.38	365.45
Others	770.76	1,424.40
Total	6,744.46	7,057.96

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

		For the year ended 31st March 2015		For the year ended 31st March 2014	
28.	CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE				
	Opening Stock				
	Finished Goods and Traded Goods	4,752.08		3,663.87	
	Work-in-Progress	1,317.47	6,069.55	1,056.53	4,720.40
	Less : Closing Stock				
	Finished Goods and Traded Goods	4,397.10		4,752.08	
	Work-in-Progress	1,463.20	5,860.30	1,317.47	6,069.55
	Total		209.25		(1,349.15)
		For the year ended 31st March 2015		For the year ended 31st March 2014	
29.	EMPLOYEE BENEFITS EXPENSE :				
	Salaries, Wages and Bonus		10,331.60		9,619.61
	Contribution to Funds (Refer Note 29.1 below)		755.27		773.54
	Staff Welfare Expenses		697.68		574.50
	Total		11,784.55		10,967.65

29.1 Provident Fund (Funded)

Provident Fund contributions in respect of employees of the Company are made to Trust administered by the Company and it has the liability to Fund any shortfall on the yield of the Trust's investments over the administered interest rates on an annual basis. These administered interest rates are determined annually predominantly considering the social rather than economic factors. The contribution by the employer and employee together with the interest accumulated thereon are payable to the employees at the time of their separation from the Company or retirement, whichever is earlier. The benefits vests immediately on rendering of the services by the employee. Based on the final guidance for measurement of Provident Fund liabilities issued by the Actuarial Society of India, the Company's liability at the year end of ₹ NIL (31.03.2014 : ₹ 19.76) has been actuarially determined by an independent actuary and provided for.

The Company has recognised in the Statement of Profit and Loss for the year ended 31st March 2015 an amount of ₹ 250.45 (31.03.2014 : ₹ 275.34) as expenses under Defined Contribution Plans.

29.2 Gratuity (Funded)

The Company provides for Gratuity, a Defined Benefit Retirement Plan covering eligible employees. As per the Scheme, the Gratuity Trust fund makes payments to vested employees on Retirement, Death, Incapacitation or Termination of Employment. For Employees joining after 1st April 2003, the amount is based on the respective Employee's eligible Salary (Half Month's Salary) depending on the tenure of the Service subject to a maximum amount as per The Payment of Gratuity Act, 1972. For Employees joining before 1st April 2003, the amount is calculated similarly as per The Payment of Gratuity Act, 1972 or the Company's Scheme, whichever is higher. Vesting occurs on completion of five years of service. Liabilities with regard to the Gratuity plan are determined by actuarial valuation, based on which the Company makes contribution to the Fund. The most recent Actuarial Valuation of the Fund was carried out as at 31st March 2015.

29.3 Superannuation (Funded)

In keeping with the Company's Superannuation Scheme (applicable to employees joined before 31st March 2004), Employees are entitled to Superannuation Benefit on Retirement/Death/Incapacitation/Termination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

Superannuation Scheme was amended from Defined Benefit Plan to Defined Contribution Plan effective 1st April 2004 and the benefits under the Defined Benefit Plan were frozen as on 31st March 2004. Necessary formalities/approvals have been complied with/obtained.

29.4 Compensated Absence (Unfunded)

The Company provides for accumulated Leave Benefit for eligible Employees (i.e. Workmen) at the time of Retirement, Death, Incapacitation or Termination of Employment, subject to a maximum of one hundred and twenty days based on the last drawn Salary. Liabilities are determined by Actuarial Valuation.

