



# **ANNUAL REPORT**

## **2017 - 2018**

# ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : Building No. 926/A1 - A5, Devankulangara, Edappally, Kochi - 682 024.

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# **ASPINWALL AND COMPANY LIMITED**

(CIN: L74999KL1920PLC001389)

Registered Office : Building No.926/A1 - A5,  
Devankulangara, Edappally,  
Kochi - 682 024.

*Directors :*

**Mr. K.R.N. MENON (Chairman)**

**Mr. RAMA VARMA (Managing Director)**

**Mr. VENKITRAMAN ANAND (Executive Director)**

**Mr. C.R.R. VARMA**

**Vice Admiral. SUSHIL KRISHNAN NAIR (I. N. Retd.)**

**Mrs. NINA NAYAR**

**Mr. ADITHYA VARMA**

**Mr. M. LAKSHMINARAYANAN**

*Chief Financial Officer :*

**Mr. T. R. RADHAKRISHNAN**

*Company Secretary :*

**Mr. NEERAJ R VARMA**

*Auditors :*

**M/s. B S R & ASSOCIATES LLP**

*Bankers :*

**SYNDICATE BANK**

**STATE BANK OF INDIA**

**AXIS BANK**

**HDFC BANK**

**YES BANK**

**FEDERAL BANK**

*Registrar and Share Transfer Agents :*

**SKDC CONSULTANTS LIMITED**



## BOARD'S REPORT

To the members,

We are pleased to present the Report on our business and operations for the year ended March 31, 2018.

### 1. RESULTS OF OUR OPERATIONS

Sl. No.	Particulars	2017 - 18	2016 - 17
		₹ In Lakhs	₹ In Lakhs
1	Revenue from operations	28094	24460
2	Expenses	25436	22422
3	Earnings before Interest, Tax, Depreciation, Amortisation and exceptional items	2658	2038
4	Depreciation and amortisation expenses	249	232
5	Finance cost	477	571
6	Exceptional items	310	322
7	Other income	453	582
8	Profit before Tax	2075	1495
9	Tax Expenses	755	633
10	Profit after tax	1320	862
11	Other comprehensive income	(3)	(42)
12	Total comprehensive income for the year	1317	820
13	Opening Balance- Total Comprehensive Income	1121	801
14	Transfer to general reserve	600	500
15	Dividend and Dividend tax	269	-
16	<b>Closing Balance -Total Comprehensive Income (12+13-14-15)</b>	1569	1121
	Other Equity:		
	Reserves and Surplus		
17	General Reserve	10800	10200
18	Retained Earnings	1614	1163
19	Other Comprehensive Income	(45)	(42)
20	<b>Total (17+18+19)</b>	<b>12369</b>	<b>11321</b>
21	EPS	16.88	11.02

## **2. CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Corporate Governance Report with the Auditor's Certificate thereon, are attached and form part of this Report.

## **3. MANAGEMENT DISCUSSION & ANALYSIS (M.D.&A.)**

This report includes M.D. & A as appropriate so that duplication and overlapping between Board's Report and the entire material is provided in a composite and comprehensive document.

## **4. BUSINESS PORTFOLIOS AND PERFORMANCE:**

Our Company is a multi-line business organization and is engaged in Logistics services, Coffee processing and trading, Rubber plantations, manufacture and trading of Natural Fibre products.

### **Coffee Division:**

Coffee production in India for the year 2018, post blossom was estimated at 3.5 lakhs MT. However, the feedback from the growers is that the production maybe lower by 15% especially in Robusta.

During the year under review, Coffee Global production has witnessed an increase of around 1.25% as compared to the previous year. During the year 2017, the production was 159.66 million of 60 bags against 157.69 million of 60 bags, showing an increase mainly in Robusta production.

Global coffee consumption is increasing steadily around 1.5% and it stood at 157.8 million 60 kg bags compared to previous year 155.7 million 60 kg bags.

Aspinwall is one of the finest producers of speciality coffee in India. Our Monsooned coffees are found to be unique and well accepted in the global market. We contribute around 50% of the total Monsooned Coffee product exported from India. We have monsooned 5000 MT during the year. Majority of our exports are to Switzerland, Germany, Italy, England and Scandinavian countries like Norway, Sweden and the balance to Australia, USA, Japan and Russia.

The Coffee Division has been consistently contributing to the Company's profit, immensely, for the past 10 years. This year Coffee Division has done extremely well, surpassing all its previous records. Irrespective of the downward market trend & Indian currency being strong throughout the year, Coffee Division ended the year with its best performance in comparison to all its previous years.

Coffee Division has made consistent progress in Sustainability Programme (Nespresso AAA & Rainforest Alliance) and have contracted 30 containers, out of which 22 containers of Certified coffees are for Nespresso. 14 new farms have been added in the sustainability cluster. We have now increased the farms to 32 in comparison to the previous year figure of 18.

During the year, the new logo of the Division's brand, Monsooned Malabar Mellows, has been registered under the Trade Marks Act, 1999, and the same has been put to use.

Further, the ISO 9001 certification of Coffee Division has been successfully upgraded to the latest 2015 standards.

The Division had installed one more Spectrum Tri Chromatic colour sorter machine at its factory premises at Mangalore, Karnataka, with customised design to increase the dispatch for more efficient and faster output as compared to the process of manual garbling. The Division also successfully commissioned and installed Dust filter machine in Husk room, thereby making the machine room dust free.

### **Natural Fibre Division:**

During the year under review, export of Coir products in the country has shown a gain of about 10% as compared to the previous year. Most of the gains are for Coir Pith, with little or of no gains for our standard manufactured door mats.

The exports of the Division, during the period, was slightly ahead in comparison to the previous period, but not upto the budgeted expectations. This was consequent to the loss of one of our largest European customers due to pricing pressure from our competitors. We have subsequently regained this client business.

The Exchange rate against major trading currency had marked a negative impact coupled with reduction of export incentives.

Further, the Factory of the Division at Pollachi, Tamil Nadu, has been facing certain local issues in connection with the discharge of waste water, resulting in the damage of the groundwater, as alleged by certain local residents. Consequently, the Sub-Collector had issued the Prohibitory Order to stop the production without giving an opportunity of being heard for the Company. As the Company had already installed necessary infrastructural facilities at the factory premises and the same was found to be satisfactory by the Pollution Control Board, the Hon'ble High Court of Madras had granted absolute stay based on the report of PCB, against the prohibitory order of Sub-Collector, Coimbatore. The production, therefore, as on date is in full swing, after closing down for an aggregate period of less than two weeks for the above issue.

Despite these setbacks, the division was able to close the year with positive results due to significant reduction of operating expenses and tight cost controls.

The exports of the Division are poised for further growth with the inception of our USA Operations in partnership with Quality Rubber Resources, Inc. and further gains with new clients in Europe. The domestic sales are showing good gains and is poised for further growth.

### **Rubber Division:**

The Natural Rubber plantation industry continues to face the crisis situation caused by poor prices. Towards the end of FY 2016-17, rubber prices showed some signs of recovery as it faced some supply tightness due to repeated floods in Thailand, firming up of US dollar against Asian currencies, and increased demand from China. But this trend did not sustain and the prices again weakened further in the early months of 2018.

India's natural rubber production during the fiscal 2017-18 is roughly 7 lakh tonnes, falling short of the Rubber Board projected figure of 8 lakh tonnes. Our plantation harvested a crop of 1027900 Kgs against a budget of 950000 Kgs. This is the ever highest crop produced by the estate which has resulted in better labour productivity (tapping average) of 19.00 kgs (which is also the best ever recorded), besides being one of the best in Malabar region of Kerala.

Despite the prices remaining unattractive, the division could register good operational profit by cutting down costs, enhancing productivity and achieving better sales realization. The cost of production was lower by Rs 8.12 per kg compared to the budget. This along with the additional contribution from the increased harvest and higher sales realization helped in combating the negative effects of low price. Hence, the Company could close the year with reasonable profits.

Aspinwall continues to get premium over market prices and has a superior brand image in Mumbai and Agra markets.

The price situation is likely to be better in the FY 2018-19. Major producers such as Thailand are taking measures to cut international supplies and prop up prices. According to the reports available in public domain, Thailand plans to bring down annual supply by as much as 1 million tonnes to 3.3 million tonnes, before the end of 2018. These moves may buoy international prices in the months to come.

### **Logistics Division:**

As per the Economic Survey 2017-18, improving the Indian logistics sector would facilitate a 10% decrease in indirect logistics cost, leading to a growth of 5-8% in exports. Further, the Survey estimates that the worth of Indian logistics market would be around US\$ 215 billion in next two years compared to about US\$ 160 billion currently. The boom in next couple of years is expected largely due to the implementation of Goods and Service Tax (GST).

Today, the Indian logistics sector is going through a phase of transformation. Due to the initial efforts of Government of India (GoI), such as Make in India programme and improvements in infrastructure along with the

emergence of skilled professionals, the country's position bettered from 54 in 2014 to 35 in 2016 in the World Bank (WB)'s Logistics Performance Index (LPI), in terms of overall logistics performance. In fact, India improved its tally in all the six components of LPI.

Compared to the above performance, the Logistics Division had performed well due to the exemplary performance from Mangalore and Tuticorin. The remarkable performance from Tuticorin has been due to the considerable increase in the warehousing income. Due to the import of wheat (and its long-term stocking), the business via warehousing income had increased way high during the year, which, however, is not likely to continue during the FY 2018-19.

As on March 2018 end, a stock of 1.4 lakhs ton of fertiliser cargo is lying at Port/Private godowns and hence fertiliser Imports during this current financial year will be much less. But the division is anticipating to handle more or less the same quantity of cargo during the year 2018-19.

The Division had also initiated various cost cutting measures in improving the bottom-line at its locations.

## **5. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designated to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies.

The Company has appointed M/s.Suri & Co., Chartered Accountants, to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed every year in consultation with the Statutory Auditors and the Audit Committee.

The Audit Committee of the Board of Directors of the Company reviews the Audit Reports submitted by the internal auditors. Suggestions for improvement are considered and the Audit Committee follows up on corrective action and reviews the positive remedial actions taken. The Audit Committee also meets statutory auditors to ascertain, inter-alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations, periodically.

