



Lifting

Moving

Storing

53rd ANNUAL REPORT 2014-2015

HERCULES HOISTS LIMITED

Material Handling. Delivered.

hbjaj group

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
PROFIT & LOSS ACCOUNT							
Gross Sales	10,378.15	11147.80	13,372.91	12,971.39	12,748.32	8,830.27	10,248.55
Net Sales	9,482.49	10093.00	12,034.89	11,789.69	11,635.11	8,167.40	9,141.70
Sale of Power Units Generated	265.68	312.11	308.47	275.76	223.86	272.56	244.18
Other Income	973.12	1072.90	1,164.78	955.20	559.81	497.95	330.91
Gross Revenue	10,721.29	11,478.00	13,508.14	13,020.65	12,418.78	8,937.91	9,716.79
Cost of Material	5,693.14	5944.02	6,518.55	6,108.04	5,687.54	4,775.13	4,757.21
Operating & Other Expenses	3,008.93	2521.42	2,680.81	2,277.15	2,129.18	1,497.34	1,675.78
Interest & Finance Expenses	-	0.00	10.11	5.51	24.29	46.99	76.01
Depreciation/Amortisation	259.30	199.91	201.79	203.32	202.65	196.99	175.71
Profit Before tax and extra ordinary items	1,759.93	2,812.65	4,096.88	4,426.64	4,375.12	2,421.46	3,032.08
Extra Ordinary Items	-	-	-	-	-	392.70	-
Profit Before tax	1,759.93	2,812.65	4,096.88	4,426.64	4,375.12	2,028.76	3,032.08
Current Tax (IncomeTax)	535.40	804.97	1201.99	1,274.00	1,369.55	712.61	1,035.93
Deferred Tax	(31.48)	22.34	52.14	41.56	30.68	(88.95)	(0.06)
Fringe Benefit Tax	-	-	-	-	-	-	7.60
Adjustment for earlier years	(8.45)	8.95	(10.35)	19.42	(16.07)	(34.03)	71.37
Profit After Tax & Adjustment for earlier Years	1,264.46	1,976.39	2,853.10	3,091.66	2,990.96	1,439.13	1,917.24
Dividend -Interim / Proposed Dividend	480.00	480.00	560.00	560.00	480.00	320.00	320.00
Dividend Distribution Tax	97.72	81.58	95.17	90.85	77.87	53.15	54.38
Retained Profit	686.74	1,414.81	2,197.93	2,440.82	2,433.09	1,065.98	1,542.86
BALANCE SHEET							
Net Worth	18,021.80	17400.31	15,985.50	13,787.57	11,346.76	8,913.67	7,847.68
Loan Funds							
- Secured Loan	-	-	-	-	-	397.78	531.77
- Unsecured Loan	39.00	37.02	31.02	23.52	22.02	22.02	22.12
Deferred Tax Liability (Net)	417.56	482.65	460.31	408.17	366.60	335.92	424.87
Total Sources of Funds	18,478.36	17,919.99	16,476.83	14,219.26	11,735.38	9,669.39	8,826.44
Fixed Assets & Intangible Assets							
- Gross (including Capital WIP)	4,907.01	4630.83	4,531.62	4,468.70	4,666.20	4,400.74	4,195.04
- Net	2,684.11	2746.47	2,846.47	2,976.84	3,361.95	3,292.51	3,230.65
Investments	4,362.40	3977.95	2,427.95	2,259.27	2,457.27	1,147.04	1,573.32
Long term Loans & Advances	1,027.46	1016.68	915.91	489.93	312.94	635.35	251.76
Current Assets	13,457.03	13248.13	12,697.92	10,577.53	7,820.46	6,254.73	5,015.25
Current Liabilities	(2,368.84)	(2449.81)	(1,714.81)	(1,377.82)	(1,567.63)	(1,212.95)	(794.55)
Provisions	(683.80)	(619.44)	(696.60)	(706.48)	(649.61)	(447.29)	(449.99)
Miscellaneous Expenditure	-	-	-	-	-	-	-
Total Application of Funds	18,478.36	17,919.99	16,476.83	14,219.26	11,735.38	9,669.39	8,826.44
RATIOS and STATISTICS							
Proprietary Ratio	0.83:1	0.83:1	0.85:1	0.85:1	0.81:1	0.79:1	0.78:1
Debt Equity Ratio	0:1	0:1	0:1	0:1	0:1	0.05:1	0.07:1
Current Ratio	5.68:1	4.32:1	5.27:1	5.07:1	3.53:1	3.77 :1	4.03:1
Return on Proprietor's Fund	7.02%	11.36%	17.85%	22.42%	26.36%	16.15%	24.43%
Return on Capital Employed	9.52%	15.70%	24.93%	31.17%	37.49%	25.53%	35.21%
Operating Ratio	34.47%	26.96%	24.04%	21.09%	20.25%	21.32%	21.08%
Net Profit Ratio	13.33%	19.58%	23.71%	26.22%	25.71%	17.62%	20.97%
Dividend Per Share (Rs.)	1.50	1.50	1.75	3.50	3.00	2.00	2.00
Earning per Equity Share (Rs.)	3.95	6.18	8.92	19.32	18.70	8.99	11.98
Price Earning Ratio	42.89	18.62	11.75	13.13	12.22	25.60	7.22
Book Value per Equity Share (Rs.)	56.32	54.38	49.95	86.17	70.92	55.71	49.05
No. of Equity Shareholders	8,207	9648	9816	9146	9147	8865	9302
No. of Employees	119	121	116	113	108	99	143

Note:

- 1) Proprietary Ratio = (Equity Capital + Reserves & Surplus - Miscellaneous Expenses) / Total Assets
- 2) Debt Equity Ratio = Debt / Equity
- 3) Current Ratio = Current Assets / Current Liabilities
- 4) Return on Proprietor's Funds = Profit After Tax / (Equity Capital + Reserves & Surplus - Miscellaneous Expenses)
- 5) Return on Capital Employed = Profit Before Tax / (Equity Capital + Reserves & Surplus + Loan Funds - Miscellaneous Expenses)
- 6) Operating Ratio = (Operating & Other Expenses + Depreciation/Amortisation + Interest & Finance Expenses) / Net Sales
- 7) Net Profit Ratio = Profit After Tax / Net Sales
- 8) Price Earning Ratio = Market Price Per Share / Earning Per Share



HERCULES HOISTS LIMITED

53rd ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

Shekhar Bajaj - *Chairman*
Vinaya L Mehrotra
H A Nevatia (*Whole-time Director*)
Klaus Carl Uebel
Naresh Chandra
Kishorilal F Jhunjhunwala
Mukul M Upadhyaya
Gaurav V Nevatia
Tushar P Shah
Shruti Jatia (*Additional Director from Nov. 12, 2014*)

MANAGEMENT TEAM

Prakash Subramaniam (*President & CEO*)
Vivek Mahendru (*Vice President-Operations*)
Vijay Singh (*Chief Financial Officer*)

COMPANY SECRETARY

Kiran Mukadam

BANKERS

HDFC Bank, Axis Bank, ICICI Bank,
Bank of Maharashtra, Yes Bank

AUDITORS

M L Bhuwania & Co.,- *Chartered Accountants*

COST AUDITORS

R Nanabhoy and Co., - *Cost Accountants*

SECRETARIAL AUDITORS

S N Ananthasubramaniam & Co.,- *Company Secretaries*

CIN: L45400MH1962PLC012385

CONTENTS

Notice	02
Location Map	04
Voting through Electronic Means.....	05
Directors Report	06
Annexures A to C to Board Report	09
Management Discussion & Analysis.....	19
Corporate Governance Report	21
Auditors Report.....	29
Balance Sheet.....	32
Statement of Profit & Loss Account.....	33
Cash Flow Statement.....	34
Notes to Financial Statements.....	36
Proxy Form & Attendance Slip.....	55

ANNUAL GENERAL MEETING

On Monday, August 10, 2015 at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jamanlal Bajaj Marg, Nariman Point, Mumbai 400021 (MH)

A REQUEST

Members are requested to kindly bring their copies of the Annual Report to the Meeting along with the attendance slip on page no. 55

REGISTERED OFFICE

Bajaj Bhawan, 2nd floor, 226, Jamanlal Bajaj Marg, Nariman Point, Mumbai, 400021(MH)

CORPORATE OFFICE & WORKS

43/2B, Savroli – Kharpada Road, Dhamani, Khalapur, 410202 (MH)

Website: www.indef.com



NOTICE

NOTICE is hereby given that the 53rd **Annual General Meeting of the Members of Hercules Hoists Limited** will be held at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021, on **Monday, August 10, 2015 at 11.30 a.m.** to transact the following businesses :-

1. To receive, consider and adopt the audited statement of Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2015.
3. To appoint a Director in place of Shri K C Uebel [DIN No. 00668399] who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Shekhar Bajaj [DIN No. 00089358] who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify appointment of the Auditors of the Company and to fix their remuneration for FY 2015-16 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 139 (1) of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s M L Bhuwania & Co., Chartered Accountants, Mumbai, as auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of the Next Annual General Meeting be and is hereby ratified, on such remuneration as shall be fixed by the Board of Directors.”

Special Business :

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration payable of Rs.35000 plus service tax, reimbursement of out of pocket expenses to Cost Auditor, M/s R Nanabhoy & Co, Cost Accountants appointed by the Board of Directors of the Company, for the financial year 2015-16, be and are hereby ratified and confirmed.
7. To consider and if thought fit, to pass with or without modification(s) , the following Resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or enactment(s) thereof), Shri H A Nevatia [DIN No. 00066955] be and is hereby re-appointed as a Director in Whole-time employment of the Company for a period of three years from November 22, 2014 to November 21, 2017 on the following remuneration and perquisites with powers to the Board of Directors to alter and vary the terms and conditions of remuneration (including minimum remuneration in case of absence or inadequacy of profits) in such manner as the Board may deem fit within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or substitution (s) thereof.
 - a) Remuneration: Rs.25,000/- per month.
 - b) Perquisites:
 - i) Free use of Company's Car for Company's work as well as for personal purposes, along with driver.
 - ii) Telephone at residence and a mobile phone at Company's cost.

RESOLVED FURTHER THAT in any financial year during the period November 22, 2014 to November, 21, 2017, when the Company has made no profits or its profits are inadequate, it will pay to the Whole-time Director by way of remuneration and perquisites as specified above, subject to restrictions, if any, set forth in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all the acts, deeds and things which are necessary for the re-appointment of aforesaid person as a Whole-time Director of the Company.

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, Smt. Shruti Jatia [DIN No. 00227127] who was appointed as an Additional Director of the Company with effect from November 12, 2014 by the Board of Directors of the Company pursuant to section 161 of the Companies Act, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director , be and is hereby confirmed as an Independent Director of the Company at the ensuing Annual General Meeting ,to hold office for five consecutive years with effect from the date of her appointment, not liable to retire by rotation and on such terms and conditions & in the manner set out in Schedule IV to the Companies Act, 2013.

NOTES:

1. **A member entitled to attend and vote is allowed to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. In order to be effective, the proxy form duly completed and stamped must reach the registered office of the company not later than 48 hours before the time of holding of the meeting.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from August 4, 2015 to August 10, 2015 both days inclusive.
3. Payment of Dividend, if sanctioned, will be made after August 10, 2015
4. Members holding shares physically are requested to notify immediately any change of address to the Company.
5. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
6. As per section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2014-15 and the Notice of the 53rd AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 and the Notice of the 53rd AGM are sent in the physical mode.
7. The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.
8. All documents referred to in the accompanying Notice and Explanatory statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days up to the date of the Annual General Meeting of the Company.
9. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" showing paperless compliances by Companies through electronic mode. The Companies can send various notices/documents to its shareholder through electronic mode to the registered email addresses of shareholders. Accordingly, members are requested to intimate their email address to the Company's Registrar and Share Transfer Agent. Please note that as a member of the Company, you are entitled to receive on request a physical copy of the said documents in accordance with the provisions of the Companies Act, 2013.

Explanatory Statements in respect of Special Business pursuant to section 102 of the Companies Act, 2013 for Item No.6 to 8:**Item No. 6**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s R Nanabhoy & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2015-16. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them. The Board recommends passing of the Ordinary Resolution as set out in item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

Item No. 7

Shri H A Nevatia was appointed as a Director in the whole-time employment of the Company from November 22, 2001 after retiring as Managing Director of the Company. His current term expired on November 21, 2014.

The Board of Directors felt that his continued contribution on various matters will be in the interest of the Company. Accordingly, it was decided in the Board Meeting held on November 12, 2014 to continue the services of Shri H A Nevatia as a Director in the whole-time employment of the Company for a further period of three years from November 22, 2014 to November 21, 2017 on the terms as set out in the Resolution. The approval of the shareholders is accordingly sought for the re-appointment of Shri H A Nevatia as a Director in the Whole-time employment of the Company and the remuneration payable to him. The perquisites like Provident Fund, Gratuity, Superannuation and Leave are not applicable to Shri H A Nevatia. The Board recommends passing of the Special Resolution as set out in item No. 7 of the Notice.



None of the Directors, Key Managerial Personnel and relatives thereof other than Shri H A Nevatia are concerned or interested in the said Resolution.

Item No. 8

The Board of Directors of the Company (based on the recommendation of Nomination & remuneration Committee) appointed Smt. Shruti Jatia as an Additional Director of the Company with effect from November 12, 2014 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company. In terms of the provisions of the act, Smt Shruti Jatia would hold office upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member along with deposit of requisite amount under section 160 of the act proposing her candidature of Director. The Company has received a declaration of independence from her under section 149 (6) of the Companies Act, 2013. Her detailed profile is given under the head "Corporate Governance". The Board recommends passing of ordinary resolution as set out in item no. 8

None of the Directors, Key Managerial Personnel and relatives thereof other than Smt. Shruti Jatia are concerned or interested in the said Resolution.

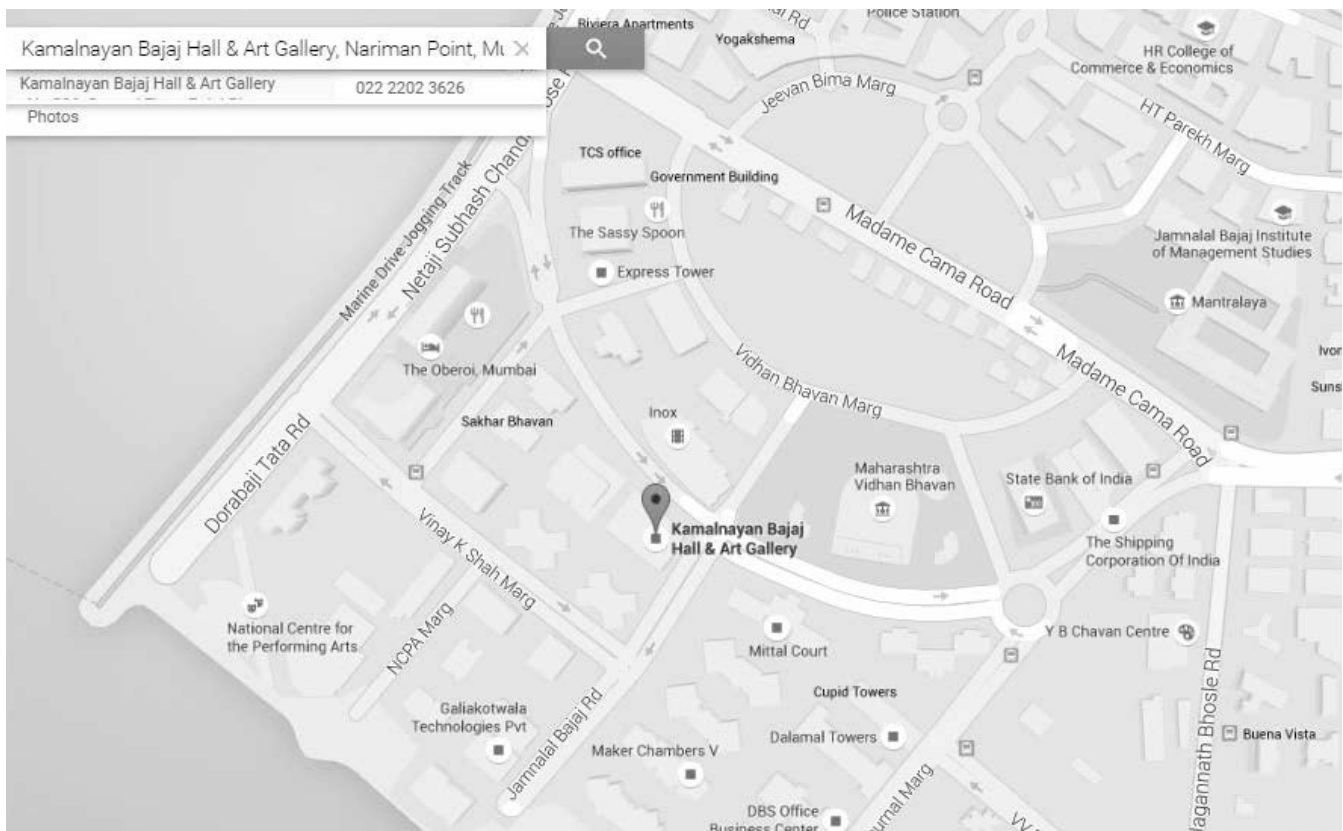
On behalf of the Board of Directors

Dated : May 27, 2015

Place : Mumbai

Shekhar Bajaj
Chairman
(DIN No. 00089358)

Location Map - to reach at the venue of Annual General Meeting



VOTING THROUGH ELECTRONIC MEANS

- A) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).
- B) The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through poll paper.
- C) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D) The e-voting period commences on **August 7, 2015 (9:00 am)** and ends on **August 9, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **August 3, 2015**, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- E) The process and manner for remote e-voting are as under:
- i. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)], Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy], the EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN is provided in separate enclosed letter.
 - iii. Steps:
 1. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 2. Click on Shareholder – Login
 3. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 4. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 5. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 6. Select "EVEN" of "Hercules Hoists Limited".
 7. Now you are ready for e-voting as Cast Vote page opens.
 8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 9. Upon confirmation, the message "Vote cast successfully" will be displayed.
 10. Once you have voted on the resolution, you will not be allowed to modify your vote.
 11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **Shareholders_grievance@indef.com** and **scrutinizer@snaco.net** with a copy marked to **evoting@nsdl.co.in**
 12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 13. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **August 3, 2015**
 14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **August 3, 2015**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**
 15. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting /voting at the AGM through poll paper.
 17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poll Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
 18. The Scrutinizer (M/s S N Ananthasubramaniam & Co., Company Secretaries, Thane) shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE /NSE. The resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on August 10, 2015.

