



# **Rasoil Limited**

Annual Report  
2017-2018

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

RAGHU NANDAN MODY	Chairman
SAKSHI MODY	Non-Executive Director
KAPIL KAUL	Executive Director & CFO
R S VAIDYANATHAN	Independent Director
H M PAREKH	Independent Director
VIJAI SINGH	Independent Director
ARINDAM SARKAR	Independent Director

### **CHIEF EXECUTIVE OFFICER**

SAYANTAN BANDYOPADHYAY

### **COMPANY SECRETARY**

NARESH PATANGI

### **STATUTORY AUDITOR**

B CHHAWCHHARIA & CO.  
Chartered Accountants, Kolkata

### **SECRETARIAL AUDITOR**

MR & ASSOCIATES  
Company Secretaries, Kolkata

### **BANKERS**

YES BANK  
ICICI BANK  
ORIENTAL BANK OF COMMERCE

### **REGISTERED OFFICE :**

“Rasoi Court”  
20, Sir R N Mukherjee Road  
Kolkata - 700 001  
CIN : L25190WB1905PLC001594  
Phone : (033) 2248 0114, Fax : (033) 2248 1200  
e-mail : secdept@rasoigroup.in  
Website : www.rasoigroup.in

114th Annual General Meeting of the Company will be held on Friday, 3rd August, 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata - 700156

### **WORKS :**

Vill. & P.O. : Banganagar, P.S. : Falta  
Dist : South 24 Parganas- 743513  
West Bengal

### **EQUITY SHARES LISTED ON**

BSE Limited

### **REGISTRAR & SHARE TRANSFER AGENT**

C B Management Services (P) Ltd.  
P-22, Bondel Road, Kolkata- 700019  
Phone : (033) 40116700 / 22806692 / 22823643  
Fax : (033) 40116739  
Email : rta@cbmsl.com

### **CONTENTS**

	Page
Notice	3
Directors' Report	11
Corporate Governance Report	32
Independent Auditors' Report	42
Balance Sheet	46
Statement of Profit & Loss	47
Statement of Changes in Equity	48
Cash Flow Statement	49
Accounting Policies & Notes on Accounts	50
Consolidated Financial Statement	78

ROUTE MAP TO THE VENUE OF THE 114<sup>TH</sup> ANNUAL GENERAL MEETING OF RASOI LIMITED



RABINDRA TIRTHA, 33-1111, MAJOR ARTERIAL ROAD, 3<sup>RD</sup> ROTARY, NEW TOWN, KOLKATA - 700 156

**RASOI LIMITED**

CIN: L25190WB1905PLC001594

Registered Office: 'Rasoi Court' 20, Sir R N Mukherjee Road, Kolkata – 700001

Tel.: (033) 2248 0114, Fax: (033) 2248 1200,

E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

**NOTICE**

Notice is hereby given that the 114th Annual General Meeting of the Members of Rasoi Limited will be held on Friday, 3rd August, 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon;
2. To declare dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Kapil Kaul (DIN: 00053937), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, Mr. R S Vaidyanathan (DIN: 00063959), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold

office for a second term for five consecutive years with effect from 1st April, 2019 to 31st March, 2024.”

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, Mr. H M Parekh (DIN: 00026530), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term for five consecutive years with effect from 1st April, 2019 to 31st March, 2024.”

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, Mr. Vijai Singh (DIN: 00627741), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in

Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term for five consecutive years with effect from 1st April, 2019 to 31st March, 2024.”

By order of the Board of Directors

Sd/-  
Naresh Patangi  
Company Secretary

Place: Kolkata  
Date: 22nd May, 2018

**Registered Office:**

‘Rasoi Court’, 20, Sir R N Mukherjee Road,  
Kolkata – 700001

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED, STAMPED AND SIGNED IN ORDER TO BE VALID MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.

5. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the Meeting.
8. Brief resume of the Directors seeking appointment/re-appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed hereto and forms part of this Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 28th July, 2018 to Friday, 3rd August, 2018 (both days inclusive) in connection with the AGM and for determining the names of Members eligible for dividend on Equity Shares for the financial year ended 31st March, 2018, if declared by the Members at the AGM.
10. The dividend on Equity Shares, as recommended by the Board, if declared at the AGM, will be credited / dispatched by 21st August, 2018 to those members:
- i) whose names appear as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agent (RTA), on or before 27th July 2018, and
  - ii) whose names appear as Beneficial Owners as at the end of the business hours on 27th July 2018, as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
11. Members are requested to bring their attendance slip alongwith their copy of the Notice/Annual Report at the meeting. Please note that the copies of the Annual Report/Notice will NOT be distributed and/or be made available at the Meeting.

12. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
13. All relevant documents referred to in the accompanying Notice are available for inspection by the Members at the registered office of the Company during business hours on working days up to the date of the AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
15. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, C B Management Services (P) Ltd., Unit: Rasoi Limited, P-22, Bondel Road, Kolkata – 700019 in respect of physical share folios, if any.
16. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2009-2010 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2011 is due for transfer to the IEPF in month of September, 2018. The shareholders whose dividend remained unclaimed for the financial year 2010-11 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the year-wise details of unpaid and unclaimed dividend amounts lying with the Company as on 25th September, 2017 (date of the 113th AGM) under “Investor Relations” section at the website of the Company. The said details have also been uploaded at the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in) and at the website of IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in)  
  
Attention of the members is drawn to the provisions of Section 124(6) of the Companies Act, 2013 which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.  
  
In accordance with the aforesaid provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend has not been paid or claimed by the Members for 7 (seven) consecutive years (FY 2010-11 to FY 2016-17) or more.
17. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
18. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company’s website [www.rasoigroup.in](http://www.rasoigroup.in) under the section ‘Investor Relations’.
19. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its Members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
20. The Annual Report 2017-18, the Notice of 114th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company / Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
21. Information and other instructions relating to voting process:
  - (a) Voting through electronic means:  
  
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be passed at the 114th AGM by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility. Kindly refer point no. 22 for "The details of the process and manner for remote e-voting."
- (b) Voting at the AGM:
- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended the facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (c) The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/ CP No.: 2551), Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
- (d) The remote e-voting period commences on Tuesday, 31st July, 2018 (9:00 a.m.) and ends on Thursday, 2nd August, 2018 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 27th July, 2018, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 27th July, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper and the person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- (f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 27th July, 2018 may obtain the User Id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact to the RTA at (033) 4011 6728. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
- (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website [www.rasoigroup.in](http://www.rasoigroup.in) and on the website of NSDL <https://www.evoting.nsdl.com>. The result shall simultaneously be communicated to the BSE Limited.
- (h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 3rd August, 2018.
22. The details of the process and manner for remote e-voting are explained herein below:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for remote e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. “Rasoi Limited e-voting.pdf”. Open the “Rasoi Limited e-voting.pdf”. The password to open the “Rasoi Limited e-voting.pdf” is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The “Rasoi Limited e-voting.pdf” contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your “initial password” is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password:

- a) Click on “**Forgot User Details/ Password ?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) “**Physical User Reset Password ?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of remote e-Voting. Click on Remote e-voting. Then, click on Active Voting Cycles.



2. After click on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Rasoi Limited.
4. Now you are ready for remote e-voting as Cast Vote page opens.
5. Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be able to modify your vote.

#### **General Guidelines for shareholders**

- I. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@hotmail.com with a copy marked to evoting@nsdl.co.in
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of NSDL website at www.evoting.nsdl.com or contact Ms. Pallavi Mhatre , Assistant Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400013, e-mail: evoting@nsdl.co.in, phone No. (022) 24994545 or 1800-222-990. Further queries relating to remote e-voting may be addressed to Naresh Patangi, Company Secretary, Rasoi Court, 20, Sir, R N Mukherjee Road, Kolkata – 700001, email: secdept@rasoigroup.in, phone No. (033) 2248 0114.

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 4, 5 & 6**

Mr. R S Vaidyanathan (DIN: 00063959), Mr. H M Parekh (DIN: 00026530) and Mr. Vijai Singh (DIN: 00627741) were appointed as Independent Directors of the Company. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, they hold office as Independent Directors of the Company upto 31st March, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013) and are eligible for re-appointment as Independent Directors of the Company for a second term for five consecutive years.

In terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, re-appointment of an Independent Director requires approval of shareholders by Special Resolution. Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received requisite notice under Section 160(1) of the Companies Act, 2013, proposing the re-appointment of Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh as Independent Directors of the Company for a second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

The Board, based on the performance evaluation of Independent Directors and the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contribution during their tenure, the continued association of Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the re-appointment of Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh as Independent Directors of the Company to hold office

for a second term for five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

In the opinion of the Board, Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh fulfils the conditions as specified in the Companies Act, 2013 for re-appointment as Independent Directors and they are independent of the management.

The Board recommends the Special Resolutions set out at Item Nos. 4, 5 and 6 of the Notice for approval by the Members.

A brief profile of Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other information pertaining to their appointment has been given in the annexure to this Notice.

Except Mr. R S Vaidyanathan, Mr. H M Parekh and Mr. Vijai Singh, being appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

#### **Annexure to the Notice**

#### **Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings:**

**1. Mr. Kapil Kaul**, Director of the Company, retires by rotation at the ensuing AGM in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

Mr. Kapil Kaul, aged 62 years, is a commerce graduate and diploma holder in Marketing Management. He has wide experience in Strategic Marketing. Mr. Kaul, was originally appointed as Additional cum Whole-time Director on 31st August, 2000 and he subsequently resigned from the Board w.e.f 11th June, 2012. He again joined the Company as an Additional Director on 10th November, 2012.

In terms of the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Kaul was appointed as an Executive Director and CFO of the Company for a period of three years from 1st January, 2016 to 31st December, 2018 vide resolution passed by the Members through Postal Ballot on 22nd June, 2016. His re-appointment at the AGM as a Director retiring by rotation would not constitute break in his appointment as an Executive Director and CFO, and the terms and conditions (including remuneration) of such appointment shall continue to be the same. He also acts as the Chairman of the Corporate Social Responsibility Committee of the Company.

Mr. Kaul holds Directorships in Pallawi Trading and Manufacturing Co. Ltd. and Noble Trading Co. Ltd. and he does not hold Membership /Chairmanship of any committee in any other entity. During the financial year 2017-2018, he attended four meetings of the Board of Directors. As per the existing terms and conditions of his appointment he was paid ₹ 12,76,740 as remuneration during the financial year 2017-2018 excluding contribution to gratuity. He does not hold any equity shares in the Company. He is not related with any Directors and Key Managerial Personnel of the Company.

**2. Mr. R S Vaidyanathan**, aged 83 years, is an Independent Director of the Company. He is a Chartered Chemist and an associate member of Indian Institute of Chemical Engineers. He possesses wide experience in manufacturing sector. He joined the Company as an Additional Director on 28th October, 2003. He is also a member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Mr. Vaidyanathan does not hold any Directorship/ Membership/Chairmanship in any other Company/ Committees. During the financial year 2017-2018, he attended three meetings of the Board of Directors. Except sitting fees for attending meetings of the Board/ Committees, he is not entitled to any other remuneration from the Company. He was paid sitting fees ₹ 1,21,000 for the FY 2017-2018. He does not hold any equity shares in the Company. He is not related with any Directors and Key Managerial Personnel of the Company.

As per the policy devised by the Board of Directors for evaluating the performance of Independent Directors and after considering participation of Mr. R S Vaidyanathan at the Board and Committee Meetings, managing relationship with fellow Board Members and Senior Management, knowledge and skills and his personal attributes he has received a positive evaluation by the Board.

The Board recommends the re-appointment of Mr. R S Vaidyanathan as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 and is not liable to retire by rotation.

**3. Mr. H M Parekh**, aged 81 years, is an Independent Director of the Company. He is a Commerce Graduate and possesses over five decades of experience across various industries. He has a rich and varied experience in accounts discipline. He joined the Company as an Additional Independent Director on 11th December, 2009. He is also a member of Stakeholders Relationship Committee and Nomination and Remuneration Committee and acts as Chairman of Audit Committee of the Company.

Mr. Parekh holds Directorship/Membership/Chairmanship of the under stated other companies:

Directorship	Membership of Committees	Chairmanship of Committees
Babcock Borsig Ltd.	–	–
Quality Tea Plantations Pvt. Ltd.	–	–
Diana Tea Co. Ltd.	–	Audit Committee Nomination & Remuneration Committee
Gillanders Arbuthnot & Co. Ltd.	–	Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee
Rossell India Ltd.	Audit Committee	Stakeholders Relationship Committee Nomination & Remuneration Committee Risk Management Committee
The Grob Tea Co. Ltd.	Audit Committee	Nomination & Remuneration Committee
The Peria Karamalai Tea and Produce Co. Ltd.	Audit Committee Nomination & Remuneration Committee	–
Williamson Magor & Co. Ltd.	Audit Committee	–

During the financial year 2017-2018, he attended four meetings of the Board of Directors. Except sitting fees for attending meetings of the Board/Committees, he is not entitled to any other remuneration from the Company. He was paid sitting fees ₹ 1,54,000 for the FY 2017-2018. He does not hold any equity shares in the Company. He is not related with any Directors and Key Managerial Personnel of the Company.

As per the policy devised by the Board of Directors for evaluating the performance of Independent Directors and after considering participation of Mr. H M Parekh at the Board and Committee Meetings, managing relationship with fellow Board Members and Senior Management, knowledge and skills and his personal attributes he has received a positive evaluation by the Board.

The Board recommends the re-appointment of Mr. H M Parekh as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 and is not liable to retire by rotation.

**4. Mr. Vijai Singh**, aged 79 years, is an Independent Director of the Company. He is a Graduate in Arts and has more than five decades of corporate experience and possesses rich and varied management experience. He joined the Company as an Additional Independent Director on 11th December, 2009. He is also a member of Audit Committee and Corporate Social Responsibility Committee and acts as Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.

Mr. Singh does not hold any Directorship/Membership/Chairmanship in any other Company/Committees. During the financial year 2017-2018, he attended one meeting of the Board of Directors. Except sitting fees for attending meetings of the Board/Committees, he is not entitled to any other remuneration from the Company. He was paid sitting fees ₹ 33,000 for the FY 2017-2018. He does not hold any equity shares in the Company. He is not related with any Directors and Key Managerial Personnel of the Company.

As per the policy devised by the Board of Directors for evaluating the performance of Independent Directors and after considering participation of Mr. Vijai Singh at the Board and Committee Meetings, managing relationship with fellow Board Members and Senior Management, knowledge and skills and his personal attributes he has received a positive evaluation by the Board.

The Board recommends the re-appointment of Mr. Vijai Singh as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024 and is not liable to retire by rotation.

By order of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
Naresh Patangi  
Company Secretary

**Registered Office:**  
'Rasoi Court', 20, Sir R N Mukherjee Road,  
Kolkata – 700 001

## DIRECTORS' REPORT

Your Directors hereby present the 114th Annual Report together with the audited Financial Statements of the Company for the financial year ended 31st March, 2018.

### FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31st March, 2018 is summarised below:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2017-2018	2016-2017	2017-2018	2016-2017
Revenue from Operations	2085	2341	2054	2320
Other Income	156	89	156	89
Total	2241	2430	2210	2409
Profit before Finance Cost, Depreciation & Taxation	465	830	434	809
Less: Finance Cost	0	4	0	4
Less: Depreciation	216	75	216	75
Profit before Tax	249	751	218	730
Less: Tax Expenses	(54)	(339)	(54)	(339)
Profit after Tax (before share of profit of Associate)	303	1090	272	1069
Add: Share of profit of Associate Company	—	—	957	966
Profit for the Year	303	1090	1229	2035
Other Comprehensive Income	(428)	1280	506	2695
Total Comprehensive Income	(125)	2370	1735	4730

### ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)

The Company has adopted the Indian Accounting Standard ("Ind AS") w.e.f. 1st April 2017 (transition date being 1st April, 2016). The above Financial Statements have been prepared in accordance with the recognition and measurement principles stated therein and as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.

### DIVIDEND

Your Directors have recommended a dividend of ₹ 10 per equity share on 96,600 fully paid up equity shares of ₹ 200 each (previous year ₹ 20 per equity share) for the financial year 2017-2018. The Corporate Dividend Tax of ₹ 1.99 lakh (previous year ₹ 3.93 lakh) will be payable on the total dividend amount of ₹ 9.66 lakh (previous year ₹ 19.32 lakh).

### RESERVES

During the financial year under review, ₹ 25 lakh (previous year ₹ 25 lakh) was transferred to the General Reserve.

### BUSINESS OPERATIONS & OUTLOOK

#### Standalone:

During the financial year ended 31st March, 2018, your Company achieved revenue from operations of ₹ 2,085 lakh as against ₹ 2,341 lakh for the financial year ended 31st March, 2017. The profit after tax for the financial year ended 31st March, 2018 was ₹ 303 lakh as against the profit after tax of ₹ 1090 lakh for the financial year ended 31st March, 2017.

In view of the continued uncertainty which is prevailing due to the global socio-economic and political factors your company decided to continue to maintain a cautious approach in conducting its business activity. GST implementation which was a welcome development for organized businesses like ours is still to stabilize.

In the wakeup of rupee weakening and the global crude prices seeing an uptick which has impacted the inputs costs of our raw materials, the year under review has witnessed flattish growth and decline in profits.

Perils of an election year shall loom in the current year along with deteriorating macros in terms of rising crude prices, depreciating rupee and inflationary outlook for the economy at large.

**Consolidated:**

On a consolidated basis, your Company achieved revenue from operations of ₹ 2,054 lakh for the financial year ended 31st March, 2018 as against ₹ 2,320 lakh for the financial year ended 31st March, 2017. The Profit for the financial year ended 31st March, 2018 was ₹ 1,229 lakh as against ₹ 2,035 lakh for the financial year ended 31st March, 2017.

There were no changes in the nature of business of the Company during the year under review. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

**SHARE CAPITAL OF THE COMPANY**

The paid up equity share capital of your Company as on 31st March, 2018 was ₹ 1,93,20,000 (Rupees One Crore Ninety Three Lakh Twenty Thousand only) divided into 96,600 equity shares of the face value of ₹ 200 (Rupees Two Hundred) each fully paid up.

**RISKS AND AREAS OF CONCERN**

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is regularly carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company has an Associate Company namely "Hindustan Composites Limited." The Company had no subsidiary or joint venture company during the year under review.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Associate Company in Form AOC-1 is attached to the financial statements of the Company forming part of this Annual Report. The said form also highlights the financial performance of the Associate Company and its contribution to the overall performance of the

Company during the period under report pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

**EXTRACT OF ANNUAL RETURN**

An extract of Annual Return in Form No. MGT-9 is annexed to this report as "Annexure A".

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a) Retirement by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Kapil Kaul (DIN: 00053937), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment and your Board recommends his re-appointment as a Director liable to retire by rotation.

**b) Appointment**

Mr. Arindam Sarkar (DIN: 06938957), was appointed as an Additional Independent Director of the Company by the Board of Directors through circular resolution for a period of five years with effect from 21st August, 2017. Thereafter, the Members of the Company, vide resolution passed in the 113th AGM of the Company held on 25th September, 2017 have appointed Mr. Arindam Sarkar as an Independent Director of the Company for a period of 5 (five) years from 21st August, 2017 to 20th August, 2022.

Pursuant to the provisions of the Companies Act, 2013, Mr. R S Vaidyanathan (DIN: 00063959), Mr. H M Parkeh (DIN: 00026530) and Mr. Vijai Singh (DIN: 00627741) were appointed as Independent Director to hold office for five consecutive years for a term upto 31st March, 2019 by members of the Company in its 110th AGM held on 11th September, 2014.

Mr. R S Vaidyanathan, Mr. H M Parkeh and Mr. Vijai Singh are eligible for re-appointment as Independent Director for another term of five consecutive years. Pursuant to the provisions of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee, the Board re-commends for approval of Members through special resolution in the ensuing 114th AGM the re-appointment of Mr. R S Vaidyanathan,

Mr.H M Parkeh and Mr. Vijai Singh as Independent Director for another term of five consecutive years from 1st April, 2019 to 31st March, 2024.

Brief resume of the Directors proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 114th AGM of the Company.

**c) Declaration from Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**d) Annual Performance and Board Evaluation**

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for performance evaluation of the Chairman, Board and individual Directors (including Independent Directors) and Committees which includes criteria for performance evaluation of Non-Executive Directors and Executive Directors.

The Board has devised questionnaire to evaluate the performances of Board, Board Committees and individual Directors and Chairperson. The Chairman of respective Board Committees shared the report on evaluation with the respective committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual Directors were reviewed by the Chairman of the Board.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance at Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;

- iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at [http://www.rasoigroup.in/investor\\_information/Familiarisation\\_Programmes\\_for\\_Independent\\_%20Directors.pdf](http://www.rasoigroup.in/investor_information/Familiarisation_Programmes_for_Independent_%20Directors.pdf)

**e) Key Managerial Personnel (KMP)**

The Key Managerial Personnel of the Company are as follows:

Mr. Kapil Kaul	Executive Director & Chief Financial Officer
Dr. Sayantan Bandyopadhyay	Chief Executive Officer
Mr. Naresh Patangi	Company Secretary

**MANAGERIAL REMUNERATION AND OTHER DETAILS**

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as “**Annexure –B**”.

The Statement containing particulars of employees as required under section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. Further in terms of Section 136 of the Companies Act, 2013, the Report and accounts are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the registered office of the Company during the working hours and any member interested in obtaining a copy of the same may write to the Company Secretary and the same will be furnished on request.

**POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION**

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee has formulated a Remuneration Policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy has been

placed on the website of the Company at <http://www.rasoigroup.in/pdf/rasoi.pdf>

#### **AUDIT COMMITTEE AND ITS COMPOSITION**

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also overviews the Company's internal control and financial reporting process.

As on 31st March, 2018, the Audit Committee comprised of Mr. H M Parekh, Mr. Raghu Nandan Mody, Mr. R S Vaidyanathan and Mr. Vijai Singh.

Mr. H M Parekh is the Chairman of the Audit Committee. Mr. Naresh Patangi, Company Secretary of the Company, acts as the Secretary of the Audit Committee.

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

#### **MEETINGS OF THE BOARD**

During the financial year 2017-2018, the Board met 4 (Four) times viz. 29th May 2017, 11th September, 2017, 9th November, 2017 and 22nd January, 2018. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(5) of the Companies Act, 2013 state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) 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;

- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DEPOSITS**

During the financial year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis and have been entered into based on considerations of various business exigencies, such as synergy in operations, their specialization and to further the Company's interests.

Details of material related party transactions are given in the prescribed Form AOC-2 annexed to this report as "**Annexure C**".

The Board of Directors of the Company has in place a Related Party Transaction Policy and the same is hosted on the website of the Company at [http://www.rasoigroup.in/pdf/Related\\_Party\\_Transaction\\_Policy.pdf](http://www.rasoigroup.in/pdf/Related_Party_Transaction_Policy.pdf)

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The details of loans, guarantees or investments under Section 186 of the Companies Act, 2013 are given under Notes to Accounts of the financial statements forming part of this Annual Report.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVE**

Pursuant to Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has in place a Corporate Social Responsibility (CSR) Policy. The details as per the provisions of Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014 are annexed to this report as "**Annexure D**".

### **WHISTLE BLOWER / VIGIL MECHANISM POLICY**

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avails of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. Vigil Mechanism policy is duly posted on the website of the company at [www.rasoigroup.in](http://www.rasoigroup.in). We affirm that during the financial year 2017-2018, no employee or director was denied access to the Audit Committee.

### **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and Rules made thereunder the Members of the Company, vide resolution passed in the 113th Annual General Meeting of the Company held on 25th September, 2017 have appointed M/s. B Chhawchharia & Co., Chartered Accountants, (FRN: 305123E) as the Statutory Auditors of the Company to hold office for a term of five years, from the conclusion of the 113th Annual General Meeting until the conclusion of the 118th Annual General Meeting of the Company to be held in the year 2022.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed M/s MR & Associates, Practicing Company Secretaries to undertake Secretarial Audit of the Company for the financial year 2017-2018. The Secretarial Audit Report is annexed to this report as “Annexure E”.

### **INTERNAL AUDIT**

The Company has appointed M/s. Pankaj Agarwala & Associates, Chartered Accountants, as its Internal Auditor. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliances with operating systems, accounting procedures and policies at all locations of the Company and reports the same on quarterly basis to the Audit Committee.

### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks or disclaimer neither made by the Statutory Auditor in their Auditors' report nor by the Secretarial

Auditor in their Secretarial Audit Report for the financial year 2017-2018.

### **COMPLIANCE OF SECRETARIAL STANDARDS**

The Company complies with all applicable Secretarial Standards.

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

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed to this report as “Annexure F”.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been made a part of the Annual Report and is annexed to this report as “Annexure G”.

### **CORPORATE GOVERNANCE**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report and a Certificate on compliance of conditions of Corporate Governance received from M/s MR & Associates, Practicing Company Secretaries, are annexed to this Annual report.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

### **INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and are adequately protected.

### **INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit,



Transfer and Refund) Rules, 2016 all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Government of India after the completion of seven years. Further, according to Section 124(6) of the Companies Act, 2013 read the said rules, the shares on which dividend remained unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividend of ₹ 45,768 to the IEPF and 729 corresponding equity shares to the demat account of the IEPF Authority during the year under review.

**PREVENTION, PROHIBITION & REDRESSAL OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has in place an internal complaint committee under section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said committee.