### Cautionary Statement

Certain statements made in this Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

## **6. PERFORMANCE OF THE COMPANY :**

The revenue from operations for the FY 2017-18 was at Rs.28,094 lacs was higher by 14.85% in comparison to the previous year's figure of Rs.24,460 lacs. PBT (before exceptional items) was Rs.2385 lacs registering a growth of 31% over the PBT of Rs.1817 lacs (before exceptional items) in the FY 2016-17. During the year, the total Comprehensive Income was Rs. 1317 lacs as against Rs. 820 lacs for the last year.

### **Transfer to Reserves**

The Company proposes to transfer Rs.600 lacs to the General Reserve out of the amount available for appropriation and an amount of Rs. 1614 lacs is proposed to be retained in the profit and loss account excluding Other Comprehensive Income.

### **Dividend**

The Board of Directors are pleased to recommend a first and final dividend of Rs. 3.50 per equity share for the year 2017-18 as compared to Rs. 3 per equity share for the year before.



## **7. DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Human potentials have been perceived as powerful resource right from inception stage of Aspinwall wherein Company makes continuous and concerted efforts to groom its HR to meet with the present and future challenges in the field of Technology and Management functions and also focuses on providing an environment conducive for grooming employees to enable them to contribute on a continuous basis for the growth of the organization and also to meet with the rapidly changing industrial scenario.

The company is very much concerned about its Human Resource (HR) which is a prime asset for improvement and enhancement of productivity and profitability. Very harmonious, cordial and healthy industrial relations (IR) prevailed throughout the year.

The total strength of human asset of the Company as on March 31, 2018 was 770.

## **8. WHOLLY-OWNED SUBSIDIARIES:**

The Company has four wholly-owned subsidiaries as on March 31, 2018. There are no associate companies or joint venture companies within the meaning of Section 2 (6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of business of the subsidiaries. Pursuant to the provisions of the Section 129 (3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of the Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with the relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company. Following are the brief description of the wholly-owned subsidiaries of the Company:

### **8.1 Aspinwall Technologies Ltd**

The main activities of the Company are the development and trading of business automation systems and programmes in software for Aspinwall and Company Limited and its subsidiaries.

### **8.2 Malabar Coast Marine Services Pvt. Ltd.**

The main activities of this Company are stevedoring and freight forwarding. Stevedoring is carried out mainly in the port of Mormugao (Goa). Freight forwarding is carried out in locations like Goa, Bangalore and Mangalore.

### **8.3 Aspinwall Geotech Ltd.**

Aspinwall Geotech Limited was formed for carrying on the business of Geotextiles. However, a major fire accident in the year 2002 had damaged a critical machinery and since then no commercial activity has been possible.

### **9.4 SFS Pharma Logistics Private Limited**

SFS Pharma is engaged in the business of specialized logistics service and provides service for Door to door transportation of temperature/time sensitive shipments in India and abroad.

SFS Pharma handles clinical trial/Pharmaceuticals/Biological sample and other temperature sensitive shipments by providing a validated VIP packaging as well as data loggers.

The business of SFS Pharma is mainly based in Mumbai and the other key locations are Ahmedabad, Bangalore, Delhi and Hyderabad. All these locations are equipped with freezer/chillers/VIP packaging/ data loggers/ temperature monitoring systems and other required amenities/devices to provide quality solutions to valuable customers.

During the year, the Company was able to increase its clientele and the performance of the Company is very encouraging. Likewise, the Company is confident to make decent progress in its performance in this FY 2018-19 as it, presently, has good customer base of eminent Pharma/Healthcare companies and is in the process of further increasing the said clientele.

## 9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they 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 the affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Changes in Directors

During the year under review, Mr.Raghavan Sasiprabhu Karunamittom (DIN: 0005116814), Additional Director, resigned from the Board of Directors of the Company, effective from July 10, 2017.

Mr.Rama Varma (DIN: 00031890), retires by rotation and being eligible, has offered himself for re-appointment.

Shri.Avittam Thirunal Adithya Varma (DIN: 02213375), was appointed by the Board of Directors of the Company as an Additional Director, effective from August 17, 2017. The Board, has recommended the regularisation of appointment of Shri.Avittam Thirunal Adithya Varma as Director under the Non-Executive category for a period of five years, subject to retirement by rotation. The same form part of the Notice for this AGM.

Mr.Mahadev Lakshminarayanan (DIN:05003710), was appointed as an Additional Director under the Independent category, by the Board of Directors effective from May 01, 2018. The Board has recommended the regularisation of appointment of Mr.Mahadev Lakshminarayanan as an Independent Director for a period of five years. The said item forms part of the Notice for this AGM. Mr.Mahadev Lakshminarayanan has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act. The profile of the said Director is attached to the Corporate Governance Report.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel ("KMP") of the Company during the year were – Mr.Rama Varma, Managing Director, Mr.Venkitraman Anand, Executive Director, Mr.T.R.Radhakrishnan, Chief Financial Officer and Mr.Neeraj R Varma, Company Secretary. There has been no change in the KMPs during the year.

The Independent Directors of the Company have submitted a Declaration under Section 149 (7) of the Act, declaring that they meet the criteria of independence under the said Act.

### **Number of meetings of the Board**

Four meetings of the Board of Directors were held during the year. For details of the meetings of the Board, including the attendance details, please refer to the Corporate Governance Report, which forms part of this report.

### **Board Evaluation**

The Board of Directors have carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI (LODR) Regulations, 2015 and based on the Guidance Note on Board Evaluation issued by SEBI. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role. In a separate meeting of the independent directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into the views of the Managing Director and Non-Executive Director. The same was discussed in the Board Meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

#### **Policy on directors' appointment and remuneration and other details**

The brief description of the Company's policy on Director's appointment and remuneration and other matters, has been disclosed in the Corporate Governance Report, which forms part of this Report.

#### **Audit committee**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Report.

### **11. AUDITORS:**

#### **Statutory Auditors**

Pursuant to the provisions of the Companies Act, 2013, the Company, at its AGM held on August 02, 2017, had appointed M/s.BSR & Associates LLP, Chartered Accountants (Firm Registration No.116231W/W-100024), as the Statutory Auditors of the Company for a period of five years till the conclusion of the 102<sup>nd</sup> AGM of the Company to be held in the year 2022. As per the provisions of the Companies Act, 2013, the said appointment was subject to ratification at each subsequent AGMs of the Company every year. However, as per the Companies (Amendment) Act, 2017, the related provision has been omitted, effective from May 07, 2018. Hence, the item for ratification of appointment of Statutory Auditor, which otherwise would have been part of the Ordinary Business in the Notice of the AGM, has been omitted this time.

#### **Cost Auditors**

M/s BBS & Associates, Cost Accountants (Registration No.00273), were the Cost Auditors of the Company for the FY 2017-18. The Board of Directors at their meeting held on May 28, 2018, has approved the re-appointment of the said firm as the Cost Auditors of the Company for the FY 2018-19 and has also recommended the Audit Fee payable to them. As per the provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, audit fee payable to the Cost Auditors is to be ratified by the members of the Company.

#### **Secretarial Auditors**

M/s BVR & Associates, Company Secretaries LLP (AAE-7079), were appointed as the Secretarial Auditors of the Company for the FY 2017-18.

#### **Auditor's Report and Secretarial Audit Report**

The Auditor's report and the Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks. The report of the Secretarial Auditor is given as an Annexure, which forms part of this Report.

### **12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not advanced any loans/guarantees, under section 186 of the Act, during the year. The details of the loans/guarantees/investments of the Company is given as an Annexure to this Report.

### **13. TRANSACTIONS WITH RELATED PARTIES**

None of the transactions with the related parties falls under the scope of Section 188 (1) of the Act. Information on transactions with related parties pursuant to Section 134 (3) (h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, are given as an Annexure in Form AOC-2 and the same forms part of this Report.

#### 14. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out as an Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility) Rules, 2014. For other details of the CSR Committee, please refer to the Corporate Governance Report, which forms part of this report. The Policy is available on the website of the Company (URL: <http://aspinwall.in/corporate-governance.php>).

#### 15. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Act, the extract of the Annual Return is given as an Annexure in the prescribed Form MGT-9, which forms part of this Report.

#### 17. PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration more than the prescribed levels as mentioned under Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the subsequent amendments thereto. The other information required under the said provisions are given below:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of Directors	Ratio to median remuneration
<b>Non Executive/Independent Directors*</b>	
Mr.C.R.R. Varma*	1.11
Mr.R.Sasiprabhu @	
Mr.K.R.N. Menon*	1.48
Mr.P.K. Sasidharan #	0.40
Vice Admiral Sushil Krishnan Nair (Retd.)*	0.94
Ms.Nina Nayar*	1.48
Shri. Avittam Thirunal Adithya Varma*	0.27
<b>Whole-Time Directors</b>	
Mr.Rama Varma – Managing Director	39.48
Mr.Venkitraman Anand - Executive Director	49.23

\*The remuneration for Non-Executive/Independent Directors are the Sitting Fees paid to them for attending the Board/Committee meetings held during the year. The same, varies, based on their attendance at the meetings.

#Retired from the Board of Directors w.e.f. September 30, 2017.

@ Resigned from the Board of Directors w.e.f. July 10, 2017

**b) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year:**

<b>Directors, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
Mr.C.R.R. Varma*	-5.71%
Mr.R.Sasiprabhu*	-33.33%
Mr.K.R.N. Menon*	22.22%
Mr.P.K. Sasidharan*	-74.47%
Vice Admiral Sushil Krishnan Nair (I. N. Retd.)*	75%
Ms.Nina Nayar*	2.33%
Shri.Avittam Thirunal Adithya Varma#	N.A.
Mr.Rama Varma (Managing Director)	16.38%
Mr.Venkitraman Anand (Executive Director) \$	34.57%
Mr.T.R.Radhakrishnan (Chief Financial Officer) @	35.94%
Mr.Neeraj R Varma (Company Secretary) @	67.09%

\* The remuneration for Non-Executive/Independent Directors are the Sitting Fees paid to them for attending the Board/Committee meetings held during the year. The same, varies, based on their attendance.

#Inducted as Additional Director during the FY 2017-18.

@The increase is due to the Variable Pay component as per the Policy of the Company and also due to the annual increments.

\$ The increase is due to the Variable Pay component pertaining to the FY 2016-17, which was paid in the year under review, as per the Policy of the Company and due to the annual increments.

