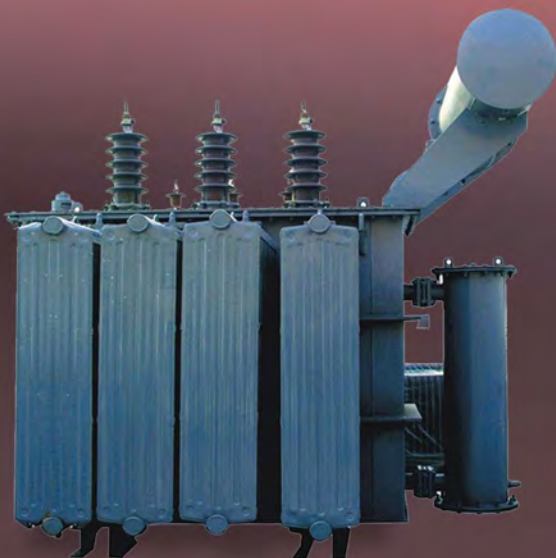


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ANNUAL REPORT 2013-14

ENERGY AND DETERMINATION
CONQUER EVERYTHING



ECE INDUSTRIES LIMITED



DIRECTORS

Shri Prakash Kumar Mohta - CMD
Shri Vikram Prakash
Shri Sakate Khaitan

Shri Om Prakash Khaitan
Shri Mahendra Kumar Jajoo

EXECUTIVES

Shri R. Prasad
Shri A.V. Ramachandran
Shri Rajat Sharma
Shri P.C. Agarwal
Shri Deepak Kaul
Shri H.M. Mot
Shri Piyush Agarwal

President – Corporate Affairs, Finance & Legal
President – (Transformer Division)
Vice President – Corporate Finance & Taxation
Vice President – Commercial & Admn. (Elevator Division)
Vice President – Marketing (Elevator Division)
General Manager – Commercial (Transformer-Hyderabad)
Company Secretary

REGISTERED OFFICE

“ECE HOUSE”
28-A, Kasturba Gandhi Marg
New Delhi - 110001

REGISTRAR

MAS Services Limited.
T-34, II Floor, Okhla Industrial Area
Phase-II, New Delhi - 110020

BANKERS

Bank of Baroda
State Bank of India
Canara Bank
Central Bank of India

AUDITORS

Singhi & Co.
Chartered Accountants
401-408, Pragati House
47-48, Nehru Place
New Delhi - 110019

PLANTS & PRODUCTS

SONEPAT
GHAZIABAD
HYDERABAD

Transformers
Elevators & Other Components
Transformers

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NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that the Sixty Eighth Annual General Meeting of the members of ECE Industries Limited will be held at "The Executive Club", 439, Sahoorpur, Fatehpur Beri, New Delhi – 110074 on Thursday, the 25th day of September, 2014 at 05:00 P.M. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Shri Sakate Khaitan (DIN: 01248200) who retires by rotation and being eligible offer himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s VSD & Associates, Chartered Accountants (Firm Regn. No. 008726N) be appointed as Statutory Auditors of the Company for a term of five years from the financial year 2014-15 upto the financial year 2018-19 i.e. from the conclusion of this Annual General Meeting (AGM) upto the conclusion of 73rd AGM of the Company subject to ratification by members at every AGM, in place of the retiring auditors M/s Singhi & Co., Chartered Accountants, on such remuneration to be decided and fixed by the Board of Directors of the Company."

AS SPECIAL BUSINESS

5. To appoint Shri Om Prakash Khaitan (DIN: 00027798) as an Independent Director 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 the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Om Prakash Khaitan (DIN : 00027798), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office of 5 (five) consecutive years for a term upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019.
6. To appoint Shri Vikram Prakash (DIN: 00027732) as an Independent Director 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 the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vikram Prakash (DIN : 00027732), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office of 5 (five) consecutive years for a term upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019.

7. To appoint Shri Mahendra Kumar Jajoo (DIN: 00006504) as an Independent Director 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 the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Mahendra Kumar Jajoo (DIN : 00006504), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office of 5 (five) consecutive years for a term upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019.
8. To approve payment of commission to Non-executive Directors (including Independent Directors) and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-
 “RESOLVED THAT in supersession of the Special Resolution passed under Section 309 of the Companies Act, 1956 at the Annual General Meeting of the shareholders of the Company held on September 22, 2011 and pursuant to Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, and in conformity with Article 124 of the Articles of Association of the Company, authority be and is hereby accorded for the payment of commission to the Non-Executive Directors of the Company at the rate of One percent (1%) of the net profits of the Company to be computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013, subject to the ceiling as may be decided by the Board of Directors from time to time.
9. To approve Appointment and Remuneration payable to Managing Director and in this regard 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Prakash Kumar Mohta as Managing Director of the Company for a period of three years, not liable to retire by rotation, with effect from November 01, 2014 at a remuneration and terms and conditions as set out in Explanatory Statement.”
 “RESOLVED FURTHER THAT the terms and conditions relating to the re-appointment and remuneration of Shri Prakash Kumar Mohta as set out in the Explanatory Statement be and are hereby approved in accordance with Schedule-V of the Companies Act, 2013 and rules made thereunder.”
 “RESOLVED FURTHER THAT subject to the minimum remuneration as stated in the Explanatory Statement, the total remuneration payable to Shri Prakash Kumar Mohta shall not exceed 5% of the net profits of the company in any financial year in terms of Section 197 & 198 of the Companies Act, 2013.”
 “RESOLVED FURTHER THAT the consent of the shareholders of the Company be and are hereby accorded that in case of no profits or inadequacy of profits in any financial year, Shri Prakash Kumar Mohta shall be paid the remuneration as set out in the Explanatory Statement by way of salary and perquisites as the minimum remuneration permissible in terms of Section 200 and Schedule V of the Companies Act, 2013 with the prior approval of Central Government”.

“RESOLVED FURTHER THAT till the fresh approval of the Central Government is received; Shri Prakash Kumar Mohta shall be paid such remuneration till such period as approved earlier by the Central Govt. and after expiry of the said period, the remuneration permissible under Schedule-V of the Companies Act, 2013 without the prior approval of Central Government. After receipt of the fresh approval of Central Government, the new remuneration shall be payable accordingly”.

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Shri Prakash Kumar Mohta, Managing Director, including the components of remuneration payable to him subject to the overall limit as set out in the Explanatory Statement and duly approved by the shareholders of the Company.”

“RESOLVED FURTHER THAT Shri Vikram Prakash, Director or Shri Piyush Agarwal, Secretary of the company be and are hereby authorized severally to sign, execute and file the required e-forms with the Registrar of Companies and Ministry of Corporate Affairs, Government of India and to do all such acts, deeds and things to give effect to the above resolution”.

10. To approve borrowing limits upto Rs.75 Crores over and above the aggregate of paid-up capital and free reserves of the Company and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:-

“RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Extra-ordinary General Meeting of the shareholders of the Company held on January 22, 1994 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in conformity with the Articles of Association of the Company, the consent of the members be and are hereby accorded to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporates, banks, NBFCs or financial/ investment institutions etc. whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether immovable / movable or stocks / stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertaking(s) / part of undertaking(s) of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the sum of Rs.75 Crores (Rupees Seventy Five Crores only) over and above the aggregate of paid-up capital and free reserves of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

11. To approve creation of Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:-

“RESOLVED THAT in supersession of the earlier resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956, if any, and pursuant to the provisions of Section 180(1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the

Board may have constituted or hereinafter constitute to exercise its powers including the Powers conferred by this Resolution and that the power to delegate such authority to any person(s) to create such charges and/ or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. Financial/ Investment Institutions, Bank or Banks and/ or Trustees for the holders or debentures/bonds/other instruments to secure the repayment of loans/ borrowings sanctioned and/or to be sanctioned by them from time to time for a sum not exceeding Rs.75 Crore (Rupees Seventy five crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves and apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business as per the approval of the shareholders under section 180(1)(c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans/ borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to:

- (i) finalize with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents; and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company".

12. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 and in this regard to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, M/s Balaji & Associates, Cost Accountants being the Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the Financial Year ending 31st March, 2015 be paid the consolidated remuneration (apart from service tax including cess as applicable and reimbursement of actual travel and out-of-pocket expenses) of Rs.75000/- (Rupees Seventy five thousand only).

Place : New Delhi
 Dated : 5th August, 2014
 Registered Office :
 ECE House
 28-A, Kasturba Gandhi Marg,
 New Delhi - 110001
 CIN : L31500DL1945PLC008279
 Email : ecehodelhi@gmail.com
 Website : www.eceindustriesltd.com
 Tel No.: (+91-11) 233142 37-39
 Fax : (+91-11) 23310410

By Order of the Board
 Sd/-
 (Piyush Agarwal)
 Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from 13.09.2014 to 25.09.2014 both days inclusive for the purpose of payment of dividend.
4. The Dividend, as recommended by the Board, if sanctioned at the meeting will be paid to those members or their mandates whose names stand registered on the company's register of members :-
 - (a) as beneficial owners as on 12.09.2014 as per the list to be furnished by National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form, and
 - (b) as members in the register of members of the company after giving effect to valid share transfers in physical form lodged with the company or the Share Transfer Agents up to 12.09.2014.
5. Members (Beneficiaries) holding shares in dematerialized mode are requested to note that the Bank details furnished by them to their respective Depository Participants will be printed on their Dividend Warrants, if not opted for Electronic Clearing Service (ECS). This is pursuant to the SEBI directive vide Circular No. D&CC/FITTC/CIR-4/2001 dated 13.11.2001.
6.
 - (a) Pursuant to Section 124 of the Companies Act, 2013 and rules made thereunder, unclaimed dividend for the year 2006-2007 has been transferred to the "Investor Education and Protection Fund" established by the Central Government. Members shall not be able to register their claim in respect of their un-encashed Dividend with regard to the said dividend.
 - (b) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 and rules made thereunder, dividend for the financial year ended 31st March, 2008 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and rules made thereunder.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial year ended	Date of declaration of dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund
31.03.2008	27.08.2008	26.08.2015	24.09.2015
31.03.2009	09.09.2009	08.09.2016	07.10.2016
31.03.2010	30.09.2010	29.09.2017	28.10.2017
31.03.2011	22.09.2011	21.09.2018	20.10.2018
31.03.2012	25.09.2012	24.09.2019	23.10.2019
31.03.2013	18.09.2013	17.09.2020	16.10.2020

Shareholders who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company at its Registered Office. Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

7. Members or every person purchasing the shares of the Company are requested to furnish immediately a copy of Permanent Account Number (PAN) in compliance of SEBI Circular no MRD/DoP/Cir-05/2009 dated 20th May 2009 and all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc.
 - (a) to their Depository Participant (DP) in respect of equity shares held in electronic form (Demat Account), and
 - (b) to the RTA/ Company at its registered office, in respect of equity shares held in physical form.
8. Besides above, the Securities and Exchange Board of India (SEBI) has vide its Circular Ref. No. MRD/DoP/SE/RTA/Cir-03/2010 dated January 07, 2010 clarified that it shall be mandatory to furnish a copy of PAN in the following cases:-
 - a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
9. Members are requested to bring their copy of the Annual Report, as copies of the Report will not be distributed again at the meeting.
10. Members who hold shares in dematerialised form are requested to bring their Depository Participant Account Number (Client ID No.) for easier identification at the Annual General Meeting.
11. As per the provision of clause 49 of the Listing Agreement, particulars of Director proposed to be appointed / re-appointed at the 68th Annual General Meeting are given in the Explanatory Statement which is part of the notice.
12. Electronic copy of the Annual Report for the financial year ended 31.03.2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
13. Electronic copy of the Notice of the 68th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members as a part of Annual Report whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 68th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode as a part of Annual Report.
14. Members may also note that the Notice of the 68th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2014 will also be available on the Company's website www.eceindustriesltd.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: grievances@eceindustriesltd.com.

15. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically on the resolutions mentioned in the notice of 68th Annual General Meeting of the Company through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your vote.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “ECE INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT”.
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

* Please enter any one of the details in order to login. In case either of the details is not recorded with the depository / company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For members holdings shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for ECE Industries Limited to vote. EVSN and User ID are available in the covering letter being sent to each member along with Notice & Annual Report.
- (x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolution(s).
 - (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xv) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- II. The voting period begins on 18th September, 2014 (09.30 am) and ends on 19th September, 2014 (06.00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - III. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - IV. Shri, Dil Raj Kumar, Advocate has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
 - V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VI. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.eceindustriesltd.com and on the website of CDSL within 2 (two) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchange(s).

Place : New Delhi
Dated : 5th August, 2014

By Order of the Board
Sd/-
(Piyush Agarwal)
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

Item No.5:

Shri Om Prakash Khaitan is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Om Prakash Khaitan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years from the date of this meeting upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019 not liable to retire by rotation.