**DISCLOSURES PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014**

**(A) Details related to General Employee Benefits Scheme (GEBS)**

A description of GEBS scheme that existed at any time during the year, including the general terms and conditions of each such scheme, including-

a) Date of Shareholders' approval: Approved by the shareholders of the Company in the 111th Annual General Meeting held on 11th September, 2015.

b) Kind of benefits to be granted under the Scheme:

Providing assistance to meet medical expenses, providing assistance/reimbursement to meet cost of tuition and other fees and expenses in connection with providing higher education/and professional courses, providing assistance to meet marriage expenses, to sponsor holidays trips and get-togethers and such other benefits as more particularly described in object clause of the Trust Deed.

c) Beneficiaries of the Scheme:

Such persons who are in permanent employment of the company for at least 5 years and are designated as Officers and Managers and their spouse, parents and children, who for the time being is nominated to be a beneficiary, as may be determined by the Nomination and Remuneration Committee from time to time, but

shall not include directors or promoters of the company.

d) Total assets of the Scheme:

₹ 2,87,57,407 as per the audited balance sheet of the Trust as on 31st March, 2018.

e) Quantum of holding in own shares / listed holding company shares (both absolute and in percentage):

3811 (3.95%) Equity Shares of ₹ 200 each of the Company as on 31st March, 2018.

f) Whether scheme is in compliance of regulation 26(2)/ 27(3) of the regulations, as applicable: No.

g) Variation in terms of Scheme: Not Applicable

**(B) Details related to Trust**

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

i) General information on all schemes

Sr. No.	Particulars	Details
1	Name of the Trust	Thames Welfare Trust
2	Details of the Trustee(s)	Mr. Rajul Sureshchandra Goradia Professional Address: D/701-702, Dheeraj Hall view tower, Near Siddharth Nagar, W.E. Highway, Borivali-East Mumbai – 400066  Mr. Shounak Mitra Professional Address: P-97, Kalindi Housing Estate, 4th Floor, Kolkata - 700089  IDBI Trusteeship Services Ltd. Private Trust Address: Asian Building, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400001
3	Amount of loan disbursed by the Company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to the company/ any company in the group) as at the end of the year	Nil

5	Amount of loan, if any, taken from any other source for which company/ any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

**DISCLOSURE PURSUANT TO SECTION 67 OF THE COMPANIES ACT, 2013 READ WITH RULE 16(4) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014**

Your Company has created a 'General Employee Benefits Scheme (GEBS)' under an irrevocable Trust named as "Thames Welfare Trust" on 1st August, 2011 for the benefit of its existing and future permanent employees, except directors and promoters. The Scheme is established for the general welfare of the beneficiaries i.e. permanent employees of the Company. Under the Scheme, the Trust had purchased 95919 Equity Shares of face value of ₹ 10 each of the Company from Secondary Market for a total consideration of ₹ 3,32,18,829. As no shares are allotted or transferred to any employee or option to purchase of these shares is given to any employee under this Scheme, no voting rights are directly exercised by employees of the Company on these shares. The trustees of the Trust are entitled to exercise vote on these shares, however they have not exercised any voting rights on these shares on resolutions transacted at the 113th Annual General Meeting held on 25th September 2017.

ii) Brief details of transactions in shares by the Trust

Sr. No.	Particulars	Details
A	Number of shares held at the beginning of the year	4795
B	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	Nil
C	Number of shares transferred to the employees / sold along with the purpose thereof;	984 (share sold for repayment of loan)
D	Number of shares held at the end of the year.	3811

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by the Company's bankers, customers, suppliers, shareholders and the Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees and workmen at all levels during the year under report.

iii) In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	4795 (4.96%)
Acquired during the year	Nil
Sold during the year	984 (1.02%)
Transferred to the employees during the year	Nil
Held at the end of the year	3811(3.95%)

For and on behalf of the Board of Directors

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937

Place: Kolkata  
Date: 22nd May, 2018

**Annexure – A**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**AS ON THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i)	CIN	L25190WB1905PLC001594
ii)	Registration Date	03.02.1905
iii)	Name of the Company	Rasoi Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares / Non-Government Company
v)	Address of the Registered office and contact details	'Rasoi Court', 20, Sir R N Mukherjee Road, Kolkata - 700001, West Bengal Phone: (033) 2248 0114, FAX: (033) 2248 1200 e-mail: secdept@rasoigroup.in
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	C.B. Management Services (P) Ltd. P-22 Bondel Road, Kolkata- 700019, West Bengal Phone: (033) 4011 6700, FAX: (033) 4011 6739 e-mail: rta@cbmsl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Services	% to total turnover of the Company
1	Baby care & Packaging Products	170, 221 & 222	28.12
2	Trading operations of Metals	466	31.36
3	Treasury Operations	643	40.52

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Hindustan Composites Limited Peninsula Business Park "A" Tower, 8th Floor, Senapati Bapat Marg, Lower Parel Mumbai - 400013	L29120MH1964PLC012955	Associate Company	41.65	Section 2(6) of the Companies Act, 2013

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/HUF	4363	0	4363	4.52	4363	0	4363	4.52	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	68012	0	68012	70.40	68012	0	68012	70.40	0.00
e) Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(1) :-</b>	<b>72375</b>	<b>0</b>	<b>72375</b>	<b>74.92</b>	<b>72375</b>	<b>0</b>	<b>72375</b>	<b>74.92</b>	<b>0.00</b>
<b>2. Foreign</b>									
a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other– Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>72375</b>	<b>0</b>	<b>72375</b>	<b>74.92</b>	<b>72375</b>	<b>0</b>	<b>72375</b>	<b>74.92</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/Financial Institutions	1	2	3	0.00	1	2	3	0.00	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>0.00</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	14123	21	14144	14.64	13586	10	13596	14.08	-0.56
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5877	3843	9720	10.06	6221	2737	8958	9.28	-0.78
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0.00	733	0	733	0.76	0.76
c) Other (specify)									
i) NRI	37	170	207	0.22	48	157	205	0.21	-0.01
ii) Clearing Member	150	0	150	0.16	0	0	0	0.00	-0.16
iii) Trust	1	0	1	0.00	1	0	1	0.00	0.00
iv) IEPF	0	0	0	0.00	729	0	729	0.75	0.75
<b>Sub-total (B)(2) :-</b>	<b>20188</b>	<b>4034</b>	<b>24222</b>	<b>25.08</b>	<b>21318</b>	<b>2904</b>	<b>24222</b>	<b>25.08</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>20189</b>	<b>4036</b>	<b>24225</b>	<b>25.08</b>	<b>21319</b>	<b>2906</b>	<b>24225</b>	<b>25.08</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>92564</b>	<b>4036</b>	<b>96600</b>	<b>100.00</b>	<b>93694</b>	<b>2906</b>	<b>96600</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			% Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	
1	J L Morison (India) Ltd	18003	18.64	0.00	18003	18.64	0.00	0.00
2	Hindustan Composites Ltd	16565	17.15	0.00	16565	17.15	0.00	0.00
3	Pallawi Resources Ltd	7851	8.13	0.00	7851	8.13	0.00	0.00
4	Leaders Healthcare Ltd	6715	6.95	0.00	6715	6.95	0.00	0.00
5	Goodpoint Advisory Services LLP*	5414	5.60	0.00	5414	5.60	0.00	0.00
6	Noble Trading Company Ltd	4095	4.24	0.00	4095	4.24	0.00	0.00
7	Silver Trading and Services Ltd	4024	4.17	0.00	4024	4.17	0.00	0.00
8	Varunn Mody	4087	4.23	0.00	4087	4.23	0.00	0.00
9	Surdas Trading & Mfg. Co. Ltd	1790	1.85	0.00	1790	1.85	0.00	0.00
10	Pallawi Trading & Mfg. Co. Ltd	1662	1.72	0.00	1662	1.72	0.00	0.00
11	Axon Trading & Mfg. Co. Ltd	1541	1.59	0.00	1541	1.59	0.00	0.00
12	Lotus Udyog Ltd	352	0.36	0.00	352	0.36	0.00	0.00
13	Raghu Nandan Mody	276	0.29	0.00	276	0.29	0.00	0.00
	<b>Total</b>	<b>72375</b>	<b>74.92</b>	<b>0.00</b>	<b>72375</b>	<b>74.92</b>	<b>0.00</b>	<b>0.00</b>

\* Formerly known as Goodpoint Advisory Services and Investments Ltd

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

There are no changes in the Promoter's Shareholding during the Financial Year 2017-18.

**(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017-31.03.2018)	
	Name of the Shareholders	No of Shares	% of Total Shares of the Company	No of Shares	% of Total Shares of the Company
<b>1</b>	<b>IDBI Trusteeship Services Limited</b>				
a	At the beginning of the year as on 01.04.2017	<b>4795</b>	<b>4.96</b>		
b	16.03.2018 - Sell	523	0.54	4272	4.42
	23.03.2018 - Sell	461	0.48	3811	3.95
c	At the end of the year as on 31.03.2018			<b>3811</b>	<b>3.95</b>
<b>2</b>	<b>Followel Engineering Limited</b>				
a	At the beginning of the year as on 01.04.2017	<b>4361</b>	<b>4.51</b>		
b	14.04.2017 - Buy	70	0.07	4431	4.59
c	At the end of the year as on 31.03.2018			<b>4431</b>	<b>4.59</b>

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 - 31.03.2018)	
	Name of the Shareholders	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
<b>3</b>	<b>Mount Intra Finance Pvt. Ltd</b>				
a	At the beginning of the year as on 01.04.2017	<b>3060</b>	<b>3.17</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>3060</b>	<b>3.17</b>
<b>4</b>	<b>J R Laddha Financial Services Pvt. Ltd</b>				
a	At the beginning of the year as on 01.04.2017	<b>698</b>	<b>0.72</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>698</b>	<b>0.72</b>
<b>5</b>	<b>BNK Capital Markets Ltd</b>				
a	At the beginning of the year as on 01.04.2017	<b>687</b>	<b>0.71</b>		
b	07.04.2017 - Buy	62	0.06	749	0.78
c	At the end of the year as on 31.03.2018			<b>749</b>	<b>0.78</b>
<b>6</b>	<b>Payal Commercial Company Limited</b>				
a	At the beginning of the year as on 01.04.2017	<b>246</b>	<b>0.25</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>246</b>	<b>0.25</b>
<b>7</b>	<b>Narain Prasad Dalmia</b>				
a	At the beginning of the year as on 01.04.2017	<b>216</b>	<b>0.22</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>216</b>	<b>0.22</b>
<b>8</b>	<b>ICICI Securities Limited</b>				
a	At the beginning of the year as on 01.04.2017	<b>144</b>	<b>0.15</b>		
b	07.04.2017 - Sell	144	0.15	0	0.00
	16.06.2017 - Buy	1	0.00	1	0.00
	30.06.2017 - Buy	1	0.00	2	0.00
	07.07.2017 - Sell	2	0.00	0	0.00
	04.08.2017 - Buy	4	0.00	4	0.00
	11.08.2017 - Buy	1	0.00	5	0.01
	18.08.2017 - Sell	4	0.00	1	0.00
	25.08.2017 - Sell	1	0.00	0	0.00
	01.09.2017 - Buy	1	0.00	1	0.00
	08.09.2017 - Sell	1	0.00	0	0.00
	22.09.2017 - Buy	1	0.00	1	0.00
	29.09.2017 - Sell	1	0.00	0	0.00
	13.10.2017 - Buy	1	0.00	1	0.00
	20.10.2017 - Sell	1	0.00	0	0.00
	27.10.2017 - Buy	1	0.00	1	0.00
	03.11.2017 - Sell	1	0.00	0	0.00

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017- 31.03.2018)	
	Name of the Shareholders	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	01.12.2017 - Buy	1	0.00	1	0.00
	08.12.2017 - Sell	1	0.00	0	0.00
	29.12.2017 - Buy	2	0.00	2	0.00
	05.01.2018 - Sell	2	0.00	0	0.00
	12.01.2018 - Buy	1	0.00	1	0.00
	19.01.2018 - Sell	1	0.00	0	0.00
	02.02.2018 - Buy	3	0.00	3	0.00
	09.02.2018 - Sell	3	0.00	0	0.00
	16.03.2018 - Buy	3	0.00	3	0.00
	23.03.2018 - Sell	3	0.00	0	0.00
c	At the end of the year as on 31.03.2018			0	0.00
<b>9</b>	<b>Elizabeth Kerr Kosciuszko</b>				
a	At the beginning of the year as on 01.04.2017	<b>112</b>	<b>0.12</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>112</b>	<b>0.12</b>
<b>10</b>	<b>Asian Securities Exchange Pvt. Ltd</b>				
a	At the beginning of the year as on 01.04.2017	<b>110</b>	<b>0.11</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			<b>110</b>	<b>0.11</b>
<b>11</b>	<b>Narain Prasad Dalmia (HUF)</b>				
a	At the beginning of the year as on 01.04.2017	<b>0</b>	<b>0.00</b>		
b	16.03.2018 - Buy	60	0.06	60	0.06
	23.03.2018 - Buy	663	0.69	723	0.75
	30.03.2018 - Buy	10	0.01	733	0.76
c	At the end of the year as on 31.03.2018			<b>733</b>	<b>0.76</b>
<b>12</b>	<b>M. Prasad &amp; Co Limited</b>				
a	At the beginning of the year as on 01.04.2017	<b>0</b>	<b>0.00</b>		
b	26.01.2018 - Buy	33	0.03	33	0.03
	02.02.2018 - Buy	19	0.02	52	0.05
	09.02.2018 - Buy	29	0.03	81	0.08
	16.03.2018 - Buy	258	0.27	339	0.35
	23.03.2018 - Buy	10	0.01	349	0.36
c	At the end of the year as on 31.03.2018			<b>349</b>	<b>0.36</b>

**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017-31.03.2018)	
	Name of the Director / KMP	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
<b>1</b>	<b>Raghu Nandan Mody – Chairman</b>				
a	At the beginning of the year as on 01.04.2017	276	0.29		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2018			276	0.29
<b>2</b>	<b>Naresh Patangi - Company Secretary</b>				
a	At the beginning of the year as on 01.04.2017	1	0.00		
b	Changes during the year	No Changes during the Year			
d	At the end of the year as on 31.03.2018			1	0.00

**V. INDEBTEDNESS**

(Amount in ₹)

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

	Secured Loan excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebteness during the financial year</b>				
● Addition	-	-	-	-
● Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	-	-	-	-



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Director and /or Manager** (Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Kapil Kaul		
<b>1</b>	<b>Gross salary</b>			
	(a) Salary as per provision contained in section 17(1) of the Income Tax Act, 1961	1192500		1192500
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act,1961	-		-
	(c) Profit in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-		-
<b>2</b>	<b>Stock Option</b>	-		-
<b>3</b>	<b>Sweat Equity</b>	-		-
<b>4</b>	<b>Commission</b>			
	- as % of profit	-		-
	- others, specify...	-		-
<b>5</b>	<b>Others, please specify</b>	-		-
	<b>Total (A)</b>	<b>1192500</b>		<b>1192500</b>
	Ceiling as per the Act	Remuneration is paid as per Schedule V of the Companies Act, 2013 under Inadequate profit.		

**B. Remuneration to other Directors** (Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Arindam Sarkar	H M Parekh	R S Vaidyanathan	Vijai Singh	
<b>1.</b>	<b>Independent Directors</b>					
	a) Fees for attending Board/ Committee Meeting	33000	154000	121000	33000	341000
	b) Commission	-	-	-	-	-
	c) Others	-	-	-	-	-
	<b>Total (1)</b>	<b>33000</b>	<b>154000</b>	<b>121000</b>	<b>33000</b>	<b>341000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>	<b>Raghu Nandan Mody</b>		<b>Sakshi Mody</b>		
	a) Fees for attending Board/ Committee Meeting		22000		11000	33000
	b) Commission		-		-	-
	c) Others		-		-	-
	<b>Total (2)</b>		<b>22000</b>		<b>11000</b>	<b>33000</b>
	<b>Total (B) = (1+2)</b>					<b>374000</b>
	<b>Total Managerial Remuneration (A+B)</b>					<b>1566500</b>
	Overall Ceiling as per the Act	Remuneration is paid as per Schedule V of Companies Act, 2013 under Inadequate profit.				

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Sayantan Bandyopadhyay (CEO)	Naresh Patangi (CS)	Kapil Kaul (Executive Director & CFO)	Total Amount
1	<b>Gross salary</b>				
	(a) Salary as per provision contained in section 17(1) of the Income-Tax Act, 1961	894800	935500	1192500	3022800
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-	-	-	-
2	<b>Stock Option</b>	-	-	-	-
3	<b>Sweat Equity</b>	-	-	-	-
4	<b>Commission</b>	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	<b>Others, please specify</b>	-	-	-	-
	<b>Total</b>	<b>894800</b>	<b>935500</b>	<b>1192500</b>	<b>3022800</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

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

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937

**Annexure - B**

**A. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- The ratio of the remuneration of Mr. Kapil Kaul, Executive Director & CFO to the median remuneration of the employees of the Company for the financial year 2017-18 was 5.66 times.
- The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the financial year 2017-18, are as under:

Sl. No.	Name of the Director / KMP	Designation	% increase in Remuneration in the Financial Year 2017-18
1	Mr. Kapil Kaul	Executive Director & CFO	18.00
2	Dr. Sayantan Bandyopadhyay	Chief Executive Officer	11.49
3	Mr. Naresh Patangi	Company Secretary	10.29

- The percentage increase in the median remuneration of employees in the financial year: 14.25%
- There were 45 permanent employees on the rolls of Company as on March 31, 2018;
- Average percentage increase made in the salaries of employees other than the managerial personnel during the financial year 2017-18 was 11.76% whereas the increase in the managerial remuneration for the same financial year was 13.50%. This was based on the recommendations of Nomination and Remuneration Committee to revise the remuneration as per the remuneration policy of the Company.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937

**Annexure - C**  
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto.

- Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2017-18.
- Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	J L Morison (India) Limited Enterprise where Directors/ KMP and their relatives have significant influence.
2.	Nature of contracts / arrangements / transactions	Sale of goods to J L Morison (India) Limited
3.	Duration of the contracts / arrangements / transactions	For a period of 10 years from 1st July, 2015 to 30th June, 2025
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Sale of goods at prevailing market rates, not exceeding ₹ 25 crores p.a.
5.	Date(s) of approval by the Board	7th May, 2015
6.	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937

## Annexure - D

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2017-18

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Brief outline of the Company's CSR policy are as follows:

- Providing financial and other assistance to students who belong to socially economical weaker sections.
- Supporting efforts for community health in slums and areas inhabited by weaker sections.
- Supporting the programs and efforts for environment protection and enhancement.
- Promoting, encouraging and supporting the social and cultural heritage and traditions of our society.
- Taking proactive measures for the well-being of society, as per needs.

The CSR policy of the company can be accessed on the Company's website at the link: [http://www.rasoigroup.in/pdf/CSR\\_Policy.pdf](http://www.rasoigroup.in/pdf/CSR_Policy.pdf)

2. The Composition of the CSR Committee:

As on 31st March, 2018, the CSR Committee comprised of Mr. Kapil Kaul as Chairman, and Mr. Vijai Singh, Mr. R S Vaidyanathan as Members.

3. Average net profit of the company for last three financial years – Loss of ₹ 13,43,05,090
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – Not Applicable in view of the loss.
5. Details of CSR spent during the financial year.
- (a) Total amount to be spent for the financial year : Not Applicable
- (b) Amount unspent, if any : Not Applicable
- (c) Manner in which the amount spent during the financial year : Not Applicable
6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount : Not Applicable
7. Responsibility Statement

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**Sayantana Bandyopadhyay**  
Chief Executive Officer

Sd/-  
**Kapil Kaul**  
Executive Director & CFO,  
Chairman of the CSR Committee

**Annexure - E**  
**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

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

To,

The Members,

**RASOI LIMITED**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RASOI LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
  2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
  3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:
    - i) The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
    - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
    - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
    - iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
      - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
      - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
      - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
      - (d) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines / circulars as issued by the SEBI from time to time.
      - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- I further report that, there were no actions/ events in pursuance of;
- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the following laws are applicable specifically to the Company.

- (a) The Bureau of Indian Standards Act, 2016;
- (b) The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992 as Amended in 2003 (IMS Act);

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

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India, and to the extent amended and notified from time to time.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

For M R & Associates  
Company Secretaries

Sd/-  
[M R Goenka]  
Partner  
FCS No.:4515  
C P No.:2551

Place : Kolkata  
Date : 22nd May, 2018

**“ANNEXURE – A”**

**(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018)**

To,  
The Members  
**RASOI LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M R & Associates  
Company Secretaries

Sd/-  
[M R Goenka]  
Partner  
FCS No.:4515  
C P No.:2551

Place : Kolkata  
Date : 22nd May, 2018

### Annexure - F

#### Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo

<b>(A) Conservation of energy</b>		
(i)	the steps taken or impact on conservation of energy	In the production areas the roof was fabricated with false ceiling to control temperature and to reduce consumption of electricity by industrial air coolers.
(ii)	the steps taken by the company for utilising alternative sources of energy	Nil
(iii)	the capital investment on energy conservation equipments	Nil
<b>(B) Technology absorption</b>		
(i)	the efforts made towards technology absorption	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	Not Applicable
(iv)	the expenditure incurred on Research and Development	Nil
<b>(C) Foreign exchange earnings and outgo</b>		
(i)	The foreign exchange earned (actual inflows)	₹ Nil (Previous Year ₹ Nil )
(ii)	The foreign exchange outgo (actual outflows)	₹ 23.84 lakh (Previous Year ₹ 9.89 lakh)

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937

**Annexure - G**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**1. Industry structure and developments**

During the year under review, full benefit of the much needed reforms undertaken by the Government of India have not yet yielded the desired benefits, and these disruption in the economic system still persists, and would seemingly take some more time.

In view of the volatile global political scenario and the consequent rising prices of crude the rupee is witnessing depreciation vis a vis the US Dollar. It is anticipated that the rupee will continue to depreciate and your management keeping an eye on these developments.

Interest rate scenario remained volatile throughout the year and there was pressure in the domestic real estate sector.

In view of the crude complex becoming firmer, the commodity prices have been firm. However, precious metals are not showing any direction and the trading environment remains tough due to the high volatility in precious metal prices.

The situation of the business of manufacturing of baby care and other healthcare products continue to be highly competitive.

**2. Opportunities and threats**

The anticipated benefits which one perceived would ensue given the slew of reforms unleashed have not materialized as yet, and are taking time, the opportunities that could open up are delayed. Fiscal imbalance caused by the upsurge in crude oil prices and consequent impact on currency and inflation also poses risk for the investment climate in the country.

The immediate threat is the election year looming in the horizon and the impact of this on the business and industry as a whole.

**3. Segment – wise or product-wise performance**

In view of the economic scenario on the macro level we have also been impacted in the business, and hence the year in review has witnessed flattish growth in the volumes of the business.

**4. Outlook**

We can safely say that in the state of flux that the economy is in just now, and the general uncertainty that is abounding post the various banking issues prevailing, your company is taking measures to weather these times.

Rising crude prices coupled with a depreciating rupee are exerting pressure on the country's fiscal and government will have to resort to some tough measures to keep the fiscal balance in check.

Banking conundrum and stress in the domestic real estate sector along with pressure on government finances are expected to have negative impact on your company's investment activities. However, your management is taking all necessary precautions to keep the impact to a bare minimum.

Management is keeping a close watch on the heightened volatility in the precious metal space.

**5. Risks and concerns**

The current banking systemic issues, and the coming election year could pose a risk to the business cycle. Plus added to that the global political upheavals are having an impact on the crude oil complex, this could once again devalue the Indian Rupee vs the US dollar, and spike an inflationary trend once again thereby forcing the Central Bank to raise interest rates in the near term. The concern is that if the monsoon should be deficient this year then it could have a deleterious impact on the overall business environment your company operates in.

**6. Internal control systems and their adequacy**

Given the slew of reforms as well as the new cyber age issues related to banks, and banking in general, as well with most information being fed virtually, the company makes regular reviews of all its systems specially banking and information systems, and deployed effective means ensuring that your company is not impacted by any such issues in the near future. It will be constantly reviewing this as technology is changing the situation very rapidly.

**7. Discussion on financial performance with respect to operational performance**

As we have highlighted earlier in the report, and given the current scenario your management adopted a very safe strategy to hedge, and insulate itself from the environment which is prevailing, and hence the year under review has witnessed flattish growth and decline in profits.

**8. Material developments in Human Resources / Industrial Relations front, including number of people employed**

We are happy to put on record our appreciation for the continuous cooperation and help that your management received from its workers and staff. There were 45 permanent employees on the rolls of Company as on 31st March, 2018.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
Director  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
Executive Director & CFO  
DIN: 00053937



## ANNEXURE TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is synonymous with efficient conduct of the business operations, maintaining utmost transparency in its activities, proper and timely disclosures to all the regulatory authorities, cementing the bond of confidence with all those who are an integral and inseparable part of the business activities – shareholders, employees, end-users, bankers, financiers and the society at large and thereby ensuring a perpetual relationship of trust and confidence. The governance of the Company is guided by strong emphasis on transparency, commitment to values, accountability and integrity.

#### 2. BOARD OF DIRECTORS:

##### 2.1 Composition:

The Board of Directors of the Company consisted of seven Directors as on 31st March, 2018. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2018 are given below:

Name of Directors	Category	No. of Board Meetings held	Attendance particulars		No. of other Directorships <sup>1</sup>	Number of Committee positions held (including Company) <sup>2</sup>	
			Board Meeting	Last AGM		As Chairman	As Member
Mr. Raghu Nandan Mody	Promoter Non - Executive Director Chairman	4	1	Yes	3	–	3
Mrs. Sakshi Mody	Promoter Non - Executive Director	4	1	Yes	2	–	–
Mr. Kapil Kaul	Executive Director & CFO	4	4	Yes	2	–	–
Mr. R S Vaidyanathan	Independent Director	4	3	Yes	–	–	2
Mr. H M Parekh	Independent Director	4	4	Yes	7	5	5
Mr. Vijai Singh	Independent Director	4	1	Yes	–	1	1
Mr. Arindam Sarkar*	Independent Director	4	3	Yes	2	–	–

\* Mr. Arindam Sarkar was appointed as an Independent Director for a period of five years from 21st August, 2017 to 20th August, 2022.

<sup>1</sup> The directorship held by Directors as mentioned above does not include Directorships of private companies/ Section 8 companies / foreign companies as on 31st March, 2018.

<sup>2</sup> Committee positions held in Indian listed and unlisted public limited companies are considered including the reporting Company. For this purpose, only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

##### 2.2 Number and date of Board Meetings held:

Four Board meetings were held during the financial year 2017-2018 and the gap between any two consecutive meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the Board Meetings were held are 29th May, 2017, 11th September, 2017, 9th November, 2017 and 22nd January, 2018.

**2.3 Disclosure of relationship between Directors inter-se:**

None of the Directors of the Company is related inter-se to any other Directors on the Board, within the meaning of Section 2(77) of the Companies Act, 2013.

**2.4 Number of shares and convertible instruments held by Non-Executive Directors:**

As on 31st March, 2018, Mr. Raghu Nandan Mody, Non-Executive Director of the Company holds 276 equity shares in the Company.

Further none of the other Non-Executive Directors are holding any shares or convertible instruments in the Company.

**2.5 Web link of familiarization programmes imparted to Independent Directors:**

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at the link:[http://www.rasoigroup.in/investor\\_information/Familiarisation\\_Programmes\\_for\\_Independent\\_%20Directors.pdf](http://www.rasoigroup.in/investor_information/Familiarisation_Programmes_for_Independent_%20Directors.pdf)

**3. AUDIT COMMITTEE:**

**3.1 Brief description of terms of reference:**

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

In addition the powers and roles of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations read with Section 177 of the Companies Act, 2013.

**3.2 Composition:**

As on 31st March, 2018, the Audit Committee comprised of Mr. H M Parekh as Chairman, and Mr. Raghu Nandan Mody, Mr. R S Vaidyanathan, Mr. Vijai Singh as Members.

The Company Secretary of the Company acts as the Secretary of the Audit Committee.

**3.3 Meetings and attendance during the year:**

During the financial year 2017-2018 the Audit Committee met four times on 29th May, 2017, 11th September, 2017, 9th November, 2017 and 22nd January, 2018. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. H M Parekh	Independent Director	Chairman	4	4
Mr. Raghu Nandan Mody	Non-Executive Director	Member	4	1
Mr. R S Vaidyanathan	Independent Director	Member	4	3
Mr. Vijai Singh	Independent Director	Member	4	1

**4. NOMINATION AND REMUNERATION COMMITTEE:**

**4.1 Brief description of terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 read with Regulation 19 and Para A of Part D of Schedule II of the Listing Regulations.

**4.2 Composition:**

As on 31st March, 2018, the Nomination and Remuneration Committee comprised of Mr. Vijai Singh as Chairman, and Mr. H M Parekh, Mr. R S Vaidyanathan as Members.

The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

**4.3 Meeting and attendance during the year:**

During the financial year 2017-2018 the Nomination and Remuneration Committee met two times on 29th May, 2017 and 22nd January, 2018. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Vijai Singh	Independent Director	Chairman	2	–
Mr. H M Parekh	Independent Director	Member	2	2
Mr. R S Vaidyanathan	Independent Director	Member	2	2

**4.4 Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Directors. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- a) Attendance of Board and Committee Meetings;
- b) Quality of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.