- c) The percentage increase in the median remuneration of employees in the financial year: 28.93%
- d) The number of permanent employees on the rolls of the Company as on March 31, 2018: 770.
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average annual increase was 23.25%. Increase in the managerial remuneration for the year was 30.83% (the said increase is due to the Variable Pay component based on the Policy).
- f) The Company affirms that the remuneration is as per the remuneration policy of the Company.
- g) The top 10 employees of the Company in terms of the remuneration drawn during the year 2017-18 are enclosed as Annexure to this Report.

## **17. DEPOSITS FROM PUBLIC**

As reported last year, the Company has stopped accepting/renewing Fixed Deposits and has repaid all the Fixed Deposits as on March 31, 2015. The unclaimed interest amounts relating to the earlier Fixed Deposits are lying in the Interest Warrant Bank Account of the Company and is being transferred to the Investors' Education and Protection Fund ("IEPF") as and when it is due to be transferred, pursuant to the provisions of the Act.

## **18. FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **(a) Export activities, initiatives taken to increase export, etc.**

Coffee and Coir are the major export oriented business of the Company.

Our representative based at Netherlands over the past six years has been able to promote the activities of the Company across Europe. His efforts along with the visits of senior executives from India have helped the Company to retain and improve the customer base across Europe. During the year, the Companies' Executives along with our representative in Europe have participated/attended various exhibitions/trade fairs.

### **(b) Total foreign exchange used and earned**

During the year under review, the Company's foreign exchange earnings amounted to Rs.12,623 lacs compared to Rs.10,915 lacs in the previous year. The total outgo of foreign exchange amounted to Rs.42 lacs as against Rs.68 lacs in the previous year.

## **19. BUY-BACK**

The Company has not contemplated any buy-back of shares.

There has also been no change in the share capital of the Company during the FY 2017-18.

## **20. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION**

The particulars as prescribed under Section 134 (3) (m) of the Act, read with the Companies (Accounts) Rules, 2014, are not applicable to your Company.

## **21. SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

## **22. ENTERPRISE RISK MANAGEMENT**

The Board of Directors had also formulated a Risk Management Policy for identification, assessment, monitoring, mitigation and reporting procedures of enterprise risks. The Risks have been categorised under Strategic, Operational, Financial, Compliance and Project headings.

## **23. MENTORSHIP AND SUCCESSION PLANNING POLICY**

The Board of Directors has formulated a comprehensive policy for establishing a structured approach to ensure an internal supply of competent employees who can take up key positions when necessary. The roles, eligibility, time frame, integration with other Human Resource functions and Succession Planning process for the senior management has been spelt out in the Policy.

## **24. VIGIL MECHANISM/WHISTLE-BLOWER POLICY**

Vigil Mechanism is created pursuant to the provisions of Section 177 of the Act, which is an instrument, through which, genuine complaints regarding the Company can be reported by both the Directors as well as Employees of the Company to an authority. The Audit Committee has been identified for this purpose. The mode of operation of Vigil Mechanism has been defined by the Audit Committee. Adequate safeguards against victimisation of persons who use Vigil Mechanism to make a direct access to the Chairman of the Audit Committee is provided.

## **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank our customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragements to the Company. We would also place on record our sincere appreciation to all employees of the Company for their hard work and commitment.

The Directors appreciate and value the contributions made by every employee of the Aspinwall family.

By the Order of the Board

VENKITRAMAN ANAND  
Executive Director  
DIN 07446834

RAMA VARMA  
Managing Director  
DIN 00031890

Kochi,  
May 28, 2018.

### **Annexure -1- Annual Report on CSR activities**

Pursuant to Section 135 of Companies Act, 2013, we have set-up a Board Sub-Committee named CSR Committee, comprising of following members:

Mr. Rama Varma, Chairman  
Mr. K. R. N. Menon  
Ms. Nina Nayar  
Vice Admiral Sushil Krishnan Nair (I.N.Retd.)

#### **Objective:**

As outlined in our CSR Policy, our main objective is to be responsible to the society as a Corporate Citizen by streamlining and providing more focus and direction to the activities undertaken by the Company in this sphere.

#### **Brief Outline of the CSR Policy:**

Our Company focuses on the following thrust areas to bring a material impact:

- I. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water.
- II. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- III. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- IV. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- V. Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art and setting up of public libraries.
- VI. Measures for the benefit of armed forces veterans, war widows and their dependents.
- VII. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- VIII. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
- IX. Contributions of funds provided to technology incubators located within academic institutions which are approved by the Central Government.

#### **Financial Details**

Section 135 of the Companies Act, 2013 and Rules made thereunder prescribe that every Company having a net-worth of Rs.500 crore or more, or turnover of Rs.1000 crore or more or a net profit of Rs.5 crore or more during any financial year shall ensure that the Company spends, in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The provisions pertaining to the corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to Aspinwall and Company Limited.

The financial details as sought by the Companies Act, 2013, are as follows:

<b>Particulars</b>	<b>Amount (in Rs. lakhs)</b>
Average net profit of the company for the last three financial years	1079.53
Prescribed CSR expenditure (2% of the average net profit as computed above)	21.59
Details of CSR expenditure during the financial year:	
Total amount to be spent for the financial year	21.59
Amount spent	21.61
Amount unspent	Nil

The manner of the amount spent during the financial year is as follows:

(in Rs. lakhs)

Sl. No.	CSR project/ activity/ beneficiary	Location	Sector	Amount Outlay (Budget)	Amount spent	Cumulative Expenditure upto the reporting period	Amount spent directly or through implementing agency
1.	Improving Infrastructure facilities for a Charitable Society dealing with differently abled Orphans	Ernakulam	Improvement of Infrastructure facilities	17.83	17.83	17.83	Directly
2.	Improving Infrastructure facilities of Govt. Schools/ Colleges	Mangalore	Improvement of Infrastructure facilities Schools/ Colleges	1.78	1.78	1.78	Directly
3.	Renovation of Classrooms of School to set-up Smart Classrooms (Govt. of Kerala Project)	Malappuram	Promotion of Education	0.30	0.30	0.30	Directly
4.	Prime Minister's National Relief Fund	-	Prime Minister's National Relief Fund	1.70	1.70	1.70	Directly
		<b>TOTAL</b>		<b>21.61</b>	<b>21.61</b>	<b>21.61</b>	

### Our CSR Responsibilities

We hereby affirm that the CSR Policy has been implemented and the CSR Committee monitors the implementation of the CSR Projects and activities in compliance with our CSR objectives.

Sd/-

**VENKITRAMAN ANAND**  
Executive Director

Sd/-

**RAMA VARMA**  
Chairman, CSR Committee



## **Annexure - 2**

### **Details of Loans/Investments/Guarantees as per Section 186 of the Companies Act, 2013**

#### **Loans**

<b>Sl. No.</b>	<b>Loan granted to</b>	<b>Year of sanction</b>	<b>Nature</b>	<b>Particulars</b>	<b>Amount sanctioned (in Rs.)</b>	<b>Outstanding principal amount as on 31.03.2018 (in Rs.)</b>
1.	Aspinwall Geotech Limited*	2014	To settle the TIFAC Loan and for meeting the statutory liabilities.	Interest at the rate of 12.50% p.a.	65 lacs	51.21 lacs
2.	SFS Pharma Logistics Private Limited*	2015	Purchase of Fixed Assets and other working capital requirements	Interest at the rate of 12% p.a.	50 lacs	40 lacs

\*Wholly-owned subsidiary of Aspinwall and Company Limited.

#### **Guarantees**

During the year, the Company has not given any guarantees to any person. The guarantees given during the previous years, is detailed in the Notes to the Financial Statements.

#### **Investments**

During the year, the Company has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate. The details of investments made by the Company, during the previous years, is given in the Notes to the Financial Statements.

**Annexure - 3 - EXTRACT OF ANNUAL RETURN****FORM No. MGT- 9 as on March 31, 2018**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I REGISTRATION & OTHER DETAILS:**

1.	CIN	L74999KL1920PLC001389
2.	Registration Date	20/09/1920
3.	Name of the Company	Aspinwall and Company Limited
4.	Category/Sub-category of the Company	Public Limited Company/ Company Limited by Shares
5.	Address of the Registered office & contact details	Building No.926/A1 to A5, Devankulangara, Edappally, Kochi, Kerala, India – 682 024 E-mail: investors@aspinwall.in Ph:0484-2725400
6.	Whether listed company	Yes
7.	Stock Exchange	NSE, Symbol : ASPINWALL
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006 Contact Person: Vijayalakshmi.S, Ph: 0422 654995 E-mail:info@skdc-consultants.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company are mentioned below:

Sl. No.	Name and Description of main Product/service	Business Activity Code	% to total turnover of the company
1.	Logistics	H5	46
2.	Manufactured Coffee	C1	42

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

Sl.	Name and address of Subsidiary Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Aspinwall Technologies Limited Devankulangara, Edappally, Kochi - 682024.	U72200KL1977PLC002937	Subsidiary	100%	2(87)
2	Malabar Coast Marine Services Private Limited Devankulangara, Edappally, Kochi - 682024.	U05005KL1990PTC005764	Subsidiary	100%	2(87)
3	Aspinwall Geotech Limited Devankulangara, Edappally, Kochi - 682024.	U18101KL1994PLC008197	Subsidiary	100%	2(87)
4	SFS Pharma Logistics Private Limited Devankulangara, Edappally, Kochi - 682024.	U63090KL2011PTC029554	Subsidiary	100%	2(87)

