

Century Textiles and Industries Limited

**116th
Annual Report
& Accounts
2012-2013**

CHAIRMAN'S STATEMENT

Dear Shareholders,

The global economy has been passing through a prolonged phase of uncertainty and the low growth along with the atmosphere of hesitancy is also reflected in India. The recovery from the global crisis of 2008-09 in the advanced economies has been uneven and fragile and this as well as a number of its own problems have had a notable dampening effect on growth and business confidence in India over the last two to three years. Continuing high inflation, unacceptable levels of fiscal and current account deficits, lacklustre performance on the export front as well as a fall in the rate of growth in industrial production, high prices of crude in international markets - all these have added to the reasons for low economic growth. Although crude prices have marginally come down in recent months, but the trend is uncertain. Further, a consequential tight monetary policy during the major part of the year coupled with stalled reforms, electricity shortages and lack of rain in some parts of the country have all contributed to lower business confidence. These factors have adversely impacted governmental spending and investment by the private sector for various projects related to infrastructure development, housing and industry. Recently, the RBI has taken some steps which may reduce interest rates and it is expected that sooner rather than



later, borrowing costs will decline leading to more investment in infrastructure. As the government has over the last few months taken some action to revive industrial growth, encourage fresh investment and seems committed to reforms in terms of keenly awaited measures being promised for implementation, our economy in the coming years should regain a trajectory of high growth, nearer to that witnessed in the recent past.

Our Company continues to face difficult circumstances particularly in terms of high interest cost, ever increasing input costs, reduced demand etc. due to which its performance has remained unsatisfactory. Looking forward to the expected revival in the global economy and the improvement in our economy in tandem, in terms of increases in demand for and prices of its various products, the outlook for the Company is expected to remain stable.

I extend my sincere thanks to all our stakeholders including shareholders, customers and the loyal staff for their continued support and confidence in helping the Company to maintain and enhance its inherent strengths even in difficult times.

B. K. Birla
Chairman

Shri B. K. Birla, Chairman**Shri Kumar Mangalam Birla****Shri Pradip Kumar Daga****Shri Arvind C. Dalal****Shri Amal Ganguli****Shri B. L. Jain, (Whole-time Director)**

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TEAM OF EXECUTIVES

AS ON 15/05/2013

Textiles

Century Textiles

Birla Century, Century Yarn and Denim

Shri R.K. Dalmia	Senior President
Shri D.K. Agrawal	President (Corporate Finance) & Secretary
Shri U.C. Garg	Executive President (Purchase & Projects)
Shri R.C. Panwar	Joint President (Marketing)

Birla Century

Shri Sanjay Khimesra	Joint President
Shri Abhijit Bhatwadekar	Vice President (Spinning)
Shri Pankaj Mehta	Vice President (Processing)

Century Yarn & Denim

Shri R.S. Verma	Joint President
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Rayon

Century Rayon, Tyrecord and Chemicals

Shri O.R. Chitlange	Senior President
Shri R. Lalwani	President (Commercial)
Shri S.M. Sanklecha	Executive President (Purchase)
Shri S.K. Mital	Joint President (Engineering, Auxiliary & Instrument)
Shri Subodh Dave	Senior Vice President (Personnel & Administration)
Shri Apurva Gupta	Senior Vice President (Rayon)
Shri V.K. Jhingon	Senior Vice President (Tyrecord, CSY & TQM)
Shri Sudhir Luthra	Senior Vice President (Chemicals & Safety)
Shri B. Manmohan	Vice President (Finance)
Shri Arun Jhawar	Vice President (Marketing)

Cement

Century, Maihar, Manikgarh and Sonar Bangla Cements

Shri B.L. Jain	Senior President
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Century Cement & Sonar Bangla Cement

Shri Alok Patni	President (Works)
Shri Vijay Kumar	Executive President (Plant)
Shri A.K. Panja	Joint President (Commercial)
Shri Satish Gurtoo	Joint President (Electrical & Instrumentation)
Shri Arun Gaur	Joint President (Finance)
Shri A.K. Biswas	Senior Vice President (Project)
Shri M.K. Jain	Senior Vice President (Purchase)
Shri C.S. Vithalkar	Senior Vice President (Mechanical)
Shri A.K. Bajpai	Senior Vice President (Marketing)
Shri B.P. Mishra	Vice President (Mines)
Shri Piyush Kumar Choudhary	Vice President (Power Plant)

Maihar Cement Units I & II Unit I

Shri R.K. Vaishnavi	President (Works)
Shri P.M. Intodia	Executive President (Marketing)
Shri Arvind Kumar Jain	Joint President (Mechanical)
Shri Manoj Gupta	Joint President (Finance)
Shri R. Deshpande	Senior Vice President (Purchase)
Shri Ajai Kumar Jain	Senior Vice President (Production)
Shri Govind Mahajan	Vice President (Electrical & Instrumentation)

Unit II

Shri R.S. Doshi	Executive President (Commercial)
Shri S.K. Tewari	Executive President (Mines & Projects)
Shri Ashok Maheshwari	Joint President (Marketing)
Shri P.K. Agarwal	Joint President (Purchase)
Shri A.S. Thakur	Senior Vice President (Systems & Materials)
Shri J.P. Pandey	Senior Vice President (Mechanical)
Shri S.K. Singh	Senior Vice President (Personnel)

Manikgarh Cement Units I & II Unit I

Shri P.S. Bakshi	President (Works)
Shri A.D. Karwa	Executive President (Finance & Marketing)
Shri R.K. Udge	Joint President (Mines)
Shri A.K. Jain	Joint President (Mechanical)
Shri M.P. Joshi	Joint President (Electrical & Instrumentation)
Shri Deepak Jaisinghani	Vice President (Mechanical)

Unit II

Shri J.L. Tiwari	Senior Executive President (Plant)
Shri S.K. Mandelia	Executive President (Commercial)
Shri N.D. Hemke	Senior Vice President (Mechanical)
Shri E.V. Ravikumar	Vice President (Finance)
Shri V.K. Sharma	Vice President (Mechanical)
Shri P.K. Bajaj	Vice President (Commercial)
Shri G.V. Suryanarayan	Vice President (Instrumentation)

Paper

Century Pulp and Paper

Shri Bipin Lal	Chief Executive Officer
Shri J. P. Narain	Chief Operating Officer (Works)
Shri Karthik V. Kumar	Chief Strategy and Marketing Officer
Shri Indranil Roy	Chief Sales Officer
Smt Archana Singh	Chief Finance and Business Planning Officer
Shri Ashutosh Bhalerao	Chief Supply Chain Officer
Shri A. K. Bhatia	Chief Procurement Officer

Auditors

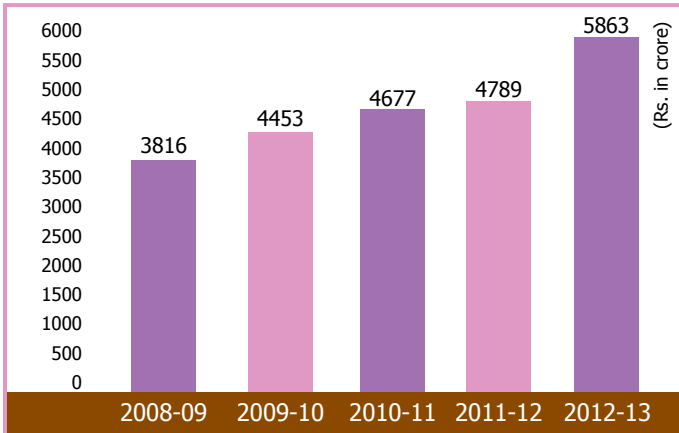
Dalal & Shah, Mumbai

Registered Office

Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400 030

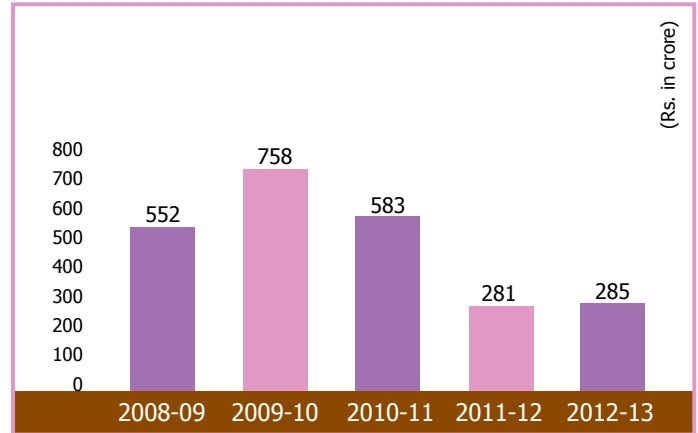
PERFORMANCE HIGHLIGHTS

Net Sales*



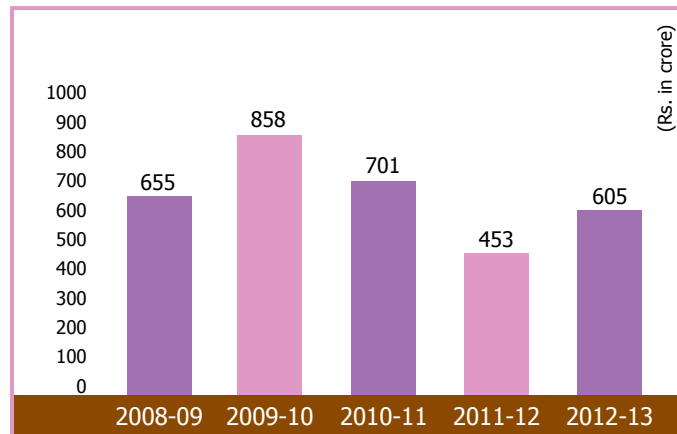
*Net Sales are net of excise duty

Gross Profit After Interest



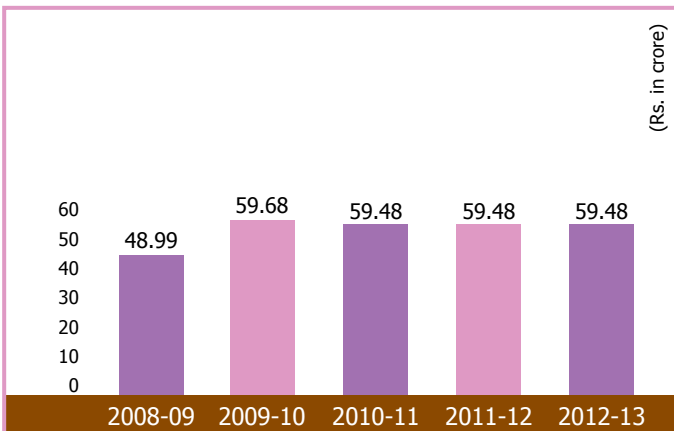
EBITDA

(Earning before Interest, Tax, Depreciation and Amortisation)

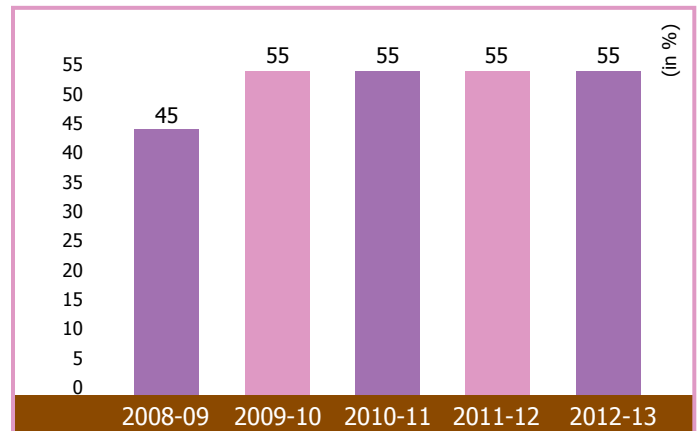


Amount of Dividend

(including tax on it)



Rate of Dividend



TECHNICAL UPGRADATION FOR VALUE ADDITION IN TEXTILE DIVISION - BIRLA CENTURY, CENTURY YARN AND CENTURY DENIM

At Birla Century a new versatile fabric processing machine i.e. pad steam dyeing has been installed. It can be used for dyeing of any colour in Reactive, VAT and Sulphur Dyeing with any shade depth in Cotton as well as Blended Fabric. It is an Energy Efficient machine giving speedy and high production with consistent longer shade length to avoid batch to batch shade variation. Further it reduces value loss as it gives uniformity and consistency in shade & additionally it also controls damages. Special features of this machine are that it produces uniform shade consistency and gives smooth, lustrous appearance on the fabric. This machine is used to develop VAT colour shade after Pad dry process and also helps in reduction clearing of dispersed dye to avoid cross staining on cotton part, which improves rubbing fastness of pad thermosol fabric. Shade correction of dyed fabric can also be done by this machine on open width form.

At Birla Century with installation of Multi Cross Linking



Pad steam dyeing range-versatile fabric processing machine with advance dyeing features

(MXL) washer, fabrics can be finished with special treatment giving wrinkle resistance and also resistance to pilling / abrasion. This also gives fabric with moisture management properties along with soft hand feel and with fast drying properties.

Installation to produce Cotton/Lycra Yarns for fabrics giving fashion fits & comfort

Today fashion trend is observing rapid change and users select extremely decent and comfortable outfits. This is the cause of introduction of the fabric having elastic property. The garments having elastic or stretch property are much more in demand and being preferred by all age of users from baby to Grand Pa.

The fabric is versatile and the yarn used to produce such fabric is pure cotton having minor percentage of man-made filament which is incorporated in core of cotton yarn on spinning machine with the help of special attachment in basic machine. We introduced this device at Birla Century, Century Yarn and Century Denim to produce stretch yarn from 10's to 60's Ne for in house consumption and for market as well.



Ring Frame For Spinning Cotton/Lycra Yarns



Award by quality circle forum of India



Indigenously developed Zero-twist rewinding machine



Eco-friendly energy efficient centrifugal chiller



Additional coning machines

Zero twist machines for Rayon tyre yarn were commissioned for producing Rayon tyre yarn packages of 8 Kgs and above directly on the paper tubes. Break bobbins of zero twist were being down graded on the basis of low weight despite meeting all the requirements of physical properties. To overcome this situation, a Zero twist rewinding machine was developed indigenously, by which break bobbins can be spliced and warped to packages upto 8 Kgs to salvage good quality yarn and improve realisation.

The eco friendly energy efficient centrifugal chiller of 600 TR was commissioned in July, 2012. This chiller is equipped with variable speed drive to optimize speed control, having compact panel for observing all the operating parameters, utilizes eco friendly refrigerant 134A and consumes less power by about 15% as compared to old screw chiller at peak load.

This year the capacity at outsource coning operations at Bhiwandi was optimized by adding 138 Lessona machines (6 spindles each) in December, 2012.

The Unit's Quality Circles "Swastik" and "Kohinoor" have won the "Par Excellence" Award and "Progressive" has won "Excellence" award in the National Convention for Quality Concepts – 2012 held at Kanpur in December, 2012.

Advancing towards green-eco revolution we have taken one step forward to curtail amount of greenhouse gases into atmosphere and to give pollution free environment at the cement plant. We have installed 600 KW peak capacity Solar photo voltaic power generation plant at Century Cement, Baikunth, Dist. Raipur (Chhattisgarh). Solar Power is conversion of sunlight into electricity through photovoltaics. Unlike fossil fuel based technologies, solar power is environment friendly power generating tool.



Solar photo voltaic power generation plant of 600 kw peak capacity at Century Cement, Baikunth, Dist. Raipur, Chhattisgarh



Preheater tower under mechanical erection at Manikgarh Cement Unit II, Gadchandur, Dist. Chandrapur, Maharashtra

Civil and structural work of Manikgarh Cement Unit II, 2.8 million tpa cement expansion plant and 60 MW captive thermal power plant, adjacent to the existing unit at Gadchandur, Dist. Chandrapur (Maharashtra) is expected to be completed by October, 2013. Mechanical work is simultaneously in progress. The plant is expected to be operational by March, 2014.

After expansion, the Company's total cement manufacturing capacity will stand increased to 12.8 million tpa.



Wide angle eye-view of Manikgarh Cement Unit II with legend in red, 2.8 million tpa expansion unit (under construction) adjacent to the existing unit, Gadchandur, Dist. Chandrapur, Maharashtra



Wet End Section of Multilayer Packaging Board Plant at Century Pulp and Paper, Lalkua, District Nainital, Uttarakhand

Century Pulp and Paper is the largest single location integrated plant in the country and not one that can be replicated easily. With state of the art machines to produce a comprehensive range of products using multiple sources of cellulose / fiber, Century is well positioned for a dynamic and sustainable growth oriented future.

For the next year, effort will be on all product categories i.e. Paper, Board, Tissue and Rayon Grade Pulp. The key focus areas will be to –

1. Improve operational efficiencies
2. Innovate or develop new products and applications, and
3. Improve customer contact and service levels

While working towards creating a leadership position in the industry, Century will maintain its commitment towards the Environment and Corporate Social Responsibility.

NOTICE is hereby given that the 116th Annual General Meeting of the Shareholders of the Company will be held at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Wednesday, the 24th July, 2013 at 3.30 p.m. to transact with or without modifications as may be permissible, the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors of the Company.
2. To declare dividend on Equity Shares for the year ended 31st March, 2013.
3. To appoint a Director in place of Shri B.K. Birla who retires from office by rotation, but being eligible, offers himself for re-election.
4. To appoint a Director in place of Shri Arvind C. Dalal who retires from office by rotation, but being eligible, offers himself for re-election.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
6. To consider and, if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:
"RESOLVED that pursuant to the provisions of Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956, and subject to all other approvals, as may be required, the consent of the Company be and is hereby accorded to the payment of, in addition to the sitting fees for attending the meetings of the Board or Committees thereof and reimbursement of expenses, in accordance with the relevant provisions of the Articles of Association of the Company and the statutory regulations for the time being in force, to the Directors of the Company who are neither in whole-time employment of the Company nor Managing / Whole-time Director of the Company, a commission at a rate not exceeding one percent of the net profits of the Company in each year, calculated in accordance with the relevant provisions of the said Act and other applicable laws, subject however to such ceiling if any, as the Board may, from time to time fix in that behalf for each year and the same to be divided amongst them in such manner as the Board may, from time to time, determine.

RESOLVED FURTHER THAT this Resolution shall be effective for a period of five years from 1st April, 2013 to 31st March, 2018.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts,

deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

7. To consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:
"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 311, 314 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment(s) thereof, and all notifications / circulars / clarifications / guidelines issued by the Central Government in connection with payment of managerial remuneration from time to time, the Company hereby approves of the reappointment of Shri B.L. Jain as the Whole Time Director of the Company for a further period of two years with effect from 1st April, 2014 with liberty to either party to terminate the appointment by giving three months' notice in writing to the other, upon the following terms as to remuneration as set out hereafter, and with further liberty to the Board of Directors or Chairman of the Board from time to time to alter the said terms in such manner as may be in the best interests of the Company, subject however to the restrictions, if any, contained in the Companies Act, 1956, including Schedule XIII thereto as amended upto date or otherwise as may be permissible at law, viz.:-
 - A) Basic Salary & Allowances per month as on 1.4.2014 :
 - i) Basic Salary : Rs.4,50,000/-
 - ii) Allowances:
 - a) Entertainment Allowance Rs.80,000/-
 - b) City Compensatory and House Upkeepment Allowance Rs.2,25,000/-
 - iii) House Rent Allowance 80% of basic salary.
 - B) Performance-cum-Long Term Service Allowance during the term of his appointment and manner of its payment as may be decided by the Board of Directors or Chairman of the Board from time to time subject to a minimum of Rs.90 lacs in any one financial year.
 - C) Perquisites and other amenities payable/provided to Shri B.L. Jain as under :-
 - i) Company's contribution towards provident fund (presently 12%) and Superannuation Fund (presently 15%) as per the Rules applicable to Century Cement Division of the Company, and not exceeding the limit as laid down under the Income-Tax Rules, 1962.
 - ii) Ex-gratia payment equivalent to 20% of basic salary.
 - iii) As per the rules of Century Cement Division of the Company in respect of the following:

- a) Reimbursement of Leave Travel and Medical expenses for self and family.
 - b) Leave with full pay and allowances.
 - c) Gratuity.
 - d) Personal accident insurance premium.
- iv) Fees of the clubs subject to a maximum of two clubs excluding admission and life membership fees.
 - v) Provision of a chauffer driven car provided and maintained by the Company for the use on Company's business.
 - vi) The housing society maintenance charges and electricity charges in respect of flat occupied by him shall be paid at actuals.
 - vii) Provision of Telephone, telefax and other modern communication facilities at residence,
with authority to the Board of Directors or Chairman of the Board to fix Performance-cum-Long Term Service Allowance as mentioned in Item (B) above and to fix annual increments in basic salary and aforesaid

allowances as mentioned in Item (A) from time to time as may be deemed appropriate, so that the remuneration in the aggregate inclusive of basic salary, all allowances and perquisites as mentioned in Items (A), (B) and (C) above, excluding gratuity, does not exceed a sum of Rs.3.75 crores (Rupees Three Crores Seventy Five Lacs) per annum during the term of his appointment.

Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites as aforesaid to the Whole-time Director as and by way of minimum remuneration subject to the applicable provisions of Schedule XIII of the said Act and the approval of the Central Government, as may be required.

RESOLVED FURTHER that the Board of Directors and the Chairman of the Board be and are hereby severally authorised to take such steps as may be necessary or expedient in their entire discretion for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto".

NOTES FOR MEMBERS' ATTENTION

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (b) Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, in respect of item nos. 6 & 7 of the Notice set out above, is hereto annexed.
- (c) The Registers of Members and Transfer Books in respect of the Equity Shares of the Company will remain closed from Wednesday, the 10th July, 2013 to Wednesday, the 24th July, 2013 both days inclusive.
- (d) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government.
Those shareholders who have so far not claimed or collected their dividend for the said period may claim their dividend directly from the Registrar of Companies, Maharashtra, by submitting an application in the prescribed form.
- (e) Members are hereby informed that dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government under Sections 205(A) & 205(C) of the Companies Act, 1956.
The following are the details of dividends paid by the Company and their respective due dates of transfer to

such Fund of the Central Government, which remain unpaid.