**5. REMUNERATION OF DIRECTORS:**

- a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2017-2018.
- b) Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-Executive and Independent Directors is being paid at the rate of ₹11,000 for each meeting of the Board and Committees except for Corporate Social Responsibility Committee attended by them.
- c) Details of remuneration and sitting fees paid /payable to Directors for the financial year ended 31st March 2018:

Name of Directors	Salary (₹)	Perquisites or Allowances (₹)	Contribution to PF & others (₹)	Sitting Fees (₹)	Total (₹)
Mr. Raghu Nandan Mody	–	–	–	22,000	22,000
Mrs. Sakshi Mody	–	–	–	11,000	11,000
Mr. Kapil Kaul *	7,60,500	4,32,000	84,240	–	12,76,740
Mr. R S Vaidyanathan	–	–	–	1,21,000	1,21,000
Mr. H M Parekh	–	–	–	1,54,000	1,54,000
Mr. Vijai Singh	–	–	–	33,000	33,000
Mr. Arindam Sarkar (appointed w.e.f. 21.08.2017)	–	–	–	33,000	33,000

\* Exclusive of contribution to gratuity.

- (i) The above details of remuneration or fees paid are all elements of remuneration package of individual Directors summarized under major groups.
- (ii) Apart from the above mentioned details of remuneration or fees paid there are no other fixed component and performance linked incentives based on the performance criteria.
- (iii) Service contract, notice period and severance fees.

The service contract of Mr. Kapil Kaul as Executive Director & CFO of the Company is for a period of 3 years w.e.f. 1st January, 2016 to 31st December, 2018 and the contract is terminable on service of 30 days' notice by either side. There is no separate provision for payment of severance fees.

- (iv) There are no stock options offered to any Directors of the Company.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

### 6.1 Composition:

As on 31st March, 2018, the Stakeholders' Relationship Committee comprised of Mr. Vijai Singh as Chairman, and Mr. H M Parekh, Mr. R S Vaidyanathan as Members.

The Company Secretary of the Company acts as the Secretary of the Stakeholders' Relationship Committee.

### 6.2 Compliance Officer:

Mr. Naresh Patangi, Company Secretary is the Compliance Officer of the Company.

### 6.3 Status of Investors' complaints:

No. of complaints pending as on 01.04.2017	Nil
Complaints received during the year	Nil
Complaints disposed during the year	Nil
No. of complaints pending as on 31.03.2018	Nil

## 7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

### 7.1 Composition:

As on 31st March, 2018, the Corporate Social Responsibility Committee comprised of Mr. Kapil Kaul, as Chairman, and Mr. Vijai Singh, Mr. R S Vaidyanathan as Members.

The Company Secretary of the Company acts as the Secretary of Corporate Social Responsibility Committee.

### 7.2 Meeting and attendance during the year:

During the financial year 2017-2018 the Corporate Social Responsibility Committee met once on 9th November, 2017. The attendance of the Members at the meeting is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Kapil Kaul	Executive Director	Chairman	1	1
Mr. R S Vaidyanathan	Independent Director	Member	1	-
Mr. Vijai Singh	Independent Director	Member	1	1

**8. GENERAL BODY MEETINGS:**

**8.1 Location and time, where last three Annual General Meetings held:**

AGM	Financial Year	Date	Time	Venue
113th	2016 – 2017	25.09.2017	11:30 a.m.	Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156
112th	2015 – 2016	27.09.2016	10:30 a.m.	
111th	2014 – 2015	11.09.2015	4.00 p.m.	Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017

**8.2 Special Resolutions passed at previous three Annual General Meetings:**

AGM Date	Particulars of Special Resolutions
25.09.2017	No Special Resolution was passed.
27.09.2016	No Special Resolution was passed.
11.09.2015	1) Approval of Employees Benefit Scheme under SEBI (Share Based Employee Benefits) Regulations, 2014. 2) Approval of Related Party Transactions with J L Morison (India) Limited.

**8.3 Special Resolutions passed through postal ballot and voting pattern:**

During the year 2017-2018, no special resolution was passed by the Members of the Company through postal ballot.

**8.4 Special Resolutions proposed to be passed through postal ballot:**

No business is presently proposed to be transacted through postal ballot. In case any Special Resolution needs to be passed through Postal Ballot during the financial year 2018-2019, the procedure for conducting the postal ballot as laid down under Section 110 of the Companies Act, 2013 and the Rules made there under shall be complied with.

**9. MEANS OF COMMUNICATION:**

9.1 The Company has published its quarterly, half yearly and annual financial results as per details mentioned below:

Newspapers	Date of Board Meeting	Date of Publication
Financial Express (English) & Aajkaal (Bengali)	29th May, 2017	31st May, 2017
Financial Express (English) & Aajkaal (Bengali)	11th September, 2017	12th September, 2017
Financial Express (English) & Aajkaal (Bengali)	9th November, 2017	10th November, 2017
Financial Express (English) & Aajkaal (Bengali)	22nd January, 2018	23rd January, 2018

9.2 **Website:** The Company's website [www.rasoigroup.in](http://www.rasoigroup.in) contains separate section 'Investor Relations' where shareholders information is available. The Company's financial results and annual reports are also available on the website in a user-friendly and downloadable form.

9.3 **News releases, presentations, among others:** All Corporate Announcements made to the Stock Exchange during the year 2017-2018 are available on the website of the Company. During the year 2017-2018, the company has not made any presentations to institutional investors and analysts.

**10. GENERAL SHAREHOLDER INFORMATION:**

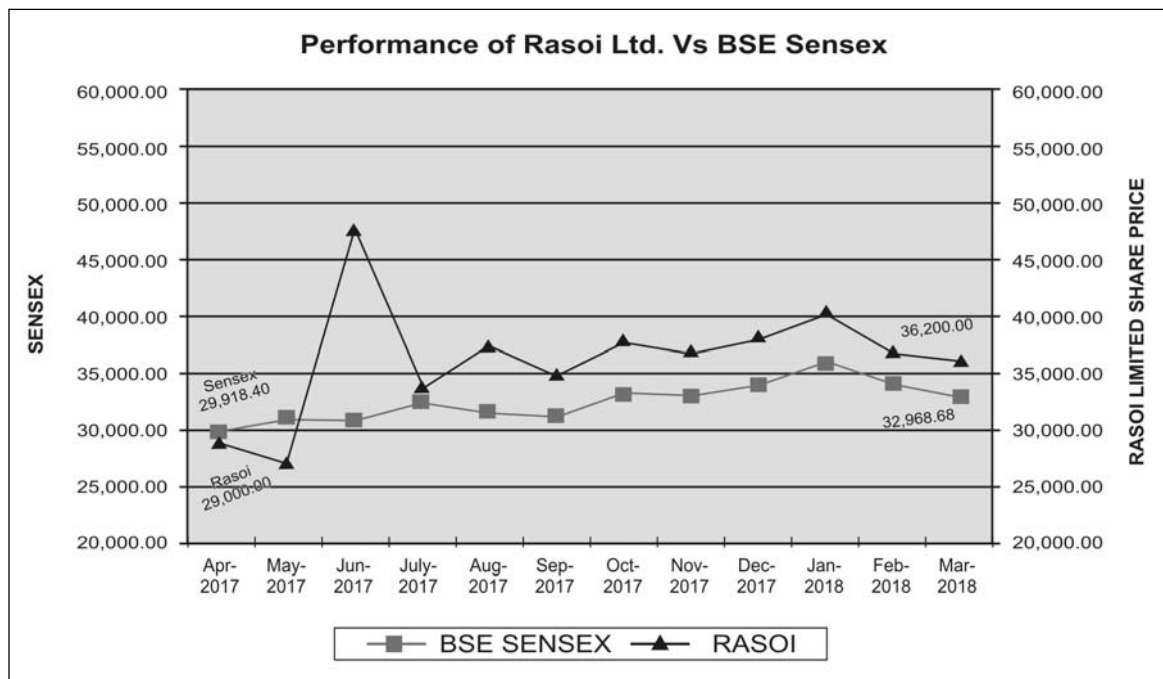
a) **114th Annual General Meeting:** Friday, 3rd August 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, New Town, Kolkata – 700156.

- b) **Financial Year:** April 1 to March 31
- c) **Dividend payment date:** Shall be paid/credited by 21st August, 2018.
- d) **Listing on Stock Exchange:** BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.
- e) **Listing Fees:** The Company has paid the listing fees for the financial year 2017-18 & 2018-19.
- f) **Stock Code (BSE) and ISIN:** BSE: 507649; ISIN: INE349E01023
- g) **Stock Market Price Data:**

Month	Share Price of the Company on BSE (₹)*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April, 2017	31972.50	28551.00	29000.00	30184.22	29241.48	29918.40
May, 2017	30000.00	26802.00	27300.00	31255.28	29804.12	31145.80
June, 2017	47674.20	25222.00	47674.20	31522.87	30680.66	30921.61
July, 2017	49600.20	33803.05	33803.05	32672.66	31017.11	32514.94
August, 2017	40516.85	32100.00	37500.00	32686.48	31128.02	31730.49
September, 2017	37899.95	33505.00	35000.00	32524.11	31081.83	31283.72
October, 2017	38998.95	35000.00	38000.00	33340.17	31440.48	33213.13
November, 2017	38999.95	34771.05	37068.65	33865.95	32683.59	33149.35
December, 2017	39243.50	34012.00	38428.00	34137.97	32565.16	34056.83
January, 2018	47500.00	37764.00	40499.00	36443.98	33703.37	35965.02
February, 2018	41499.95	35001.05	37100.05	36256.83	33482.81	34184.04
March, 2018	39000.00	35600.00	36200.00	34278.63	32483.84	32968.68

\* Source: www.bseindia.com

- h) **Performance in comparison with BSE Sensex:** Share price in comparison to BSE Sensex (Based on closing Price) for the financial year ended 31st March, 2018.



i) **Trading of Securities:** The securities of the Company were not suspended from trading any time during the financial year 2017-2018.

j) **Registrar and Share Transfer Agent:**  
C B Management Services (P) Ltd.  
P-22, Bondel Road, Kolkata – 700 019  
Phone: (033) 4011 6700 / 2280 6692 / 2282 3643  
Fax: (033) 4011 6739 / Email: rta@cbmsl.com

k) **Share Transfer System:**

In terms of Regulation 40(2) of the Listing Regulations, the Board of Directors have delegated the power to attend all the formalities relating to transfer of securities to the Registrar & Share Transfer Agent (RTA) pursuant to which the reports on transfer of securities received from the RTA are placed before the Board of Directors in each Board Meeting.

Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if documents are found to be in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

The Company obtains Certificate of Compliance pertaining to share transfer formalities half-yearly as required under Regulation 40(9) and quarterly certificate of Reconciliation of Share Capital Audit Report from Company Secretary in Practice in compliance with the Listing Regulations and files the said certificates with the Stock Exchange (BSE).

l) **Distribution of Shareholding as on 31st March, 2018:**

Range		Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
From	To				
1	500	1835	99.03	11391	11.79
501	1000	4	00.22	3137	03.25
1001	2000	3	00.16	4993	05.17
2001	3000	0	00.00	0	00.00
3001	4000	3	00.16	10325	10.69
4001	5000	3	00.16	12206	12.64
5001	10000	3	00.16	19980	20.68
10001 & Above		2	00.11	34568	35.78
<b>TOTAL</b>		<b>1853</b>	<b>100.00</b>	<b>96600</b>	<b>100.00</b>

m) **Dematerialization of Equity Shares and Liquidity:**

As on 31st March, 2018, 96.99% of the total shares of the Company were in dematerialized form.

n) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31st March, 2018.

o) **Commodity price risk or foreign exchange risk and hedging activities:**

No such risks or activities to report during the financial year under review.

p) **Factory Location:**

Manufacturing Unit:  
Vill. & P.O.: Banganagar, P.S.: Falta,  
Dist.: South 24 Parganas-743 513, West Bengal

q) **Registered Office & Address for Correspondence:**

Rasoi Limited  
'Rasoi Court'  
20, Sir R N Mukherjee Road, Kolkata – 700 001  
Phone: (033) 2248 0114, (033) 2248 0115; Fax: (033) 2248 1200;  
Email: secdept@rasoigroup.in,  
Website: www.rasoigroup.in

**11. DISCLOSURES:**

**11.1 Related Party Transactions:**

Transactions of material nature with related parties during the financial year 2017-2018 had no potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2017-2018 with related parties were on arm's length basis and the same are disclosed in Notes on Accounts as appended to the financial statements and in the prescribed form AOC-2 annexed to the Directors' Report as "**Annexure-C**". The policy on dealing with Related Party Transactions is available on Company's website at [http://www.rasoigroup.in/pdf/Related\\_Party\\_Transaction\\_Policy.pdf](http://www.rasoigroup.in/pdf/Related_Party_Transaction_Policy.pdf)

**11.2 Compliance by the Company:**

The Company has complied with all the requirements of the Listing Regulations entered into with the Stock Exchange, as well as the regulations and guidelines of SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities during the last three years.

**11.3 Whistle Blower policy / Vigil Mechanism and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2017-2018, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website at <http://www.rasoigroup.in/pdf/Vigil-mechanism-Policy.pdf>

**11.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations.

- (a) Audit Qualification – The Company is in the regime of unmodified audit opinion on financial statements.
- (b) Separate posts of Chairman and CEO – The Company has separate Chairman and Chief Executive Officer.
- (c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

**11.5 Material' Subsidiaries:**

The Company does not have any subsidiary as defined under the Companies Act, 2013.



**11.6 Compliance of the requirement of Corporate Governance Report:**

During the financial year 2017-2018, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI Listing Regulations.

**11.7 Disclosure of the Compliance with Corporate Governance**

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2017-2018. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

**11.8 Disclosure with respect to demat suspense account/unclaimed suspense account**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2018. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

**11.9 Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the applicable Indian Accounting Standards (IND AS) issued by the Institute of Chartered Accountants of India to the extent applicable.

**11.10 Related Party Disclosures:**

The disclosure as required by Indian Accounting Standards (IND AS - 24) on "Related Party" are given in appended financial statements under notes to accounts.

**11.11 Code of Conduct for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its promoters, directors, employees and other connected persons. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

**11.12 Code of Conduct:**

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31st March, 2018. A declaration to this effect, signed by the Chief Executive Officer of the Company is annexed to this report. The code is available on the Company's website at [http://www.rasoigroup.in/code\\_conduct.php](http://www.rasoigroup.in/code_conduct.php)

**11.13 Compliance Certificate by Practicing Company Secretary:**

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**H M Parekh**  
*Director*  
DIN: 00026530

Sd/-  
**Kapil Kaul**  
*Executive Director & CFO*  
DIN: 00053937

**DECLARATION – CODE OF CONDUCT**

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2018.

Place: Kolkata  
Date: 22nd May, 2018

Sd/-  
**Syantant Bandyopadhyay**  
*Chief Executive Officer*

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**PRACTICING COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members  
Rasoi Limited

We have examined the compliance of conditions of Corporate Governance by Rasoi Limited ("the Company") for the year ended on March 31, 2018, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations 2015"].

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

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable.

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

For MR & Associates  
*Company Secretaries*

Sd/-  
M R Goenka  
*Partner*

Place: Kolkata  
Date: 22nd May, 2018

FCS No.: 4515  
C P No.:2551

## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Rasoi Limited**

#### **Report on the Financial Statements**

We have audited the accompanying Standalone financial statements of Rasoi Limited ("the Company"), which comprise the balance sheet as at 31st March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as Standalone financial statements).

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these standalone financial statements that gives a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive income), cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

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

We conducted our audit of the standalone financial statements in accordance with the Standards on

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2018, and its financial performance including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information

- and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- e. on the basis of the written representations received from the directors as on 31 March 2018 and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting (IFCoFR) of the Company and the operating effectiveness of such controls refer to our separate report in Annexure 'B'.
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations, other than those disclosed in the financial statements; which would materially impact its financial position. Refer note no. 2.29 to the financial statement;
  - ii. the Company has made provision, as required under the applicable laws or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. there were no delays in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

**B. Chhawchharia & Co.**  
Chartered Accountants  
Firm Registration No.: 305123E

Sd/-

**S.K. Chhawchharia**

Partner

Place: Kolkata

Date: 22nd May, 2018

Membership No. 008482

### **Annexure A to the Auditor's Report**

#### **The Annexure referred to in Independent Auditor's Report of even date to the members of Rasoi Limited, on the Standalone financial statements for the year ended 31st March, 2018**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As planned, a part of the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the planned frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) 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) The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, LLP or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) According to the information and explanations given to us, in our opinion, in respect of loans, investment, guarantees and security, provisions of section 185 and 186 of the Act have been complied with by the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

- (vi) In our opinion and according to the information and explanation given to us, in respect of goods produced by the company, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding on the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the following dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount (₹ in Lakh)	Period to which the amount relates	Forum where dispute is pending
West Bengal Sales Tax Act, 1954	Purchase Tax	2.17	1990-91 and 1994-95	Deputy Commissioner of Commercial Taxes, Beliaghata
	Sales Tax	3.45	1990-91 to 1993-94	
The Customs Act, 1962	Custom Duty	143.90	2003-04	Assistant Commissioner of Customs
		44.90	2000-01	Deputy Commissioner
The Central Excise Act, 1994	Excise Duty	4.81	1976 and 24.07.81 to 31.03.82	Appellate Collector
		2.59	01.04.81 to 16.03.85	Customs Excise & Gold (control) Appellate Tribunal.
		165.65	Oct' 89 to Apr '91	Hon'ble High Court, Calcutta

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of borrowings to banks.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**B. Chhawchharia & Co.**  
Chartered Accountants  
Firm Registration No.: 305123E

Sd/-

**S.K. Chhawchharia**

Partner

Place: Kolkata

Date: 22nd May, 2018

Membership No. 008482

## **Annexure B to the Auditor's Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the standalone financial statements of Rasoi Limited ("the Company") as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls over financial reporting issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**B. Chhawchharia & Co.**  
Chartered Accountants  
Firm Registration No.: 305123E

Sd/-

**S.K. Chhawchharia**

Partner

Place: Kolkata

Date: 22nd May, 2018

Membership No. 008482

## Standalone Balance Sheet as at 31st March, 2018

(₹ in 000)				
	Refer Note No.	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant & Equipment	2.1	200,291	220,462	220,790
(b) Financial Assets				
(i) Investment in Associate	2.2	26,221	26,221	26,221
(ii) Other Investments	2.3	475,496	450,763	260,473
(iii) Loans	2.4	741	27,077	24,806
(iv) Other Financial Assets	2.5	46,048	43,019	165,828
(c) Other Non-Current Assets	2.6	13,056	12,300	14,445
<b>Total Non-Current Assets</b>		<b>761,853</b>	<b>779,842</b>	<b>712,563</b>
<b>Current Assets</b>				
(a) Inventories	2.7	6,727	6,891	2,321
(b) Financial Assets				
(i) Investments	2.8	752,881	752,104	722,351
(ii) Trade Receivables	2.9	188	-	500
(iii) Cash and Cash Equivalents	2.10	1,835	9,183	8,447
(iv) Bank Balances other than (iii) above	2.11	431	461	419
(v) Loans	2.12	164,642	207,896	40,286
(vi) Other Financial Assets	2.13	11,039	7,957	951
(c) Other Current Assets	2.14	10,571	19,858	24,344
<b>Total Current Assets</b>		<b>948,314</b>	<b>1,004,350</b>	<b>799,619</b>
<b>Total Assets</b>		<b>1,710,167</b>	<b>1,784,192</b>	<b>1,512,182</b>
<b>EQUITY &amp; LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	2.15	19,320	19,320	19,320
(b) Other Equity	2.16	1,572,820	1,587,677	1,352,954
<b>Total Equity</b>		<b>1,592,140</b>	<b>1,606,997</b>	<b>1,372,274</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
(a) Provisions	2.17	1,084	1,496	2,029
(b) Deferred Tax Liabilities (net)	2.34	110,472	127,003	92,351
<b>Total Non-Current Liabilities</b>		<b>111,556</b>	<b>128,499</b>	<b>94,380</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	2.18	-	-	1,245
(ii) Trade Payables	2.19	3,634	6,560	5,148
(iii) Other Financial Liabilities	2.20	1,931	40,561	7,479
(b) Other Current Liabilities	2.21	163	104	56
(c) Provisions	2.22	743	1,471	31,600
<b>Total Current Liabilities</b>		<b>6,471</b>	<b>48,696</b>	<b>45,528</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,710,167</b>	<b>1,784,192</b>	<b>1,512,182</b>

Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date attached

For **B. Chhawchharia & Co.**

Chartered Accountants

FRN : 305123E

**Sushil Kumar Chhawchharia**

Partner

Membership No : 008482

3, Alipore Road, Kolkata-700027

Date : 22 May 2018

**For and on behalf of the Board of Directors**

Sd/-

H M Parekh

Director

(DIN : 00026530)

Sd/-

Kapil Kaul

Executive Director & CFO

(DIN : 00053937)

Sd/-  
Naresh Patangi  
Company Secretary

## Standalone Statement of Profit and Loss for the year ended 31st March, 2018

	Refer Note No.	Year ended <u>31st March 2018</u>	Year ended <u>31st March 2017</u>
(₹ in 000)			
<b>INCOME</b>			
Revenue from Operations	2.23	<b>208,471</b>	234,072
Other Income	2.24	<b>15,630</b>	8,942
<b>Total Revenue</b>		<b>224,101</b>	<b>243,014</b>
<b>EXPENSES</b>			
Cost of Material Consumed		<b>28,445</b>	19,303
Purchase of Stock-in-Trade		<b>66,480</b>	75,950
Excise Duty		<b>1,624</b>	5,728
Changes in Inventories of finished goods & work-in-progress	2.25	<b>(153)</b>	(1,597)
Employee Benefits Expense	2.26	<b>13,875</b>	14,398
Finance Cost		<b>5</b>	427
Depreciation and Amortisation Expense	2.1	<b>21,640</b>	7,528
Other Expenses	2.27	<b>67,321</b>	46,219
<b>Total Expenses</b>		<b>199,237</b>	<b>167,956</b>
<b>Profit before tax</b>		<b>24,864</b>	75,058
<b>Tax Expenses</b>	2.34		
Current Tax		-	8,358
Excess Provision for earlier years written back		-	(40,648)
Deferred Tax		<b>(5,448)</b>	(1,624)
<b>Total Tax Expenses</b>		<b>(5,448)</b>	<b>(33,914)</b>
<b>Profit for the Year</b>		<b>30,312</b>	108,972
<b>Other Comprehensive Income</b>	2.28		
a) Items that will not be reclassified to profit or loss		<b>(53,982)</b>	164,296
b) Income tax relating to items that will not be reclassified to profit or loss		<b>11,139</b>	(36,219)
<b>Total Other Comprehensive Income</b>		<b>(42,843)</b>	128,077
<b>Total Comprehensive Income</b>		<b>(12,531)</b>	237,049
<b>Earnings per equity share</b> (Basic and Diluted in ₹)	2.30	<b>313.80</b>	1,128.08

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements.

**For and on behalf of the Board of Directors**

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E  
**Sushil Kumar Chhawchharia**  
Partner  
Membership No : 008482  
3, Alipore Road, Kolkata-700027  
Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)  
Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)



## Statement of Changes in Equity for the year ended 31st March,2018

(₹ in 000)

### a) Equity Share Capital

Particulars	Total
Balance as at 01-April-2016	19,320
Changes in equity share capital during the year	-
Balance as at 31-March-2017	19,320
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2018</b>	<b>19,320</b>

### b) Other Equity

Particulars	Reserves & Surplus				Other Comprehensive Income		Total
	Security Premium	Revaluation Reserve	General Reserve	Retained Earnings	Equity Instruments	Actuarial Gain and Loss	
Balance as at 01-April-2016	51,480	70,691	8,02,756	2,39,516	1,88,511	-	13,52,954
Profit for the year (net of taxes)	-	-	-	1,08,972	-	-	1,08,972
OCI for the year (net of taxes)	-	-	-	-	1,28,305	(228)	1,28,077
Dividend paid during the year	-	-	-	(1,932)	-	-	(1,932)
Corporate Dividend Tax paid	-	-	-	(394)	-	-	(394)
Transfer to General Reserve	-	-	2,500	(2,500)	-	-	-
Balance as at 31-March-2017	51,480	70,691	8,05,256	3,43,662	3,16,816	(228)	15,87,677
Profit for the year (net of taxes)	-	-	-	30,312	-	-	30,312
OCI for the year (net of taxes)	-	-	-	-	(42,620)	(223)	(42,843)
Dividend paid during the year	-	-	-	(1,932)	-	-	(1,932)
Corporate Dividend Tax paid	-	-	-	(394)	-	-	(394)
Transfer to General Reserve	-	-	2,500	(2,500)	-	-	-
<b>Balance as at 31-March-2018</b>	<b>51,480</b>	<b>70,691</b>	<b>8,07,756</b>	<b>3,69,148</b>	<b>2,74,196</b>	<b>(451)</b>	<b>15,72,820</b>

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E  
**Sushil Kumar Chhawchharia**  
Partner  
Membership No : 008482  
3, Alipore Road, Kolkata-700027  
Date : 22 May 2018

**For and on behalf of the Board of Directors**

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Cash Flow Statement for the year ended 31st March, 2018

(₹ in 000)

	Refer Note No.	Year ended 31st March 2018	Year ended 31st March 2017
<b>A. Cash Flow from Operating Activities</b>			
Profit before tax		24,864	75,058
Non-cash adjustments to reconcile profit before tax to net cash flows :			
Depreciation		21,640	7,528
Gain / (loss) on investment measured at FVTPL (net)		15,251	(9,703)
Fair valuation of Loan & Deposit		(11,848)	(6,111)
Fair valuation on defined benefit plan		(279)	(286)
Bad debts and advances written-off		3,258	6,485
Loss on discard / sale of Property, Plant & Equipment		251	3,806
Finance Cost		5	427
Provision for doubtful debts written back		-	(3,982)
Liability not required written off		(1,172)	-
		<b>27,106</b>	<b>(1,836)</b>
Operating Profit before Working Capital Changes		<b>51,970</b>	<b>73,222</b>
Movement in working capital			
Increase / (Decrease) in Investments		(95,442)	(45,759)
Increase / (Decrease) in Inventories		164	(4,570)
Increase / (Decrease) in Trade and other receivables		86,658	(38,195)
Increase / (Decrease) in Trade and other payables		(42,606)	35,112
		<b>(51,226)</b>	<b>(53,412)</b>
Cash Generated from Operations		<b>744</b>	<b>19,810</b>
Direct Taxes Paid (net of refunds)		(3,285)	(6,217)
Cash Flow from Operating Activities (A)		<b>(2,541)</b>	<b>13,593</b>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Property, Plant & Equipment		(1,721)	(11,022)
Proceeds from Sale of Property, Plant & Equipment		-	17
Margin Money Deposit with Bank		(756)	2,145
Net Cash Flow from / (used in) Investing Activities (B)		<b>(2,477)</b>	<b>(8,860)</b>
<b>C. Cash Flow from Financing Activities</b>			
Proceed / (Repayment) from Short term Borrowings		-	(1,245)
Interest Paid		(5)	(427)
Dividend Paid on Equity Shares including Dividend distribution tax		(2,355)	(2,283)
Net Cash Flow from / (used in) Financing Activities (C)		<b>(2,360)</b>	<b>(3,955)</b>
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)		<b>(7,378)</b>	<b>778</b>
Cash & Cash Equivalents at the beginning of the year		<b>9,644</b>	<b>8,866</b>
<b>Cash &amp; Cash Equivalents at the end of the year</b>	2.10 & 2.11	<b>2,266</b>	<b>9,644</b>
Components of Cash and Cash Equivalents			
Balance with Banks :			
In Current Accounts	2.10	1,832	9,178
In Unclaimed Dividend Accounts	2.11	431	461
		<b>2,263</b>	<b>9,639</b>
Cash on Hand	2.10	3	5
<b>Total Cash and Cash Equivalents</b>	2.10 & 2.11	<b>2,266</b>	<b>9,644</b>

The accompanying notes are an integral part of the Financial Statements.