#### IV SHARE HOLDING 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				No.of Shares held at the end of the year				
% of change	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
<b>(A) Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/ Hindu Undivided Family	2758056	116578	2874634	36.768	2874634	0	2874634	36.768	0.000
b) Central Government/ State Government(s)	0	0	0	0.000	0	0	0	0.000	0.000
c) Bodies Corporate	2165020	0	2165020	27.692	2165020	0	2165020	27.692	0.000
d) Financial Institutions/ Banks	0	0	0	0.000	0	0	0	0.000	0.000
e)Any Others(Specify)	0	0	0	0.000	0	0	0	0.000	0.000
TRUSTS	0	0	0	0.000	0	0	0	0.000	0.000
<b>Sub Total(A) (1)</b>	<b>4923076</b>	<b>116578</b>	<b>5039654</b>	<b>64.460</b>	<b>5039654</b>	<b>0</b>	<b>5039654</b>	<b>64.460</b>	<b>0.000</b>
<b>(2) Foreign</b>									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.000	0	0	0	0.000	0.000
b) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
c) Institutions	0	0	0	0.000	0	0	0	0.000	0.000
d) Qualified Foreign Investor	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Others(Specify)	0	0	0	0.000	0	0	0	0.000	0.000
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A) (1)+(A) (2)</b>	<b>4923076</b>	<b>116578</b>	<b>5039654</b>	<b>64.46</b>	<b>5039654</b>	<b>0</b>	<b>5039654</b>	<b>64.46</b>	<b>0.000</b>
<b>(B) Public shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/ UTI									
b) Financial Institutions / Banks	0	0	0	0.000	180	0	180	0.002	0.002
c) Central Government/ State Government(s)									
d) Venture Capital Funds									
e) Insurance Companies									
f) Foreign Institutional Investors									
g) Foreign Venture Capital Investors									
h) Qualified Foreign Investor									
i) Any Other (specify)									
FOREIGN PORTFOLIO INV ( CORP.CAT )									
<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>180</b>	<b>0</b>	<b>80</b>	<b>0.002</b>	<b>0.002</b>

(I) Category-wise Share Holding (*Continued*)

<b>(2)Non-institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	602743	11670	614413	7.859	433558	244	435802	5.574	-2.285
ii) Overseas									
<b>b) Individuals</b>									
i)Individual shareholders holding nominal share capital up to Rs 1 lakh	534933	616619	1151552	14.729	705408	423897	1129305	14.445	-0.284
ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh .	677814	243880	921694	11.789	712493	218680	931173	11.910	0.121
<b>c) Others (specify)</b>									
DIRECTORS & THEIR RELATIVES	0	542	542	0.007	0	130	130	0.000	-0.005
FOREIGN NATIONALS	300	0	300	0.004	0	0	0	0.000	-0.004
NON RESIDENT INDIANS	20900	26364	47264	0.604	22797	23208	46005	0.588	-0016
CLEARING MEMBERS	12903	0	12903	0.165	40488	0	40488	0.518	0.353
HINDU UNDIVIDED FAMILIES	29966	0	29966	0.383	45384	0	45384	0.580	0.197
Inv. Education and Protection Fund Auth.	0	0	0	0.000	150167	0	150167	1.921	1.921
<b>Sub-Total (B)(2)</b>	<b>1879559</b>	<b>899075</b>	<b>2778634</b>	<b>35.540</b>	<b>2110295</b>	<b>668159</b>	<b>2778454</b>	<b>35.538</b>	<b>-0.002</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1879559</b>	<b>899075</b>	<b>2778634</b>	<b>35.540</b>	<b>2110475</b>	<b>668159</b>	<b>2778634</b>	<b>35.540</b>	<b>0.000</b>
<b>C.Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>6802635</b>	<b>1015653</b>	<b>7818288</b>	<b>100.000</b>	<b>7150129</b>	<b>668159</b>	<b>7818288</b>	<b>100.000</b>	<b>0.000</b>

**B&C : Shareholding of Promoter including changes in the shareholding, if any:-**

**Shareholding of Promoters**

Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change 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	
NARAYANAN INVESTMENT TRUST PRIVATE LTD	1705884	21.819	0.000	1705884	21.819	0.000	0.000
H H MOOLAM THIRUNAL RAMA VARMA	1165344	14.905	0.000	1165344	14.905	0.000	0.000
H H GOURI PARVATHI BAYI	1044992	13.366	0.000	1044992	13.366	0.000	0.000
KUMARI INVESTMENT CORPORATION PVT LTD	459136	5.873	0.000	459136	5.873	0.000	0.000
POORURUTTATHI THIRUNAL MARTHANDA VARMA .	211270	2.702	0.000	211270	2.702	0.000	0.000
H H THIRUVATHIRA THIRUNAL LAKSHMI BAYI	151058	1.932	0.000	151058	1.932	0.000	0.000
H.H.ASWATHI THIRUNAL RAMA VARMA	115514	1.477	0.000	115514	1.477	0.000	0.000
AVITTAM THIRUNALADITHYA VARMA .	80916	1.035	0.000	80916	1.035	0.000	0.000
GOURI LAKSHMI BAYI	65890	0.843	0.000	65890	0.843	0.000	0.000
RAJARAJA VARMA CHEMPROL	37586	0.481	0.000	37586	0.481	0.000	0.000
Mr. R. KRISHNAKUMAR	1064	0.014	0.000	1064	0.014	0.000	0.000
Dr. GIRIJA VARMA	1000	0.013	0.000	1000	0.013	0.000	0.000
TOTAL	5039654	64.460	0.000	5039654	64.460	0.000	0.000

**D) Shareholding Pattern of top ten Shareholders:**  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl no	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	%	No.of Shares	%
1	I C D S LIMITED	232800	2.978	155988	1.995
2	MAHENDRA GIRDHARILAL	146872	1.879	146872	1.879
3	MIAMA POONNEN .	69300	0.886	68500	0.876
3	MIAMA POONNEN	22326	0.286	22326	0.286
4	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	80000	1.023	0	0.000
5	THE SAVAMALAI ESTATES LTD	73079	0.935	58742	0.751
6	RAMAH CHANDER	73000	0.934	62250	0.796
7	MRS.SUBHADRA REVI KARUNA KARAN	59106	0.756	59106	0.756
8	ACUMEN COMMODITIES (INDIA) LTD	50000	0.640	50000	0.640
9	DHARMAPALAN V	36000	0.460	36000	0.460
10	P K ALAMELU .	33634	0.430	30500	0.390
11	STOCK HOLDING CORPORATION OF INDIA LTD - A/C DERIVATIVES	0	0.000	47000	0.601
12	ZAKI ABBAS NASSER	0	0.000	40000	0.512
13	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0.000	150167	1.921
14	MR.K.S.SUNDARAM	32400	0.414	32400	0.414

**E) Shareholding of Directors and Key Managerial Personnel:**

NAME	Shareholding at the beginning of the year		Shareholding at the end of the year		% of Change during the year
	No.of Shares	%	No.of Shares	%	
1 H H MOOLAM THIRUNAL RAMA VARMA	1165344	14.905	1165344	14.905	0.000
2 RAJARAJA VARMA CHEMPROL	37586	0.481	37586	0.481	0.000
3 K.R.N.MENON	50	0.001	50	0.001	0.000
4 P.K SASIDHARAN*	50	0.001	50	0.001	0.000
5 KRISHNAN NAIR SUSHIL	30	0.000	30	0.000	0.000
6 AVITTAM THIRUNALADITHYA VARMA	80916	1.035	80916	1.035	0.000
7 RADHAKRISHNAN T R (CFO)	224	0.003	224	0.003	0.000

\*Retired from the Board of Directors effective from 30.09.2017.

**V) INDEBTEDNESS -**

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits*	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,547	275	-	2,822
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	2,547	275	-	2,822
<b>Change in Indebtedness during the financial year</b>				
Addition	4,352	-	-	4,352
Reduction	44	-	-	44
<b>Net Change</b>	4,308	-	-	4,308
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,855	275	-	7,130
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	6,855	275	-	7,130

\* As mentioned in the Board's Report, the Company has stopped accepting/renewing Fixed Deposits and has repaid all the fixed deposits as on March 31, 2015. The unclaimed interest amounts relating to the earlier Fixed Deposits are lying in the Unpaid Interest Warrant Account of the Company which comes to Rs.1.91 lacs as on March 31, 2018 shall be transferred to Investors' Education and Protection Fund ("IEPF") as and when it is due to be transferred, pursuant to the provisions of the Companies Act, 2013.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. REMUNERATION TO MANAGING DIRECTOR – MR.RAMA VARMA**

S.N.	Particulars of Remuneration	Total Amount (Rs. In lakhs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	54.91
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	3.23
5	Others:	-
	Total (A)	58.54
	Ceiling as per the Act	Refer Note*

\*In terms of the provisions of the Companies Act, 2013, the remuneration payable to Managing Director shall not exceed the prescribed limit as per Section 197 of the Companies Act, 2013. The remuneration paid to Managing Director is well within the said limit.

**D. REMUNERATION TO OTHER DIRECTORS (In Rs.)**

S. N.	Particulars of Remuneration	Name of Directors							Amount
		C.R.R. Varma	Avittam Thirunal Adithya Varma	K.R.N. Menon	P.K. Sasidharan	Vice Admiral Sushil Krishnan Nair (I. N. Retd.)	Nina Nayar	R. Sasiprabhu	Total
1	Independent Directors								
	Fee for attending Board / committee meetings	-	-	2,20,000	60,000	1,40,000	2,20,000	40,000	6,80,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify								
	<b>Total (1)</b>	-	-	2,20,000	60,000	1,40,000	2,20,000	40,000	6,80,000
2	Other Non-Executive Directors								
	Fee for attending board/committee meetings	1,65,000	40,000	-	-	-	-	-	2,05,000
	Commission	-	-	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-	-	
	<b>Total (2)</b>	<b>1,65,000</b>	<b>40,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,05,000</b>
	<b>Total (B)=(1+2)</b>	<b>1,65,000</b>	<b>40,000</b>	<b>2,20,000</b>	<b>60,000</b>	<b>1,40,000</b>	<b>2,20,000</b>	<b>40,000</b>	<b>8,85,000</b>
	Total Managerial Remuneration	1,65,000	40,000	2,20,000	60,000	1,40,000	2,20,000	40,000	8,85,000
	Overall Ceiling as per the Act*								

\*In terms of the provisions of the Companies Act, 2013, the Sitting Fee payable to the Directors shall not exceed the prescribed limit as per Section 197 of the Companies Act, 2013. The Sitting Fee paid to the Directors is well within the said limit.



### C. REMUNERATION TO EXECUTIVE DIRECTOR – MR.VENKITRAMAN ANAND

S.N.	Particulars of Remuneration	Total Amount (Rs. In lakhs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	70.26
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	2.74
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	-
5	Others:	-
	Total (A)	73.00
	Ceiling as per the Act	Refer Note*

\*In terms of the provisions of the Companies Act, 2013, the remuneration payable to Executive Director shall not exceed the prescribed limit as per Section 197 of the Companies Act, 2013. The remuneration paid to Managing Director is well within the said limit.