Date of declaration of dividend	Dividend for the year	Due date of transfer to the Government
12 th July, 2006	2005-2006	10 th August, 2013
14 th March, 2007*	2006-2007	12 th April, 2014
23 rd July, 2008	2007-2008	21 st August, 2015
28 th July, 2009	2008-2009	26 th August, 2016
27 th July, 2010	2009-2010	25 th August, 2017
13 th August, 2011	2010-2011	11 th September, 2018
2nd August, 2012	2011-2012	31 st August, 2019

*(Interim treated as final)

It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends which have been transferred to the credit of the Investor Education & Protection Fund of the Central Government under the provisions of Section 205(B) of the Companies Act, 1956.

In view of the above, the Shareholders are advised to send all the unencashed dividend warrants to the **Registered Office of the Company** for revalidation and encash them before the due date for transfer to the Central Government.

- (f) Members are requested to send all their documents and communications pertaining to shares to **Link Intime**

India Pvt. Ltd. (Formerly known as Intime Spectrum Registry Limited), Share Transfer Agent of the Company at their address at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, (Maharashtra) Telephone No. 022 – 2596 3838, Fax No. 022 – 2594 6969 for both physical and demat segments of Equity Shares. Please quote on all such correspondence – “Unit – Century Textiles and Industries Limited.” **For Shareholders queries – Telephone No. 022-2594 6970 Email ID – rnt.helpdesk@linkintime.co.in**

- (g) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Pvt. Ltd. for their doing the needful.
- (h) Members are requested to notify change in address, if any, immediately to Link Intime India Pvt. Ltd. quoting their folio numbers.
- (i) Members can avail of the nomination facility, under Section 109A of the Companies Act, 1956 by submitting Form No.2B of the Companies (Central Government's) General Rules and Forms, 1956 with the Company at its Registered office address or Company's Share Transfer Agent viz. Link Intime India Pvt. Ltd. at their address at C-13, Pannalal Silk Mills Compound, L.B.S. Marg,

Bhandup (West), Mumbai - 400 078. Blank forms will be made available on request.

- (j) In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- (k) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of Rs.100/- each for exchange with the new Share Certificates for Equity Shares of Rs.10/- each. They are once again requested to surrender the Share Certificates for Equity Shares of Rs.100/- each at the **Registered Office of the Company** so as to enable the Company to do the needful.
- (l) Pursuant to the recommendation of the SEBI Committee on Corporate Governance for reappointment of the retiring Directors, the relevant details of the concerned Directors are given in the Report on Corporate Governance forming part of the Annual Report.

By Order of the Board,

Mumbai,
Dated : 4th June, 2013

D.K. AGRAWAL
Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No.6

The Company had obtained approval of shareholders earlier by way of Special Resolution for payment of remuneration to the Non-Whole-time Directors of the Company by way of payment of commission on net profits. As per the provisions of section 309(7) of the Companies Act, 1956 that approval expired on 31st March, 2013 and fresh approval of the shareholders is required for continuance of the payment of commission to the Non-Whole-time Directors of the Company commencing from the financial year 1st April, 2013 onwards as mentioned in the resolution.

The payment of commission to Non-Whole-time Directors will be subject to the limits thereof set out in the relevant provisions of section 309 of the Companies Act, 1956 being at a rate not exceeding 1% of the net profits of the Company calculated in accordance with the relevant provisions of the Act and other applicable laws in a financial year and further subject to such ceiling, if any, as the Board may from time to time fix in this behalf for each year and the same to be divided amongst them in such manner as they may from time to time, determine. In terms of the provisions of the aforesaid section 309, such remuneration is effective for a period of five years as stated in the resolution.

The Board accordingly recommends the Special Resolution for your acceptance.

The Non-Whole-time Directors of your Company may be deemed to be concerned or interested in this resolution.

Item No.7

Shri B.L. Jain was reappointed as the Whole-time Director of the Company for a period of two years with effect from 1st April, 2012 and his reappointment was also confirmed by a Special Resolution passed by the members at their meeting held on 13th August, 2011. In view of inadequate profits for the financial year ended 31st March, 2012 remuneration paid/payable to him was further approved by a Special Resolution passed by the members at their meeting held on 2nd August, 2012.

The present tenure of Shri B. L. Jain, Whole-time Director of the Company, will determine on 31st March, 2014. The Board of Directors have, at its meeting held on 15th May, 2013, reappointed Shri B. L. Jain as a Whole-time Director for a further period

w.e.f. 1st April, 2014 on such terms as to remuneration and otherwise as may be decided by the Chairman. His appointment has been presently fixed for a period of two years. The details in respect of his remuneration have now been finalized, as set out in the resolution.

Shri Jain who has recently attained the age of 76 years, has been in the service of the Company for the last over 51 years holding very senior positions and has considerable experience in the field and knowledge about the business and affairs of the Company. It is, therefore, desirable and in the interest of the Company that it should continue to avail of his services as such Whole-time Director for the further period as aforesaid.

For the year ended 31st March, 2013 the Company has incurred a net loss. Whilst the Company has already initiated steps to turn around the situation, due to external factors (such as general economic slowdown coupled with increasing input costs and high interest rates), it may take sometime till the situation completely changes. Consequently, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Clause 1(C) of Section II of Part II of Schedule XIII to the Companies Act, 1956, which prescribes that in case of no profits or inadequate profits the remuneration in excess of Rs. 48 lacs can be paid if –

- (i) the payment of remuneration is approved by a resolution passed by the Remuneration Committee of Directors,
- (ii) there is no default in repayment of any debt or interest payable,
- (iii) a Special Resolution is passed at a General Meeting of the Company.

The Remuneration Committee consisting of three independent directors at its meeting held on 4th June, 2013 has already approved the remuneration payable to Shri B.L. Jain, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Shri B.L. Jain being a Professional Director, approval of Central Government is not required pursuant to General Circular No. 46/2011 and Notification No. GSR534(E) both dated 14.7.2011 issued by Government of India, Ministry of Corporate Affairs, New Delhi.

None of the Directors of the Company, except Shri B.L. Jain, is in any way concerned or interested in this resolution.

The specified information while seeking approval/consent of shareholders as required under Schedule XIII is listed out hereinbelow:

I. General Information :					
1.	Nature of Industry	Manufacturing of diversified products viz. Textiles including Yarn, Viscose Filament Yarn, Cement and Paper.			
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1899.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.			
4.	Financial performance based on given indicators	As per audited financial results for the year:			
		(Rs. in Crore)			
		2009-10	2010-11	2011-12	2012-13
	Paid up Capital	93.04	93.04	93.04	93.04
	Reserves & Surplus	1374.27	1524.16	1514.33	1514.33
	Profit & Loss Account	307.89	335.90	291.55	197.58
	Domestic Revenue from Operations (Net)	4081.27	4394.52	4505.74	5534.60
	Export Revenue from Operations	371.63	365.51	367.04	414.87
	Total Revenue from Operations (Net)	4452.90	4760.03	4872.78	5949.47
	Other Income	94.67	42.04	27.18	26.90
	Total Revenue	4547.57	4802.07	4899.96	5976.37
	Total Expenses	4024.23	4458.87	4877.41	6047.58
	Profit before Taxation	523.34	343.20	22.55	(71.21)
	Tax Expenses/ (Income) including Deferred Tax	183.87	105.71	0.42	(36.72)
	Managerial Remuneration	1.61	1.82	1.94	2.39*

		(Rs. in Crore)		
5.	Export performance and net foreign exchange collaborations	2010-11	2011-12	2012- 13
	Total exports	366	367	415
		There is no Foreign Exchange collaboration.		
6.	Foreign investments or collaborators, if any	NIL		

II. Information about the Appointee :

1.	Background details	Shri B.L. Jain, aged 76 years holds a Bachelor's degree in Commerce and is a Chartered Accountant. His Director Identification Number is 00040804. He is the Senior Most Executive of the Company and has been in the service of the Company for the last over 51 years holding very senior positions and has considerable experience about the business and affairs of the Company and he is a Whole-time Director of the Company since 1 st April, 1999.
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Remuneration of Shri B. L. Jain as approved by the shareholders for the last three years tenure as Whole-time Director is as under:

2.	Past remuneration		2010 -11 (Rs.)	2011-12 (Rs.)	2012-13 (Rs.)
		Salary and allowances	1,65,62,833	1,71,43,667	2,23,83,333
		Contributions to :			
		Provident Fund	4,39,200	5,04,000	5,76,000
		Superannuation Fund	5,49,000	6,30,000	7,20,000
		Perquisites	6,26,166	11,38,754	2,01,788
		Total	1,81,77,199	1,94,16,421	2,38,81,121*
3.	Recognition or awards	Shri B.L. Jain, Whole-time Director, has been instrumental in getting various awards for Cement Divisions of the Company.			
4.	Job profile and his suitability	The job requires high level of planning, vision and strategy, techno commercial and leadership skills. It also calls for in-depth understanding of the Cement Industry. Further, the Whole-time Director is entrusted with the powers and authorities to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. Shri B.L. Jain is having vast experience of Corporate management and particularly of cement industry and has been successfully working as a Whole-time Director of the Company since 1.4.1999. As Shri B. L. Jain possesses all these competencies in abundant measure, he is ideally suited for the job.			
5.	Remuneration proposed	As mentioned in the resolution.			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. The remuneration in the industry for a person of the same caliber / position of Shri B.L. Jain may generally be higher than what is being paid to him. The remuneration to Shri B.L. Jain is purely based on merits. Further, the Remuneration Committee constituted by the Board perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri B. L. Jain before approving the remuneration as proposed herein above.			

* Excludes leave travel & medical encashment for earlier years amounting to Rs.28 lacs.

7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Shri B.L. Jain does not have any pecuniary relationship with the Company. There are no managerial personnel related to Shri B.L. Jain.
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III. Other Information :		
1.	Reasons of loss or inadequate profits	Factors such as general economic slowdown and consequent adverse market conditions prevailing in all business segments coupled with ever increasing input costs and high interest rates have severally affected the margins for all products manufactured by the Company. Further, due to higher depreciation in the current year on account of commissioning of Multilayer Packaging Board and Fibreline Plant (Pulp Plant) in the Pulp and Paper Division, the Company has incurred a net loss for the financial year 2012-13.
2.	Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors the Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures :		
1.	The remuneration package along with the corresponding details payable to Shri B.L. Jain is as per details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by Shareholders in General Meetings with a notice period of three months.	
2.	Shri B.L. Jain is not having any interest in the capital of the Company, directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the Company at any time during last two years before or on the date of appointment.	

The above along with this Explanatory Statement may also be treated as an abstract of the terms of re-appointment of Shri B. L. Jain and Memorandum of Interest of Directors required to be circulated to the members under the provisions of Section 302 of the Companies Act, 1956.

By Order of the Board,

Mumbai,
Dated : 4th June, 2013

D.K. Agrawal
Secretary

Important Communication

The Ministry of Corporate Affairs, Government of India (MCA) vide its General Circular No. 18/2011 dated 29th April, 2011, has clarified that as a measure of "Green initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed in section 219(1) of the Companies Act, 1956) is sent through e-mail. An amendment to the listing agreement with the Stock Exchanges now permits Company to send soft copies of the Annual Report to all those shareholders who have registered e-mail address for the purpose. To support this green initiative, you are requested to register your e-mail id with Company's Share Transfer Agent viz. Link Intime India Pvt. Ltd. by giving your consent to receive the Annual Report in future in electronic form. To facilitate you in doing so, please fill the form available on the Company's web site i.e. www.centurytextind.com and send the same to us or to our Share Transfer Agent as mentioned above and also update the e-mail address as and when there is change.

DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the 116th Annual Report of the Company along with the audited statements of account for the year ended 31st March, 2013. The financial results are shown below. The earnings of the Company, before interest, tax and depreciation, have improved by about 33% as compared to the previous year. However, on account of heavy interest burden and higher depreciation, there is a net loss of about Rs.35 crore. Labour relations at all the plants are cordial and an atmosphere of mutual trust and faith prevails.

1. SUMMARISED FINANCIAL RESULTS:

	(Rs. in crore)	
	2012-13	2011-12
Earnings before interest, tax, depreciation and amortisation (EBITDA)	604.69	452.75
<u>Less:</u>		
Interest	319.95	172.08
Profit after interest, VRS payments, ex-gratia / compensation	284.74	280.67
<u>Less:</u>		
Depreciation	355.95	258.12
(Excess) / Short Provision for tax adjustments in respect of earlier years (Net)	(16.90)	1.62
Deferred Tax Credit	(19.82)	(1.20)
	319.23	258.54
Net Profit / (Loss)	(34.49)	22.13
<u>Add:</u>		
Balance brought forward	291.55	335.90
Available Profit dealt with as under	257.06	358.03
Transfers & Appropriations:		
Proposed Equity Dividend	51.18	51.18
Tax on proposed equity dividend	8.30	8.30
General Reserve	0.00	7.00
Balance carried forward	197.58	291.55
	257.06	358.03

The performance of each business segment of the Company has been comprehensively discussed in the Management Discussion and Analysis Report (forming part of this Directors' Report) based on the reports of the Whole-time Director of the Company and Senior President of each of the units of the Company.

2. DIVIDEND:

The Board of Directors has recommended a dividend of Rs.5.50 (Rupees five and paise fifty) per share of Rs.10/- each equivalent to 55% (fifty five percent) on the paid up equity share capital of the Company for the financial year ended 31.03.2013 which is the same as paid in the previous year on the equity shares of Rs.10/- each. This dividend will be paid when declared by the shareholders in accordance with law out of accumulated profits lying to the credit of Profit & Loss account and will be free of tax in the hands of the shareholders. The Company will have to pay dividend distribution tax @ 15% plus applicable surcharge and education cess on the dividend.

3. EXPORTS:

The total exports of the Company amounted to Rs.415 crore (Previous year Rs.367 crore) representing about 7 percent of the net sales.

4. EXPANSION & MODERNISATION:

a) Rayon, Tyre Cord & Chemicals

Three additional Pot Spun Yarn (PSY) spinning machines with balancing equipment in spin bath and four Continuous Spun Yarn (CSY) spinning machines are expected to be commissioned by June, 2013 and additional six CSY machines by March, 2014. After such commissioning, the capacity of PSY & CSY will increase by about 1800 tonnes per year. These additions will be at an estimated investment of about Rs.62 crore.

b) Cement

Sonar Bangla Cement – Grinding Unit – 1.5 Million tpa – Sagardighi, Dist. Murshidabad (West Bengal)

Out of two cement mills, one cement mill has been commissioned in February, 2013 and after successful trial runs, commercial production and despatches have commenced in March, 2013. Erection of another cement mill has been completed and expected to be commissioned by July, 2013.

Manikgarh Cement Expansion – 2.8 Million tpa + 60 MW Captive Thermal Power Plant – Gadchandur, Maharashtra

The work schedule of civil construction activities at Manikgarh cement expansion was adversely affected due to incessant rains in 2012. An acute shortage of natural sand has also delayed progress of the project work. Civil and structural work is expected to be completed by October, 2013. Mechanical erection work is simultaneously in progress.

The Company will be installing a captive thermal power plant of 60 MW capacity, compared to 40 MW earlier planned, which is more economical in terms of operating cost and sufficient to meet the requirement for both existing capacity and the proposed cement plant expansion.

Environment clearance from Ministry of Environment and Forests for the 60 MW captive thermal power Plant has been obtained.

Manikgarh Cement Unit II is expected to be operational by March, 2014.

After the proposed expansion, the Company's total cement manufacturing capacity will stand increased to 12.8 million tonnes per annum.

c) General

Modernisation and technological upgradation programmes continue at all the units of the Company to maintain competitiveness and achieve better quality. Stringent cost control measures remain in place in all possible areas and are regularly reviewed.

5. LAND DEVELOPMENT AT WORLI, MUMBAI:

Construction of an office building adjacent to Century Bhavan, the Registered Office of the Company and another building with a retail plaza on Century Mill's land at Worli, Mumbai, both meant for leasing, are expected to be completed during the current year. Discussions with potential tenants for leasing of both buildings are in progress.

6. CORPORATE GOVERNANCE:

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with Corporate Governance norms stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

7. AWARDS:

Various Divisions of the Company have received various notable awards as mentioned below:-

a) Rayon, Tyrecord and Chemicals:

* The Unit's Four Quality Circles Kohinoor, Swastik, Progressive & Sanghrachna won the Gold Trophy at a Convention of Quality Circle-2012 held at Hyderabad.

b) Century Cement:

- * First prize for "Overall Performance", "Standard of Working", "Environment Management & Pollution Control", "Electrical Installation and Exhibition Stall" for the limestone mines from the Director General of Mines Safety, Bilaspur and Raigarh Region.
- * First prize for "Water Quality Management" for the limestone mines from the Indian Bureau of Mines, Nagpur Region (Chhattisgarh State).

c) Maihar Cement:

- * First prize for "Standard of Working" and "Use of Explosives and Dust Suppression" for the limestone mines from the Directorate General of Mines Safety, Jabalpur Region.
- * First prize in "Water Quality Management" for the limestone mines from the Indian Bureau of Mines, Jabalpur Region.

d) Manikgarh Cement:

- * First Prize in the "House Keeping and Provision of Welfare Facilities", "Transport in Mines and Dust Suppression" and "Exhibition Stall" for its limestone mines from the Directorate General of Mines Safety, Western Zone, Nagpur Region.
- * First Prize in the "Afforestation" for its limestone mines from the Indian Bureau of Mines, Nagpur Region.

8. ENVIRONMENT AND POLLUTION CONTROL:

Top priority continues to be given to the preservation of the environment by all units of the Company. To combat pollution and strengthen and support the ecology, considerable emphasis by the Company is given to the plantation of fragrant and shady trees.

The Company is continuously striving to combat pollution and create a healthier environment. Maintenance of assets and improvement of their performance is given top priority. In this context, all pollution abatement facilities such as effluent treatment plants and waste disposal facilities are maintained and operated in line with the industry's best practices.

9. DIRECTORS:

Under Article 130 of the Articles of Association of the Company, Shri B.K. Birla and Shri Arvind C. Dalal retire by rotation and being eligible, offer themselves for re-election.

10. AUDITORS:

The retiring Auditors, M/s. Dalal & Shah, Chartered Accountants (Firm Registration Number: 102021W), are eligible for re-appointment and have expressed their willingness to accept re-appointment. In terms of Section 224A of the Companies Act, 1956, their re-appointment needs to be approved by the members and their remuneration has to be fixed.

11. AUDITORS' REPORT:

The Auditors' Report to the Shareholders does not contain any reservation, qualification or adverse remark.

12. COST AUDITORS AND COST AUDIT REPORT:

Pursuant to the directives of the Central Government under the provisions of Section 233B of the Companies Act, 1956, qualified Cost Auditors have been appointed to conduct cost audits relating to several products manufactured by the Company.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

On the basis of compliance certificates received from the concerned executives of the respective Divisions of the Company and subject to disclosures in the annual accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, we state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and proper explanations provided relating to material departures, if any;

- ii) the Directors have followed appropriate accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- iii) the Directors have taken proper and sufficient care to ensure the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any;
- iv) the Directors have prepared the annual accounts on a going concern basis.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed and marked Annexure 'A' and forms part of this Report.

15. PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are to be set out in the Directors' report, as an addendum thereto. However, as required by the provisions of clause (b)(iv) in the proviso to sub-section (1) of Section 219 of the Companies Act, 1956, the Report and accounts as set out therein, are being sent to all members of the Company excluding the aforesaid information about the employees. Any member, who is interested in obtaining such particulars about employees, may write to the Company Secretary at the Registered Office of the Company, and the same will be forwarded to him by post.

16. CASH FLOW ANALYSIS:

In conformity with the provisions of clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31.03.2013 is annexed hereto.

17. APPRECIATION:

The Board places on record its deep appreciation of the devoted services of the loyal workers, executives and other staff of the Company, who have contributed to the performance and the Company's continued inherent strength. It also extends its gratitude to the Central and various State Governments, the investors, the banking circles, financial institutions and district level authorities for the support extended to the Company from time to time. Shareholders' appreciation of the management's efforts expressed at the general meetings of the Company and otherwise, is a great fillip in the untiring effort for better performance year after year.

Registered Office:
Century Bhavan,
Dr. Annie Besant Road,
Worli, Mumbai – 400 030

Dated: 15th May, 2013

On behalf of the Board,

B.K. BIRLA
Chairman

ANNEXURE 'A' TO THE DIRECTORS' REPORT

Additional information as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY:

(a) Energy Conservation Measures Taken

Textile Division

- Conversion of boiler from furnace oil to Biomass at Century Denim.
- Installation of valve in weaving airline to reduce pressure at Birla Century.
- Replacement of metal lights by LED lights with same base level.

Rayon, Tyre Cord & Chemicals Divisions

- Energy efficient Pumps installed in Condenser water, Caustic Circulation, Cooling water, River Pump and Dissolver Lye.
- Optimization of capacity in AHU of 3rd & 4th Spinning Hall Converter Room.
- Mist condensers in three double effect evaporator in Spinbath.
- Installation of energy efficient Centrifugal Chiller for Air conditioning system in place of Screw Chiller.
- Steam Condensate recovery used for Pre heating Boiler feed Water.

Cement Divisions

- Installation of kiln shell scanner for scanning the temperature of full length of kiln no.2 at Century Cement.
- Installation of solar photo voltaic power generation plant of 600 kw peak capacity at Century Cement.
- Replacement of conventional lights with eco friendly CFL lamps and LED rods and solar lights at all of our cement plants in a phased manner.
- Modification of Hybrid ESP-2 outlet duct to reduce the pressure drop at Manikgarh Cement Unit No.1.