Shri Om Prakash Khaitan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2014 and has given his consent to act as Director.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has also received declarations from Shri Om Prakash Khaitan that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Om Prakash Khaitan fulfills the conditions for appointment as an Independent Director as specified in the Companies Act and the Listing Agreement and is independent of the management. The 'Nomination & Remuneration Committee' has also recommended the appointment of Shri Om Prakash Khaitan. Copy of the draft letter for appointment of Shri Om Prakash Khaitan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

It is, therefore, in the Company's interest that it should continue to avail of his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri Om Prakash Khaitan as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Om Prakash Khaitan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Director recommended for re-appointment at the Annual General Meeting is given here-in-below:

- | | | |
|--|---|---|
| (a) Name of Director | : | Shri Om Prakash Khaitan |
| Date of Birth | : | 21.11.1943 |
| Date of appointment | : | 23.06.1977 |
| Qualification/ Profession | : | B.Com., LL.B., Attorney at Law (Practicing since 1967) |
| List of Public Limited Companies
(in India) in which outside
Directorship held | : | <ol style="list-style-type: none"> 1. J.K. Tyre & Industries Limited 2. Honda Sael Power Products Limited 3. Shri Ram Pistons & Rings Limited 4. Bengal & Assam Company Limited 5. VLCC Healthcare Limited 6. Sharda Motor Industries Limited 7. Ilpea Paramount Limited |
| Chairman / Member of the
Committee of the Board of
Directors of the Company. | : | <ol style="list-style-type: none"> 1. Chairman – Nomination & Remuneration Committee 2. Member – Audit Committee |

Chairman / Member of the
Committee of the Board of
Directors of other Public
Limited Companies

1. J K Tyre & Industries Limited
 - a) Member – Shareholder Grievance Committee
2. Honda Siel Power Products Limited
 - a) Member – Remuneration Committee
 - b) Member - Audit Committee
3. Shri Ram Pistons & Rings Limited
 - a) Member - Remuneration Committee
4. Bengal & Assam Co. Limited
 - a) Member - Audit Committee
5. Sharda Motor Industries Limited
 - a) Member - Shareholder Grievance Committee
6. VLCC Healthcare Limited
 - a) Member - Remuneration Committee
 - b) Member - Audit Committee

Item No.6:

Shri Vikram Prakash is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Vikram Prakash being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years from the date of this meeting upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019 not liable to retire by rotation.

Shri Vikram Prakash is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2014 and has given his consent to act as Director.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has also received declarations from Shri Vikram Prakash that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Vikram Prakash fulfills the conditions for appointment as an Independent Director as specified in the Companies Act and the Listing Agreement and is independent of the management. The 'Nomination & Remuneration Committee' has also recommended the appointment of Shri Vikram Prakash. Copy of the draft letter for appointment of Shri Vikram Prakash as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

It is, therefore, in the Company's interest that it should continue to avail of his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vikram Prakash as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Vikram Prakash, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Director recommended for re-appointment at the Annual General Meeting is given here-in-below:

Name of Director	:	Shri Vikram Prakash
Date of Birth	:	01.04.1928
Date of appointment	:	06.09.1989
Qualification/ Profession	:	Mechanical Engineer
List of Public Limited Companies (in India) in which outside Directorship held	:	<ol style="list-style-type: none"> 1. Noida Medicare Centre Limited 2. Pushpsons Industries Limited 3. Indian Toners & Developers Limited 4. The Naihati Jute Mills Limited 5. Deepak Spinners Limited
Chairman / Member of the Committee of the Board of Directors of the Company.	:	<ol style="list-style-type: none"> 1. Chairman – Audit Committee 2. Member – Nomination & Remuneration Committee 3. Chairman - Stakeholders' Relationship Committee
Chairman / Member of the Committee of the Board of Directors of other Public Committee Limited Companies	:	<ol style="list-style-type: none"> 1. Indian Toners & Developers Limited <ol style="list-style-type: none"> a) Member - Audit Committee 2. Pushpsons Industries Limited <ol style="list-style-type: none"> a) Member - Audit Committee 3. Noida Medicare Centre Limited <ol style="list-style-type: none"> a) Chairman - Audit Committee 4. Deepak Spinners Limited <ol style="list-style-type: none"> a) Chairman - Audit Committee

Item No.7:

Shri Mahendra Kumar Jajoo is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Mahendra Kumar Jajoo being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years from the date of this meeting upto the conclusion of the 73rd Annual General Meeting of the Company in the Calendar year 2019 not liable to retire by rotation.

Shri Mahendra Kumar Jajoo is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2014 and has given his consent to act as Director.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has also received declarations from Shri Mahendra Kumar Jajoo that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Mahendra Kumar Jajoo fulfills the conditions for appointment as an Independent Director as specified in the Companies Act and the Listing Agreement and is independent of the management. The 'Nomination & Remuneration Committee' has also recommended the appointment of Shri Mahendra Kumar Jajoo. Copy of the draft letter for appointment of Shri Mahendra Kumar Jajoo as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

It is, therefore, in the Company's interest that it should continue to avail of his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri Mahendra Kumar Jajoo as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Mahendra Kumar Jajoo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Director recommended for re-appointment at the Annual General Meeting is given here-in-below:

Name of Director	:	Shri Mahendra Kumar Jajoo
Date of Birth	:	15.11.1952
Date of appointment	:	24.01.2009
Qualification/ Profession	:	Chartered Accountant / Industrialist
List of Public Limited Companies (in India) in which outside Directorship held	:	1. Emkay Infotech Limited 2. KFL Finance & Securities Limited 3. Jajoo Power Limited 4. Emkay Auto Limited
Chairman / Member of the Committee of the Board of Directors of the Company.	:	1. Member – Nomination & Remuneration Committee 2. Member – Stakeholders' Relationship Committee
Chairman / Member of the Committee of the Board of Directors of other Public Committee Limited Companies	:	1. Emkay Automobile Industries Limited a) Member - Audit Committee 2. KFL Finance & Securities Limited a) Member - Audit Committee

Item No.8:

The Shareholders at the Annual General Meeting of the Company held on 22nd September, 2011 had accorded their consent to the Board of Directors by way of Special Resolution under erstwhile Section 309 of the Companies Act, 1956, for payment of commission to the Non-executive Directors of the Company at the rate of One percent (1%) of its net profits.

Section 197 of the Companies Act, 2013 provides that in case of Director(s) who is/are not in whole time employment of the Company, the Company may, by way of Special Resolution authorize the payment of remuneration to such Directors by way of commission up to One percent (1%) of its net profits, computed in the manner laid down under Section 198 of the Companies Act, 2013, in addition to the fee for attending the meetings of Board or Committee thereof.

It is now proposed that the Company do continue to pay commission to such Director(s) of the Company at the rate of One percent (1%) of its net profits, computed in the manner laid down under Section 198 of the Companies Act, 2013, subject to the ceiling as may be decided by the Board of Directors from time to time.

The approval of the shareholders is sought by means of passing the Special Resolution as set out in the notice.

Except the Directors are interested in the resolution to the extent of commission payable to them, none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

Item No.9:

The tenure of Shri Prakash Kumar Mohta in the capacity of Managing Director shall expire on 31.10.2014.

Considering his experience and ability commensurate with the requirement of the Company, it is proposed to re-appoint him as Managing Director of the Company w.e.f. 1.11.2014 for a further period of three years. Shri Prakash Kumar Mohta will be managing the affairs of the Company subject to superintendence, control and directions of the Board of Directors of the Company and shall not be liable to retire by rotation.

The total remuneration payable to Shri Prakash Kumar Mohta in any financial year shall not exceed 5% of the net profits as computed in terms of Section 197 and 198 of the Companies Act, 2013 and rules made thereunder.

However, in the event of loss or inadequacy of profits in the company in any financial year, Shri Prakash Kumar Mohta shall be paid remuneration by way of salary and perquisite as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as well as other applicable provisions, if any, with the prior approval of Central Government. In view of experience of Shri Prakash Kumar Mohta, the salary pattern of the Managing Director(s) in similar with other companies and challenging task ahead, the remuneration payable to Shri Prakash Kumar Mohta by way of salary and perquisites is set out as below :-

- a) Basic Salary : Rs. 12,50,000/- per month (Rs. Twelve Lacs & fifty thousand only). He should be further given an increment @ 10% on completion of each year.
- b) Employer's Contribution : 12% of the basic salary. to Provident Fund.
- c) Gratuity : At a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months.
- d) Leave : 35 days in a year.
- e) Leave Encashment : Encashment of un-availed leave at the end of the tenure.
- f) Leave Travel Allowance : Max. upto One month salary per year
- g) Medical Reimbursement : For Self & family on actual
- h) Provision of Car with Driver in relation to the Company's Business.
- i) Mobile Phone and Telephone at residence (not to be considered as perquisites).

However, till the fresh approval of the Central Government is received; Shri Prakash Kumar Mohta shall be paid such remuneration till such period as approved earlier by the Central Govt. and after expiry of the said period, the remuneration permissible under Schedule-V of the Companies Act, 2013 without the prior approval of Central Government. After receipt of the fresh approval of Central Government, the new remuneration shall be payable accordingly".

The approval of the shareholders is sought by means of passing the Special Resolution as set out in the notice.

Except Shri Prakash Kumar Mohta, being an appointee and Shri Sakate Khaitan, Director, being the relative of the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

The Explanatory statement together with the accompanying notice may be treated as an abstract of terms of appointment and memorandum of interest in respect of appointment of Shri Prakash Kumar Mohta under Section 190 of the Companies Act, 2013 as well as may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

INFORMATION AS REQUIRED UNDER THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1) Nature of Industry:

The Company is into manufacturing industry with its core area of operations in manufacturing the Transformers and Erection & Installation of the Elevators.

2) Date or expected date of commencement of commercial production: 13th June, 1945.

3) Financial performance based on the given indicators:

Particulars	2013-14	2012-13	2011-12
Gross Turnover	12,284.64	14,832.06	20,816.57
Total Expenses	12,452.05	14,146.90	19,524.26
Profit before tax	25.84	224.30	377.81
Net Worth	14,101.70	14,095.42	14,232.76

4) Export performance:

During the year ended 31.3.2014, Earnings out of Exports were 'Nil'.

5) Foreign investments or collaborations:

As on March 31, 2014, the shareholdings of Overseas Body Corporates in the Company were 0.74%. There are no foreign collaborators.

II. INFORMATION ABOUT THE APPOINTEE

1) Background details:

Shri Prakash Kumar Mohta, the proposed appointee, holds a Graduate Degree in Commerce and has over 33 years of experience as an Industrialist and in handling the Corporate Affairs efficiently. Presently, he is on the Board of Directors of many Companies. He joined ECE Industries Limited as a Director in January, 2007.

2) Past Remuneration, recognition or awards, job profile and his suitability

A sum of Rs.131.59 lacs has been paid to Shri Prakash Kumar Mohta, being the remuneration and Provident / Superannuation Fund as well as the allowable perquisites as per Schedule XIII of the erstwhile Companies Act, 1956 for the year ended 31st March, 2014 with the prior sanction of Central Government vide their letter dated 27th February, 2012.

Shri Prakash Kumar Mohta has rich experience and deep knowledge about the industry and has immensely contributed to the growth of the Company by his incisive and broad based knowledge of the domestic and international market.

Shri Prakash Kumar Mohta has taken several initiatives to focus on growth, value addition and cost effectiveness besides overseeing the company's business.

3) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The prevalent levels of remuneration in manufacturing industries, in general, and the industry in particular, are higher. Taking into account his strategic role to turn around the Company, the proposed remuneration is below the industry levels and that of comparatively placed companies in India.

- 4) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

He has pecuniary relationship with the Company in his capacity as a Managing Director and person acting in concert as Promoter.

III. OTHER INFORMATION :

- 1) Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable items

The Indian business continues to face tough market conditions. The operations at Company's transformer business continued to be adversely affected due to slow implementation of projects in power, infrastructure & realty sectors of the Country. Fund constraints with State Electrical Boards adversely affected the orders and supply position resulting in continued losses. Slow implementation of projects in infrastructure and realty sector combined with severe liquidity crunch resulted in lower revenue and income in Elevator business.

With the expected change in political scenario, it is hoped that the pace of growth and development will get accelerated. The Company is cautiously optimistic to get better orders of its products and faster realizations of old dues.

IV. DISCLOSURES:

The proposed remuneration package: As detailed in the Resolution and Explanatory Statement.

Item Nos. 10 & 11:

The Shareholders at the Extra-ordinary General Meeting of the Company held on 22nd January, 1994 had accorded their consent to the Board of Directors by way of an Ordinary Resolution under erstwhile Section 293(1)(d) of the Companies Act, 1956 that borrowing in excess of the aggregate of the Company's paid-up capital and free reserves, subject to limit of Rs.75 Crores (Rupees Seventy five crores) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of a Company shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the Ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

The consent of the Shareholders is therefore, sought by way of a Special Resolution in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow moneys subject to a limit of Rs.75 Crores (Rupees Seventy five crores only) in addition to the aggregate of the Company's paid-up share capital and its free reserves mentioned in the resolution. The resolution under Item No. 10 of the accompanying Notice is to obtain fresh consent of the shareholders for this purpose.

The proposed borrowings of the Company, may, if necessary, have to be secured by way of mortgage/ charge on immoveable properties and/or hypothecation of the moveable properties of the Company both present and future, as may be agreed to with the concerned financial/ investment institutions, bank or banks or the relevant party concerned.

Since the mortgage and/or charge/hypothecation to be created as aforesaid may attract the provision of Section 180(1)(a) of the Companies Act, 2013, it is deemed advisable to obtain the approval of the members by way of a Special resolution under the provisions of the above Section of the said Act. The Directors accordingly commend the resolution in Item Nos. 11 of the accompanying notice for the approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 10 & 11.

Item No.12:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 16th May, 2014, the Board has considered and approved appointment of M/s Balaji & Associates, Cost Accountants, for conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution for this item of the notice.

The Resolution at Item No. 121 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.12.