### B REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

(Rs. In lakhs)

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	56.17	14.22	70.39
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.23	-	1.23
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others	-	-	-
5	Others	-	-	-
	<b>Total</b>	<b>57.40</b>	<b>14.22</b>	<b>71.62</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offenses for the year ended March 31, 2018.

#### **Annexure 4**

#### **Particulars of the top 10 employees of the Company in terms of remuneration drawn during the year 2017-18**

Sl No.	Name	Designation	Remuneration (₹ in Lakhs)	Nature of employment	Qualification & experience	Date of commencement of employment	Age	Last employment held by such employee before joining the Company
1	Venkitraman Anand	ED	73	Permanent	B Com, 33 years	02.07.2013	55	Parry Agro Industries Ltd
2	Ronald Nauts	Sales manager	73	Permanent	PG in Business Economics, 14 Years	01.05.2012	45	Vaculux Daylight Systems, Netherlands
3	Thimmaiah KD	General Manager	68	Permanent	MSW, 41 years	09.05.1990	63	Pierce Leslie Ltd.
4	Rama Varma	MD	58	Permanent	B.Sc, 46 years	01.08.2005	68	Varma Exports
5	Radhakrishnan T.R.	CFO	57	Permanent	B.Com., FCA, 31 years	21.10.1991	55	Fraser & Ross
6	Jebachandran. J	General Manager	44	Permanent	FCA, 25 years	08.08.1994	50	Amaravathi Spinning Mills.
7	Mohan Kurian	General Manager	37	Permanent	MBA, 26 years	01.11.2002	60	CEAT limited
8	Gopalakrishnan K.V	Head HR	29	Permanent	PG Diploma in Personnel Management (22 years)	12.06.2013	46	Air Travel Enterprises India Ltd
9	Suman Ram	Asst. General Manager	29	Permanent	B.Com, 42 years	11.01.1976	62	Nil
10	Mahesh Kumar	Senior Manager	25	Permanent	B.Sc, 25 years	18.09.1992	61	Varma Exports Ltd.

## ANNEXURE - 5 - REPORT ON CORPORATE GOVERNANCE

### I. Company's Philosophy on Corporate Governance

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At Aspinwall, it is imperative that our Company affairs are managed in a fair and transparent manner.

The Code of Conduct for Directors and Senior Management reflects the company's expectations regarding adherence to high moral and ethical standards on which the Company's reputation has been so painstakingly founded.

### II. Board of Directors:

The Board, as on March 31, 2018, comprises 7 Directors of which 3 are Independent Directors. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he is a Director. Necessary disclosures regarding Committee positions have been made by all the Directors.

#### Composition and category of Directors

The names and categories of Directors, their attendance at the Board Meetings held during last year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies are given below:

#### a) The composition of the Board of Directors during the FY 2017-2018:

Name of Director	Executive/ Non-Executive	No. of outside Directorships*	Total no. of Committee Memberships in other companies**	Total no. of Chairmanships in other companies**
Mr. Rama Varma	Managing Director	1	4	Nil
Mr. C.R.R. Varma	Non-Executive (holds 37,586 equity shares in the Company)	2	Nil	Nil
Mr. K.R.N. Menon	Non-Executive Independent	1	Nil	Nil
Mr. Venkitraman Anand	Executive	-	Nil	Nil
Mr. P.K. Sasidharan	Non-Executive Independent	-	Nil	Nil
Vice Admiral sushil Krishnan Nair I.N. (Retd.)	-do-	-	Nil	Nil
Ms. Nina Nayar	-do-	1	Nil	Nil
Mr. R. Sasiprabhu	-do-	1	2	Nil
Mr. Avittam Thirunal Adithya Varma	Non-Executive (holds 80,916 equity shares)	-	-	-

\* Excludes Directorships in Indian Pvt. Ltd. Companies, Foreign Companies and Alternate Directorships.

\*\* Represents Memberships/Chairmanships of Audit Committee, Investors Grievance Committee, Nomination and Remuneration Committee and CSR Committee.

The dates on which the Board Meetings were held: May 25, 2017, August 17, 2017, November 02, 2017 and February 02, 2018.

Web-link where details of familiarization programmes are uploaded – [www.aspinwall.in](http://www.aspinwall.in)

b) The attendance of each Director at the Board Meetings and the last AGM which was held on August 02, 2017 is given below:

	Name of Director	No.of Board Meetings held	No.of Board Meetings attended	Attendance at last AGM
1	Mr. Rama Varma	4	4	Yes
2	Mr. C.R.R. Varma	4	4	Yes
3	Mr. K.R.N. Menon	4	4	Yes
4	Mr. P.K. Sasidharan *	2	1	No
5	Vice Admiral Sushil Krishnan Nair I.N. (Retd.)	4	3	No
6	Ms. Nina Nayar	4	4	No
7	Mr. R. Sasiprabhu**	1	1	NA
8	Mr.Venkitraman Anand\$	4	4	Yes
9.	Shri. Avittam Thirunal Adithya Varma#	3	2	NA

\*\*Mr.P.K.Sasidharan, Director, retired from the Board of Directors of the Company on the completion of his term on September 30, 2017.

\*\*Mr.R.Sasiprabhu resigned from the Board of Directors of the Company effective from July 10, 2017.

#Shri. Avittam Thirunal Adithya Varma was appointed as the Additional Director effective from August 17, 2017

\$Mr.Venkitraman Anand was inducted as the Executive Director of the Board of Directors effective from May 25, 2017.

### III. Committees of the Board

**Audit Committee:** As on March 31, 2018, the Audit Committee comprises four Non-Executive Directors of whom three are Independent Directors.

Role of Audit Committee:

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the Management, the annual Financial Statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) sub-section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in Accounting policies and practices and reason for the same.
  - Major Accounting entries involving estimates based on the exercise of judgment by the Management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the details of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Security of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever necessary.

11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
16. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders and shareholders (in case of non-payment of declared dividend) and creditors.
18. To carry out any other function as may be referred to by the Board.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as mentioned in Terms of Reference of Audit Committee.

The composition of the Audit Committee, meetings held and attendance is as follows:

Members of Audit Committee	No. of Meetings held	No. of meetings attended
Mr. K.R.N Menon (Chairman)	4	4
Mr. P.K. Sasidharan *	2	1
Mr. C. R. R. Varma	4	3
Vice Admiral Sushil Krishnan Nair (I.N.Retd)		
Mrs. Nina Nayar	4	4
Mr. R. Sasiprabhu#	1	1

\*Mr.P.K.Sasidharan, Director, retired from the Board of Directors of the Company on the completion of his term on September 30, 2017.

#Mr.R.Sasiprabhu, member of the Audit Committee, resigned from the Board of Directors of the Company effective from July 10, 2017.

The meetings of the Audit Committee were held on: May 25, 2017, August 17, 2017, November 02, 2017 and February 02, 2018. The Audit Committee Meetings are attended by the Managing Director, Chief Executive Officer/Executive Director, Chief Financial Officer, Company Secretary, and the representatives of the Statutory Auditors and Internal Auditors.

#### *Nomination and Remuneration Committee:*

As on March 31, 2018, the Committee consists of 3 Independent Non-executive Directors as follows:

Members of Remuneration Committee	Designation	Category
Ms.Nina Nayar	Chairperson	Non-Executive, Independent
Mr. K.R.N Menon	Member	Non-Executive, Independent
Vice Admiral Sushil Krishnan Nair(I.N.Retd)	Member	Non-Executive, Independent

Members of Nomination and Remuneration Committee during the year	No. of Meetings held (upto the date of retirement/from the date of induction to the Committee) during the year	No. of meetings attended
Ms. Nina Nayar (Chairperson)	3	3
Mr. P.K. Sasidharan *	2	1
Mr. K.R.N Menon	3	3
Vice Admiral Sushil Krishnan Nair (I.N.Retd)	1	1

\*Mr.P.K.Sasidharan, Director, retired from the Board of Directors of the Company on the completion of his term on September 30, 2017.

The meetings of the Nomination and Remuneration Committee were held on May 25, 2017, August 17, 2017 and February 02, 2018. The Nomination and Remuneration Policy of the Company is published in the web-link: [www.aspinwall.in](http://www.aspinwall.in).

Brief description of terms of reference:

The terms of reference of the Nomination and Remuneration Committee entails the formulation of different criteria for determining qualifications of directors, evaluation mechanism of the Independent Directors etc. The terms also includes the formulation of criteria for fixation of remuneration for Directors, Key Managerial Personnel and Senior Management personnel and also the Succession planning.

The Committee shall also carry out the evaluation of Directors, KMPs and Senior Management Personnel as may be considered necessary. The criteria for evaluation of Independent Directors are decided by the Nomination and Remuneration Committee, on an annual basis, which is basically connected to the attendance at the meetings, participation and contribution of ideas/points during the discussions of each agenda items of the Board/Committee Meetings, etc.

*Shareholders/Investors' Grievance Committee :*

The Shareholders/Investors' Grievance Committee has been constituted to oversee the redressal of Investors' complaints relating to Share Transfer/Transmissions, non-receipt of Annual Reports etc. Minor grievances are redressed by the Company Secretary/Share Transfer Agents. The composition of the Committee is as follows:

Members of Shareholders/ Investor's Grievance Committee	Designation	Category
Mr. K.R.N. Menon	Chairman	Non-Executive, Independent
Mr. C.R.R. Varma	Member	Non-Executive
Ms.Nina Nayar	Member	Non-Executive Independent

Mr.Neeraj R Varma, Company Secretary acts as the Compliance Officer with respect to the above Committee.

No meetings of the Shareholders/Investors' Grievance Committee were held during the Financial year 2017-2018. The Status of Investor Complaints are as below:

No.of Investor complaints received	No.of complaints disposed	No.of complaints pending at the end of the year
Nil	Nil	Nil

The Share Registrars and Transfer Agents appointed by the Company process all share transfers/transmissions. An internal committee consisting of the Chief Executive Officer, Company Secretary and Chief Financial Officer of the company look into and approve physical Share transfers/Transmissions periodically. Decisions taken by the Committee are placed before the Board in every meeting for noting.

**Share Committee**

As per the provisions of the Companies Act, 2013, issue of Duplicate Share Certificates requires the prior approval of the Board of Directors. In order to facilitate the requests of issue of Duplicate Share Certificates, a Sub-Committee of the Board of Directors was formed named "Share Committee" with the following composition:

Members of Share Committee	Designation	Category
Mr. P.K.Sasidharan*	Chairman	Non-Executive, Independent
Ms.Nina Nayar**	Member	Non-Executive, Independent
Mr. C.R.R.Varma	Member	Non-Executive
Mr. Venkitraman Anand	Member	Executive

\*Mr.P.K.Sasidharan, Director, retired from the Board of Directors of the Company effective from September 30, 2017.