Pulp & Paper Division

- Lighting of outside area and transformer controlled through photocell.
- Speed Flow Exhaust fan used intermittently instead of continuous operation.
- 33% AHU switched off during winter and rainy season.
- Optimization of Rewinder Pulper speed.
- Timers in logic of foam tank, buffer tower agitator and Trim pulper chest agitator.
- Vacuum Pump No.6 drive motor pulley diameter reduced from 430 mm to 410 mm.
- Calender Nip Blower no.2 taken in to DCS and interlocked with calendar nip status.

(b) Additional investments and proposals, if any, being implemented by the Company for reduction of consumption of energy.

- Speed Optimization of HF motors in Spinning.
- Mist Condenser in Calcination plant.
- F.D. Steam Booster modification in Viscose for steam saving.
- Heat recovery from Calcinations & Evaporator acidic condensate.
- Installation of non woven bags of suitable quality for specific application at raw mill, cement mill and crusher dust collectors for reduction in pressure drop and increase in life of bag at Century Cement.
- Modification of Hybrid ESP-1 outlet duct to reduce the pressure drop at Manikgarh Cement Unit No.1.
- Speed optimization of rewinder trim blower (2 No) & Cutter trim blower (6 No) speed from 50Hz to 45Hz (45kw/1500 rpm) through VFD.

(c) Impact of measures at (a) & (b) for reduction of energy consumption and consequent impact on the cost of production of goods.

- Increase in productivity & efficiency.
- Reduction in energy consumption.
- Optimum loading of captive water sources.
- Cost reduction.

(d) Total energy consumption and energy consumption per unit of production as per Form 'A' of the Annexure in respect of industries specified in the Schedule thereto.

As per Form 'A' attached.

B. TECHNOLOGY ABSORPTION:

(e) Efforts made in Technology Absorption as per Form 'B' given below:
Form 'B'

Research and Development (R & D)

1. Specific areas in which R & D has been carried out by the Company:
 - Upgradation of Ring frames with Lycra attachment for production of cotton yarn.
 - Improved yarn path on Spinning machines.
 - Separate use of lower Quality viscose from Main Stream.
 - Use of new finish for improvement in yarn sizing.
 - Use of special additives for added strength of yarn.
 - Century Diary/Dazzle and Super Print developed on WPP PM-1.
 - Century Star, Imperial Print & gutka base paper developed on PM-IV.
 - HRT tissue (Kitchen Towel) 42 gsm 1 Ply & MaxiRoll (Napkin) 17 GSM 2 Ply (for export) developed on PM-V.
 - Paper Board qualities (Century Primafold, Century Sueria fold, Superia Graphik, Century Cuppa, Century invitation board) developed and established on Board Machine.
 - Imported Hardwood replaced with Own hardwood pulp in Tissue machine.
2. Benefits derived as a result of the above R & D :
 - Improved Quality & Higher production.
 - Value addition.
 - Development of new market segment.
 - Cost reduction.
3. Future Plan of Action :
 - Focus on use of robotics & automation in Spinning & after-treatment Section.
 - Value added products like Twisted Yarn etc.
 - Development of high tenacity VFY yarn.
 - Reduction in chemical cost and water consumption in After-treatment.
 - Development of New Qualities of papers.
 - Cost reduction of paper chemicals.
 - Conservation of resources Water, Power & Steam.
4. Expenditure on R & D

	(Rs. in Crore)
(a) Capital	0.66
(b) Recurring (including contribution)	7.79
(c) Total	8.45
(d) Total R&D expenditure as a percentage of total turnover	0.13

Technology absorption, adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

Textile Division

- Agro waste boilers installed for steam generation.
- Utilisation of waste heat process effluents to heat inlet water of process machines through heat exchangers.

Rayon, Tyre Cord & Chemicals Divisions

- Segregation of reject viscose from main stream for quality improvement.
- Installation of Agitator system in receiving tanks to prevent formation of degraded, stagnant viscose top layer for quality improvement.

Cement Divisions

- Installation of water spray arrangement in pre-heater top twin cyclone to reduce the exit gas temperature at Manikgarh Cement Unit No.1.
- Use of alternate fuel namely rice husk in place of coal at Manikgarh Cement Unit No.1.

Pulp & Paper Division

- Indigenous Centricleaners were replaced by High Efficiency Centricleaners (GL&V Sweden).
- Reduction in PRDS steam by optimizing all the turbines, taking extra extraction from turbine.
- Better Stem economy achieved in New Evaporator plant.
- Absorbent quality made by using 100% veneer chips.
- High capacity pump is installed at Surge Chest pump at Pulp Mill to increase flow rate in bleaching.
- Fiber line Hard Wood Pulp was used to improve quality of Copier Paper (Star).

2. Benefits derived as a result of above efforts :

Rayon, Tyre Cord & Chemicals Divisions

- Improved quality.

Cement Divisions

- Pollution free atmosphere in the plants.
- Conservation of energy

Pulp & Paper Division

- Improvement in Productivity & quality of Pulp & Paper.
- Cost reduction.

3. Information regarding technology imported during the last 5 years : NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(f) Activities relating to exports, initiatives taken to increase exports, developments of new export markets for products and services, and export plans.

New products in Textiles were made for exports and export markets were developed. For bed linen, we found markets in USA and dyed shirtings will be exported to UK and UAE.

In case of Viscose Filament Yarn, efforts were made to export larger quantities of dyed yarns to South Africa, Europe and North Africa, resulted in better overall export realization compared to domestic market.

Pulp & Paper Division has successfully supplied its products to the market in South Asia, Middle East, Africa and Europe and are further focusing on increasing its presence in these regions.

Cement/Clinker has been exported to Nepal, for which payment is made in Indian Rupees by the purchaser.

(g) Total Foreign Exchange used and earned.

The information on Foreign Exchange earnings and outgo is contained in note no.35(a) & 34(b) of the Financial Statements to the accounts.

On behalf of the Board,

Mumbai
Dated: 15th May, 2013

B. K. BIRLA
Chairman

Form for disclosure of particulars with respect to conservation of energy.

	Textiles (Birla Century)	Yarn	Denim	Cement	Paper	Rayon & Tyre yarn / Fabric & Chemicals
A. POWER AND FUEL CONSUMPTION :						
1. Electricity						
(a) Purchased Unit (KWH in lacs)	681.98 (105.19)	211.08 (211.86)	386.93 (393.48)	1667.98 (1613.46)	125.69 (51.70)	1380.57 (1290.45)
Total Amount (Rs.in Crore)	31.02 (6.57)	11.37 (10.21)	21.18 (18.74)	113.35 (98.15)	7.39 (3.21)	95.87 (79.66)
Rate/Unit (Rs.)	4.55 (6.25)	5.39 (4.82)	5.47 (4.76)	6.80 (6.08)	5.88 (6.21)	6.94 (6.17)
(b) Own Generation						
(i) Through Diesel Generator Unit (KWH in lacs)						
	-	0.24	3.36	38.24	-	3.31
Units per Kg./Ltr. of LSHS & Diesel Oil	(-)	(0.26)	(1.91)	(37.20)	(-)	(62.77)
Cost/Unit (Rs.)	-	3.96	3.95	3.23	0.00	3.95
	(-)	(3.57)	(3.90)	(3.40)	(2.96)	(4.34)
	-	6.77	12.22	18.04	0.00	***
	(-)	(7.51)	(9.51)	(15.55)	(12.31)	(15.28)
(ii) Through Steam turbine/generator Unit (KWH in lacs)						
	-	-	-	4743.35	3466.26	514.72
Units per ton of Coal	(-)	(-)	(-)	(4472.68)	(1896.57)	(517.09)
Cost/Unit (Rs.)	-	-	-	890.18	994.00	*
	(-)	(-)	(-)	(909.98)	(964.00)	(*)
	-	-	-	4.46	2.35	*
	(-)	(-)	(-)	(4.22)	(2.50)	(*)
(iii) Through Gas Turbine Unit (KWH in lacs)						
	316.73	-	-	-	-	-
Units per SCM of Gas (KWH per SCM)	(804.11)	(-)	(-)	(-)	(-)	(-)
Cost/Unit(Rs.)	3.01	-	-	-	-	-
	(3.41)	(-)	(-)	(-)	(-)	(-)
	5.52	-	-	-	-	-
	(6.22)	(-)	(-)	(-)	(-)	(-)
2. Coal (Grade B,C,D and E)						
Quantity (in lac M. Tons)	-	-	-	14.14	1.95	0.88
Total Cost (Rs.in Crore)	(-)	(-)	(-)	(13.82)	(1.07)	(1.02)
Average Rate (Rs. per M.T.)	-	-	-	697.63	86.92	50.16
	(-)	(-)	(-)	(633.87)	(45.93)	(58.97)
	-	-	-	4933.36	4464.62	5716.17
	(-)	(-)	(-)	(4585.11)	(4290.43)	(5758.30)
3. Furnace Oil / Diesel Oil						
Quantity in M.T. (incl. LSHS & Diesel Oil & per thousand SCM)	-	-	1759.01	1489.19	7487.00	4.65
Total Cost (Rs. in Crore)	(-)	(-)	(3596.61)	(1445.99)	(3431.00)	(12.94)
Average Rate (Rs. per M.T.)	-	-	8.50	7.12	34.22	0.02 **
	(-)	(-)	(13.33)	(6.32)	(13.60)	(0.05)
	-	-	48299.00	47831.34	45708.40	45343.01
	(-)	(-)	(37103.00)	(43722.32)	(39642.14)	(38840.24)
4. Coal for producer Gas (Grade B, C, D & E)						
Quantity (MT in lacs)	-	-	-	-	0.16	-
Total Cost (Rs. In Crore)	(-)	(-)	(-)	(-)	(0.13)	(-)
Average Rate (Rs. In MT)	-	-	-	-	7.27	-
	(-)	(-)	(-)	(-)	(5.53)	(-)
	-	-	-	-	4464.62	-
	(-)	(-)	(-)	(-)	(4290.43)	(-)
5. LP Gas						
Quantity (MT)	-	-	-	-	1762.05	-
Total Cost (Rs. In Crore)	(-)	(-)	(-)	(-)	(814.50)	(-)
Average Rate (Rs. Per MT)	-	-	-	-	12.31	-
	(-)	(-)	(-)	(-)	(4.63)	(-)
	-	-	-	-	69888.33	-
	(-)	(-)	(-)	(-)	(56838.45)	(-)

	Textiles (Birla Century)	Yarn	Denim	Cement	Paper	Rayon & Tyre yarn / Fabric & Chemicals
6. Steam						
Purchased Steam (In tons)	35683.00	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Total Amount (Rs. In Crore)	6.10	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Average rate (Rs. per ton)	1710.00	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)

Note:

- 1 Figures in respect of previous year are given in brackets and have been regrouped/rearranged wherever necessary.
- * Incidental to generation of Steam, hence no cost allocable.
- ** Net of tax
- *** Generation through DG sets is negligible.

B. CONSUMPTION PER UNIT OF PRODUCTION :

	Production Unit	Standards if any	Current Year	Previous Year	Reasons for variations
1. Electricity (KWH)					
Cotton Fabrics (Finished Production)	Per 1000 Sq. Mtrs.	-	1830.00	2038.00	(b)
Cotton Yarn (M.P.)	Per 100 Kgs.	-	479.09	526.80	(b)
Denim Fabrics	Per 1000 Sq. Mtrs.	-	1563.01	1568.69	(a)
Rayon Yarn	M.T.	-	4321.04	4324.54	(a)
CSY (Continuous Spg. Yarn)	M.T.	-	5576.24	5099.40	(d)
Tyre Yarn/Fabric/Fibre	M.T.	-	3709.31	3542.14	(e)
Caustic Soda	M.T.	-	2593.50	2627.11	(b)
Carbon-di-sulphide	M.T.	-	1034.43	1080.23	(c)
Sulphuric Acid	M.T.	-	48.72	47.89	(a)
Cement	M.T.	-	80.63	78.43	(a)
Paper	M.T.	-	1487.00	1262.00	(f)
2. Furnace Oil / Diesel Oil (M.T.)					
Cotton Fabrics	Per 1000 Sq. Mtrs.	-	-	-	-
Denim Fabrics	Per 1000 Sq. Mtrs.	-	0.067	0.143	(b)
Rayon Yarn	M.T.	-	-	-	-
CSY (Continuous Spg. Yarn)	M.T.	-	-	-	-
Tyre Yarn/Fibre	M.T.	-	-	-	-
Paper	M.T.	-	0.031	0.022	(a)
Cement	M.T.	-	-	-	-
3. Coal - B, C, D & E Grades (M.T.)					
Rayon Yarn	M.T.	-	3.203	3.817	(g)
CSY (Continuous Spg. Yarn)	M.T.	-	7.422	8.387	(g)
Tyre Yarn/Fibre	M.T.	-	3.878	4.141	(g)
Cement	M.T.	-	0.108	0.113	(a)
Paper	M.T.	-	0.806	0.702	(a)
4. Coal for Producer Gas (Grade B,C & E) (M.T.)					
Paper	M.T.	-	0.067	0.084	(a)
5. LP Gas (MT)					
Paper	M.T.	-	0.007	0.005	(a)
6. Steam (MT)					
Cotton Fabrics (Finished Production)	M.T.	-	0.654	-	-

Notes:

- (a) Minor variations.
- (b) Due to energy conservation.
- (c) Due to increase in production.
- (d) Due to change in denier mix/market mix.
- (e) Due to decrease in production.
- (f) Due to commencement of Board & Fibre line Plant.
- (g) Due to use of coal having higher GCV.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended 31st March, 2013 and forms part of the Directors' Report.

1. Overall Review:

The profit of the Company, after interest, during the year under review has remained almost at the same level as compared to last year. However, due to higher depreciation in the current year on account of commissioning of Multilayer Packaging Board and Fiberline Plant (Pulp plant) in the Pulp & Paper Division, the Company has incurred a net loss. Though operations have not shown the desired improvement due to increase in input costs, higher interest, adverse market conditions, mainly in the Paper segment and also because of the ongoing depressed conditions in the Indian as well as the world economy, efforts are being made to improve the overall performance of the Company. The steps taken by the Reserve Bank of India to stimulate the economy have marginally brought down the interest rates but these are still painfully high. It is hoped and expected that after inflation eases, Reserve Bank of India will consider favourably relaxing the interest regime further which can be instrumental in helping the revival of the economy. The outlook appears to be more hopeful as the government has repeatedly stated that it is committed to reforms. FDI in retail allowed within the year under review by the government may see the beginning of investment in new infrastructure and technology by global giants and the systematic marketing of agricultural produce in India. Other keenly awaited measures like the implementation of Goods and Service Tax (GST) as well as power sector reforms would go a long way in achieving this positive outlook. Increase in spending by the government coupled with the current expectation of a normal monsoon portend positive signals for the economy in the coming year and it is expected that demand and prices of cement, paper and textiles which comprises the Company's main business will keep pace with the general upturn in the economy. Considering all these factors, the Company is hopeful of a supportive environment, enabling it to maintain steady performance. The circumstances prevailing in each of the business segments of the Company and their operations are separately discussed hereunder.

2.1 Business Segment – Textiles (Cotton fabrics, Denim cloth, Yarn, Viscose Filament Yarn & Tyre Yarn)

Cotton Textiles, Yarn and Denim:

a) Industry Structure & Development:

The Indian textile industry is on a comeback trail due to an improved US economy, a recovering demand from the European Union and favourable raw material prices. China, a major textiles producer for about two decades is now focusing on other sectors, which should open up opportunities for other textiles producing countries such as India and Bangladesh. As a result, India, Bangladesh and Vietnam are receiving more orders due to reduction in the global spinning capacity and cut down in cotton imports by China. The global buyers, therefore, are looking at India as one of the major sourcing destinations. The Indian textile industry is competitively placed vis-à-vis competitors. India offers higher skills, lower costs, modern technology, global acceptance and a highly creative pool of design talent. A supportive policy regime and the absolute commitment of private enterprise add strength to Indian prospects. India is among the few textiles manufacturing countries, which is fully integrated from fibre to finished products.

b) Opportunities and Threats:

Growing domestic demand coupled with growing penetration of organized retail and increasing local sourcing by global brands and retailers in India offer attractive avenues to the textile industry to grow further. FDI Relaxation of the investment policy relating to multi brand retail opens up greater horizons.

However, increasing apparel imports from Bangladesh/China and impact of the global economic slowdown and currency fluctuations on India's consumption may pose a threat to the textile industry in India.

c) Segmental Review and Analysis:

The financial performance of our textile unit known as 'Birla Century' has improved as also its capacity utilization. The sales at Birla Century have improved by about 65% as compared to last year due to better use of capacity and increasing demand in domestic and US markets. We are concentrating on high priced premium branded goods, which are in demand in high- end markets. However the market for denim is depressed. We have, therefore, re-engineered the product line to produce the items that customers prefer, to overcome the slackness.

Cottons By Century with its new summer collection and diversified product plan is expected to do better in the years ahead. Innovative styling of fashion fabrics along with the cost advantage due to withdrawal of excise duty will help us to have an edge over others.

d) Risks and Concerns:

The fiscal tightening in developed markets and high labour and energy costs are matters of concern. Cotton prices

which have almost stabilized now may tend to increase due to various extraneous factors and lead to uncertainty. Further, non-availability of skilled labour together with continued inflation are causes of concern. Removal of excise duty, mentioned above, has however provided much needed relief.

e) Outlook:

Our textile unit has a competitive edge in terms of quality, designs and innovative products. We expect much better performance in the coming years on the back of revival in the world economy including India.

Century Rayon – Viscose Filament Yarn (VFY) [Pot Spun Yarn (PSY) & Continuous Spun Yarn (CSY)] and Rayon Tyre Yarn.

a) Industry Structure and Development:

Demand for VFY remained stable throughout the year. Overall inventories in the industry and at unit level are comfortable, which resulted in prices being maintained. Demand for tyre yarn remained subdued. The Chemical Division is operating at optimum capacity.

Production of VFY by domestic producers has dropped by about 23% in the last 5 years and the gap thus created has been met through higher imports as there have been no significant additions to capacities within India. Due to imposition of anti-dumping duty on certain products originating from China, some reduction has been witnessed in the quantities of VFY imports compared to earlier years. This has helped the domestic industry in maintaining an adequate off-take of its products. Notably, despite the overall volume of imports going down, China continues to export huge quantities in the form of doubled & twisted yarn and embroidery thread at lower rates, thus adversely affecting market sentiment.

Due to escalation in costs coupled with environmental issues, some of the small rayon producing units in China have ceased operations. This is a good sign for the Indian industry. No major investments are taking place in the Industry world-wide.

Continuing recession in Europe has adversely affected the off-take of rayon tyre yarn which forced our unit to curtail its production by about 35%.

b) Opportunities and Threats:

Pakistan is a big consumer of VFY and their annual consumption is estimated at 22000 tons per annum which is mainly catered to by Chinese rayon yarn manufacturers. After the Pakistan Government allowed imports of VFY from India, we were the first to take advantage of this opportunity and exported a few consignments. Consumption in Pakistan is expected to go up which would provide an opportunity to Indian producers.

In the recently announced Union budget, new levies have been imposed on silk imports, which will prompt the industry to offer super fine deniers as a substitute to silk, providing scope to widen the base for use of VFY.

Production of coarser denier by using various grades of pulp is being experimented which, if achieved, would provide a breakthrough to offer products at competitive rates.

The recently launched products by major polyester manufacturers has made an impact in the domestic market and adversely affected the off-take of the deniers used for embroidery thread, a segment hitherto dominated by VFY.

c) Segmental Review and Analysis:

Due to introduction of super fine deniers, our unit has been able to retain its competitive edge and increase its market share.

Efforts undertaken to bring down cost of the main raw materials like wood pulp and other inputs together with initiatives in curtailing cost of power and water have yielded positive results. The Company's initiatives for improving productivity of the machines has enhanced production and reduced the cost of production.

Continued depreciation of the rupee and very high premiums on forward rates have caused cost of imports to rise. Similarly, continued inflation also resulted in rising dearness allowance paid to employees, thereby increasing the labour cost. However, due to innovations in production and stringent cost control measures, the performance of our unit remains satisfactory.

Considering the present demand-supply imbalance, lower utilization of rayon tyre yarn capacity is likely to continue in the next financial year.

Salt works

Production of raw salt is at optimum capacity. We have sufficient raw salt to run the refinery to meet present market demand. We expect better performance during this financial year.

d) Risks & Concerns:

Continued inflation resulting in high labour cost is a matter of concern. Increasing substitution of VFY by polyester in various segments is a matter of concern as increasing polyester use will adversely affect VFY industry. Fast urbanization in proximity to our plant and new regulatory requirements would escalate the costs further.

e) Outlook:

The unit is expected to work satisfactorily during the year ahead due to steady demand and optimum capacity utilization for the manufacture of viscose filament yarn and chemical products. The success of further efforts to reduce power and raw material cost would enhance benefits and may improve overall performance.

2.2 Business Segment – Cement (Cement & Clinker)

a) Industry Structure and Development:

The Cement industry had witnessed a growth of 10.5% in the year 2009-2010. Unfortunately, with the withdrawal of stimulus packages coupled with a slowdown in construction activity due to lower spending on infrastructure and a deceleration in the realty sector caused by high interest rates and a simultaneous over-supply of built stock in some areas, the cement industry slipped to growth rates of 6.7% during 2011-2012. The growth for the year 2012-2013 is expected to be around 5.5% only.

The cement industry had surpassed the target set by the working group on this industry for the XIth five year plan (2007-2012). The installed capacity was over 340 million tonnes against a target of 298 million tonnes at the end of the terminal year of the XIth five year plan, resulting in surplus capacity. Though the pace of capacity addition has slowed during the current year, surplus capacity is still a major concern. Lacklustre demand has caused a part of the existing capacity to remain idle.

b) Opportunities and Threats:

India is the 4th biggest economy in the world in purchasing power parity terms and the 3rd in Asia. The average per capita consumption of cement is very low in India at around 190 kgs compared to the world average of about 450 kgs and as much as 800 kgs in developed countries. The potential for higher consumption of cement is thus very large as India's per capita consumption grows closer to the world average. Demand for cement is linked to economic growth - broadly categorized into demand for housing construction, infrastructure creation (roads, power plants, dams and ports etc) and industrial development.