**DIRECTORS' REPORT**

Dear Members,

We present our **53rd Annual Report** together with the Audited Financial Accounts for the year ended **March 31, 2015**:

1. Financial Results

(` in Lacs)

Financial Results	As on March 31, 2015	As on March 31, 2014
Revenue from Operations and other Incomes	10721.29	11478.00
Profit before Finance Cost & Depreciation	2019.23	3012.56
Less- Finance Cost	-	-
Less-Depreciation	259.30	199.91
Profit before taxes	1759.93	2812.65
Provision for taxation for the year (including deferred tax and Earlier year's income-tax adjustment)	495.47	836.27
Profit after Taxes	1264.46	1976.38
Add: Balance brought forward from previous year	914.81	500.00
Profit available for appropriation	2179.27	2476.38
Less- Appropriations		
a) Proposed Dividend	480.00	480.00
b) Tax on Dividend	97.72	81.57
c) Transferred to General Reserve	500.00	1000.00
Balance Carried Forward	1101.55	914.81

2. Dividend

The Directors recommend for consideration of the shareholders at the Annual General Meeting payment of dividend of Rs. 1.50/- per Equity Share of Re.1/- for the year ended March 31, 2015 as against Rs.1.50/- per Equity Shares of Re.1/- in the previous year.

3. Operations

The revenue from operations of Rs. 97.48 Crores is 6.46% lower than last year's revenue from operations of Rs. 104.22 crores. The net profit of Rs. 12.64 Crores is 36.03 % lower, as compared to last year's net profit of Rs.19.76 Crores. The decrease in revenue has been mainly due to macro economic reasons: stagnating economic growth across the sectors where the Company's customers operate. This resulted in a situation where there was no or poor progress of new projects or expansion projects or lack of investments in capital equipment which could have otherwise resulted in a demand for the material handling equipment made by the Company. The Directors are hopeful that steps will be taken by the present Government to revive the economic growth which could result in an economic upsurge leading to creation of demand for the Company's products / solutions.

The Company's 4 Windmills produced 57.72 Lakhs units of energy in the current year, as against 69.79 Lakhs units of energy produced in the previous year.

4. Directors and Key Managerial Personnel-Changes

Shri K C Uebel and Shri Shekhar Bajaj retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors had appointed Smt Shruti Jatia as an Additional Director (Independent) of the Company for a term of five consecutive years in the category of Independent Director with effect from November 12, 2014 and she holds office till the ensuing Annual General Meeting. The Ordinary Resolution for confirmation of her appointment as a Director is given in the Notice.

Shri H A Nevatia was re-appointed as a Director in whole-time employment of the Company with effect from November 22, 2014 for a period of three years by the Board of Directors in their meeting held on November 12, 2014. The Special Resolution for approval of his appointment as a "Whole-time Director" is given in the notice.

The detailed profiles of above mentioned Directors are given under the head "Corporate Governance".

Pursuant to section 149(4) of the Companies Act, 2013, the Board, in its meeting held on May 28, 2014 appointed the existing Independent Directors under clause 49 as "Independent Directors". The Board appointed a woman Director in its meeting held on November 12, 2014 under the proviso of the section 149 (1) (b). The members at the Annual General Meeting held on August 11, 2014, approved the appointment of the existing Independent Directors for a term of five years, effective from April 1, 2014.

Pursuant to Section 203 of the Companies Act, 2013, the Board has appointed, in its meeting held on May 28, 2014, Shri Prakash Subramaniam, President and CEO, Shri Vijay Singh, Chief Financial Officer and Shri Kiran Mukadam, Company Secretary as Key Managerial Personnel of the Company.

5. Declaration by Independent Directors

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section 149 (6).

6. Auditors**A) Statutory Auditor**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the auditors of the Company, M/s M L Bhuwania & Co, Chartered Accountants, Mumbai were appointed by the shareholders for three years terms at the 52nd Annual General Meeting to hold office until the conclusion of the 55th Annual General Meeting, subject to ratification by the shareholders at each Annual General Meeting.

The members are requested to ratify the appointment of M/s M L Bhuwania & Co, Chartered Accountants, Mumbai as statutory auditors of the company and to fix their remuneration for the financial year 2015-16.

B) Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder, the Board of Directors had, on the recommendation of the Audit Committee, appointed M/s R Nanabhoy & Co. Cost Accountants, to audit the cost accounts of the Company for the financial year 2015-16 at a remuneration of Rs. 35,000/-plus service tax, reimbursement of out-of pocket expenses, subject to ratification by the shareholders at ensuing Annual General Meeting. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to Cost Auditors is given in the notice.

C) Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rule made thereunder, the Company has appointed M/s S N Ananthasubramaniam & Co, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure C".

7. Significant and Material orders passed by the Regulators or Court

During the year in review, there were no significant and material orders passed by the Regulators or Courts or tribunals, which may impact the going concern status of the Company and its operations in future.

8. Material Changes & Commitments

There have been no material changes and commitments, affecting the financial position of the company, which have occurred between the end of the financial year of the company and the date of this report.

9. Adequacy of Internal Financial Control

Internal financial controls with reference to the financial statements were adequate and operating effectively.

10. Presentation of Financial Results

The financial results of the Company for the year ended March 31, 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

11. Risk Management Policy

Information on the development and implementation of a risk management policy for the company including identification therein of elements of risk which in the opinion of the board may threaten the existence of the Company is given in the annexed Management Discussion and Analysis.

12. Corporate Social Responsibility (CSR)

Detailed information on CSR Policy developed and implemented by the Company on CSR initiatives, taken during the year pursuant to section 134 & 135 of the Companies Act 2013 is given in the "Annexure A".

13. Directors' Responsibility Statement

As required under section 134(3)(c) of the Companies Act, 2013 Directors, to the best of their knowledge and belief, state that -

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;



- e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Corporate Governance

Detailed reports on matters relating to Corporate Governance and Management Discussion and Analysis Report under Clause 49 of the Listing Agreement are annexed as part of this Annual report together with the report of Practicing Company Secretary on its compliance thereon.

15. Vigil Mechanism

The details of the Vigil Mechanism Policy covered under the Companies Act, 2013 and Clause 49 of the Listing Agreement are explained in the Corporate Governance Report and also posted on the website of the Company.

16. Directors' Remuneration Policy and Criteria for matters under section 178

Information regarding Directors' Remuneration Policy & criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 are provided in the annexed Corporate Governance Report.

17. Particulars of Employees

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

18. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Companies Act, 2013 are given in schedule No. 9 and 14 to the Financial Statements.

19. Number of Meetings of the Board and Audit Committee

During the year, four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report.

20. Formal Annual Evaluation of the performance of Board, its Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, Board as a whole and committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

21. Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company. The policy on Related Party Transactions as approved by the Board is placed on the Company's website.

22. Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. There were no complaints received during the year.

23. Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgo

The information on conservation of energy, technology absorption, foreign exchange earning and outgo etc. to the extent applicable stipulated under section 134 (3) (m) of the Companies Act, 2013 read with Rule no. 8 of the Companies (Accounts) Rules, 2014 is set out in "Annexure A" annexed hereto.

24. Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B"

25. Industrial Relations

The relationship with the employees continued to be cordial during the year.

Your Directors take this opportunity to thank the Banks, Government authorities, Regulatory authorities, Stock exchanges, Employees and all Stakeholders for their continued co-operation and support to the Company.

On behalf of the Board of Directors

Dated : May 27, 2015

Place : Mumbai

Shekhar Bajaj

Chairman

(DIN No. 00089358)

ANNEXURE A

Information as required under section 134 of the Companies Act, 2013 read with the Rule No. 8 of the Companies (Accounts) Rules, 2014 and Rule no. 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

I) Particulars of contracts or arrangements with related parties referred to section 188 (1) of the Companies Act, 2013 prescribed in form AOC-2 (Pursuant to section 134 (3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)-

- 1) Details of contracts or arrangements or transactions not at arm's length basis: NIL
- 2) Details of material contracts or arrangement or transactions at arm's length basis: NIL

II) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgoings:

A. Conservation of Energy :

The Company's manufacturing process is not energy intensive. The details of energy consumption and costs are as follows:-

i. Power and Fuel Consumption

Particulars		Current Year	Previous Year
(a) Electricity Purchased	Units	341,630	291,332
	Total Amount (Rs.)	3,259,970	2,796,040
	Rate/Unit (Rs.)	9.54	9.60
(b) Own Generation Electricity	Units	13,829	12,816
	Units per litre of Diesel Oil	2.59	3.05
	Diesel Cost (Rs.)	330,240	240,000
	Rate/Unit (Rs.)	23.88	18.72
2,3 & 4.Coal,Furnace Oil, Others/Internal Generation		Nil	Nil

ii. Consumption per Unit of Production

From the records and other books maintained by the Company in accordance with the provisions of the Companies Act, 2013, the Company is not in a position to give the required information for the current year as well as the previous year.

B. Technology Absorption :

The Company has in-house design and development department which is constantly contributing towards improving the designs and quality of the Company's products as well as production procedures. The Company has developed new products like Bullet hoists, extension of the range of SMD (Steel Mill Duty) wire rope hoists to 60T, enhancing and developing the UR wire rope hoist concept up to 80Ts with twin drum, upgraded version of the HC chain hoist, additional of intelligence and ergonomic features to the floor operated stackers and devising standardized components for cranes with a capacity of 1T to 20T.

C. Foreign Exchange Earnings & Outgoings:

(` in Lacs)

Particulars	Current Year	Previous Year
Foreign Exchange Earnings	126.06	277.37

Particulars	Current Year	Previous Year
Foreign Exchange Outgo	911.71	334.95

**III) Annual report under the Companies (Corporate Social Responsibility Policy) Rules, 2014:**

a.	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:	The Corporate Social responsibility (CSR) activities of Bajaj Group are guided by the vision and philosophy of its Founding Father, late Shri Jamnalalji Bajaj, who embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning. The objective of CSR policy is to undertake CSR activities to do overall good to the community, with special emphasis on activities for the benefit of the poor and needy sections of the society. The CSR Policy is placed on www.indef.com
b.	Composition of the CSR Committee:	1) Shri Shekhar Bajaj-Chairman 2) Shri H A Nevatia- Member 3) Shri Mukul Updhayaya- Member (Independent Director)
c.	Average net profit of the Company for last three financial years:	Rs. 357,383,646/-
d.	Prescribed CSR Expenditure (two percent of the amount as in item c above):	Rs. 7,143,673/-
e.	Details of CSR spend for the financial year:	NIL
f.	Reason for not spending 2% of the average net profit of the last three financial years	The CSR Committee did not find suitable proposal of CSR activities. Hence, the above mentioned CSR spend amount for FY 2014-15 is being carried forward to FY 2015-16
g.	Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.	The above mentioned CSR spend amount is being carried forward to FY 2015-16. The CSR Committee will ensure that the implementation and monitoring of CSR policy will be in compliance with CSR objectives and Policy of the Company.

Shekhar Bajaj
Chairman
(DIN No. 00089358)

H A Nevatia
Whole-time Director
(DIN No. 00066955)

ANNEXURE B**EXTRACT OF ANNUAL RETURN [Form No. MGT-9] AS ON FINANCIAL YEAR ENDED 31/03/2015**

[U/s 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. Registration and other details:

i)	CIN:-	L45400MH1962PLC012385
ii)	Registration Date	15-06-1962
iii)	Name of the Company	Hercules Hoists Limited
iv)	Category / Sub-Category of the Company	Public Company/Limited by Shares
v)	Address of the Registered office and contact details	Bajaj Bhavan, 2nd Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021 Tel-022-22022109
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Opp. Satya Saibababa Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093. Tel. (022) 282072 03-04-05; 28257641; Fax : (022) 28207207 E-Mail : Info@uniseq.in; Website : http://www.uniseq.in

II. Principal Business activities of the company

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Lifting and Handling Equipments	2816	97.27%

III. Particulars of holding, subsidiary and associate companies- Nil**IV. Share holding pattern (equity share capital breakup as percentage of total equity)****i) Category-wise Share Holding**

Category of Shareholders	Shareholding at 01.04.2014				Shareholding at 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF	8,342,730	-	8,342,730	26.07	8,324,720	-	8,324,720	26.01	(0.06)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	13,906,000	-	13,906,000	43.46	13,906,000	-	13,906,000	43.46	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	22,248,730	-	22,248,730	69.53	22,230,720	-	22,230,720	69.47	(0.06)
2. Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other -Individuals	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp..	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+ (A) (2)	22,248,730	-	22,248,730	69.53	22,230,720	-	22,230,720	69.47	(0.06)



B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	500,000	-	500,000	1.56	1.56
b) Bank / FI	21,185	-	21,185	0.07	18,464	-	18,464	0.06	(0.01)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	21,185	-	21,185	0.07	518,464	-	518,464	1.62	1.55
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	537,408	-	537,408	1.68	343,563	-	343,563	1.07	(0.61)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,838,742	275,890	4,114,632	12.86	3,523,145	267,490	3,790,635	11.85	(1.01)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,641,169	776,480	2,417,649	7.56	1,735,724	776,480	2,512,204	7.85	0.30
c) Others									
NRI/OCBs	52,631	1,600,000	1,652,631	5.16	39,732	1,600,000	1,639,732	5.12	(0.04)
Clearing Members	88,182	-	88,182	0.28	51,968	-	51,968	0.16	(0.11)
Trusts	25,314	-	25,314	0.08	25,314	-	25,314	0.08	-
Director & Relatives	894,269	-	894,269	2.79	887,400	-	8,87,400	2.77	(0.02)
Sub-total (B)(2):-	7,077,715	2,652,370	9,730,085	30.41	6,606,846	2,643,970	9,250,816	28.91	(1.49)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7,098,900	2,652,370	9,751,270	30.47	7,125,310	2,643,970	9,769,280	30.53	0.06
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	29,347,630	2,652,370	32000,000	100.00	29,356,030	2,643,970	32,000,000	100.00	-

ii) Shareholding of Promoter-

SN	Name of Shareholders	Shareholding at 01-04-2014			Share holding at 31-03-2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encum. to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Anant Bajaj	1,664,000	5.20	-	1,664,000	5.20	-	-
2	Kiran Bajaj	580,000	1.81	-	580,000	1.81	-	-
3	Kumud Bajaj	914,000	2.86	-	914,000	2.86	-	-
4	Madhur Bajaj	440,000	1.38	-	440,000	1.38	-	-
5	Niraj Bajaj	928,000	2.90	-	928,000	2.90	-	-
6	Niraj Bajaj - Trust	552,000	1.73	-	552,000	1.73	-	-
7	Rahulkumar Bajaj	14,640	0.05	-	14,640	0.05	-	-
8	Sanjivnayan Bajaj	2,400	0.01	-	2,400	0.01	-	-
9	Shekhar Bajaj	740,000	2.31	-	740,000	2.31	-	-
10	Shekhar Bajaj -Huf	499,200	1.56	-	499,200	1.56	-	-
11	Sunaina Kejriwal	1,990,480	6.22	-	1,990,480	6.22	-	-
12	Bachhraj Factories Pvt. Limited	1,235,280	3.86	-	1,235,280	3.86	-	-
13	Bajaj Holdings & Investment Ltd	6,251,040	19.53	-	6,251,040	19.53	-	-
14	Bajaj Sevashram Pvt Ltd	1,868,000	5.84	-	1,868,000	5.84	-	-
15	Jamnallal Sons Private Limited	4,151,680	12.97	-	4,151,680	12.97	-	-
16	Shekhar Holdings Pvt Ltd	400,000	1.25	-	400,000	1.25	-	-
17	Shekhar Bajaj [BEL Employees Welfare Fund] *	18,010	0.06	-	-	-	-	(0.06)
	Total	22,248,730	69.53	-	22,230,720	69.47	-	(0.06)