29.5 Plans at Subsidiaries

With regard to Subsidiaries, including Step down Subsidiaries, they operate a Defined Contribution Pension Scheme for the benefit of the employees and contributions payable are charged to the Statement of Profit and Loss in the period they render the service. Only Goricon Metallurgical Services Limited (GMSL), a Step down Subsidiary operates a Defined Benefit Pension Scheme. Scheme Assets are measured by the actuary at fair values. Scheme Liabilities are measured on an actuarial basis using the Projected Unit Method and are discounted at appropriate high quality corporate bond rates. A net surplus is recognised only to the extent that it is recoverable by the Company. The current service costs and costs from settlements and curtailments are charged against Operating Profit. Past service costs are spread over the period until the benefit increases vest. Interest on the Scheme Liabilities and the Expected Return on Scheme Assets are included in Finance Costs. The Scheme is closed effective from 1st April 2003 to new members.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

29.6 Following are further particulars with respect to Defined Benefit Plans of the Group for the year ended 31st March 2015 :

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :								
Present Value of Obligation as at the beginning of the year	574.48	521.60	226.57	223.25	19.21	18.37	2,710.52	2,235.76
Service Cost	38.07	36.03	–	–	2.67	3.08	–	–
Interest Cost	52.95	41.45	20.77	17.84	1.78	1.46	112.50	112.33
Actuarial (Gains)/Losses	127.71	(17.69)	13.21	(14.01)	1.17	(3.45)	481.56	(116.17)
(Benefits Paid)	(10.17)	(6.91)	(6.50)	(0.51)	(0.10)	(0.25)	(324.66)	–
Exchange Differences on Foreign Plans	–	–	–	–	–	–	(223.42)	478.60
Present Value of Obligation as at the end of the year	783.04	574.48	254.05	226.57	24.73	19.21	2,756.50	2,710.52
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :								
Fair Value of Plan Assets at the beginning of the year	580.11	478.18	497.47	458.77	–	–	2,967.85	2,429.57
Expected Return on Plan Assets	49.11	42.33	40.53	37.60	–	–	112.50	112.33
Actuarial Gains/(Losses)	46.11	(3.70)	33.32	1.61	–	–	679.91	(95.05)
Contribution by the Company	32.65	70.21	–	–	0.10	0.25	31.58	–
(Benefits Paid)	(10.17)	(6.91)	(6.50)	(0.51)	(0.10)	(0.25)	(324.66)	–
Exchange Differences on Foreign Plans	–	–	–	–	–	–	(257.42)	521.01
Fair Value of Plan Assets at the end of the year	697.81	580.11	564.82	497.47	–	–	3,209.76	2,967.86
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :								
Fair Value of Plan Assets at the end of the year	697.81	580.11	564.82	497.47	–	–	3,209.76	2,967.86
Present Value of Obligation at the end of the year	783.04	574.48	254.05	226.57	24.73	19.21	2,756.50	2,710.52
Assets/(Liabilities) recognised in the Balance Sheet	(85.23)	5.63	310.77	270.90	(24.73)	(19.21)	453.26	257.34
			#	#			#	#

Actual amount of Asset in the Balance Sheet Nil (Previous Year Nil)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014
d) Expense recognised in the Profit and Loss Statement :								
Current Service Cost	38.07	36.03	-	-	2.67	3.08	-	-
Interest Cost	52.95	41.45	20.77	17.84	1.78	1.46	112.50	112.33
(Expected Return of Plan Assets)	(49.11)	(42.33)	(40.53)	(37.60)	-	-	(112.50)	(112.33)
Actuarial (Gain)/Loss	81.60	(13.99)	(20.11)	(15.62)	1.17	(3.45)	(198.35)	(21.12)
Non Recoverable Assets written off	-	-	-	-	-	-	198.35	21.12
Total Expense as per the Actuarial Valuation	123.51	21.16	(39.87)	(35.38)	5.62	1.09	-	-
Actual Expenses Recognised	**122.23	**20.65	-	-	*5.62	*1.09	-	-

*The Expenses for the above benefit are recognised under 'Salary, Wages and Bonus' on Note 29.