**For and on behalf of the Board of Directors**

As per our Report of even date attached

For **B. Chhawchharia & Co.**

Chartered Accountants

FRN : 305123E

**Sushil Kumar Chhawchharia**

Partner

Membership No : 008482

3, Alipore Road, Kolkata-700027

Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)

Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Accounting Policies and Notes on Accounts

### CORPORATE OVERVIEW

Rasoi Limited ("the Company") is a public limited company incorporated and domiciled in India. It's shares are listed on Bombay Stock Exchange (BSE) of India. The Registered Office of the Company is located at Rasoi Court, 20 Sir R.N.Mukherjee Road, Kolkata 700001, West Bengal. The Company is engaged in the business of manufacturing of baby care products & corrugated boxes, trading of precious metals and also in investment and treasury operations.

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### Basis of preparation and presentation of financial statements

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, read with section 133 of the Companies Act, 2013. The Company had prepared and presented its financial statements in accordance with the requirements of previously applicable Generally Accepted Accounting Principles (GAAP) till the year ended 31-March-2017, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition is 01-April-2016. Refer note no. 2.36 for the details of first-time adoption exemptions availed by the Company. "The financial statements have been prepared on accrual basis under the historical cost convention except for the followings that are measured at fair value as required by relevant Ind AS: a) Certain financial assets and liabilities. b) Defined employee benefit plans. The accounting policies are applied consistently to all the periods presented in the financial statements including the preparation of the opening Ind AS Balance Sheet as at 01-April-2016 being the date of transition to the Ind AS.

#### Uses of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such

estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

#### Property, Plant & Equipment

Freehold land is carried at revalued amount. All other items of property, plant & equipment are measured at historical cost or deemed cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

#### Impairment

Property, plant & equipment are reviewed at each balance sheet date at the year end for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds the recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing value in use, the estimated future cash flow from the use of the assets are discounted to their present value at appropriate rate. An impairment loss is reversed, if there has been change in the recoverable amount and such loss no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective asset.

## Accounting Policies and Notes on Accounts (Contd..)

### Depreciation

The company depreciates property, plant and equipment over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 on a straight line basis from the date assets are ready for intended use, except in respect of some assets, in which case the life of the assets have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technology changes and maintenance support, etc.

### Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less, including money market deposits, commercial paper and investments.

### Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares and Finished Goods are stated at 'cost or net realisable value, whichever is lower'.

Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

### Financial Instruments

#### Financial assets- Initial Recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all Financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of profit and loss.

#### Subsequent Measurement

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both (a) the entity's business model for managing the Financial assets and (b) the

contractual cash flow characteristics of the Financial asset.

#### (i) Measured at Amortised Cost

Financial assets are subsequently measured at amortised cost using Effective Interest Rate method (EIR), if these Financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the Financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Other Comprehensive Income (OCI).

#### (iii) Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Statement of Profit and Loss.

### Equity Instruments

The company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

### De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive

## Accounting Policies and Notes on Accounts (Contd..)

cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of equity instruments measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from other equity to profit or loss as a reclassification adjustment.

### Impairment of Financial assets

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

### Financial Liabilities

Financial liabilities are recognised, when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities initially measured at amortised cost are subsequently measured using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or, In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## Accounting Policies and Notes on Accounts (Contd..)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted prices (unadjusted) for identical instruments in active market.

Level 2 : Inputs other than quoted prices including within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained.

### Provisions and Contingent Liabilities & Assets

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that

reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are also not recognized in the financial statement and if material, are disclosed by way of notes.

### Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duties and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity.

### Sale of Goods

Timing of recognition: Sales are recognised when substantial risk and rewards of ownership are transferred to customer. In case of domestic sales, when goods are dispatched or delivery is handed over to customer's logistics and in case of export sales, when goods are shipped on-board based on bill of lading.

### Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### Dividend Income

Dividend income is recognised when the Company's right to receive the payment has been established.

### Employee Benefits

Short term Employee benefits are accrued in the year services are rendered by the employees.

The Company provides following post-employment plans:

## Accounting Policies and Notes on Accounts (Contd..)

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as Provident fund, Superannuation fund etc.
- (c) Other employee benefit

### **(a) Defined Benefit plans**

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of defined benefit obligations at the end of the reporting period less fair value of the plan assets. The defined benefit obligations is calculated annually by actuaries using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss

- i) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- ii) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of the plan assets. This cost is included in employee benefit expenses in the statement of the profit and loss.

Re-measurement comprising of actuarial gains and losses arising from experience adjustment and changes in actuarial assumptions, the effect of asset, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) ceiling are recognised in the period in which they occur directly in other comprehensive income. Re-measurement are not reclassified to statement of profit and loss in subsequent periods.

### **b) Defined-Contribution plan**

Under defined contribution plans, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during

the period in which the employees perform the services that the payment covers.

### **c) Other Employee Benefit**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date based on an actuarial valuation.

### **Borrowing Cost**

Borrowing cost incurred in relation to the acquisitions or construction of assets are capitalised using Effective Interest Rate method as part of the cost of such assets. Other borrowing cost are charged as an expense in the year in which it is incurred.

### **Government Grant**

Cash subsidy relating to Fixed Assets is deducted from the cost of assets. Other Government Grant including incentive etc. are credited to statement of Profit & Loss or deducted from the related expenses.

### **Foreign Currency Transactions**

The functional currency of the Company is INR (₹) On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates Prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

### **Income Tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in such case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

## **Accounting Policies and Notes on Accounts (Contd..)**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in the financial statement. Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Minimum Alternative 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 recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. 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.

### **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief-operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Segment Manager who allocates resources and assess the operating activities, financial results, forecasts, or plans for the segment.

### **Research & Development**

Expenditure on research is recognised as an expense when it is incurred. Product development costs are expensed as and when incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

### **Earnings Per Share**

Basic EPS is arrived at based on net profit or loss after taxation available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the impact is anti-dilutive.



## Notes to the Financial Statements

### 2.1 Property, Plant & Equipment

(₹ in 000)

Particulars	Mandir	Freehold Land	Buildings	Plant & Machinery	Electrical Installation, Water System & Sanitation	Furniture & Fixtures	Office Equipment	Computer	Total
<b>Gross Carrying Amount :</b>									
Deemed Cost as at 01-April-2016	121	81,217	96,254	38,788	2,331	1,681	255	143	2,20,790
Additions	-	-	-	10,975	-	-	-	47	11,022
Disposals / Adjustment	-	-	-	3,921	-	-	-	-	3,921
Balance as at 31-March-2017	121	81,217	96,254	45,842	2,331	1,681	255	190	2,27,891
Additions	-	-	185	1,143	-	81	277	35	1,721
Disposals / Adjustment	-	-	-	-	15	62	102	73	252
<b>Balance as at 31-March-2018</b>	<b>121</b>	<b>81,217</b>	<b>96,439</b>	<b>46,985</b>	<b>2,316</b>	<b>1,700</b>	<b>430</b>	<b>152</b>	<b>2,29,360</b>
<b>Accumulated Depreciation :</b>									
Balance as at 01-April-2016	-	-	-	-	-	-	-	-	-
For the year	-	-	4,192	2,980	100	143	91	22	7,528
Disposals / Adjustment	-	-	-	99	-	-	-	-	99
Balance as at 31-March-2017	-	-	4,192	2,881	100	143	91	22	7,429
For the year	-	-	15,625	5,682	100	142	59	32	21,640
Disposals / Adjustment	-	-	-	-	-	-	-	-	-
<b>Balance as at 31-Mar-2018</b>	<b>-</b>	<b>-</b>	<b>19,817</b>	<b>8,563</b>	<b>200</b>	<b>285</b>	<b>150</b>	<b>54</b>	<b>29,069</b>
<b>Net Carrying Amount :</b>									
As at 01-April-2016	121	81,217	96,254	38,788	2,331	1,681	255	143	2,20,790
As at 31-March-2017	121	81,217	92,062	42,961	2,231	1,538	164	168	2,20,462
<b>As at 31-March-2018</b>	<b>121</b>	<b>81,217</b>	<b>76,622</b>	<b>38,422</b>	<b>2,116</b>	<b>1,415</b>	<b>280</b>	<b>98</b>	<b>2,00,291</b>

In the year 2009-10, the Company based on the report issued by an independent valuer had revalued entire class of Land on the basis of current market price. This resulted in increase in value of Land by ₹ 706.91 Lakh and the same had been credited to revaluation reserve.

## Notes to the Financial Statements

(₹ in 000)

### 2.2 Investment in Associate (Refer Note 2.2 & 2.3-1 & 2) - at Cost

	Face	As at	As at	As at	As at	As at	As at
	Value	31-Mar-2018	31-Mar-2017	1-Apr-2016	31-Mar-2018	31-Mar-2017	1-Apr-2016
	(in ₹)	Number of Shares/Units/Bonds		Amount			
Equity Shares (Quoted & fully paid up)							
Hindustan Composites Ltd	5	6,151,722	2,050,574	2,050,574	26,221	26,221	26,221
					<u>26,221</u>	<u>26,221</u>	<u>26,221</u>

### 2.3 Other Investments (Refer Note 2.2 & 2.3-1 & 2) - at Fair Value through Other Comprehensive Income (FVTOCI)

#### (A) Equity Shares (Quoted & fully paid up)

Aditya Birla Capital Ltd	10	2,899	-	-	423	-	-
Asian Paints Ltd	1	4,428	950	-	4,961	1,018	-
Bajaj Auto Ltd	10	1,683	358	-	4,619	1,005	-
Bajaj Finance Ltd	2	3,333	876	-	5,891	1,029	-
Bosch Ltd	10	225	44	-	4,054	1,002	-
Cipla Ltd	2	8,597	1,690	-	4,689	1,001	-
Dabur India Ltd	1	14,965	3,633	-	4,915	1,007	-
GlaxoSmithkline Consumer Healthcare Ltd	10	925	193	-	5,643	996	-
Godrej Consumer Products Ltd	1	5,360	600	-	5,862	1,002	-
HDFC Ltd	2	3,027	691	-	5,526	1,038	-
HDFC Bank Ltd	2	2,974	711	-	5,609	1,025	-
Hindustan Unilever Ltd	1	4,492	1,122	-	5,990	1,021	-
Infosys Ltd	5	5,124	973	-	5,799	993	-
J L Morison (India) Ltd	10	272,800	272,800	272,800	361,460	422,840	258,614
Jupiter Bioscience Ltd	10	100	100	100	-	-	-
Kotak Mahindra Bank Ltd	5	5,228	1,200	-	5,478	1,047	-
Larsen & Toubro Ltd	2	4,320	658	-	5,663	1,038	-
Lupin Ltd	2	4,631	682	-	3,408	985	-
Maruti Suzuki India Ltd	5	674	167	-	5,972	1,006	-
Pfizer Ltd	10	2,739	563	-	5,985	1,065	-
Sundaram Brake Linings Ltd	10	100	100	100	51	41	26
Sun Pharmaceutical Industries Ltd	1	8,701	1,438	-	4,308	989	-
Tinplate Company of India Ltd	10	150	150	150	28	12	10
Titan Company Ltd	1	8,833	2,248	-	8,323	1,037	-
Ultratech Cement Ltd	10	1,223	258	-	4,831	1,029	-
(A)					<u>469,488</u>	<u>443,226</u>	<u>258,650</u>

#### (B) Equity Shares (Unquoted & fully paid up)

Sunlight Marketing Services Pvt Ltd	10	600,000	600,000	-	6,000	6,000	-
Woodlands Multispecialty Hospital Ltd	10	250	250	-	3	3	-
(B)					<u>6,003</u>	<u>6,003</u>	-

#### (C) Debt Fund (Unquoted)

IIFL Income Opportunities Fund (AIF II)	1.38	-	2,328,496	2,328,496	-	1,529	1,815
(C)					-	<u>1,529</u>	<u>1,815</u>

#### (D) Debenture (Unquoted)

Bharat Chamber of Commerce	500	10	10	10	5	5	5
Woodlands Multispecialty Hospital Ltd	2,500	-	-	1	-	-	3
(D)					<u>5</u>	<u>5</u>	<u>8</u>

#### (A+B+C+D)

Aggregate value of quoted investments					495,709	469,447	284,871
Aggregate market value of quoted investments					2,860,663	4,118,059	1,992,205
Aggregate value of unquoted investments					6,008	7,537	1,823
Aggregate amount of impairment in value of investments					-	-	-

2.2 & 2.3-1 The classification of investments as Non-Current or Current Investments is as per Indian Accounting Standard.

2.2 & 2.3-2 Particulars of investment made by the company required to be furnished U/s 186(4) of the Companies Act, 2013 are as given in note 2.2 & 2.3 hereinabove.

## Notes to the Financial Statements

(₹ in 000)

	Refer Note No.	<b>As at 31st March 2018</b>	As at 31st March 2017	As at 1st April 2016
<b>2.4 Loans</b>				
Unsecured, considered good				
Loans and advances to employee		741	967	1,232
Loans to employee benefit trust		–	26,110	23,574
		<u>741</u>	<u>27,077</u>	<u>24,806</u>
<p>Above loans and advances include interest free loan of ₹ 7.41 Lakh (Previous Year ₹ 9.67 Lakh) given to employees for their personal purposes as per the company's policy in this regard and ₹ Nil (Previous Year ₹ 261.10 Lakh) given to Thames Welfare Trust formed for exclusive benefit of the employees of the company.</p>				
<b>2.5 Other Financial Assets</b>				
Capital Advance		–	664	1,626
Security Deposit to related party	2.33	40,758	36,800	33,225
Security Deposit to others		319	547	537
VAT Input Deferred / Credit		–	4,188	127,488
Balances with Government Authorities		4,971	820	2,952
		<u>46,048</u>	<u>43,019</u>	<u>165,828</u>
<b>2.6 Other non-Current Assets</b>				
Fixed Deposit with Bank more than 12 months maturity against Margin money (under lien)	2.18	13,056	12,300	14,445
		<u>13,056</u>	<u>12,300</u>	<u>14,445</u>
<b>2.7 Inventories</b>				
Raw material		4,160	4,477	1,504
Work-in-progress		448	1,105	52
Finished goods		2,119	1,309	765
		<u>6,727</u>	<u>6,891</u>	<u>2,321</u>

## Notes to the Financial Statements

(₹ in 000)

2.8 Current Investments (Refer Note - 2.8-1 & 2) - at Fair value through Profit & Loss (FVTPL)	Face Value	Maturity Date	As at 31-Mar-2018	As at 31-Mar-2017	As at 1-Apr-2016	As at 31-Mar-2018	As at 31-Mar-2017	As at 1-Apr-2016
	(in ₹)		Number of Bonds/Debentures/Units			Amount		
(A) Private Equity (Unquoted)								
Aventus Absolute Return Fund (AIF III)	-	-	-	-	-	55,520	50,485	-
IIFL Yield Enhancer Fund (AIF III)	10	-	6,014,149	2,385,000	-	24,354	24,260	-
(A)						<u>79,874</u>	<u>74,745</u>	<u>-</u>
(B) Preference Share (Quoted)								
L&T Finance Holding Ltd	100	6-May-20	1,250,000	-	-	130,140	-	-
(B)						<u>130,140</u>	<u>-</u>	<u>-</u>
(C) Tax Free Bonds (Quoted)								
8.20% HUDCO Tax Free Bond	1,000	5-Mar-27	25,000	25,000	25,000	28,413	28,473	27,656
8.66% IIFCL Tax Free Bond	1,000	22-Jan-34	50,000	50,000	50,000	62,217	63,633	58,034
8.76% IFCI Ltd Tax Free Bond	1,000,000	31-Mar-29	-	40	40	-	40,000	40,000
8.68% NHB Tax Free Bond	5,000	24-Mar-29	3,192	3,192	3,192	18,928	18,164	15,960
7.35% NHAI Tax Free Bond	1,000	11-Jan-31	14,285	14,285	14,285	15,142	14,670	14,632
8.20% PFC Tax Free Bond	1,000	1-Feb-22	2,848	2,848	2,848	3,035	3,112	3,000
(C)						<u>127,735</u>	<u>168,052</u>	<u>159,282</u>
(D) Bonds & Non convertible debentures (Quoted)								
10% Aspire Homes Finance Corporation Ltd	1,000,000	6-Feb-20	25	25	-	25,000	25,000	-
12.5% Equitas Finance Ltd	600,000	29-Sep-16	-	-	30	-	-	18,000
9.80% GSPC Ltd	1,000,000	22-Mar-73	50	50	48	49,600	50,000	48,000
10.65% Hinduja Leyland Finance Ltd	1,000,000	16-Feb-20	50	50	-	52,037	52,151	-
9.75% IFCI Ltd	1,000,000	26-Apr-28	-	-	100	-	-	100,000
9.90% IFCI Ltd	25,000	5-Nov-32	-	-	1,000	-	-	25,000
9.90% IFCI Ltd Series 58	25,000	5-Nov-37	2,000	5,200	5,200	50,000	130,000	130,000
11.90% IIFL Ltd	1,000	18-Aug-16	-	-	20,000	-	-	19,282
9.55% Magma Fincorp Ltd	1,000,000	7-Jan-22	50	50	-	50,000	50,000	-
14% Omaxe Ltd	500,000	23-Dec-17	-	60	60	-	15,000	30,000
13% Peninsula Land Ltd	100,000	20-May-19	250	250	-	25,000	25,000	-
8.95% Piramal Finance Ltd	1,000,000	8-Mar-24	50	50	-	50,000	50,000	-
11% SREI Infrastructure Finance Ltd	1,000	12-Nov-17	-	5,000	5,000	-	5,000	5,000
(D)						<u>301,637</u>	<u>402,151</u>	<u>375,282</u>
(E) Non convertible debentures (Unquoted)								
18% Assotech Ltd	68,977	31-Mar-2018	300	300	300	-	20,338	20,693
18% Omkar Realtors & Developers Pvt Ltd	7,025,310	28-Feb-2019	-	3	3	-	11,662	21,083
(E)						<u>-</u>	<u>32,000</u>	<u>41,776</u>
(F) Mutual Funds (Unquoted)								
HDFC Liquid Fund-Direct Plan-Growth Option	1,000	-	3,423,879	4,147,454	-	24,233	13,309	-
HSBC Cash Fund-Growth Direct Plan	1,000	-	11,568,256	-	-	20,013	-	-
LIC Nomura MF Liquid Fund-Direct-Growth Plan	1,000	-	-	-	37,964.331	-	-	104,286
(F)						<u>44,246</u>	<u>13,309</u>	<u>104,286</u>
(G) Real Estate Debt Funds (Unquoted)								
ICICI Prudential Real Estate (AIF II)	-	-	365,346,666	365,346,666	241,412,500	37,993	37,992	36,725
India Realty Excellence Fund III	100	-	338,550	238,550	38,550	31,256	23,855	5,000
(G)						<u>69,249</u>	<u>61,847</u>	<u>41,725</u>
(A+B+C+D+E+F+G)						<u>752,881</u>	<u>752,104</u>	<u>722,351</u>
Aggregate value of quoted investments and Market value there of						559,512	570,203	534,564
Aggregate value of unquoted investments						193,369	181,901	187,787
Aggregate amount of impairment in value of investments						-	-	-

2.8-1 The classification of investments as Non-Current or Current Investments is as per Indian Accounting Standard.

2.8-2 Particulars of investment made by the company required to be furnished U/s 186(4) of the Companies Act, 2013 are as given in note 2.8 hereinabove.

## Notes to the Financial Statements

				(₹ in 000)
	Refer Note No.	<b>As at 31st March 2018</b>	As at 31st March 2017	As at 1st April 2016
<b>2.9 Trade Receivables</b>				
Unsecured, Considered good		188	–	500
		<u>188</u>	<u>–</u>	<u>500</u>
<b>2.10 Cash and Cash Equivalents</b>				
Balance with Banks		1,832	9,178	8,441
In Current accounts		3	5	6
Cash on hand		<u>1,835</u>	<u>9,183</u>	<u>8,447</u>
<b>2.11 Bank Balances other than cash &amp; cash equivalents</b>				
Unclaimed dividend accounts	2.20	431	461	419
		<u>431</u>	<u>461</u>	<u>419</u>
<b>2.12 Loans</b>				
Loan and advances to employee (interest free)		642	796	286
Loan to Body Corporates		164,000	207,100	40,000
		<u>164,642</u>	<u>207,896</u>	<u>40,286</u>
<b>2.13 Other Financial Assets</b>				
Unsecured, Considered good :				
Advance Income Tax including Tax Deducted at Source (net of provision for tax ₹ 136 Lakh)		10,629	7,289	–
Advance to Suppliers		280	400	410
Deposit with Government Authorities		–	122	122
Prepaid expenses		130	146	419
		<u>11,039</u>	<u>7,957</u>	<u>951</u>
<b>2.14 Other Current Assets</b>				
Unsecured Considered good :				
Interest Receivable		10,571	19,735	24,203
Other Receivable		–	123	141
		<u>10,571</u>	<u>19,858</u>	<u>24,344</u>

## Notes to the Financial Statements

(₹ in 000)

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>2.15 Equity Share Capital</b>			
<b>A) Authorised</b>			
1,87,500 Equity Shares of ₹ 200 each (Previous Year 1,87,500 Equity Shares of ₹ 200 each)	37,500	37,500	37,500
25,000 11% Redeemable Cumulative Preference Shares of ₹100 each (Previous Year 25,000)	2,500	2,500	2,500
	<b>40,000</b>	<b>40,000</b>	<b>40,000</b>
<b>B) Issued, Subscribed and Fully Paid up</b>			
96,600 Equity Shares of ₹ 200 each (Previous Year 96,600 Equity Shares of ₹ 200 each)	19,320	19,320	19,320
	<b>19,320</b>	<b>19,320</b>	<b>19,320</b>

### C) Rights, Preferences & Restrictions attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 200 each (Previous Year ₹ 200 each). Each holder of equity shares is entitled to one vote per share. The dividend if any proposed by the Board of Directors of the company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

### D) Reconciliation of the number of shares outstanding at the beginning and end of the year

	No. of Shares	No. of Shares	No. of Shares
Number of shares at the beginning of the year	96,600	96,600	1,932,000
Number of shares at the end of the year	96,600	96,600	1,932,000

### E) Shareholders holding more than 5% shares in the company

Particulars	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Goodpoint Advisory Services LLP (w.e.f. 29.11.2017 previously known as Goodpoint Advisory Services & Investments Ltd)	5,414	5.60	5,414	5.60	108,280	5.60
Hindustan Composites Ltd	16,565	17.15	16,565	17.15	331,318	17.15
J L Morison (India) Ltd	18,003	18.64	18,003	18.64	360,062	18.64
Leaders Healthcare Ltd	6,715	6.95	6,715	6.95	134,315	6.95
Pallawi Resources Ltd	7,851	8.13	7,851	8.13	157,035	8.13

### 2.16 Other Equity

Security Premium	51,480	51,480	51,480
Revaluation Reserve	70,691	70,691	70,691
General Reserve	8,07,756	8,05,256	8,02,756
Retained Earnings	3,69,148	3,43,662	2,39,516
Items of Other Comprehensive Income			
- Actuarial Gains and Loss	(451)	(228)	-
- Fair value of Equity Instruments through OCI	2,74,196	3,16,816	1,88,511
	<b>15,72,820</b>	<b>15,87,677</b>	<b>13,52,954</b>

- i) Security Premium : The amount received in excess of face value of the equity shares is recognised in Security Premium.
- ii) Revaluation Reserve : Revaluation reserve represents the increase in value of fixed assets due to revaluation of such assets. It is not available for distribution to shareholders.
- iii) General Reserve : General reserve are free reserves of the company which are kept aside out of company's profit to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013

## Notes to the Financial Statements

(₹ in 000)

	Refer Note No.	<b>As at 31st March 2018</b>	As at 31st March 2017	As at 1st April 2016
<b>2.16 Other Equity (Contd..)</b>				
iv) Retained Earnings : Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserve, dividend (including dividend distribution tax) and other distributions made to the shareholders.				
v) Actuarial Gains and Loss : The actuarial gain and loss arising from experience adjustments and changes in actuarial assumptions have been recognised in OCI.				
vi) Equity Instruments through Other Comprehensive Income : This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income under irrevocable option, net of amount reclassified to retained earnings when such assets are disposed off.				
<b>2.17 Non Current Provisions</b>				
Provision for Employee Benefits		<b>1,084</b>	1,496	2,029
		<b>1,084</b>	1,496	2,029
<b>2.18 Borrowings</b>				
Secured Loan from Bank				
(Repayment on Demand) Cash Credit 2.6		-	-	1,245
		-	-	1,245
Fixed Deposit have been lien marked against the aforesaid Cash Credit.				
<b>2.19 Trade Payables</b>				
Outstanding dues of creditors (other than micro enterprises and small enterprises under Micro, Small and medium Enterprises Development Act, 2006)		<b>3,634</b>	6,560	5,148
		<b>3,634</b>	6,560	5,148
<b>2.20 Other Financial Liabilities</b>				
Unclaimed dividend	2.11	<b>431</b>	461	419
Other Payables				
Security Deposit		<b>1,500</b>	36,500	1,000
Margin Money against Investments		-	3,600	6,060
		<b>1,500</b>	40,100	7,060
		<b>1,931</b>	40,561	7,479
Unclaimed Dividend does not include any amount credited to Investor Education and Protection Fund.				
<b>2.21 Other Current Liabilities</b>				
Advance from Customers		-	52	52
Statutory Dues		<b>163</b>	52	4
		<b>163</b>	104	56
<b>2.22 Current Provisions</b>				
Provision for Employee Benefits		<b>743</b>	1,471	324
Provision for Taxation (net)		-	-	31,276
		<b>743</b>	1,471	31,600

**Notes to the Financial Statements**

(₹ in 000)

	<u>Year ended</u> <u>31st March 2018</u>	<u>Year ended</u> <u>31st March 2017</u>
<b>2.23 Revenue from Operations</b>		
<u>Baby Care &amp; Packaging Products</u>		
Sale of Manufacturing Products	58,570	41,882
	58,570	41,882
<u>Metal Trading Operations</u>	65,376	77,345
	65,376	77,345
<u>Investments and Treasury Operations</u>		
Interest on Loans & Deposits	21,195	24,907
Interest on Current Investments	46,489	56,940
Income on Non Current Investments	258	600
Income on Current Investments	9,585	3,195
Profit on Sale of Current Investments	14,317	13,157
Dividend on Non Current Investments	3,811	2,325
Dividend on Current Investments	4,075	-
Gain / (Loss) on Investment measured at FVTPL (net)	(15,251)	9,703
Provision on doubtful loan written back	-	3,982
	84,479	114,809
	208,425	234,036
<u>Other Operating Revenue</u>		
Miscellaneous Income	-	4
Sale of Scrap	46	32
	46	36
Revenue from Operation	208,471	234,072
<b>2.24 Other Income</b>		
Rent	2,508	2,648
Interest Income on Security Deposit	6	-
Interest Income on Income Tax Refund	58	124
Miscellaneous Income	38	59
Liability not required written off	1,172	-
Fair Valuation of security deposit	3,958	3,575
Fair Valuation of loans to employee benefit trust	7,890	2,536
	15,630	8,942
<b>2.25 Changes in Inventories of finished goods &amp; work-in-progress</b>		
Opening stock		
Finished goods	1,309	765
Work-in-progress	1,106	53
	2,415	818
Closing stock		
Finished goods	2,119	1,309
Work-in-progress	449	1,106
	2,568	2,415
	(153)	(1,597)