Note: * Bajaj Electrical Limited (BEL) Employees Welfare Fund holds 18010 shares (0.06%) in Hercules Hoists Limited. This holding was classified as Promoter's shareholdings until the quarter ended December 31, 2014. However, subsequent to the coming into effect of SEBI (Share based Employees Benefits) Regulation, 2014, such holding is reclassified as 'Public Shareholdings' with effect from the Quarter ending March 31, 2015.

iii) Change in Promoters' Shareholding: No Change during the year.


iv) Shareholding Pattern of top ten Shareholders: (other than Directors and Promoters):

SN	For Each of the Top 10 Shareholders	Shareholding at the 01-April -2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Heinrich De Fries Gmbh				
	At the beginning /end of the year	1,600,000	5.00	1,600,000	5.00
2	Nirmal P Jhunjhunwala				
	At the beginning/end of the year	1,194,000	3.73	1,194,000	3.73
3	Pramodkumar S. Nevatia				
	At the beginning/end of the year	776,480	2.43	776,480	2.43
4	IDFC Equity Opportunity - Series 1				
	At the beginning of the year	NIL	0.00	NIL	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	144,000	0.45 (25-07-2014)	144,000	0.69
		3,332	0.01 (31-10-2014)	3,332	0.53
		22,271	0.07 (14-11-2014)	169,603	0.46
		52,794	0.16 (21-11-2014)	2,22,397	0.69
		30,365	0.10 (28-11-2014)	252,762	0.79
		80,474	0.15 (2-12-2014)	333,236	1.04
		89,773	0.28 (12-12-2014)	423,009	1.32
		55,018	0.17 (19-12-2014)	478,027	1.49
	21,973	0.07 (31-12-2014)	500,000	1.56	
	At the end of the year	500,000	1.56	500,000	1.56
5	Bishwanath Prasad Agrawal				
	At the beginning of the year	177,500	0.55	177,500	0.55
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	25,000	0.08 (25-07-2014)	202,500	0.63
		1,000	0.01(21-11-2014)	203,500	0.64
		24,344	0.07 (09-01-2015)	227,844	0.71
		22,156	0.07 (16-01-2015)	250,000	0.78
		4,500	0.02 (4-2-2015)	254,500	0.80
		17,383	0.05 (13-02-2015)	271,883	0.85
		19,167	0.06 (20-02-2015)	291,050	0.91
		950	0.00 (27-02-2015)	292,000	0.91
		At the end of the year	292,000	0.91	292,000
6	Shashi N Jhunjhunwala				
	At the beginning /end of the year	167,269	0.52	167,269	0.52
7	Suvarna Commercial Private Limited				
	At the beginning of the year	174,500	0.55	174,500	0.55
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	(50,989)	(0.16) (22-08-2014)	123,511	0.40
		1,489	0.00 (21-11-2014)	125,000	0.40
		3,000	0.01 (27-02-2015)	128,000	0.40
	At the end of the year	128,000	0.40	128,000	0.40
8	Niranjan Purshottamdas Jhunjhunwala				
	At the beginning /end of the year	102,400	0.32	102,400	0.32
9	Veena Sitaram Shah				
	At the beginning /end of the year	97,040	0.30	97,040	0.30

10	Sunil Gunwantlal Gandhi				
	At the beginning of the year	83,680	0.26 (12-09-2014)	83,680	0.26
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease	(200)	0.00 (19-09-2014)	83,480	0.26
		(200)	0.00 (14-11-2014)	83,280	0.26
		(200)	0.00 (21-11-2014)	83,080	0.26
		(200)	0.00 (05-12-2014)	83,180	0.26
		(100)	0.00 (12-12-2014)	82980	0.26
		(200)	0.00 (09-01-2015)	82880	0.26
		(100)	0.00 (23-01-2015)	82,780	0.26
		(100)	0.00 (30-01-2015)	82,880	0.26
		100	0.00 (13-02-2015)	79,880	0.25
		(3,000)	0.00 (20-03-2015)	79,780	0.25
	(100)	0.00 (27-03-2015)	79,930	0.25	
	At the end of the year	79,930	0.25	79,930	0.25

Note: All increase and decrease in individual shareholders as mentioned above are due to market trading and there were no increase/decrease in shareholding for Serial Number 1 to 3, 6, 8 and 9.

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at 01-04-2014		Shareholding at 31-03-2015	
		No. of Shares	% of total share capital of the Company	No. of Shares	% of total share capital of the Company
1	Shri Shekhar Bajaj	1,239,200	3.93	1,239,200	3.93
2	Shri K C Uebel	-	-	-	-
3	Shri Mukul M Upadhyaya	-	-	-	-
4	Shri Tushar P. Shah	-	-	-	-
5	Shri Naresh Chandra	-	-	-	-
6	Shri K F Jhunjhunwala	880,000	2.75	880,000	2.75
7	Shri Vinaya L. Mehrotra	-	-	-	-
8	Shri Gaurav V. Nevatia	-	-	-	-
9	Shri H A Nevatia	1,600	0.01	1,600	0.01
10	Smt Shruti Jatia	-	-	-	-
11	Shri Prakash Subramaniam	-	-	-	-
12	Shri Vijay Singh	-	-	-	-
13	Shri Kiran Mukadam	-	-	1	0.00



V) **Indebtedness** - Indebtedness of the Company including interest outstanding/accrued but not due for payment = NIL

VI. **Remuneration of Directors And Key Managerial Personnel-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			C. Remuneration to Key Managerial Personnel Other Than MD/Manager/ WTD :			
SN	Particulars of Remuneration	WTD Rs. in Lakhs	Key Managerial Personnel Rs. in Lakhs			
			CEO	CS	CFO	Total
1	Gross salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.85	82.84	4.98	17.72	105.54
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.32	0.49	0.03	0.11	0.63
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission as % of profit	-	-	-	-	-
	others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
6	Total	2.17	83.33	5.01	17.83	106.17

B. **Remuneration to other directors:** The details of remuneration for other Directors is given under the heading "Remuneration of Directors" of Corporate Governance Report.

VII. **Penalties / punishment/ compounding of offences for company/directors/other officer in default:** NIL

ANNEXURE C
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Hercules Hoists Limited

CIN: L45400MH1962PLC012385

Bajaj Bhawan, 2nd Floor, 226,

Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hercules Hoists Limited (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 1956, the Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
Not applicable as the Company has not issued any securities during the financial year under review ;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014); **Not applicable as the Company has not made any offer of its stock or shares to its employees during the financial year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -**Not applicable as the Company has not delisted / propose to delist its equity shares from any stockexchange during the financial year under review;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review.**
- vi. The Company has informed that there are no laws which are specifically applicable to the Company other than the General laws, including Labour and Industrial Laws , Tax laws, etc.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) – **(not applicable as not notified during the period under review) /**
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;



During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and as informed, the Company has not received any material show cause notices under the act, SEBI regulation. Notices received from other statutory-regulatory authorities are been suitably dealt with.

We further report that during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

For S. N. ANANTHASUBRAMANIAN & CO

S. N. Ananthasubramanian

FCS No.4206

C P No. 1774

Place: Thane

Date: May 22, 2015

To,

The Members,

Hercules Hoists Limited

CIN: L45400MH1962PLC012385

Bajaj Bhawan, 2nd Floor,

226, Jamnalal Bajaj Marg, Nariman Point,

Mumbai - 400021

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where-ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. N. ANANTHASUBRAMANIAN & CO

S. N. Ananthasubramanian

FCS No.4206

C P No. 1774

Place: Thane

Date: May 22, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development :

Lifting > Moving > Storing: these three words summarize the core business of your Company. As a market leader in hoisting equipment business, your Company provides products and solutions for unitized in-plant material handling.

Products and solutions offered by your Company cover Mechanical Hoists (Chain Pulley Blocks, Ratchet Lever Hoists, Pulling & Lifting Machines), Electric Chain Hoists, Wire Rope Hoists, Cranes (HOT, EOT, Light Profile), Storage and Retrieval Solutions (including Floor Operated Stackers and Roll Out Racks), Winches and Manipulators.

The equipments and solutions offered by your Company are in the nature of capital equipment and used across varied industrial verticals. These include but are not restricted to power generation (conventional and nuclear), cement, infrastructure, automotive / auto components, heavy and light engineering, steel and metals, chemicals and petro chemicals, food processing amongst others. Private sector or public, large or small, all kinds of industrial enterprises use these material handling equipment and solutions.

Your Company now has two facilities: one at Khopoli and a new one at Pune. The Company's quality systems are certified to ISO:9001-2008 standards by TUV Nord. Furthermore, the Chain Pulley Blocks are also certified to ISI and CE standards. The operations of the Company are supported by a bank of suppliers / vendors for various components and your Company is making continuous efforts to improve the quality and capabilities of its supply chain partners.

Your Company's products are brought to customers by a strong network of channel partners and regional sales offices. The Company's network of 44 Authorised Marketing Associates (distributors) and a further network of dealers associated with these AMAs has been its strength. To enhance customer reach for its solutions business, the Company has set up Regional Sales Offices in Delhi, Kolkata, Chennai and Pune. It also has resident representatives in Bengaluru and Ahmedabad. The Company has started a special emphasis on service considering its critical impact on customer satisfaction and its ability to act as a force multiplier for future sales. Your Company is also taking initiatives to ramp up its exports business.

Your Company has installed 4 wind turbines of 1.25 MW generation capacities each in Dhule District, Maharashtra.

Opportunities and Threats:

Various competitors, national and international vie with your Company to meet the requirements of customers. Your Company has been taking continuous steps to meet this threat. The efforts of your Company's technology development team and combined with its association with some reputed international cooperation partners, your Company has been able to present improved and advanced technology products to its customers.

Further enhancements have been carried out to the new series of compact and modular Wire Rope Hoists. These hoists, designed with contemporary design technologies and incorporating internationally serviceable robust and proven components and comparable to the best hoists available internationally have already started receiving a favourable response from customers. Similar response has also been received to the new series of contemporary technology electric chain hoists and mechanical hoists.

Additionally, development and improvement activities carried out on the existing product line will enable your Company to effectively face the competition from local and international players who have established a base in India.

Your Company has started making strong endeavours to evolve from being a supplier of material handling products to also be in a position to offer complete and even complex in plant material handling solutions that adds value to its customers. During the CeMAT exhibition in December 2014, your Company launched its advanced cranes to the market Called "iCranes". These represent a significant technological improvement over the existing offerings and comparable to international standards. The floor operated stackers were further developed to include intelligence features to make it not only highly user friendly but also more utilitarian. This new range is being positioned as "i:Stacker".

Competition from the unorganised sector and cheap imports also exists. There is a segment in the market that is swayed purely by price considerations. More so, in a recessionary economic scenario, with dropping industrial output, difficult cash flows and consequent delays in infrastructure projects and investment plans of customers. We however expect that the technological improvements effected in-house and with external technology will enable your Company to consolidate and strengthen its market position, as the market situation starts improving.

Financial Review / Segment wise Performance:

The revenue from operations of the Company at Rs. 97.48 Crores is 6.46% lower compared to last year's revenue from operations at Rs. 104.22 Crores. The net profit of Rs. 12.64 Crores is 36.03% lower, as compared to last year's net profit of Rs. 19.76 Crores.

Segment Performance:

Rs. in lakhs

Name of the segment	Segment Revenue for the year 2014-15	Segment Revenue for the year 2013-14
Materials Handling Equipment	9482.49	10,109.49
Windmill Segment	265.68	312.10



Internal Control Systems and their adequacy:

The Company has got adequate internal control system commensurate with its size and nature of business. The Company has engaged the services of a reputed Internal Audit firm. The report of the Internal Auditor is reviewed regularly by the Audit Committee of the Board of Directors and corrective actions are taken by the Management.

Risks and Concerns:

Every business has inherent element of uncertainties owing to uncertain factors and managing risk is very critical for success of the enterprise. The Company has a Risk Assessment and Management Policy, wherein the Company has identified key risks, such as, Market Information (increasing market share), Competition Risk (strengthening marketing set-up), New Products Development (strengthening R & D activities), Employee Risk (reducing attrition rates and retaining employees) and Credit Risk (recovery of outstandings) etc. Risk minimization /mitigation steps are regularly undertaken and reports are placed before the Audit Committee Meetings and Board Meetings.

Business Out-look:

The year closed with the economic scenario still in recessionary mode though with a hint of optimism for the next financial year. Even if one were to be optimistic, given the inherent nature of the capital goods industry, it would need some time for the effects to trickle down and reflect in the demand position as the customer segments will take time to evaluate the situation and commence any new investments. Not only the demand position, but the liquidity situation also needs to see improvement considering the risks involved.

Your Company has successfully arrived at an agreement with the workers' Union during the year that went by. The Management is making every efforts to ensure smooth labour and industrial relations by increasing the breadth and depth of engagement with the work force as also taking other steps to ensure that a similar situation is not repeated.

Development in Human Resources / Industrial Relations front:

Your company recognizes the employees as critical asset of the organization and lays due emphasis on all round development of its human resources. The industrial relation during the year has been cordial and contributed to mutual development. At present, the Company has 119 employees comprising of engineers, marketing staff, commercial staff and workmen.

Cautionary Statement:

Statements in the Management Discussion and Analysis, describing the Company's growth prospects, are forward-looking statements. The actual results may vary, depending upon economic conditions, raw-material prices, government policies, regulations, tax laws and other incidental factors.

For and On behalf of the Board of Directors

Place : Mumbai
Dated : May 27, 2015

Shekhar Bajaj
Chairman
(DIN No. 00089358)

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance aims at ethical corporate behaviour and always strives to achieve optimum performance at all levels by adhering to corporate governance practices. The Company has put in place the systems to comply with all the rules, regulations and requirements mentioned in Clause 49 of the Listing Agreement.

BOARD OF DIRECTORS

Composition of the Board

A non-executive Chairman heads the Board and one-half of the Directors are 'Independent'. The Independent Directors do not have any pecuniary relationship or transactions with the Company, promoters or management, which may affect their judgment in any manner. There is no relationship between Directors inter-se. The policy formulation, evaluation of performance and the control functions vest with the Board.

The Composition of the Board, attendance at Board Meetings (BM) held during the financial year under review and the last Annual General Meeting (AGM) and number of directorships and memberships/chairmanships in other companies are given below.

Name of the Director	Category	No. of Shares held	Financial Year ended 31st March 2015		Other directorships	No. of Committee Position held in other Companies.	
			BMs	AGM		Chairman	Member
Shri Shekhar Bajaj- Chairman	NED (Promoter)	1239200	4	Yes	10	-	-
Shri Naresh Chandra	NED (Promoter)	-	3	Yes	7	-	-
Shri H A Nevatia	ED	1600	4	Yes	2	-	-
Shri K F Jhunjunwala	NED	880000	4	Yes	3	-	-
Shri Vinaya L Mehrotra	NED (ID)	-	3	Yes	2	-	-
Shri K C Uebel	NED	-	1	No	-	-	-
Shri Mukul M Upadhyaya	NED (ID)	-	4	Yes	-	-	-
Shri Gaurav V Nevatia	NED (ID)	-	4	Yes	-	-	-
Shri Tushar P Shah	NED (ID)	-	1	No	1	-	-
Smt Shruti Jatia (from November 12, 2014)	Additional Director (ID)	-	2	NA	8	-	-

[NED – Non Executive Director; ED - Executive Director; BMs- Board Meetings, ID: Independent Director]

During the financial year under review, four Board Meetings were held on May 28, 2014, August 11, 2014, November 12, 2014 and February 9, 2015 and the Annual General Meeting of the Company was held on August 11, 2014

Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Chairman, Whole-time Director and the President & CEO review the overall Company's performance. In addition to the legal matters compulsorily required to be dealt, the Board also reviews:

- a) Strategy and business plans
- b) Annual operating and capital expenditure budgets and any updates
- c) Investment of Company's funds.
- d) Compliance with statutory/regulatory requirements and review of major legal issues.
- e) Approval of quarterly results/annual results.
- f) Listing requirements, attending to shareholders' grievances, etc.
- g) Any other matter which is serious in nature or requires the attention of the Board.

AUDIT COMMITTEE

The terms of reference of this committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in section 177 of the Companies Act, 2013. The Audit Committee comprised of Shri Vinaya L Mehrotra, Chairman, Shri H A Nevatia, Shri Gaurav V Nevatia and Shri Mukul M Upadhyaya, all of whom are Independent Directors, except Shri H A Nevatia.



During the year under review, the Audit Committee met four times, viz on May 28, 2014, August 11, 2014, November 12, 2014 and February 9, 2015. Shri H A Nevatia, Shri Mukul M Upadhyaya attended all four Meetings and Shri Vinaya L Mehrotra attended three meetings. Shri Gaurav Nevatia attended all four meetings and was present at the Annual General Meeting of the Company held on August 11, 2014, to answer shareholders' queries, as a Chairman of the Audit Committee Meeting of that date.