\*\*Ms.Nina Nayar, Director, was then appointed as the Chairperson of the Share Committee.

During the year 2017-18, one meeting of the Share Committee was held on November 02, 2017.

### **Corporate Social Responsibility (CSR) Committee**

The composition and other details/information on the CSR Committee is given in detail at the Report on CSR Activities of the Directors' Report.

### **IV Internal Auditors**

The Company appointed M/s.Suri and Co., Chartered Accountants as Internal Auditors for the FY 2017-18 who have periodically verified the accounting and other functional procedures followed by the company and submitted reports to the Management.

### **V Code of Conducts**

The Company has adopted a Code of Conduct for the Directors and Senior Management of the Company and also another Code of Conduct for Prevention of Insider Trading. Compliance of these codes by all Board members and Senior Management personnel are ensured.

### **VI Details of remuneration to Directors**

The Non-Executive Directors are paid remuneration by way of sitting fees for every meeting of the Board and Committees attended at the rate of Rs.20,000/- for every meeting. No Sitting fee is paid for the CSR Committee, considering the social cause behind the constitution of the same. The members of the Share Committee are paid Sitting Fee at the rate of Rs.5,000/- per member for its every meeting. The Managing Director is paid salary, allowances and perquisites as approved by the Members.

No Commission is paid to the Non-Executive Directors on the Profits of the Company.

Details of remuneration paid to the Directors are provided in the annexures of Board's Report.

#### **a) Mr.Rama Varma – Managing Director**

<b>Particulars</b>	<b>Amount in Rs.</b>
Consolidated Salary / Month	4,00,000
HRA / Month	40,000
Annual Bonus	4,00,000
Medical Benefits / Year	70,000
<b>Total Per Annum</b>	<b>57,50,000</b>

*All other perquisites not included in the above remuneration shall be the same as detailed below:*

- Company's contribution to PF @ 12% of Basic, Rs 57,000 per month (Previous Term, Rs.48,000 per month),
- Company's contribution to Executive Staff Superannuation Fund, Rs 1,00,000 per annum,
- Gratuity as per the Rules applicable to the Executive Staff of the Company,
- Mediclaime premium, as applicable to the Executive Staff,
- Personal accident insurance premium, not exceeding Rs 4,000 per annum,
- Provision of car with chauffeur.

### **COMMISSION ON PROFITS:**

In addition to remuneration mentioned above, Commission on Profits shall be paid to Mr.Rama Varma as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

Net Profit upto Rs.10 Crores in a given Financial year: No commission payable  
Net Profit of Rs.10 Crores and above upto Rs.30 Crores: 1% of the total net profit in excess of Rs.10 Crores  
Net Profit of Rs.30 Crores and above: Rs.20 lakhs + 0.6% of profits in excess of Rs.30 Crores

**b) Mr.Venkitraman Anand – Executive Director**

Particulars	Amount in Rs.
Basic Salary p.a.	27,06,000
HRA p.a.	13,53,000
Annual Bonus	6,08,850
Medical Benefits / Year	2,25,500
<b>Total Per Annum</b>	<b>48,93,350</b>
<b>Other terms</b>	
Leave Encashment	As applicable to the Executive Staff of the Company

*All other perquisites not included in the above remuneration are as below:*

Company's contribution to PF @ 12% of the salary.

Company's contribution of 15% of Basic Pay to the Executive Staff Superannuation Fund (any taxable portion shall form part of the remuneration).

Gratuity as per the Rules applicable to the Executive Staff of the Company.

Mediclaime premium as applicable to the Executive Staff.

Reimbursement of chauffeur expenses as per the Policy of the Company.

Reimbursement of car expenses as per the Policy of the Company.

LTC as applicable to Executive Staff of the Company which is as per the Income tax Act, 1961 (any taxable portion shall form part of the remuneration).

**COMMISSION ON PROFITS:**

In addition to remuneration mentioned above, Commission on Profits shall be paid to Mr.Venkitraman Anand as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

Net Profit upto Rs.10 Crores in a given Financial year: No commission payable  
Net Profit of Rs.10 Crores and above upto Rs.30 Crores: 1% of the total net profit in excess of Rs.10 Crores  
Net Profit of Rs.30 Crores and above: Rs.20 lakhs + 0.6% of profits in excess of Rs.30 Crores

**VII Annual General Meetings and Dividend Declared:**

Financial Year	Date	Time	Location
2014-15	12-08-2015	10:30 a.m.	Gokulam Park, Kochi
2015-16	03-08-2016	10:30 a.m.	Gokulam Park, Kochi
2016-17	02-08-2017	10:30 a.m.	Gokulam Park, Kochi



Special Resolutions passed in the previous 3 AGMs:

Sl.No.	Date of AGM	Special Resolutions	Dividend
1.	12-08-2015	Nil	First and Final – 18%
2.	03-08-2016*	Nil	Nil
3.	02-08-2017	a) Re-appointment of Mr.Rama Varma as Managing Director and fixing of his remuneration. b) Appointment of Mr.Venkitraman Anand as Executive Director and fixing of his remuneration.	First and Final – 30%

\*The Company had declared an Interim Dividend of Rs.2.50 per equity share at its Board Meeting held on March 16, 2016, pertaining to the FY 2016-17, which was confirmed at the subsequent AGM.

No special resolution has been passed through postal ballot during the last year. No special resolution is, presently, proposed to be conducted through postal ballot.

#### VIII Disclosures:

Related party transactions during the year have been disclosed as a part of the Accounts as required under Indian Accounting Standards issued by the Institute of Chartered Accountants of India.

Risk assessment is done by the senior management on a regular basis and reviewed every quarter. Significant matters are brought to the notice of the Board and minimisation procedures adopted whenever deemed necessary

The Management Discussion & Analysis Report is incorporated in the Board's Report.

The criteria for making payments to the Non-Executive Directors have been uploaded in the web-link: [www.aspinwall.in](http://www.aspinwall.in).

#### IX. Means of communication:

- The Company declares its quarterly results through Stock Exchange and the same is uploaded to the website of the Company.
- The Company normally publishes its quarterly results in Financial Express and Mangalam newspapers.
- Website of the Company wherein the results are displayed: [www.aspinwall.in](http://www.aspinwall.in) under financials tab.
- Company in normal course of business does not provide any official news releases.
- Company has not made any presentations to institutional investors or to the analysts during the FY 2017-18.

#### X. General Shareholders' Information

- Registered Office: 926/A1 to A5, Devankulangara, Edappally P.O, Kochi-24.

b) Annual General Meeting :	
Date:	August 01, 2018
Day:	Wednesday
Time:	10.30 AM
Venue:	Gokulam Park, Kaloor, Kochi.
c) Date of Book Closure:	July 28, 2018 to August 01, 2018 (both days inclusive)
d) Plant location	
Coffee Processing:	Mangalore
Rubber Plantation:	Pullangode
Coir & Natural Fibre:	Pollachi

#### XII. Information pertaining to the Share Capital Distribution

These details are given in the Annexures to the Directors' Report.

### **XIII Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company.**

#### **a) Mr.M.Lakshminarayanan, Director**

Mr.M.Lakshminarayanan, is a graduate in mathematics from Kerala University and a Chartered Accountant by qualification. He was the Managing Partner (Tax) for Deloitte India from 2007 to 2015. He retired in 2015 from the said firm.

Mr.M.Lakshminarayanan joined M/s Fraser & Ross, a legacy firm of Deloitte in India in the year 1971 as an intern. He qualified as a Chartered Accountant securing ranks both at the intermediate and final level of the course. He was inducted as a Partner in the year 1981. He took charge as the Managing Partner of Bangalore office in the year 1989 and later moved to Mumbai when he was elevated as the Managing Partner (Tax) in 2007.

He has varied experience during the 44 year tenure with Deloitte and its legacy firm. He has led multiple financial advisory, forensic projects during his service. He has also served as the Chief Ethical Officer/ Risk & Reputation Leader prior to being elevated as a Managing Partner (Tax).

#### **b) Shri. Avittam Thirunal Adithya Varma**

Shri. Avittam Thirunal Adithya Varma, who hails from the Travancore Royal Family, was appointed as the Non-Executive Director of the Company effective from August 17, 2017. He's a Commerce graduate and is one of the Promoters of the Company holding 1.035% of the Paid-Up Equity Share Capital. He also has rich and varied experiences in other business ventures.

#### **c) Mr.Sushil Krishnan Nair**

Mr.Sushil Krishnan Nair, was appointed as the Independent Director of the Board effective from August 11, 2014 till September 30, 2018. The Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 28, 2018, had considered and recommended the re-appointment of Mr.Sushil Krishnan Nair for another period of 5 years.

Mr.Sushil Krishnan Nair graduated in Physics. He was commissioned into the Indian Navy as a sub-lieutenant in the year 1973. After completion of initial training, he was appointed to various sea-going and staff appointments. Having specialised in sub-marine warfare he was sent to Germany as commissioning crew of the sub-marine being acquired from there. He was elevated to the rank of Captain (I.N.) in the year 1995. He is an alumnus of the Naval War College and the national defence academy.

He became Vice Admiral in the year 2007 and was instrumental in the formulation of all nuclear and radiation safety policies. Vice Admiral initiated the strategic man-power policy for the Indian Navy, presenting the comprehensive changes in the induction and basic training of all naval personnel. He retired from Naval Services in May 2012.

#### **d) Mr.C.R.R.Varma**

Mr.C.R.R.Varma, was inducted into the Board of Directors in the year 1978 as the Managing Director. After serving as Managing Director for a period close to 30 years, he was retained as the Non-Executive Director effective from April 01, 2007. During the years, the experience and advices of Mr.C.R.R.Varma has contributed tremendously to the growth of the Company and hence the Board of Directors of the Company feels that his continued association with the Company would benefit the organisation in its further progress. He is also one of the promoters of the Company holding 37586 equity shares which is 0.48% of the paid-up equity share capital.