Place : New Delhi
Dated : 5th August, 2014

By Order of the Board
Sd/-
(Piyush Agarwal)
Company Secretary

DIRECTORS' REPORT

TO THE SHAREHOLDERS

Dear Shareholders,

We have pleasure in presenting the Sixty Eighth Annual Report with Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

Particulars	31.03.2014 (Rs. In Lacs)	31.03.2013 (Rs. In Lacs)
Turnover (including other operating income)	12,284.64	14,832.06
Profit / (Loss) before Depreciation, Exceptional Items & Tax	261.38	884.54
Gain / (Loss) from Exceptional items	Nil	(437.51)
	261.38	447.03
Less : Depreciation	235.54	222.73
Profit before Tax	25.84	224.30
Provision for :		
(i) Current Income Tax	-	95.18
(ii) Deferred Tax Charge / (Credit)	8.06	35.07
Profit after Tax	17.78	94.05
Add : Balance Brought Forward	4,428.01	4,366.51
Profit available for Appropriation	4,445.79	4,460.56
Appropriations as under :		
1. Proposed Dividend	7.73	19.31
2. Provision for Dividend Tax	1.31	3.24
3. Transfer to General Reserve	1.00	10.00
4. Balance in Statement of Profit & Loss carried forward	4,435.75	4,428.01
	4,445.79	4,460.56

REVIEW OF PERFORMANCE

The sales turnover for the current year is Rs. 122.85 Crores against Rs. 148.32 Crores in the previous year. The total gross profit for the year ended 31st March, 2014 comes to Rs. 261.38 Lacs (Previous Year Rs. 447.03 lacs). After providing Rs. 235.54 lacs (Previous year Rs. 222.73 lacs) for depreciation and Rs. 8.06 lacs as provision for taxation (Previous Year Rs. 130.25 lacs), there remains a surplus of Rs. 17.78 lacs (Previous year Rs. 94.05 lacs).

The Indian business continues to face tough market conditions. The operations at Company's transformer business continued to be adversely affected due to slow implementation of projects in power, infrastructure & realty sectors of the Country. Fund constraints with State Electrical Boards adversely affected the orders and supply position resulting in continued losses. Slow implementation of projects in infrastructure and realty sector combined with severe liquidity crunch resulted in lower revenue and income in Elevator business.

DIVIDEND

We recommend payment of Dividend for the year 2013-2014 @ Re. 0.10 per share (1%) for the year, which will be paid after obtaining your approval in the Annual General Meeting.

AUDITOR'S REPORT

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

AUDITORS

M/s Singhi & Co., Chartered Accountants has expressed their unwillingness to be re-appointed as Statutory Auditor of the Company. M/s VSD & Associates, Chartered Accountants have given their consent to be appointed as the Statutory Auditors of the company in the ensuing Annual General Meeting in terms of Companies Act, 2013 & rules made there under and the Board recommends their appointment.

COST AUDITORS AND COST AUDIT REPORT

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

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreements with Stock Exchanges, Management Discussion and Analysis Report and Corporate Governance Report are annexed and form part of the Directors Report.

LISTING AGREEMENTS

The Company's equity shares continue to be listed on the Bombay Stock Exchange and National Stock Exchange. The Annual Listing fees for the year 2013-2014 have been paid in full to Bombay Stock Exchange as well as to National Stock Exchange.

DIRECTORS

In view of the provisions of the Companies Act, 2013, read with the provisions of Listing Agreement, two third of the directors on the Board of the company are required to be independent directors. The independent directors are not to be considered for the purpose of determining the directors liable to retire by rotation. Three of the existing directors, viz. Shri Om Prakash Khaitan, Shri Vikram Prakash and Shri Mahendra Kumar Jajoo are independent directors. Shri Prakash Kumar Mohta is the Managing Director, not liable to retire by rotation. Shri Sakate Khaitan, the remaining non-executive & non-independent director will be retiring at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. So far as the above referred three independent directors are concerned, they would be appointed as the independent directors at the ensuing Annual General Meeting of the company for a term of five consecutive years commencing from the date of ensuing Annual General Meeting.

TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

In terms of Section 205A and 205C of the Companies Act, 1956, during the Financial Year 2013-2014 the Company has deposited Rs. 1,02,655/- (Rupees One lakh two thousand six hundred fifty five only) in the "Investor Education & Protection Fund" established by the Central Government towards unclaimed/unpaid dividend for the financial year 2005-2006.

FIXED DEPOSITS

Your Company has not accepted fixed deposits from public and/or employees and, as such, no amount of Principal or interest was outstanding as on the balance sheet date.

PARTICULARS OF EMPLOYEES

The provisions of Section 217(2A) of The Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended) are not applicable, as there is no employee drawing remuneration beyond the stipulated amount provided in the said rules.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Board of Directors of your company state:

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Additional information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, required under Section 217 (1)(e) of the Companies Act, 1956 forms part of this report and same is enclosed as Annexure 'A'.

ACKNOWLEDGEMENTS

Your Directors place on record their thanks for the dedicated services rendered by all the employees of the company in its factories and offices and also acknowledge the co-operation, assistance and support extended by the Company's bankers and stakeholders.

For and on Behalf of the Board of Directors

Sd/-

Sd/-

(P.K. Mohta)

(Vikram Prakash)

Chairman & Managing Director

Director

Place : New Delhi

Dated : 16th May, 2014

Annexure 'A' to the Directors' Report

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ending 31st March, 2014.

A. Conservation of Energy

The Company is continuously engaged in the process of energy conservation through improved operational and manufacturing practices. The power factor of the electrical supply has been improved by using Power factor improvement devices like capacitors and we are able to raise the power factor to almost unity. This has helped in making the power supply more efficient and also in reduction of energy charges.

B. Technology Absorption

Efforts made in technology absorption as per Form-B are furnished below.

(Form for disclosure of particulars with respect of Technology Absorption)

1. Research and Development (R&D)

Design of Core Assembly using Tie Rods has been changed to flitch plate construction which enabled to make the transformers more compact and also to reduce oil quantity.

Design modification and improvement of brake system is done in our geared vertical traction machines for Elevators. We have also designed a new guard for the main sheave and also the over speed governor for smooth and energy efficient transportation.

2. Technology Absorption, Adaptation & Renovation

In transformer manufacturing instead of normal paper covered Copper conductors, we used Bunched Conductors and Continuously Transposed Conductors (CTC) for winding as per latest technology for higher capacity transformers which enabled appreciable reduction in electrical losses making our transformers more energy efficient and compact in size.

In Elevator business a feasibility study is carried out to choose the most appropriate products which include imported gearless machines, controllers, human interface devices etc. The designing of harness is complete and now we are testing the same in our plant as well as in field to give a go ahead for the same.

C. Foreign Exchange Earnings & Outgo

The information on Foreign Exchange earnings & outgo contained in Note No. 26.10(b) of 'Other Notes on Accounts'.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Main segments of company's activities relate to manufacture and sale of Equipments for Power & Distribution Transformers and Elevators.

OPPORTUNITIES & THREATS

The transformer industry continues passing through a difficult period due to increasing costs and cut-throat competition resulting in lower realization.

SEGMENTWISE PERFORMANCE

The business segments of the company i.e. "Equipment for Power Transmission and Distribution" & "Elevator" accounted for 66% and 34% of the gross turnover respectively in the year 2013-2014.

A. Business Segment – Equipment for Power Transmission and Distribution (Rs. In lacs)

Particulars	2013-14	2012-13	% Change (Negative)/Positive
Gross Turnover	8,050.26	10,543.33	(23.65)
Operating Profit/(Loss) (after depreciation and before interest)	(182.93)	(74.68)	(144.95)

B. Business Segment – Elevators (Rs. In lacs)

Particulars	2013-14	2012-13	% Change (Negative)/Positive
Gross Turnover	4,073.95	4,288.72	(5.01)
Operating Profit/(Loss) (after depreciation and before interest)	195.49	497.63	(60.72)

OUTLOOK

With the expected change in political scenario, it is hoped that the pace of growth and development will get accelerated. Your Company is cautiously optimistic to get better orders of its products and faster realizations of old dues.

RISKS AND CONCERNS

1. Fixed Assets of the Company i.e. Buildings, Plant and Machinery, Office equipments, Furniture & Fixtures and Vehicles are insured with a view to minimize the risk in case of fire and loss of profit.
2. Current Assets of the company i.e. Raw Materials, Work-in-Progress, Stores & Spares and Finished Goods are insured to minimize the risk.
3. The Company has taken cash/ cash in transit insurance cover to safeguard itself from any theft/ burglary.
4. The Company has also kept its activities reasonably diversified in terms of products and locations with a view to minimize the risk.
5. The Company is having in-house Research & Development abilities to cater the needs of technological changes in the market and to upgrade its products.
6. To plug the operational hazards, the Company has vast base of suppliers to procure continuous supplies of raw material from its local and foreign suppliers.
7. The Company hedges its risk of fluctuation in foreign currency while taking loan from banks.
8. Keeping in view the size and infrastructure of the company, it is felt that the existing arrangement of Risk Management is reasonably sufficient.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

ECE has an internal control system that is geared towards achieving efficiency in operations, optimum utilization of resources, effecting monitoring and compliance with all applicable laws and regulations. A programme of internal audit by an Independent firm of Chartered Accountants is reviewed by Management and documented policies, guidelines and procedures, supplements the internal control systems that are designed to ensure reliability of financial and all other records to prepare financial statements and other data and to maintain accountability of assets.

FINANCIAL REVIEW AND ANALYSIS

(Rs. in Lacs)

Highlights	2013-14	2012-13
Turnover (Net of Excise Duty) including other operating income	11,325.33	13,590.31
Profit / (Loss) before Depreciation, Exceptional Items and Tax	261.38	884.54
Gain / (Loss) from Exceptional Items	-	(437.51)
Depreciation	235.54	222.73
Profit before Tax	25.84	224.30
Income Tax	8.06	130.25
Net Profit	17.78	94.05
Proposed Dividend (incl. Dividend tax)	9.04	22.59

OTHER INCOME

Other Income mainly consists of Interest, Dividend, Royalty, Rent & Licence fee and Liabilities / Provisions written back etc.

HUMAN RESOURCES DEVELOPMENT

ECE recognizes the need of training & development on regular basis. Continuous learning by individuals is necessary for the organization. It provides opportunity, appropriate working environment and scope to develop the younger talent.

For and on Behalf of the Board of Directors

Sd/-

Sd/-

Place : New Delhi

(P.K. Mohta)

(Vikram Prakash)

Dated : 16th May, 2014

Chairman & Managing Director

Director

CORPORATE GOVERNANCE REPORT

I COMPLIANCE OF MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At ECE Industries Limited, Corporate Governance is the integral part of Company's Values, Ethics, Business practices and Norms. Towards this, the Company constantly evaluates and defines its Management practices aimed at enhancing its commitments and delivery of the basic tenets of the Corporate Governance.

2. BOARD OF DIRECTORS

Composition:

The Board of Directors consists of five members, out of which four are Non-Executive Directors.

Attendance record of Directors:

During the year 2013-2014, Four Board Meetings were held on 28.05.2013, 02.08.2013, 08.11.2013 and 01.02.2014:

Directors	Category	No. of Board meetings attended	Attendance at the last AGM	No. of outside Directorships held	(Chairman)/ Member of Board Committee	Share Holding As on 31.03.14 (No. of shares)
Sh. P. K. Mohta	Chairman & Managing Director	2	Yes	4	(Nil) 2	974516
Sh. O.P. Khaitan	*Non Executive	4	No	7	(1) 2	100
Sh. Vikram Prakash	*Non Executive	4	Yes	5	(3) 1	200
Sh. Sakate Khaitan	Non Executive	1	No	2	Nil	200
Sh. M.K. Jajoo	*Non Executive	-	No	4	(Nil) 2	200

*also Independent in terms of the provisions of Clause 49(1)(A)(iii).

3. AUDIT COMMITTEE

Currently, the Audit Committee of the company consists three members, out of which two third are non-executive and independent directors.

Members of the Committee:

1. Shri Vikram Prakash – Chairman
2. Shri P.K. Mohta – Member
3. Shri O.P. Khaitan – Member

Meetings of the Audit Committee were held on 28.05.2013, 02.08.2013, 08.11.2013 and 01.02.2014. Shri Vikram Prakash, Chairman and Sh. O.P. Khaitan, member of the Committee attended four meetings. Sh. P.K. Mohta, member attended two meetings. Besides the Committee members, Sh. R. Prasad, President (Corporate Affairs, Finance & Legal), Sh. Rajat Sharma, Vice President (Corporate Finance & Taxation) and Sh. Piyush Agarwal, Company Secretary also attended the meetings from time to time.

The role and terms of reference of the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement with the Stock Exchanges beside other terms, as may be referred by the Board of Directors.

4. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Shareholders/Investors Grievance Committee consists of the following members:

1. Shri Vikram Prakash, Director
2. Shri M.K. Jajoo, Director
3. Shri R. Prasad, President (Corporate Affairs, Finance & Legal)
4. Shri Rajat Sharma, Vice President (Corporate Finance & Taxation)

The committee looks into the redressal of shareholders and investor's complaints regarding:

- Non receipt of Balance Sheet
- Non receipt of declared dividend
- Any other matter concerning Investor/Shareholder grievances.

The Committee reviews the status of complaints received from shareholders/investors. A status report of shareholders complaints is prepared and placed before the Shareholders/Investors Grievance Committee.

There were no major issues/complaints from the shareholders and no complaint was pending at the end of the financial year. During the year, four meetings of the committee were held on 28.05.2013, 02.08.2013, 08.11.2013 and 01.02.2014 and the same were attended by Shri Vikram Prakash, Shri R. Prasad and Shri Rajat Sharma.

5. REMUNERATION OF DIRECTORS

Non-executive Directors do not draw any remuneration from the Company though Directors are entitled to receive Directors' Commission pursuant to Section 197 of the Companies Act, 2013 and Sitting Fees for attending the meetings of the Board, Audit Committee, Shareholders/Investor Grievances Committee and Remuneration Committee thereof.