In the Union Budget for 2013-14, emphasis has been laid on new and innovative instruments to mobilize funds for investment in infrastructure. The government is likely to award 3000 km of road projects in Madhya Pradesh, Maharashtra, Rajasthan, Gujarat and Uttar Pradesh in the first six months of the year 2013-14.

The cement industry is expected to gather momentum by the revival in the general investment climate and by reduction in interest rates which will have a positive impact on the demand from housing, infrastructure and industry segments. The downside remains due to surplus production capacity which will result in pressure on ruling cement prices.

c) Segmental Review and Analysis:

All the cement divisions of the company have operated at optimum levels. Captive thermal power plants have also worked equally well. During the year 2012-13, we have produced 76.51 lac tonnes of cement as compared to 75.25 lac tonnes in the previous year. We continue to focus on conservation of energy and protection of the environment by production of blended cement which constituted about 95% of the Company's total cement production compared to about 70% in the industry. The overall financial performance has been better than in the previous year.

d) Risks and Concerns:

The availability of coal against linkage is about 50-60% only and we have no option but to import low ash South African coal. Levy of customs duty in the Union Budget 2013-14 on imported coal will further increase the cost of imported coal.

Inadequate logistics infrastructure is a major hindrance to smooth and efficient operations. Short supply of wagons and the countrywide poor condition of roads is a major impediment in the supply chain. Deregulation of diesel prices, increase in input costs and depreciation of the rupee are likely to continue to exert pressure on the bottom line of cement companies. The hike in the rates of rail freight is expected to have a negative impact on the margins. High incidence of taxes, duties and cess are matters of concern for the cement industry.

Order of the Competition Commission of India

The Competition Commission of India (CCI) has vide its order dated 20th June, 2012, upheld the complaint filed by the Builders Association of India alleging cartelization against certain cement manufacturing companies, including

our Company. CCI has imposed unprecedented penalties of more than Rs.6300 crore against certain cement manufacturing companies. The penalty imposed on the Company is Rs.274.02 crore. We have filed an appeal before the Competition Appellate Tribunal (COMPAT) against the order and for granting stay against deposit of penalty. The matter is pending adjudication before the COMPAT. Based on legal opinion, the Company strongly believes that it has a good case to succeed before the COMPAT and accordingly, no provision therefor has been made in the books of account. However, the amount of penalty has been considered as a contingent liability.

e) Outlook:

India's growth story remains attractive in comparison with many developed and developing economies. GDP is expected to grow at around 6% in the fiscal year 2013-14.

Various economic reforms announced by the Government are expected to boost investment and, it is hoped, rejuvenate the economy. The recent measures announced by the government to expedite infrastructure projects and with upcoming state and national elections, construction activity is expected to pick up, resulting in improved demand for cement.

During the XIIth five year plan (2012-2017) government has provided impetus to the housing, rural development and infrastructure construction activities. Investment in the infrastructure sector during this five year plan is expected to be around Rs.50 lac crore. Therefore, the long term growth prospects for the cement industry appear to be favourable.

2.3 Business Segment – Pulp and Paper (Pulp, Writing & Printing Paper, Tissue Paper and Multilayer Packaging Board)

a) Industry Structure & Development:

The growth in the paper industry has traditionally mirrored the growth in GDP. Being a commodity, the industry is cyclical in nature and is strongly co-related with global economic factors. While India represents more than 15% of the world population, consumption of paper is one of the lowest in the world at about 2% of the world's consumption. Based on the expected growth in India's GDP, it is estimated that the paper industry will grow at about 6 – 8% in the next financial year.

b) Opportunities and Threats:

Like in most products, a large young population, increasing employment, more affluent lifestyles etc. demand more high quality products and services. This will necessitate identifying the gaps in the market and innovating / developing new products and services to cater to this gap. Century, with its state of the art machines, comprehensive product range and multiple sources of cellulose / fiber options is well placed to cater to this need.

While focusing on the future, we need to be mindful of existing threats. Imports of low cost pulp and paper products from China and South Asia in both Indian and the international markets that the Company competes in, is a matter of concern. Every effort continues constantly to improve the Company's competitiveness in these markets.

c) Segmental Review and Analysis:

Demand and consequently the prices of paper products were under pressure for a major part of the year. There was some relief in the last quarter which witnessed firmed up demand, affording a window of opportunity to improve prices. Apart from lack of demand, the high cost of essential raw materials like wood and coal also necessitated increase in selling prices. The financial performance of the unit was very adversely affected mainly on account of higher interest cost on borrowed money for setting up new projects for Multilayer Packaging Board and for increasing the pulping capacity. In view of lower realization and higher interest costs, the financial performance of this Division has been unsatisfactory.

d) Risks and Concerns:

For this industry to thrive, it requires a plentiful supply of wood at reasonable cost. The prevailing situation is worse than in the previous year. Wood is scarce, especially in India and therefore expensive. Proliferation of ply and medium density fibre (MDF) industries in the region has added to the concerns. Additionally, there is a likely threat to the availability of bagasse as there is a possibility of an incentive from the government to produce power from agro and industrial waste.

The uncertain availability of coal and its high price are further risks that the industry has to cope with.

e) Outlook:

The long-term outlook for paper, board and tissue paper appears to be good. However, increasing costs and competition, will compel focus to be directed to operational efficiency, new product and service development and enhanced customer satisfaction for optimum results.

3. Internal control systems and their adequacy:

The Company has proper and adequate systems of internal control, to safeguard assets against loss from unauthorised use or disposition. This also ensures that all transactions are authorised, recorded and reported correctly. Regular internal audits and checks are carried out to ensure the robustness of the system. The Management also reviews from time to time the internal control systems and procedures to ensure their proper application. The emphasis on internal controls prevails across functions and processes, covering the entire gamut of various activities. Effective and comprehensive reviews by the Audit Committee of the Board further enhance the level and quality of internal controls within the organisation.

4. Highlights of the Company's Financial Performance:

(Rs. in crore)

Particulars	2012-2013	2011-2012
1. Net Sales	5863.45	4789.23
2. Earnings before interest, tax, depreciation and amortization (EBITDA)	604.69	452.75
3. Less: Interest	319.95	172.08
4. Profit before depreciation and taxation	284.74	280.67
5. Less: Depreciation	355.95	258.12
6. Profit/(Loss) before taxation	(71.21)	22.55
7. (Excess) / Short Provision for tax adjustments in respect of earlier year (Net)	(16.90)	1.62
8. Deferred Tax Credit	(19.82)	(1.20)
9. Net Profit/(Loss)	(34.49)	22.13

5. Human Resource Development / Industrial Relations:

The total number of employees as on 31.3.2013 was 12972 (12672 as on 31.3.2012).

The Company believes that the strength of an organisation is its employees as a dedicated, enlightened and contented work force is the life-line for any business to achieve its goals. A sense of belonging enhances responsibility and results in better delivery. The Company's HR measures revolve around this philosophy. Industrial relations remained cordial in all the Company's operations during the year.

The Company continues to maintain and enjoy a cordial relationship with its employees, providing a positive environment to improve efficiency, with regular investments in upgrading the knowledge and skills of the employees.

6. Health and Safety Measures:

The Company has environmental, health and workplace safety programmes in place and has established policies and procedures aimed at ensuring compliance with applicable legislative requirements. The manufacturing and marketing operations are conducted with a high degree of sensitivity towards conservation of the environment and are designed to ensure reduction of environmental pollution by encouraging 'Green' practices. Reduction, re-use and recycling of industrial waste are facilitated. The Company believes that health and safety of the workers and persons residing in the vicinity of its plants is of fundamental concern to its business. The Company's commitment to the identification and elimination or control of workplace hazards for the protection of all its employees is paramount. The Company's training programmes on health and safety reach out to all the people and ensure their commitment to follow best practices in their day to day activities.

7. Cautionary Statement:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

I. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :-

Corporate Governance is about promoting fairness, transparency and accountability in the management of an entity for the benefit of all of its stakeholders.

II. BOARD OF DIRECTORS

(a) Composition of the Board:

The Board of Directors comprises six members consisting of five Non-executive Directors who account for more than eighty percent of the Board's strength as against the minimum requirement of fifty percent as per the Listing Agreement. The Non-executive Directors are eminent professionals, drawn from amongst persons with experience in business & industry, finance & public enterprises. The composition is as under:-

Name of the Directors	Category of Directors	No. of outside Directorships held #		No. of other Board Committee(s) of which he is a member @	No. of Other Board Committee(s) of which he is a Chairman @	No. of Shares held in the Company as at 31.03.2013
		Public	Private			
Shri B.K. Birla – Chairman	Promoter – Non Executive	4	-	-	-	1,31,900
Shri Kumar Mangalam Birla	Promoter – Non Executive	9	17	-	-	Nil
Shri Pradip Kumar Daga	Independent – Non Executive	4	-	2	1	80
Shri Arvind C. Dalal	Independent – Non Executive	-	-	-	-	600
Shri Amal Ganguli	Independent – Non Executive	11	2	9	4	Nil
Shri B.L. Jain	Executive–Whole-timeDirector	-	3	-	-	Nil

Excluding Directorships in Foreign Companies and Companies under Section 25 of the Companies Act, 1956.

@ Committee positions only of the Audit Committee and Shareholders' / Investors' Grievance Committee in Public Companies have been considered.

No Director is related to any other Director on the Board in terms of the provisions of the Companies Act, 1956, except for Shri B.K. Birla and Shri Kumar Mangalam Birla who are related to each other. Shri B.K. Birla is the grandfather of Shri Kumar Mangalam Birla.

Memberships of the Directors in various Committees are within the permissible limits of the Listing Agreement.

(b) Board Meetings and attendance of Directors:

- (i) The members of the Board have been provided with the requisite information mentioned in the Listing Agreement well before the Board Meetings.
- (ii) Five Meetings of the Board of Directors were held during the year ended 31st March, 2013. These were held on :-
 (1) 2nd May, 2012 (2) 2nd May, 2012 (3) 1st August, 2012
 (4) 31st October, 2012 (5) 29th January, 2013
- (iii) The attendance recorded for each of the Directors at the Board Meetings during the year ended on 31st March, 2013 and of the last Annual General Meeting is as under:-

Directors	No. of Board Meetings attended	Attendance at the last AGM
Shri B.K. Birla	5	Yes
Shri Kumar Mangalam Birla	2	Yes
Shri Pradip Kumar Daga	5	Yes
Shri Arvind C. Dalal	5	Yes
Shri Amal Ganguli	5	Yes
Shri B.L. Jain (Whole-time Director)	5	Yes

(c) Code of Conduct:

The Company has framed a code of conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Shri B.L. Jain, Whole-time Director of the Company regarding compliance by the Board members and Senior Management Personnel, with the said code of conduct is given as Annexure I to this report. In addition to this a separate code of conduct for dealing in equity shares and other securities conferring voting rights in the Company is also in place and has been complied with.

III. AUDIT COMMITTEE

- (i) The Audit Committee was constituted by the Board at its meeting held on 27th May, 2000. Member Directors of the Audit Committee are as under :-

(1) Shri Arvind C. Dalal (2) Shri Pradip Kumar Daga (3) Shri Amal Ganguli

All the members of the Audit Committee are Non-executive Directors. The Committee has elected Shri Arvind C. Dalal as its Chairman with effect from 12th August, 2011. All the members of Audit Committee are financially literate and one member has accounting and related financial management expertise.

- (ii) The Audit Committee meetings were held on 2nd May, 2012, 1st August, 2012, 1st August, 2012, 31st October, 2012, 29th January, 2013 and 29th January, 2013. The attendance of each Audit Committee member is as under:-

Name of the Audit Committee Members	No. of meetings attended
Shri Arvind C. Dalal	6
Shri Pradip Kumar Daga	6
Shri Amal Ganguli	6

- (iii) At the invitation of the Company, representatives from various divisions of the Company, internal auditors, cost auditors, statutory auditors and President (Corporate Finance) & Secretary, who is acting as Secretary to the Audit Committee, also attended the Audit Committee meetings to respond to queries raised at the Committee meetings.
- (iv) The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

IV. REMUNERATION COMMITTEE

The Board of Directors of the Company at its meeting held on 31st January, 2012 constituted a Remuneration Committee of the Board comprising of three Non-Executive Independent Directors viz. Shri Arvind C. Dalal, Shri Pradip Kumar Daga and Shri Amal Ganguli. Shri Arvind C. Dalal is the Chairman of the Committee.

The terms of reference of the Remuneration Committee is to recommend / review remuneration of the Whole-time Directors, Executive Directors etc. based on their performance and defined assessment criteria.

Remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in accordance with the existing industry practice.

The Remuneration Committee meetings were held on 2nd May, 2012 and 1st August, 2012. The attendance of each Remuneration Committee member is as under:-

Name of the Remuneration Committee Members	No. of meetings attended
Shri Arvind C. Dalal	2
Shri Pradip Kumar Daga	2
Shri Amal Ganguli	2

Remuneration to Non Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Sections 309 and 198 of the Companies Act, 1956. The members of the Company have in their meeting held on 23.7.2008 authorised the Board of Directors of the Company to pay commission to Non Executive Directors within the limits as set out in section 309(4) of the Companies Act, 1956 for a period of 5 years w.e.f. 1.4.2008. The Board of Directors of the Company each year determine the quantum of commission payable

to Non Executive Directors considering the performance of the Company for the said year. The Non Executive Directors are paid sitting fee at the rate of Rs.20,000/- for attending each meeting of the Board and Rs.10,000/- for attending each meeting of various Committees of the Board.

Details of sitting fees and remuneration paid to Directors:

	Name of the Directors	Remuneration paid for the year 2012-2013 (All figures in Rupees)
		Sitting fees paid during the year*
(i)	Shri B.K. Birla	1,00,000
	Shri Kumar Mangalam Birla	40,000
	Shri Pradip Kumar Daga	1,90,000
	Shri Arvind C. Dalal	2,10,000
	Shri Amal Ganguli	1,80,000
(ii)	Shri B.L. Jain (Whole-time Director)	Remuneration**
	Salary and allowances	2,23,83,333
	Contributions to :	
	Provident Fund	5,76,000
	Superannuation Fund	7,20,000
	Perquisites	2,01,788
	Total	2,38,81,121

* Sitting fees for attending meetings of the Board and/or Committee thereof.

** (1) As the employee – wise break up of liability on account of Employee Benefits based on actuarial valuation is not available, the amounts relatable to the Whole-time Director is not considered.

(2) Excludes leave travel & medical encashment for earlier years amounting to Rs. 28,00,000/-.

None of the non-executive Directors has any material financial interest in the Company apart from the remuneration by way of fees received by them during the year. In view of the adverse performance of the Company, the Board of Directors of the Company has resolved not to make payment of commission to Non-Executive Directors for the year ended 31st March, 2013.

V. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

VI. DISCLOSURES

- (i) All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. There were no material individual transactions with related parties which were not in the normal course of business, required to be placed before the audit committee and that may have potential conflict with the interest of the Company at large. All individual transactions with related parties or others were on an arm's length basis. Transactions with related parties as per requirements of Accounting Standard (AS) 18 – 'Related Party Information' are disclosed in Note 38 to the Financial Statements.
- (ii) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial statements.
- (iii) Procedures for assessment of risk and its minimisation have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of a properly defined framework.
- (iv) No money was raised by the Company through any public issue, rights issue, preferential issue, etc. in the last financial year.
- (v) (a) All pecuniary relationships or transactions of the non-executive Directors vis-à-vis the Company have been disclosed in item IV of this report.

- (b) The Company has one Whole-time Director on the Board whose appointment and remuneration has been fixed by the Board in terms of a resolution passed by the members and has been further reviewed/approved by the Remuneration Committee of the Board. The remuneration paid is mentioned in item IV of this report.
- (c) The number of shares held by each director is mentioned in item II(a) of this report.
- (vi) (a) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of clause 49 of the Listing Agreement with Stock Exchanges.
- (b) There were no material financial & commercial transactions by Senior Management as defined in Clause 49 of the Listing Agreement where they have any personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.
- (vii) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

VII. SHAREHOLDERS

- (a) The Company has constituted a Share Transfer and Shareholders'/Investors' Grievance Committee of which Shri Arvind C. Dalal a Non-Executive Director is the Chairman. The Company Secretary has been designated as the Compliance Officer. During the year ended 31st March, 2013, 37 investor complaints/queries were received and have been resolved. There were no share transfers pending for registration for more than 15 days as on the said date.
- (b) Details of Directors seeking re-appointment at the ensuing Annual General Meeting fixed on 24th July, 2013 are given hereunder :-

Name of Director	Shri B.K. Birla	Shri Arvind C. Dalal
Date of appointment	23.05.1973	09.05.1986
Expertise in specific Functional areas	Industrialist having rich Business experience	Share, Stock and Finance Broker
List of other Directorships held excluding foreign Companies, Companies under Section 25 of the Companies Act, 1956 and Private Companies	Century Enka Ltd. Jay Shree Tea & Industries Ltd. Kesoram Industries Ltd. Pilani Investment And Industries Corporation Ltd.	Nil
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	Nil

@ Committee positions only of Audit Committee and Shareholders'/Investors' Grievance Committee in Public Companies have been considered.

VIII. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from Auditors of the Company is given as Annexure – II to this report.

IX. GENERAL BODY MEETINGS

- (a) The details of Annual General Meetings held in last three years are as under:-

AGM	Day	Date	Time	Venue
113 th	Tuesday	27.07.2010	3.30 P.M	Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Mumbai – 400 025
114 th	Saturday	13.08.2011	3.30 P.M.	Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018
115 th	Thursday	02.08.2012	3.30 P.M.	Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Mumbai – 400 025

(c) Dates of Book Closure:

10th July, 2013 to 24th July, 2013 (Both days inclusive).

(d) Dividend payment date:

Dividend on Equity Shares when approved will be made payable from Monday, the 29th July, 2013 to those Shareholders whose names stand on the Company's Register of Members on 24th July, 2013 in physical form to whom dividend warrants will be posted. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership position as per the data to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

(e) Listing on Stock Exchanges:

The Equity Shares of the Company are listed at the following Stock Exchanges:-

- | | |
|--|---|
| (i) Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai –400 001. | (ii) National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051. |
|--|---|

The Global Depository Receipts (GDRs) each representing one equity share of the face value of Rs.10/- are listed at :-

Societe de la
Bourse de, Luxembourg,
Societe Anonyme,
R.C. B6222, B.P. 165,
L-2011, Luxembourg

Note : Listing fees have been paid to the Indian Stock Exchanges for the year 2013-2014. Listing fee to the Societe de la Bourse de Luxembourg for GDRs has been paid for the calendar year 2013.

**(f) Stock/Company/Security/Common Code:
Equity Shares**

Bombay Stock Exchange Ltd.	-	500040
Luxembourg Stock Exchange	-	005321026
National Stock Exchange of India Ltd.	-	CENTURYTEX

(g) Market price Data:

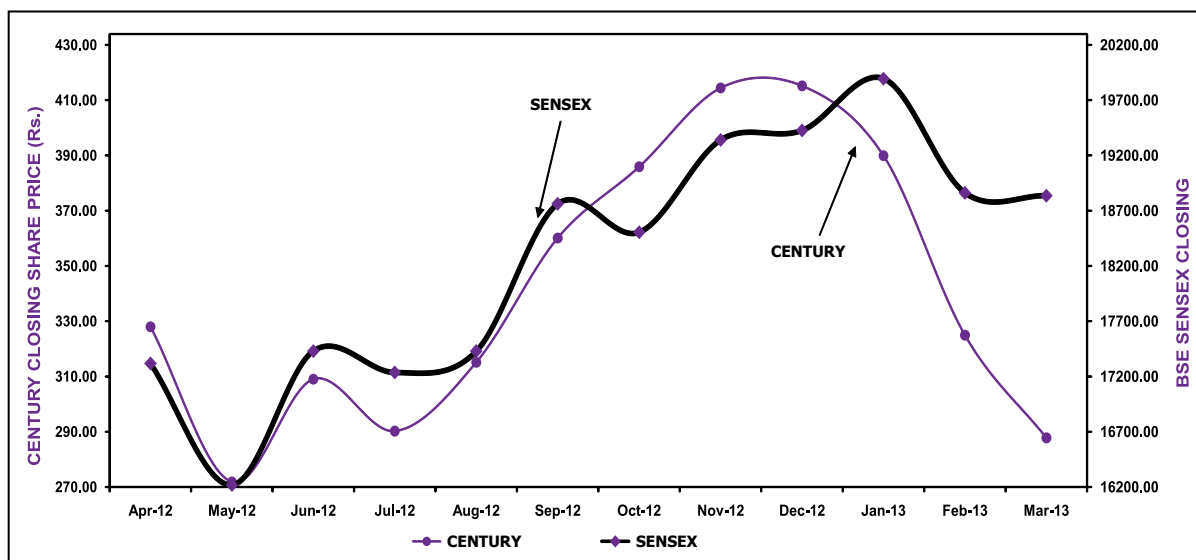
The details of monthly highest and lowest closing quotations of the equity shares of the Company during financial year 2012-2013 are as under :-

(In Rs. Per Share)

Month	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
April, 2012	383.25	328.00	383.80	327.45
May, 2012	316.35	268.00	315.55	268.15
June, 2012	309.05	261.00	309.60	261.05
July, 2012	323.35	283.80	323.70	283.55
August, 2012	331.10	304.80	331.10	304.75
September, 2012	360.15	315.85	359.70	315.85
October, 2012	403.10	364.15	403.25	365.30
November, 2012	416.05	377.70	416.85	378.05
December, 2012	437.90	407.60	438.25	407.90
January, 2013	448.75	388.65	448.65	388.80
February, 2013	388.15	324.95	388.25	324.50
March, 2013	332.85	281.20	332.85	281.20

(h) Performance in comparison to broad based indices :

CENTURY VS BSE SENSEX



(i) Registrar and Transfer Agents:

The Company has appointed Link Intime India Pvt. Ltd. (Formerly known as Intime Spectrum Registry Limited) as its Share Transfer Agent for both physical and demat segments of Equity Shares.