STAKEHOLDER RELATIONSHIP COMMITTEE:

In compliance with the provisions of Section 178 (5) of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The Committee consists of two Non Executive Directors, viz. Shri Naresh Chandra, Chairman and Shri K F Jhunjunwala, Member. The Committee looks into the redressal of shareholders complaints and grievances and all other matters incidental or related to shares, debentures and other securities of the Company, if any.

During the year under review, the Committee met on March 23, 2015. Only one complaint was received by the Company from a shareholder. As on date of this report, there are no unresolved shareholders complaints. The Secretarial Department endeavours to resolve the shareholders complaints within 4 to 5 working days.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Board constituted Corporate Social Responsibility (CSR) Committee. The Committee consists of three members, viz, Shri Shekhar Bajaj, Chairman, Shri H A Nevatia and Shri Mukul M Upadhyaya, who is Independent Director. The Committee provides guidance and monitor on various CSR activities to be undertaken by the Company, as per CSR Policy. During the year under review, the Committee met on August 11, 2014 and February 9, 2015. Both meetings were attended by all members of the Committee.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

In compliance with Section 178 of the Companies Act, 2013, the Board constituted Nomination and Remuneration Committee. The Committee consists of three members, viz Shri Vinaya L Mehrotra, Chairman, Shri Gaurav V Nevatia, who are Independent Directors and Shri K F Jhunjunwala, who is Non-Executive Director of the Company.

The terms of reference of this committee cover the matters specified for Nomination & Remuneration Committee under Clause 49 of the Listing Agreement as well as in section 178 of the Companies Act, 2013. During the year under review, the Committee met on November 12, 2014 and February 9, 2015. Both meetings were attended by all members of the Committee.

SHARE TRANSFER

The Company has a Share Transfer Committee consisting of Shri Shekhar Bajaj, Shri Naresh Chandra and Shri H A Nevatia. The applications for transfer of shares are approved and the Certificates are dispatched /kept ready for delivery within 15 days of receipt, if the documents are complete in all respects.

COMPLIANCE OFFICER

Shri Kiran Mukadam, Company Secretary of the Company is Compliance Officer of the Company and Shri Sandeep Sahasrabudhe was Risk Officer during the year.

BOARD TRAINING AND INDUCTION

At the time of appointing Independent Directors, a formal letter of appointment is given to them, which inter alia explains their role, function, duties and responsibilities expected of them as an "Independent Director" of the Company under the act. As a part of familiarisation programme, the Company arranged a factory visit and also explained in detail about the Company, Companies Products and its Marketing, Compliances under the acts by way of a presentation made.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance and that of its Committees and Individual Directors. A structured questionnaire covering various criteria's of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and corporate governance. The said criteria are placed on the company's website.

Based on the said criteria, rating sheets were filled by each of the Director with regard to evaluation of performance of the Board, its Committees and Directors (except for the Director being evaluated). A consolidated summary of the ratings given by each of the Director was then prepared. On the basis of summarized evaluation statements, the performance was reviewed by the Board and Independent Directors in their meetings held on February 9, 2015. The Directors expressed their satisfaction with the evaluation process.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Whistle Blower policy / Vigil Mechanism provides a mechanism for the Director/employee to report violations without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects Whistle Blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Directors in all cases & employees in appropriate or exceptional cases will have direct access with the Chairman of the Audit Committee. The said Policy is placed on the website of the Company.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a policy which deals with the manner of determining qualifications, positive attributes and independence of a Director and remuneration for the Directors, Key Managerial Personnel, and other employees. The said policy is placed on the website of the Company. The summarized features of the policy are as follows-

1. An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related and beneficial to the company's business.
2. An Independent Director shall be a person of integrity, who possesses relevant expertise & experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.
3. An Independent Director should meet the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement concerning independence of Directors.
4. Remuneration:
 - a) Remuneration to Non-Executive Directors (NED's):
NED's shall be paid a sitting fee for every meeting of the board and committee thereof attended by them as member. NED's shall not be entitled to any commission on net profit of the Company.
 - b) Remuneration to Key Managerial Personnel & other employees :
Remuneration to Executive Director/ Key Managerial Personnel and Senior Management will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and may involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. While deciding the remuneration package, current employment scenario and remuneration package of the industries operating in the similar comparable businesses in the geographical area of its operations should be considered. The company has no stock options, plans and hence, such instruments do not form part of their remuneration package.

REMUNERATION OF DIRECTORS

All the Directors, other than the Whole-time Director, are paid remuneration by way of a sitting fee at Rs.30,000/- with effect from June 2014 (earlier , it was Rs. 20000/-) for each of the Board / Audit Committee Meeting and Rs.20,000/- for other meetings attended by them. Shri H A Nevatia, Whole-time Director was paid a remuneration which is within the limits specified under the Companies Act, 2013. The details of remuneration paid to the Directors during the year 2014-15 are as follows:-

SN	Name of the Directors	Particulars of Remuneration (Rs. in Lakhs)			
		Fee for attending Board Committee & Other Meetings	Commission	Remuneration	Total
1	Independent Directors				
	Shri Vinaya L Mehrotra	2.20	-	-	2.20
	Shri Mukul Upadhyaya	2.80	-	-	2.80
	Shri Tushar P Shah	0.30	-	-	0.30
	Shri Gaurav V Nevatia	2.80	-	-	2.80
	Smt. Shruti Jatia	0.80	-	-	0.80
	Total (1)				8.90
2	Other Non-Executive Directors				
	Shri Shekhar Bajaj	1.50	-	-	1.50
	Shri K F Jhunjhunwala	1.70	-	-	1.70
	Shri K C Uebel	0.30	-	-	0.30
	Shri Naresh Chandra	1.00	-	-	1.00
	Total (2)				4.50
3	Shri H A Nevatia	-	-	2.17 plus other benefits	2.17
	Total Managerial Remuneration (1) to (3)				15.57

DISCLOSURES REGARDING RE-APPOINTMENT /APPOINTMENT OF DIRECTORS

Brief resumes of Directors seeking re-appointment/appointment are given below as per clause 49 (IV) (G) of the Listing Agreement:

1) Shri Shekhar Bajaj

Shri Shekhar Bajaj, aged 67 years, is a Bachelor of Science (Hons) in Mathematics from Pune University and MBA from New York University, USA. He has been a Director of your Company since February 12, 1989 and is the Chairman of the Board of Directors. He took over as the Managing Director of Bajaj Electricals Limited in 1984 and became the Chairman & Managing Director in 1990, where he built on the company's inherent strengths and radically turned around its fortunes. Under his watchful eyes Bajaj Electricals restructured its overall operations, consolidating its formidable retail network to provide the country's burgeoning middle class a better quality of life. He has over 35 years of varied and rich work experience in a wide range of functions with emphasis on marketing and has been closely associated with a number of start-up businesses. He has been the past President of Electric Lamp and Component Manufacturers' Association (ELCOMA), Associated Chamber of Commerce & Industry of India (ASSOCHAM), Indian Merchants' Chamber (IMC), Council for Fair Business Practices, Indian Fan Manufacturers' Association (IFMA), etc. He is also Director of Bajaj Auto Limited, Hind Lamps Limited, Hind Musafir Agency Limited, Starlite Lighting Limited and Rudi Multi-Trading Co. Limited, Bajaj Sevashram Private Limited, Bachhraj Factories Private Limited, Shekhar Holdings Private Limited and Bajaj International Private Limited. Born into a family whose brand image bespeaks trust and transparency, brought up in the Gandhian ideals of his grandfather Shri Jamnalal Bajaj, he is a unique embodiment of time-tested traditions, visionary zeal and humane concern.

2) Shri K C Uebel

Shri Klaus C. Uebel, a German national, aged 81 years, has been a Director of your Company since 1963. He is the Proprietor and Managing Director of M/s. Heinrich De Fries GmbH, a more than 100 years old Company with whose collaboration Hercules Hoists Limited was formed. He is also Proprietor and Managing Director of the firm Manutention et Levage Industriel SARL, France, Proprietor of UEBEL Grundstuecksverwaltuns GmbH & Co.KG, Germany, Chairman of N.V. Traditie, Netherlands and Chairman of L.M. Maskin AS, Norway. Mr. Uebel has over 40 years of experience in manufacture and marketing of hoists and other lifting equipments.

3) Shri H A Nevatia

Shri H A Nevatia, aged 83 years, was Chief Executive of the Company since its inception and was appointed as Managing Director on 27th January, 1976, which post he held till 21st November, 2001. He has been a Whole-time Director since 22nd November, 2001. He was last appointed by the members at the AGM held on August 7, 2013 for a period of two years, till November 22, 2014. Accordingly, he was re-appointed by the Board, at its meeting held on November 12, 2014, for a period of three years subject to the approval of the members at the AGM of the Company. He has contributed substantially to the growth of the company and he has a deep knowledge of the hoisting industry. He has extensively traveled abroad to attend material handling exhibitions and he was twice invited to attend Top Management Seminars in Japan. He had also been actively associated with Industry Associations, viz. Confederation of Indian Industry, Indo-German Chamber of Commerce and he was the past President of the Bombay Productivity Council. He is Director of Jamnalal Sons Private Limited and Bajaj Sevashram Private Limited

4) Smt. Shruti Jatia

Smt. Shruti Jatia, aged 44 years, was appointed as an Additional Director (Independent) with effect from November 12, 2014. She is Bachelor of Commerce and Post Graduate Diploma Holder in Business Management, Birla Institute of Liberal Arts and Management Sciences, Kolkata. She has rich experience of fifteen years in managing finance, accounts and human resource department. She is Director of Accent Industries Limited, Garima Leasing Company Limited, Tozai Enterprises Private Limited, Eastern Ganges Corporation Private limited, Black Rose Trading Private Limited, Agro Trade Logistics Private Limited, Fukui Accent Trading (India) Private Limited and Designated Partner of Wedgewood Holding LLP.

DISCLOSURES

- i) During the year 2014-15, the Company did not pass any resolution through Postal Ballot.
- ii) The particulars/details of transactions between the Company and its related parties as per the Accounting Standards are set out in the Notes forming parts of the Accounts. These transactions are not likely to have any conflict with the Company's interest. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis. The Board has approved a policy for related party transactions which is placed on the website of the Company.
- iii) All details relating to financial and commercial transactions, where Directors may have a potential interest, are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.
- iv) The Company has laid down the procedures to inform Board Members about the risk assessment and mitigation procedures. The Board is periodically informed about business and other functional risks and its minimization procedures.

- v) The Board Diversity Policy is placed on the website of the Company
- vi) During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.
- vii) There are no instances of non-compliances by the company necessitating imposition of penalties, strictures on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- viii) In preparation of financial statement, the Company has followed the applicable Accounting Standard referred to in Section 133 of the Companies Act, 2013.
- ix) The Company has complied with all mandatory requirements under Clause 49 of the Listing Agreement and has not complied with non-mandatory requirements.

GENERAL MEETINGS OF THE COMPANY

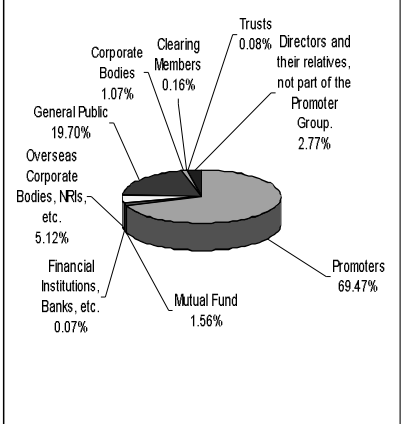
Financial Year	Type of Meeting and Date	Venue	Time	No. of Special Resolutions	Details of Special Resolution
2013-14	Annual General Meeting on 11.08.2014	Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground floor, 226, Nariman Point, Mumbai 400 021	11.30 A.M.	-	-
2012-13	Annual General Meeting on 07.08.2013		11.00 A.M.	1	Re-appointment of Shri H A Nevatia as a Whole-time Director for the period 22nd November 2012 to 21st November 2014
2011-12	Annual General Meeting on 17.07.2012	Walchand Hirachand Hall, 4th floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai 400020	11.00 A.M.	-	-
2011-12	Extra-Ordinary General Meeting on 03.07.2012		12.00 Noon	1	Alteration in Article no. 4 of the Articles of Association in order to give effect of increase in authorised Capital from Rs. 20/- Million to Rs.40/- Million.

MEANS OF COMMUNICATION TO THE SHAREHOLDERS

- (i) The Company has its own web-site and all vital information relating to the Company and its performance, including quarterly results, annual report are placed on the web-site -www.indef.com.
- (ii) As required under Clause 47(f) of the Listing Agreement, the Company has set-up a designated e-mail ID (**Shareholders_grievance@indef.com**) exclusively for the shareholders/ investors to lodge their complaints/grievances and information about the said e-mail ID has been posted on the Company's website.
- (iii) The Investor Complaints are processed in a centralized web based Complaints redress system through SEBI SCORES.
- (iv) The Company promptly reports BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), wherein its equity shares are listed, all the material information including declaration of quarterly/half yearly and annual financial results in the prescribed formats.
- (v) The Financial Results are communicated by way of an advertisement in 'Free Press Journal' in English and in 'Navshakti' newspaper in Marathi having wide circulation, immediately after the results are approved at the Board Meeting.


GENERAL SHAREHOLDER INFORMATION :

(a)	Registered Office	Bajaj Bhawan, 2nd floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.																					
(b)	Plant Location	Factory Location: 1) 43/2B, Savroli Kharpada Road, Dhamani, Khalapur 410202 (MH) 2) 255/2, Hinjawadi, Pune 411057 (MH) Four Windfarms [1.25 M.W. capacity each]- situated at Khori-Titane, Amkhel, Phophade [All from Dhule District, Maharashtra]																					
(c)	Correspondence Address	43/2B, Savroli Kharpada Road, Dhamani, Khalapur 410202 (MH) Tel. (02192) 662502/03 Fax: (02192) 662504 Email: indef@indef.com & Shareholders_grievance@indef.com																					
(d)	Date, Time and Venue of Annual General Meeting.	Date and Time: August 10, 2015 at 11.30 a.m. Venue: Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021																					
(e)	Financial Year	1st April, 2014 to 31st March, 2015																					
(f)	Financial Calendar	a) First Quarterly Result – August 11, 2014 b) Second Quarterly Result- November 12, 2014 c) Third Quarterly result- February 9, 2015 d) Fourth Quarterly Result- May 27, 2015																					
(g)	Tentative Financial Calendar for FY 2014-2015	a) First Quarterly Result – Before 14th August, 2015 b) Second Quarterly Result- before 14th November, 2015 c) Third Quarterly result- before 14th February, 2016 d) Fourth Quarterly Result- before 30th May, 2016																					
(h)	Dates of Book Closure	August 4, 2015 to August 10, 2015																					
(i)	Dividend and payment date	Dividend of Rs. 1.50/- per share has been recommended by the Board of Directors and subject to the approval of the members at the ensuing Annual General Meeting will be paid within 30 days from date of Annual General Meeting.																					
(j)	Bonus issue to the shareholders since incorporation	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>FY</th> <th>Ratio of Bonus shares</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>1975</td> <td>1 : 1</td> </tr> <tr> <td>2.</td> <td>1979</td> <td>1 : 1</td> </tr> <tr> <td>3.</td> <td>1985</td> <td>1 : 3</td> </tr> <tr> <td>4.</td> <td>1997</td> <td>1 : 1</td> </tr> <tr> <td>5.</td> <td>2006</td> <td>1 : 1</td> </tr> <tr> <td>6.</td> <td>2012</td> <td>1 : 1</td> </tr> </tbody> </table>	Sl. No.	FY	Ratio of Bonus shares	1.	1975	1 : 1	2.	1979	1 : 1	3.	1985	1 : 3	4.	1997	1 : 1	5.	2006	1 : 1	6.	2012	1 : 1
Sl. No.	FY	Ratio of Bonus shares																					
1.	1975	1 : 1																					
2.	1979	1 : 1																					
3.	1985	1 : 3																					
4.	1997	1 : 1																					
5.	2006	1 : 1																					
6.	2012	1 : 1																					
(k)	CIN & Listing Details	CIN: L45400MH1962PLC012385; ISIN: INE688E01024 1) BSE [SCRIP Code-505720] 2) NSE [SCRIP Code- HERCULES EQ]																					
(l)	Registrar and Share Transfer Agent	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Opp. Satya Saibababa Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093. Tel. (022) 282072 03-04-05; 28257641; Fax : (022) 28207207 E-Mail : info@unisec.in; Website : http://www.unisec.in																					
(m)	Investor Grievances Redressal System	The shareholder complaints are handled by the Company's Registrar and Share Transfer Agent M/s Universal Capital Securities Private Limited in consultation with the Secretarial Department of the Company																					