## Notes to the Financial Statements

(₹ in 000)

	Refer Note No.	<u>Year ended 31st March 2018</u>	<u>Year ended 31st March 2017</u>
<b>2.26 Employee benefit expenses</b>	2.31		
Salaries,wages,bonus etc.		10,573	11,797
Contribution to provident and family pension fund		1,067	899
Contribution to gratuity and superannuation		575	566
Workmen and staff welfare expenses		<u>1,660</u>	<u>1,136</u>
		<u>13,875</u>	<u>14,398</u>
<b>2.27 Other Expenses</b>			
Power & Fuel		6,292	5,053
Rent		2,519	202
Rates and taxes		1,772	509
Repairs & Maintenance to :			
Building	3,562		1,112
Plant & Machinery	840		680
Others	<u>1,872</u>		<u>1,007</u>
		<u>6,274</u>	<u>2,799</u>
Insurance		377	305
Carriage Inward / Freight Outward and other charges		405	450
Auditor's remuneration for :			
Audit fees	250		200
Other services	<u>195</u>		<u>175</u>
		<u>445</u>	<u>375</u>
Director's sitting fees		374	429
Bad Debts / Loans and advances written-off		3,258	6,485
Loss on Discard / Sale of Property, plant & equipment		251	3,806
Travelling expenses		5,740	3,289
Legal & Professional fees		9,594	6,071
Miscellaneous expenses		<u>30,020</u>	<u>16,446</u>
		<u>67,321</u>	<u>46,219</u>
<b>2.28 Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit & loss			
Fair Valuation of Investments through OCI		(53,703)	164,582
Employee Benefit		<u>(279)</u>	<u>(286)</u>
		<u>(53,982)</u>	<u>164,296</u>
b) Income tax relating to items that will not be reclassified to profit & loss			
Fair Valuation of Investments through OCI		11,083	(36,277)
Employee Benefit		<u>56</u>	<u>58</u>
		<u>11,139</u>	<u>(36,219)</u>
		<u>(42,843)</u>	<u>128,077</u>
<b>2.29 Contingent Liabilities and commitments (to the extent not provided for)</b>			
a) Sales Tax Matters in dispute		679	679
b) Outstanding Bank Guarantees (Gross of Margin Money)		2,400	2,400
c) Excise and Customs Matters in dispute - pending in appeal			
- Demands relating to money credit on minor oils		16,455	16,621
- Custom Duty demand for quality and shortage of materials		18,880	18,880
- Excise duty demand on various products		850	850
d) Entry Tax		-	1,081

## Notes to the Financial Statements

	Year ended 31st March 2018	Year ended 31st March 2017
	(₹ in 000)	
<b>2.30 Earnings per Share</b>		
Profit for the year attributable to equity shareholders	30,312	108,972
Weighted average number of equity share	96,600	96,600
Face value per equity share (in ₹)	200	200
Basic and diluted earnings per share (in ₹)	313.80	1,128.08
<p>On 04-February-2017 equity shares of the company were consolidated from face value of ₹ 10 each fully paid-up to ₹ 200 each fully paid-up. (Refer Note No. 2.15)</p>		
<b>2.31 Employee Benefits</b>		
<b>(a) Defined benefit gratuity plan</b>		
<p>The company has defined benefit gratuity plan for its employees. In accordance with the Payment of Gratuity Act, 1972, every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days salary (last drawn salary) for each completed year of service. The gratuity is a funded plan and the Company make contributions to Life Insurance Corporation of India.</p>		
<b>I) Change in defined benefit obligation</b>		
Defined benefit obligation at the beginning of the year	4,197	3,562
Current Service Cost	279	286
Interest Cost	276	291
Actuarial loss / (gain) - Due to Financial Assumptions	(9)	82
Actuarial loss / (gain) - Due to Experience Adjustments	9	155
Benefits paid from plan assets	(1,266)	(179)
Defined benefit obligation at the end of the year	3,486	4,197
<b>II) Change in fair value of plan assets</b>		
Fair value of plan assets at beginning of the year	4,138	3,886
Interest Income	321	301
Actuarial gain / (loss) excluding interest income	60	12
Employer Contribution	276	118
Benefits payments from plan assets	(1,266)	(179)
Fair value of plan assets at year end	3,529	4,138
Total Actuarial (gain) / loss to be recognised in OCI	279	286
<b>III) Weighted average allocation of plan assets</b>		
Equities	-	-
Bonds	-	-
Gilts	-	-
Insurance Policies	100%	100%
Total	100%	100%
<b>IV) Reconciliation of fair value of assets and obligations</b>		
Fair value of plan assets	3,529	4,138
Present value of obligation	3,486	4,197
Amount recognised in balance sheet	(43)	59
<b>V) Principal actuarial assumptions</b>		
Mortality Rate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Discount rate	7.75%	7.50%
Salary Escalation	6.00%	6.00%
Expected rate of return on plan assets	7.75%	7.5%
Retirement age	58 Years	58 Years

## Notes to the Financial Statements

(₹ in 000)

### 2.31 Employee Benefits (Contd..)

#### VI) Sensitivity Analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below

Particulars	Defined Benefit Obligation	
	<u>2017-2018</u>	<u>2016-2017</u>
Under Base Scenario	<b>3,486</b>	4,197
Salary Escalation (up by 1%)	<b>3,644</b>	4,379
Salary Escalation (down by 1%)	<b>3,344</b>	4,035
Discount Rate (up by 1%)	<b>3,337</b>	4,039
Discount Rate (down by 1%)	<b>3,653</b>	4,378

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting periods and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability derecognised in the balance sheet.

#### VII) Maturity profile of defined benefit obligation

Year 1	<b>133</b>	2,120
Year 2	<b>1,433</b>	262
Year 3	<b>1,094</b>	810
Year 4	<b>73</b>	-
Year 5	<b>73</b>	-
Year 6	<b>71</b>	-
Year 7	<b>70</b>	-
Year 8	<b>86</b>	6
Year 9	<b>338</b>	168
Year 10	<b>61</b>	831
Weighted Average Duration of defined benefit obligation	<b>3.55</b>	3.56

#### (b) Defined benefit contribution plan

The Company has certain defined contribution plans. Contributions are made to provident fund for employees at the rate of 12 % of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. For certain employees contribution are made to Life Insurance Corporation of India towards superannuation fund at the rate of 10% of basic salary. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

#### Contribution to Defined Contribution Plan, recognised for the year are as under

Employer's Contribution to Provident Fund	<b>1,067</b>	899
Employer's Contribution to Superannuation Fund	<b>290</b>	318

#### (c) Compensated Absences

The Company permits encashment of compensated absence accumulated by their employees on retirement or separation. The liability in respect of the Company, for outstanding balances of leave at the balance sheet date is determined and provided on the basis of actuarial valuations as at the balance sheet date performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

## Notes to the Financial Statements

(₹ in 000)

**2.32** Based on organisational structure as well as considering different risks and returns, Income from Investment & Treasury Operations, Business of Baby Care Products, Packaging Products and Metal Trading Operations have been identified as separately reportable business segments. The figures for the previous year have been disclosed for these segments. The Company has one geographical segment in India.

	31-March-2018				31-March-2017			
	Baby Care and Packaging Products	Trading Operations	Investment and Treasury	Total	Baby Care and Packaging Products	Trading Operations	Investment and Treasury	Total
<b>REVENUE</b>								
Revenue from Operations	58,616	65,376	84,479	208,471	41,918	77,345	114,809	234,072
<b>RESULT</b>								
Segment results before interest and taxes	(15,748)	(1,142)	80,069	63,179	(8,453)	1,357	108,220	101,124
Finance cost				(5)				(427)
Other unallocable income net of expenditure				(38,310)				(25,639)
Profit Before Tax	(15,748)	(1,142)	80,069	24,864	(8,453)	1,357	108,220	75,058
Current Tax				-				8,358
Excess provision for earlier years written back				-				(40,648)
Deferred Tax				(5,448)				(1,624)
Profit for the year				30,312				108,972
<b>OTHER INFORMATION</b>								
Segment Assets	198,655	-	1,443,334	1,641,989	221,295	-	1,473,629	1,694,924
Unallocable corporate assets				68,178				89,268
Total Assets	198,655	-	1,443,334	1,710,167	221,295	-	1,473,629	1,784,192
Segment Liabilities	2,623	-	-	2,623	3,712	-	3,600	7,312
Unallocable Corporate Liabilities				115,404				169,883
Total Liabilities	2,623	-	-	118,027	3,712	-	3,600	177,195
Capital Expenditure	1,400	-	-	1,400	10,975	-	-	10,975
Unallocable Capital Expenditure	-	-	-	321	-	-	-	47
Depreciation	21,328	-	-	21,328	7,203	-	-	7,203
Unallocable Depreciation	-	-	-	312	-	-	-	325

## Notes to the Financial Statements

### 2.33 Related Party Disclosures

A) Names of related parties and description of relationship

- 1) Associates  
Hindustan Composites Ltd
- 2) Promoters and / or Key Management Personnel (KMP) and their relatives  
Mr Raghu Nandan Mody, Chairman  
Smt Shashi Mody, Non Executive Director (upto 31.12.2016 - Resigned w.e.f. 01.01.2017)  
Smt Sakshi Mody, Director (w.e.f. 04.02.2017)  
Mr Kapil Kaul, Executive Director and CFO  
Smt Sumitra Devi Mody, Advisor (Wife of Mr Raghu Nandan Mody - Chairman)  
Mr Varunn Mody (Grandson of Mr Raghu Nandan Mody - Chairman)
- 3) Enterprise where KMP / relatives of KMP have significant influence  
Alipore Consultants Ltd  
Axon Trading & Mfg Co Ltd  
Compo Advics (India) Pvt Ltd  
Goodpoint Advisory Services LLP (w.e.f. 29.11.2017, previously known as Goodpoint Advisory Services and Investments Ltd)  
J L Morison (India) Ltd  
Leaders Healthcare Ltd  
Lotus Udyog Ltd  
Noble Trading Co Ltd  
Pallawi Resources Ltd  
Pallawi Trading & Mfg Co Ltd  
Rasoi Express Pvt Ltd  
Silver Trading & Services Ltd  
Sun Light Marketing Services Pvt Ltd  
Surdas Trading & Mfg Co Ltd

B) Related Party Transactions

(₹ in 000)

Particulars	Associate		Promoters and / or Key Management Personnel (KMP) and their relatives		Enterprise where KMP / relatives of KMP have significant influence	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Security Deposit Received	-	35,000	-	-	-	-
Purchase of Investment	-	-	-	-	-	6,000
Loan Given	-	-	95,000	27,100	-	-
Loan Refund	-	-	51,000	-	-	-
Sales	-	-	-	-	64,948	43,190
Dividend Income	3,076	2,051	-	-	273	273
Interest Income	-	-	5,662	1,333	-	-
Rent Income	60	200	-	-	-	-
Miscellaneous Expenses	-	-	477	132	2,815	1,503
Rent Expenses	-	-	-	-	2,423	97
Dividend Paid	331	331	88	88	1,028	1,028
Director's Sitting Fee	-	-	33	33	-	-
Remuneration	-	-	1,277	1,082	-	-
a) Short term employee benefits	-	-	1,193	1,010	-	-
b) Post employment benefits	-	-	84	72	-	-
Outstanding Balance-						
Other Assets	-	-	44,000	27,100	50,000	50,000
Other Liability	-	35,000	59	97	-	-
Investment	26,221	26,221	-	-	22,834	22,834

## Notes to the Financial Statements

2.34 **Income Tax** (₹ in 000)

**A) The major components of Income tax expenses for the year are as under**

i) Income Tax recognised in the Statement of Profit and Loss

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Current Tax (net of MAT credit entitlement)	–	8,358
Deferred Tax	(5,448)	(1,624)
Excess Provision for earlier years written back	–	(40,648)
<b>Total tax expense / (benefit)</b>	<b>(5,448)</b>	<b>(33,914)</b>

ii) Income Tax recognised in OCI

Deferred Tax expenses / (benefit) on net fair value gain on investment in equity instrument through OCI	(11,083)	36,277
Income tax expenses / (benefit) on remeasurement benefit of defined benefit plan	(56)	(58)
<b>Total tax expense / (benefit) recognised in OCI</b>	<b>(11,139)</b>	<b>36,219</b>

**B) Reconciliation of tax expenses and the accounting profit for the year is as under**

Profit Before tax	24,864	75,058
Enacted income tax rate in India	27.55%	33.06%
Expected income tax expense during the year at statutory rate	6,851	24,816
Differences due to:		
Impact of MAT	–	(9,513)
Tax effect on exempted income	(5,327)	(6,367)
Tax effect on non deductible expenses	9,586	2,186
Others	(16,558)	(45,036)
Effective tax expenses	(5,448)	(33,914)

**C) The movement in deferred tax assets and liabilities during the year ended 31-March-2017 and 31-March-2018**

Deferred tax assets / (liabilities)	As at 01-April-16	Charge/ (credit) in statement of Profit and Loss	Charge/ (credit) in OCI	As at 31-March-17
On Depreciation	(44,713)	(6,863)	–	(37,850)
On Expenses allowable on payment basis for tax purpose	–	(132)	–	132
On Fair Valuation of Financial Assets	(47,638)	5,371	36,276	(89,285)
<b>Total</b>	<b>(92,351)</b>	<b>(1,624)</b>	<b>36,276</b>	<b>(127,003)</b>

Deferred tax assets / (liabilities)	As at 01-April-17	Charge/ (credit) in statement of Profit and Loss	Charge/ (credit) in OCI	As at 31-March-18
On Depreciation	(37,850)	(3,065)	–	(34,785)
On Expenses allowable on payment basis for tax purpose	132	(70)	–	202
On Fair Valuation of Financial Assets	(89,285)	(2,313)	(11,083)	(75,889)
<b>Total</b>	<b>(127,003)</b>	<b>(5,448)</b>	<b>(11,083)</b>	<b>(110,472)</b>

The Company has brought forward business losses and MAT credit. However, the deferred tax asset is not recognised since it is not probable that taxable future profit will be available against which the unused tax losses or unused tax credits can be utilised.

## Notes to the Financial Statements

**2.35** The Company does not have any subsidiary but has an associate company namely Hindustan Composites Limited.

### **2.36 First-time adoption of Ind AS**

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 01- April-2017, with a transition date of 01- April-2016. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31-March-2018, be applied retrospectively and consistently for all financial years presented. However, in preparing these Ind AS financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

#### **A) Optional Exemptions**

##### **(i) Deemed Cost**

- a) The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 01- April-2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.
- b) Under Previous GAAP investment in associate were stated at cost. Under Ind AS the company has elected to recognise such carrying amount as at 01-April-2016 as deemed cost at the date of transition.

##### **(ii) Designation of previously recognised financial instruments**

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

##### **(iii) De-recognition of financial instruments**

The Company has applied the de-recognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after 01- April-2016 (the transition date).

#### **B) Mandatory Exceptions- Estimates**

- (i) An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 01-April-2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company make estimates for Investment in equity instruments carried at FVTPL or FVTOCI in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- (ii) Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

#### **C) Fair valuation of Financial Assets - Investments**

In previous GAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value. Under Ind AS, the Company has

## Notes to the Financial Statements

### 2.36 First-time adoption of Ind AS (Contd..)

valued financial assets - Investments at cost or at fair value i.e. either through Profit and loss or through Other Comprehensive Income. Impact of fair value changes as on the date of transition is recognised in opening reserves/ separate component of other equity and changes thereafter are recognised in Statement of Profit and Loss or Other Comprehensive Income, as the case may be.

#### **D) Fair valuation of Financial Assets - Interest free loan to employee welfare trust and security deposit**

Under the previous GAAP, interest free loan to employee welfare trust are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has determined the fair value of the interest free loan given to employee welfare trust and security deposit.

#### **E) Defined benefit liabilities:**

Under Ind AS, re-measurements i.e. actuarial gains and losses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss as in previous GAA

#### **F) Excise Duty**

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under Ind AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of Profit and Loss as part of expenses.

#### **G) Proposed Dividend**

Under previous GAAP, dividends proposed by the board of directors after balance sheet date but before the approval of the financial statements were considered as adjusting events. However under Ind AS, such dividends are recognized when the same is approved by the shareholders in the general meeting. Accordingly the liability for proposed dividend recognized as on transition date has been reversed with corresponding adjustment to opening retained earnings and dividend in the subsequent period has been recognized in the year of approval in the general meeting.

#### **H) Deferred tax**

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base.

#### **I) Transition to Ind AS - Reconciliations**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- (i) Reconciliation of Balance sheet as at 01-April-2016 (Transition Date) and Balance sheet as at 31-March-2017 - Refer Note 2.36-I(i)
- (ii) Reconciliation of Statement of total Comprehensive Income for the year ended 31-March-2017 - Refer Note 2.36-I(ii)
- (iii) Reconciliation of equity for the year ended 01-April-2016 & 31-March-2017 - Refer Note 2.36-I(iii)

The presentation requirements under Previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.



## Notes to the Financial Statements

### 2.36 Notes to first time adoption of Ind AS (Contd..)

#### 2.36-I(i) GAAP & Ind AS Reconciliation of Balance Sheet as at 01-April 2016 and 31-March-2017

(₹ in 000)

	Refer Note No.	Previous GAAP 31-Mar-2017	Ind AS Adjustments	Ind AS 31-Mar-2017	Previous GAAP 1-Apr-2016	Ind AS Adjustments	Ind AS 1-Apr-2016
<b>ASSETS</b>							
<b>Non-Current Assets</b>							
(a) Property, Plant & Equipment	2.1	220,462	–	220,462	222,869	(2,079)	220,790
(b) Financial Assets							
(i) Investment in Associate	2.2	26,221	–	26,221	26,221	–	26,221
(ii) Other Investments	2.3	45,348	405,415	450,763	20,782	239,691	260,473
(iii) Loans	2.4	34,967	(7,890)	27,077	35,232	(10,426)	24,806
(iv) Other Financial Assets	2.5	56,219	(13,200)	43,019	182,603	(16,775)	165,828
(c) Other Non-Current Assets	2.6	12,300	–	12,300	14,445	–	14,445
<b>Total Non-Current Assets</b>		<b>395,517</b>	<b>384,325</b>	<b>779,842</b>	<b>502,152</b>	<b>210,411</b>	<b>712,563</b>
<b>Current Assets</b>							
(a) Inventories	2.7	6,891	–	6,891	2,321	–	2,321
(b) Financial Assets							
(i) Investments	2.8	731,347	20,757	752,104	710,155	12,196	722,351
(ii) Trade Receivables	2.9	–	–	–	500	–	500
(iii) Cash and Cash Equivalents	2.10	9,183	–	9,183	8,447	–	8,447
(iv) Bank Balances other than (iii) above	2.11	461	–	461	419	–	419
(v) Loans	2.12	207,896	–	207,896	40,286	–	40,286
(vi) Other Financial Assets	2.13	4,457	3,500	7,957	951	–	951
(c) Other Current Assets	2.14	19,858	–	19,858	24,344	–	24,344
<b>Total Current Assets</b>		<b>980,093</b>	<b>24,257</b>	<b>1,004,350</b>	<b>787,423</b>	<b>12,196</b>	<b>799,619</b>
<b>Total Assets</b>		<b>1,375,610</b>	<b>408,582</b>	<b>1,784,192</b>	<b>1,289,575</b>	<b>222,607</b>	<b>1,512,182</b>
<b>EQUITY &amp; LIABILITIES</b>							
<b>Equity</b>							
(a) Equity Share Capital	2.15	19,320	–	19,320	19,320	–	19,320
(b) Other Equity	2.16	1,284,211	303,466	1,587,677	1,195,532	157,422	1,352,954
<b>Total Equity</b>		<b>1,303,531</b>	<b>303,466</b>	<b>1,606,997</b>	<b>1,214,852</b>	<b>157,422</b>	<b>1,372,274</b>
<b>Liabilities</b>							
<b>Non-Current Liabilities</b>							
(a) Provisions	2.17	1,496	–	1,496	2,029	–	2,029
(b) Deferred Tax Liabilities (net)	2.34	21,887	105,116	127,003	21,340	71,011	92,351
<b>Total Non-Current Liabilities</b>		<b>23,383</b>	<b>105,116</b>	<b>128,499</b>	<b>23,369</b>	<b>71,011</b>	<b>94,380</b>
<b>Current Liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings	2.18	–	–	–	1,245	–	1,245
(ii) Trade Payables	2.19	6,560	–	6,560	5,148	–	5,148
(iii) Other Financial Liabilities	2.20	40,561	–	40,561	7,479	–	7,479
(b) Other current liabilities	2.21	104	–	104	56	–	56
(c) Provisions	2.22	1,471	–	1,471	37,426	(5,826)	31,600
<b>Total Current Liabilities</b>		<b>48,696</b>	<b>–</b>	<b>48,696</b>	<b>51,354</b>	<b>(5,826)</b>	<b>45,528</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,375,610</b>	<b>408,582</b>	<b>1,784,192</b>	<b>1,289,575</b>	<b>222,607</b>	<b>1,512,182</b>

## Notes to the Financial Statements

### 2.36 Notes to first time adoption of Ind AS (Contd..)

#### 2.36-I(ii) GAAP & Ind AS Reconciliation of Statement of Profit & Loss for the year ended 31-March-2017

	Refer Note No.	Previous GAAP 31st March 2017	Ind AS Adjustments	(₹ in 000) Ind AS 31st March 2017
<b>INCOME</b>				
Revenue from Operations	2.23	218,641	15,431	234,072
Other Income	2.24	2,831	6,111	8,942
<b>Total Revenue</b>		<u>221,472</u>	<u>21,542</u>	<u>243,014</u>
<b>EXPENSES</b>				
Cost of Material Consumed		19,303	–	19,303
Purchase of Stock-in-Trade		75,950	–	75,950
Excise Duty		–	5,728	5,728
Changes in Inventories of finished goods & work-in-progress	2.25	(1,597)	–	(1,597)
Employee Benefits Expenses	2.26	14,684	(286)	14,398
Finance Cost		427	–	427
Depreciation and Amortisation expense	2.1	7,528	–	7,528
Other Expenses	2.27	46,219	–	46,219
<b>Total Expenses</b>		<u>162,514</u>	<u>5,442</u>	<u>167,956</u>
<b>Profit before tax</b>		58,958	16,100	75,058
<b>Tax Expenses</b>	2.34			
Current Tax		8,300	58	8,358
Excess Provision for earlier Years written back		(40,648)	–	(40,648)
Deferred Tax		547	(2,171)	(1,624)
<b>Total tax Expenses</b>		<u>(31,801)</u>	<u>(2,113)</u>	<u>(33,914)</u>
<b>Profit for the Year</b>		<u>90,759</u>	<u>18,213</u>	<u>108,972</u>
<b>Other Comprehensive Income</b>	2.28			
a) Items that will not be reclassified to profit or loss		–	164,296	164,296
b) Income tax relating to items that will not be reclassified to profit or loss		–	(36,219)	(36,219)
<b>Total Other Comprehensive Income</b>		–	<u>128,077</u>	<u>128,077</u>
<b>Total Comprehensive Income</b>		<u>90,759</u>	<u>146,290</u>	<u>237,049</u>

#### 2.36-I(iii) Equity Reconciliation between GAAP and Ind AS

Particulars	As at 31-March-2017	As at 1-April-2016
<b>Total equity as per previous GAAP</b>	1,303,531	1,214,852
Gain / (Loss) Adjustments impact :		
Reversal of proposed dividend & dividend tax payable	–	2,325
Reversal of Revaluation of Property, plant & equipment (net)	–	(2,080)
Fair Value of financial assets- Interest free loan to employee benefit trust & security deposit	(21,090)	(27,201)
Fair Value of financial assets- Investments	372,872	198,588
Deferred Tax (net)	(48,316)	(14,210)
<b>Total Ind AS Adjustment</b>	<u>303,466</u>	<u>157,422</u>
<b>Total equity as per Ind AS</b>	<u>1,606,997</u>	<u>1,372,274</u>

## Notes to the Financial Statements

(₹ in 000)

### 2.37 Financial Instruments

#### Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The categories used are as follows:

- Level 1: Quoted prices (unadjusted) for identical instruments in active market
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Fair value hierarchy of assets and liabilities are as follows:

Particulars	Level 1	Level 2	Level 3	Total
<b>Assets at fair value as at 01-April-2016</b>				
<b>Equities</b>				
Equity Instruments	258,650	–	–	258,650
<b>Debt</b>				
Real Estate Funds	–	43,540	–	43,540
Liquid Mutual Funds	104,286	–	–	104,286
Bonds	534,564	–	–	534,564
Non Convertible Debentures	–	41,784	–	41,784
<b>Total</b>	<b>897,500</b>	<b>85,324</b>	<b>–</b>	<b>982,824</b>
<b>Assets at fair value as at 31-March-2017</b>				
<b>Equities</b>				
Equity Instruments	443,226	6,003	–	449,229
<b>Debt</b>				
Real Estate Funds	–	63,376	–	63,376
Liquid Mutual Funds	13,309	–	–	13,309
Bonds	570,203	–	–	570,203
Private Equity CAT III Funds	–	74,745	–	74,745
Non Convertible Debentures	–	32,005	–	32,005
<b>Total</b>	<b>1,026,738</b>	<b>176,129</b>	<b>–</b>	<b>1,202,867</b>
<b>Assets at fair value as at 31-March-2018</b>				
<b>Equities</b>				
Equity Instruments	469,488	6,003	–	475,491
<b>Debt</b>				
Real Estate Funds	–	69,249	–	69,249
Liquid Mutual Funds	44,246	–	–	44,246
Preference Shares	130,140	–	–	130,140
Bonds	429,372	–	–	429,372
Private Equity CAT III Funds	–	79,874	–	79,874
Non Convertible Debentures	–	5	–	5
<b>Total</b>	<b>1,073,246</b>	<b>155,131</b>	<b>–</b>	<b>1,228,377</b>

## Notes to the Financial Statements

(₹ in 000)

### 2.37 Financial Instruments (Contd..)

#### Financial Instruments by category

The carrying value and fair value of financial instruments by categories are as follows:

Particulars	FVTOCI	FVTPL	Amortized Cost	Total carrying value	Total fair value
<u>As at 01-April-2016</u>					
<b>Financial assets</b>					
Investments	258,650	724,174	–	982,824	982,824
Trade Receivables	–	–	500	500	500
Cash and Cash Equivalents	–	–	8,447	8,447	8,447
Other Bank Balances	–	–	419	419	419
Loans	–	–	65,092	65,092	65,092
Other Financial assets	–	–	166,779	166,780	166,780
<b>Total</b>	<b>258,650</b>	<b>724,174</b>	<b>241,237</b>	<b>1,224,061</b>	<b>1,224,061</b>
<b>Financial liabilities</b>					
Borrowings	–	–	1,245	1,245	1,245
Trade Payables	–	–	5,148	5,148	5,148
Other Financial liabilities	–	–	7,479	7,479	7,479
<b>Total</b>	<b>–</b>	<b>–</b>	<b>13,872</b>	<b>13,872</b>	<b>13,872</b>
<u>As at 31-March-2017</u>					
<b>Financial assets</b>					
Investments	449,229	753,638	–	1,202,867	1,202,867
Cash and Cash Equivalents	–	–	9,183	9,183	9,183
Other Bank Balances	–	–	461	461	461
Loans	–	–	234,973	234,973	234,973
Other Financial assets	–	–	50,976	50,976	50,976
<b>Total</b>	<b>449,229</b>	<b>753,638</b>	<b>295,593</b>	<b>1,498,460</b>	<b>1,498,460</b>
<b>Financial liabilities</b>					
Trade Payables	–	–	6,560	6,560	6,560
Other Financial liabilities	–	–	40,561	40,561	40,561
<b>Total</b>	<b>–</b>	<b>–</b>	<b>47,121</b>	<b>47,121</b>	<b>47,121</b>
<u>As at 31-March-2018</u>					
<b>Financial assets</b>					
Investments	605,631	622,746	–	1,228,377	1,228,377
Trade Receivables	–	–	188	188	188
Cash and Cash Equivalents	–	–	1,835	1,835	1,835
Other Bank Balances	–	–	431	431	431
Loans	–	–	165,383	165,383	165,383
Other Financial assets	–	–	57,087	57,087	57,087
<b>Total</b>	<b>605,631</b>	<b>622,746</b>	<b>224,924</b>	<b>1,453,301</b>	<b>1,453,301</b>
<b>Financial liabilities</b>					
Trade Payables	–	–	3,635	3,635	3,635
Other Financial liabilities	–	–	1,931	1,931	1,931
<b>Total</b>	<b>–</b>	<b>–</b>	<b>5,566</b>	<b>5,566</b>	<b>5,566</b>

## Notes to the Financial Statements

(₹ in 000)

### 2.38 Risk Management

#### Financial risk management objective and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's activities expose it to a variety of financial risk : Liquidity risk, Market risk and Credit Risk.