**The Expenses for the above benefit are recognised under 'Contribution to Funds' on Note 29.

	Gratuity (Funded)		Superannuation (Funded)		Compensated Absence (Unfunded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2015	For the year ended 31st March 2014
	%	%	%	%	%	%	%	%
e) Category of Plan Assets :								
GOI Securities	2	5	4	4	NA	NA	-	-
Bonds	2	2	2	3	NA	NA	-	-
State Government/State Government Guaranteed Securities	-	-	-	2	NA	NA	-	-
Units of Insurers	95	92	90	86	NA	NA	-	-
Others (including Bank Balances)	1	1	4	5	NA	NA	-	-
Scottish Mutual with Profit Deferred Annuity	-	-	-	-	NA	NA	100	100
	100	100	100	100	NA	NA	100	100
f) Principal Actuarial Assumptions :								
Discount Rate (per annum) (%)	7.80	9.30	7.80	9.30	7.80	9.30	3.30	4.50
Rate of Increase in Salaries (%)	6.00	6.00	NA	NA	6.00	6.00	NA	NA
Expected Rate of Return on Plan Assets (%)	8.30	8.30	8.20	8.20	NA	NA	4.50	4.30
Remaining Working Life (in years)	17.95	17.71	10.96	11.84	13.79	14.53	3.00	3.30
Revaluation in Deferment (price inflation with a maximum of 5% p.a)	NA	NA	NA	NA	NA	NA	NA	3.40
Mortality Rate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	Indian Assured Lives Mortality (2006-2008) (Modified) Ultimate	@	
Method Used	Projected Unit Credit Method						Discounted Income Approach	
Actual Return on Plan Assets	95.22	38.63	73.85	39.21	NA	NA	NA	NA
@The mortality assumptions adopted as at 31st March 2015 imply the following future life expectancies :								
Male Currently Age 65							22.60	23.50
Female Currently Age 65							24.70	26.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

g) Other Disclosures :
Gratuity Scheme :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(775.22)	(570.14)	(520.12)	(423.28)	(372.92)
Plan Assets at end of the period	691.10	576.63	476.70	410.19	339.77
Funded Status	(84.12)	6.49	(43.42)	(13.09)	(33.15)
Experience Gain/(Loss) adjustments on Plan Liabilities	(66.98)	(26.05)	(18.73)	(20.39)	(33.41)
Experience Gain/(Loss) adjustments on Plan Assets	45.96	(3.70)	4.11	(4.83)	2.51
Actuarial Gain/(Loss) due to change on Assumptions	(60.10)	44.25	(19.58)	18.00	-

Superannuation Scheme :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(254.06)	(226.57)	(223.25)	(206.07)	(205.57)
Plan Assets at end of the period	564.82	497.47	458.77	420.42	398.28
Funded Status	310.77	270.90	235.52	214.35	192.71
Experience Gain/(Loss) adjustments on Plan Liabilities	(2.87)	3.09	2.64	5.46	4.50
Experience Gain/(Loss) adjustments on Plan Assets	33.32	1.61	7.48	(6.26)	(4.07)
Actuarial Gain/(Loss) due to change on Assumptions	(10.34)	10.92	(5.71)	6.23	-

Compensated Absence (Unfunded) :

Experience History	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2012	For the year ended 31st March 2011
Defined Benefit Obligation at end of the period	(24.73)	(19.21)	(18.37)	(16.67)	(18.17)
Plan Assets at end of the period	-	-	-	-	-
Funded Status	(24.73)	(19.21)	(18.37)	(16.67)	(18.17)
Experience Gain/(Loss) adjustments on Plan Liabilities	1.33	1.47	(0.72)	3.64	(2.18)
Experience Gain/(Loss) adjustments on Plan Assets	-	-	-	-	-
Actuarial Gain/(Loss) due to change on Assumptions	(2.50)	1.98	(0.86)	0.88	-

The basis used to determine overall Expected Return on Assets and the major categories of Plan Assets are as follows :

The major portion of the Assets is invested in Units of Insurers and Government Bonds. Based on the Asset allocation and prevailing yield rates on these asset classes, the Long Term estimate of the Expected Rate of Return on the Fund have been arrived at. Assumed Rate of Return on Assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

The estimate of future salary increases takes into account Inflation, Seniority, Promotion and other relevant factors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
30. FINANCE COSTS		
Interest	579.87	653.51
Other Borrowing Cost	6.08	40.97
Total	585.95	694.48