The Address, Telephone no., Fax no. of the Share Transfer Agent is :

Link Intime India Pvt. Ltd. Unit – Century Textiles and Industries Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, (Maharashtra) Telephone No. 022 – 2596 3838, Fax No. 022 – 2594 6969. Please quote on all the correspondence – Unit – Century Textiles and Industries Limited. **For shareholders queries - Telephone No. 022 – 2594 6970 Email ID – rnt.helpdesk@linkintime.co.in**

(j) Share Transfer System:

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. Executives of the Company have been authorised to approve transfers in addition to the Committee.

(k) Distribution of shareholding :

The shareholding distribution of equity shares of face value of Rs.10/- each as at 31st March, 2013 is given below:-

Sr.No.	No. of Equity Shares held	No. of Folios	No. of Shares	Percentage of Shareholding
1.	1 to 100	53,923	23,18,633	2.49
2.	101 to 500	17,905	45,17,524	4.85
3.	501 to 1000	3,475	27,05,581	2.91
4.	1001 to 5000	2,873	62,04,717	6.67
5.	5001 to 10000	357	25,74,456	2.77
6.	10001 to 100000	265	70,36,043	7.56
7.	100001 to 500000	43	95,76,882	10.29
8.	500001 & above	19	5,81,11,844	62.46
9.	Total	78,860	9,30,45,680	100.00

(l) Shareholding pattern as at 31st March, 2013

Sr.No.	Category	No. of Folios	% of Folios	No. of shares held	% of share holding
1.	Promoters	21	0.03	3,75,69,380	40.38
2.	Resident Individuals	75,748	96.05	1,98,74,215	21.36
3.	Private Corporate Bodies	1,915	2.43	94,33,291	10.13
4.	Financial Institutions	4	0.00	32,76,268	3.52
5.	Nationalised Banks, Govt. Insurance Companies and Mutual Funds	79	0.10	1,24,47,489	13.38
6.	FIIIs	84	0.11	91,73,801	9.86
7.	NRIs and OCBs	1,007	1.28	9,59,136	1.03
8.	GDRs	2	0.00	3,12,100	0.34
9.	Total	78,860	100.00	9,30,45,680	100.00

(m) Dematerialisation of equity shares:

About 97% of total equity share capital is held in dematerialised form with NSDL and CDSL.

(n) Outstanding GDRs:

3,12,100 GDRs were outstanding as at 31st March, 2013. These are traded on the Luxembourg Stock Exchange and represent approximately 0.34% of subscribed and paid up equity share capital of the Company.

(o) Plant (Manufacturing Units):

BIRLA CENTURY

Plot No. 826, GIDC Industrial Estate,
Jhagadia – 393 110,
Dist. Bharuch (Gujarat).

CENTURY RAYON

Rayon, Tyre Cord & Chemical Plants,
Murbad Road, Kalyan - 421 103, (Maharashtra).

CENRAY MINERALS AND CHEMICALS

Nawa Nagna, Jamnagar - 361 007, (Gujarat).

CENTURY CEMENT

P.O. Baikunth - 493 116, Dist. Raipur, (Chhattisgarh).

MAIHAR CEMENT UNITS I & II

P.O. Sarlanagar - 485 772
Maihar, Dist. Satna, (Madhya Pradesh).

MANIKGARH CEMENT

P.O. Gadchandur - 442 908
Dist. Chandrapur, (Maharashtra).

SONAR BANGLA CEMENT

Village : Dhalo, P.O. Gankar,
P.S. Raghunathganj, Dist. Murshidabad,
West Bengal - 742 227

CENTURY PULP & PAPER

Ghanshyamdham, P.O. Lalkua - 262 402,
Dist. Nainital (Uttarakhand).

CENTURY YARN

CENTURY DENIM

Satrati - 451 660, Dist. Khargone, (Madhya Pradesh).

(p) Address for correspondence:

Century Textiles and Industries Ltd.
Century Bhavan, Dr. Annie Besant Road,
Worli, Mumbai- 400 030.

(q) Non-Mandatory Requirements

1. The Board
 - (a) An office for the use of the Chairman is made available whenever required.
 - (b) At present there is no policy fixing the tenure of Independent Directors.
2. Remuneration Committee
A remuneration committee consisting of three independent directors has been constituted for recommending/reviewing remuneration of Whole-time Directors, Executive Directors etc.
3. Shareholders' Rights
Half yearly financial results including summary of the significant events in last six months are presently, not being sent to shareholders of the Company.
4. Audit Qualifications
There are no qualifications in the Auditor's report on the financial statements to the Shareholders of the Company.
5. Training of Board Members
There is no formal policy at present for training of the Board members of the Company as the members of the Board are eminent and experienced professional persons.
6. Mechanism for evaluating non-executive board members
There is no formal mechanism existing at present for performance evaluation of non-executive directors.
7. Whistle Blower Policy
The Company has not established any formal whistle blower policy.

(r) CEO/CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchanges, the CEO and CFO have certified to the Board about compliance by the Company with the requirements of the said sub clause for the financial year ended 31st March, 2013.

The above report has been placed before the Board at its meeting held on 15.05.2013 and the same was approved.

FOR SHAREHOLDERS' INFORMATION

The Cost Audit Reports for the financial year 2011-12 were required to be filed within 180 days from the close of the Company's financial year as per Rule 4 & 5 of the Companies (Cost Audit Report) Rules, 2011 and Section 233B(4) of the Companies Act, 1956 or by February 28, 2013 (as extended by General Circular No. 2/2013 dated 31.1.2013) whichever is later.

Details of the Cost audit reports filed during the year in compliance with the requirements under General Circular 15/2011 dated 11th April, 2011 of Ministry of Corporate Affairs are tabled below :-

Products	Name of the Cost Auditors	Date of Filing
<u>Textiles</u> Textiles including Birla Century (Bharuch Unit), Yarn and Denim	M/s. R. Nanabhoy and Co.	28.02.2013
<u>Rayon and Chemicals</u> Century Rayon, Tyrecord and Chemicals	Mr. Mangat Rijhumal Dudani	28.02.2013
<u>Cement</u> a) Century Cement b) Maihar Cement Unit I & II c) Manikgarh Cement	M/s. R. Nanabhoy and Co.	28.02.2013
<u>Paper</u> Century Pulp and Paper	M/s. R. Nanabhoy and Co.	28.02.2013

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,
Century Textiles and Industries Limited
Century Bhavan,
Dr. Annie Besant Road,
Worli, Mumbai – 400 030

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2013.

Mumbai
15th May, 2013

B. L. Jain
Whole-time Director

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of
Century Textiles and Industries Limited

We have examined the compliance of conditions of Corporate Governance by Century Textiles and Industries Limited, for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and 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 Agreements.

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.

Mumbai: May 15, 2013

For **DALAL & SHAH**
Firm Registration No : 102021W
Chartered Accountants
S. Venkatesh
Partner
Membership No : 037942

INDEPENDENT AUDITORS' REPORT

To the Members of Century Textiles and Industries Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Century Textiles and Industries Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956' of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control 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

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, 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 auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
- (e) On the basis of written representations received from the directors as on March 31, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **DALAL & SHAH**
Firm Registration Number: 102021W
Chartered Accountants

S. Venkatesh
Partner

Membership Number: 037942

Mumbai: May 15, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 7 of the Auditors' Report of even date to the members of **Century Textiles and Industries Limited** on the financial statements as of and for the year ended 31st March, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. (a) The inventory excluding stocks with third parties has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii) (b), (c), (d), (f) and (g) of the said Order are not applicable to the Company.
- 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 for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Act and the 'Companies (Acceptance of Deposits) Rules, 1975' with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, service tax, customs duty and excise duty as at 31st March 2013, which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in Crore)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1965	Income Tax	0.10	2007 to 2010	Departmental Authorities
The Customs Act, 1962	Custom Duty	0.99	1986 to 2013	Departmental Authorities
		2.19	2000 to 2011	High Court
		2.78	1996 to 2004	Tribunal (CESTAT)
The Central Excise Act, 1944	Excise Duty	1.17	1986 to 2012	Departmental Authorities
		0.04	1994 to 2003	High Court
		6.10	1997 to 2008	Supreme Court
		35.73	1994 to 2012	Tribunal (CESTAT)
Sales Tax & Entry Tax Acts of respective states	Sales Tax and Entry Tax	48.41	1984 to 2013	Departmental Authorities
		6.75	1985 to 2013	High Court
		116.09	2002 to 2013	Supreme Court
		10.21	1994 to 2013	Tribunal
The Finance act 1994	Service Tax	0.74	2007 to 2012	Departmental Authorities
		0.04	2001 to 2007	High Court
		0.04	2006-2007	Supreme Court
		1.99	1994 to 2012	Tribunal (CESTAT)

There were no disputed amounts due towards wealth tax.

- x. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name or are in the process of transfer in its name, except to the extent of the exemption granted under Section 49 of the Act.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the company has used funds raised on short-term basis for long-term investment. The company has obtained bank borrowings amounting to Rs.482.62 Crore on a short term basis, which have been used for long term investment in fixed assets.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has created charge in respect of debentures issued and outstanding at the year-end.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **DALAL & SHAH**
Firm Registration Number: 102021W
Chartered Accountants

S. Venkatesh
Partner
Membership Number: 037942

Mumbai: May 15, 2013

BALANCE SHEET AS AT 31st MARCH, 2013.

Particulars	Note No.	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	1	93.04	93.04
(b) Reserves and Surplus	2	1711.91	1805.88
		1804.95	1898.92
Non-Current Liabilities			
(a) Long term Borrowings	3	3148.15	1977.10
(b) Deferred Tax Liability (Net)	4	242.92	262.74
(c) Other Long term Liabilities	5	38.80	20.08
(d) Long-term Provisions	6	363.61	319.59
		3793.48	2579.51
Current Liabilities			
(a) Short-term Borrowings	7	1212.50	1444.80
(b) Trade Payables (See Note 25 and 45)		359.87	307.55
(c) Other Current Liabilities	8	987.22	968.83
(d) Short-term Provisions (See Note 6)		102.40	92.50
		2661.99	2813.68
TOTAL		8260.42	7292.11
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets	9		
(i) Tangible Assets		4229.28	4103.99
(ii) Intangible Assets		3.11	3.48
(iii) Capital work-in-progress		1710.76	1111.92
(iv) Intangible assets under development		0.48	1.73
		5943.63	5221.12
(b) Non Current Investments	10	73.78	69.28
(c) Long term Loans and Advances	11	290.45	288.03
(d) Other Non-Current Assets	12	19.64	16.69
		383.87	374.00
Current Assets			
(a) Current Investments	13	-	2.07
(b) Inventories	14	1203.79	1095.24
(c) Trade Receivables	15	408.01	333.45
(d) Cash and Bank Balances	16	53.49	50.09
(e) Short-term Loans and Advances (See Note 11)		237.76	198.86
(f) Other Current Assets (See Note 12)		29.87	17.28
		1932.92	1696.99
TOTAL		8260.42	7292.11
Notes form an integral part of these financial statements			

As per our report of even date
For **DALAL AND SHAH**
Firm Registration Number 102021 W
Chartered Accountants

B. K. BIRLA, Chairman

S. VENKATESH
Partner
Membership No: 037942
Mumbai : 15th May, 2013

D. K. AGRAWAL
President (Corporate Finance) &
Secretary
Mumbai : 15th May, 2013

B. L. JAIN
Whole-time Director

Directors
KUMAR MANGALAM BIRLA
PRADIP KUMAR DAGA
ARVIND C. DALAL
AMAL GANGULI

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2013.

Particulars	Note No.	2012 - 2013 (Rs. in Crore)	2011 - 2012 (Rs. in Crore)
I. Revenue from Operations	17	5949.47	4872.78
II. Other Income	18	<u>26.90</u>	<u>27.18</u>
III. Total Revenue (I + II)		5976.37	4899.96
IV. Expenses:			
Cost of Materials Consumed	19	2025.64	1568.78
Purchases of Stock-in-trade	20	18.29	37.58
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	21	(56.54)	(43.15)
Employee Benefits Expense	22	492.89	424.72
Finance Cost	23	319.95	172.08
Depreciation and Amortisation Expense		355.95	258.12
Other Expenses	24	<u>2908.00</u>	<u>2478.51</u>
Total Expenses		6064.18	4896.64
Less : Expenditure transferred to Capital Account		<u>16.60</u>	<u>19.23</u>
V. Profit / (Loss) before Tax		(71.21)	22.55
VI. Tax Expense:			
Current Tax		-	11.50
Less : Minimum Alternate Tax Entitlement Credit		<u>-</u>	<u>(11.50)</u>
		-	-
Deferred Tax Credit		(19.82)	(1.20)
Short / (Excess) Provision for tax adjustments in respect of earlier years (Net)		<u>(16.90)</u>	<u>1.62</u>
		(36.72)	0.42
VII Profit / (Loss) for the year (V - VI)		(34.49)	22.13
VIII Earnings per equity share of Rs. 10 each (in Rupees) :			
Basic and Diluted (See Note 42)		(3.71)	2.38

Notes form an integral part of these financial statements

As per our report of even date

For **DALAL AND SHAH**

Firm Registration Number 102021 W

Chartered Accountants

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S. VENKATESH

Partner

Membership No: 037942

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KUMAR MANGALAM BIRLA

PRADIP KUMAR DAGA

ARVIND C. DALAL

AMAL GANGULI

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2013.

	2012-13 (Rs. In Crore)	2011-12 (Rs. In Crore)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	(71.21)	22.55
Add / (Less) :		
Depreciation and Amortisation	360.37	260.07
(Surplus) / loss on sale / discardment of fixed assets (Net)	0.88	(0.52)
Loss on sale of investment	0.07	-
Finance costs	319.95	172.08
Interest received	(6.17)	(6.13)
Dividend on investments	(6.19)	(6.58)
	<u>668.91</u>	<u>418.92</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	597.70	441.47
Adjustments for :		
Trade and other receivables	(168.14)	(76.40)
Inventories	(108.55)	(24.58)
Trade Payables	157.04	22.25
	<u>(119.65)</u>	<u>(78.73)</u>
CASH GENERATED FROM OPERATIONS	478.05	362.74
Add / (Less) :		
Direct Taxes Paid	15.81	(14.07)
	<u>15.81</u>	<u>(14.07)</u>
NET CASH INFLOW FROM OPERATING ACTIVITIES	<u>493.86</u>	<u>348.67</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(885.25)	(1055.39)
Sale of Fixed Assets	2.56	4.09
Interest Received	6.09	6.13
Dividend on investments	6.19	18.64
Long Term Investment Acquired	(4.50)	(2.99)
Long Term Investment Redeemed	2.00	-
Current Investments Acquired	(3077.40)	(2716.04)
Current Investments Sold	3077.40	2716.04
NET CASH OUTFLOW IN INVESTING ACTIVITIES	<u>(872.91)</u>	<u>(1029.52)</u>

	2012-13 (Rs. In Crore)	2011-12 (Rs. In Crore)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Short term Borrowings	(232.30)	329.31
Long Term Borrowings	1747.15	1225.07
Repayment of Borrowings	(582.24)	(643.56)
Interest and Finance Charges paid	(489.72)	(162.77)
Dividend Paid	(50.95)	(51.05)
Taxes on Dividend	(8.30)	(8.30)
NET CASH INFLOW FROM FINANCING ACTIVITIES	383.64	688.70
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	4.59	7.85
Cash and Cash Equivalents - Opening Balance	47.28	39.43
Cash and Cash Equivalents - Closing Balance (Note 16)	51.87	47.28

As per our report of even date
For **DALAL AND SHAH**
Firm Registration Number 102021 W
Chartered Accountants

B. K. BIRLA, Chairman

S. VENKATESH
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Membership No: 037942
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NOTES FORMING PART OF THE BALANCE SHEET AS AT AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2013

1. SHARE CAPITAL	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(a) Authorised :		
14,80,00,000 (31.03.2012 - 14,80,00,000) Equity Shares of Rs. 10 each.	148.00	148.00
1,00,00,000 (31.03.2012 - 1,00,00,000) Redeemable Cumulative Non-convertible Preference Shares of Rs. 100 each.	100.00	100.00
	<u>248.00</u>	<u>248.00</u>
(b) Issued :		
9,30,61,090 (31.03.2012 - 9,30,61,090) Equity Shares of Rs. 10 each.	93.06	93.06
	<u>93.06</u>	<u>93.06</u>
(c) Subscribed and Paid up :		
9,30,45,680 (31.03.2012 - 9,30,45,680) Equity Shares of Rs. 10 each, fully paid up (The Company has only one class of equity share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board is subject to the approval of shareholders except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.)	93.04	93.04
Total	<u>93.04</u>	<u>93.04</u>

(d) Shareholders holding more than 5% shares of the Company

	31st March, 2013		31st March, 2012	
	Number	Percentage	Number	Percentage
Pilani Investment and Industries Corporation Limited	3,42,20,520	36.78%	3,42,20,520	36.78%
HDFC Trustee Company Limited	48,28,300	5.19%	16,05,082	1.73%

2. RESERVES AND SURPLUS	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(a) Capital Redemption Reserve	100.00	100.00
(b) Revaluation Reserve		
As per last Balance Sheet	-	16.83
Less : Transferred to Statement of Profit and Loss	-	0.10
Less : Reversed in previous year	-	16.73
	<u>-</u>	<u>16.73</u>
(c) General Reserve		
As per last Balance Sheet	1414.33	1407.33
Add : Transferred from Statement of Profit and Loss	-	7.00
	<u>1414.33</u>	<u>1414.33</u>
(d) Surplus - Balance in Statement of Profit and Loss		
As per last Balance Sheet	291.55	335.90
Add : Profit / (Loss) for the year	(34.49)	22.13
Less : Proposed Equity Dividend	51.18	51.18
Less : Tax on Proposed Equity Dividend	8.30	8.30
Less : Transfer to General Reserve	-	7.00
	<u>197.58</u>	<u>291.55</u>
Total	<u>1711.91</u>	<u>1805.88</u>

3. LONG TERM BORROWINGS	Non-Current		Current Maturities	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Secured Non Convertible Debentures				
1. 10,00,000 (31.03.2012 - Nil) Redeemable non-convertible debentures (Repayment due on Oct' 2015, put / call option from May'2015 with one month notice. Interest rate as at 31.03.2013 - 10.07 % p.a)	500.00	-	-	-
Term loans from Banks - Secured				
2. Term Loan from State Bank of India (Repayable in 24 equal quarterly instalments, last instalment falling due on June'2016. Interest rate as at 31.03.2013 - 11.20 % p.a)	166.62	233.30	66.68	66.68
3. Term Loan from Bank of Baroda (Repayable in 24 equal quarterly instalments, last instalment falling due on June' 2014. Interest rate as at 31.03.2013 - 11.20 % p.a)	6.96	37.20	30.24	22.80
4. Term Loan from State Bank of Hyderabad (Repayable in 24 quarterly instalments, last instalment falling due on June' 2014. Interest rate as at 31.03.2013 - 11.20 % p.a)	5.98	21.10	15.12	11.40
5. Term Loan from Allahabad Bank (Repayable in 24 quarterly instalments, last instalment falling due on June' 2014. Interest rate as at 31.03.2013 - 11.20 % p.a)	5.98	21.10	15.12	11.40
6. Term Loan from Union Bank of India (Repayable in 24 quarterly instalments, last instalment falling due on June' 2015. Interest rate as at 31.03.2013 - 11.20 % p.a)	55.52	90.84	35.32	26.64
7. Term Loan from IDBI Bank (Repayable in 24 quarterly instalments, last instalment falling due on June' 2014. Interest rate as at 31.03.2013 - 11.20 % p.a)	6.96	37.20	30.24	22.80
8. Term Loan from Dena Bank (Repayable in 22 equal quarterly instalments, last instalment falling due on Mar'2019. Interest rate as at 31.03.2013 - 11.25 % p.a)	111.29	64.62	-	-
9. Term Loan from Syndicate Bank (Repayable in 22 equal quarterly instalments, last instalment falling due on Mar'2019. Interest rate as at 31.03.2013 - 11.20 % p.a)	107.30	62.31	-	-
10. Term Loan from State Bank of Travancore (Repayable in 22 equal quarterly instalments, last instalment falling due on Mar'2019. Interest rate as at 31.03.2013 - 11.25 % p.a)	91.41	53.07	-	-
11. Term Loan from State Bank of India (Repayable in 10 equal quarterly instalments, last instalment falling due on Mar'2017. Interest rate as at 31.03.2013 - 11.20 % p.a)	350.00	350.00	-	-
12. Term Loan from Indusind Bank (Prepaid during the year)	-	86.59	-	49.48
Carried Over	1408.02	1057.33	192.72	211.20