Each Director was paid sitting fee for attending Board Meeting and Audit Committee Meeting @ Rs. 5,000/- per meeting. The Sitting fee to Director for attending the meeting of Shareholder's Grievance Committee and Remuneration Committee is Rs. 2,000/- per meeting. The details of Directors' Commission and sitting fee paid during the financial year 2013-2014 to the Directors of the Company are given below :-

S. No.	Name of Directors	Sitting Fee (in Rs.)				Director's Remuneration /Commission (in Rs.)	Total (in Rs.)
		Board Meeting	Audit Committee Meeting	Investor's Grievance Committee Meeting	Remuneration Committee Meeting		
1	Shri P.K. Mohta	-	-	-	-	1,31,59,200 *	1,31,59,200
2	Shri O.P. Khaitan	20,000	20,000	6,000	-	-	46,000
3	Shri Vikram Prakash	20,000	20,000	8,000	-	-	48,000
4	Shri Sakate Khaitan	5,000	-	-	-	-	5,000
5	Shri M.K. Jajoo	-	-	-	-	-	-

Besides dividend on Equity shares held by the Directors, a payment of Rs. 3,00,000/- (Rupees Three lacs only) was made to Shri O.P. Khaitan of M/s O.P. Khaitan & Co., Solicitors and Advocates towards Professional charges for advising and drafting on various legal matters of the Company.

*The remuneration paid to Shri P.K. Mohta includes the payment of salary and other perquisites etc. in accordance with the resolution passed by the shareholders in the Annual General Meeting held on 22.09.2011 which was further approved by the Central Government vide letter dated 27.02.2012.

6. GENERAL BODY MEETINGS

The details of the General Meetings held in last 3 years are as under:

For the Finalcial Year	Location	Date	Time
2012-13	The Executive Club, 439, Sahoopur, New Delhi	18.09.2013	04.00 PM
2011-12	ITG Auditorium, Copernicus Marg, New Delhi	25.09.2012	12.00 PM
2010-11	Hindi Bhawan, 11, Vishnu Digamber Marg, New Delhi	22.09.2011	03.30 PM

None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

7. DISCLOSURES:

i) Related Party transactions

Transactions with the related parties are disclosed in Note No. 26.7 of 'Other Notes on Accounts'. The transaction does not have any conflict with the interest of the company at large.

ii) Compliance by the Company

The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on matters relating to capital markets during the last three years.

Further, as provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all the Board Members and Senior Management of the Company have confirmed compliance with the Code of Conduct for the years ended 31st March, 2014.

8. MEANS OF COMMUNICATION

Apart from providing a detailed Annual Report on the working of the Company, consisting of Directors' Report, Management Discussion & Analysis Report and Annual Accounts, the Company regularly brings out its quarterly results for the information of its shareholders through publication thereof in Business Standard (English & Hindi) newspapers and also places on its website.

Company is having its website www.eceindustriesltd.com which gets reviewed and upgraded from time to time.

9. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report forms part of this Annual Report. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and its management, internal control systems and adequacy, discussion on financial and operational performance and material developments in human resources are discussed in the said report.

SHAREHOLDER'S INFORMATION

1. ANNUAL GENERAL MEETING

Date and Time	:	25th September, 2014, 05.00 P.M.
Venue	:	The Executive Club, 439, Sahoopur Fatehpur Beri, New Delhi-110074

2. FINANCIAL CALENDAR

Financial Reporting

For the quarter ending June 30, 2014

: By 14th August, 2014

For the quarter ending Sept., 30, 2014

: By 14th November, 2014

For the quarter ending Dec. 31, 2014

: By 14th February, 2015

For the year ending March 31, 2015

: By 15th May, 2015

Annual General Meeting for the year ending 31st March, 2015

: By the end of September, 2015.

3. DATE OF BOOK CLOSURE

: From 13th September, 2014

To 25th September, 2014

4. DIVIDEND PAYMENT DATE

: On or before 20th October, 2014

5. LISTING ON STOCK EXCHANGE

: At present the Equity shares of the Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited and Annual Listing fee for the year 2014-15 have been paid to the both Stock Exchanges.

ADDRESS OF STOCK EXCHANGES

1. Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400001.

2. National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (East), Mumbai – 400051.

6. STOCK CODE

(a) Trading symbol at :

Bombay Stock Exchange, Mumbai

: 532491

National Stock Exchange, Mumbai

: ECEIND

(b) Demat ISIN Number in NSDL & CDSL

: INE588B01014

7. STOCK MARKET DATA

The details of Monthly High/Low price and number of shares traded on Bombay Stock Exchange and National Stock Exchange, Mumbai are given below:

Month	BOMBAY STOCK EXCHANGE			NATIONAL STOCK EXCHANGE		
	Monthly High Price (Rs./Share)	Monthly Low Price (Rs./Share)	Average Volume (No. of Shares)	Monthly High Price (Rs./Share)	Monthly Low Price (Rs./Share)	Monthly Volume (No. of Shares)
April, 2013	129.70	99.00	2219	128.00	100.30	4415
May, 2013	134.00	102.05	146760	138.00	103.30	1406086
June, 2013	127.00	100.05	133585	125.50	100.55	145878
July, 2013	119.65	85.00	19180	110.85	84.25	5333
August, 2013	102.85	73.05	1850	99.45	73.00	17687
September, 2013	101.80	80.65	15445	100.00	76.05	14136
October, 2013	99.60	81.10	3918	92.85	79.00	9876
November, 2013	106.75	76.20	3998	100.00	79.00	22441
December, 2013	93.55	78.50	6818	90.65	79.00	35662
January, 2014	95.85	75.00	6642	89.00	76.05	45729
February, 2014	114.50	78.00	431095	114.20	77.30	219537
March, 2014	112.25	83.05	120695	112.20	83.00	149330

8. REGISTRAR & TRANSFER AGENTS

MAS Services Limited
T-34, IInd Floor, Okhla Industrial Area, Phase-II,
New Delhi – 110020
Phone Nos : 011-26387281/ 26387282/ 26387283
Fax No. : 011-26387384
E-mail : mas_serv@yahoo.com

9. SHARE TRANSFER SYSTEM

Presently, the share transfers which are received in physical form are processed and returned within a period of 15 days from the date of receipt, subject to the documents being valid and clear in all respects.

A Share Transfer Committee has been constituted by the Board to approve Transfer/Transmission, Dematerialisation/Rematerialisation/Sub-division/Consolidation/Issue of duplicate share certificates etc. The Share Transfer Committee consists of Shri R. Prasad, Shri Rajat Sharma and Shri Piyush Agarwal, Officers of the Company and the committee attends the transfer and other formalities once in a fortnight or as required.

In compliance with the Listing Guidelines, on half yearly basis, a Practicing Company Secretary audits the system of transfer and a Certificate to that effect is issued. Also, in compliance with the SEBI guidelines, a quarterly Audit is also conducted by a Practicing Company Secretary and the Reconciliation of Share Capital Audit Report is issued by the Practicing Company Secretary and the same is submitted to both the Stock Exchanges.

10. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014

No. of equity shares held	Number of shareholders	Number of shares held	Percentage of share holding
1 to 5000	4367	351736	4.55
5001 to 10000	226	162844	2.11
10001 to 50000	158	296685	3.84
50001 to 100000	13	93761	1.21
100001 & above	25	6820899	88.29
TOTAL	4789	7725925	100.00

11. CATEGORIES OF SHAREHOLDING AS ON 31ST MARCH, 2014.

Category	Number of shareholders	Number of shares held	Percentage of share holding
A. Promoters	8	4493487	58.16
B. Non-Promoters			
Financial Institutions & Banks	2	344717	4.46
Body Corporate	173	945954	12.24
Individuals	4574	1661547	21.51
Non Resident Indians (NRIs)	31	68720	0.89
Foreign Institutional Investor (FIIs)	1	211500	2.74
TOTAL	4789	7725925	100.00

12. DEMATERIALISATION OF SHARES AND LIQUIDITY

As on 31st March, 2014, the 97.70% of the paid-up equity share capital of the Company has been held in dematerialized form. Trading in Equity shares of the Company through Bombay Stock Exchange and National Stock Exchange is permitted only in dematerialized form, as per notification issued by the Securities and Exchange Board of India.

Relevant data for the volume of shares traded during the year 2013-2014 is given above, under the heading "Stock Market Data".

13. LOCATION OF COMPANY'S UNITS: As given at the beginning of the Annual Report.

14. INVESTOR CORRESPONDENCE :

Communication regarding transfer/transmission of shares, Dematerialization/Rematerialisation, Dividends, Change of Address or any other queries relating to shares of the Company may be made at either of the following addresses:

- a) Registrar & Transfer Agents (Both Electronic & Physical Form)
 MAS Services Limited
 T-34, IInd floor, Okhla Industrial Area, Phase-II,
 New Delhi – 110020.
 Phone Nos : 011-26387281-83
 Fax No. : 011-26387384
 E-mail : mas_serv@yahoo.com
- b) Registered Office (Physical Form)
 Share Department
 ECE Industries Ltd.
 28-A, Kasturba Gandhi Marg,
 New Delhi-110001
 Telephone Nos : 011-23314237-39
 Fax : 011-23310410
 E-mail : grievances@eceindustriesltd.com
- c) E-Mail address of the Company for the purpose of registering complaints by Investors:
 grievances@eceindustriesltd.com

II COMPLIANCE OF NON-MANDATORY REQUIREMENTS

1 THE BOARD

The Corporate office of the Company bears the expenses of the office of the Chairman. Two Independent Directors have the tenure in aggregate on the Board of more than nine years.

2. REMUNERATION COMMITTEE

The Company has the Remuneration committee consisting of Shri O.P. Khaitan as Chairman, Shri Vikram Prakash and Shri M.K. Jajoo as members of the Committee. The Committee deals with the fixation of terms and remuneration of the appointee on the Board Level.

3. SHAREHOLDER RIGHTS

The Company does not send the half yearly financial performance including the significant events to the shareholders of the Company.

4. AUDIT QUALIFICATION

During the period under review, there is no Audit qualification pertaining to the financial statements. The Company continues to adopt best practices to ensure unqualified financial statements.

5. TRAINING OF BOARD MEMBERS

There was no Directors' Training programme held during the year ended on 31.03.2014.

6. MECHANISM FOR EVALUATING NON-EXECUTIVE BOARD MEMBERS

Non-Executive Directors are evaluated by their own peer in the Board meetings although there is no formal peer group review by the entire Board except the Directors concerned.

7. WHISTLE BLOWER POLICY

The Company does not have any formal Whistle Blower Policy.

For and on Behalf of the Board of Directors

Sd/-

Sd/-

Place : New Delhi

Dated : 16th May, 2014

(P.K. Mohta)

Chairman & Managing Director

(Vikram Prakash)

Director

Chief Executive Officer (CEO) / Chief Financial Officer (CFO) Certification

- (a) “Certified that we have reviewed financial statements for the year ended on 31st March, 2014 and to the best of our knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the quarter which are fraudulent, illegal or violative of the company’s code of conduct.
- (c) We accept the responsibility for establishing and maintaining the internal controls and have evaluated the effectiveness of the system of the company. Efficacies/ deficiencies in the design or operations of internal controls are disclosed / discussed with the auditors and the audit committee and necessary steps are taken accordingly.
- (d) We have indicated to the auditors and the Audit Committee;
- (i) there was no significant change in internal control system during the year.
 - (ii) there was no significant change in accounting policies during the quarter and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there was no instance of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system.

Place : New Delhi
Date : 16th May, 2014

Sd/-
(P. K. Mohta)
Chief Executive Officer

Sd/-
(R. Prasad)
Chief Financial Officer

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

CIN No. : L31500DL1945PLC008279

Nominal Capital : Rs. 15,00,00,000/-

Paid Up Capital : Rs. 7,72,59,250/-

The Members,
ECE Industries Limited
ECE House
28-A, K.G. Marg
New Delhi

We have examined all relevant records of ECE Industries Limited having its registered office at ECE House, 28-A, K.G. Marg, New Delhi – 110001 for the purpose of certifying compliance of the conditions of Corporate Governance under clause 49 of the Listing Agreement with the Bombay Stock Exchange and The National Stock Exchange for the financial year ended 31st March, 2014. We have examined all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of 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 the Company has complied with all the mandatory conditions of the said clause 49 of the Listing Agreement.

For PTM & Co.
Company Secretaries

Sd/-
[Tumul Maheshwari]
Proprietor
C.P. No. 5554

Place : New Delhi
Dated : 16th May, 2014

INDEPENDENT AUDITORS' REPORT

To the Members of ECE Industries Limited,
Report on the Financial Statements

We have audited the accompanying financial statements of ECE Industries Limited, ("the Company") which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conduct our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- b. In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on the other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SINGHI & CO.

Chartered Accountants

Firm Registration No. : 302049E

Sd/-

B.K.Sipani

Partner

Membership No. 088926

Place : New Delhi

Dated : 16th May, 2014

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: ECE Industries Limited)

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Company has planned program to physically verify assets in alternate years, which in our opinion is reasonable having regards to the size of the company and nature of its assets. As per such plan physical verification of fixed assets was not conducted during the year.
- c. There was no substantial disposal of fixed assets during the year.
- (ii) a. As explained to us inventories (except stock-in-transit) were physically verified during the year by the management at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory and no material discrepancy was noticed on physical verification.
- (iii) a. As informed, the Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies' Act, 1956. Accordingly, paragraphs 4 (iii) (b), (c) and (d) of the Order are not applicable.
- b. As informed, the Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies' Act, 1956. Accordingly, paragraphs 4 (iii) (f) and (g) of the order, are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) According to the information and explanations provided by the management, we are of the opinion that there are no transactions that needs to be entered into the Register maintained under Section 301 of the Companies' Act, 1956. Therefore, the provisions of clause 4 (v) of the Order, 2003 is not applicable to the Company.
- (vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies' Act, 1956. Accordingly clause 4(vi) of the Order is not applicable.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records for its products under section 209(1)(d) of the Companies' Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (ix) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Services tax, Custom duty, Excise duty, Cess and other statutory dues applicable to it with the appropriate authorities. There was no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.