(n)	<p>Stock Exchange Data :</p> <table border="1" data-bbox="354 233 1291 758"> <thead> <tr> <th rowspan="2">Month</th> <th colspan="3">BSE</th> <th colspan="3">NSE</th> </tr> <tr> <th>High</th> <th>Low</th> <th>Volume</th> <th>High</th> <th>Low</th> <th>Volume</th> </tr> </thead> <tbody> <tr><td>April 2014</td><td>125.00</td><td>113.00</td><td>230,039</td><td>124.80</td><td>113.35</td><td>958,631</td></tr> <tr><td>May 2014</td><td>147.15</td><td>113.20</td><td>642,685</td><td>147.30</td><td>113.10</td><td>1,892,042</td></tr> <tr><td>June 2014</td><td>148.70</td><td>131.25</td><td>472,734</td><td>148.50</td><td>130.65</td><td>1,503,579</td></tr> <tr><td>July 2014</td><td>194.80</td><td>127.00</td><td>2,051,638</td><td>194.90</td><td>126.35</td><td>6,641,869</td></tr> <tr><td>Aug. 2014</td><td>225.00</td><td>154.00</td><td>2,228,133</td><td>224.90</td><td>152.40</td><td>6,201,586</td></tr> <tr><td>Sept. 2014</td><td>222.00</td><td>186.90</td><td>1,585,058</td><td>222.00</td><td>186.50</td><td>4,129,314</td></tr> <tr><td>Oct. 2014</td><td>202.90</td><td>171.00</td><td>549,671</td><td>203.00</td><td>171.05</td><td>2,008,825</td></tr> <tr><td>Nov. 2014</td><td>203.65</td><td>183.45</td><td>512,264</td><td>204.00</td><td>182.10</td><td>1,467,493</td></tr> <tr><td>Dec. 2014</td><td>235.00</td><td>186.55</td><td>788,093</td><td>235.70</td><td>186.50</td><td>1,714,788</td></tr> <tr><td>Jan. 2015</td><td>229.35</td><td>203.90</td><td>282,082</td><td>229.40</td><td>201.30</td><td>789,465</td></tr> <tr><td>Feb. 2015</td><td>229.90</td><td>192.00</td><td>732,482</td><td>230.50</td><td>192.95</td><td>1,789,380</td></tr> <tr><td>Mar. 2015</td><td>212.90</td><td>182.20</td><td>121,368</td><td>212.90</td><td>162.00</td><td>595,785</td></tr> </tbody> </table> <p>Note: High and Low are in rupees per traded share. Volume is the total monthly no. of shares traded (in numbers in the Company's shares on the respective stock Exchange)</p>	Month	BSE			NSE			High	Low	Volume	High	Low	Volume	April 2014	125.00	113.00	230,039	124.80	113.35	958,631	May 2014	147.15	113.20	642,685	147.30	113.10	1,892,042	June 2014	148.70	131.25	472,734	148.50	130.65	1,503,579	July 2014	194.80	127.00	2,051,638	194.90	126.35	6,641,869	Aug. 2014	225.00	154.00	2,228,133	224.90	152.40	6,201,586	Sept. 2014	222.00	186.90	1,585,058	222.00	186.50	4,129,314	Oct. 2014	202.90	171.00	549,671	203.00	171.05	2,008,825	Nov. 2014	203.65	183.45	512,264	204.00	182.10	1,467,493	Dec. 2014	235.00	186.55	788,093	235.70	186.50	1,714,788	Jan. 2015	229.35	203.90	282,082	229.40	201.30	789,465	Feb. 2015	229.90	192.00	732,482	230.50	192.95	1,789,380	Mar. 2015	212.90	182.20	121,368	212.90	162.00	595,785
Month	BSE			NSE																																																																																														
	High	Low	Volume	High	Low	Volume																																																																																												
April 2014	125.00	113.00	230,039	124.80	113.35	958,631																																																																																												
May 2014	147.15	113.20	642,685	147.30	113.10	1,892,042																																																																																												
June 2014	148.70	131.25	472,734	148.50	130.65	1,503,579																																																																																												
July 2014	194.80	127.00	2,051,638	194.90	126.35	6,641,869																																																																																												
Aug. 2014	225.00	154.00	2,228,133	224.90	152.40	6,201,586																																																																																												
Sept. 2014	222.00	186.90	1,585,058	222.00	186.50	4,129,314																																																																																												
Oct. 2014	202.90	171.00	549,671	203.00	171.05	2,008,825																																																																																												
Nov. 2014	203.65	183.45	512,264	204.00	182.10	1,467,493																																																																																												
Dec. 2014	235.00	186.55	788,093	235.70	186.50	1,714,788																																																																																												
Jan. 2015	229.35	203.90	282,082	229.40	201.30	789,465																																																																																												
Feb. 2015	229.90	192.00	732,482	230.50	192.95	1,789,380																																																																																												
Mar. 2015	212.90	182.20	121,368	212.90	162.00	595,785																																																																																												
(o)	<p>Shareholding Pattern as on March 31, 2015</p>  <table border="1" data-bbox="699 863 1414 1314"> <thead> <tr> <th>Particulars</th> <th>No. of Equity Shares held</th> <th>%</th> </tr> </thead> <tbody> <tr><td>Promoters</td><td>22,230,720</td><td>69.47</td></tr> <tr><td>Mutual Fund</td><td>500,000</td><td>1.56</td></tr> <tr><td>Financial Institutions, Banks, etc.</td><td>18,464</td><td>0.07</td></tr> <tr><td>Overseas Corporate Bodies, NRIs, etc.</td><td>1,639,732</td><td>5.12</td></tr> <tr><td>General Public</td><td>6,302,839</td><td>19.70</td></tr> <tr><td>Corporate Bodies</td><td>343,563</td><td>1.07</td></tr> <tr><td>Clearing Members</td><td>51,968</td><td>0.16</td></tr> <tr><td>Trusts</td><td>25,314</td><td>0.08</td></tr> <tr><td>Directors and their relatives, not part of the Promoter Group.</td><td>887,400</td><td>2.77</td></tr> <tr><td>Promoter Group.</td><td></td><td>2.77</td></tr> <tr><td>Total</td><td>3,20,00,000</td><td>100.00</td></tr> </tbody> </table>	Particulars	No. of Equity Shares held	%	Promoters	22,230,720	69.47	Mutual Fund	500,000	1.56	Financial Institutions, Banks, etc.	18,464	0.07	Overseas Corporate Bodies, NRIs, etc.	1,639,732	5.12	General Public	6,302,839	19.70	Corporate Bodies	343,563	1.07	Clearing Members	51,968	0.16	Trusts	25,314	0.08	Directors and their relatives, not part of the Promoter Group.	887,400	2.77	Promoter Group.		2.77	Total	3,20,00,000	100.00																																																													
Particulars	No. of Equity Shares held	%																																																																																																
Promoters	22,230,720	69.47																																																																																																
Mutual Fund	500,000	1.56																																																																																																
Financial Institutions, Banks, etc.	18,464	0.07																																																																																																
Overseas Corporate Bodies, NRIs, etc.	1,639,732	5.12																																																																																																
General Public	6,302,839	19.70																																																																																																
Corporate Bodies	343,563	1.07																																																																																																
Clearing Members	51,968	0.16																																																																																																
Trusts	25,314	0.08																																																																																																
Directors and their relatives, not part of the Promoter Group.	887,400	2.77																																																																																																
Promoter Group.		2.77																																																																																																
Total	3,20,00,000	100.00																																																																																																
(p)	<p>Dematerialization of shares:</p> <p>The shares of the Company are in compulsory demat segment and available for trading in the depository systems of both National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL]; 2,93,56,030 equity shares of the Company representing 91.74% of the Company's shares are held in electronic form as on March 31, 2015.</p> <p>The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments and as such, there is no impact on equity.</p>																																																																																																	
(q)	<p>Distribution of Shareholding as on March 31, 2015</p> <table border="1" data-bbox="224 1591 1414 1997"> <thead> <tr> <th>No. of Equity Shares held</th> <th>No. of share-holders</th> <th>% of share-holders</th> <th>No. of shares held</th> <th>% of share-holding</th> </tr> </thead> <tbody> <tr><td>Upto 500</td><td>7253</td><td>88.376</td><td>814,053</td><td>2.544</td></tr> <tr><td>501 – 1000</td><td>471</td><td>5.739</td><td>378,481</td><td>1.183</td></tr> <tr><td>1001 – 2000</td><td>216</td><td>2.632</td><td>346,417</td><td>1.083</td></tr> <tr><td>2001 – 3000</td><td>61</td><td>0.743</td><td>151,787</td><td>0.474</td></tr> <tr><td>3001 – 4000</td><td>39</td><td>0.475</td><td>145,962</td><td>0.456</td></tr> <tr><td>4001 – 5000</td><td>31</td><td>0.378</td><td>145,640</td><td>0.455</td></tr> <tr><td>5001 – 10000</td><td>45</td><td>0.548</td><td>324,198</td><td>1.013</td></tr> <tr><td>10001 & above</td><td>91</td><td>1.109</td><td>29,693,462</td><td>92.792</td></tr> <tr><td>Total</td><td>8207</td><td>100</td><td>32,000,000</td><td>100</td></tr> </tbody> </table>	No. of Equity Shares held	No. of share-holders	% of share-holders	No. of shares held	% of share-holding	Upto 500	7253	88.376	814,053	2.544	501 – 1000	471	5.739	378,481	1.183	1001 – 2000	216	2.632	346,417	1.083	2001 – 3000	61	0.743	151,787	0.474	3001 – 4000	39	0.475	145,962	0.456	4001 – 5000	31	0.378	145,640	0.455	5001 – 10000	45	0.548	324,198	1.013	10001 & above	91	1.109	29,693,462	92.792	Total	8207	100	32,000,000	100																																															
No. of Equity Shares held	No. of share-holders	% of share-holders	No. of shares held	% of share-holding																																																																																														
Upto 500	7253	88.376	814,053	2.544																																																																																														
501 – 1000	471	5.739	378,481	1.183																																																																																														
1001 – 2000	216	2.632	346,417	1.083																																																																																														
2001 – 3000	61	0.743	151,787	0.474																																																																																														
3001 – 4000	39	0.475	145,962	0.456																																																																																														
4001 – 5000	31	0.378	145,640	0.455																																																																																														
5001 – 10000	45	0.548	324,198	1.013																																																																																														
10001 & above	91	1.109	29,693,462	92.792																																																																																														
Total	8207	100	32,000,000	100																																																																																														



(r)	CEO and CFO Certification under Clause 49 (V) The President & CEO and Chief Financial Officer of the Company have given annual certification dated May 20, 2015 on financial reporting and internal controls to the Board in terms of Clause 49 (V).
(s)	Certificate of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel: To The Members of Hercules Hoists Limited I, Prakash Subramaniam, President & CEO of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Business Conduct & Ethics in accordance with Clause 49 (I) (D) of the Listing Agreement entered into with the Stock Exchanges, for the year ended March 31, 2015 Prakash Subramaniam President & CEO Khalapur, Dated May 11, 2015
(t)	Company's Recommendation to the Shareholders/Investors: 1) Shareholders/Investors are requested to convert their physical holding to demat/electronic form through any of the Depository participants to avoid the risk involved in the physical shares. 2) Shareholders/Investors should provide ECS mandate to the Company in case of shares held in physical form and to depository participant for change in demat account details and register the bank account number for Electronic Clearing Services (ECS) in case of shares held in demat mode. This would facilitate in receiving direct credits of dividends to their account. 3) Please update your address in case of change, which is registered with the Company 4) The unclaimed dividend amounting to Rs.66,680/- for the financial year 2006-07, has been transferred to the Investor Education and Protection Fund within the time stipulated by law in accordance with the act. The Company has placed the details of unpaid and unclaimed amount lying with the Company as on 11/08/2014 (at Annual General Meeting) on the www.iepf.gov.in and also on the Website of the Company.
(u)	Compliance Certificate under Clause 49 (VIII): As required by Clause 49 of the Listing Agreement, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by a Practising Company Secretary is attached.

The above Report was adopted by the Board of Directors at their Meeting held on May 27, 2015.

On behalf of the Board of Directors

Dated : May 27, 2015
Place : Mumbai

Shekhar Bajaj
Chairman
(DIN No. 00089358)

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members,
Hercules Hoists Limited,
Bajaj Bhavan, 2nd Floor,
226, Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400021

We have examined all relevant records of **Hercules Hoists Limited** (the "Company") for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement entered into with the BSE Limited and the National Stock Exchange of India Limited for the financial year ended **31st March 2015**. We have obtained all the information and explanations to the best of our knowledge and belief as were necessary for the purpose of this certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanations and information furnished, we certify that:

- a. The Company has complied with all the mandatory conditions of the said Clause 49 of the Listing Agreement.
- b. The Company has not complied with any of the non-mandatory requirements of the said Clause 49 of the Listing Agreement.

Date: May 25, 2015
Place: Thane

For S. N. ANANTHASUBRAMANIAN & CO.
S. N. ANANTHASUBRAMANIAN
C.P. No.: 1774

INDEPENDENT AUDITOR'S REPORT

To the members of Hercules Hoists limited

Report on the Financial Statements

We have audited the accompanying financial statements of **HERCULES HOISTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e. On the basis of the written representations received from the Directors as on 31 March 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.16 (A) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

**For and on behalf of
M. L. BHUWANIA & CO.
Chartered Accountants
Firm's Registration No. 101484W**

**J. P. Bairagra
Partner
Membership No.12839**

**Place: Mumbai
Date: 27th May, 2015**

Annexure referred to in paragraph titled as "Report on other Legal and Regulatory Requirements" of Auditor's report to the members of Hercules Hoists Limited for the year ended 31st March 2015.

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three 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 discrepancies noticed between the book records and the physical inventories have been properly dealt with in the accounts.
- (ii) (a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification needs to be increased.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management needs to be strengthened in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventories, we are of the opinion that the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to the book records have been properly dealt with in the books of account
- (iii) The Company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us and based on our review, the internal control system needs to be further strengthened for the purchase of inventory and fixed assets and for the sale of goods and services to make it commensurate with the size of the Company and the nature of its business. During the course of our audit no continuing failure to correct major weakness in such internal controls system has been observed.
- (v) The Company has not accepted any deposits from the public during the year covered by the audit. Accordingly, clause 3 (v) of the Order is not applicable to the Company.
- (vi) The Central Government has prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013 and such accounts and records have been made and maintained by the Company. However, no detailed examinations of such records have been carried out by us.

- (vii) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Customs Duty, Cess and other statutory dues applicable to it with the appropriate authorities except Municipal Tax of Rs. 42,15,470 outstanding at the year end for a period of more than six months from the date it became payable.
- (b) According to the records of the Company, there are no dues of Wealth Tax, Customs Duty and Cess, which have not been deposited on account of any dispute.

The disputed amounts that have not been deposited in respect of Income Tax, Service Tax, Excise Duty and Sales Tax are as under:

Name of the Statute	Nature of the Dues	Amount (₹)	Financial Year to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Vacancy Allowance & Disallowance u/s 14A	2,415,000	2004-05	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax Dues relating to House Property	884,202	2007-08 & 2008-09	Honorable High Court
Income Tax Act, 1961	Income Tax Dues relating to House Property	442,101	2011-12	Commissioner of Income Tax (Appeals)
Central Excise Act, 1944	Demand of Service Tax on Royalty	140,170	1999-00 to 2003-04	Deputy Commissioner of Central Excise & Service Tax
Central Excise Act, 1944	Demand of Excise Duty on Sales under notification and duty on conference expenses.	5,199,586	2009-2010	Central Excise Appellate Tribunal
Central Excise Act, 1944	Duty on Sale of Power units	2,187,688	2012-13 & 2013-14	Superintendent of Central Excise
Central Excise Act, 1944	Disallowance of Input Credit	2,136,706	2008-09 to 2014-15	Additional Commissioner of Central Excise
Central Sales Tax Act, 1956	Sales Tax Dues	70,220,830	2007-08 & 2009-10	Deputy Commissioner of Sales Tax
Central Sales Tax Act, 1956	Sales Tax Dues	197,125,978	2010-11	Joint Commissioner of Sales Tax (Appeals)
Maharashtra Value Added Tax Act, 2002	Sales Tax Dues	12,896,903	2007-08	Deputy Commissioner of Sales Tax
Maharashtra Value Added Tax Act, 2002	Sales Tax Dues	40,051,033	2010-11	Joint Commissioner of Sales Tax (Appeals)

- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have accumulated losses at the end of the financial year March 31, 2015. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2015 and in the immediately preceding financial year ended March 31, 2014.
- (ix) The Company has not taken any loans from Banks and financial institutions and has not issued debentures during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.
- (x) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause 3 (x) of the Order is not applicable to the Company.
- (xi) The Company has not taken any term loans during the year. Accordingly, clause 3 (xi) of the Order is not applicable to the Company.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended March 31, 2015.