3. LONG TERM BORROWINGS	Non-Current		Current Maturities	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Brought Over	1408.02	1057.33	192.72	211.20
13. Term Loan from State Bank of India (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	230.00	75.00	20.00	-
14. Term Loan from Bank of Baroda (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	47.84	15.00	4.16	-
15. Term Loan from State Bank of Hyderabad (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	41.40	15.00	3.60	-
16. Term Loan from Allahabad Bank (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	44.16	15.00	3.84	-
17. Term Loan from Union Bank of India (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	64.40	15.00	5.60	-
18. Term Loan from State Bank of Mysore (Repayable in 20 quarterly instalments, last instalment falling due on Sep'2018. Interest rate as at 31.03.2013 - 11.20 % p.a)	41.40	15.00	3.60	-
19. Term Loan from Indusind Bank (Repayable in 12 equal quarterly Instalments, last instalment falling due on Sep'2016. Interest rate as at 31.03.2013 - 11.50 % p.a)	95.83	100.00	19.17	-
20. Term Loan from State Bank of India (Repayable in monthly instalments, last instalment due on May'2012)	-	-	-	150.00
21. Term Loan from ICICI Bank (Repayable in 16 equal quarterly instalments, last instalment falling due on Jan'2017. Interest rate as at 31.03.2013 - 11.50 % p.a)	275.00	375.00	100.00	25.00
22. Term Loan from Indusind Bank (Repayable in 12 equal quarterly instalments, last instalment falling due on Nov'2017. Interest rate as at 31.03.2013 - 11.25 % p.a)	65.00	-	-	-
23. Term Loan from Development Credit Bank (Repayable in 12 equal quarterly instalments, last instalment falling due on Dec'2016. Interest rate as at 31.03.2013 - 11.20 % p.a)	58.33	-	11.67	-
24. Term Loan from Syndicate Bank (Repayable in 12 equal quarterly instalments, last instalment falling due on Dec'2016. Interest rate as at 31.03.2013 - 11.50 % p.a)	70.83	-	14.17	-
Carried Over	2442.21	1682.33	378.53	386.20

3. LONG TERM BORROWINGS	Non-Current		Current Maturities	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Brought Over	2442.21	1682.33	378.53	386.20
25. Term Loan from State Bank of India Bullet repayable at the end of 24 months, repayment falling due on Dec'2014. Interest rate as at 31.03.2013 - 10.35 % p.a)	300.00	-	-	-
26. Term Loan from State Bank of Tranvancore Bullet repayable at the end of 24 months, repayment falling due on Dec'2014. Interest rate as at 31.03.2013 - 10.40 % p.a)	200.00	-	-	-
27. TUF Loan from State Bank of India (Repayable in 26 quarterly instalments, last instalment falling due on Mar'2014. Interest rate as at 31.03.2013 - 5.95 % p.a) @	-	17.50	17.50	16.00
28. TUF Loan from State Bank of Patiala (Repayable in 26 equal quarterly instalments, last instalment falling due on June'2015. Interest rate as at 31.03.2013 - 6.50 % p.a) @	5.92	10.65	4.73	4.73
29. TUF Loan from State Bank of India (Repayable in 28 equal quarterly instalments, last instalment falling due on June'2014. Interest rate as at 31.03.2013 - 5.95 % p.a) @	0.31	1.25	0.95	0.94
30. TUF Loan from State Bank of India (Repayable in 32 equal quarterly instalments, last instalment falling due on Sep' 2018. Interest rate as at 31.03.2013 - 5.95 % p.a) @	4.22	4.99	0.70	0.68
31. TUF Loan from State Bank of India (Repayable in 28 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	93.71	140.57	46.86	46.86
32. TUF Loan from State Bank of India (Repayable in 26 quarterly instalments, last instalment falling due on Mar'2015. Interest rate as at 31.03.2013 - 5.95 % p.a) @	0.76	1.56	0.81	0.81
33. TUF Loan from State Bank of India (Repayable in 26 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	23.16	34.68	11.52	11.52
34. TUF Loan from State Bank of India (Repayable in 28 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	10.00	15.00	5.00	5.00
35. TUF Loan from State Bank of Mysore (Repayable in 28 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	21.43	32.14	10.71	10.71
36. TUF Loan from State Bank of Hyderabad (Repayable in 28 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	14.28	21.43	7.14	7.14
Carried Over	3116.00	1962.10	484.45	490.59

3. LONG TERM BORROWINGS	Non-Current		Current Maturities	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Brought Over	3116.00	1962.10	484.45	490.59
37. TUF Loan from State Bank of Bikaner & Jaipur (Repayable in 28 equal quarterly instalments, last instalment falling due on Mar'2016. Interest rate as at 31.03.2013 - 5.95 % p.a) @	10.00	15.00	5.00	5.00
38. TUF Loan from State Bank of India (Repayable in 20 equal quarterly instalments, last instalment falling due on Jan'2020. Interest rate as at 31.03.2013 - 6.20 % p.a) @	14.87	-	-	-
39. TUF Loan from State Bank of India (Repayable in 20 equal quarterly instalments, last instalment falling due on May'2020. Interest rate as at 31.03.2013 - 5.95 % p.a) @	7.28	-	-	-
Amount disclosed under the head " Other Current Liabilities" (Note 8)			(489.45)	(495.59)
Total	3148.15	1977.10	-	-

@ represents effective interest rate net of 4% - 5% subsidy under Technology Upgradation Fund (TUF) Scheme.

Details of Security :

1 Loans covered in S.No. 2 to 7 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile (Birla Century), Rayon, Century Cement, Maihar Cement I & II, Manikgarh Cement, Pulp and Paper divisions and phase I of Real Estate Development (excluding leasehold land of Birla Century and Pulp and Paper divisions).

2 Loans covered in S.No. 8 to 11, 22 to 26, 38 and 39 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile (Birla Century), Rayon, Cement, Pulp and Paper divisions and phase I of Real Estate Development (excluding leasehold land at Birla Century, Pulp & Paper, Sonar Bangla Cement and Maihar Cement I & II divisions).

3 Loans covered in S.No. 13 and 19 to 20 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile, Rayon, Century Cement, Maihar Cement I & II, Manikgarh Cement and Pulp & Paper divisions and phase I of Real Estate Development (excluding the leasehold land of the Birla Century, Pulp and Paper and Maihar Cement I & II divisions).

4 Loans covered in S.No. 14 to 18 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile (Birla Century), Rayon, Cement and Pulp & Paper divisions and phase I of Real Estate Development of the Company including those acquired/to be acquired for the new project (excluding the leasehold land of Birla Century, Pulp & Paper & Sonar Bangla Cement divisions).

5 Loans covered in S.No. 1 and 21 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile, Rayon, Cement and Pulp & Paper divisions and phase I of Real Estate Development including those acquired/to be acquired for the new project (excluding the leasehold land of all divisions).

6 Loans covered in S.No. 27 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile (Birla Century), Rayon, Cement and Pulp & Paper divisions and phase I of Real Estate Development including expansion project of Denim division (excluding the leasehold land of the Pulp and Paper division).

7 Loans covered in S.No. 28 to 37 above :

First pari passu charge over the entire fixed assets, present and future, of the Company's Textile (Birla Century), Rayon, Cement and Pulp & Paper divisions and phase I of Real Estate Development including those acquired/to be acquired for the new project (excluding the leasehold land of Pulp & Paper division).

4. DEFERRED TAX LIABILITY (NET)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Deferred Tax Liability on account of:		
(i) Depreciation and amortisation	515.74	463.25
	515.74	463.25
Deferred Tax Asset on account of :		
(i) Unabsorbed depreciation	165.79	88.82
(ii) Payments under voluntary retirement scheme	2.93	5.69
(iii) Expenses allowable for tax purpose when paid	83.49	90.45
(iv) Earned leave	15.85	13.62
(v) Provision for doubtful debts and advances	4.76	1.93
	272.82	200.51
Net Deferred Tax Liability / (Asset) :	242.92	262.74

5. OTHER LONG TERM LIABILITIES

Retention money payable	21.14	5.22
Deposits	7.28	5.08
Others	10.38	9.78
Total	38.80	20.08

6. PROVISIONS

	Long term		Short term	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(a) Provision for Employee Benefits				
- Leave entitlement	27.78	27.38	21.07	14.60
- Gratuity	-	-	13.73	11.40
- Workers termination benefits	42.74	39.66	5.59	5.22
	70.52	67.04	40.39	31.22
(b) Provisions - Others				
- Proposed equity dividend	-	-	51.18	51.18
- Tax on proposed equity dividend	-	-	8.30	8.30
- Disputed matters (See Note 26)	293.09	252.55	2.53	1.80
	293.09	252.55	62.01	61.28
Total	363.61	319.59	102.40	92.50

The Board has recommended a dividend @ Rs.5.50 (Rupees Five and paise fifty only) per equity share of Rs. 10 each on 9,30,45,680 equity shares for the year ended 31st March, 2013 (Previous year Rs. 5.50 per equity share of Rs. 10 each on 9,30,45,680 equity shares.)

7. SHORT TERM BORROWINGS	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Secured		
Loans repayable on demand from banks		
(a) Working capital loans from banks	757.56	689.09
(b) Pre-shipment, Post-shipment and Export Bills Discounting facilities	45.31	-
Nature of Security		
(i) Working capital loans from banks are secured against the hypothecation of the whole of the Company's raw materials, finished goods, material-in-process, stores and spares, present and future book debts, receivables and a second charge created over movable and immovable fixed assets of some of the Company's divisions viz. Birla Century, Cement, Pulp & Paper and Rayon divisions (excluding leasehold land at Birla Century, Pulp & Paper and Sonar Bangla Cement division) and also a portion of the land at Worli, Mumbai.		
(ii) The charge created as per para (i) also extends to the guarantees given by the banks on behalf of the Company, aggregating Rs.129.06 Crore (31.3.2012 Rs.228.64 Crore).		
Unsecured		
(a) Fixed Deposits (See Note 43)	60.11	54.34
(b) Short Term Borrowings from Banks:		
Under a buyer's credit arrangement in foreign currency	299.52	601.37
Rupee Loans	<u>50.00</u>	<u>100.00</u>
	349.52	<u>701.37</u>
(c) Commercial Paper (Maximum balance outstanding during the year Rs.1300.00 Crore; Previous year Rs.975.00 Crore)	-	-
Total	<u>1,212.50</u>	<u>1,444.80</u>

8. OTHER CURRENT LIABILITIES

(a) Current maturities of long-term borrowings (See Note 3)	489.45	495.59
(b) Interest accrued but not due on borrowings	17.64	25.42
(c) Unclaimed dividends	1.34	1.11
(d) Others :		
Retention money payable	21.43	25.73
Overdrawn bank balances as per books	0.15	3.09
Tax deducted at source and other statutory dues	44.38	36.80
Advance received from customers	50.21	59.45
Deposits from dealers and agents	152.72	116.95
Employee related liabilities	59.05	70.65
Premium payable on outstanding forward contracts	21.96	28.14
Liability on account of capital goods	35.42	55.65
Other current liabilities	<u>93.47</u>	<u>50.25</u>
Total	<u>478.79</u>	<u>446.71</u>
	<u>987.22</u>	<u>968.83</u>

Note:-

- (i) Unclaimed dividend amounting to Rs.0.04 Crore (31.3.2012 Rs. 0.03 Crore) is pending on account of litigation among claimants / notices from the tax recovery officer.
- (ii) There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at the balance sheet date other than cases under litigation among claimants regarding beneficial ownership.

9. FIXED ASSETS

(Rs.in Crore)

DESCRIPTION OF ASSETS	GROSS BLOCK AT COST			DEPRECIATION / AMORTISATION			NET BLOCK			
	As at 31.03.2012	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2013	Upto 31.03.2012	For the year	Deductions/ Adjustments	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
(i) TANGIBLE ASSETS										
Land at Worli :	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Freehold and Leasehold (a) and (d)										
Land Others :-										
Freehold	34.90	17.85	-	52.75	0.25	0.06	-	0.31	52.44	34.65
Leasehold	41.86	4.37	-	46.23	6.04	3.17	-	9.21	37.02	35.82
Buildings (b)	626.21	125.94	2.06	750.09	118.30	18.62	1.86	135.06	615.03	507.91
Plant and Equipment	5993.19	297.69	12.97	5877.91	2262.07	320.22	10.79	2571.50	3306.41	3331.12
Furniture and Fixtures	38.19	2.52	0.53	40.18	20.11	2.17	0.39	21.89	18.29	18.08
Vehicles	10.73	3.04	1.81	11.96	4.64	1.02	0.96	4.70	7.26	6.09
Office equipment	22.86	1.22	0.49	23.59	10.44	1.51	0.42	11.53	12.06	12.42
Water Pipe Lines and Tanks	52.34	1.09	-	53.43	14.72	2.54	-	17.26	36.17	37.62
Railway Sidings and Locomotives	34.23	8.02	0.15	42.10	18.17	1.62	0.15	19.64	22.46	16.06
Ropeway	4.06	-	-	4.06	3.85	-	-	3.85	0.21	0.21
Reservoir and Pans, etc.	0.23	-	-	0.23	0.23	-	-	0.23	-	-
Electric Installations	168.81	25.73	0.02	194.52	74.76	7.17	0.02	81.91	112.61	94.05
Air-conditioning Plant	0.68	-	-	0.68	0.65	-	-	0.65	0.03	0.03
Improvement to Leased Premises	4.61	0.03	1.19	3.45	3.99	0.34	1.19	3.14	0.31	0.62
Floral Plantation - Roses	2.03	-	-	2.03	2.03	-	-	2.03	-	-
Sub Total :	6635.00	487.50	19.22	7103.28	2540.25	358.44	15.78	2882.91	4220.37	4094.75
Assets acquired under lease										
Plant and Equipment	7.01	-	-	7.01	0.89	0.33	-	1.22	5.79	6.12
Railway Wagons (c)	62.05	-	-	62.05	58.93	-	-	58.93	3.12	3.12
Total Tangible Asset :	6704.06	487.50	19.22	7172.34	2600.07	358.77	15.78	2943.06	4229.28	4103.99
(ii) INTANGIBLE ASSETS										
Computer software	7.24	1.23	-	8.47	3.76	1.60	-	5.36	3.11	3.48
Total Intangible Asset :	7.24	1.23	-	8.47	3.76	1.60	-	5.36	3.11	3.48
Grand Total :	6711.30	488.73	19.22	7180.81	2603.83	360.37	15.78	2948.42	4232.39	4107.47
Previous Year's Total :	4810.79	1921.51	21.00	6711.30	2412.06	260.17	68.40	2603.83	4107.47	
(iii) Capital Work In Progress										
Less:- Impairment in book Value (net of write back Rs.1.32 Crore, 31.03.2012 Rs.0.52 Crore)									1783.34	1185.82
									72.58	73.90
									1710.76	1111.92
(iv) Intangible assets under Development									0.48	1.73

FIXED ASSETS NOTES

- (a) Includes Rs.0.01 Crore (Previous year Rs. 0.01 Crore) for which sale and conveyance deeds and other transfer formalities are yet to be executed. Stamp duty and other incidental expenses will be capitalised on execution of the same.
- (b) Includes premises on ownership basis Rs.1.81 Crore (Previous year Rs. 2.67 Crore), leasehold premises Rs.0.01Crore (Previous year Rs. 0.01 Crore) and cost of shares in co-operative societies (Rs.1000 /-)[Previous year (Rs.1000/-)].
- (c) Wagons acquired under "Own Your Wagon" scheme have been given on lease to railways.
- (d) Land Development at Worli, Mumbai - Construction of two commercial buildings with car parking spaces etc. has commenced on the Company's freehold land at Worli, Mumbai as permitted by the relevant regulations. The Buildings will cover a constructed area of about 13 lac square feet and are expected to be completed by late 2013-14.
- (e) (i) 44 hectares of land were acquired at Manikgarh Cement Division and were subsequently surrendered to the Forest Department, Government of India, pursuant to the provisions of the Forest Conservation Act, 1980. The cost of the land by way of compensation payable will be accounted for when determined by the Collector.
- (ii) In respect of Manikgarh Cement Division, land measuring 41.20 hectares occupied by the Forest Department and disputed by the Company was adjudicated by the Collector and the Divisional Commissioner (Appeals) in favour of the Company. The Government of Maharashtra on a reference made by the Forest Department directed the Collector for a fresh demarcation of the site boundaries and has also directed the Forest Department to refund the compensation paid by the Company along with interest for the land falling within its boundary. The Revisional Authority has since observed that approx. 17 hectares of land fall within the boundaries of the reserved forest. The Company has filed a writ petition before the Bombay High Court, Nagpur bench against the said order. Adjustments, if any will be made, in the year in which the matter is finally settled.
- (f) Break-up of depreciation / amortisation for the year:-

	2012-13 (Rs. in Crore)	2011-12 (Rs. in Crore)
1 Depreciation / Amortisation for the year	360.37	260.17
2 Less : Amount withdrawn from Revaluation Reserve	-	0.10
3 Less : Amount included under Cost of raising and transporting Limestone, Shale and Laterite [See Note 29]	4.42	1.95
	355.95	258.12

10. NON-CURRENT INVESTMENTS (AT COST)		31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
TRADE :			
Unquoted :			
Fully Paid :			
2	Equity Shares of Rs. 5,000 each, of Maharashtra Co-operative Floriculture Development Society Limited (Rs.10,000) [31.3.2012 (Rs. 10,000)].		
OTHER THAN TRADE :			
Shares and Other Investments :			
Quoted :			
Fully paid :			
22,690	Equity Shares of Rs. 2 each, of the Tata Motors Limited	0.01	0.01
3,00,000	Equity Shares of Rs. 5 each, of Jayshree Tea and Industries Limited	0.19	0.19
22,20,500	Equity Shares of Rs. 10 each, of Mangalam Cement Limited	7.21	7.21
16,60,000 (7,60,000)	Equity Shares of Rs. 10 each, of Mangalam Timber Products Limited	3.07	0.76
1,266,887	Equity Shares of Rs. 10 each, of Century Enka Limited	21.52	21.52
21,32,000	Equity Shares of Rs. 10 each, of Kesoram Industries Limited	31.60	31.60
1,25,000	Equity Shares of Rs. 2 each, of Kesoram Textile Mills Limited (Allotted without any consideration in terms of the Scheme of Arrangement against the holding of 1,25,000 Shares of Rs. 10 each, held in Kesoram Industries Limited)	-	-
		63.60	61.29
Unquoted : Equity			
Fully paid :			
85	Shares of Rs.100 each, of Maharashtra State Financial Corporation (Rs.8,500); [31.3.2012 (Rs.8,500)]		
2	Shares of Rs. 50 each, of the Maharashtra State Co-operative Bank Limited(Rs. 114) [31.3.2012 (Rs.114)]		
5,625	Equity Shares of Rs. 100 each, of Industry House Limited	0.04	0.04
12,000	Equity Shares of Rs. 10 each, of Birla Consultants Limited	0.01	0.01
4,22,496	Shares of Pesos 10 each, of Indo Phil Textile Mills Inc., Republic of Philippines.	0.04	0.04
2,500	Ordinary Shares of Swiss Francs 100 each, of Birla International Limited	0.52	0.52
3,75,000	Equity Shares of Rs. 10 each, of Bander Coal Company Pvt. Limited	0.38	0.38
2,25,000	Equity Shares of Rs. 10 each, of Kesoram Insurance Broking Services Limited	0.05	0.05
41,400	Equity Shares of Rs. 10 each, of Vasavdatta Services Limited	0.04	0.04
		1.08	1.08
	Carried Over	64.68	62.37

10. NON-CURRENT INVESTMENTS (AT COST)		31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
	Brought Over	64.68	62.37
Government and Trust Securities :			
Quoted :			
50,000	11.83 % (2014) Government of India Bonds	0.56	0.56
50,000	10.70 % (2020) Government of India Bonds	0.53	0.53
1,00,000	7.95 % (2032) Government of India Bonds	1.21	1.21
90,000	8.20% Government of India Bonds (Oil Special Bond 2024)	0.89	0.89
3,80,000	8.26% (2027) Government of India Bonds	3.72	3.72
2,15,000	8.84% (2022) - Maharashtra SDL	2.19	-
(-)			
Total		9.10	6.91
		73.78	69.28

Note: All the above Investments are intended to be held on a long term basis and have been classified accordingly.