- b. According to the records of the company, there are no dues outstanding of Sales tax, Income tax, Service tax, Custom Duty, Wealth tax, Excise duty and Cess on account of any dispute, other than the following:

Name of The Statute	Nature of Dues	Year	Amount (Rs. in Lacs)*	Forum where dispute is Pending
Orissa Sales Tax Act, 1947	Demand Towards Work Contract Tax	2001-02	26.24	Sales Tax Appellate Tribunal, Cuttack
Bihar Sales Tax Act, 1983	Demand Towards Work Contract Tax	1993-97 & 2000-01	21.96	Jharkhand High Court
West Bengal Sales Tax Act, 1994 (Local) & Central	Demand towards Local Sales Tax & Central Sales Tax	1994-95 & 2002-03	15.26	Sales Tax Revision Bench, West Bengal
Delhi Works Contract Act, 1999	Demand Towards Work Contract Tax	2002-03	12.00	Deputy Commissioner (Appeals), Delhi
Delhi Sales Tax Act, 1975 (Central)	Demand towards non submission of forms/ Concessional forms, and demand towards interest	1980-81, 1983-84, 1989-90, 1995-96 and 1981-82	13.95	Additional Commissioner Sales Tax, Delhi
Delhi Sales Tax Act, 1975 (local)	Demand towards rejection of Stock transfer and non submission of forms	1980-81 & 1987-88	3.55	Deputy Commissioner Sales Tax, Delhi
Andhra Pradesh General Sales Tax Act, 1957(Central)	Demand towards Works Contract Tax	2001-02, 2003-04	10.94	Commercial Tax Officer, Andhra Pradesh
Tamilnadu Commercial Tax Act	Commercial Tax	2000-01	71.62	Tamilnadu Sales Tax Appellate Tribunal Main Branch, Chennai
Gujarat State Sales Tax Act, 1969	Demand towards work contract tax	1993-94	2.78	Deputy Commissioner (Appeals), Gujarat
Central Excise Act, 1944	Demand towards Excise Duty	1998-99	5.82	Andhra Pradesh High Court
U P Municipal Laws (Cess Act)	Demand towards Water Cess	1992-93	0.60	Tehsildar, Gaziabad, (U.P.)

* Net of payments

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash loss in the current and in the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to financial institutions and banks. We have been informed that the company has not issued any debenture during the year.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Accordingly, clause 4 (xiii) of the Order is not applicable.
- (xiv) The Company does not deal or trade in shares, securities, debentures and other securities except that it has investments in shares, units of the mutual funds and debentures and these are held in the name of the company.
- (xv) According to the information and explanations given to us, the Company has not given any corporate guarantee in favour of any financial institution or bank for loans taken by others.
- (xvi) Based on information and explanations given to us, no term loan was obtained during the year. Accordingly, clause 4 (xvi) of the Order is not applicable.
- (xvii) According to the information and explanation given to us and on an overall examination of the balance sheet and cash flow of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4(xviii) of the Order is not applicable.
- (xix) The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the Order is not applicable.
- (xx) The Company has not raised any money through public issue. Accordingly, clause 4(xx) of the Order is not applicable.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the 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 the audit.

BALANCE SHEET AS AT 31ST MARCH, 2014

(Rs. in Lacs)			
Particulars	Note No.	As At 31.03.2014	As At 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	772.76	772.96
(b) Reserves & Surplus	2	13,328.94	13,322.46
(2) Non Current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	51.27	43.21
(b) Long Term Provisions	4	381.04	277.21
(3) Current Liabilities			
(a) Short Term Borrowings	5	-	2.87
(b) Trade Payables	6	3,534.12	3,509.18
(c) Other Current Liabilities	7	2,333.48	2,270.92
(d) Short Term Provisions	8	231.02	364.29
Total		<u>20,632.63</u>	<u>20,563.10</u>
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	2,188.71	2,338.14
(ii) Intangible Assets	9	199.49	199.61
(iii) Capital Work-in-progress		-	18.99
(b) Non Current Investments	10	7,840.91	6,455.19
(c) Long Term Loans & Advances	11	364.13	406.15
(2) Current Assets			
(a) Inventories	12	2,975.59	2,811.42
(b) Trade Receivables	13	4,908.39	5,978.48
(c) Cash and Bank Balances	14	531.84	440.90
(d) Short Term Loans & Advances	15	1,374.96	1,800.78
(e) Other Current Assets	16	248.61	113.44
Total		<u>20,632.63</u>	<u>20,563.10</u>
Summary of Significant Accounting Policies	25		
Other Notes on Accounts	26		

The Notes referred to above form an integral part of Balance Sheet.

As per our Report of even date attached.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. : 302049E
Sd/-

(B.K. Sipani)

Partner

Membership No. 088926

Place : New Delhi

Dated: 16th May, 2014

Sd/-
(Piyush Agarwal)
Company Secretary

For and on behalf of the Board of Directors

Sd/-
(P.K. Mohta)
Chairman & Managing Director

Sd/-
(Vikram Prakash)
Director

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

(Rs. in Lacs)			
Particulars	Note No.	1st April, 2013 to 31st March, 2014	1st April, 2012 to 31st March, 2013
REVENUE :			
I. Revenue from Operations (Gross)	17	12,284.64	14,832.06
Less : Excise Duty		959.31	1,241.75
Revenue from Operations (Net)		11,325.33	13,590.31
II. Other Income	18	1,152.56	1,218.40
III. Total Revenue		<u>12,477.89</u>	<u>14,808.71</u>
IV. EXPENSES :			
Purchases of Traded Goods		85.13	127.93
Cost of materials consumed	19	8,163.92	9,072.61
Changes in Inventories of Finished Goods and Work-in-Progress	20	(231.42)	468.32
Employee Benefit Expense	21	1,443.74	1,390.38
Finance Costs	22	163.44	162.28
Depreciation and Amortization Expenses	9	235.54	222.73
Other Expenses	23	2,591.70	2,702.65
Total Expenses		<u>12,452.05</u>	<u>14,146.90</u>
V. Profit before Exceptional Items and Tax		25.84	661.81
VI. (Less)/Add: Exceptional Items	24	-	(437.51)
VII. Profit before Tax		25.84	224.30
VIII. Tax Expense:			
(1) Current Tax		-	(95.18)
(2) Deferred Tax (Charge)/Credit	3	(8.06)	(35.07)
IX. Profit for the period		<u>17.78</u>	<u>94.05</u>
X. Earning per equity share (in Rupees):			
Equity Shares of Rs. 10/- each			
Basic & Diluted	26.3	0.23	1.20
Summary of Significant Accounting Policies	25		
Other Notes on Accounts	26		

The Notes referred to above form an integral part of Statement of Profit & Loss.

As per our Report of even date attached.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. : 302049E
Sd/-
(B.K. Sipani)
Partner
Membership No. 088926
Place : New Delhi
Dated: 16th May, 2014

Sd/-
(Piyush Agarwal)
Company Secretary

For and on behalf of the Board of Directors

Sd/-
(P.K. Mohta)
Chairman & Managing Director

Sd/-
(Vikram Prakash)
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	(Rs. in Lacs)	
	For the year ended 31.03.2014	For the year ended 31.03.2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	25.84	224.30
Adjustments for:		
Depreciation & Amortization Expenses	235.54	222.73
Inter Corporate Deposits Written off	-	880.17
(Profit)/ Loss on disposal of Fixed Assets(Net)	(24.64)	(471.19)
Dividend income on non-current Investments (other than Trade)	(41.76)	(27.98)
Expenses relating to Buy-back shares	0.01	1.30
Finance Costs	163.44	162.28
Interest Income	(492.64)	(790.10)
Inter Corporate Deposits earlier written off, now recovered	(24.00)	-
Net Provision for doubtful debts, loans and advances / (Adjusted)	(4.62)	0.63
Loss/(Profit) on sale of Investments	(75.42)	20.30
Operating Profit/(Loss) before working capital changes	(238.25)	222.44
Movement in working capital:		
(Increase)/Decrease in Trade Receivable	1,074.71	1,663.62
(Increase)/Decrease in Inventories	(164.16)	910.93
Decrease/(Increase) in Loans and Advances	(84.67)	71.45
Increase/(Decrease) in Current Liabilities & Provisions	92.26	(1,470.49)
Cash generated from/(Used in) operations	679.89	1,397.94
Direct Tax Paid(Net)	(89.00)	(112.98)
Net cash from/ (used in) operating activities	590.89	1,284.96
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(75.31)	(52.18)
Sale of Fixed Assets	12.96	201.07
Movement in Capital Advances	-	62.50
Sale of Investments	6,823.14	4,073.56
Purchases of Investments	(8,133.45)	(10,365.24)
Movement in Fixed & Call Deposits	-	0.08
Inter Corporate Deposits to Bodies Corporate	600.00	3,269.83
Inter Corporate Deposits earlier written off, now recovered	24.00	-
Interest Received	398.97	705.31
Dividend Received	41.76	27.98
Net cash from/(used in) Investing Activities	(307.94)	(2,077.09)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	(2.87)	(701.97)
Buyback of Shares	(2.46)	(208.84)
Expenses relating to Buy-back of shares	(0.01)	(1.30)
Finance Costs	(163.44)	(162.28)
Dividend Paid	(22.60)	(45.74)
Net cash from/(used in) financing activities	(191.38)	(1,120.13)
Net Increase/(decrease) in Cash and Cash equivalents(A+B+C)	91.58	(1,912.26)
Cash and Cash equivalents at the beginning of the year	434.07	2,346.33
Cash and Cash equivalents at the end of the year	525.65	434.07
Cash on hand	5.12	5.30
Cheques on hand	-	4.37
Balance with Banks		
In Current Accounts	232.80	322.62
In Cash Credit Accounts	287.73	101.78
Earmarked Bank Balances		
In Unclaimed Dividend Accounts	6.19	6.83
	531.84	440.90
LESS :- Unclaimed Dividend lying with Bank	6.19	6.83
	525.65	434.07

As per our Report of even date attached.

For Singhi & Co.

Chartered Accountants

Firm Reg. No. : 302049E

Sd/-

(B.K. Sipani)

Partner

Membership No. 088926

Place : New Delhi

Dated: 16th May, 2014

Sd/-

(Piyush Agarwal)

Company Secretary

For and on behalf of the Board of Directors

Sd/-

(P.K. Mohta)

Chairman & Managing Director

Sd/-

(Vikram Prakash)

Director

NOTES FORMING PART OF THE BALANCE SHEET AS AT AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs. in Lacs)

Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
1 SHARE CAPITAL			
Authorised			
1,45,00,000 (Previous Year 1,45,00,000)			
Equity Shares of Rs.10/- each		1,450.00	1,450.00
50,000 (Previous Year 50,000) Redeemable Cumulative Preference Shares of Rs.100/- each		50.00	50.00
		<u>1,500.00</u>	<u>1,500.00</u>
Issued			
77,71,155 (Previous year 77,73,127) Equity Shares of Rs. 10/- each fully paid-up		777.12	794.31
		<u>777.12</u>	<u>777.31</u>
Subscribed and Paid-up			
77,25,925* (Previous year 77,27,897) Equity Shares of Rs.10/- each fully paid-up	1.1	772.59	772.79
Add : Forfeited Shares (Amount originally Paid-up)		0.17	0.17
		<u>772.76</u>	<u>772.96</u>

1.1 *Out of total 1,75,385 Equity Shares bought back upto the date of closure i.e.27.03.2013, 1972 Equity Shares were extinguished in April, 2013.

Reconciliation of the number of Equity shares outstanding

Particulars	As at March 31, 2014		As at March 31, 2013	
	Nos.	Rs.	Nos.	Rs.
Number of shares at the beginning	7,727,897	772.79	7,901,310	790.13
Less : Extinguished during the year (Ref1.1)	1,972	0.20	1,73,413	17.34
Number of shares at the end	77,25,925	772.59	77,27,897	772.79

Details of the Share holders holding more than 5% shares alongwith number of shares held

Shareholder's Name	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of Equity Shares	Nos. Shares held	% of Equity Shares
Parvati Tea Company Pvt. Ltd.	2709997	35.08	2709997	35.07
Prakash Kumar Mohta	974516	12.61	592016	7.66
Jayshree Finvest Pvt. Ltd.	449124	5.81	449124	5.81
Mudrika Goods Pvt. Ltd.	-	-	439746	5.69
Jayantika Vincom Pvt. Ltd.	-	-	437314	5.66
Diplomat Ltd.	-	-	427825	5.54

Rights, preferences and restrictions attached with Shares

Equity Shares : The company has issued one class of Equity Share having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.