The Company's financial liabilities comprises mainly of borrowings, trade payables and other payables. The Company's financial assets comprises mainly of Investments, loans, cash and cash equivalents ,trade receivables and other receivables. A summary of the risks have been given below:

#### a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet it's financial obligations as they become due. The Company manages its liquidity risk by ensuring that it will always have sufficient liquidity to meet its liabilities as and when due. The Company's anticipated future cash flows and undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements

#### (i) Financing arrangements

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

Particulars	As at	As at	As at
	31-March-2018	31-March-2017	1-April-2016
Secured working capital credit facility from Bank	9,000	9,000	7,755

#### (ii) The following is the contractual maturities of the financial liabilities:

Particulars	Less than 1 year	More than 1 year	Total
Financial liabilities as at 01-April-2016			
Borrowings	1,245	–	1,245
Trade Payables	5,148	–	5,148
Other financial liabilities	7,479	–	7,479
Financial liabilities as at 31-March-2017			
Trade Payables	6,560	–	6,560
Other financial liabilities	40,561	–	40,561
<b>Financial liabilities as at 31-March-2018</b>			
Trade Payables	<b>3,634</b>	–	<b>3,634</b>
Other financial liabilities	<b>1,931</b>	–	<b>1,931</b>

#### b) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, price risk and currency risk. Financial instruments affected by market risk includes investments, loans, trade receivables and payables. The objective of market risk management is to manage and control market risk exposure within acceptable parameter, while optimising the return.

#### (i) Interest rate risk

Interest rate risk is the risk that the future cash flows of the financial instruments will fluctuate due to changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's investment in bonds, debentures and preference shares.

#### Sensitivity

The table below summarises the impact of increase/decrease in the interest rate over the value of bonds, debentures and preference shares. The analysis is based on the assumption that the Interest rate has increased by 100 bps or decrease by 100 bps with all other variables held constant.

Impact on profit before tax	Year ended	Year ended
	31-March-2018	31-March-2017
Increase of 100 bps -Gain / (loss)	(33,651)	(33,945)
Decrease of 100 bps-Gain / (loss)	33,651	33,945

## Notes to the Financial Statements

### 2.38 Risk Management (Contd..)

(₹ in 000)

#### (ii) Price risk

Price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market price. The Company is exposed to price risk arising mainly from investments in equity instruments and in private equity funds recognised at FVTOCI.

#### Sensitivity

The table below summarises the impact of increase / decrease of the BSE index on the Company's equity gains / losses for the period. The analysis is based on the assumption that the index has increased / decreased by 5% with other variables held constant and that all the Company's equity instruments moved in line with the index.

Impact on profit before tax	Year ended <b>31-March-2018</b>	Year ended 31-March-2017
BSE Sensex - Increase 5% -Gain / (Loss)	<b>27,768</b>	26,199
BSE Sensex - Decrease 5% -Gain / (Loss)	<b>(27,768)</b>	(26,199)

#### (iii) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. Currently the Company does not have any foreign currency exposure.

#### (c) Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligation resulting in financial loss to company. The Company is exposed to credit risk from its operating and treasury activities. The Company generally does not have collateral.

### 2.39 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. For the purpose of Company's capital management, capital includes issued capital and all other equity attributable to equity shareholders of the Company.

As at 31-March-2018, the Company has only one class of equity shares and has no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

#### Dividend

Particular	As at <b>31-March-2018</b>	As at 31-March-2017
Final dividend for the F.Y. 2016-17 ₹ 20 (F.Y. 2015-16 ₹ 1) per equity share of ₹ 200 each (per equity share of ₹10 each)	<b>1,932</b>	1,932

#### Proposed Dividend

The Board of Directors at its meeting held on 22nd May, 2018 have recommended a payment of final dividend of ₹ 10 per equity share of ₹ 200 each for the F.Y. 2017-18. The same amounts to ₹ 9.66 Lakh and dividend distribution tax of ₹ 1.99 Lakh. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting and hence is not recognised as a liability.

### 2.40 Previous figures have been regrouped / rearranged wherever necessary.

**For and on behalf of the Board of Directors**

As per our Report of even date attached

For **B. Chhawchharia & Co.**

Chartered Accountants

FRN : 305123E

**Sushil Kumar Chhawchharia**

Partner

Membership No : 008482

3, Alipore Road, Kolkata-700027

Date : 22 May 2018

Sd/-

Naresh Patangi

Company Secretary

Sd/-

H M Parekh

Director

(DIN : 00026530)

Sd/-

Kapil Kaul

Executive Director & CFO

(DIN : 00053937)

## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Rasoi Limited**

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated financial statements of Rasoi Limited ("the Company") and its associates comprising of the Consolidated balance sheet as at 31st March 2018, the Consolidated statement of profit and loss (including other comprehensive income), the Consolidated statement of cash flows and the Consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as Consolidated financial statements).

#### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that gives a true and fair view of the Consolidated state of affairs (financial position), Consolidated Profit or Loss (financial performance including other comprehensive income), Consolidated cash flows and Consolidated changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the company and its associate company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and its associate for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statement by the Directors of the company, as aforesaid.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We have taken into account the provisions of the

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Consolidated financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statement and other financial information of the associate, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Company as at 31st March, 2018, and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated financial statements;
- b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated financial statement have been kept by the Company so far as it appears from our examination of those books;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated financial statements;
- d. in our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- e. on the basis of the written representations received from the directors of the company and its associate, as on 31st March 2018, taken on record by the Board of Directors of the company and its associate company incorporated in India, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting (IFCoFR) of the Company and its associate company incorporated in India and the operating

effectiveness of such controls refer to our separate report in Annexure 'A'.

- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i). The Consolidated financial statement disclosed the impact of pending litigations on its consolidated financial position of the company and its associate. Refer note no. 2.29 to the Consolidated financial statements.
  - (ii). Provision has been made in the Consolidated Financial statement, as required under the applicable laws or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - (iii). there were no delays in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

**B. Chhawchharia & Co.**  
Chartered Accountants  
Firm Registration No.: 305123E

Sd/-  
**S.K. Chhawchharia**  
Partner  
Place: Kolkata  
Date: 22nd May, 2018      Membership No. 008482

### **Annexure A to the Auditor's Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated financial statements of Rasoi Limited ("the Company") as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company and its associate company which are incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its associate company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its associate company incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of



Internal financial controls over financial reporting issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company and its associate company which are incorporated in India, IFCoFR based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting

principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company and its associate company incorporated in India has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**B. Chhawchharia & Co.**  
Chartered Accountants  
Firm Registration No.: 305123E

Sd/-

**S.K. Chhawchharia**

Place: Kolkata

Partner

Date: 22nd May, 2018

Membership No. 008482

## Consolidated Balance Sheet as at 31st March, 2018

(₹ in 000)				
	Refer Note No.	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant & Equipment	2.1	200,291	220,462	220,790
(b) Financial Assets				
(i) Investment in Associate	2.2	30,38,080	28,52,080	26,16,114
(ii) Other Investments	2.3	475,496	450,763	260,473
(iii) Loans	2.4	741	27,077	24,806
(iv) Other Financial Assets	2.5	46,048	43,019	165,828
(c) Other Non-Current Assets	2.6	13,056	12,300	14,445
<b>Total Non-Current Assets</b>		<b>37,73,712</b>	<b>36,05,701</b>	<b>33,02,456</b>
<b>Current Assets</b>				
(a) Inventories	2.7	6,727	6,891	2,321
(b) Financial Assets				
(i) Investments	2.8	752,881	752,104	722,351
(ii) Trade Receivables	2.9	188	-	500
(iii) Cash and Cash Equivalents	2.10	1,835	9,183	8,447
(iv) Bank Balances other than (iii) above	2.11	431	461	419
(v) Loans	2.12	164,642	207,896	40,286
(vi) Other Financial Assets	2.13	11,039	7,957	951
(c) Other Current Assets	2.14	10,571	19,858	24,344
<b>Total Current Assets</b>		<b>948,314</b>	<b>1,004,350</b>	<b>799,619</b>
<b>Total Assets</b>		<b>47,22,026</b>	<b>46,10,051</b>	<b>41,02,075</b>
<b>EQUITY &amp; LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	2.15	19,320	19,320	19,320
(b) Other Equity	2.16	45,84,679	44,13,536	39,42,847
<b>Total Equity</b>		<b>46,03,999</b>	<b>44,32,856</b>	<b>39,62,167</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
(a) Provisions	2.17	1,084	1,496	2,029
(b) Deferred Tax Liabilities (net)		110,472	127,003	92,351
<b>Total Non-Current Liabilities</b>		<b>111,556</b>	<b>128,499</b>	<b>94,380</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	2.18	-	-	1,245
(ii) Trade Payables	2.19	3,634	6,560	5,148
(iii) Other Financial Liabilities	2.20	1,931	40,561	7,479
(b) Other Current Liabilities	2.21	163	104	56
(c) Provisions	2.22	743	1,471	31,600
<b>Total Current Liabilities</b>		<b>6,471</b>	<b>48,696</b>	<b>45,528</b>
<b>Total Equity &amp; Liabilities</b>		<b>47,22,026</b>	<b>46,10,051</b>	<b>41,02,075</b>
Significant Accounting Policies	1			

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E

**Sushil Kumar Chhawchharia**  
Partner  
Membership No : 008482  
3, Alipore Road, Kolkata-700027  
Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

For and on behalf of the Board of Directors

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)

Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

(₹ in 000)

	Refer Note No.	<u>Year ended 31st March 2018</u>	<u>Year ended 31st March 2017</u>
<b>INCOME</b>			
Revenue from Operations	2.23	205,396	232,021
Other Income	2.24	15,630	8,942
<b>Total Revenue</b>		<u>221,026</u>	<u>240,963</u>
<b>EXPENSES</b>			
Cost of Material Consumed		28,445	19,303
Purchase of Stock-in-Trade		66,480	75,950
Excise Duty		1,624	5,728
Changes in Inventories of finished goods & work-in-progress	2.25	(153)	(1,597)
Employee Benefits Expense	2.26	13,875	14,398
Finance Cost		5	427
Depreciation and Amortisation Expense	2.1	21,640	7,528
Other Expenses	2.27	67,321	46,219
<b>Total Expenses</b>		<u>199,237</u>	<u>167,956</u>
<b>Profit before tax</b>		<u>21,789</u>	<u>73,007</u>
<b>Tax Expenses</b>			
Current Tax		-	8,358
Excess Provision for earlier years written back		-	(40,648)
Deferred Tax		(5,448)	(1,624)
<b>Total Tax Expenses</b>		<u>(5,448)</u>	<u>(33,914)</u>
<b>Profit for the Year (before share of profit of associate)</b>		<u>27,237</u>	<u>106,921</u>
<b>Add : Share of profit of associate company</b>		<u>95,700</u>	<u>96,558</u>
<b>Profit for the Year</b>		<u>122,937</u>	<u>203,479</u>
<b>Other Comprehensive Income</b>			
	2.28		
a) Items that will not be reclassified to profit or loss		47,154	325,931
b) Income tax relating to items that will not be reclassified to profit or loss		8,720	(89,487)
c) Items that will be reclassified to profit or loss		(16,456)	50,380
d) Income tax relating to items that will be reclassified to profit or loss		11,114	(17,288)
<b>Total Other Comprehensive Income</b>		<u>50,532</u>	<u>269,536</u>
<b>Total Comprehensive Income</b>		<u>173,469</u>	<u>473,015</u>
<b>Earnings per equity share (Basic and Diluted in ₹)</b>	2.30	<u>1,272.64</u>	<u>2,106.41</u>
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

**For and on behalf of the Board of Directors**

As per our Report of even date attached

For **B. Chhawchharia & Co.**

Chartered Accountants

FRN : 305123E

**Sushil Kumar Chhawchharia**

Partner

Membership No : 008482

3, Alipore Road, Kolkata-700027

Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)  
  
Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Consolidated Statement of Changes in Equity for the year ended 31st March,2018

(₹ in 000)

### a) Equity Share Capital

Particulars	Total
Balance as at 01-April-2016	19,320
Changes in equity share capital during the year	-
Balance as at 31-March-2017	19,320
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2018</b>	<b>19,320</b>

### b) Other Equity

Particulars	Reserves & Surplus				Other Comprehensive Income		Total
	Security Premium	Revaluation Reserve	General Reserve	Retained Earnings	Financial Instruments	Actuarial Gain and Loss	
Balance as at 01-April-2016	51,480	70,691	802,756	2,556,042	461,878	-	3,942,847
Profit for the Year (net of taxes)	-	-	-	203,479	-	-	203,479
OCI for the year (net of taxes)	-	-	-	-	269,764	(228)	269,536
Dividend paid during the year	-	-	-	(1,932)	-	-	(1,932)
Corporate Dividend Tax paid	-	-	-	(394)	-	-	(394)
Transfer to General Reserve	-	-	2,500	(2,500)	-	-	-
Balance as at 31-March-2017	51,480	70,691	805,256	2,754,695	731,642	(228)	4413,536
Profit for the year (net of taxes)	-	-	-	122,937	-	-	122,937
OCI for the year (net of taxes)	-	-	-	-	50,755	(223)	50,532
Dividend paid during the year	-	-	-	(1,932)	-	-	(1,932)
Corporate Dividend Tax paid	-	-	-	(394)	-	-	(394)
Transfer to General Reserve	-	-	2,500	(2,500)	-	-	-
<b>Balance as at 31-March-2018</b>	<b>51,480</b>	<b>70,691</b>	<b>807,756</b>	<b>2,872,806</b>	<b>782,397</b>	<b>(451)</b>	<b>4,584,679</b>

The accompanying notes are an integral part of the Financial Statements.

**For and on behalf of the Board of Directors**

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E  
**Sushil Kumar Chhawchharia**  
Partner  
Membership No : 008482  
3, Alipore Road, Kolkata-700027  
Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)  
  
Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Consolidated Cash Flow Statement for the year ended 31st March, 2018

(₹ in 000)

	Refer Note No.	Year ended 31st March 2018	Year ended 31st March 2017
<b>A. Cash Flow from Operating Activities</b>			
Profit before tax		21,789	73,007
Non-cash adjustments to reconcile profit before tax to net cash flows :			
Depreciation		21,640	7,528
Gain / (loss) on investment measured at FVTPL (net)		15,251	(9,703)
Fair valuation of Loan & Deposit		(11,848)	(6,111)
Fair valuation on defined benefit plan		(279)	(286)
Bad debts and advances written-off		3,258	6,485
Loss on discard / sale of Property, Plant & Equipment		251	3,806
Finance Cost		5	427
Provision for doubtful debts written back		-	(3,982)
Liability not required written off		(1,172)	-
		<b>27,106</b>	<b>(1,836)</b>
Operating Profit before Working Capital Changes		48,895	71,171
Movement in working capital			
Increase / (Decrease) in Investments		(92,367)	(43,708)
Increase / (Decrease) in Inventories		164	(4,570)
Increase / (Decrease) in Trade and other receivables		86,658	(38,195)
Increase / (Decrease) in Trade and other payables		(42,606)	35,112
		<b>(48,151)</b>	<b>(51,361)</b>
Cash Generated from Operations		744	19,810
Direct Taxes Paid (net of refunds)		(3,285)	(6,217)
Cash Flow from Operating Activities (A)		<b>(2,541)</b>	<b>13,593</b>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Property, Plant & Equipment		(1,721)	(11,022)
Proceeds from Sale of Property, Plant & Equipment		-	17
Margin Money Deposit with Bank		(756)	2,145
Net Cash Flow from / (used in) Investing Activities (B)		<b>(2,477)</b>	<b>(8,860)</b>
<b>C. Cash Flow from Financing Activities</b>			
Proceed / (Repayment) from Short term Borrowings		-	(1,245)
Interest Paid		(5)	(427)
Dividend Paid on Equity Shares including Dividend distribution tax		(2,355)	(2,283)
Net Cash Flow from / (used in) Financing Activities (C)		<b>(2,360)</b>	<b>(3,955)</b>
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)		(7,378)	778
Cash & Cash Equivalents at the beginning of the year		9,644	8,866
<b>Cash &amp; Cash Equivalents at the end of the year</b>	2.10 & 2.11	<b>2,266</b>	<b>9,644</b>
Components of Cash and Cash Equivalents			
Balance with Banks :			
In Current Accounts	2.10	1,832	9,178
In Unclaimed Dividend Accounts	2.11	431	461
		<b>2,263</b>	<b>9,639</b>
Cash on Hand	2.10	3	5
<b>Total Cash and Cash Equivalents</b>	2.10 & 2.11	<b>2,266</b>	<b>9,644</b>

The accompanying notes are an integral part of the Financial Statements.

**For and on behalf of the Board of Directors**

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E

**Sushil Kumar Chhawchharia**

Partner

Membership No : 008482

3, Alipore Road, Kolkata-700027

Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)

Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

## Accounting Policies and Notes on Consolidated Financial Statements

### CORPORATE OVERVIEW

Rasoi Limited ("the Company") is a public limited company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchange (BSE) of India. The Registered Office of the Company is located at Rasoi Court, 20 Sir R.N.Mukherjee Road, Kolkata 700001, West Bengal. The Company is engaged in the business of manufacturing of baby care products & corrugated boxes, trading of precious metals and also in investment and treasury operations.

The Consolidated financial statements comprise financial statements of Rasoi Ltd, Parent Company and its associate Hindustan Composites Ltd.

The name, country of incorporation or residence and the proportion of ownership interest of associate company considered in the consolidated financial statements are as under :

Name of Associate Company	Country of Incorporation	Proportion of ownership
Hindustan Composites Ltd	India	41.65%

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### Basis of preparation and presentation of financial statements

These Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, read with section 133 of the Companies Act, 2013. The Company had prepared and presented its Consolidated financial statements in accordance with the requirements of previously applicable Generally Accepted Accounting Principles (GAAP) till the year ended 31-March-2017, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition is 01-April-2016. Refer note no. 2.33 for the details of first-time adoption exemptions availed by the Company. "The Consolidated financial statements have been prepared on accrual basis under the historical cost convention except for the followings that are measured at fair value as required by relevant Ind AS: a) Certain

financial assets and liabilities. b) Defined employee benefit plans."The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements including the preparation of the opening Ind AS Balance Sheet as at 01-April-2016 being the date of transition to the Ind AS.

#### Uses of Estimates and Judgements

The preparation of Consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of Consolidated financial statements. The actual outcome may diverge from these estimates.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

#### Property, Plant & Equipment

Freehold land is carried at revalued amount. All other items of property, plant & equipment are measured at historical cost or deemed cost, less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

#### Impairment

Property, plant & equipment are reviewed at each balance sheet date at the year end for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is

determined. An impairment loss is recognized, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds the recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing value in use, the estimated future cash flow from the use of the assets are discounted to their present value at appropriate rate. An impairment loss is reversed, if there has been change in the recoverable amount and such loss no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective asset.

### **Depreciation**

The company depreciates property, plant and equipment over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 on a straight line basis from the date assets are ready for intended use, except in respect of some assets, in which case the life of the assets have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technology changes and maintenance support, etc.

### **Cash and Cash Equivalents**

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less, including money market deposits, commercial paper and investments.

### **Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and spares and Finished Goods are stated at 'cost or net realisable value, whichever is lower'.

Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

### **Basis of Consolidation**

The Consolidated financial statements comprise the financial statements of the Company and its associate. The Parent Company prepares and report its Consolidated financial statements in INR (₹).

### **Investments in Associate**

Associates are those enterprises in which the group has significant influence, but does not have control. Investment in associates are accounted for using the equity method and are initially recognised at cost, from the date significant influence commences until the date that significant influence ceases. Subsequent changes in the carrying value reflect the post-acquisition changes in the Group's share of net assets of the associate and impairment charges, if any.

On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Distributions received from an associate reduce the carrying amount of the investment. Unrealised gains on transactions between the group and its associate are eliminated to the extent of the group's interest in the associate. Unrealised losses are also eliminated unless the transactions provides evidence of an impairment of the assets transferred.

When the Group's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligations in respect of the associate.

### **Financial Instruments**

#### **Financial assets- Initial Recognition**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all Financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of profit and loss.

#### **Subsequent Measurement**

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both (a) the entity's business model for managing the Financial assets and (b) the contractual cash flow characteristics of the Financial asset.

**(i) Measured at Amortised Cost**

Financial assets are subsequently measured at amortised cost using Effective Interest Rate method (EIR), if these Financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the Financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Other Comprehensive Income (OCI).

**(iii) Measured at Fair Value Through Profit or Loss (FVTPL)**

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Statement of Profit and Loss.

**Equity Instruments**

The company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

**De-recognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the

extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of equity instruments measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from other equity to profit or loss as a reclassification adjustment.

**Impairment of Financial Assets**

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

**Financial Liabilities**

Financial liabilities are recognised, when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities initially measured at amortised cost are subsequently measured using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.



### **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted prices (unadjusted) for identical instruments in active market.

Level 2 : Inputs other than quoted prices including within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the Consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained.

### **Provisions and Contingent Liabilities & Assets**

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets

are also not recognized in the financial statement and if material, are disclosed by way of notes.

### **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duties and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity.

### **Sale of Goods**

Timing of recognition: Sales are recognised when substantial risk and rewards of ownership are transferred to customer. In case of domestic sales, when goods are dispatched or delivery is handed over to customer's logistics and in case of export sales, when goods are shipped on-board based on bill of lading.

### **Interest Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### **Dividend Income**

Dividend income is recognised when the Company's right to receive the payment has been established.

### **Employee Benefits**

Short term Employee benefits are accrued in the year services are rendered by the employees.

The Company provides following post-employment plans:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as Provident fund, Superannuation fund etc.
- (c) Other employee benefit

#### **(a) Defined Benefit Plans**

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of defined benefit obligations at the end of the reporting period less fair value of the plan assets. The defined benefit obligations is calculated annually by actuaries using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss

- i) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- ii) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of the plan assets. This cost is included in employee benefit expenses in the statement of the profit and loss.

Re-measurement comprising of actuarial gains and losses arising from experience adjustment and changes in actuarial assumptions, the effect of asset, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) ceiling are recognised in the period in which they occur directly in other comprehensive income. Re-measurement are not reclassified to statement of profit and loss in subsequent periods.

#### **b) Defined-Contribution Plan**

Under defined contribution plans, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

#### **c) Other Employee Benefit**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date based on an actuarial valuation.

#### **Borrowing Cost**

Borrowing cost incurred in relation to the acquisitions or construction of assets are capitalised using Effective Interest Rate method as part of the cost of such assets. Other borrowing cost are charged as an expense in the year in which it is incurred.

#### **Government Grant**

Cash subsidy relating to Fixed Assets is deducted from the cost of assets. Other Government Grant including incentive etc. are credited to statement of Profit & Loss or deducted from the related expenses.

### **Foreign Currency Transactions**

The functional currency of the Company is INR (₹). On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

### **Income Tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in such case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in the financial statement. Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Minimum Alternative 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 recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. 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.

### **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief-operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Segment Manager who allocates resources and assess the operating activities, financial results, forecasts, or plans for the segment.

### **Research & Development**

Expenditure on research is recognised as an expense when it is incurred. Product development costs are expensed as and when incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

### **Earnings Per Share**

Basic EPS is arrived at based on net profit or loss after taxation available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the impact is anti-dilutive.

## Notes to the Consolidated Financial Statements

### 2.1 Property, Plant & Equipment

(₹ in 000)

Particulars	Mandir	Freehold Land	Buildings	Plant & Machinery	Electrical Installation, Water System & Sanitation	Furniture & Fixtures	Office Equipment	Computer	Total
<b>Gross Carrying Amount :</b>									
Deemed Cost as at 01-April-2016	121	81,217	96,254	38,788	2,331	1,681	255	143	2,20,790
Additions	-	-	-	10,975	-	-	-	47	11,022
Disposals / Adjustment	-	-	-	3,921	-	-	-	-	3,921
Balance as at 31-March-2017	121	81,217	96,254	45,842	2,331	1,681	255	190	2,27,891
Additions	-	-	185	1,143	-	81	277	35	1,721
Disposals / Adjustment	-	-	-	-	15	62	102	73	252
<b>Balance as at 31-March-2018</b>	<b>121</b>	<b>81,217</b>	<b>96,439</b>	<b>46,985</b>	<b>2,316</b>	<b>1,700</b>	<b>430</b>	<b>152</b>	<b>2,29,360</b>
<b>Accumulated Depreciation :</b>									
Balance as at 01-April-2016	-	-	-	-	-	-	-	-	-
For the year	-	-	4,192	2,980	100	143	91	22	7,528
Disposals / Adjustment	-	-	-	99	-	-	-	-	99
Balance as at 31-March-2017	-	-	4,192	2,881	100	143	91	22	7,429
For the year	-	-	15,625	5,682	100	142	59	32	21,640
Disposals / Adjustment	-	-	-	-	-	-	-	-	-
<b>Balance as at 31-Mar-2018</b>	<b>-</b>	<b>-</b>	<b>19,817</b>	<b>8,563</b>	<b>200</b>	<b>285</b>	<b>150</b>	<b>54</b>	<b>29,069</b>
<b>Net Carrying Amount :</b>									
As at 01-April-2016	121	81,217	96,254	38,788	2,331	1,681	255	143	2,20,790
As at 31-March-2017	121	81,217	92,062	42,961	2,231	1,538	164	168	2,20,462
<b>As at 31-March-2018</b>	<b>121</b>	<b>81,217</b>	<b>76,622</b>	<b>38,422</b>	<b>2,116</b>	<b>1,415</b>	<b>280</b>	<b>98</b>	<b>2,00,291</b>

In the year 2009-10, the Company based on the report issued by an independent valuer had revalued entire class of Land on the basis of current market price. This resulted in increase in value of Land by ₹ 706.91 Lakh and the same had been credited to revaluation reserve.