Book value / Market value of Investments :

	Book-Value		Market-Value	
	31.3.2013 (Rs. in Crore)	31.3.2012 (Rs. in Crore)	31.3.2013 (Rs. in Crore)	31.3.2012 (Rs. in Crore)
Quoted	72.70	68.20	74.86	81.76
Unquoted	1.08	1.08		
Total :	73.78	69.28		

11. LOANS AND ADVANCES

(Unsecured, considered good, unless otherwise specified)

	Long term		Short term	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(a) Capital Advances	106.61	143.36	-	-
(b) Security Deposits	34.28	32.10	2.35	2.05
Doubtful	0.62	1.07	-	-
Less: Provision for doubtful advances	0.62	1.07	-	-
	34.28	32.10	2.35	2.05
(c) Other Loans and Advances				
Advances recoverable in cash or in kind or for value to be received	120.03	89.85	181.04	151.67
Doubtful	3.01	3.12	-	-
Less: Provision for doubtful advances	3.01	3.12	-	-
	120.03	89.85	181.04	151.67
Advance Tax (Net of provisions Rs.564.40 Crore; 31.03.2012 Rs.569.27 Crore)	25.54	22.72	0.41	2.14
Others	3.99	-	53.96	43.00
Total Loans and Advances	290.45	288.03	237.76	198.86
- Related Parties	-	-	-	-
- Others	290.45	288.03	237.76	198.86
Total	290.45	288.03	237.76	198.86

12. OTHER ASSETS (Unsecured, considered good, unless otherwise specified)	Non-Current		Current	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(a) Long term trade receivables (See Note 15)	-	-	-	-
(b) Others				
Minimum Alternate Tax entitlement receivable	11.50	11.50	-	-
Interest subsidy and interest receivable	0.21	0.16	9.02	11.40
Export incentive receivable	-	-	5.25	4.45
Claims and other receivables	-	-	2.35	1.17
Assets held for disposal	-	-	0.09	0.09
Interest accrued on Investments	-	-	0.20	0.12
Others	7.93	5.03	12.96	0.05
	<u>19.64</u>	<u>16.69</u>	<u>29.87</u>	<u>17.28</u>
Total	19.64	16.69	29.87	17.28

13. CURRENT INVESTMENTS (AT COST) Current maturities of Long term investments (Non-trade)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Quoted :		
- 6.95 % (2013) Tamil Nadu State Development Loan (2,00,000) (Market Value as on 31.03.2012 Rs. 1.97 Crore)	-	2.07
Total	<u>-</u>	<u>2.07</u>

14. INVENTORIES

(At cost or net realisable value, whichever is lower):

a) Raw Materials	394.47	321.90
Goods in transit	10.98	36.04
(b) Other Materials	25.45	26.65
Goods in transit	0.29	-
(c) Work-in-progress	244.00	194.77
(d) Finished goods	257.17	240.77
(e) Stock-in-trade	23.85	29.57
(f) Stores and spares	245.62	243.60
Goods in transit	1.96	1.94
Total	<u>1203.79</u>	<u>1095.24</u>

15. TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise specified)

	Non-Current		Current	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
a) Outstanding for a period exceeding six months from the due date				
Good	-	-	7.73	2.01
Doubtful	4.05	3.01	-	-
Less: Provision for doubtful debts	4.05	3.01	-	-
	<u>-</u>	<u>-</u>	<u>7.73</u>	<u>2.01</u>
Carried Over	-	-	7.73	2.01

15. TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise specified)

	Non-Current		Current	
	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
Brought Over	-	-	7.73	2.01
(b) Others				
Good	-	-	400.28	331.44
Doubtful	-	-	2.88	-
Less: Provision for doubtful debts	-	-	2.88	-
	-	-	400.28	331.44
Total	-	-	408.01	333.45

16. CASH AND BANK BALANCES

		31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
1. Cash and Cash Equivalents			
(a) Balances with Banks			
- Current Accounts	46.69		44.56
- Debit balance in Cash Credit / Overdraft Accounts	2.24		0.19
- Fixed Deposit Accounts	0.04		0.02
	<u>48.97</u>		<u>44.77</u>
(b) Cheques, Drafts on Hand	2.51		2.11
(c) Cash on Hand	0.39		0.40
		51.87	47.28
2. Other Bank Balances			
Unclaimed Dividend Accounts	1.34		1.11
Margin Money Deposits	0.28		1.70
		1.62	2.81
Total		53.49	50.09

17. REVENUE FROM OPERATIONS

		2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
(a) Sale of products (See Note 27 A and B)	6452.85		5287.84
(b) Sale of services	0.09		0.85
	<u>6452.94</u>		<u>5288.69</u>
Less: Excise duty	589.49		499.46
		5863.45	4789.23
(c) Other operating revenues			
Export benefits	15.01		15.76
Sale of scrap	20.48		21.38
Insurance and other claims	0.92		0.60
Provision no longer required	25.02		30.50
Others	24.59		15.31
		86.02	83.55
Total		5949.47	4872.78

18. OTHER INCOME	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
Dividend on Investments other than Trade :		
From Mutual Funds	3.40	3.21
From Domestic Companies	2.72	3.27
From Foreign Company	0.07	0.10
	6.19	6.58
Interest Received :		
On Government securities	0.72	0.72
On Income tax refund	-	1.70
Other	5.45	3.71
	6.17	6.13
Rent from properties	10.16	8.24
Lease Rent received under 'Own Your Wagon' scheme	0.49	0.50
Surplus on sale of Fixed Assets	1.75	2.25
Miscellaneous Income	2.14	3.48
Total	26.90	27.18

19. COST OF MATERIALS CONSUMED

Raw Material consumed [See Note 28 (A)]		
Opening Stock	321.90	408.81
Add: Purchases (including cost of raising and transporting Limestone, Shale and Laterite Rs.163.86 Crore; Previous year Rs.149.09 Crore) [See Note 29]	1712.06	1197.55
	2033.96	1606.36
Less: Closing Stock	394.47	321.90
	1639.49	1284.46
Dyes, Colour and Chemicals consumed		
Opening Stock	20.03	12.54
Add: Purchases	200.97	141.00
	221.00	153.54
Less: Closing Stock	17.59	20.03
	203.41	133.51
Packing Materials Consumed		
Opening Stock	6.62	6.97
Add: Purchases	183.98	150.46
	190.60	157.43
Less: Closing Stock	7.86	6.62
	182.74	150.81
Total	2025.64	1568.78

20. PURCHASE OF STOCK-IN-TRADE

Purchase of traded goods [See Note 28 (B)]	18.29	37.58
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21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE (See Note 31)	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
Opening Stock :-		
Finished goods	240.77	220.59
Work-in-progress	194.77	183.32
Stock-in-trade	29.57	16.20
	465.11	420.11
Closing Stock :-		
Finished goods	257.17	240.77
Work-in-progress	244.00	194.77
Stock-in-trade	23.85	29.57
	525.02	465.11
	(59.91)	(45.00)
Add/(Less) : Variation in excise duty on closing and opening stock of finished goods	3.37	1.85
Total	(56.54)	(43.15)

22. EMPLOYEE BENEFITS EXPENSE

(a) Salaries, Wages, Bonus, etc.	410.75	357.47
(b) Contributions to Provident and other funds	60.66	49.28
(c) Staff welfare expenses	21.48	17.97
Total	492.89	424.72

23. FINANCE COST

Interest Expense :		
- Interest on borrowings *	312.95	230.04
- Interest - Others	54.96	50.65
	367.91	280.69
Applicable net loss on currency fluctuations and translations	31.01	6.89
Other borrowing costs	85.35	70.68
	484.27	358.26
Less :		
Borrowing costs capitalised	164.32	186.18
Total	319.95	172.08

* Net of subsidy Rs.17.89 Crore (Previous year Rs.23.44 Crore) under the Technology Upgradation Fund Scheme of the Government of India.

24. OTHER EXPENSES

Consumption of stores and spares	258.86	242.47
Job work charges	18.42	9.43
Power, Fuel and Water	1411.12	1187.27
Buildings repairs	15.68	16.17
Carried Over	1704.08	1455.34

24. OTHER EXPENSES		2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
	Brought Over	1704.08	1455.34
	Machinery repairs	77.42	73.06
	Floriculture cultivation expenses	0.28	1.07
	Rent	19.75	18.59
	Rates and Taxes	4.54	3.69
	Insurance	7.66	6.95
	Freight, forwarding, octroi, etc.	819.27	697.38
	Advertisement and publicity	9.98	11.67
	Loss on foreign currency fluctuations and translations (net) (Other than considered under Note 23)	5.67	6.50
	Advances, loans and other debit balances written off	0.84	0.43
	Commission	41.83	39.47
	Brokerage, discounts, incentives, etc.	5.32	6.63
	Director's Commission, fees and travelling expenses	0.43	0.13
	Bad debts	0.21	0.39
	Loss on sale/discardment of fixed assets	2.63	1.73
	Loss on sale of Investments	0.07	-
	Provision for doubtful debts and advances	4.00	1.00
	Other expenses	44.46	23.14
	Miscellaneous expenses	159.56	131.34
	Total	2908.00	2478.51

25. (a) Trade payables include (i) Rs. 0.41 Crore (31.03.2012 - Rs.1.82 Crore) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME); and (ii) Rs. 359.46 Crore (31.03.2012 - Rs. 305.73 Crore) due to other creditors.
- (b) The amount due to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006 ('MSMED Act'), based on information available with the Company.

(Rs.in Crore)

Sr.No.	Particulars	31.03.2013	31.03.2012
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.41	1.82
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointment day during the year	-	0.08
4	Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointment day during the year	-	(Rs.4125)
5	Interest due and payable towards suppliers registered under MSMED Act, for payment already made	-	-
6	Further interest remaining due and payable for earlier years	-	-

26. Provision for disputed matters in respect of known contractual risks, litigation cases and pending assessments in respect of taxes, duties and other levies / claims, the actual outflow on which will depend on the outcome of the respective proceedings.

The movements in the above account are summarized below:-

(Rs. in Crore)

Sr. No.	Nature of liability	As at 31.03.2012	Amounts provided for during the year	Amounts paid / written back during the year	As at 31.03.2013
1	Water Charges	62.95	3.79	2.58	64.15
2	Octroi Duty	37.53	1.23	0.22	38.54
3	Mandi Samiti Shulk and Interest thereon	40.09	11.63	-	51.72
4	Entry Tax / Sales Tax	55.02	18.54	0.23	73.34
5	Excise Duty	7.30	-	-	7.30
6	Lease Tax and Interest thereon	3.79	0.28	-	4.07
7	Cess	12.13	2.36	1.42	13.07
8	Reimbursement of Taxes to suppliers, etc.	22.16	1.22	-	23.38
9	Claims against Lease Rentals	5.32	0.03	-	5.35
10	Others	8.06	9.20	2.56	14.70
	Total	254.35	48.28	7.01	295.62

27. SALES (Gross) :

	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
Class of Goods		
(A) Sale of Products (Manufactured) :		
Cotton Fabric	435.72	274.03
Cotton Yarn	107.93	55.36
Denim Cloth	214.95	224.40
Rayon Yarn	690.25	567.51
Tyre Yarn and Fabric	106.35	121.38
Cement and Clinker	3493.02	3075.49
Pulp & Paper	1219.01	801.52
Others	158.24	137.49
(B) Goods traded in :		
Garments	22.12	29.39
Cotton Fabrics	4.80	0.46
Others	0.46	0.81
Total	6452.85	5287.84

Sales are net of cash discounts Rs. 45.75 Crore (2011-2012 Rs. 39.94 Crore)

28. RAW MATERIALS CONSUMED, PURCHASE OF GOODS FOR TRADE AND IMPORTED AND INDIGENOUS MATERIAL CONSUMPTION:	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)		
(A) Raw Materials Consumed :				
Cotton	223.00	262.61		
Wood Pulp	127.49	122.56		
Limestone	189.95	166.28		
Pozzolana	148.99	124.28		
Eucalyptus Wood	254.89	128.02		
Pulp for Paper	163.99	74.90		
Others	531.18	405.81		
Total	1639.49	1284.46		
(B) Purchase of Stock in Trade:				
Garments	7.33	29.61		
Fabrics	5.92	7.01		
Made-Ups	4.55	0.76		
Others	0.49	0.20		
Total	18.29	37.58		
(C) Imported and Indigenous Consumption of Raw Material:				
	2012-2013		2011-2012	
	(Rs. in Crore)	Percentage	(Rs. in Crore)	Percentage
Raw Materials :				
Imported	360.73	22.00	237.28	18.47
Indigenous	1278.76	78.00	1047.18	81.53
	1639.49	100.00	1284.46	100.00

29. COST OF RAISING AND TRANSPORTING LIMESTONE AND LATERITE :	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
Stores and Spare Parts consumed	22.94	21.73
Power and Fuel	13.77	14.09
Building Repairs	1.18	0.98
Machinery Repairs	2.13	3.10
Royalty and Cess	52.42	53.28
Payments to and Provisions for employees	14.19	11.87
Insurance	0.15	0.15
Hire Charges of Mining Equipments	43.03	33.79
Other Expenses	9.63	8.15
	159.44	147.14
Depreciation and Amortisation	4.42	1.95
Total	163.86	149.09

30. IMPORTED AND INDIGENOUS CONSUMPTION OF SPARE PARTS:	2012-2013		2011-2012	
	(Rs. in Crore)	Percentage	(Rs. in Crore)	Percentage
Spare Parts				
Imported	30.65	18.59	27.33	15.83
Indigenous	134.24	81.41	145.27	84.17
	<u>164.89</u>	<u>100.00</u>	<u>172.60</u>	<u>100.00</u>

31. DETAILS OF INVENTORIES :	2012-13 (Rs. in Crore)	2011-12 (Rs. in Crore)
Class of Goods		
(A) Finished Goods		
Cotton Fabric	20.70	45.96
Cotton Yarn	1.75	3.81
Denim Cloth	19.91	14.75
Rayon Yarn	15.57	47.00
Tyre Yarn and Fabric	22.70	8.09
Cement	122.00	83.71
Paper (including Paper Board/Straw Board)	1.03	0.89
Rayon and/or Paper Grade Pulp	17.65	19.44
Bagasse Based Paper	3.19	4.30
Recycle Based Paper	3.42	0.18
Prime Grade Tissue Paper	11.68	5.61
Multilayer Packaging Board	14.85	4.85
Others	2.72	2.18
Total	<u>257.17</u>	<u>240.77</u>
(B) Goods traded in :		
Garments	18.21	24.22
Cotton Fabrics	5.64	5.35
Total	<u>23.85</u>	<u>29.57</u>
(C) Work in Progress :		
Cotton Fabric	70.38	56.26
Cotton Yarn	1.48	1.20
Denim Cloth	9.02	10.96
Rayon Yarn	7.67	8.22
Tyre Yarn and Fabric	0.91	1.68
Cement	50.49	14.46
Paper (including Paper Board/Straw Board)	1.27	0.49
Rayon and/or Paper Grade Pulp	-	0.13
Bagasse Based Paper	89.09	95.61
Recycle Based Paper	3.96	0.43
Prime Grade Tissue Paper	2.46	2.26
Multilayer Packaging Board	2.67	0.96
Chemicals	4.60	2.11
Total	<u>244.00</u>	<u>194.77</u>

32. CONTINGENT LIABILITIES NOT PROVIDED FOR	31.3.2013 (Rs. in Crore)	31.3.2012 (Rs. In Crore)
(a) (i) Claims against the Company not acknowledged as debts in respect of :		
- Custom Duty and Excise Duty	18.53	17.98
- Sales Tax and Entry Tax	105.32	94.46
- Power Charges	12.48	15.10
- Royalty	310.98	281.52
- Others	13.88	17.57
(ii) Claims not acknowledged as debts jointly with other members of "Business Consortium of Companies" in which the Company had an interest (proportionate)	20.02	19.19
(b) Disputed income tax matters under appeal	14.26	13.18
(c) Registration and Road Tax on Dumper of Cement Division		Amount not determinable
(d) Liability on account of jute packaging obligation upto 30th June, 1997 under the Jute Packaging Materials (Compulsory use in Packing Commodities) Act,1987 –		Amount not determinable
(e) The Competition Commission of India (CCI) has vide its order dated 20th June, 2012, upheld the complaint filed by the Builders Association of India alleging cartelisation against certain cement manufacturing companies, including the Company. The CCI has imposed a penalty on the Company. Based on a legal opinion, the Company believes that it has a good case and has filed an appeal against the Order before the Competition Appellate Tribunal.	274.02	-
Future cash flows in respect of item No.32 (a) to (e) above are determinable only on receipt of judgements / decisions pending with various forums / authorities.)		
(f) Guarantees given by the Company's bankers	22.48	2.41
Guarantees have been given by the Company's bankers in the normal course of business and are not expected to result in any liability on the Company		
(g) Undertaking given by the Company under concessional duty / exemption scheme to government authorities (net of obligation fulfilled)	632.08	696.79

33. COMMITMENTS

(a) Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances)	588.89	751.13
(b) Lease rental obligation :		
- not later than one year	7.50	7.36
- later than one year and not later than five years	7.95	7.66
- later than five years	2.57	1.76
(c) Lease rental income :		
- not later than one year	8.70	5.58
- later than one year but not later than five years	5.17	7.51
- later than five years	1.27	1.40
These leases have an average period generally varying between 1 to 7 years and some are cancellable and others non cancellable. There are no restrictions imposed on the Company by these lease arrangements.		

	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
34. (a) C.I.F. Value of Imports (including in transit) :		
Raw Materials	278.87	253.97
Spare Parts, etc.	45.72	42.34
Capital Goods	116.13	103.91
(b) Expenditure in Foreign Currency : (including expenses capitalised)		
Interest and Finance charges	9.48	16.10
Technical Supervision charges	1.30	20.12
Commission	6.16	0.72
Compensation paid	4.17	-
Other Matters	4.03	4.51

35. (a) Earnings in Foreign Currency :		
F.O.B. value of exports	322.03	296.08
Dividend	0.07	0.10
Others	0.10	0.64
(b) Total exports during the year :		
Exports in Foreign Currency	334.08	306.01
Exports in Indian Currency	36.91	49.10
	370.99	355.11
Sales to Merchants - For exports	36.83	11.93
Deemed exports	7.05	-
	414.87	367.04

36. Disclosures of Derivatives	(In Crore)		
	31.03.2013	31.03.2013	31.03.2013
	Forward	Forward	Forward
Foreign Currency	USD	EURO	CAD
(a) Hedging commitments outstanding :			
1) Debtors	0.09	0.44	-
	(0.28)	(0.40)	(-)
2) Creditors	0.54	-	-
	(1.09)	(0.01)	(-)
3) Loan taken	2.50	1.33	-
	(0.41)	(7.84)	(0.24)
4) Other payables	-	0.01	-
	(0.28)	(0.50)	-
5) Other Receivables	-	-	-
	(1.33)	(0.16)	(-)

(b) The aforesaid derivative contracts have been entered into for hedging purposes.

(In Crore)

36. DISCLOSURES OF DERIVATIVES	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013
Foreign Currency	USD	GBP	EURO	SEK	CHF
(c) Uncovered risks :					
1) Debtors	0.24 (0.04)	-	-	-	-
2) Creditors	0.01 (-)	-	0.04 (0.01)	-	-
3) Loan taken	0.47 (-)	-	0.62 (-)	-	-
4) Other receivables	0.20 (0.12)	-	0.02 (0.66)	0.10 (-)	-
5) Other payables	0.52 (0.01)	-	0.08 (0.02)	-	-

* At Actuals

Note : Previous year figures are given in brackets.

37. Revenue expenditure on research and development activities relating to Government recognised in-house research and development laboratories incurred and charged out during the year through the natural heads of account, aggregate Rs.0.74 Crore (2011-2012 Rs. 0.60 Crore). No capital expenditure on research and development has been incurred during the year (2011-12 Rs.Nil)

38. RELATED PARTY INFORMATION

1 Relationships :

- (a) Where significant influence exists :
- (i) M/s Piani Investment and Industries Corporation Limited
 - (ii) M/s Kesoram Insurance Broking Services Limited
 - (iii) M/s Vasavadatta Services Limited
 - (iv) M/s Industry House Limited
 - (v) M/s Bander Coal Company Private Limited
- (b) Key Management Personnel :
- Shri B.L. Jain (Whole-time Director)
- (c) Other Related Parties :
- (1) Shri B.K. Birla
 - (2) M/s Kesoram Industries Limited
 - (3) M/s Century Enka Limited
 - (4) M/s Jayshree Tea & Industries Limited

Note : The parties listed under 1(c) above, are strictly not 'related parties' as per the requirements of AS-18, but are being included herein for making the Financial Statements more transparent.

2 Transactions with related parties :

(Rs. in Crore)

Particulars	Related Parties		
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Purchases :			
Goods and Material			
(1) M/s Kesoram Industries Limited	---	---	2.11
	(---)	(---)	(1.50)
Sales :			
Goods and Material			
(1) M/s Kesoram Industries Limited	---	---	42.35
	(---)	(---)	(55.36)
(2) Others	---	---	0.06
	(---)	(---)	(0.04)
Expenses :			
Rent and Other Services			
(1) M/s Industry House Limited	0.41	---	---
	(0.45)	(---)	(---)
(2) M/s Kesoram Industries Limited	---	---	0.24
	(---)	(---)	(0.27)
Directors Fees and Expenses			
(1) Shri B.K. Birla	---	---	0.01
	(---)	(---)	(0.01)
Remuneration	---	2.39	---
	(---)	(1.94)	(---)
Income :			
Rent and Other Services			
(1) M/s Kesoram Industries Limited	---	---	0.10
	(---)	(---)	(0.10)
(2) M/s Century Enka Limited	---	---	0.12
	(Rs.1750)	(---)	(0.01)
Outstandings :			
Payable			
(1) M/s Industry House Limited	0.26	---	---
	(0.34)	(---)	(---)
(2) M/s Kesoram Industries Limited	---	---	0.06
	(---)	(---)	(0.02)
(3) Remuneration	---	0.19	---
	(---)	(---)	(---)
Receivable			
(1) M/s Kesoram Industries Limited	---	---	3.75
	(---)	(---)	(1.77)
Deposit Received			
(1) M/s Kesoram Industries Limited	---	---	0.04
	(---)	(---)	(0.04)
(2) M/s Century Enka Limited	---	---	0.12
	(---)	(---)	(---)

Note:- Previous year Figures are given in brackets

39. SEGMENT INFORMATION

A. Information about Business Segment - Primary

(Rs. in Crore)

S.No. Particulars	Textile		Cement		Pulp and Paper		Others		Total	
	2012-2013	2011-2012	2012-2013	2011-2012	2012-2013	2011-2012	2012-2013	2011-2012	2012-2013	2011-2012
1 Segment Revenue										
Sales of products	1593.95	1296.92	3047.99	2685.27	1281.89	870.46	115.51	104.51	6039.34	4957.16
Less: Inter Segment Revenue	56.73	64.91	27.93	23.54	91.23	79.48	-	-	175.89	167.93
Net Revenue from Operations	1537.22	1232.01	3020.06	2661.73	1190.66	790.98	115.51	104.51	5863.45	4789.23
2 Result										
Segment Result	74.48	(35.28)	349.23	296.96	(188.56)	(61.13)	20.84	13.11	255.99	213.66
Add / (Less) :										
Inter Segment (Profit) / Loss									(0.70)	3.60
Net Segment Result									255.29	217.26
Unallocated Corporate Expense (Net of Income)									6.55	22.63
Operating Profit									248.74	194.63
Less: Finance Cost									319.95	172.08
Total Profit / (Loss) before Tax									(71.21)	22.55
Add / (Less) :										
(Short)/Excess Provision for Income Tax									16.90	(1.62)
Provision for Current Tax									-	-
Deferred Tax Credit									19.82	1.20
Net Profit after tax									(34.49)	22.13
3 Other Information										
Segment Assets @	1488.05	1517.65	2554.57	1725.97	3295.07	3341.00	666.12	476.25	8003.81	7060.87
Add: Unallocated Common Assets									256.61	231.24
Total Assets									8260.42	7292.11
Segment Liabilities @	246.55	231.86	590.96	458.41	240.24	208.03	46.48	124.19	1124.23	1022.49
Add: Unallocated Common Liabilities									5331.24	4370.70
Total Liabilities									6455.47	5393.19
4 Capital Expenditure during the year (excluding advances)	84.86	21.45	739.52	453.21	68.10	405.19	193.84	156.05	1086.32	1035.90
Add: Unallocated Capital Expenditure									-	-
									1086.32	1035.90
5 Depreciation and amortisation *	100.52	101.16	85.44	73.34	170.32	81.53	3.81	3.89	360.09	259.92
Add: Unallocated Depreciation									0.28	0.25
									360.37	260.17
6 Non Cash Expenditure	-	-	-	-	-	-	-	-	-	-
Add: Unallocated Non Cash Expenditure									-	-
									-	-

* Includes charged to Cost of Raising and transporting Limestone and Laterite.