(Rs. in Lacs)

Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
2 RESERVES & SURPLUS			
Shares Buy Back Reserve			
As per last Balance Sheet		239.34	222.00
Add : Reserve created on buy back of equity shares		0.20	17.34
		<u>239.54</u>	<u>239.34</u>
Securities Premium Account			
As per last Balance Sheet		2,895.11	3,103.95
Less : Utilised in Buy Back of Equity Shares		2.46	208.84
		<u>2,892.65</u>	<u>2,895.11</u>
General Reserve			
As per last Balance Sheet		5,760.00	5,750.00
Add : Transfer from Statement of Profit & Loss		1.00	10.00
		<u>5,761.00</u>	<u>5,760.00</u>
Surplus as per Statement of Profit & Loss			
Balance Brought Forward from Previous Year		4,428.01	4,366.51
Add: Profit for the period		17.78	94.05
		<u>4,445.79</u>	<u>4,460.56</u>
Less : Appropriations :			
Proposed Dividend	2.1	7.73	19.31
Tax on Dividend		1.31	3.28
Shortfall for Dividend of the year 2011-12		-	(0.04)
Transfer to General Reserve		1.00	10.00
Balance Carried to Next Year		<u>4,435.75</u>	<u>4,428.01</u>
Total Reserves and Surplus		<u>13,328.95</u>	<u>13,322.46</u>
2.1 The Board has recommended dividend of Rs. 0.10 (Paise ten only) per share on 77,25,925 equity shares [Previous year Rs. 0.25 (paise twenty five only) per share on 77,25,925 equity shares (net of 1972 equity shares) extinguished after balance sheet date]			
3 DEFERRED TAX LIABILITIES (Net)			
Deferred Tax Liabilities			
Depreciation & Amortisation		246.40	259.58
Gross Deferred Tax Liability		<u>246.40</u>	<u>259.58</u>
Deferred Tax Assets			
Effect of expenditure debited to Statement of Profit & Loss but allowable for tax purposes in following years		195.13	216.37
Gross Deferred Tax Asset		<u>195.13</u>	<u>216.37</u>
Net Deferred Tax Liability		<u>51.27</u>	<u>43.21</u>
4 LONG TERM PROVISIONS			
Provision for Employee Benefits		47.08	44.03
Provision for Warrantees	8.1	333.96	233.18
		<u>381.04</u>	<u>277.21</u>

(Rs. in Lacs)

Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
5 SHORT TERM BORROWINGS			
Secured Loans			
Repayable on Demand			
Cash Credit Facility from Banks	5.1	-	2.87
		<u>-</u>	<u>2.87</u>
5.1 Secured by equitable mortgage of factory land and other fixed assets at Sonapat unit. Further, hypothecation of movable fixed assets / current assets of the Company namely book debts, receivables, materials, work in progress and finished goods.			
6 TRADE PAYABLES			
Payables for goods and services	6.1 & 6.2	3,534.12	3,509.18
		<u>3,534.12</u>	<u>3,509.18</u>
6.1 The Company has not received any intimation from any of its suppliers regarding their status under the said Act and hence disclosures, relating to amounts unpaid as at the year end along with interest if any payable as required under the said Act have not been given. The Company generally makes payments to all its suppliers within the agreed credit period (generally less than 45 days) and thus, the Management is confident that the liability of interest under this Act, if any, would not be material.			
6.2 Vendor's balances are subject to confirmations and reconciliations.			
7 OTHER CURRENT LIABILITIES			
Security Deposits		72.96	52.79
Statutory Dues		39.50	55.54
Advance from & Credit Balance of Customers & Others		826.66	836.80
Advances against Sale of Fixed Assets		67.50	87.50
Unpaid Dividend		6.19	6.83
Contractual Deductions by Customers & Price Variation		424.81	244.92
Employee's Emoluments		87.08	84.20
Dues to Others		200.70	294.26
Sub Judicial Matter	7.1	608.08	608.08
		<u>2,333.48</u>	<u>2,270.92</u>
7.1 The Company had made claims against Uttar Haryana Bijli Vitran Nigam Limited (UHBVN) for refund of liquidated damages deducted by the Electricity Board as well as interest on delayed payment of bills/due instalments by the Electricity Board. The arbitrator, appointed by the chairman, UHBVN, had given award in favour of the Company which was subsequently confirmed by the Additional Distt. Judge, Panchkula (Haryana). The Electricity Board has, however, filed an appeal with the Hon'ble High Court, Punjab & Haryana. While admitting the appeal, the Hon'ble High Court passed an interim order dated 25.08.2009, directing the Electricity Board to pay to the company a sum of Rs. 608.08 lacs against bank guarantee of the same amount as security to the Electricity Board. The Electricity Board has made payment against bank guarantee given to them as security. As the matter is still sub-judice, the amount is lying in Other Current Liabilities.			

(Rs. in Lacs)			
Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
8 SHORT TERM PROVISIONS			
Provision for Employee Benefits	26.8	53.15	39.17
Provision for Warranties	8.1.1	99.83	204.53
Proposed Dividend on Equity Shares	2.1	7.73	19.31
Tax on Proposed Equity Dividend		1.31	3.28
Provision for Loss on Onerous Contracts	8.1.2	44.00	73.00
Provision against Sales Tax Demands	8.1.3	25.00	25.00
		<u>231.02</u>	<u>364.29</u>

8.1 DISCLOSURES AS PER AS-29

Particulars	Balance as at 01.04.2013	Additions during the year	Used & reversed during the year	Balance as at 31.03.2014
Provision for Warranties	437.70	93.35	97.26	433.79
	(585.34)	(49.49)	(197.13)	(437.71)
Provision for Loss on Onerous Contracts	73.00	-	29.00	44.00
	(73.00)	(-)	(-)	(73.00)
Provision for Contingency against Sales tax demands	25.00	-	-	25.00
	(25.00)	(-)	(-)	(25.00)
Current Year	535.70	93.35	126.26	502.79
Previous Year	(683.34)	(49.49)	(197.13)	(535.70)

Additional Notes :-

8.1.1 Warranty provision covers the estimated expenses to be incurred during warranty period of the products of the company determined on the basis of past experience. The company reviews the warranty provisions at periodical intervals and the same is adjusted to the estimated expenses to be incurred during the balance warranty period of the product. Expenses incurred during the year against warranties are being directly charged to Statement of Profit & Loss.

8.1.2 Provision for loss on Onerous Contracts has been made towards estimated amount of loss on pending Railway Electrification jobs.

8.1.3 Kindly refer to Note No. 26.1 [b(ii)].

9 FIXED ASSETS

(Rs. in Lacs)

S. No.	Particulars	Ref.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Book Value at 01.04.2013	Additions	Deductions/ Adjustments	Book Value at 31.03.2014	Upto 31.03.2013	For the year	Deductions/ Adjustments	Upto 31.03.2014	As At 31.03.2014	As At 31.03.2013
A.	Tangible Assets											
1	Land (Leasehold)	1	20.24	-	-	20.24	0.77	0.02	-	0.78	19.46	19.47
2	Land (Freehold)		361.84	3.00	-	364.84	-	-	-	-	364.84	361.84
3	Building, Road & Culverts	2	816.06	-	-	816.06	286.58	19.20	-	305.78	510.28	529.48
4	Plant & Machinery		2,623.54	22.53	29.26	2,616.81	1,361.37	132.91	21.48	1,472.81	1,144.00	1,262.17
5	Elect & Gas Installations		51.33	-	-	51.33	29.06	1.31	-	30.37	20.96	22.27
6	Furniture & Fittings		130.27	0.60	-	130.87	74.49	3.49	-	77.98	52.89	55.78
7	Office Equipments		130.75	5.19	0.31	135.63	89.85	8.17	0.00	98.02	37.61	40.90
8	Motor & Other Vehicles		84.97	0.10	5.65	79.42	38.74	7.43	5.43	40.74	38.67	46.23
	Total - A		4,219.00	31.42	35.22	4,215.20	1,880.86	172.54	26.91	2,026.49	2,188.71	2,338.14
B.	Intangible Asstes											
1	Drawing & Development		164.11	62.88	-	226.99	63.16	38.33	-	101.50	125.49	100.95
2	Design Software		148.00	-	-	148.00	49.34	24.67	-	74.00	74.00	98.66
	Total - B		312.11	62.88	-	374.99	112.50	63.00	-	175.50	199.49	199.61
	GRAND TOTAL (A+B)		4,531.11	94.30	35.22	4,590.19	1,993.36	235.54	26.91	2,201.99	2,388.21	2,537.75
	Previous Year		4,573.81	33.19	75.89	4,531.11	1,793.21	222.73	22.57	1,993.36	2,537.75	2,780.60

NOTES:-

- Leasehold land includes land amounting to Rs. 2.08 lacs (Previous year Rs. 2.08 lacs) under perpetual lease.
- Building includes Rs. 250/- (Previous Year Rs. 250/-) (Full Amount) being the cost of 5 (Five) Shares issued by Hanuman Unit Holder Premises Co-operative Society Limited, Vadala.
- Out of the above Fixed Assets Land, Building, Electric Installation and Air Conditioning Plant aggregate value of Rs. 0.49 lacs (Previous Year Rs. 0.49 lacs) are owned with other co-owners.

(Rs. in Lacs)

Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
10 NON CURRENT INVESTMENTS (AT COST)			
Investment in Equity Instruments			
Quoted			
Fully paid-up Equity Shares of Rs. 10/- each (Face Value)			
1,19,163 (Previous Year 1,19,163) in Aditya Birla Nuvo Ltd.		178.81	178.81
31,670 (Previous Year 31,670) in Grasim Industries Ltd.	10.1	-	-
13,915 (Previous Year 13,915) in Ultratech Cement Ltd.	10.2	-	-
Fully paid-up Equity Shares of Rs. 2/- each (Face Value)			
2,25,800 (Previous Year 2,25,800) in Kesoram Textile Mills Ltd.	10.3	-	-
12,158 (Previous Year NIL) in Simplex Infrastructures Ltd.		11.29	-
Fully paid-up Equity Shares of Rs. 1/- each (Face Value)			
NIL (Previous Year 1,00,000) in Hindalco Industries Ltd.		-	105.90
Unquoted			
Fully paid-up Equity Shares of Rs. 10 each (Face Value)			
2,25,800 (Previous Year 2,25,800) in Kesoram Insurance Broking Service Ltd.		5.00	5.00
5,618 (Previous Year NIL) in Godrej Buildwell Pvt. Ltd.		1,448.51	-
Investment in Preference Instruments			
Quoted			
Fully paid-up Preference Shares of Rs. 10 each (Face Value)			
25,00,000 (Previous Year NIL) in IL & FS Transportation Networks Ltd.		500.00	-
Investment in Bonds (Infrastructure)			
Quoted			
32,389 (Previous Year NIL) Power Finance Corporation Ltd.		323.89	-
50,000 (Previous Year NIL) India Infrastructure Finance Company Ltd.		500.00	-
Investment in Mutual Funds			
4987746 (Previous Year 4987746) Units of JP Morgan Funds		500.00	500.00
NIL (Previous Year 29785) Units of Baroda Pioneer Funds		-	400.00
NIL (Previous Year 213106) Units of Birla Sun Life-Cash Plus Fund		-	400.00
NIL (Previous Year 4594692) Units of ICICI Prudential-Gilt Fund		-	1,000.00
NIL (Previous Year 599864) Units of ICICI Prudential-Liquid Fund		-	600.00
NIL (Previous Year 1859959) Units of HDFC-Income Fund		-	500.00
NIL (Previous Year 946474) Units of Birla Sun Life-Income Plus Fund		-	500.00
NIL (Previous Year 10000000) Units of IIFL Private Equity Fund		-	1,000.00
10000000 (Previous Year NIL) Units of HDFC-FMP		1,000.00	-
5000000 (Previous Year NIL) Units of Kotak - FMP		500.00	-
Investment in Venture Capital Fund			
20000000 (Previous Year NIL) Units of ICICI Venture Capital Fund		1,200.00	-
Real Estate Scheme 1			
2887640 (Previous Year NIL) Units of IIFL Income Opportunity Fund		300.00	-
Series-Special Situation			
Investment in Non Convertible Debentures			
750 (Previous Year 750) Units of ICICI Prudential AMC Ltd.		750.00	750.00
500 (Previous Year 500) Units of Sambhavi Reality Pvt. Ltd.		515.48	515.48
100 (Previous Year NIL) Units of Wadhwa Group Holdings Pvt. Ltd.		107.93	-
		<u>7,840.91</u>	<u>6,455.19</u>
Aggregate Book Value of Quoted Investments		1,513.99	284.71
Aggregate Market Value of Quoted Investments		6,006.10	2,406.47
Aggregate amount of Unquoted Investments		6,326.92	6,170.48
Aggregate provision for diminution in value of Investment		-	-
10.1 Received pursuant to the scheme of arrangement between Grasim Industries Ltd. and Indian Rayon & Industries Ltd during the year 1999-2000.			
10.2 Received pursuant to scheme of arrangement between Samruddhi Cements Ltd. and Ultratech Cements Ltd. during the year 2010-2011.			
10.3 Received on account of transfer of textile division by Kesoram Industries Ltd. to Kesoram Textile Mills Ltd. during the year 1999-2000.			
11 LONG TERM LOANS AND ADVANCES			
Unsecured, Considered good			
Security Deposits		364.13	406.07
Prepaid Expenses		-	0.08
		<u>364.13</u>	<u>406.15</u>