Pursuant to the amended provisions of the SEBI (LODR) Regulations, 2018, notified on May 09, 2018, the continued tenure of directorship, effective from April 01, 2019, of Mr.C.R.R.Varma, non-Executive Director, who has crossed the age of 75 years has to be passed through a Special Resolution. Hence, the Board, pursuant to the recommendations of Nomination and Remuneration Committee, has approved, subject to the consent of the shareholders vide Special Resolution, the continued appointment of Mr.C.R.R.Varma as Director for a period of 5 years effective from August 01, 2018.

#### **Director retiring by rotation:**

Mr.Rama Varma, Managing Director and who is one of the promoters, has been associated with the Company close to four decades and has contributed immensely for the furtherance of the business of the Company. He was designated as the Managing Director effective from 01.04.2007 and has been re-appointed by the Company, from time to time. Pursuant to the provisions of the Companies Act, 2013, Mr.Rama Varma, Director is liable to retire by rotation at this AGM. Mr.Rama Varma, Managing Director, being eligible, has offered himself for re-appointment.

#### XIV. ADDITIONAL INFORMATION:

##### a) Investors Relation Section :

The Investors Relation Section is located at the Registered Office of the Company

Contact	Mr.Neeraj.R.Varma, Company Secretary
Phone No.	0484-2725416
Fax No.	0484-2343400
Email:	investors@aspinwall.in

##### b) Bankers:

Syndicate Bank  
State Bank of India  
Axis Bank  
HDFC Bank  
Yes Bank

##### c) Auditors:

M/s. BSR & Associates LLP, Chartered Accountants, 3rd Floor, Syama Business Centre,  
NH Bypass Road, Vytilla, Kochi – 682 019.

##### d) Share Registrars and Transfer Agents:

M/s. S.K.D.C. Consultants Ltd., Registrars and Share Transfer Agents, Kanapathy Towers, 3<sup>rd</sup>  
Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006.

##### e) Cost Auditors:

M/s. BBS & Associates., Cost Accountants, 40/9708, First Floor, ST Reddiar & Sons (EKM),  
Veekshanam Road, Kochi – 682035. Tel: 0484 - 2354346 / 6004346

##### f) Secretarial Auditors:

M/s BVR & Associates, Swastika, 53/3933, Lal Salam Road, Off-Covent Road, Ponnurunni, Vyttila P.O., Kochi – 682019.

##### g) Stock Exchange:

The shares of the Company is listed at National Stock Exchange of India Limited, Exchange Plaza, 5<sup>th</sup> Floor, C/ 1 G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051. It is confirmed that the Company has paid the annual listing fee to the said Stock Exchange.

##### h) Stock Code: ASPINWALL

##### i) Market Price Data



j) **Web-link** of policies for determining the material subsidiaries and on dealing with the related party transactions: <http://aspinwall.in/investors.php>

**k) Dematting:**

The Company has dematted its shares with CDSL & NSDL. The ISIN No. allotted to the Company is INE991I01015.

**XV. Commodity Price Risk or foreign exchange risk and hedging activities**

Procurement of Coffee commences during the month of January to July every year. The price fluctuations, if any, subsequent to this period can affect the margins. There are no commodity hedging activities being done by the Company.

**XVI. Declaration Affirming Compliance of provisions of the Code of Conduct**

To the best of our knowledge and belief and on the basis of declarations given to us, we hereby affirm that all the Board Members and the Senior Management personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2018.

**XVII. Establishment of Vigil Mechanism and Whistle-Blower Policy**

The Company has established a Vigil Mechanism in its system and it is affirmed that no personnel has been denied access to the Audit Committee.

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

Kochi,  
May 28, 2018.

**RAMA VARMA**  
**Managing Director**  
**DIN 00031890**

**VENKITRAMAN ANAND**  
**Director**  
**DIN 07446834**

## **Annexure - 6**

### **Form AOC-2 – Particulars of contracts/arrangements with related parties**

*[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014]*

Form for 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 third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2017-18. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

Details of material contracts or arrangement or transactions at arm's length basis:

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts / arrangements / transactions: Not Applicable
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Date(s) of approval by the Board, if any: Not Applicable
- f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

For and on behalf of the Board of Directors

Sd/-  
**Venkitraman Anand**  
Director  
DIN 07446834

Sd/-  
**RAMA VARMA**  
Managing Director  
DIN 00031890

**Annexure - 7**  
**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 Personnel)**  
**Rules, 2014]**

To

**The Members**

**ASPINWALL AND COMPANY LIMITED**

**CIN: L74999KL1920PLC001389**

We, BVR & Associates Company Secretaries LLP, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aspinwall and Company Limited [CIN: L74999KL1920PLC001389] (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Aspinwall and Company Limited's books, papers, minutes book, forms and returns filed and other records produced to us and according to the information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31/03/2018 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid laws, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Aspinwall and Company Limited ("the Company") for the financial year ended on 31/03/2018 according to the provisions of:

1. The Companies Act, 2013 and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
4. Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - f. The Securities and Exchange Board of India (Depositories And Participants) Regulations, 1996
  - g. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

6. The Listing Agreement entered into by the Company with National Stock Exchange.

As informed to us the following other Laws specifically applicable to the Company as under:

1. The Factories Act, 1948.
2. Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013
3. The Plantation Labour Act, 1951
4. The Coffee Act, 1942
5. The Coir Industry Act, 1953
6. The Customs Broker Licensing Regulations, 2013
7. Other applicable Labour laws

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

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation.

In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to that extent.

**We report that, during the year under review:**

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company is a holding Company of another 4 companies namely Aspinwall Geotech Ltd, Aspinwall Technologies Ltd, Malabar Coast Marine Services Private Ltd and SFS Pharma Logistics Private Limited.
3. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Woman Director. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least 7 days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.
4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
6. The Company has advanced loans to its wholly owned subsidiary and the provisions have been complied with. It has not given guarantees and provided securities to directors and/or persons or firms or companies in which directors were interested.
7. The Company has made loans and investments or provided securities. The Company has not given guarantees to other business entities during the previous financial year.
8. The amount borrowed by the Company from banks was within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws. It has not made borrowings from its directors, members, bank(s)/ financial institution(s) and others.
9. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) or non-banking financial companies. The Company has not issued Debentures / collected Public Deposits.
10. The Company has created /modified or satisfied charges on the assets of the Company and complied with the applicable provisions of Companies Act 2013 and other Laws.

11. All registrations under the various States and Local Laws as applicable to the Company are valid.
12. The Company has not issued and allotted the securities during the period under scrutiny.
13. The Company has declared dividends to its shareholders during the period under scrutiny.
14. The Company has not issued debentures and not accepted fixed deposits.
15. The Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
16. The Company being a listed entity has complied with the provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
17. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the Company.

**We further report that:**

1. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Company has complied with the provisions of Equity listing Agreements and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with National Stock Exchange.
3. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the period under scrutiny.
4. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
5. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations are not applicable for the Company during the period under scrutiny.
6. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
7. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
8. The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
9. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity Shares are not applicable for the Company during the period under scrutiny.
10. The Company has complied with the provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
11. The Company had complied with the provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

**We further report that:**

The compliance with regard to the following Acts is pointed out below:

1. The Factories Act, 1948
  - a. Factory license is valid as on the report date.
  - b. Statutory registers as per Factories Act has been maintained.



2. Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013
  - a. The Company has a Policy and has constituted a committee against the Sexual Harassment of Women at Work Place and the policy has been published in the website of the Company.
  - b. As per the information and records available from the Company there were no complaints during the financial year in this regard and the Company ensures protection to the women employees.
3. The Plantation Labour Act, 1951
  - a. Overall Compliance under the Act complied by the Company.
  - b. The Company has made valid registration to work plantations over specified extent under the Act and rules issued thereunder.
4. The Coffee Act, 1942
  - a. Overall Compliance under the Act complied by the Company.
  - b. The Company has obtained valid license renewed upto 29/09/2018.
5. The Coir Industry Act, 1953
  - a. Overall Compliance under the Act made by the Company.
  - b. The Company has obtained requisite license valid upto 31/03/2022. An application for renewal of the license has been made, as informed.
6. The Customs Brokers Licensing Regulations, 2013
  - a. Overall Compliance under the Act made by the Company.
  - b. The Company has obtained requisite license valid for a period of 10 years from 12.07.2014
7. Payment of Bonus Act, 1965-Overall Compliance under the Act made by the Company
8. Industrial Disputes Act, 1947-Overall Compliance made under the Act by the Company
9. Payment of Gratuity Act, 1972-Overall Compliance made under the Act by the Company
10. Employees' Provident Funds & Misc. Provisions Act, 1952 -Overall Compliance under the Act made by the Company
11. Employees' State Insurance Act, 1948 -Overall Compliance under the Act made by the Company
12. Payment of Wages Act, 1936 -Overall Compliance under the Act made by the Company
13. Contract Labour (Regulation & Abolition) Act, 1970-Overall Compliance under the Act made by the Company
14. Maternity Benefit Act, 1961-Overall Compliance under the Act made by the Company
15. Trade Union Act, 1926 -Overall Compliance under the Act made by the Company
16. The Industrial Employment (Standing Orders) Act, 1946-Overall Compliance under the Act made by the Company
17. The Minimum Wages Act, 1948-Overall Compliance under the Act made by the Company
18. The Apprentices Act, 1961-Overall Compliance under the Act made by the Company
19. The Equal Remuneration Act, 1976-Overall Compliance under the Act made by the Company
20. The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 -Overall Compliance under the Act made by the Company
21. The Child Labour (Prohibition and Regulation) Act, 1986-Overall Compliance under the Act made by the Company

22. Other applicable labour acts -Overall Compliance under the Act made by the Company

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.

**FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP**

**Sd/-**

**CS N BALASUBRAMANIAN**

Designated Partner,

FCS No. F6439

C P No.: 4996

"Swastika", 31/1444, Lal Salam Road,

Off. Convent Road, Ponnurunni,

Vyttila P. O., Cochin - 682 019.

LLP IN AAE - 7079

Ernakulam

19/05/2018

**‘ANNEXURE’**

To

**The Members**

**ASPINWALL AND COMPANY 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. 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 BVR & Associates Company Secretaries LLP**

**Sd/-**

**CS N BALASUBRAMANIAN**

**Designated Partner,**

**FCS No. F6439**

**C P No.: 4996**

"Swastika", 31/1444, Lal Salam Road,  
Off. Convent Road, Ponnuranni,  
Vyttila P. O., Cochin - 682 019.  
LLP IN AAE - 7079

Ernakulam

19/05/2018

**TO THE MEMBERS OF ASPINWALL AND COMPANY LIMITED**  
**INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE REPORT**

This certificate is issued in accordance with the terms of our engagement letter dated 04 August, 2017.