	For the year ended 31st March 2015	For the year ended 31st March 2014
31. OTHER EXPENSES :		
Consumption of Stores and Spare Parts	1,491.12	1,456.31
Power and Fuel	2,350.53	2,509.78
Rent	504.33	496.48
Rates and Taxes	240.79	229.88
Repairs :		
- Machinery	548.71	521.87
- Buildings	116.49	76.36
- Others	296.31	352.79
Insurance	268.57	262.42
Payment to Auditors	77.75	73.48
Directors' Fees	7.05	6.75
Provision for Doubtful Trade Receivables/Advances	254.95	41.08
Sundry Debit Balances/Advances Written Off	29.59	91.72
Travelling and Conveyance	1,218.82	1,229.47
Site Contractor Expenses	428.08	638.80
Processing Charges	366.53	380.26
Professional Charges	622.04	715.22
Postage, Telephone, Telex etc.	241.50	218.56
Royalty	166.08	174.64
Service Charges	250.40	303.20
Commission and Brokerage	1,229.20	1,365.22
Packing Expenses	2,573.78	2,440.63
Delivery and Forwarding Expenses	2,432.38	2,560.82
Net Gain/Loss on Sale/Discard of Fixed Assets/Investment	2.62	-
Net Loss/(Gain) on Foreign Exchange Rate Fluctuation and Translation (Refer Note 31.1 below)	(329.46)	740.40
Miscellaneous Expenses	1,674.47	1,164.26
Total	17,062.63	18,050.40

31.1 Net Gain of ₹ 329.46 (31.03.2014 : Net Loss of ₹ 740.40) includes provision for 'Mark to Market' losses on Derivatives of ₹ NIL (31.03.2014 : ₹ 116.35)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
32. EARNINGS PER SHARE (EPS)-THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax and Minority Interest	5,309.90	6,401.02
Less : Dividend on Preference Shares	64.95	72.50
Tax on Dividend on Preference Shares	12.99	12.33
Profit after Tax attributable to the Equity Shareholders (A)	5,231.96	6,316.19
Weighted Average Number of Equity Shares (in Numbers) (B)	34,610,472	34,610,472
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Dilutive Potential Equity Shares	-	-
Basic/Diluted EPS (A/B)	15.12	18.25

	As at 31st March 2015	As at 31st March 2014
33. CONTINGENT LIABILITIES		
a) Claims against the Company not acknowledged as Debts :		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 10.30 (31.03.2014 : ₹ 10.30)]	92.08	92.08
ii) Income Tax matters under dispute relating to issues of applicability and determination	15.88	15.88
iii) Service Tax matters under dispute relating to issues of applicability and classification	6.57	6.57
iv) Custom Duty matters under dispute relating to issues of applicability and classification [related payments ₹ 12.50 (31.03.2014 : ₹ 12.50)]	140.65	140.65
b) Claims against the Subsidiaries not acknowledged as Debts	-	30.61

34. CAPITAL AND OTHER COMMITMENTS :

	As at 31st March 2015	As at 31st March 2014
34.1 Capital Commitments		
Estimated value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	95.22	17.25
Total	95.22	17.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

35. RELATED PARTY DISCLOSURES :

Related Party Disclosures in keeping with Accounting Standard-18 prescribed under 'the Act'.

List of Related Parties

Where Control exists	
Holding Company	Bajoria Holdings Private Limited
Fellow Subsidiaries	Heritage Health TPA Private Limited
	Bajoria Financial Services Private Limited
	IFGL Bio Ceramics Limited
	Ganges Art Gallery Private Limited
	Bajoria Enterprises Limited
	Bajoria Service Providers Private Limited
Others :	
Key Management Personnel	S K Bajoria (Chairman)
	P Bajoria (Managing Director)
	Rajesh Agarwal (Company Secretary)
	Kamal Sarada (Director and CEO of IFGL Exports Limited)
	Kanhaiya Poddar (Chief Financial Officer)
Relatives of Key Management Personnel	Mihir Bajoria (Son of Chairman)
	Smita Bajoria (Wife of Chairman)
	Akshay Bajoria (Son of Managing Director)
Enterprises in which Key Management Personnel has significant influence	Heritage Insurance Brokers Private Limited
	Coris Heritage Asia Pacific Private Limited