(Rs. in Lacs)			
Particulars	Ref.	As At 31.03.2014	As At 31.03.2013
12 INVENTORIES			
(Valued at Lower of Cost and Net Realisable Value)			
Raw Materials		679.15	543.80
Work-in-Progress	20.1	2,177.90	1,941.77
Stock-in-Trade		22.91	18.18
Finished Goods		10.07	19.51
Stores and Spares		85.55	288.17
		<u>2,975.59</u>	<u>2,811.43</u>
13 TRADE RECEIVABLES			
Unsecured			
Trade receivables outstanding for a period exceeding six months from due date			
Considered Good (unless otherwise stated)	13.1	1,877.37	2,160.38
(Under litigation Rs. 0.70 Previous Year Rs. 11.55 Lacs)			
Considered Doubtful		15.14	19.76
Less: Provision for Doubtful Debts		<u>(15.14)</u>	<u>(19.76)</u>
		1,877.37	2,160.38
Others			
Considered Good	13.1	3,031.02	3,818.10
		<u>4,908.39</u>	<u>5,978.48</u>
13.1 Balance with customers are subject to confirmations and reconciliations			
14 CASH AND BANK BALANCES			
Cash & Cash Equivalent			
Cash on Hand		5.12	5.30
Cheques on Hand		-	4.37
Balances with Banks:			
In Current Accounts		232.80	322.62
In Cash Credit Accounts		287.73	101.78
Earmarked Bank Balances			
In Unclaimed Dividend Accounts		6.19	6.83
		<u>531.84</u>	<u>440.90</u>
15 SHORT TERM LOANS AND ADVANCES			
Unsecured Considered good			
Inter Corporate Deposits with Bodies Corporate		-	600.00
Balance with Excise Authorities		535.11	481.99
Balances with Other Authorities		30.18	40.49
Deposit with Others		174.74	168.97
Advance Income Tax (including refund receivables) (Net)		392.63	303.63
Advance to Suppliers		213.04	163.69
Prepaid Expenses		12.33	25.46
Others		16.93	16.55
		<u>1,374.96</u>	<u>1,800.78</u>
Considered Doubtful			
Other Advances		1.03	3.65
Less : Provision for Doubtful		<u>(1.03)</u>	<u>(3.65)</u>
		1,374.96	1,800.78
16 OTHER CURRENT ASSETS			
Accrued Interest Receivable		205.76	112.09
Claims & Others Receivable		42.85	1.35
		<u>248.61</u>	<u>113.44</u>

(Rs. in Lacs)			
Particulars	Ref.	1st April, 2013 to 31st March, 2014	1st April, 2012 to 31st March, 2013
17 REVENUE FROM OPERATIONS (GROSS)			
Sale of Product and Services			
Sale of Finished Goods		8,157.98	10,281.76
Contract Jobs	17.1	3,172.92	3,423.92
Maintenance and Services Revenue		833.66	695.20
Other Operating Income		120.09	431.18
Sale of Production Scrap		<u>12,284.64</u>	<u>14,832.06</u>
17.1 Includes for contracts completed in earlier years Rs. 60.73 (Previous Year Rs. 82.81)			
18 OTHER INCOME			
Interest Income		492.64	790.10
Rent & Licence Fees		152.72	145.94
Royalty Received		30.00	30.00
Dividend Income from Non-Current Investments (Other than Trade)		41.76	27.98
Profit on Sale of Non Current Investments (Other than Trade)		75.42	-
Sundry Balances Written Back		209.82	180.87
Bad-debts Recovered		74.72	22.76
Provision for doubtful debts written back		4.62	-
Profit on Sale of Fixed Assets (Net)		24.64	-
Inter Corporate Deposits earlier written off, now recovered		24.00	-
Miscellaneous Income		<u>22.22</u>	<u>20.75</u>
		<u>1,152.56</u>	<u>1,218.40</u>
19 COST OF MATERIAL CONSUMED			
Raw Materials Consumed			
Copper		3,331.34	3,553.55
Core		1,377.66	1,483.00
Wires & Sections		317.32	743.46
Others		<u>3,137.60</u>	<u>3,292.60</u>
		<u>8,163.92</u>	<u>9,072.61</u>
20 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS			
Closing Stock			
Finished Goods		10.07	19.51
Work-in-Progress	20.1	2,177.90	1,941.77
Stock-in-Trade		<u>22.91</u>	<u>18.18</u>
		<u>2,210.88</u>	<u>1,979.46</u>
Less:			
Opening Stock			
Finished Goods		19.51	460.29
Work-in-Progress	20.1	1,941.77	1,972.21
Stock-in-Trade		<u>18.18</u>	<u>15.28</u>
		<u>1,979.46</u>	<u>2,447.78</u>
Decrease / (Increase) in Stock		<u>(231.42)</u>	<u>468.32</u>
	31.03.2014	31.03.2013	31.03.2012
20.1 WORK IN PROGRESS INCLUDES			
Tranformers	1,637.37	1,312.02	1,437.69
Elevators	540.53	547.28	452.05
Others	-	82.47	82.47

(Rs. in Lacs)			
Particulars	Ref.	1st April, 2013 to 31st March, 2014	1st April, 2012 to 31st March, 2013
21 EMPLOYEE BENEFIT EXPENSES			
Salaries and Wages		1,243.12	1,177.89
Contribution to Provident and Other Funds		121.36	141.90
Workmen and Staff Welfare Expenses		79.26	70.59
		<u>1,443.74</u>	<u>1,390.38</u>
22 FINANCE COSTS			
Interest Expense		137.35	136.95
Other Borrowing Cost		26.09	25.32
		<u>163.44</u>	<u>162.27</u>
23 OTHER EXPENSES			
Stores and Spare Parts Consumed	23.1	372.47	386.48
Processing & Material Handling Expenses		478.56	551.54
Freight outwards, Transport and Octroi Expenses		205.57	128.28
Power & Fuel Expenses		180.12	200.70
Rent		52.78	45.68
Rates and Taxes		16.73	17.35
Service Tax Paid		2.24	6.98
Auditor's Remuneration	23.2	10.96	10.54
Repair and Maintenance:			
Buildings		25.27	54.60
Plant and Machinery		35.76	32.95
Others		40.72	67.34
Commission on Sales		3.88	133.71
Insurance		10.86	11.93
Excise Duty on Increase/(Decrease) of Stock		27.85	(29.42)
Legal & Professional Charges	23.3	125.34	81.63
Travelling & Conveyance Expenses	23.4	251.00	234.05
Bank Charges		98.95	108.25
After Sales Services		67.53	54.20
Impulse & Short Circuit Charges		95.12	64.30
Debt, Advance & Other Debit Balances Written-off		20.80	120.24
Provision For Doubtful Debts		-	0.62
Loss on Sale of Fixed Assets (Net)		-	8.23
Foreign Exchange Loss (Net)		1.64	0.16
Contractual Deductions / Recoveries by Customers		165.01	108.27
Erection Charges of Transformers		137.00	68.03
Donation		-	5.00
Directors' Commission & Directors Sitting Fees		0.99	1.16
Miscellaneous Expenses	23.5	227.46	229.86
		<u>2,654.58</u>	<u>2,702.65</u>
Less: Transferred to Capital Work in Progress / Capitalised		62.88	-
		<u>2,591.70</u>	<u>2,702.65</u>

(Rs. in Lacs)			
Particulars	Ref.	1st April, 2013 to 31st March, 2014	1st April, 2012 to 31st March, 2013

23.1 Stores and Spare Parts consumption includes materials consumed for Repairs and Replacement.

23.2 Payment to Statutory Auditors :

i) Audit Fee	7.00	7.00
ii) Quarterly review of accounts	3.00	3.00
iii) Reimbursement of Expenses	0.96	0.54

23.3 Includes Rs. 21.63 Lacs (Previous Year Rs. 2.50 Lacs) to firms in which directors are partners.

23.4 Includes Directors' Travelling Rs. 62.50 Lacs (Previous Year Rs. 41.96 Lacs)

23.5 Includes expense relating to buyback of Shares Rs. 0.01 Lacs (Previous Year Rs. 1.30 Lacs)

24 EXCEPTIONAL ITEMS

Inter-Corporate Deposits Written off	-	880.17
Loss / (Profit) on Sale of Fixed Assets	-	(462.96)
Loss on Sale of Non Current Investments (other than Trade)	-	20.30
	<u>-</u>	<u>437.51</u>

NOTES ON ACCOUNT

25 SIGNIFICANT ACCOUNTING POLICIES

a. Nature of Operation

ECE Industries Limited is mainly engaged in the manufacturing and selling of Transformer, Elevators' Components, and Switchgear and is also engaged in the erection and installation of Elevator. The Company has manufacturing facilities at Hyderabad (Andhra Pradesh), Sonapat (Haryana) and Ghaziabad (Uttar Pradesh).

b. Basis of Preparation

The financial statements have been prepared to comply in all material respect with the Accounting Standards notified by the Companies' Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except claims lodged with Insurance Company but pending for settlement which is accounted for on cash basis where it is not possible to ascertain the quantum in respect thereof with reasonable accuracy. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported balances of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Examples of such estimates include provisions for doubtful debts and advances, future obligations under employee retirement benefit plans, useful lives of fixed assets, contingencies, etc. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. Classification of Assets and Liabilities as Current and Non Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

d. Fixed assets

"Fixed assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

e. Depreciation and amortization

(i) Tangible Assets

Depreciation on Leasehold Land (except land under perpetual lease) is provided on straight line method over the unexpired lease period. Assets costing less than or equal to Rs. 5,000 are depreciated fully in the year of purchase.

Depreciation on all other Fixed Assets has been provided on Straight Line Method at the rates computed based on estimated useful life which are equal to corresponding rates prescribed in Schedule XIV to the Companies Act, 1956.

(ii) Intangible Assets

Intangible assets such as Softwares, Design & Development, Patents etc. are amortized based upon their estimated useful lives of 6 years.

f. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-current Investments. Current Investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current Investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the Non-current Investments.

g. Inventories

Inventories are valued as follows:

Raw materials, stores, spares, other materials and traded goods

Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on first in first out basis.

Finished goods and Work-in- progress (own manufactured)

Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.

Work in Progress (Long Term Contracts)

Work in Progress i.e. jobs under execution (including materials supplied to clients under the contract) to the extent of work done but not billed is valued at the lower of actual cost incurred upto the completion on reporting date and net realizable value. Cost includes direct materials, labour and proportionate overheads.

Scrap

Net realizable value.

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

Provision for obsolete/old inventories is made, wherever required, as per the consistently followed system.

h. Revenue Recognition

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Excise Duty deducted from gross turnover is the amount that is included in the amount of turnover (gross) and not the entire amount of liability arisen during the year.

Sale of Contract Jobs

Revenue on long term contracts is recognized on the basis of percentage of completion method which is based on specified milestone or in proportionate to the work completed against each contract which are fixed price contract. Provisions are made for the entire loss on a contract irrespective of the amount of work done. Claims on account of price variation receivable / payable from / to the customers are accounted for on the basis of contractual terms. Final adjustments towards estimated claims for extra work are made in the year of settlement.

Income from Services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

Royalties

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.

i. Foreign Exchange transactions

Initial Recognition

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

Conversion

Foreign Currency monetary items are reported using the closing rate.

Exchange Differences

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. Exchange differences arising in respect of fixed assets acquired from outside India on or before accounting period commencing after December 07, 2006 are capitalized as a part of fixed asset.

Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for that year.

j. Leases

Where the Company is the Lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

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

Where the Company is the Lessor

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the IRR method. The principal amount received reduces the net investment in the lease and interest is recognised as revenue. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

Assets subject to operating leases are included in fixed assets. Lease income 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.

k. Retirement & Other Benefits

- (i) Retirement benefits in the form of Provident Fund and Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.
- (ii) Short term compensated absences are provided for on based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method.
- (iii) Gratuity is a defined benefit plan and provision is being made on the basis of actuarial valuation done by an independent actuary carried out at the year end as per projected unit credit method, and is contributed to the Gratuity Fund formed by the Company.
- (iv) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.

l. Income Taxes

Tax expense comprises current and deferred tax. Current income tax are measured at the amount expected to be paid to the tax authorities in accordance with Income tax Act, 1961. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets on items other than unabsorbed depreciation and carry forward tax losses, are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the Company has unabsorbed depreciation or carry forward tax losses, entire deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits. At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

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

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews

the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

m. Segment Reporting Policies

Identification of Segments :

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

Inter Segment Transfer:

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs:

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

Unallocated items:

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

n. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) and shares bought back.

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

o. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

p. Cash and Cash Equivalents

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

26. OTHER NOTES ON ACCOUNTS

26.1 Commitments & Contingent Liabilities

	(Rs. in Lacs)	
	2013-14	2012-13
(a) Contingent liabilities not provided for in respect of :		
Claims against the Company not acknowledged as debts, are as given below :		
(i) Excise Duty	5.82	5.82
(ii) Sales Tax / VAT / Work Contract Tax etc.	178.30	178.30
Provision of Rs. 25 (Previous year Rs. 25) made in an earlier year is being carried forward under the head "Provision for contingencies."		
(iii) Cess & Others	21.92	21.92
(b) Other Claims :		
Other claims against the Company not acknowledged as debts, are as given below** :		
Labour Cases	0.50***	0.50***
Demands raised by Provident Fund / Employee State Insurance department	7.14***	7.14***
Other Claims	34.95***	52.41***
** The Management feels that the Company has a good chance of success in above mentioned cases and hence no provision thereagainst is considered necessary.		
*** In view of large number of cases pending at various Forums / Courts, it is not practicable to give the details of each case. List also includes certain labour matters for which amount of liability is not ascertainable at this stage.		

26.2 Segment Information

(a) Business Segments:

- As of March 31, 2014, there are three business segments i.e. Electrical Equipments for Power Transmission and Distribution (comprising of Meter, Transformer and Switchgear), Elevator and Others. A description of the types of products and services provided by each reportable segment is as follows:
- Electrical Equipments for Power Transmission and Distribution :- The Company deals in meters, manufactures and supplies power and distributes transformers and switchgear.
- Elevator Divisions manufactures equipments/components of elevators for executions of jobs for erection and installation and also the supplies to other parties in the market.
- Other includes Contract Division carries out Contracts of Railway Electrification.