For and on behalf of
M. L. BHUWANIA & CO.
Chartered Accountants
Firm's Registration No. 101484W

J. P. Bairagra
Partner
Membership No.12839

Place: Mumbai
Date: 27th May, 2015

**BALANCE SHEET AS AT 31.03.2015**

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	32,000,000	32,000,000
(b) Reserve & Surplus	2	1,770,180,012	1,708,031,328
Non- current Liabilities			
(a) Deferred tax liabilities (net)	3	41,756,359	48,264,935
(b) Other long- term liabilities	4	3,900,000	3,702,400
Current liabilities			
(a) Trade payables	5	198,583,458	214,344,486
(b) Other current liabilities	6	38,300,715	30,636,142
(c) Short - term provisions	7	68,380,148	61,943,629
TOTAL		2,153,100,692	2,098,922,920
ASSETS			
Non - current Assets			
(a) Fixed assets	8		
(i) Tangible Assets		251,374,494	269,153,606
(ii) Intangible Assets		635,076	710,506
(iii) Capital work - in - progress		1,260,416	11,862
(iv) Intangible assets under development		15,141,113	4,770,565
(b) Non - current Investment	9	436,240,388	397,794,767
(c) Long - term loans and advances	10	102,746,446	101,668,271
Current Assets			
(a) Inventories	11	318,428,815	310,262,217
(b) Trade receivables	12	333,679,089	316,665,679
(c) Cash & Bank Balances	13	95,173,882	233,662,889
(d) Short- term loans and advances	14	496,735,841	378,765,588
(e) Other current assets	15	101,685,133	85,456,972
TOTAL		2,153,100,692	2,098,922,920
Contingent Liabilities and commitments	16		
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	1 to 40		

The notes referred above form an integral part of the Balance

As per our report attached of even date

For **M L BHUWANIA & CO.**
CHARTERED ACCOUNTANTS
 Firm Registration Number : 101484W

FOR AND ON BEHALF OF THE BOARD

SHEKHAR BAJAJ
 CHAIRMAN

H A NEVATIA
 WHOLE TIME DIRECTOR

J P BAIRAGRA
 PARTNER
 MEMBERSHIP NO. 12839

PRAKASH SUBRAMANIAM
 PRESIDENT & CEO

VIJAY SINGH
 CHIEF FINANCIAL OFFICER

KIRAN MUKADAM
 COMPANY SECRETARY

PLACE : MUMBAI
 DATED : 27/05/2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

(Amount in Rupees)

Particulars No.	Note No.	As at 31.03.2015	As at 31.03.2014
Revenue from operations	17	974,817,438	1,042,159,120
Other income	18	97,311,679	105,641,304
Total Revenue		1,072,129,117	1,147,800,423
Expenses:			
Cost of Materials Consumed	19	564,135,083	574,032,589
Purchase of Stock - in - Trade	20	22,090,029	41,774,349
Changes in inventories of Finished Goods, Work-in-Progress and stock-in-trade	21	(16,911,088)	(21,405,136)
Employee benefit expenses	22	97,084,034	82,198,410
Depreciation & amortization expenses	8	25,929,552	19,990,822
Other Expenses	23	203,808,921	169,943,992
Total Expenses		896,136,530	866,535,027
Profit before exceptional and extraordinary items & tax		175,992,587	281,265,396
Exceptional Items		-	-
Profit before extraordinary items and tax		175,992,587	281,265,396
Extraordinary Items		-	-
Profit before tax		175,992,587	281,265,396
Tax expenses:			
(1) Current tax			
of Current year		53,540,000	80,497,000
of Earlier years		(844,909)	895,464
(2) Deferred tax		(3,148,410)	2,234,323
		49,546,681	83,626,787
Profit for the period		126,445,906	197,638,609
Earning per equity share:	24		
Basic and Diluted Earnings Per Share		3.95	6.18
Face Value Per Share		1.00	1.00

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

1 to 40

The notes referred above form an integral part of the Statement of Profit and Loss.

As per our report attached of even date

For M L BHUWANIA & CO.

CHARTERED ACCOUNTANTS

Firm Registration Number : 101484W

FOR AND ON BEHALF OF THE BOARD

SHEKHAR BAJAJ
CHAIRMAN

H A NEVATIA
WHOLE TIME DIRECTOR

J P BAIRAGRA

PARTNER

MEMBERSHIP NO. 12839

PRAKASH SUBRAMANIAM
PRESIDENT & CEO

VIJAY SINGH
CHIEF FINANCIAL OFFICER

KIRAN MUKADAM
COMPANY SECRETARY

PLACE : MUMBAI

DATED : 27/05/2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

(Amount in Rupees)

Particulars	2014-15	2013-14
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & Extraordinary Items	175,992,587	281,265,396
Adjustment for:		
Dividend Received	(19,004,596)	(25,777,958)
Depreciation /Amortisation	25,929,552	19,990,822
Interest income	(72,736,946)	(59,945,959)
Bad debts	2,653,660	-
Allowance for Bad Debts	13,132,755	3,883,503
Provision for Liquidated Damages (Net)	1,203,651	2,095,959
Provision for Incentive/Warranty/Liquidated Damages (Net)	8,745	169,597
(Profit)/Loss on Sale of Long Term Investments (Net)	(593,060)	(10)
(Profit)/Loss on Sale of Assets/Discarded Assets (Net)	372,799	19,261
Provision for Other Current assets	393,176	-
Excess Provision written back (Net)	(1,763,923)	(4,651,100)
Sundry balance written back (Net)	1,238,719	(70,815)
Exchange Rate Fluctuation (Net)	(417,041)	54,431
	<u>(49,582,509)</u>	<u>(64,232,269)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	126,410,078	217,033,127
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Long Term Loans & Advances	(3,146,742)	(948,160)
Short Term Loans & Advances	136,045,801	(56,062,873)
Other Current Assets	(14,202,950)	(18,683,313)
Trade Receivables	(33,098,902)	(69,355,341)
Inventories	(8,166,598)	(57,952,617)
Trade Payables	(15,534,814)	74,524,193
Short Term Provisions	4,651,296	896,579
Other Long Term Liabilities	197,600	600,000
Other Current Liabilities	2,422,413	7,177,205
	<u>69,167,104</u>	<u>(119,804,327)</u>
Cash Generated from Operations	<u>195,577,182</u>	<u>97,228,800</u>
Direct Taxes paid	<u>(66,476,960)</u>	<u>(104,214,676)</u>
NET CASH FROM OPERATING ACTIVITIES	129,100,222	(6,985,875)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Loan (given)/ returned	(105,000,000)	(30,000,000)
Purchase of Fixed Assets including Capital Work in Progress	(25,552,212)	(11,565,279)
Sale of Fixed Assets	472,519	123,987
Purchase of Non Current Investments	(82,851,709)	(189,999,990)
Sale of Non Current Investments	44,999,148	35,000,000
Interest Receivable	70,320,380	49,264,129
Dividend Received	19,004,596	25,777,958
	<u>(78,607,277)</u>	<u>(121,399,195)</u>
NET CASH USED IN INVESTING ACTIVITY	(78,607,277)	(121,399,195)

Particulars	2014-15	2013-14
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net (Decrease)/ Increase in Short Term Borrowings	-	(5,477,518)
Dividend Paid (Inclusive of Dividend Distribution Tax)	(56,157,600)	(64,272,274)
	(56,157,600)	(69,749,792)
NET CASH USED IN FINANCING ACTIVITY	(56,157,600)	(69,749,792)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	(5,664,656)	(198,134,861)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	9,691,159	207,826,020
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	4,026,503	9,691,159
	(5,664,656)	(198,134,861)

Notes**1. Closing Balance of Cash & Cash Equivalents**

Cash and Cash Equivalents Includes: (Refer Note No 13)

CASH IN HAND	56,146	58,453
BALANCE WITH SCHEDULED BANKS		
- In Current Account	3,970,357	9,632,706
	4,026,503	9,691,159

2. Interest received on delayed payments from dealers of Rs. 14,814,344 (Previous Year Rs.14,534,253) has been considered as cash flow from operating activities.

3. Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report attached of even date

For **M L BHUWANIA & CO.****CHARTERED ACCOUNTANTS**

Firm Registration Number : 101484W

FOR AND ON BEHALF OF THE BOARD

SHEKHAR BAJAJ
CHAIRMAN

H A NEVATIA
WHOLE TIME DIRECTOR

J P BAIRAGRA**PARTNER**

MEMBERSHIP NO. 12839

PRAKASH SUBRAMANIAM**PRESIDENT & CEO****VIJAY SINGH****CHIEF FINANCIAL OFFICER****KIRAN MUKADAM****COMPANY SECRETARY**

PLACE : MUMBAI

DATED : 27/05/2015

**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS****1 SHARE CAPITAL**

(Amount in Rupees)

Particulars	As at 31.03.2015	As at 31.03.2014
Authorized Share Capital		
40,000,000 Equity shares, Re. 1/- par value (Previous Year 40,000,000 equity shares Re. 1/- par value)	40,000,000	40,000,000
	40,000,000	40,000,000
Issued, Subscribed and Fully Paid Up Shares		
32,000,000 Equity shares, Re. 1/- par value fully paid up (Previous Year 32,000,000 equity shares Re. 1/- par value)	32,000,000	32,000,000
Total Issued, Subscribed and Fully Paid Up Share Capital	32,000,000	32,000,000

Note No 1.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2015 :

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	32,000,000	32,000,000	32,000,000	32,000,000
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	32,000,000	32,000,000	32,000,000	32,000,000

Note No 1.2: Terms/rights attached to equity shares

- (A) The company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No 1.3: Aggregate number of bonus shares issued and sub-division of shares during the period of five years immediately preceding the reporting date :

In the Financial Year 2012-13, 16,000,000 Equity Shares of Re.1 each were allotted as fully paid-up Bonus Shares.

Note No 1.4: The details of shareholders holding more than 5% shares in the company :

Name of the shareholders	No. of shares held	% held As at 31.03.2015	No. of Shares	% held As at 31.03.2014
Bajaj Holdings & Investment Ltd.	6,251,040	19.53	6,251,040	19.53
Jamnallal Sons Pvt. Ltd.	4,151,680	12.97	4,151,680	12.97
Mrs. Sunaina Kejriwal	1,990,480	6.22	1,990,480	6.22
Bajaj Sevashram Pvt. Ltd.	1,868,000	5.84	1,868,000	5.84
Mr. Anant Bajaj	1,664,000	5.20	1,664,000	5.20

2 RESERVE & SURPLUS

Particulars	As at 31.03.2015	As at 31.03.2014
Capital reserve		
At the beginning and at the end of the year	513,804	513,804
General reserve		
Opening Balance (As per the last Balancesheet)	1,616,036,515	1,516,036,515
Add: Transferred from surplus	50,000,000	100,000,000
Less : Adjustment of carrying amount (Net of Deferred Tax) as per Schedule II of Companies Act 2013 (Refer Note No 8.1)		
Carrying Amount (Net of residual value)	9,885,736	
Less: Adjustment of Deferred Tax	3,360,162	6,525,574
	1,659,510,941	1,616,036,515
Surplus - Opening balance	91,481,009	50,000,000
Add: Net profit after tax transferred from statement of profit & loss	126,445,906	197,638,609
Amount available for appropriation	217,926,915	247,638,609
Less : Appropriations		
Proposed Dividend (Refer Note No 7.1)	48,000,000	48,000,000
Dividend Tax (Refer Note No 7.1)	9,771,648	8,157,600
Amount transferred to general reserve	50,000,000	100,000,000
Surplus Closing Balance	110,155,267	91,481,009
	1,770,180,012	1,708,031,328

3 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31.03.2015	As at 31.03.2014
Deferred tax liabilities		
On account of difference in depreciation as per books and Income Tax	52,532,364	57,008,157
	52,532,364	57,008,157
Less : Deferred tax assets		
On account of Expenses allowable under income tax on payment basis	2,868,047	3,914,318
On account of Provision for warranty	463,732	452,479
On account of Allowance for Bad & Doubtful Debts	7,444,226	4,376,425
	10,776,005	8,743,222
	41,756,359	48,264,935

4 OTHER LONG - TERM LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
Others		
Deposits	3,900,000	3,702,400
	3,900,000	3,702,400

**5 TRADE PAYABLES**

Particulars	As at 31.03.2015	As at 31.03.2014
Sundry Creditors For Goods (Refer Note No. 5.1)	145,582,993	157,318,119
Sundry Creditors For Expenses (Refer Note No. 5.1)	53,000,465	57,026,366
	198,583,458	214,344,486

Note No. 5.1 :

The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.

6 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
Unpaid Dividends	9,698,189	8,350,921
Advances From Customers	2,247,674	6,658,806
Sundry Creditors for Capital Goods	3,971,517	49,000
Other Liabilities		
Statutory Liabilities	4,285,262	4,525,339
Temporary Bank Overdraft	5,265,490	-
Others	12,832,582	11,052,077
	38,300,715	30,636,142

7 SHORT TERM PROVISIONS

Particulars	As at 31.03.2015	As at 31.03.2014
Provision for Employee Benefits		
For Gratuity	7,422	330,375
For Leave Encashment	1,395,721	-
Other Provisions		
Provision For Taxation	20,400	20,390
Proposed Dividend (Refer Note No. 7.1)	48,000,000	48,000,000
Corporate Dividend Tax (Refer Note No. 7.1)	9,771,648	8,157,600
Other Provisions (Refer Note No.34)	9,184,957	5,435,264
	68,380,148	61,943,629

Note No 7.1:

The Board of Directors have recommended a final dividend of Rs 1.50 (Previous Year Rs 1.50) per share on par value of equity share of Rs 1 each for the financial year 2014-15. The amount of dividend shall be Rs.57,771,648 including Dividend Distribution Tax Rs.9,771,648 (Previous Year dividend Rs. 56,157,600 Including Dividend Distribution Tax Rs. 8,157,600)

8 FIXED ASSETS

(Amount in Rs.)

Assets	Gross Block			Depreciation / Amortisation			Net Block			
	As at 01.04.2014	Additions	Deduction/ Adjustments	As at 31.03.2015	Upto 01.04.2014	For the year (Refer Note No 8.1)	Deductions/ Adjustments (Refer Note No 8.1)	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
TANGIBLE ASSETS										
Freehold Land	7,394,655	-	-	7,394,655	-	-	-	-	7,394,655	7,394,655
Leasehold Land	1,500,000	-	-	1,500,000	321,426	51,599	-	373,025	1,126,975	1,178,574
Buildings	101,006,503	2,358,292	-	103,364,795	15,797,376	8,029,948	7,740,661	31,567,985	71,796,810	85,209,127
Windmill Plant	231,253,191	-	-	231,253,191	102,981,264	8,648,929	-	111,630,193	119,622,998	128,271,927
Plant & Machinery	51,901,808	5,811,916	-	57,713,725	38,498,482	1,465,408	129,719	40,093,609	17,620,116	13,403,326
Computers	7,776,373	582,068	-	8,358,441	4,900,693	1,643,409	542,340	7,086,442	1,271,999	2,875,680
Jigs & Fixtures	7,530,504	-	-	7,530,504	5,459,864	381,355	742,183	6,583,402	947,102	2,070,640
Factory Fixtures	10,198,344	2,435,782	-	12,634,126	2,593,153	745,021	64,568	3,402,742	9,231,384	7,605,190
Machine Accessories	240,807	87,987	-	328,794	194,822	6,883	669	202,374	126,420	45,985
Dies & Patterns	188,650	1,763,000	-	1,951,650	149,005	36,674	-	185,679	1,765,971	39,645
Electrical Installations	12,737,792	1,594,644	-	14,332,436	4,417,895	1,530,770	338,904	6,287,570	8,044,866	8,319,896
Furniture & Fixtures	8,070,232	2,486,224	19,487	10,536,969	4,053,585	715,812	54,598	4,823,975	5,712,994	4,016,667
Office Equipments	3,628,264	622,775	70,720	4,180,319	1,242,219	1,169,901	190,623	2,602,743	1,577,576	2,386,045
Vehicles	9,051,509	775,160	2,716,898	7,109,770	2,715,269	1,140,189	(1,880,316)	1,975,142	5,134,628	6,336,239
TOTAL TANGIBLE ASSETS	452,478,632	18,517,849	2,807,105	468,189,375	183,325,034	25,565,898	7,923,949	216,814,881	251,374,494	269,153,606
Previous Year	447,416,757	5,274,752	212,869	452,478,632	163,849,489	19,545,165	69,620	183,325,034	269,153,606	
INTANGIBLE ASSETS :										
Computer Software	5,177,621	288,225	-	5,465,846	4,467,115	363,654	-	4,830,770	635,076	710,506
Technical Know-How	644,027	-	-	644,027	644,027	-	-	644,027	-	-
TOTAL INTANGIBLE ASSETS	5,821,648	288,225	-	6,109,873	5,111,142	363,654	-	5,474,797	635,076	710,506
Previous Year	5,320,070	501,578	-	5,821,648	4,665,485	445,657	-	5,111,142	710,506	
Gross Total	458,300,280	18,806,074	2,807,105	474,299,248	188,436,176	25,929,552	7,923,949	222,289,678	252,009,570	269,864,111
Gross Total Previous Year	452,736,827	5,776,330	212,869	458,300,280	168,514,974	19,990,822	69,620	188,436,176	269,864,111	
CAPITAL WORK - IN - PROGRESS - TANGIBLE ASSETS										
CURRENT YEAR	11,862	1,260,416	11,862	1,260,416					1,260,416	11,862
PREVIOUS YEAR	-	11,862	-	11,862					11,862	
INTANGIBLE ASSETS UNDER DEVELOPMENT										
CURRENT YEAR	4,770,565	10,370,548	-	15,141,113					15,141,113	4,770,565
PREVIOUS YEAR	-	4,770,565	-	4,770,565					4,770,565	

Note No 8.1:

Pursuant to Schedule II Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act. and due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current year ending 31st March, 2015 and in each period during the remaining useful life of the assets. Accordingly, the Company has re-worked depreciation with reference to the estimated economic lives of Fixed Assets prescribed by Schedule II of the Act during the year ended 31st March, 2015. In case of any asset whose life is completed as at 1st April 2014, the carrying amount (Net of residual value) of Rs. 6,525,574 has been adjusted to the Retained Earnings (Net of impact of deferred tax of Rs. 3,360,162) and in other cases the carrying amount has been depreciated over the remaining of the revised life of the assets. As a result the charge for depreciation is higher by Rs. 54,55,156 for the year ended 31st March, 2015.