Particulars of Transactions during the year and year end balances	2014-2015	2013-2014
I) With Holding Company : Bajoria Holdings Private Limited		
Rent for Office Premises	9.98	9.03
Maintenance Charges	10.89	10.89
Expenses Reimbursement/Incurred	31.31	19.43
Expenses Recovered/Received	0.20	-
	52.38	39.35
Year End Balances		
Trade Payable	0.85	0.75
Minority Interest	151.27	180.73
	152.12	181.48
II) With Fellow Subsidiaries		
Sale of Finished Goods		
IFGL Bio Ceramics Limited	26.88	33.86
	26.88	33.86
Sale of Services		
IFGL Bio Ceramics Limited	4.55	19.52
	4.55	19.52

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars of Transactions during the year and year end balances	(₹ in lacs)	
	2014-2015	2013-2014
Expenses Reimbursement/Incurred		
Bajoria Enterprises Limited	12.00	12.00
	12.00	12.00
Expenses Recovered/Received		
IFGL Bio Ceramics Limited	–	0.04
	–	0.04
Year End Balances		
Minority Interest		
Bajoria Enterprises Limited	0.31	0.30
	0.31	0.30
III) With Key Management Personnel		
Key Management Personnel Remuneration		
S K Bajoria (Chairman)	173.55	137.75
P Bajoria (Managing Director)	214.34	160.42
Rajesh Agarwal (Company Secretary)	65.24	54.39
Kamal Sarda (Director and CEO of IFGL Exports Limited)	55.15	40.00
Kanhaiya Poddar (Chief Financial Officer)	28.25	25.59
	536.53	418.15
Directors' Commission		
S K Bajoria (Chairman)	44.00	40.00
P Bajoria (Managing Director)	12.00	40.00
	56.00	80.00
Year End Balances		
Minority Interest		
S K Bajoria (Chairman)	806.55	791.56
P Bajoria (Managing Director)	0.31	0.30
	806.86	791.86
Directors' Commission		
S K Bajoria (Chairman)	44.00	53.28
P Bajoria (Managing Director)	12.00	39.66
	56.00	92.94
IV) With Relative of Key Management Personnel		
Sale of Investments		
Smita Bajoria	–	0.17
	–	0.17
Remuneration		
Mihir Bajoria	52.11	51.75
Akshay Bajoria	20.98	3.09
	73.09	54.84

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

Particulars of Transactions during the year and year end balances	2014-2015	2013-2014
Year End Balances		
Minority Interest		
Smita Bajoria	0.31	0.30
Mihir Bajoria	0.31	0.30
	0.62	0.60
(V) With Enterprise in which a Key Management Personnel has Significant Influence		
Expenses Recovered/Received		
Heritage Insurance Brokers Private Limited	–	0.70
	–	0.70
Year End Balances		
Trade Receivables		
Heritage Insurance Brokers Private Limited	–	0.02
	–	0.02

36. OPERATING LEASE COMMITMENTS

The Group entered into various Non-Cancelable Operating Lease Agreements in connection with certain Property, Plant and Equipment and Vehicles in the earlier years. Tenure of Lease generally varies between 1 and 15 years. Terms of the Lease includes Operating Terms of Renewal, Increase in Rent in Future Period, Re-imbursment of Maintenance Charges, Terms of Cancellation etc. The Future Minimum Lease Commitments of the Company are as follows :

	As at 31st March 2015	As at 31st March 2014
Within 1 Year	355.58	299.74
More than 1 Year upto 5 Years	744.26	215.49
Total	1,099.84	515.23

Lease Rentals recognised in Note 31 of the Statement of Profit and Loss amount to ₹ 425.80 (31.03.2014 : ₹ 441.96)

37. SEGMENT INFORMATION FOR THE YEAR ENDED 31ST MARCH 2015 IN ACCORDANCE WITH AS-17 PRESCRIBED UNDER THE 1956 ACT**Primary Segment Reporting (by geographical location of operations)****I) Composition of Geographical Segments**

The Group is predominantly a Manufacturer and Trader of Specialised Refractories and accordingly a Single Business Segment Group. The Group has adopted the Geographical Location of its Operations (where its Products are produced or Service rendering activities are based) as its Primary Segment and presented the related information accordingly together with corresponding figures for the previous year. The Group's Production facilities have been segmented into India, Europe (United Kingdom, Germany and Czech Republic), Asia excluding India (China) and Americas (USA).