(b) Geographical Segments:

- Since the Company does not exports and operates in the domestic market which is governed by the same risks and returns, no geographical information is provided.

(c) Primary segment information (by Business segments)

- The following table presents revenue and profit information regarding business segments for the years ended March 31, 2014 and March 31, 2013 and certain assets and liability information regarding business segments at March 31, 2014 and March 31, 2013.

(d) Segment Information Disclosure:

(Rs. in Lacs)

Particulars	Electrical Equipment for Power Transmission and Distribution		Elevator		Others		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Revenue								
External Turnover	8,050.26	10,543.33	4,073.95	4,288.72	160.43	-	12,284.64	14,832.06
Other Income	159.82	110.23	102.53	108.68	35.08	0.05	297.43	218.96
Total Income	8,210.08	10,653.56	4,176.48	4,397.40	195.51	0.05	12,582.07	15,051.02
Results								
Segment results Profit/(Loss)	(182.94)	(74.68)	195.49	497.63	(110.52)	(10.63)	(97.97)	412.32
Unallocated Corporate (Income) (Net)							(287.25)	(411.77)
Operating Profit							189.28	824.09
Less:								
Finance Cost							163.44	162.28
Current Income Tax							-	95.18
Deferred Tax (Charge)							8.06	35.07
Exceptional Items							-	437.51
Profit from Ordinary Activities							17.78	94.05
Other Information								
Segment Assets	8,103.34	8,818.66	3,033.27	3,002.17	108.14	441.06	11,244.75	12,261.89
Unallocated Corporate Assets							9,387.88	8,301.21
Total Assets							20,632.63	20,563.10
Segment Liabilities	3,831.06	3,538.76	1,554.15	1,582.21	109.93	249.19	5,495.13	5,370.16
Unallocated Corporate Liabilities							1,035.80	1,097.52
Total Liabilities							6,530.93	6,467.68
Capital Expenditure	66.70	45.21	7.71	6.51	-	-	74.41	51.72
Corporate Office Capital Expenditure	-	-	-	-	-	-	0.90	0.46
Total Capital Expenditure							75.31	52.18
Depreciation & Amortisation	196.54	182.07	33.08	34.19	-	-	229.62	216.26
Unallocated Depreciation	-	-	-	-	-	-	5.92	6.47
Total Depreciation							235.54	222.73
Other Non Cash Expenses								
Provision for Doubtful Debts	-	0.62	-	-	-	-	-	0.62

26.3 Basic and Diluted Earning per share

		2013-14	2012-13
Profit for the year	Rs. in Lacs	17.78	94.05
Equity Shares Outstanding at the beginning of the year	Numbers	7727897	7901310
Equity Shares Outstanding at the year end	Numbers	7725925	7727897
Weighted Average Number of equity shares	Numbers	7725924	7842997
Earnings Per Share	(Rs.)	0.23	1.20

26.4 Lease Transactions

In case of assets taken on lease

Operating Lease:		
Lease payments for the year	0.77	0.77
Sub Lease :		
Sub-lease payments received (or receivable) recognised in the statement of profit and loss for the period	40.24	37.13

26.5 Disclosure under AS-15 (Employees' Benefit) :

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the plan (based on Actuarial Valuation) : -

		(Rs. in Lacs)	
Particulars		2013-14	2012-13
(a)	Statement of Profit and Loss:		
	Net employee benefit expense (recognised in Employee Cost)		
	Current service cost	27.68	26.27
	Interest cost on benefit obligation	21.43	14.90
	Expected return on plan assets	(21.90)	(15.84)
	Net actuarial(gain)/loss recognised in the year	2.33	22.56
	Net benefit expense	29.54	47.90
(b)	Actual return on plan assets	12.82	15.44
(c)	Balance Sheet:		
	Defined benefit obligation	(274.17)	(239.24)
	Fair value of plan assets	274.17	239.24
	Less: Unrecognised past service cost	-	-
	Plan asset / (liability)	-	-
(d)	Changes in the present value of the defined benefit obligation are as follows:		
	Opening defined benefit obligation	239.24	189.72
	Interest cost	21.43	14.90
	Current service cost	27.68	26.28
	Benefits paid	(7.43)	(13.82)
	Actuarial (gains) / losses on obligation	(6.75)	22.16
	Closing defined benefit obligation	274.17	239.24
(e)	Changes in the fair value of plan assets are as follows:		
	Opening fair value of plan assets	239.24	160.12
	Expected return	21.90	15.84
	Contributions by employer	29.54	77.50
	Benefits paid	(7.43)	(13.82)
	Actuarial gains / (losses)	(9.08)	(0.40)
	Closing fair value of plan assets	274.17	239.24
(f)	The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:		
	%	%	
	Investments with insurer	100	100
	The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.		
(g)	The Principal assumptions used in determining gratuity obligations for the Company's plans are shown below:		
	%	%	
	Discount Rate	9.1	8.15
	Expected rate of return on any plan assets	8.75	8.25
	Salary Rise	6	6
	Employees Turnover	5	5
	The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.		
(h)	Amounts for the current period is as follows:		
	Defined benefit obligation	274.17	189.72
	Plan assets	274.17	160.12
	Surplus / (Deficit)	-	(29.60)

i) Disclosure as required under Para 120(n)

The amounts for the current and previous four periods in respect of gratuity are as follows :

	2013-14	2012-13	2011-12	2010-11	2009-10
Present Value of defined benefit obligation	274.17	239.24	189.70	158.02	130.76
Fair value of plan assets	274.17	239.24	160.12	133.58	123.77
Surplus / (Deficit) in the plan	-	-	29.58	24.44	6.99
Experience adjustments on plan Liabilities Gain/(Loss)	6.75	(22.16)	(6.22)	(7.91)	6.96
Experience adjustments on plan assets Gain/(Loss)	(9.08)	(0.40)	(0.53)	1.48	0.16

26.6 During the earlier year, the Company had entered into an agreement with developer/s for a project to construct residential units for weaker section on the company's surplus land at Hyderabad. Due to the party violating the terms and conditions of agreement dated 17.09.2007, the company had filed a suit in the city civil court, Hyderabad, for cancellation of the agreement and for recovery of the possession of the land handed over to developer for construction only. However, the Hon'ble Court has passed an order not accepting the contention of the company. The company has filed an appeal before the Hon'ble High Court of Andhra Pradesh against the above order of the City Civil Court at Hyderabad. The Management does not anticipate any loss/liability to arise on this account.

26.7 Disclosure under AS-15 (Employees' Benefit) : Unhedged Foreign Currency Exposure

Particulars	Currency	As on 31st March 2014		As on 31st March 2014	
		Amt. in FC	(Rs.in Lacs)	Amt. in FC	(Rs. in Lacs)
Foreign Currency in Hand	USD	2200	1.32	-	-
	Yuan	1372	0.13	-	-

26.8 Related Party Disclosure

Related party Disclosure as identified by the management in accordance with the Accounting Standard-18 issued under the Companies (Accounting Standards) Rules, 2006.

I. Name of Related Parties

A. Key Management Personnel

Mr. P.K. Mohta - Chairman & Managing Director

B. Enterprises over which any person described in [A] above is able to exercise significant influence and with whom the Company has transaction during the year - NIL

II. Transactions with Key Management Personnel are as under :

Nature of Transactions	(Rs. in Lacs)	
	2013-14	2012-13
Salary/Perquisites	120.00*	111.88*
Provident/Superannuation Fund	11.59	10.71
Dividend	2.44	2.96

* Excluding Gratuity and Leave Encashment provision on actuarial basis.

26.9 Value of Raw Materials, Spare Parts and components consumed (As certified):

	2013-14		2012-13	
	Rs.	%	Rs.	%
Raw Materials				
Imported	75.56	0.93	121.63	1.34
Indigenous	8088.36	99.07	8950.98	98.66
TOTAL	8163.92	100.00	9072.61	100.00
Stores & Spare Parts				
Imported	-	-	-	-
Indigenous	372.47	100.00	386.48	100.00
TOTAL	372.47	100.00	386.48	100.00

26.10 Other Informations :

	2013-14	2012-13
(a) C.I.F. Value of Imports (On Accrual basis)		
Raw Material (including High Sea Purchase)	90.88	83.89
Components, Spare Parts and Store etc.	-	2.06
(b) Expenditure in Foreign Currency (Including for Project) :		
Travelling	30.92	24.23
(c) Net Dividend Remitted in Foreign Exchange :		
Period to which it relates	-	2011-12
Number of Non-Resident shareholders	Numbers -	2
Amount remitted (in USD)	-	1417.17

26.11 Previous year figures have been reclassified / regrouped to confirm current year figures.

As per our report of even date attached.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. : 302049E
Sd/-
(B.K. Sipani)
Partner
Membership No. 088926
Place : New Delhi
Dated: 16th May, 2014

For and on behalf of the Board of Directors

Sd/-
(Piyush Agarwal)
Company Secretary

Sd/-
(P.K. Mohta)
Chairman & Managing Director

Sd/-
(Vikram Prakash)
Director

ECE INDUSTRIES LIMITED

Regd. Office : "ECE HOUSE", 28A, Kasturba Gandhi Marg, New Delhi - 110001

CIN : L31500DL1945PLC008279

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

1. Full Name of Member
2. Registered Folio No.
3. DP ID/Client ID.....
4. Father's/Husband's Name.....
5. Complete Address.....
6. Full Name of Proxy, if any.....

I/We hereby record my/our presence at the 68th Annual General Meeting of the Company being held at "The Executive Club", 439 Sahoopur, Fatehpur Beri, New Delhi-110074 on Thursday, the 25th September, 2014, at 05.00 P.M.

(Signature of Member/Proxy)

NOTE : Please fill up this attendanced slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

PROXY FORM

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

CIN : L31500DL1945PLC008279
Name of the Company : ECE Industries Ltd.
Registered Office : ECE House, 28-A, Kasturba Gandhi Marg, New Delhi-110001

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of shares of above named company hereby appoint :

- 1) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him
- 2) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him
- 3) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68th Annual General Meeting of the Company to be held on Thursday, the 25th September, 2014 at 5.00 P.M. at "The Executive Club", 439 Sahoopur, Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

P.T.O

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
1	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2	Declaration of Dividend on Equity Shares		
3	Re-appointment of Shri Sakate Khaitan, who retires by rotation.		
4	Appointment & fixing remuneration of VSD & Associates, Chartered Accountants as Statutory Auditors in place of the retiring Auditors.		
5	Appointment of Shri Om Prakash Khaitan as an Independent Director		
6	Appointment of Shri Vikram Prakash as an Independent Director		
7	Appointment of Shri Mahendra Kumar Jajoo as an Independent Director		
8	Approval of Payment of Commission to Non-executive Directors		
9	Special Resolution for Appointment & Remuneration payable to Managing Director		
10	Special resolution u/s 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.75 Crore over and above the aggregate of paid-up capital & free reserves of the Company.		
11	Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security.		
12	Approval of Remuneration of the Cost Auditors.		

Signed thisday of2014

Signature of Shareholder

Signature of Proxy holder(s)

Affix
15 Paise
Revenue
Stamp

Note : (1) 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.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 68th Annual General Meeting.

*(3) It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.

NOTES

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NOTES

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FINANCIALS FOR THE LAST TEN YEARS

Sl. No.	Particulars	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	
1	Gross Turnover	Rs. in lacs	12284.64	14832.06	20816.57	20176.66	15930.93	23671.31	21305.63	24369.01	10319.42	8678.73
2	Gross Earnings	Rs. in lacs	261.38	447.03	585.17	383.77	1063.20	942.13	2818.44	968.00	419.06	209.85
3	Taxes	Rs. in lacs	8.06	130.25	97.48	45.87	136.31	230.00	872.29	108.45	117.90	(19.44)
4	Cash Flow from Operations	Rs. in lacs	253.32	316.78	487.69	337.90	926.89	712.13	1946.15	859.55	301.16	229.29
5	Depreciation	Rs. in lacs	235.54	222.73	207.36	128.83	114.70	110.48	130.47	113.07	105.17	102.38
6	Net Earnings	Rs. in lacs	17.78	94.05	280.33	209.07	812.19	601.65	1815.68	746.48	195.99	126.91
7	Equity Share Capital	Rs. in lacs	772.76	772.96	790.30	877.80	438.98	438.98	438.98	438.98	438.98	438.98
8	Earning per Share	Rupees	0.23	1.20	3.32	2.88	18.51	13.71	41.38	17.01	4.47	2.86
9	Net Worth per Equity Share	Rupees	182.52	182.40	180.13	173.25	242.32	224.39	213.61	175.30	161.21	158.74
10	Total Dividend	Rs. in lacs	7.73	19.31	39.38	21.94	21.94	109.70	109.70	109.70	76.79	65.82
11	Corporate Dividend Tax	Rs. in lacs	1.31	3.28	6.39	3.64	3.64	18.64	18.64	18.64	10.77	9.40
12	Dividend per Equity Share	Rupees	0.10	0.25	0.50	0.25	0.25	2.50	2.50	2.50	1.75	1.50
13	Net Block	Rs. in lacs	2388.21	2537.75	2780.60	2414.96	1458.90	1282.78	1567.51	1211.82	1078.11	1001.77
14	Reserves & Surplus	Rs. in lacs	13328.94	13322.46	13442.46	14327.14	10194.23	9407.62	9062.65	7253.11	6634.98	6526.55
15	Debt/ Equity Ratio		-	-	-	-	-	0.01	0.02	0.04	0.07	0.001



Registered Office :

"ECE House" 28-A, Kasturba Gandhi Marg

New Delhi - 110001

CIN : L31500DL1945PLC008279

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