**9 NON CURRENT INVESTMENT**

Particulars	As at 31.03.2015			As at 31.03.2014	
	Face Value	Qty	Amount	Qty	Amount
Non Trade Investments					
Quoted					
Equity Instruments					
Bajaj Holdings & Investment Ltd.	10	286,094	103,225,208	286,094	103,225,208
Bajaj Auto Ltd.	10	182,590	20,662,787	182,590	20,662,787
Bajaj Finserv Ltd.	5	92,063	6,997,245	92,063	6,997,245
Bajaj Electricals Ltd.	2	554,937	101,909,527	554,937	101,909,527
Total Value of Quoted Investments (Refer Note No 9.1)			232,794,767		232,794,767
Unquoted					
Mutual Funds					
SBI Magnum Income Fund	10	982,578.88	30,000,000	982,578.88	30,000,000
IDFC Dynamic Bond Fund	10	3,461,921.94	50,593,912	4,447,668.05	65,000,000
ICICI Prudential Short Term Plan	10	1,220,415.11	30,000,000	1,220,415.10	30,000,000
Birla Sun Life Income Plus Fund Growth	10	-	-	532,769.78	30,000,000
IDFC Prudential Short Term Plan - Growth	10	340,931.56	10,000,000	340,931.56	10,000,000
HDFC Liquid Fund	10	505,158.71	5,151,709	-	-
SBI Short Term Debt Fund	10	1,413,608.74	21,000,000	-	-
TATA Short Term Bond Fund	10	676,943.41	16,500,000	-	-
HDFC FMP 1135D	10	1,500,000.00	15,000,000	-	-
Kotak Equity Arbitrage	10	695,613.86	7,500,000	-	-
UTI MF FMP Collection	10	1,770,000.00	17,700,000	-	-
Total Value of Unquoted Investments			203,445,621		165,000,000
Total of Long Term Investments			436,240,388		397,794,767
Less : Provision for Diminution in the value of Investment			-		-
Net Value of Investment			436,240,388		397,794,767

Note No 9.1: Aggregate market value of Quoted Investments Rs. 997,085,853 (Previous Year Rs. 902,043,790).

10 LONG TERM LOANS & ADVANCES

Particulars	As at 31.03.2015	As at 31.03.2014
(Unsecured, Considered Good, unless specified otherwise)		
Capital Advances	311,747	1,262,193
Deposits	19,814,313	17,002,412
Other Loans and Advances		
Prepaid Expenses	380,690	45,849
Advance Tax (Net of Provisions)	82,239,696	83,357,817
	102,746,446	101,668,271

11 INVENTORIES

Particulars	As at 31.03.2015	As at 31.03.2014
Raw Material	240,587,442	245,457,032
Work in Progress	59,989,542	40,764,658
Finished Goods	15,044,303	17,358,099
Stores & Spares	2,796,381	6,597,059
Packing Material	-	85,369
Stock In Transit (Khopoli to Pune)	11,147	-
	318,428,815	310,262,217

12 TRADE RECEIVABLES

Particulars	As at 31.03.2015	As at 31.03.2014
(Unsecured)		
Outstanding For a Period exceeding Six Months from the date they are due for payment		
Considered Good (Refer Note No. 36)	137,642,348	105,874,937
Considered Doubtful	17,265,130	12,875,626
Less : Allowance for Bad Debts	(17,265,130)	(12,875,626)
	137,642,348	105,874,937
Others		
Considered Good	196,036,741	210,790,742
	196,036,741	210,790,742
	333,679,089	316,665,679

13 CASH & BANK BALANCES

Particulars	As at 31.03.2015	As at 31.03.2014
Cash & Cash Equivalent		
Cash on Hand	56,146	58,453
Balances With Banks		
In Current Account	3,970,357	9,632,706
Other Bank Balances		
In Unpaid Dividend Account (Refer Note No. 13.1)	9,698,189	8,350,921
In Margin Money account (Refer Note No. 13.2)	56,708,340	13,049,289
In Bank Deposits Account less than 12 Months for maturity	21,865,644	172,277,514
In Bank Deposits Account more than 12 Months for maturity	2,875,206	30,294,006
	95,173,882	233,662,889

Note No. 13.1

The company can utilise balances only towards settlement of the unpaid dividend.

Note No. 13.2

Margin money deposits amounting to Rs. 56,708,340 (Previous Year Rs. 13,049,289) are lying with bank against Bank Guarantees.

**14 SHORT TERM LOANS & ADVANCES**

Particulars	As at 31.03.2015	As at 31.03.2014
(Unsecured, Considered Good, unless specified otherwise)		
Deposits	2,864,906	3,509,906
Loans and Advances to Related Parties		
Loan to Companies (FD with Bajaj Finance Limited)	135,000,000	30,000,000
Other Loans & Advances		
Prepaid Expenses	1,819,794	5,730,719
Loan to Companies (Other than Related Parties)	260,000,000	260,000,000
Advance Tax	84,733,980	69,833,980
Balance with Central Excise	4,889,957	2,290,720
Loan and Advances to employees	162,500	44,282
Advance to suppliers and service providers	7,264,704	7,355,981
	496,735,841	378,765,588

15 OTHER CURRENT ASSETS

Particulars	As at 31.03.2015	As at 31.03.2014
Interest Receivable	27,649,903	25,233,337
Less: Allowance for Doubtful assets	393,176	-
Export Duty Draw Back	440,044	578,894
VAT Refund Receivable	72,739,353	57,802,974
Others	1,249,009	1,841,767
	101,685,133	85,456,972

16 a) CONTIGENT LIABILITIES :

Particulars	As at 31.03.2015	As at 31.03.2014
Disputed Income Tax Liability	7,346,416	127,211,592
Disputed Excise Duty & Service Tax Liability	10,418,204	22,124,338
Indemnity Bonds issued under Export Promotion Capital Goods (EPCG) Scheme	507,554	507,554
Claims against the company not acknowledged as debts	732,470	732,470
Disputed Sales Tax Liabilities	340,429,507	29,075,125
	359,434,151	179,651,079

b) COMMITMENTS :

Particulars	As at 31.03.2015	As at 31.03.2014
Estimated Amounts of Contract remaining to be executed on Capital account and not provided for	155,750	383,890
	155,750	383,890

17 REVENUE FROM OPERATIONS

Particulars	2014-15	2013-14
Sale of Products (Refer Note No 17.1)	1,064,382,811	1,145,990,644
Other Operating Revenue		
Export Duty Drawback	218,620	430,996
Income from Erection & Commissioning Services	571,298	1,046,600
Scrap Sales	248,194	170,842
Less : Excise Duty	90,603,485	105,479,962
	974,817,438	1,042,159,120
Note No 17.1 : Sale of Products		
Particulars		
Chain Pulley Blocks, Hoists, Trolleys, Stakers	931,891,935	936,647,027
Spares	57,125,204	132,813,106
Cranes	48,797,480	45,319,910
Sale of Power Units	26,568,192	31,210,602
	1,064,382,811	1,145,990,644

18 OTHER INCOME

Particulars	2014-15	2013-14
Interest Income (Refer Note No 18.1)	72,736,946	74,480,212
Dividend income on Long Terms Non-trade investments	19,004,596	25,777,958
Other non-operating income		
Profit on sale of Long Term Non Trade Investments (Net)	593,060	10
Provision no longer required, written back	2,023,353	4,651,100
Sundry Balance Written Back (Net)	1,232,966	63,234
Cash discount on Purchases of goods	446,404	317,782
Exchange Fluctuation Gain	1,266,602	-
Miscellaneous income	7,751	351,007
	97,311,679	105,641,304
Note No. 18.1 : Break-up of Interest received		
Interest Income from parties	14,814,344	14,534,253
Interest income on other deposits	372,897	116,299
Interest income on deposits with banks	8,526,549	25,576,044
Interest income on inter corporate deposits	49,023,156	34,253,616
	72,736,946	74,480,212

**19 COST OF MATERIALS CONSUMED**

Particulars	2014-15	2013-14
Opening Stock of Raw Material	245,457,032	208,447,090
Add : Purchases of Raw Material	570,011,407	611,042,531
	815,468,439	819,489,621
Less : Sale of Raw Material	10,745,914	-
Less : Closing Stock of Raw Material	240,587,442	245,457,032
Cost of Materials Consumed (Refer Note No. 19.1)	564,135,083	574,032,589

Note No. 19.1 : Cost of Material Consumed

Castings	57,347,228	64,164,375
Forgings	37,019,289	26,883,406
Electric Motors	91,898,869	72,931,830
Steel	75,029,840	80,031,560
Chains	67,116,600	47,710,624
Others	235,723,256	282,310,795
Total	564,135,083	574,032,589

20 PURCHASE OF STOCK IN TRADE

Particulars	2014-15	2013-14
Traded Items		
Traded Goods (Refer Note No 20.1)	22,090,029	41,774,349
	22,090,029	41,774,349
Note No. 20.1 : Traded Goods		
Hoists	22,090,029	41,774,349
	22,090,029	41,774,349

21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE

Particulars	2014-15	2013-14
Finished Goods		
Opening Stock	17,358,099	6,420,880
Closing Stock	15,044,303	17,358,099
Change in Stock of Finished Goods	2,313,796	(10,937,219)
Work in progress		
Opening Stock	40,764,658	30,296,741
Closing Stock	59,989,542	40,764,658
Change in Stock of Work in Progress	(19,224,885)	(10,467,917)
Change in Inventories	(16,911,088)	(21,405,136)

22 EMPLOYEE BENEFIT EXPENSES

Particulars	2014-15	2013-14
Salaries, Wages and Bonus	67,941,435	54,015,158
Contribution to Provident and other fund	5,903,263	7,686,648
Staff Welfare Expenses	23,239,335	20,496,604
	97,084,034	82,198,410

23 OTHER EXPENSES

Particulars	2014-15	2013-14
Consumption of Stores and Tools (Refer Note No 32)	7,775,296	3,481,243
Manufacturing & Processing charges	24,599,088	26,229,640
Power & Fuel	3,950,722	3,348,778
Consumption of Packing Material (including packing Labour charges)	20,340,365	20,125,315
Repairs & Maintenance		
Plant & Machinery	1,526,743	940,659
Building	3,114,576	2,464,144
Others	2,856,197	1,237,538
Insurance Charges	904,394	765,000
Rates & Taxes	2,868,877	3,388,420
Rent	5,000,517	379,323
Erection and Commissioning Charges	411,647	654,243
Carriage outwards (Net)	24,622,460	21,452,778
Advertisement & Sales Promotion	12,057,633	9,941,731
Sales incentive to Dealers	1,400,000	-
Discounts & Commission on sales	27,181,716	27,917,726
Warranty expenses	904,958	393,277
Payment to Statutory Auditor (Refer Note No. 23.1)	774,779	786,704
Directors' Fees	1,340,000	740,000
Directors' Remuneration	184,500	120,000
Loss on Sale of Fixed Assets (Net)	372,799	19,261
Exchange Rate Fluctuation (Net)	-	1,144,481
Bad Debts	12,101,466	
Less: Allowance for Doubtful Debts Written Back	9,447,806	-
Allowance for Doubtful Debts	13,132,755	3,883,503
Allowance for Other Current Assets	393,176	-
Provision for Liquidated Damages	1,203,651	2,095,959
Miscellaneous expenses	44,238,412	38,434,269
	203,808,921	169,943,992

**Note No. 23.1 Payment to Auditors****(A) Statutory Auditors**

Particulars	2014-15	2013-14
As Auditors :		
Audit Fees (including Limited Review)	537,500	537,500
Tax Audit Fees	100,000	100,000
VAT Audit Fees	50,000	50,000
Towards Service Tax *	84,975	78,795
	772,475	766,295
In Other Capacity :		
Certification	5,000	11,500
Income Tax matter	-	30,000
Out of pocket expenses	37,679	17,704
Towards Service Tax *	618	5,129
	43,297	64,333
	815,772	830,628
(B) Payment to Cost Auditors		
Audit Fees	40,000	40,000
Out of pocket expenses	4,600	-
	44,600	40,000
Total Auditors Remuneration	(A + B) 860,372	870,628

* **Note:** Out of above service tax credit of Rs. 85,593 (Previous Year Rs. 83,824) has been taken and the same has not been debited to Statement of Profit & Loss.

24 EARNING PER SHARE (EPS)

Particulars	2014-15	2013-14
(A) Profit attributable to Equity Shareholders (Rs.)	126,445,906	197,638,609
(B) No. of Equity Share outstanding during the year.	32,000,000	32,000,000
(C) Face Value of each Equity Share (Rs.)	1.00	1.00
(D) Basic & Diluted earning per Share (Rs.)	3.95	6.18

25 C.I.F. Value of Imports (excluding imported materials purchased locally)

Particulars	2014-15	2013-14
Raw Materials & Components	89,102,207	32,033,352
Capital Goods - Plant and Machinery	418,520	-

26 Remittance in Foreign Currencies on account of dividend to non-resident shareholder

Particulars	2014-15	2013-14
Number of Shareholder	1	1
Number of Shares	1,600,000	1,600,000
Amount remitted (in Rs.)	2,400,000	2,800,000
Financial Year	2013-14	2012-13
Nature of Dividend	Annual	Annual

27 **Expenditure in Foreign Currencies**

Particulars	2014-15	2013-14
Travelling Expenses	1,040,077	938,324
Others	650,494	523,460

28 **Earnings in Foreign Currencies**

Particulars	2014-15	2013-14
Exports (on F.O.B. Basis)	12,492,484	26,699,841
Freight	112,063	1,037,513
Insurance	1,810	-

29 **Employee Benefits**

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below :

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised as an expense for the year are as under :

Particulars	2014-15	2013-14
Employer's Contribution to Provident Fund	3,185,687	2,782,870
Employer's Contribution to Superannuation Fund	1,460,140	2,632,351

Defined Benefit Plan

Gratuity and Leave encashment which are defined benefits plan which are accrued based on actuarial valuation as at balance sheet date by an independent actuary. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year. The Company has funded the liability on account of leave benefits through LIC's Group Leave Encashment Assurance Scheme and the Contribution is charged to Statement of Profit and Loss.