II) Inter Segment Transfer Pricing

Inter Segment prices are normally negotiated amongst the Segments with reference to the Costs, Market Prices and Business Risks, within an overall optimisation objective for the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

III) Segment Revenues, Result and Other Information

	India	Europe	Asia Excluding India	Americas	Total of Reportable Segments
External Sales (Net of Excise Duty)	34,086.40	27,376.15	1,012.16	16,201.81	78,676.52
	33,477.88	27,194.50	1,212.22	15,878.95	77,763.55
Inter Segment Sales	3,766.36	712.47	5,976.60	66.68	10,522.11
	3,264.77	899.77	5,986.20	82.61	10,233.35
Segment Revenues	37,852.76	28,088.62	6,988.76	16,268.49	89,198.63
	36,742.65	28,094.27	7,198.42	15,961.56	87,996.90
Segment Result	4,664.37	2,308.04	448.14	1,638.98	9,059.53
	4,633.97	2,755.39	327.84	1,739.66	9,456.86
Segment Assets	25,581.63	13,452.88	2,705.49	8,010.67	49,750.67
	24,210.75	13,254.73	2,575.20	7,162.61	47,203.29
Segment Liabilities	5,591.94	4,613.86	1,081.00	1,639.67	12,926.47
	4,531.38	5,446.13	1,135.92	1,780.38	12,893.81
Capital Expenditure (Net)	536.75	200.69	9.61	869.38	1,616.43
	402.29	517.05	31.63	177.93	1,128.90
Depreciation	890.88	191.89	114.38	232.11	1,429.26
	1,042.32	170.48	121.42	213.62	1,547.84
Non Cash Expenses other than Depreciation	29.60	100.08	-	154.86	284.54
	85.32	37.16	-	10.32	132.80

IV) Reconciliation of Reportable Segments with the Financial Statements

	Revenues	Net Profit	Assets	Liabilities @
Total of Reportable Segments	89,198.63	9,059.53	49,750.67	12,926.47
	87,996.90	9,456.86	47,203.29	12,893.81
Corporate-Unallocated (Net)/Adjustments	670.34	(601.01)	9,780.85	11,160.47
	335.96	294.66	10,164.87	10,626.59
Inter Segment Sales	(10,522.11)	-	-	-
	(10,233.35)	-	-	-
Interest (Net)	-	(585.95)	-	-
	-	(694.48)	-	-
Provision for Taxation				
- Current	-	(2,486.06)	-	-
	-	(2,576.58)	-	-
- Deferred	-	(53.49)	-	-
	-	96.24	-	-
As per Financial Statements	79,346.86	5,333.02	59,531.52	24,086.94
	78,099.51	6,576.70	57,368.16	23,520.40
		@@		

@Excluding Shareholders' Funds and Minority Interest

@@Profit after Taxation and before Minority Interest

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

V) Revenue from Sales to External Customers for Customer Based Geographical Segments

	Total
India	16,875.35
	15,031.45
United Kingdom	9,773.18
	10,067.59
Europe other than United Kingdom	27,749.35
	29,413.48
Asia excluding India	6,410.97
	5,449.41
Americas	17,877.05
	17,578.92
Others	(9.38)
	222.70
Total Sales	78,676.52
	77,763.55

Figures in Bold type relate to Current Year.

38. Additional Information as required by Paragraph 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the Entity	Net Assets (Total Assets Less Total Liabilities)		Share of Profit	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit	Amount
Parent				
IFGL Refractories Limited	53.30	18,894.10	49.51	2,640.35
Subsidiary (Indian)				
IFGL Exports Limited	(0.29)	(103.41)	0.35	18.55
Subsidiary (Foreign)				
IFGL Worldwide Holdings Limited	44.27	15,690.51	49.71	2,651.00
Minority Interests in all Subsidiaries	2.72	963.38	0.43	23.12
Total	100.00	35,444.58	100.00	5,333.02

39. PREVIOUS YEAR FIGURES

Previous Year's figures have been re-grouped/re-classified wherever necessary to conform with the current year's classification/disclosure.