## Notes to the Consolidated Financial Statements

(₹ in 000)

### 2.2 Investment in Associate (Refer Note 2.2 & 2.3-1 & 2) - at Cost

	Face	As at	As at	As at	As at	As at	As at
	Value	31-Mar-2018	31-Mar-2017	1-Apr-2016	31-Mar-2018	31-Mar-2017	1-Apr-2016
	(in ₹)	Number of Shares/Units/Bonds			Amount		
Equity Shares (Quoted & fully paid up)							
Hindustan Composites Ltd	5	61,51,722	20,50,574	20,50,574	28,52,080	26,16,114	26,221
Add : Adjustment on account of share of reserve & surplus					-	-	25,89,893
Add : Share of Profit					95,700	96,558	-
Add : Share of Other Comprehensive Income					93,376	1,41,459	-
Less : Dividend received during the year					3,076	2,051	-
					<b>30,38,080</b>	<b>28,52,080</b>	<b>26,16,114</b>

### 2.3 Other Investments (Refer Note 2.2 & 2.3-1 & 2) - at Fair Value through Other Comprehensive Income (FVTOCI)

(A) Equity Shares (Quoted & fully paid up)							
Aditya Birla Capital Ltd	10	2,899	-	-	423	-	-
Asian Paints Ltd	1	4,428	950	-	4,961	1,018	-
Bajaj Auto Ltd	10	1,683	358	-	4,619	1,005	-
Bajaj Finance Ltd	2	3,333	876	-	5,891	1,029	-
Bosch Ltd	10	225	44	-	4,054	1,002	-
Cipla Ltd	2	8,597	1,690	-	4,689	1,001	-
Dabur India Ltd	1	14,965	3,633	-	4,915	1,007	-
GlaxoSmithkline Consumer Healthcare Ltd	10	925	193	-	5,643	996	-
Godrej Consumer Products Ltd	1	5,360	600	-	5,862	1,002	-
HDFC Ltd	2	3,027	691	-	5,526	1,038	-
HDFC Bank Ltd	2	2,974	711	-	5,609	1,025	-
Hindustan Unilever Ltd	1	4,492	1,122	-	5,990	1,021	-
Infosys Ltd	5	5,124	973	-	5,799	993	-
J L Morison (India) Ltd	10	272,800	272,800	272,800	361,460	422,840	258,614
Jupiter Bioscience Ltd	10	100	100	100	-	-	-
Kotak Mahindra Bank Ltd	5	5,228	1,200	-	5,478	1,047	-
Larsen & Toubro Ltd	2	4,320	658	-	5,663	1,038	-
Lupin Ltd	2	4,631	682	-	3,408	985	-
Maruti Suzuki India Ltd	5	674	167	-	5,972	1,006	-
Pfizer Ltd	10	2,739	563	-	5,985	1,065	-
Sundaram Brake Linings Ltd	10	100	100	100	51	41	26
Sun Pharmaceutical Industries Ltd	1	8,701	1,438	-	4,308	989	-
Tinplate Company of India Ltd	10	150	150	150	28	12	10
Titan Company Ltd	1	8,833	2,248	-	8,323	1,037	-
Ultratech Cement Ltd	10	1,223	258	-	4,831	1,029	-
(A)					<b>469,488</b>	<b>443,226</b>	<b>258,650</b>
(B) Equity Shares (Unquoted & fully paid up)							
Sunlight Marketing Services Pvt Ltd	10	600,000	600,000	-	6,000	6,000	-
Woodlands Multispecialty Hospital Ltd	10	250	250	-	3	3	-
(B)					<b>6,003</b>	<b>6,003</b>	<b>-</b>
(C) Debt Fund (Unquoted)							
IIFL Income Opportunities Fund (AIF II)	1.38	-	2,328,496	2,328,496	-	1,529	1,815
(C)					<b>-</b>	<b>1,529</b>	<b>1,815</b>
(D) Debenture (Unquoted)							
Bharat Chamber of Commerce	500	10	10	10	5	5	5
Woodlands Multispecialty Hospital Ltd	2,500	-	-	1	-	-	3
(D)					<b>5</b>	<b>5</b>	<b>8</b>
(A+B+C+D)					<b>475,496</b>	<b>450,763</b>	<b>260,473</b>
Aggregate value of quoted investments					<b>3,507,568</b>	3,295,306	28,74,764
Aggregate market value of quoted investments					<b>2,860,663</b>	4,118,059	1,992,205
Aggregate value of unquoted investments					<b>6,008</b>	7,537	1,823
Aggregate amount of impairment in value of investments					<b>-</b>	<b>-</b>	<b>-</b>

2.2 & 2.3-1 The classification of investments as Non-Current or Current Investments is as per Indian Accounting Standard.

2.2 & 2.3-2 Particulars of investment made by the company required to be furnished U/s 186(4) of the Companies Act, 2013 are as given in note 2.2 & 2.3 hereinabove.

## Notes to the Consolidated Financial Statements

(₹ in 000)

	Refer Note No.	<b>As at 31st March 2018</b>	As at 31st March 2017	As at 1st April 2016
<b>2.4 Loans</b>				
Unsecured, considered good				
Loans and advances to employee		741	967	1,232
Loans to employee benefit trust		-	26,110	23,574
		<u>741</u>	<u>27,077</u>	<u>24,806</u>
<p>Above loans and advances include interest free loan of ₹ 7.41 Lakh (Previous Year ₹ 9.67 Lakh) given to employees for their personal purposes as per the company's policy in this regard and ₹ Nil (Previous Year ₹ 261.10 Lakh) given to Thames Welfare Trust formed for exclusive benefit of the employees of the company.</p>				
<b>2.5 Other Financial Assets</b>				
Capital Advance		-	664	1,626
Security Deposit to related party	2.32	40,758	36,800	33,225
Security Deposit to others		319	547	537
VAT Input Deferred / Credit		-	4,188	127,488
Balances with Government Authorities		4,971	820	2,952
		<u>46,048</u>	<u>43,019</u>	<u>165,828</u>
<b>2.6 Other non-current assets</b>				
Fixed Deposit with Bank more than 12 months maturity against Margin money (under lien)	2.18	13,056	12,300	14,445
		<u>13,056</u>	<u>12,300</u>	<u>14,445</u>
<b>2.7 Inventories</b>				
Raw material		4,160	4,477	1,504
Work-in-progress		448	1,105	52
Finished goods		2,119	1,309	765
		<u>6,727</u>	<u>6,891</u>	<u>2,321</u>

## Notes to the Consolidated Financial Statements

(₹ in 000)

### 2.8 Current Investments (Refer Note - 2.8-1 & 2) at Fair value through Profit & Loss (FVTPL)

	Face Value	Maturity Date	As at 31-Mar-2018	As at 31-Mar-2017	As at 1-Apr-2016	As at 31-Mar-2018	As at 31-Mar-2017	As at 1-Apr-2016
	(in ₹)		Number of Bonds/Debentures/Units			Amount		
<b>(A) Private Equity (Unquoted)</b>								
Aventus Absolute Return Fund (AIF III)	-	-	-	-	-	55,520	50,485	-
IIFL Yield Enhancer Fund (AIF III)	10	-	6,014,149	2,385,000	-	24,354	24,260	-
						<u>79,874</u>	<u>74,745</u>	<u>-</u>
<b>(B) Preference Share (Quoted)</b>								
L&T Finance Holding Ltd	100	6-May-20	1,250,000	-	-	130,140	-	-
						<u>130,140</u>	<u>-</u>	<u>-</u>
<b>(C) Tax Free Bonds (Quoted)</b>								
8.20% HUDCO Tax Free Bond	1,000	5-Mar-27	25,000	25,000	25,000	28,413	28,473	27,656
8.66% IIFCL Tax Free Bond	1,000	22-Jan-34	50,000	50,000	50,000	62,217	63,633	58,034
8.76% IFCI Ltd Tax Free Bond	1,000,000	31-Mar-29	-	40	40	-	40,000	40,000
8.68% NHB Tax Free Bond	5,000	24-Mar-29	3,192	3,192	3,192	18,928	18,164	15,960
7.35% NHAI Tax Free Bond	1,000	11-Jan-31	14,285	14,285	14,285	15,142	14,670	14,632
8.20% PFC Tax Free Bond	1,000	1-Feb-22	2,848	2,848	2,848	3,035	3,112	3,000
						<u>127,735</u>	<u>168,052</u>	<u>159,282</u>
<b>(D) Bonds &amp; Non convertible debentures (Quoted)</b>								
10% Aspire Homes Finance Corporation Ltd	1,000,000	6-Feb-20	25	25	-	25,000	25,000	-
12.5% Equitas Finance Ltd	600,000	29-Sep-16	-	-	30	-	-	18,000
9.80% GSPC Ltd	1,000,000	22-Mar-73	50	50	48	49,600	50,000	48,000
10.65% Hinduja Leyland Finance Ltd	1,000,000	16-Feb-20	50	50	-	52,037	52,151	-
9.75% IFCI Ltd	1,000,000	26-Apr-28	-	-	100	-	-	100,000
9.90% IFCI Ltd	25,000	5-Nov-32	-	-	1,000	-	-	25,000
9.90% IFCI Ltd Series 58	25,000	5-Nov-37	2,000	5,200	5,200	50,000	130,000	130,000
11.90% IIFL Ltd	1,000	18-Aug-16	-	-	20,000	-	-	19,282
9.55% Magma Fincorp Ltd	1,000,000	7-Jan-22	50	50	-	50,000	50,000	-
14% Omaxe Ltd	500,000	23-Dec-17	-	60	60	-	15,000	30,000
13% Peninsula Land Ltd	100,000	20-May-19	250	250	-	25,000	25,000	-
8.95% Piramal Finance Ltd	1,000,000	8-Mar-24	50	50	-	50,000	50,000	-
11% SREI Infrastructure Finance Ltd	1,000	12-Nov-17	-	5,000	5,000	-	5,000	5,000
						<u>301,637</u>	<u>402,151</u>	<u>375,282</u>
<b>(E) Non convertible debentures (Unquoted)</b>								
18% Assotech Ltd	68,977	31-Mar-2018	300	300	300	-	20,338	20,693
18% Omkar Realtors & Developers Pvt Ltd	7,025,310	28-Feb-2019	-	3	3	-	11,662	21,083
						<u>-</u>	<u>32,000</u>	<u>41,776</u>
<b>(F) Mutual Funds (Unquoted)</b>								
HDFC Liquid Fund-Direct Plan-Growth Option	1,000	-	3,423,879	4,147,454	-	24,233	13,309	-
HSBC Cash Fund-Growth Direct Plan	1,000	-	11,568,256	-	-	20,013	-	-
LIC Nomura MF Liquid Fund-Direct-Growth Plan	1,000	-	-	-	37,964.331	-	-	104,286
						<u>44,246</u>	<u>13,309</u>	<u>104,286</u>
<b>(G) Real Estate Debt Funds (Unquoted)</b>								
ICICI Prudential Real Estate (AIF II)	-	-	365,346,666	365,346,666	241,412,500	37,993	37,992	36,725
India Realty Excellence Fund III	100	-	338,550	238,550	38,550	31,256	23,855	5,000
						<u>69,249</u>	<u>61,847</u>	<u>41,725</u>
<b>(A+B+C+D+E+F+G)</b>						<b>752,881</b>	<b>752,104</b>	<b>722,351</b>
Aggregate Value of quoted investments and Market Value there of						559,512	570,203	534,564
Aggregate Value of unquoted investments						193,369	181,901	187,787
Aggregate amount of impairment in Value of investments						-	-	-

2.8-1 The classification of investments as Non-Current or Current Investments is as per Indian Accounting Standard.

2.8-2 Particulars of investment made by the company required to be furnished U/s 186(4) of the Companies Act, 2013 are as given in note 2.8 hereinabove.

## Notes to the Consolidated Financial Statements

(₹ in 000)

	Refer Note No.	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>2.9 Trade Receivables</b>				
Unsecured, Considered Good		188	–	500
		<u>188</u>	<u>–</u>	<u>500</u>
<b>2.10 Cash and Cash Equivalents</b>				
Balance with Banks		1,832	9,178	8,441
In Current accounts		3	5	6
Cash on hand		<u>1,835</u>	<u>9,183</u>	<u>8,447</u>
<b>2.11 Bank Balances other than cash &amp; cash equivalents</b>				
Unclaimed dividend accounts	2.20	431	461	419
		<u>431</u>	<u>461</u>	<u>419</u>
<b>2.12 Loans</b>				
Loan and advances to employee (interest free)		642	796	286
Loan to Body Corporates		164,000	207,100	40,000
		<u>164,642</u>	<u>207,896</u>	<u>40,286</u>
<b>2.13 Other Financial Assets</b>				
Unsecured, considered good :				
Advance Income Tax including Tax Deducted at Source (net of provision for tax ₹ 136 Lakh)		10,629	7,289	–
Advance to Suppliers		280	400	410
Deposit with Government Authorities		–	122	122
Prepaid expenses		130	146	419
		<u>11,039</u>	<u>7,957</u>	<u>951</u>
<b>2.14 Other Current Assets</b>				
Unsecured Considered good :				
Interest Receivable		10,571	19,735	24,203
Other Receivable		–	123	141
		<u>10,571</u>	<u>19,858</u>	<u>24,344</u>



## Notes to the Consolidated Financial Statements

(₹ in 000)

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016			
<b>2.15 Equity Share Capital</b>						
<b>A) Authorised</b>						
1,87,500 Equity Shares of ₹ 200 each (Previous Year 1,87,500 Equity Shares of ₹ 200 each)	37,500	37,500	37,500			
25,000 11% Redeemable Cumulative Preference Shares of ₹100 each (Previous Year 25,000)	2,500	2,500	2,500			
	<b>40,000</b>	<b>40,000</b>	<b>40,000</b>			
<b>B) Issued, Subscribed and Fully Paid up</b>						
96,600 Equity Shares of ₹ 200 each (Previous Year 96,600 Equity Shares of ₹ 200 each)	19,320	19,320	19,320			
	<b>19,320</b>	<b>19,320</b>	<b>19,320</b>			
<b>C) Rights, Preferences &amp; Restrictions attached to Equity Shares</b>						
The Company has only one class of Equity Shares having a par value of ₹ 200 each (Previous Year ₹ 200 each). Each holder of equity shares is entitled to one vote per share. The dividend if any proposed by the Board of Directors of the company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.						
<b>D) Reconciliation of the number of shares outstanding at the beginning and end of the year</b>						
	No. of Shares	No. of Shares	No. of Shares			
Number of shares at the beginning of the year	96,600	96,600	1,932,000			
Number of shares at the end of the year	96,600	96,600	1,932,000			
<b>E) Shareholders holding more than 5% shares in the company</b>						
Particulars	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Goodpoint Advisory Services LLP (w.e.f. 29.11.2017 previously known as Goodpoint Advisory Services & Investments Ltd)	5,414	5.60	5,414	5.60	108,280	5.60
Hindustan Composites Ltd	16,565	17.15	16,565	17.15	331,318	17.15
J L Morison (India) Ltd	18,003	18.64	18,003	18.64	360,062	18.64
Leaders Healthcare Ltd	6,715	6.95	6,715	6.95	134,315	6.95
Pallawi Resources Ltd	7,851	8.13	7,851	8.13	157,035	8.13
<b>2.16 Other Equity</b>						
Security Premium	51,480		51,480		51,480	
Revaluation Reserve	70,691		70,691		70,691	
General Reserve	8,07,756		8,05,256		8,02,756	
Retained Earnings	28,72,806		27,54,695		25,56,042	
Items of Other Comprehensive Income						
- Actuarial Gains and Loss	(451)		(228)		-	
- Fair value of Financial Instruments through OCI	7,82,397		7,31,642		4,61,878	
	<b>45,84,679</b>		<b>44,13,536</b>		<b>39,42,847</b>	

- i) Security Premium : The amount received in excess of face value of the equity shares is recognised in Security Premium.
- ii) Revaluation Reserve : Revaluation reserve represents the increase in value of fixed assets due to revaluation of such assets. It is not available for distribution to shareholders.

## Notes to the Consolidated Financial Statements

(₹ in 000)

	Refer Note No.	As at <u>31st March 2018</u>	As at <u>31st March 2017</u>	As at <u>1st April 2016</u>
<b>2.16 Other Equity (Contd..)</b>				
iii) General Reserve : General reserve are free reserves of the company which are kept aside out of company's profit to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013				
iv) Retained Earnings : Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserve, dividend (including dividend distribution tax) and other distributions made to the shareholders.				
v) Actuarial Gains and Loss : The actuarial gain and loss arising from experience adjustments and changes in actuarial assumptions have been recognised in OCI.				
vi) Equity Instruments through Other Comprehensive Income : This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income under irrevocable option, net of amount reclassified to retained earnings when such assets are disposed off.				
<b>2.17 Non Current Provisions</b>				
Provision for Employee Benefits		<u>1,084</u>	1,496	<u>2,029</u>
		<u>1,084</u>	<u>1,496</u>	<u>2,029</u>
<b>2.18 Borrowings</b>				
Secured Loan from Bank				
(Repayment on Demand) Cash Credit	2.6	-	-	1,245
		-	-	<u>1,245</u>
Fixed Deposit have been lien marked against the aforesaid Cash Credit.				
<b>2.19 Trade Payables</b>				
Outstanding dues of creditors (other than micro enterprises and small enterprises under Micro, Small and medium Enterprises Development Act, 2006)		<u>3,634</u>	6,560	<u>5,148</u>
		<u>3,634</u>	<u>6,560</u>	<u>5,148</u>
<b>2.20 Other Financial Liabilities</b>				
Unclaimed dividend	2.11	431	461	419
Other Payables				
Security Deposit		1,500	36,500	1,000
Margin Money against Investments		-	3,600	6,060
		<u>1,500</u>	40,100	<u>7,060</u>
		<u>1,931</u>	<u>40,561</u>	<u>7,479</u>
Unclaimed Dividend does not include any amount credited to Investor Education and Protection Fund.				
<b>2.21 Other Current Liabilities</b>				
Advance from Customers		-	52	52
Statutory Dues		163	52	4
		<u>163</u>	<u>104</u>	<u>56</u>
<b>2.22 Current Provisions</b>				
Provision for Employee Benefits		743	1,471	324
Provision for Taxation (net)		-	-	31,276
		<u>743</u>	<u>1,471</u>	<u>31,600</u>

## Notes to the Consolidated Financial Statements

(₹ in 000)

	Year ended 31st March 2018	Year ended 31st March 2017
<b>2.23 Revenue from Operations</b>		
<u>Baby Care &amp; Packaging Products</u>		
Sale of Manufacturing Products	58,570	41,882
	58,570	41,882
 <u>Metal Trading Operations</u>	 65,376	 77,345
	65,376	77,345
 <u>Investments and Treasury Operations</u>		
Interest on Loans & Deposits	21,195	24,907
Interest on Current Investments	46,489	56,940
Income on Non Current Investments	258	600
Income on Current Investments	9,585	3,195
Profit on Sale of Current Investments	14,317	13,157
Dividend on Non Current Investments	736	274
Dividend on Current Investments	4,075	-
Gain / (Loss) on Investment measured at FVTPL (net)	(15,251)	9,703
Provision on doubtful loan written back	-	3,982
	81,404	112,758
	205,350	231,985
 <u>Other Operating revenue</u>		
Miscellaneous Income	-	4
Sale of Scrap	46	32
	46	36
Revenue from Operation	205,396	232,021
<b>2.24 Other Income</b>		
Rent	2,508	2,648
Interest Income on Security Deposit	6	-
Interest Income on Income Tax Refund	58	124
Miscellaneous Income	38	59
Liability not required written off	1,172	-
Fair Valuation of security deposit	3,958	3,575
Fair Valuation of loans to employee benefit trust	7,890	2,536
	15,630	8,942
<b>2.25 Changes in Inventories of finished goods &amp; work-in-progress</b>		
Opening stock		
Finished goods	1,309	765
Work-in-progress	1,106	53
	2,415	818
Closing stock		
Finished goods	2,119	1,309
Work-in-progress	449	1,106
	2,568	2,415
	(153)	(1,597)

**Notes to the Consolidated Financial Statements**

(₹ in 000)

	<u>Year ended</u> <u>31st March 2018</u>	<u>Year ended</u> <u>31st March 2017</u>
<b>2.26 Employee benefit expenses</b>		
Salaries,wages,bonus etc.	10,573	11,797
Contribution to provident and family pension fund	1,067	899
Contribution to gratuity and superannuation	575	566
Workmen and staff welfare expenses	1,660	1,136
	<u>13,875</u>	<u>14,398</u>
<b>2.27 Other Expenses</b>		
Power & Fuel	6,292	5,053
Rent	2,519	202
Rates and taxes	1,772	509
Repairs & Maintenance to :		
Building	3,562	1,112
Plant & Machinery	840	680
Others	1,872	1,007
	<u>6,274</u>	<u>2,799</u>
Insurance	377	305
Carriage Inward / Freight Outward and other charges	405	450
Auditor's remuneration for :		
Audit fees	250	200
Other services	195	175
	<u>445</u>	<u>375</u>
Director's sitting fees	374	429
Bad Debts / Loans and advances written-off	3,258	6,485
Loss on Discard / Sale of Property, plant & equipment	251	3,806
Travelling expenses	5,740	3,289
Legal & Professional fees	9,594	6,071
Miscellaneous expenses	30,020	16,446
	<u>67,321</u>	<u>46,219</u>
<b>2.28 Other Comprehensive Income</b>		
a) Items that will not be reclassified to profit or loss		
Fair Valuation of Investments through OCI	47,433	3,26,217
Employee Benefit	(279)	(286)
	<u>47,154</u>	<u>3,25,931</u>
b) Income tax relating to items that will not be reclassified to profit or loss		
Fair Valuation of Investments through OCI	8,664	(89,545)
Employee Benefit	56	58
	<u>8,720</u>	<u>(89,487)</u>
c) Items that will be reclassified to profit or loss		
Fair Valuation of Investments through OCI	(16,456)	50,380
	<u>(16,456)</u>	<u>50,380</u>
d) Income tax relating to items that will be reclassified to profit or loss		
Fair Valuation of Investments through OCI	11,114	(17,288)
	<u>11,114</u>	<u>(17,288)</u>
	<u>50,532</u>	<u>2,69,536</u>

## Notes to the Consolidated Financial Statements

(₹ in 000)

	As at 31st March 2018	As at 31st March 2017
<b>2.29 Contingent Liabilities and commitments (to the extent not provided for)</b>		
a) Sales Tax Matters in dispute	679	679
b) Outstanding Bank Guarantees (Gross of Margin Money)	2,400	2,400
c) Excise and Customs Matters in dispute - pending in appeal		
- Demands relating to money credit on minor oils	16,455	16,621
- Custom Duty demand for quality and shortage of materials	18,880	18,880
- Excise duty demand on various products	850	850
d) Entry Tax	-	1,081
<b>2.30 Earnings per Share</b>		
Profit for the year attributable to equity shareholders	122,937	203,479
Weighted average number of equity share	96,600	96,600
Face value per equity share (in ₹)	200	200
Basic and diluted earnings per share (in ₹)	1,272.64	2,106.41

On 04-February-2017 equity shares of the company were consolidated from face value of ₹ 10 each fully paid-up to ₹ 200 each fully paid-up. (Refer Note No. 2.15)

- 2.31** Based on organisational structure as well as considering different risks and returns, Income from Investment & Treasury Operations, Business of Baby Care Products, Packaging Products and Metal Trading Operations have been identified as separately reportable business segments. The figures for the previous year have been disclosed for these segments. The Company has one geographical segment in India.

	31-March-2018				31-March-2017			
	Baby Care and Packaging Products	Trading Operations	Investment and Treasury	Total	Baby Care and Packaging Products	Trading Operations	Investment and Treasury	Total
<b>REVENUE</b>								
Revenue from Operations	58,616	65,376	81,404	205,396	41,918	77,345	112,758	232,021
<b>RESULT</b>								
Segment results before interest and taxes	(15,748)	(1,142)	76,994	60,104	(8,453)	1,357	106,169	99,073
Finance cost				(5)				(427)
Other unallocable income net of expenditure				(38,310)				(25,639)
Profit Before Tax	(15,748)	(1,142)	76,994	21,789	(8,453)	1,357	106,169	73,007
Current Tax				-				8,358
Excess provision for earlier years written back				-				(40,648)
Deferred Tax				(5,448)				(1,624)
Profit for the year				27,237				106,921
<b>OTHER INFORMATION</b>								
Segment Assets	198,655	-	44,55,193	46,53,848	221,295	-	42,99,488	45,20,783
Unallocable corporate assets				68,178				89,268
Total Assets	198,655	-	44,55,193	47,22,026	221,295	-	42,99,488	46,10,051
Segment Liabilities	2,623	-	-	2,623	3,712	-	3,600	7,312
Unallocable Corporate Liabilities				115,404				169,883
Total Liabilities	2,623	-	-	118,027	3,712	-	3,600	177,195
Capital Expenditure	1,400	-	-	1,400	10,975	-	-	10,975
Unallocable Capital Expenditure	-	-	-	321	-	-	-	47
Depreciation	21,328	-	-	21,328	7,203	-	-	7,203
Unallocable Depreciation	-	-	-	312	-	-	-	325

## Notes to the Consolidated Financial Statements

### 2.32 Related Party Disclosures

A) Names of related parties and description of relationship

- 1) Associates  
Hindustan Composites Ltd
- 2) Promoters and / or Key Management Personnel (KMP) and their relatives  
Mr Raghu Nandan Mody, Chairman  
Smt Shashi Mody, Non Executive Director (upto 31.12.2016 - Resigned w.e.f. 01.01.2017)  
Smt Sakshi Mody, Director (w.e.f. 04.02.2017)  
Mr Kapil Kaul, Executive Director and CFO  
Smt Sumitra Devi Mody, Advisor (Wife of Mr Raghu Nandan Mody - Chairman)  
Mr Varunn Mody (Grandson of Mr Raghu Nandan Mody - Chairman)
- 3) Enterprise where KMP / relatives of KMP have significant influence  
Alipore Consultants Ltd  
Axon Trading & Mfg Co Ltd  
Compo Advics (India) Pvt Ltd  
Goodpoint Advisory Services LLP (w.e.f. 29.11.2017, previously known as Goodpoint Advisory Services and Investments Ltd)  
J L Morison (India) Ltd  
Leaders Healthcare Ltd  
Lotus Udyog Ltd  
Noble Trading Co Ltd  
Pallawi Resources Ltd  
Pallawi Trading & Mfg Co Ltd  
Rasoi Express Pvt Ltd  
Silver Trading & Services Ltd  
Sun Light Marketing Services Pvt Ltd  
Surdas Trading & Mfg Co Ltd

B) Related Party Transactions

(₹ in 000)

Particulars	Associate		Promoters and / or Key Management Personnel (KMP) and their relatives		Enterprise where KMP / relatives of KMP have significant influence	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Security Deposit Received	-	35,000	-	-	-	-
Purchase of Investment	-	-	-	-	-	6,000
Loan Given	-	-	95,000	27,100	-	-
Loan Refund	-	-	51,000	-	-	-
Sales	-	-	-	-	64,948	43,190
Dividend Income	3,076	2,051	-	-	273	273
Interest Income	-	-	5,662	1,333	-	-
Rent Income	60	200	-	-	-	-
Miscellaneous Expenses	-	-	477	132	2,815	1,503
Rent Expenses	-	-	-	-	2,423	97
Dividend Paid	331	331	88	88	1,028	1,028
Director's Sitting Fee	-	-	33	33	-	-
Remuneration	-	-	1,277	1,082	-	-
a) Short term employee benefits	-	-	1,193	1,010	-	-
b) Post employment benefits	-	-	84	72	-	-
Outstanding Balance-						
Other Assets	-	-	44,000	27,100	50,000	50,000
Other Liability	-	35,000	59	97	-	-
Investment	26,221	26,221	-	-	22,834	22,834

## Notes to the Consolidated Financial Statements

### 2.33 First-time adoption of Ind AS

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 01- April-2017, with a transition date of 01- April-2016. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31-March-2018, be applied retrospectively and consistently for all financial years presented. However, in preparing these Ind AS financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

#### A) Optional Exemptions

##### (i) Deemed Cost

- a) The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 01- April-2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.
- b) Under Previous GAAP investment in associate were stated at cost. Under Ind AS the company has elected to recognise such carrying amount as at 01-April-2016 as deemed cost at the date of transition.