@ Including projects under implementation.

39. SEGMENT INFORMATION

B. Secondary Segment - Geographical by Customers

S.No.	Particulars	(Rs. in Crore) 2012-2013	(Rs. in Crore) 2011-2012
1	Segment Revenue		
	In India	5492.46	4434.12
	Outside India	370.99	355.11
	Total	5863.45	4789.23
2	Carrying Cost of Assets by location of Assets		
	In India	7956.27	7015.59
	Outside India	47.54	45.28
	Total	8003.81	7060.87
	Unallocated	256.61	231.24
	Total	8260.42	7292.11
3	Addition to Assets and Intangible Assets		
	In India	1086.32	1035.90
	Outside India	-	-
	Total	1086.32	1035.90
	Unallocated	-	-
	Total	1086.32	1035.90

C. Other Disclosures

- Segments have been identified taking into account the organisation structure as well as the differing risks and returns.
- The Company has disclosed business segments as the primary segment.
- Composition of the business segments

Name of the Segment	Types of products / services comprise of :
a. Textiles	Yarn, cloth and denim cloth, viscose filament yarn and tyre yarn.
b. Pulp and Paper	Pulp, writing & printing paper, tissue paper, multilayer packaging board and fibre line.
c. Cement	Cement and clinker.
d. Others	Salt works, chemicals, floriculture and real estate.
- Inter segment revenues are recognised at the works / factory costs of the transferor unit / division or at the sales price.
- The Segment revenue, results, assets and liabilities include the respective amounts identifiable to each segment and amounts allocated on a reasonable basis.

40. DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 - "EMPLOYEE BENEFITS".

(a) An amount of Rs 12.76 Crore (2011-2012 Rs. 11.54 Crore) as contribution towards defined contribution plans is recognised as expense in statement of Profit and Loss.

(b) The disclosures in respect of the Defined Benefit Gratuity Plan are given below :

	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)
(i) Changes in present value of obligations		
Present value of obligations as at the beginning of the year	142.14	126.17
Interest Cost	11.58	10.10
Current Service Cost	14.19	15.64
Benefits Paid	(11.86)	(14.68)
Actuarial (gain) / loss on obligation	15.45	4.91
Present value of obligations as at the end of the year	171.50	142.14
(ii) Changes in Fair Value of plan assets		
Fair value of plan assets as at the beginning of the year	130.74	130.35
Expected return on Plan Assets	11.71	10.06
Contributions	25.90	5.54
Benefits Paid	(11.86)	(14.68)
Actuarial gain / (loss) on Plan Assets	1.49	(0.53)
Fair value of plan assets as at the end of the year	157.98	130.74
(iii) Amounts to be recognised in the Balance Sheet		
Present value of obligations as at the end of the year	171.50	142.14
Fair Value of Plan Assets as at the end of the year	157.98	130.74
Funded Status	(13.52)	(11.40)
Net Asset / (Liability) recognised in the Balance Sheet	(13.52)	(11.40)
(iv) Expense recognised in the Statement of Profit and Loss		
Current Service Cost	14.19	15.64
Interest Cost	11.58	10.10
Expected return on Plan Assets	(11.71)	(10.06)
Net Actuarial (gain)/loss on Plan Assets for the period	13.96	5.44
Expense recognised in the statement of Profit and Loss	28.01	21.12
(v) Percentage of major category of plan assets to total plan assets as at the end of the year		
Bank Deposit, etc.	13%	14%
Debt Instruments	87%	86%

	31.03.2013 (Rs. in Crore)	31.03.2012 (Rs. in Crore)	31.03.2011 (Rs. in Crore)	31.03.2010 (Rs. in Crore)	31.03.2009 (Rs. in Crore)
(vi) Assumptions :					
Mortality	LIC(1994-96)Ult	LIC(1994-96)Ult	LIC(1994-96)Ult	LIC(1994-96)Ult	LIC(1994-96)Ult
Discount Rate	8.15%	8.60%	8.50%	7.50%	7.50%
Rate of Increase in compensation	3 to 6 %	2 to 7 %	3 to 6 %	3 to 6 %	3 to 6 %
Rate of return (expected) on plan assets	8.50%	8.00%	8.00%	8.00%	8.00%
Withdrawal Plan	1% to 11%	1% to 10%	1% to 11%	1% to 10%	0.80% to 6%
Present value of obligations	171.50	142.14	126.17	119.22	114.41
Fair Value of plan assets	157.98	130.74	130.35	119.42	108.16
Surplus or (Deficit) in the plan	(13.52)	(11.40)	4.18	0.20	(6.25)
Experience Adjustment - (Gain) / Loss	(2.64)	0.53	(12.30)	(31.24)	8.20

The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

Provident Fund Liability :

In case of certain employees, the Provident fund contribution is made to trusts administered by the Company. In terms of guidance note Issued by the Institute of Actuaries of India, the Actuary has provided a valuation of Provident fund liability based on the assumptions listed and determined that there is no shortfall as at 31st March, 2013.

The assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

Remaining term of maturity - 11 to 18 years

Expected guaranteed interest rate - 8.5%

Discount rate for the remaining term to maturity of interest portfolio - 8.02%

- 41.** In view of loss during the year, the Company has not created debenture redemption reserve in respect of secured redeemable non convertible debentures.

	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
42. COMPUTATION OF PROFIT FOR EARNINGS PER SHARE:		
Profit for the year after tax	(34.49)	22.13
Weighted average number of equity shares outstanding during the year	93045680	93045680
Basic and diluted earnings per equity share (in Rupees)	(3.71)	2.38

- 43.** Unclaimed fixed deposits amounting to Rs.22,500 [31.3.2012 Rs.22,500] and Rs. 3150 [31.3.2012 Rs.3,150] being interest accrued and due thereon remain unpaid in view of the internal disputes between the claimants which has been referred to the Court whose decision is awaited.

	2012-2013 (Rs. in Crore)	2011-2012 (Rs. in Crore)
44. AUDITOR'S REMUNERATION :		
(a) Statutory Auditors :		
As Auditors	1.33	1.19
In Other Capacity :		
Tax Audit Fees	0.22	0.17
Certificates and other jobs	0.64	0.40
	0.86	0.57
For Expenses	0.17	0.14
Total	2.36	1.90

- 45.** Trade payable includes acceptances of Rs. 107.12 Crore (31.03.2012 Rs. 72.39 Crore).
- 46.** Figures less than Rs.50,000 have been shown at actuals in brackets, since the figures are rounded off to the nearest lac.
- 47.** Previous year's figures have been regrouped / recast wherever necessary.
- 48.** Significant Accounting Policies followed by the Company are as stated in the statement annexed as Annexure I.

As per our report of even date
For **DALAL AND SHAH**
Firm Registration Number 102021 W
Chartered Accountants

B. K. BIRLA, Chairman

S. VENKATESH
Partner
Membership No: 037942
Mumbai : 15th May, 2013

D. K. AGRAWAL
President (Corporate Finance) &
Secretary
Mumbai : 15th May, 2013

B. L. JAIN
Whole-time Director

Directors
KUMAR MANGALAM BIRLA
PRADIP KUMAR DAGA
ARVIND C. DALAL
AMAL GANGULI

Annexure I

Statement referred to in Note 48 to the Financial Statements for the year ended 31st March, 2013.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

I. BASIS OF ACCOUNTING:

The financial statements have been prepared on an accrual basis and under the historical cost convention and in compliance, in all material aspects, with the applicable accounting principles in India, the applicable accounting standards notified under Section 211 (3) (c) and the other relevant provisions of the Companies Act, 1956.

All the 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 Schedule VI to the Companies Act, 1956. 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.

II. USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known.

III. REVENUE RECOGNITION:

- a) Revenue/Income and Cost/Expenditure are generally accounted for on accrual as they are earned or incurred, except in case of significant uncertainties.
- b) Export Benefits are recognised in the year of export.
- c) Sale of goods is recognised on transfer of significant risks and rewards of ownership which is generally on the despatch of goods. Export sales are accounted for on the basis of the dates of 'On board bill of lading'.

IV. FIXED ASSETS AND DEPRECIATION / AMORTISATION:

A) FIXED ASSETS:

Fixed assets are carried at cost of acquisition or construction or at revalued amounts, less accumulated depreciation and amortisation.

B) DEPRECIATION / AMORTISATION:

a) LEASEHOLD LAND:

Cost of leasehold land is amortised over the lease period.

b) OTHER FIXED ASSETS:

- i) Improvements to leased premises are amortised over the period of the lease / charged off on premature termination of lease.
- ii) Depreciation on all assets is provided on the straight line method in accordance with the provisions of Section 205 (2) (b) of the Companies Act, 1956 over their useful lives or determined on the basis of rates prescribed in Schedule XIV to the Companies Act, 1956.
- iii) Depreciation on additions to fixed assets or on sale/disposal of fixed assets is calculated pro-rata from the month of such addition, or upto the month of such sale/disposal, as the case may be.
- iv) Cost of software capitalised is amortised over a period of five years.

V. INVESTMENTS:

Investments are classified into current and long-term investments. Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments.

VI. FOREIGN CURRENCY TRANSLATIONS:

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place;

Monetary assets and liabilities in foreign currency, outstanding at the close of the year, are converted into Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. The resultant gain or loss, except to the extent it relates to long term monetary items, is charged to the Statement of Profit and Loss. Such gain or loss relating to long term monetary items for financing acquisition of depreciable capital assets, is adjusted to the acquisition cost of such asset and depreciated over its remaining useful life;

In respect of forward exchange contracts entered into to hedge foreign currency risks of existing assets and liabilities, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognised as income or expense along with the exchange differences on the underlying assets / liabilities. Profit or loss on cancellations / renewals of forward contracts is recognised during the year.

VII. INVENTORY VALUATION:

- a) Raw materials, work-in-progress, finished goods, goods for trade and stores, spares, etc. are valued at cost or net realisable value, whichever is lower.
- b) Goods in transit are valued at cost to date.
- c) 'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. The cost formulae used is either 'first in first out', or 'specific identification', or the 'average cost', as applicable.
- d) Due allowances are made for obsolete inventory based on technical estimates made by the Company.
- e) Inter-divisional transfers are valued, either at works/factory costs of the transferor unit/division, plus transport and other charges.

VIII. EMPLOYEE BENEFITS:

- a) **Short term employee benefits** are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) **Post employment benefits**
 - i. Defined contribution plans:

The Company's contribution to the superannuation scheme, state governed provident fund scheme, etc. are recognised during the year in which the related service is rendered
 - ii. Defined benefit plans:
 - Gratuity

The present value of the obligation is determined based on an actuarial valuation, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss. The fair value of the plan assets of the Trust administered by the Company, is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on a net basis;

 - Provident Fund

For certain employees, monthly contributions are made to a Trust administered by the Company. The interest rate payable by the Trust to the beneficiaries is notified by the Government. The Company has an obligation to make good the shortfall, if any, between the return on investments of the Trust and the notified interest rate.

c) Long term compensated absences are provided for on the basis of an actuarial valuation.

d) **Termination Benefits**

Termination benefits are recognised as and when incurred.

IX. GOVERNMENT GRANTS:

Grants received against specific fixed assets are adjusted to the cost of the assets. Revenue grants are recognised in the Statement of Profit and Loss in accordance with the related scheme and in the period in which these are accrued.

X. RESEARCH AND DEVELOPMENT:

Revenue expenditure, including overheads, on research and development, is charged as an expense through the natural heads of account in the year in which incurred. Expenditure which results in the creation of capital assets is capitalised and depreciation is provided on such assets as applicable.

XI. BORROWING COSTS:

Interest and other borrowing costs attributable to qualifying assets, are capitalised. Front end fees are amortised over the period of the related borrowing but not exceeding the period of five years. Other interest and borrowing costs are charged to revenue.

XII. PREMISES TAKEN ON LEASE:

For premises taken on lease, lease rentals payable are charged to revenue.

XIII. TAXATION:

Income-tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised only if there is a virtual certainty of their realisation, supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognised, only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to obtain reassurance as to realisation. Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal tax during the specified period.

XIV. IMPAIRMENT OF ASSETS:

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal / external factors, i.e. when the carrying amount of the asset exceeds the recoverable amount, an impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed or reduced if there has been a favourable change in the estimate of the recoverable amount.

XV. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving a 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. A provision is not discounted to its present value and is determined based on the last estimate required to settle an obligation at the year end. These are reviewed every year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but are disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

XVI. APPLICATION OF SECURITIES PREMIUM ACCOUNT:

Share issue expenses are charged first against the available balance in the securities premium account.

OPERATING RESULTS FOR FIVE YEARS

(Rs. in crore)

FINANCIAL YEAR	2012-13	2011-12	2010-11	2009-10	2008-09
INCOME					
Sales (Net of rebates and returns)	6452.94	5288.69	5133.40	4833.22	4215.91
Less: Excise Duty	589.49	499.46	456.24	380.32	400.22
	5863.45	4789.23	4677.16	4452.90	3815.69
Other Income (Including Operating Income)	112.92	110.73	124.91	94.67	74.97
	5976.37	4899.96	4802.07	4547.57	3890.66
EXPENDITURE					
Materials & Overheads (+/- Stock Adj.)	5371.68	4447.21	4100.94	3601.07	3199.70
PROFIT BEFORE EXCEPTIONAL ITEMS, INTEREST, DEPRECIATION AND TAX	604.69	452.75	701.13	946.50	690.96
Less : Exceptional Items (Net)	0.00	0.00	0.00	88.16	36.43
EARNING BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)	604.69	452.75	701.13	858.34	654.53
Less : Interest and Finance Charges	319.95	172.08	118.27	100.53	103.01
PROFIT BEFORE DEPRECIATION AND TAX	284.74	280.67	582.86	757.81	551.52
Less : Depreciation (including arrears of depreciation)	355.95	258.12	239.66	234.47	231.59
Less : Tax (Net) - Including Deferred Tax	(36.72)	0.42	105.71	183.87	83.39
NET PROFIT/(LOSS)	(34.49)	22.13	237.49	339.47	236.54
DIVIDEND (%)	55.00%	55.00%	55.00%	55.00%	45.00%
CASH PROFIT AFTER TAX	321.46	280.25	477.15	573.94	468.13
BOOK VALUE PER SHARE (Rs.)	193.99	204.08	209.91	190.79	160.73

STATEMENT OF ASSETS AND LIABILITIES FOR THREE YEARS

(Rs. in Crore)

Particulars		Year ended 31.03.2013 (Audited)	Year ended 31.03.2012 (Audited)	Year ended 31.03.2011 (Audited)
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds :			
	(a) Share Capital	93.04	93.04	93.04
	(b) Reserves and Surplus	1711.91	1805.88	1860.06
	Sub-total - Shareholders' funds	1804.95	1898.92	1953.10
2	Non-current liabilities			
	(a) Long-term borrowings	3148.15	1977.10	1240.05
	(b) Deferred tax liabilities (net)	242.92	262.74	263.94
	(c) Other long-term liabilities	38.80	20.08	17.01
	(d) Long-term provisions	363.61	319.59	276.05
	Sub-total - Non-current liabilities	3793.48	2579.51	1797.05
3	Current liabilities			
	(a) Short-term borrowings	1212.50	1444.80	1381.47
	(b) Trade Payables	359.87	307.55	411.74
	(c) Other Current liabilities	987.22	968.83	764.38
	(d) Short-term provisions	102.40	92.50	79.98
	Sub-total - current liabilities	2661.99	2813.68	2637.57
	TOTAL - EQUITY AND LIABILITIES	8260.42	7292.11	6387.72
B	ASSETS			
1	Non current assets			
	(a) Fixed assets	5943.63	5221.12	4397.47
	(b) Non-current investments	73.78	69.28	68.36
	(c) Long-term loans and advances	290.45	288.03	265.82
	(d) Other non-current assets	19.64	16.69	4.98
	Sub-total - Non-current assets	6327.50	5595.12	4736.63
2	Current assets			
	(a) Current investments	-	2.07	-
	(b) Inventories	1203.79	1095.24	1070.66
	(c) Trade receivables	408.01	333.45	307.15
	(d) Cash and cash equivalents	53.49	50.09	40.64
	(e) Short-term loans and advances	237.76	198.86	201.60
	(f) Other current assets	29.87	17.28	31.04
	Sub-total - current assets	1932.92	1696.99	1651.09
	TOTAL ASSETS	8260.42	7292.11	6387.72

ATTENDANCE SLIP**Century Textiles and Industries Limited**

Registered Office : Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT ENTRANCE OF THE MEETING HALL

DP. Id*	
Client Id*	

Folio No.	
-----------	--

NAME AND ADDRESS OF THE SHAREHOLDER _____

No. of shares held _____

I/We certify that I am/We are the registered shareholder(s) / Proxy for the registered shareholder(s) of the Company.

I/We hereby record my/our presence at the 116th ANNUAL GENERAL MEETING at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai- 400 018 on Wednesday, the 24th July, 2013 at 3.30 P.M.Signature of the Shareholder(s) 1. _____ 2. _____
3. _____ 4. _____

Signature of the Proxyholder 1. _____

* Applicable for investors holding shares in electronic form.

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Century Textiles and Industries Limited**PROXY FORM**

Registered Office : Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

DP. Id*	
Client Id*	

Folio No.	
-----------	--

I/We _____

being a Member/Members of CENTURY TEXTILES AND INDUSTRIES LTD. hereby appoint

_____ of _____

(or failing him) _____ of _____

(or failing him) _____ of _____

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 116th Annual General Meeting of the Company to be held on Wednesday, the 24th July, 2013 at 3.30 p.m. and at any adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2013

Signature _____

15 Paise
Revenue
Stamp

* Applicable for investors holding shares in electronic form.

Note : The Proxy must be deposited at the Registered Office of the Company at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai-400 030 not less than 48 hours before the time for holding the Meeting. The proxy need not be a member of the Company.



BIRLA CENTURY

A Division of Century Textiles and Industries Limited

PREMIUM EXPORT PRODUCTS



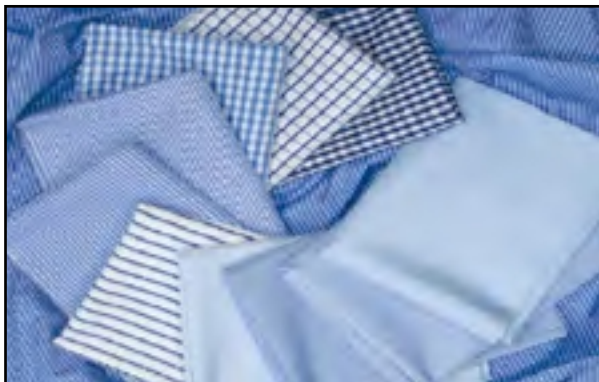
HIGHER THREAD COUNT BEDLINEN SET
FOR EXPORT TO US POLO ASSN, USA.



HIGH END POPLIN FABRIC EXPORT TO
BANGLADESH FOR CONVERSION IN
GARMENT FOR BRAND UNIQLO, JAPAN.



LUXURY SATIN BEDLINEN SET FOR
EXPORT TO BRAND RALPH LAUREN, USA.



SUPERFINE YARN DYED SHIRTINGS FOR
EXPORT TO U.K., SINGAPORE & U.A.E.



FINE COUNT SATIN BEDLINEN SET
FOR EXPORTS TO BRAND DKNY, USA.



B K BIRLA GROUP OF COMPANIES

The Group Logo - As represented by the 21st Century Atlas

Atlas, the Titan - Collective Strength

Atlas, bearer of the heavens is synonymous with vast, all encompassing strength and is used to symbolise the Group's own collective strength. It reflects the combined qualities of astute and dynamic management while emphasising the Group's tenacity, consistency, reliability and overall leadership.

The Sun - Enlightenment and Growth

The Sun, as a source of infinite energy and inspiration, is used here in conjunction with the Atlas head to represent the vitality and powerful presence of the Group - both in its industrial prowess and its financial, technological and intellectual skills.

The Earth Segments - Diversified Activities

Each of the latitudes around the Titan represent various sections - industrial, agricultural, financial and other activities of the Group. As with the infinite variety of the world, so is the strength of the Group, made up of its diverse activities.

The Globe - Global Vision

The Group's global presence and vision is reflected in the entirety of the Earth's sphere.

The Base - Solid Foundations

The strength of the entire edifice depends upon the strength of the foundation embedded in the bedrock, represented here by the Group Name.

The Symmetry - The Resilience, Versatility, and Stability

Seen in its entirety, each of the elements -Atlas, the Sun, the Earth divisions, the Globe and the Base, together sum up a well conceptualised and balanced conglomerate.

STRONG FOUNDATION • SUSTAINED GROWTH • PROVEN LEADERSHIP

CENTURY TEXTILES AND INDUSTRIES LIMITED

Regd. Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030

Company's Website: www.centurytextind.com

CENTURY TEXTILES AND INDUSTRIES LIMITED

FORM 'A'

**Under clause 31(a) of the Listing Agreement with Stock Exchanges regarding
covering letter of the annual audit report to be filed with Stock Exchanges**

1.	Name of the Company	Century Textiles and Industries Limited
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by	
	CEO	Shri B.L. Jain <i>Bhajan</i>
	CFO	Shri D.K Agrawal <i>Deepraj</i>
	Auditor of the Company	Dalal & Shah <i>Dalal & Shah</i>
	Audit Committee Chairman	Shri Arvind C. Dalal <i>Arvind C Dalal</i>