Signatures to Note '1' to '39'

On behalf of the Board of Directors

R Agarwal Company Secretary	K Poddar Chief Financial Officer	P Bajoria Managing Director	S K Bajoria Chairman
---------------------------------------	--	---------------------------------------	--------------------------------

Annual Certificate under Clause 49(II)(E) of Listing Agreements with the Stock Exchanges

DECLARATION

As required under Clause 49(II)(E) of the Listing Agreement with the Stock Exchanges, I, Pradeep Bajoria, being the Managing Director of IFGL Refractories Limited (the Company) hereby declare that all the Board Members and Senior Management Personnel i.e. employees in the grades of General Manager and above, of the Company have complied Code of Conduct applicable to them, for financial year ended 31st March 2015 and in this regard have furnished written confirmations to the Company.

Kolkata
16th May 2015

P Bajoria
(DIN : 00084031)
Managing Director

Certificate of Compliance from Auditors as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India

TO THE MEMBERS OF IFGL REFRACTORIES LIMITED

We have examined the compliance of conditions of Corporate Governance by IFGL Refractories 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.

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 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 **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 302009E)
A Bhattacharya
Partner
(Membership No. 054110)

Kolkata
16th May 2015

Five Year Highlights

Consolidated

(₹ in lacs)

FINANCIAL YEAR	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
INCOME					
Total Income	79,346.86	78,099.51	67,565.94	60,648.60	47,327.04
EBIDTA	9,887.78	11,299.36	6,267.29	7,782.52	4,698.43
As % of Total Income	12.46	14.47	9.28	12.83	9.93
PBT	7,872.57	9,057.04	4,131.77	5,816.05	3,268.79
PAT (before Minority Interest)	5,333.02	6,576.70	2,537.04	3,982.80	2,426.43
ASSETS EMPLOYED					
Net Fixed Assets (including Goodwill)	25,212.47	25,875.96	23,242.08	22,557.20	17,989.11
Investments	50.00	50.00	50.20	50.20	136.20
Current Assets	34,269.05	31,442.20	24,707.53	22,780.00	20,498.60
Total	59,531.52	57,368.16	47,999.81	45,387.40	38,623.91
NET WORTH					
Earnings per Share (₹)	15.12	18.25	7.91	11.28	6.87
Equity Dividend	–	–	–	–	–

Standalone

FINANCIAL YEAR	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
INCOME					
Total Income	33,817.11	32,894.52	30,842.46	27,720.88	20,884.10
EBIDTA	4,894.29	4,655.00	3,654.38	3,722.57	2,020.57
As % of Total Income	14.47	14.15	11.85	13.43	9.68
PBT	4,151.00	3,722.72	2,537.96	2,622.86	1,096.98
PAT	2,686.34	2,434.71	1,706.34	1,742.76	737.18
ASSETS EMPLOYED					
Net Fixed Assets	3,535.68	3,638.19	4,171.69	4,354.82	4,565.98
Investments	6,776.99	6,776.99	6,777.19	6,392.14	5,761.59
Current Assets	16,341.29	14,655.83	13,266.07	12,016.95	11,149.13
Total	26,653.96	25,071.01	24,214.95	22,763.91	21,476.70
NET WORTH					
Earnings per Share (₹)	7.54	6.79	4.69	4.79	1.99
Equity Dividend (%)	20	17.50	15	15	5



IFGL Refractories Limited

CIN : L27202OR1989PLC002971

Head & Corporate Office :

3, Netaji Subhas Road, Kolkata 700 001, India
Tel : +91 33 40106100, Fax : +91 33 22430886, E-mail : ifgl.ho@ifgl.in

Registered Office & Works :

Sector 'B' Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha, India
Tel : +91 661 2660195/583/584, Fax : +91 661 2660173, E-mail : ifgl.works@ifgl.in

www.ifglref.com

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