##### (ii) Designation of previously recognised financial instruments

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

##### (iii) De-recognition of financial instruments

The Company has applied the de-recognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after 01- April-2016 (the transition date).

#### B) Mandatory Exceptions- Estimates

- (i) An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 01-April-2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company make estimates for Investment in equity instruments carried at FVTPL or FVTOCI in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- (ii) Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

#### C) Fair valuation of Financial Assets - Investments

In previous GAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value. Under Ind AS, the Company has valued financial assets - Investments at cost or at fair value i.e. either through Profit and loss or through Other Comprehensive Income. Impact of fair value changes as on the date of transition is recognised in opening reserves/ separate component of other equity and changes thereafter are recognised in Statement of Profit and Loss or Other Comprehensive Income, as the case may be.

## Notes to the Consolidated Financial Statements

### 2.33 First-time adoption of Ind AS (Contd..)

**D) Fair valuation of Financial Assets - Interest free loan to employee welfare trust and security deposit**

Under the previous GAAP, interest free loan to employee welfare trust are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has determined the fair value of the interest free loan given to employee welfare trust and security deposit.

**E) Defined Benefit Liabilities**

Under Ind AS, re-measurements i.e. actuarial gains and losses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss as in previous GAA

**F) Excise Duty**

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under Ind AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of Profit and Loss as part of expenses.

**G) Proposed Dividend**

Under previous GAAP, dividends proposed by the board of directors after balance sheet date but before the approval of the financial statements were considered as adjusting events. However under Ind AS, such dividends are recognized when the same is approved by the shareholders in the general meeting. Accordingly the liability for proposed dividend recognized as on transition date has been reversed with corresponding adjustment to opening retained earnings and dividend in the subsequent period has been recognized in the year of approval in the general meeting.

**H) Deferred Tax**

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base.

**I) Transition to Ind AS - Reconciliations**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- (i) Reconciliation of Balance sheet as at 01-April-2016 (Transition Date) and Balance sheet as at 31-March-2017 - Refer Note 2.33-I(i)
- (ii) Reconciliation of Statement of total Comprehensive Income for the year ended 31-March-2017 - Refer Note 2.33-I(ii)
- (iii) Reconciliation of equity for the year ended 01-April-2016 & 31-March-2017 - Refer Note 2.33-I(iii)

The presentation requirements under Previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.



## Notes to the Consolidated Financial Statements

### 2.33 Notes to first time adoption of Ind AS (Contd..)

#### 2.33-1(i) GAAP & Ind AS Reconciliation of Balance Sheet as at 01-April 2016 and 31-March-2017

(₹ in 000)

	Refer Note No.	Previous GAAP 31-Mar-2017	Ind AS Adjustments	Ind AS 31-Mar-2017	Previous GAAP 1-Apr-2016	Ind AS Adjustments	Ind AS 1-Apr-2016
<b>ASSETS</b>							
<b>Non-Current Assets</b>							
(a) Property, Plant & Equipment	2.1	220,462	–	220,462	222,869	(2,079)	220,790
(b) Financial Assets							
(i) Investment in Associate	2.2	2,526,659	325,421	2,852,080	2,419,067	197,047	2,616,114
(ii) Other Investments	2.3	45,348	405,415	450,763	20,782	239,691	260,473
(iii) Loans	2.4	34,967	(7,890)	27,077	35,232	(10,426)	24,806
(iv) Other Financial Assets	2.5	56,219	(13,200)	43,019	182,603	(16,775)	165,828
(c) Other Non-Current Assets	2.6	12,300	–	12,300	14,445	–	14,445
<b>Total Non-Current Assets</b>		<u>2,895,955</u>	<u>709,746</u>	<u>3,605,701</u>	<u>2,894,998</u>	<u>407,458</u>	<u>3,302,456</u>
<b>Current Assets</b>							
(a) Inventories	2.7	6,891	–	6,891	2,321	–	2,321
(b) Financial Assets							
(i) Investments	2.8	731,347	20,757	752,104	710,155	12,196	722,351
(ii) Trade Receivables	2.9	–	–	–	500	–	500
(iii) Cash and Cash Equivalents	2.10	9,183	–	9,183	8,447	–	8,447
(iv) Bank Balances other than (iii) above	2.11	461	–	461	419	–	419
(v) Loans	2.12	207,896	–	207,896	40,286	–	40,286
(vi) Other Financial Assets	2.13	4,457	3,500	7,957	951	–	951
(c) Other Current Assets	2.14	19,858	–	19,858	24,344	–	24,344
<b>Total Current Assets</b>		<u>980,093</u>	<u>24,257</u>	<u>1,004,350</u>	<u>787,423</u>	<u>12,196</u>	<u>799,619</u>
<b>Total Assets</b>		<u>3,876,048</u>	<u>734,003</u>	<u>4,610,051</u>	<u>3,682,421</u>	<u>419,654</u>	<u>4,102,075</u>
<b>EQUITY &amp; LIABILITIES</b>							
<b>Equity</b>							
(a) Equity Share Capital	2.15	19,320	–	19,320	19,320	–	19,320
(b) Other Equity	2.16	3,784,649	628,887	4,413,536	3,588,378	354,469	3,942,847
<b>Total Equity</b>		<u>3,803,969</u>	<u>628,887</u>	<u>4,432,856</u>	<u>3,607,698</u>	<u>354,469</u>	<u>3,962,167</u>
<b>Liabilities</b>							
<b>Non-Current Liabilities</b>							
(a) Provisions	2.17	1,496	–	1,496	2,029	–	2,029
(b) Deferred Tax Liabilities (net)		21,887	105,116	127,003	21,340	71,011	92,351
<b>Total Non-Current Liabilities</b>		<u>23,383</u>	<u>105,116</u>	<u>128,499</u>	<u>23,369</u>	<u>71,011</u>	<u>94,380</u>
<b>Current Liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings	2.18	–	–	–	1,245	–	1,245
(ii) Trade Payables	2.19	6,560	–	6,560	5,148	–	5,148
(iii) Other Financial Liabilities	2.20	40,561	–	40,561	7,479	–	7,479
(b) Other current liabilities	2.21	104	–	104	56	–	56
(c) Provisions	2.22	1,471	–	1,471	37,426	(5,826)	31,600
<b>Total Current Liabilities</b>		<u>48,696</u>	<u>–</u>	<u>48,696</u>	<u>51,354</u>	<u>(5,826)</u>	<u>45,528</u>
<b>Total Equity &amp; Liabilities</b>		<u>3,876,048</u>	<u>734,003</u>	<u>4,610,051</u>	<u>3,682,421</u>	<u>419,654</u>	<u>4,102,075</u>

## Notes to the Consolidated Financial Statements

### 2.33 Notes to first time adoption of Ind AS (Contd..)

#### 2.33-I(ii) GAAP & Ind AS Reconciliation of Statement of Profit & Loss for the year ended 31-March-2017 (₹ in 000)

	Refer Note No.	Previous GAAP 31st March 2017	Ind AS Adjustments	Ind AS 31st March 2017
<b>INCOME</b>				
Revenue from Operations	2.23	216,590	15,431	232,021
Other Income	2.24	2,831	6,111	8,942
<b>Total Revenue</b>		<u>219,421</u>	<u>21,542</u>	<u>240,962</u>
<b>EXPENSES</b>				
Cost of Material Consumed		19,303	–	19,303
Purchase of Stock-in-Trade		75,950	(70,222)	5,728
Excise Duty		–	75,950	75,950
Changes in Inventories of finished goods & work-in-progress	2.25	(1,597)	–	(1,597)
Employee Benefits Expenses	2.26	14,684	(286)	14,398
Finance Cost		427	–	427
Depreciation and Amortisation expense	2.1	7,528	–	7,528
Other Expenses	2.27	46,219	–	46,219
<b>Total Expenses</b>		<u>162,514</u>	<u>5,442</u>	<u>167,956</u>
<b>Profit before tax</b>		56,907	16,100	73,007
<b>Tax Expenses</b>				
Current Tax		8,300	58	8,358
Excess Provision for earlier Years written back		(40,648)	–	(40,648)
Deferred Tax		547	(2,171)	(1,624)
<b>Total tax Expenses</b>		<u>(31,801)</u>	<u>(2,113)</u>	<u>(33,914)</u>
<b>Profit for the Year</b>		88,708	18,213	106,921
<b>Add : Share of profit of associate company</b>		109,642	(13,084)	96,558
<b>Profit for the Year</b>		<u>198,350</u>	<u>5,129</u>	<u>203,479</u>
<b>Other Comprehensive Income</b>				
	2.28			
a) Items that will not be reclassified to profit or loss		–	325,931	325,931
b) Income tax relating to items that will not be reclassified to profit or loss		–	(89,487)	(89,487)
c) Items that will be reclassified to profit or loss		–	50,380	50,380
d) Income tax relating to items that will be reclassified to profit or loss		–	(17,288)	(17,288)
<b>Total Other Comprehensive Income</b>		–	269,536	269,536
<b>Total Comprehensive Income</b>		<u>198,350</u>	<u>274,665</u>	<u>473,015</u>

#### 2.33-I(iii) Equity Reconciliation between GAAP and Ind AS

Particulars	As at 31-March-2017	As at 1-April-2016
<b>Total equity as per previous GAAP</b>	38,03,968	36,07,698
Gain / (Loss) Adjustments impact :		
Reversal of proposed dividend & dividend tax payable	–	2,325
Reversal of Revaluation of Property, plant & equipment (net)	–	(2,080)
Fair Value of financial assets- Interest free loan to employee benefit trust & security deposit	(21,090)	(27,201)
Fair Value of financial assets- Investments	698,294	395,635
Deferred Tax (net)	(48,316)	(14,210)
<b>Total Ind AS Adjustment</b>	<u>628,888</u>	<u>354,469</u>
<b>Total equity as per Ind AS</b>	<u>4,432,856</u>	<u>3,962,167</u>

## Notes to the Consolidated Financial Statements

(₹ in 000)

### 2.34 Financial Instruments

#### Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The categories used are as follows:

- Level 1: Quoted prices (unadjusted) for identical instruments in active market
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Fair value hierarchy of assets and liabilities are as follows:

Particulars	Level 1	Level 2	Level 3	Total
Assets at fair value as at 01-April-2016				
<b>Equities</b>				
Equity Instruments	258,650	–	–	258,650
<b>Debt</b>				
Real Estate Funds	–	43,540	–	43,540
Liquid Mutual Funds	104,286	–	–	104,286
Bonds	534,564	–	–	534,564
Non Convertible Debentures	–	41,784	–	41,784
<b>Total</b>	<b>897,500</b>	<b>85,324</b>	<b>–</b>	<b>982,824</b>
Assets at fair value as at 31-March-2017				
<b>Equities</b>				
Equity Instruments	443,226	6,003	–	449,229
<b>Debt</b>				
Real Estate Funds	–	63,376	–	63,376
Liquid Mutual Funds	13,309	–	–	13,309
Bonds	570,203	–	–	570,203
Private Equity CAT III Funds	–	74,745	–	74,745
Non Convertible Debentures	–	32,005	–	32,005
<b>Total</b>	<b>1,026,738</b>	<b>176,129</b>	<b>–</b>	<b>1,202,867</b>
Assets at fair value as at 31-March-2018				
<b>Equities</b>				
Equity Instruments	469,488	6,003	–	475,491
<b>Debt</b>				
Real Estate Funds	–	69,249	–	69,249
Liquid Mutual Funds	44,246	–	–	44,246
Preference Shares	130,140	–	–	130,140
Bonds	429,372	–	–	429,372
Private Equity CAT III Funds	–	79,874	–	79,874
Non Convertible Debentures	–	5	–	5
<b>Total</b>	<b>1,073,246</b>	<b>155,131</b>	<b>–</b>	<b>1,228,377</b>

## Notes to the Consolidated Financial Statements

### 2.34 Financial Instruments (Contd..)

(₹ in 000)

#### Financial Instruments by category

The carrying value and fair value of financial instruments by categories are as follows:

Particulars	FVTOCI	FVTPL	Amortized Cost	Total carrying value	Total fair value
<u>As at 01-April-2016</u>					
<b>Financial assets</b>					
Investments	258,650	724,174	–	982,824	982,824
Trade Receivables	–	–	500	500	500
Cash and Cash Equivalents	–	–	8,447	8,447	8,447
Other Bank Balances	–	–	419	419	419
Loans	–	–	65,092	65,092	65,092
Other Financial assets	–	–	166,779	166,780	166,780
<b>Total</b>	<b>258,650</b>	<b>724,174</b>	<b>241,237</b>	<b>1,224,061</b>	<b>1,224,061</b>
<b>Financial liabilities</b>					
Borrowings	–	–	1,245	1,245	1,245
Trade Payables	–	–	5,148	5,148	5,148
Other Financial liabilities	–	–	7,479	7,479	7,479
<b>Total</b>	<b>–</b>	<b>–</b>	<b>13,872</b>	<b>13,872</b>	<b>13,872</b>
<u>As at 31-March-2017</u>					
<b>Financial assets</b>					
Investments	449,229	753,638	–	1,202,867	1,202,867
Cash and Cash Equivalents	–	–	9,183	9,183	9,183
Other Bank Balances	–	–	461	461	461
Loans	–	–	234,973	234,973	234,973
Other Financial assets	–	–	50,976	50,976	50,976
<b>Total</b>	<b>449,229</b>	<b>753,638</b>	<b>295,593</b>	<b>1,498,460</b>	<b>1,498,460</b>
<b>Financial liabilities</b>					
Trade Payables	–	–	6,560	6,560	6,560
Other Financial liabilities	–	–	40,561	40,561	40,561
<b>Total</b>	<b>–</b>	<b>–</b>	<b>47,121</b>	<b>47,121</b>	<b>47,121</b>
<u>As at 31-March-2018</u>					
<b>Financial assets</b>					
Investments	605,631	622,746	–	1,228,377	1,228,377
Trade Receivables	–	–	188	188	188
Cash and Cash Equivalents	–	–	1,835	1,835	1,835
Other Bank Balances	–	–	431	431	431
Loans	–	–	165,383	165,383	165,383
Other Financial assets	–	–	57,087	57,087	57,087
<b>Total</b>	<b>605,631</b>	<b>622,746</b>	<b>224,924</b>	<b>1,453,301</b>	<b>1,453,301</b>
<b>Financial liabilities</b>					
Trade Payables	–	–	3,635	3,635	3,635
Other Financial liabilities	–	–	1,931	1,931	1,931
<b>Total</b>	<b>–</b>	<b>–</b>	<b>5,566</b>	<b>5,566</b>	<b>5,566</b>

## Notes to the Consolidated Financial Statements

(₹ in 000)

### 2.35 Risk Management

#### Financial risk management objective and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's activities expose it to a variety of financial risk : Liquidity risk, Market risk and Credit Risk.

The Company's financial liabilities comprises mainly of borrowings, trade payables and other payables. The Company's financial assets comprises mainly of Investments, loans, cash and cash equivalents ,trade receivables and other receivables. A summary of the risks have been given below:

#### a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet it's financial obligations as they become due. The Company manages its liquidity risk by ensuring that it will always have sufficient liquidity to meet its liabilities as and when due. The Company's anticipated future cash flows and undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements

##### (i) Financing arrangements

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

Particulars	<b>As at</b>	As at	As at
	<b>31-March-2018</b>	31-March-2017	1-April-2016
Secured working capital credit facility from Bank	<b>9,000</b>	9,000	7,755

##### (ii) The following is the contractual maturities of the financial liabilities:

Particulars	<u>Less than 1 year</u>	<u>More than 1 year</u>	<u>Total</u>
	<b>Financial liabilities as at 01-April-2016</b>		
Borrowings	1,245	–	1,245
Trade Payables	5,148	–	5,148
Other financial liabilities	7,479	–	7,479
<b>Financial liabilities as at 31-March-2017</b>			
Trade Payables	6,560	–	6,560
Other financial liabilities	40,561	–	40,561
<b>Financial liabilities as at 31-March-2018</b>			
Trade Payables	<b>3,634</b>	–	<b>3,634</b>
Other financial liabilities	<b>1,931</b>	–	<b>1,931</b>

#### b) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, price risk and currency risk. Financial instruments affected by market risk includes investments, loans, trade receivables and payables. The objective of market risk management is to manage and control market risk exposure within acceptable parameter, while optimising the return.

##### (i) Interest rate risk

Interest rate risk is the risk that the future cash flows of the financial instruments will fluctuate due to changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's investment in bonds, debentures and preference shares.

##### Sensitivity

The table below summarises the impact of increase/decrease in the interest rate over the value of bonds, debentures and preference shares. The analysis is based on the assumption that the Interest rate has increased by 100 bps or decrease by 100 bps with all other variables held constant.

Impact on profit before tax	Year ended	Year ended
	<u>31-March-2018</u>	<u>31-March-2017</u>
Increase of 100 bps -Gain / (loss)	(33,651)	(33,945)
Decrease of 100 bps-Gain / (loss)	33,651	33,945

## Notes to the Consolidated Financial Statements

### 2.35 Risk Management (Contd..)

(₹ in 000)

#### (ii) Price risk

Price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market price. The Company is exposed to price risk arising mainly from investments in equity instruments and in private equity funds recognised at FVTOCI.

#### Sensitivity

The table below summarises the impact of increase / decrease of the BSE index on the Company's equity gains / losses for the period. The analysis is based on the assumption that the index has increased / decreased by 5% with other variables held constant and that all the Company's equity instruments moved in line with the index.

Impact on profit before tax	Year ended <b>31-March-2018</b>	Year ended 31-March-2017
BSE Sensex - Increase 5% -Gain / (Loss)	<b>27,768</b>	26,199
BSE Sensex - Decrease 5% -Gain / (Loss)	<b>(27,768)</b>	(26,199)

#### (iii) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. Currently the Company does not have any foreign currency exposure.

#### (c) Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligation resulting in financial loss to company. The Company is exposed to credit risk from its operating and treasury activities. The Company generally does not have collateral.

**2.36** In terms of provisions of the Companies Act 2013, the Company is required to prepare consolidated financial statements in case the Company has an associate. Accordingly, the Company has prepared the consolidated financial statements relates to the Company and its associate "Hindustan Composites Limited", a Company incorporated in India, having ownership interest of 41.65%.

Additional information, as required under Schedule III to the Companies Act 2013, of enterprises consolidated as Associate.

Name of Enterprise	Net Assets, i.e., total assets minus total liabilities		Share in profit	
	As % of consolidated net assets	Amount	As % of consolidated	Amount
<b>Associate (Investment as per equity method)</b>				
<b>Indian</b>				
Hindustan Composites Limited				
Current Year	65.99	30,38,080	77.84	95,700
Previous Year	64.34	28,52,080	47.45	96,558

**2.37** Previous figures have been regrouped / rearranged wherever necessary.

As per our Report of even date attached  
For **B. Chhawchharia & Co.**  
Chartered Accountants  
FRN : 305123E  
**Sushil Kumar Chhawchharia**  
Partner  
Membership No : 008482  
3, Alipore Road, Kolkata-700027  
Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

**For and on behalf of the Board of Directors**

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)  
Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies  
(Accounts) Rules, 2014)

#### Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures

##### Part "A": Subsidiaries

**The Company has no Subsidiary Company**

##### Part "B": Associates and Joint Ventures

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

(₹ in 000)

Sl. No.	Name of Associates	Hindustan Composites Limited
1	Latest audited Balance Sheet Date	31st March 2018
2	Shares of Associate held by the company on the year end	
	i) No.	6,151,722
	ii) Amount of Investment in Associates (₹)	26,221
	iii) Extend of Holding %	41.65%
3	Description of how there is significant influence	Significant influence due to percentage (%) of Share Capital.
4	Reason why the associate is not consolidated	N. A.
5	Net worth attributable to shareholding as per latest audited Balance Sheet	3,038,080
6	Profit/Loss for the year	
	i) Considered in Consolidation	95,700
	ii) Not Considered in Consolidation	Nil

1. Names of the associates which are yet to commence operations: None
2. Names of associates which have been liquidated or sold during the year: None

**For and on behalf of the Board of Directors**

Sd/-  
H M Parekh  
Director  
(DIN : 00026530)

Sd/-  
Kapil Kaul  
Executive Director & CFO  
(DIN : 00053937)

Place : Kolkata  
Date : 22 May 2018

Sd/-  
Naresh Patangi  
Company Secretary

## RASOI LIMITED

CIN: L25190WB1905PLC001594

Registered Office: 'Rasoi Court' 20, Sir R N Mukherjee Road, Kolkata – 700001

Tel.: (033) 2248 0114, Fax: (033) 2248 1200

E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

### MEMBERS DATABASE UPDATION FORM

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 Companies (Management and Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain details, as required under the said provisions.

We therefore request you to kindly furnish the following details for updating of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Member	
Name of Joint holders, if any	
Father's/Mother's/Spouse's Name	
Address/Registered address (in case of Body Corporate)	
E-mail ID	
PAN/CIN/Registration No.	
UIN (Aadhaar Number)	
Mobile No.	
Occupation	
Residential Status	
Nationality	
In case member is a minor,	
(i) Name of Guardian	
(ii) Date of birth of minor	

Place: .....

.....

Date: .....

Signature of the Member

#### Notes:

1. Kindly submit the above form dully filed in and signed, to the Registrar & Share Transfer Agent of the Company, C B Management Services (P) Ltd., Unit: Rasoi Limited, P-22 Bondel Road, Kolkata 700019.
2. Member(s) are requested to keep the Registrar & Share Transfer Agent informed of any change in their email address and other details.
3. Member(s) are requested to submit photocopy of PAN card duly self attested along with this form.
4. The email address will be registered subject to verification of your signature with the specimen signature in the records of the Company.

Thanking You.  
For Rasoi Limited

Naresh Patangi  
Company Secretary



## NECS MANDATE FORM FOR PAYMENT OF DIVIDEND ON EQUITY SHARES

(In case of physical shares - send to Registrar & Share Transfer Agent)  
(In case of demat shares - send to your Depository Participant)

C B Management Services (P) Ltd.  
Unit: Rasoi Limited  
P-22, Bondel Road, Kolkata - 700019

I hereby consent to have the amount of dividend on my Equity Shares credited through National Electronic Clearing Service (NECS). The particulars are:

1. Name of the First Shareholder (in block letters) :

2. Address :

3. Regd. Folio No. :  
(in case of shares held in physical form)

DP ID – Client ID No. :  
(in case of shares held in electronic form)

4. Particulars of Bank Account

A. Bank name :

B. Branch name & city with Pin Code :

C. Account no. (as appearing in the cheque book):

D. Account type (Please tick) :

Saving	Current	Cash Credit
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E. IFSC Code Number :

F. 9 Digit MICR code of the bank & branch  
appearing in the cheque issued by the bank :

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### DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reason of incomplete or incorrect information, I would not hold the Company/RTA responsible. I also undertake to inform any subsequent changes in the above particulars as and when the changes take place.

Place:

Date:

.....  
**Signature of the first/sole shareholder**

- Notes:
1. Kindly fill all columns. Incomplete Form shall not be entertained.
  2. Please attach Original cancelled Cheque leaf bearing the name of the shareholder or photocopy of bank passbook/statement attested by the bank.

# RASOI LIMITED

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E-mail: secdept@rasoigroup.in, Website: www.rasoigroup.in

## ATTENDANCE SLIP

### 114<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, 3<sup>RD</sup> AUGUST, 2018

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 114<sup>th</sup> Annual General Meeting of Rasoi Limited held on Friday, 3<sup>rd</sup> August, 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3<sup>rd</sup> Rotary, New Town, Kolkata – 700156.

-----  
Member's/Proxy Name in Block Letter

-----  
Member's/Proxy's Signature

- Notes:** 1. Members/Proxy holders are requested to bring this slip duly filled and signed with them and hand it over at the entrance of the Meeting Hall duly signed.  
2. The electronic voting particulars are set out below:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>108575</b>		

Please refer to the attached AGM Notice for instructions on remote e-voting.

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
<b>31<sup>st</sup> July, 2018 at 9:00 a.m.</b>	<b>2<sup>nd</sup> August, 2018 at 5:00 p.m.</b>

**RASOI LIMITED**

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**114TH ANNUAL GENERAL MEETING ON FRIDAY, 3RD AUGUST, 2018**

**FORM MGT-11**

**PROXY FORM**

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./DP ID-Client Id\*:

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ..... shares of the 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:.....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 114th Annual General Meeting of Rasoi Limited to be held on Friday, 3rd August, 2018 at 11.00 a.m. at Rabindra Tirtha, 33-1111, Major Arterial Road, 3rd Rotary, New Town, Kolkata – 700156 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional See Note 2) (Please mention no. of shares)	
		For	Against
<b>Ordinary Business:</b>			
1	To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.		
2	To declare dividend on equity shares for the Financial Year ended 31st March, 2018.		
3	To appoint a Director in place of Mr. Kapil Kaul (DIN: 00053937), who retires by rotation and being eligible, offers himself for re-appointment as a Director.		
<b>Special Business:</b>			
4	Special Resolution for re-appointment of Mr. R S Vaidyanathan (DIN: 00063959) as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.		
5	Special Resolution for re-appointment of Mr. H M Parekh (DIN: 00026530) as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.		
6	Special Resolution for re-appointment of Mr. Vijai Singh (DIN: 00627741) as an Independent Director of the Company, for a second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.		

Signed this.....day of ..... 2018

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp

**Note: 1. This form of Proxy, to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not later than forty eight hours before the commencement of the Annual General Meeting.**

**2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

*If undelivered please return to :*

## **RASOI LIMITED**

'Rasoi Court'

20, Sir R N Mukherjee Road,  
Kolkata 700 001

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