Sr. No.	Particulars	2014-15		2013-14	
		Leave Encashment	Gratuity	Leave Encashment	Gratuity
I	Assumptions				
(a)	Discount Rate	8.00%	8.00%	8.00%	8.00%
(b)	Salary Escalation	5.00%	5.00%	5.00%	5.00%
II	Changes in present value of obligations				
(a)	Present value of obligations as at the beginning of year	2,963,273	5,996,179	3,399,604	8,110,882
(b)	Interest cost	237,062	479,694	271,968	648,871
(c)	Current Service Cost	953,302	789,900	718,711	749,221
(d)	Benefits Paid	(1,075,393)	(399,162)	(3,006,325)	(4,429,038)
(e)	Actuarial gain on obligations	1,638,833	121,764	1,579,315	916,243
(f)	Present value of obligations as at the end of year	4,717,077	6,988,375	2,963,273	5,996,179



Sr.No.	Particulars	2014-15		2013-14	
		Leave Encashment	Gratuity	Leave Encashment	Gratuity
III	Changes in the fair value of plan assets				
(a)	Fair value of plan assets at the beginning of year	4,068,359	5,665,804	4,278,477	8,735,062
(b)	Expected return on plan assets	328,390	594,036	167,206	496,723
(c)	Contributions	-	1,120,275	2,629,001	863,057
(d)	Benefits paid	(1,075,393)	(399,162)	(3,006,325)	(4,429,038)
(e)	Actuarial gain on Plan assets	-	-	-	-
(f)	Fair value of plan assets at the end of year	3,321,356	6,980,953	4,068,359	5,665,804
IV	Fair value of plan assets				
(a)	Fair value of plan assets at the beginning of year	4,068,359	5,665,804	4,278,477	8,735,062
(b)	Actual return on plan assets	328,390	594,036	167,206	496,723
(c)	Contributions	-	1,120,275	2,629,001	863,057
(d)	Benefits Paid	(1,075,393)	(399,162)	(3,006,325)	(4,429,038)
(e)	Fair value of plan assets at the end of year	3,321,356	6,980,953	4,068,359	5,665,804
(f)	Funded status	(1,395,721)	(7,422)	1,105,086	(330,375)
(g)	Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	-	-	-	-
V	Actuarial Gain/Loss recognized				
(a)	Actuarial gain for the year -Obligation	(1,638,833)	(121,764)	(1,579,315)	(916,243)
(b)	Actuarial gain for the year - plan assets	-	-	-	-
(c)	Total gain for the year	1,638,833	121,764	1,579,315	916,243
(d)	Actuarial gain recognized in the year	1,638,833	121,764	1,579,315	916,243
VI	The amounts to be recognized in the balance sheet and statements of Profit and Loss				
(a)	Present value of obligations as at the end of the year	4,717,077	6,988,375	2,963,273	5,996,179
(b)	Fair value of plan assets as at the end of the year	3,321,356	6,980,953	4,068,359	5,665,804
(c)	Funded status	(1,395,721)	(7,422)	1,105,086	(330,375)
(d)	Net (liability) / asset recognized in balance sheet	(1,395,721)	(7,422)	1,105,086	330,375
VII	Expenses Recognised in statement of Profit & Loss				
(a)	Current Service cost	953,302	789,900	718,711	749,221
(b)	Interest Cost	237,062	479,694	271,968	648,871
(c)	Expected return on plan assets	(328,390)	(594,036)	(167,206)	(496,723)
(d)	Net Actuarial gain recognised in the year	1,638,833	121,764	1,579,315	916,243
(e)	Expenses recognised in statement of Profit & Loss Account	2,500,807	797,322	2,402,788	1,817,612

Note : The above information have been given based on information provided by the Life Insurance Corporation of India.

30 Related Party Disclosure

a) Name of the related party and description of relationship.

S.No.	Related Parties	Nature of Relationship
(i)	Bajaj Electricals Limited	Shri Shekhar Bajaj is Chairman & Managing Director & Member
(ii)	Hind Musafir Agency Ltd.	Shri Shekhar Bajaj is Chairman & Member
(iii)	Hindustan Housing Co. Ltd.	Shri Shekhar Bajaj is Member and Shri Vinay Mehrotra is a Director
(iv)	Bajaj Finance Limited	Relative of Shri Shekhar Bajaj, Shri Madhur Bajaj (Brother) is Director
(v)	Hind Lamps Limited	Shri Shekhar Bajaj is Chairman & Member
(vi)	Bajaj Allianz General Insurance Co. Ltd.	Relative of Shri Shekhar Bajaj, Shri Niraj Bajaj (Brother) is Director
(vii)	Bajaj International Pvt. Ltd.	Shri Shekhar Bajaj is Chairman
(viii)	Shri Shekhar Bajaj	Chairman (Key Management Personnel)
(ix)	Shri H.A. Nevatia	Whole Time Director (Key Management Personnel)
(x)	Shri Prakash Subramaniam	President & CEO (Key Management Personnel)

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related Parties	Nature of Transactions during the year	2014-15	2013-14
(i)	Bajaj Electricals Limited	Reimbursement of expenses	-	5,145
		Payable against Reimbursement of Expense	7,875	5,145
(ii)	Bajaj International Pvt. Ltd.	Reimbursement of Electricity Charges	12,308	20,856
		Payment towards Electricity Charges	12,308	18,115
		Payable against Reimbursement of Electricity Charges	-	2,741
(iii)	Hind Lamps Limited	Interest Receivable	393,176	393,176
(iv)	Hind Musafir Agency Ltd.	Purchase of Travel Tickets	9,816,947	7,048,875
		Payment against Purchases Travel Tickets	11,615,640	6,918,103
		Purchase of Travel Tickets	1,312,069	130,772
(v)	Hindustan Housing Co. Ltd.	Office Maintenance Charges	332,780	261,727
		Payment-Office Maintenance Charges	327,529	-
		Payable-Office Maintenance Charges	5,251	-
(vi)	Bajaj Allianz General Insurance co. Ltd.	Payment towards Insurance Premiums	4,786,715	585,384
		Advance given against Insurance Premium	57,868	498,387
(vii)	Bajaj Finance Limited	Investment in Fixed Deposit	135,000,000	30,000,000
(viii)	Shri H.A.Nevatia	Remuneration Paid (including Other benefits)	448,815	384,071
(ix)	Shri Prakash Subramaniam	Remuneration Paid (including Other benefits)	9,153,400	11,287,121
		Remuneration Payable	571,400	2,500,000


31 Segment Reporting
Segment Information for the year ended 31.03.2015

Information about primary business segment

(Amount in Rupees)

Particulars	2014-15				Total	2013-14			
	Segments			Total		Segments			Total
	Material Handling Equipment	Windmill Power	Unallocated			Material Handling Equipment	Windmill Power	Unallocated	
Revenue									
Segment Revenue	948,249,246	26,568,192	-	974,817,438	1,010,948,518	31,210,602	-	1,042,159,120	
Result									
Segment Results	90,501,914	10,269,694	-	100,771,608	186,613,861	11,520,732	-	198,134,592	
Less: Unallocated Corporate Income net of Unallocated corporate expenses	-	-	75,220,979	75,220,979	-	-	83,130,806	83,130,806	
Less: Interest (Net)	-	-	-	-	-	-	-	-	
Less: Extra ordinary items	-	-	-	-	-	-	-	-	
Profit Before Tax	90,501,914	10,269,694	75,220,979	175,992,587	186,613,861	11,520,732	83,130,806	281,265,398	
Less: Provision for Tax (Net of Deferred Tax)	-	-	(50,391,590)	(50,391,590)	-	-	(82,731,323)	(82,731,323)	
Net Profit After Tax & Before Prior Period Adjustments	90,501,914	10,269,694	24,829,389	125,600,997	186,613,861	11,520,732	399,483	198,534,075	
Add : Prior Period Tax Adjustments			844,909	844,909	-	-	(895,466)	(895,466)	
Net Profit After Prior Period Adjustments	90,501,914	10,269,694	25,674,298	126,445,906	186,613,861	11,520,732	(495,983)	197,638,609	
Other Information									
Segment Assets	886,543,741	142,375,012	1,124,181,940	2,153,100,692	845,217,319	151,988,990	1,101,716,611	2,098,922,920	
Segment Liabilities	241,544,104	129,980	109,246,596	350,920,680	246,054,766	42,980	112,793,846	358,891,593	
Capital Expenditure	18,806,074	-	-	18,806,074	5,776,330	-	-	5,776,330	
Depreciation / Amortisation	17,229,024	8,700,528	-	25,929,552	7,727,082	12,263,739	-	19,990,822	

Notes :

- The Company is engaged into two main business segments mainly (i) Material Handling Equipment and (ii) Windmill Power Segments have been identified and reported taking into account the nature of products and services, the differing risks and returns and the organisation structure.
- Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.
- The Company does not have any geographical segment.

32 Imported and Indigenous Raw-materials & Components and Spare Parts consumption:

Sr.	Particulars	2014-15				2013-14			
		Raw-materials & Components		Spare Parts		Raw-materials & Components		Spare Parts	
		Value	%	Value	%	Value	%	Value	%
(i)	Imported (Excluding imported material purchased locally)	44,195,823	7.83%	-	-	36,331,128	6.33%	-	-
(ii)	Indigenous	519,939,260	92.17%	7,775,296	100.00%	537,701,461	93.67%	3,481,243	100.00%
	Total	564,135,083	100.00%	7,775,296	100.00%	574,032,589	100.00%	3,481,243	100.00%

The above figures have been ascertained on the basis of opening stock plus purchases less closing stock and therefore, include the adjustment of excesses and shortages ascertained on physical count, write off of unserviceable items, etc.

33 **Derivatives**

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under.

(a) Amount Receivable in Foreign Currency on account of the following :

Particulars	As on 31.03.2015		As on 31.03.2014		Foreign Currency
	Amount in Foreign Currency		Amount in Foreign Currency		
Receivables	130	11,667	1,712	168,992	GBP
	92,339	5,723,379	291,470	17,345,386	USD

(b) Amount Payable in Foreign Currency on account of the following :

Particulars	As on 31.03.2015		As on 31.03.2014		Foreign Currency
	Amount in Foreign Currency		Amount in Foreign Currency		
Payables	12,572	857,570	2,105	179,266	EURO
	1,620	102,011	9,420	569,345	USD

34 **Disclosure relating to provisions-** The movement in the following provisions is summarised as under :

Note No.	Provision Related to	Opening Balance	Additions	Utilisation	Reversal	Closing Balance
1.	Warranty	1,331,212	297,722	(438,149)	149,172	1,339,957
2.	Liquidated Damages	4,104,052	1,281,691	958,873	181,870	4,245,000
3.	Incentive to Management Staff	-	3,600,000	-	-	3,600,000
	TOTAL	5,435,264	5,179,413	520,724	331,042	9,184,957

Note :

- The company gives Warranties at the time of Sales of Main Products to the customers. Under the terms of Contract of Sales, the company undertakes to make good by replacement or repairs, Manufacturing defects that arise within 1-2 years from the date of sales. A provision has been recognised for the expected Warranty claims on products sold based on past experience.
- The Company has taken Orders with Liquidated Damages Clause. A provision has been made for the expected liability wherein the delivery is made beyond the delivery date and attracted the liquidated damages clause in the contract.
- The company gives incentives to its management staff based on their performance.

35 **ASSETS TAKEN ON LEASE:**

Particulars	2014-15	2013-14
a) The total of Future minimum Lease payments under Non-cancelable operating leases for:		
(i) Not later than one year	2,335,644	594,839
(ii) Later than one year and not later than five years	120,000	115,644
(iii) Later than five years	-	-
b) Lease payment recognized in the Statement of Profit & Loss for the period under the Note No. 23 " Other Expenses"	5,000,517	379,323
c) Sub lease income recognized in the Statement of Profit and Loss for the period	Nil	Nil
d) There is no Contingent Rent.	Nil	Nil
e) The Company's major leasing arrangements are in respect of godowns/office premises (including furniture & fittings therein wherever applicable taken on leave and license basis). These leasing arrangements, which are mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms and conditions.		



- 36 Balance of Debtors includes Rs. 86,226,974 (Previous Year Rs. 62,487,231) which are overdue for which no provision has been made in the accounts as the Management is hopeful of recovery.
- 37 Unauthorised price increases of about Rs 2 crores may have been given to certain identified suppliers during earlier years. The services of the concerned employees have been terminated. Part payments to the concerned suppliers have been held back and purchases have been accounted for at invoiced values. Pending investigation and establishment of the excess price paid, the impact if any on the Statement of Profit and Loss and consequential impact on the Reserves & Liabilities could not be ascertained. Further few suppliers have filed windingup petition against the company for non payment of dues.
- 38 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

39 **Significant Accounting Policies**

(A) Basis of Preparation of Financial Statement

The Financial Statements have been prepared under the historical cost convention on an accrual basis and comply in all material aspects with the mandatory accounting standards and the provisions of the Companies Act, 2013.

(B) Use of Estimates

The presentation and preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of revenues and expenses during the reporting year. Difference between the actual result and the estimates are recognized in the year in which the results are known / materialized.

(C) Inventories Valuation

- (i) Raw materials, components, stores & spares, packing material, semi-finished goods & finished goods are valued at lower of cost and net realisable value.
- (ii) Cost of Raw Materials, components, stores & spares and packing material is arrived at Weighted Average Cost and Cost of semi-finished good and finished good is arrived at estimated cost.
- (iii) Scrap is valued at net realisable value.

(D) Cash and Cash Equivalents

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

(E) Revenue Recognition

Sale & Sale of Services

- (i) Sales are recognised when goods are supplied and are recorded inclusive of Excise Duty and net off Value Added Tax and trade discount.
- (ii) Revenues from Services are recognised as and when services are rendered.

Other Income

Interest income is recorded on a time proportion basis taking into account the amounts invested and the rate of interest.

Export Benefits

All export benefits other than advance license benefits are accounted for on accrual basis.

Dividends

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

(F) Fixed Assets & Depreciation / Amortisation

- (i) Fixed assets are stated at cost less accumulated depreciation.
- (ii) The depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- (iii) Cost of technical know-how is amortised over a period of six years.
- (iv) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 5 years on straight-line method.
- (v) Leasehold Land is depreciated over the period of the Lease.

(G) Foreign Currency Transaction

- (i) In respect of foreign exchange transaction, the transaction in foreign currency is recorded in rupees by applying the exchange rate prevailing at the time of the transaction. Amount short or excess realised/incurred is transferred to Statement of Profit and Loss.
- (ii) All foreign currency liabilities / assets not covered by forward contracts, are restated at the rates prevailing at the year end and any exchange differences are debited / credited to the Statement of Profit & Loss.

(H) Investments

Long term Investments are stated at cost. Provision for diminution in value of long term investments is made only if such decline is other than temporary in the opinion of the management. Cost of Investment is arrived at on the basis of weighted average cost at the time of sale. Current investment are carried individually, at the lower of cost and fair value.

(I) Employee Benefit

- (i) Short term employee benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit & Loss for the year in which the related service is rendered .
- (ii) Contribution payable to recognised provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. Gratuity and Leave encashment which are defined benefits are accrued based on actuarial valuation as at Balance Sheet date by an independent actuary. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year. The Company has funded the liability on account of leave benefits through LIC's Group Leave Encashment Assurance Scheme and the Contribution is charged to Statement of Profit and Loss.

(J) Segment Report

- (i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisaiton and mangagement structure. The operating segement are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- (ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(K) Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale as per Accounting Standard 16 "Borrowing Cost". All other borrowing costs are charged to revenue.

(L) Leases

- (i) Lease rentals in respect of assets acquired under operating leases are charged off to the Statement of Profit and Loss. Lease rentals in respect of assets given under operating leases are credited to the Statement of Profit & Loss.
- (ii) Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases.
- (iii) Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc., are recognised immediately in the statement of profit and loss.

(M) Earnings Per Share

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares except where the results would be anit-dilutive. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential equity shares.



(N) Taxation

- (i) Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- Tax Act, 1961.
- (ii) The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

(O) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(P) Provisions and Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(Q) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

40 The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III.

As per our report attached of even date

For **M L BHUWANIA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration Number : 101484W

FOR AND ON BEHALF OF THE BOARD

SHEKHAR BAJAJ
CHAIRMAN

H A NEVATIA
WHOLE TIME DIRECTOR

J P BAIRAGRA
PARTNER
MEMBERSHIP NO. 12839

PRAKASH SUBRAMANIAM
PRESIDENT & CEO

VIJAY SINGH
CHIEF FINANCIAL OFFICER

KIRAN MUKADAM
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 27/05/2015



HERCULES HOISTS LIMITED



Regd. Office : Bajaj Bhawan, 2nd floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021.
CIN: L45400MH1962PLC012385

PROXY FORM [Form No. MGT. 11]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Members _____ DP ID : _____
 Registered address: _____ Client Id / Folio No : _____
 _____ Email Id : _____

I/We being the members of _____ shares of the above named company, hereby appoint :

- 1) Name , address and email ID _____ Signature or failing him
- 2) Name , address and email ID _____ Signature or failing him
- 3) Name , address and email ID _____ Signature as my/our

proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual general meeting of the company, to be held on the **Monday, August 10, 2015 at 11.30 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground floor, 226, Nariman Point, Mumbai 400 021** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1. _____ 2. _____
 3. _____ 4. _____
 5. _____ 6. _____
 7. _____ 8. _____

Signature of shareholder
Signature of Proxy Holders

Signed this..... day of2015

Please affix
Re.1/-
Revenue
stamp

N.B. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TEAR HERE

TEAR HERE

TEAR HERE



HERCULES HOISTS LIMITED



Regd. Office : Bajaj Bhawan, 2nd floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021. CIN: L45400MH1962PLC012385

ATTENDANCE SLIP

53rd Annual General Meeting on **Monday, August 10, 2015 at 11.30 a.m.** at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground floor, 226, Nariman Point, Mumbai 400 021.

Name of the Shareholder/Proxy :		Signature Member's / Proxy's (To be signed at the time of handing over this slip)
Ledger Folio No.	No. of Shares Held:	
DP ID:	Client ID:	

Note: Slip to Be handed over at the entrance of the meeting hall.

Directors at the Khopoli Factory



Shareholders Visit at the Khopoli Factory



CeMat Exhibition, Delhi, December 2014



HERCULES HOISTS LIMITED

Corporate Office & Works: 43/2B, Savroli-Kharpada Road,
Dhamani, Khalapur, 410202, (Maharashtra)
T: +02192 662502/503/555; F: +02192 662504
E: indef@indef.com • U: www.indef.com
CIN: L45400MH1962PLC012385