Aspinwall and Company Limited ('the Company') requires Independent Auditor's Report on Corporate Governance as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 April 2017 to 31 March 2018.

**Managements' Responsibility**

The preparation of the Corporate Governance report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations for the period 1 April 2017 to 31 March 2018. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

**Auditors' Responsibility**

Pursuant to the requirements of the Listing Regulations, our responsibility is to state whether the Company has complied with the above said conditions of Corporate Governance for the period 1 April 2017 to 31 March 2018.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2017 to 31 March 2018 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we state that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of Listing Regulations, as applicable.

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

**Restriction on use**

The Certificate is issued solely for the purpose of complying with the relevant regulations of the Listing Regulations for the period 1 April 2017 to 31 March 2018 and may not be suitable for any other purpose.

*for* **B S R & Associates LLP**

*Chartered Accountants*

Firm registration number: 116231W/W-100024

**Vikash Somani**

*Partner*

Membership No: 061272

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

Registered Office : 926/A1-A5, Devankulangara,  
Edappally, Kochi-682024. India

Tel : +91 484 274 5400, Fax : +91 484 234 3400

Email : investors@aspinwall.in

## CEO/CFO CERTIFICATION

To  
The Board of Directors  
Aspinwall and Company Limited.  
Kochi - 24

Certificate in connection with the results for the financial year ended on 31<sup>st</sup> March, 2018

- a) We have reviewed the working results for the financial year ended 31<sup>st</sup> March, 2018 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes in internal control over financial reporting during the period;
  - ii. Significant changes in accounting policies during the period; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-  
(RAMA VARMA)  
**Managing Director**  
DIN 00031890

Sd/-  
(T. R. RADHAKRISHNAN)  
**Chief Financial Officer**

Place : Kochi,  
Date : 28<sup>th</sup> May, 2018.

# **INDEPENDENT AUDITOR'S REPORT**

## **TO THE MEMBERS OF**

### **ASPINWALL AND COMPANY LIMITED**

#### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Aspinwall and Company Limited ('the Company'), which comprise the balance sheet as at 31 March 2018, the Statement of profit and loss, the Statement of changes in equity and the Statement of cash flows for the year then ended, and summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit/ loss (including other comprehensive income) (financial performance), changes in equity and cash flows 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.

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 judgements 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS 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 Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

**Independent Auditor's Report (Continued)**  
**To the Memers of Aspinwall And Company Limited**

**Auditors' Responsibility (Continued)**

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

**Opinion**

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

**Other matters**

The comparative financial information of the Company for the year ended 31 March 2017 and the transition date opening balance sheet as at 1 April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31 March 2017 and 31 March 2016 dated 25 May 2017 and 26 May 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our report is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act;

**Independent Auditor's Report (Continued)**  
**To the Memers of Aspinwall And Company Limited**

**Report on Other Legal and Regulatory Requirements (Continued)**

- (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- 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 has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 29 to the standalone Ind AS financial statements;
  - ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 33 to the standalone Ind AS financial statements;
  - iii. there has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company; and
  - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in the audited standalone financial statements for the year ended 31 March 2017 have been disclosed.

**for B S R & Associates LLP**

*Chartered Accountants*

Firm's registration number: 116231W/W-100024

Sd/-

**Vikash Somani**

*Partner*

Membership number: 061272

Kochi

28 May 2018



## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the Members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2018. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year. No material discrepancies were noticed on such verification.
  - (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 other than the following:
    - i. The title of land included in Plantation Land and Development, that was taken on long term lease is under dispute (refer Note 29 to the standalone Ind AS financial statements).
    - ii. The Company is in the process of rectifying the defects in the title to 69 cents of land parcel in Shasthamangalam which is currently disclosed under assets held for sale in Note 8 to the standalone Ind AS financials statements (Nil as at 31 March 2018).
    - iii. The long-term lease agreement for land in Willington Island with Cochin Port Trust (CoPT) has expired and the Company is in the process of renewing the lease arrangement. The carrying value of building constructed on this land is Rs 59 lakhs as at 31 March 2018.
- Immovable properties of land and buildings whose title deeds have been pledged as security for borrowings are held in the name of the Company, based on the confirmations directly received by us from lenders.
- (ii) The inventories, except inventories with third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material. For inventories lying with third parties at the year-end, written confirmations have been obtained by the management.
  - (iii) The Company has granted loans to two companies covered in the Register maintained under Section 189 of the Companies Act, 2013 (the 'Act').
    - (a) In our opinion and according to the information and explanations given to us, the terms and conditions on which the loans were granted to the companies listed in the Register maintained under Section 189 of the Act are not prejudicial to the Company's interest.
    - (b) In the case of the loans granted to the companies listed in the Register maintained under Section 189 of the Act, the borrowers have been regular in the repayment of the principal and payment of interest, wherever stipulated.
    - (c) There are no amounts of loans granted to companies, firms, limited liability partnerships or other parties listed in the Register maintained under section 189 of the Act, which are overdue for more than ninety days.

### **Annexure - A to the Independent Auditors' Report (continued)**

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made and guarantees given. Further, there is no security given in respect of which provisions of Sections 185 and 186 of the Act are applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant Rules framed thereunder.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

- (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, Goods and Service Tax, cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in some cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise, Value added tax, Goods and Service Tax, cess and any other material statutory dues were in arrears, as at 31 March 2018, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income - tax or Sales tax or Service tax or Duty of customs or Duty of excise or Value added tax or Goods and Service tax which have not been deposited by the Company on account of disputes, except for the following:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (in Rs. in lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	9	April, 2006 to March, 2010	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	1,167	April, 2004 to March, 2012	Customs, Excise and Service Tax Appellate Tribunal, Chennai
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	93	October, 2006 to March, 2011	Customs, Excise and Service Tax Appellate Tribunal, Kakinada
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	4	May, 2010 to August, 2010	Customs, Excise and Service Tax Appellate Tribunal, Vizag
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	43	FY 2009-15	Commissioner (Appeals), Chennai
Kerala Value Added Tax Act, 2003	Kerala Value Added Tax	49	FY 2007-08	Kerala Value Added Appellate Tribunal
The Kerala Agricultural Income Tax Act, 1991	Agricultural Income Tax	78	FY 2012-14	Kerala Sales Tax Appellate Tribunal, Ernakulam

### **Annexure - A to the Independent Auditors' Report *(continued)***

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from government, debenture holders and financial institutions during the year.
- (ix) According to the information and explanations given to us and based on examination of the records of the Company, the term loans obtained during the year were applied for the purpose for which they were obtained. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) 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 examination of the records of the Company, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- (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 Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable 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 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 him.
- (xvi) According to the information and explanation given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**for B S R & Associates LLP**

*Chartered Accountants*

Firm's registration number: 116231W/W-100024

Sd/-

**Vikash Somani**

*Partner*

Membership number: 061272

Kochi

28 May 2018

## **ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

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

We have audited the internal financial controls over financial reporting of Aspinwall and Company Limited ('the Company') as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on 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 the Institute of Chartered Accountants of India ('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 internal financial controls over financial reporting 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 the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both 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 internal financial controls over financial reporting 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 internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

## **Annexure - B to the Independent Auditors' Report (*continued*)**

### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to standalone financial statements 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 the ICAI.

**for B S R & Associates LLP**

*Chartered Accountants*

Firm's registration number: 116231W/W-100024

Sd/-

**Vikash Somani**

*Partner*

Membership number: 061272

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

## BALANCE SHEET AS AT 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

	Notes	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	5,261	5,165	5,182
Capital work-in-progress	4	1,782	1,210	566
Biological assets other than bearer plants	42	405	370	370
Financial assets				
Investments	5	20	20	123
Loans	6	40	-	18
Other financial assets	7	203	192	175
Deferred tax assets (net)	39	323	294	246
Other non-current assets	8	306	283	460
<b>Total non-current assets</b>		<b>8,340</b>	<b>7,534</b>	<b>7,140</b>
<b>Current assets</b>				
Inventories	9	10,778	6,136	5,800
Financial assets				
Investments	5	89	85	81
Trade receivables	10	3,388	2,686	3,040
Cash and cash equivalents	11	237	287	390
Bank balances other than cash and cash equivalents	11	61	166	134
Other financial assets	7	2,073	2,113	2,278
Other current assets	8	997	1,699	1,752
<b>Total current assets</b>		<b>17,623</b>	<b>13,172</b>	<b>13,475</b>
<b>Total assets</b>		<b>25,963</b>	<b>20,706</b>	<b>20,615</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Equity share capital	12	782	782	782
Other equity		12,369	11,321	10,501
<b>Total equity</b>		<b>13,151</b>	<b>12,103</b>	<b>11,283</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Borrowings	13	1,000	1,067	1,195
Provisions	14	223	724	701
<b>Total non-current liabilities</b>		<b>1,223</b>	<b>1,791</b>	<b>1,896</b>
<b>Current liabilities</b>				
Financial liabilities				
Borrowings	13	5,702	1,178	2,805
Trade payables	15	884	451	171
Other financial liabilities	16	2,430	3,235	2,377
Other current liabilities	17	1,104	1,107	1,318
Provisions	14	1,469	841	765
<b>Total current liabilities</b>		<b>11,589</b>	<b>6,812</b>	<b>7,436</b>
<b>Total equity and liabilities</b>		<b>25,963</b>	<b>20,706</b>	<b>20,615</b>

### Significant accounting policies

2

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No.: 061272

Kochi

28 May 2018

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

Managing Director

DIN: 00031890

**T.R. Radhakrishnan**

Chief Financial Officer

Kochi

28 May 2018

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

# ASPINWALL AND COMPANY LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

31 MARCH 2018

(All amounts in Indian rupees lakhs)

	Notes	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Income</b>			
Revenue from operations	18	28,094	24,460
Other income	19	453	582
<b>Total income</b>		<b>28,547</b>	<b>25,042</b>
<b>Expenses</b>			
Cost of materials consumed	20	9,662	8,108
Purchases of stock-in-trade	21	392	262
Changes in inventories of finished goods and stock -in-trade	22	(565)	149
Employee benefits expense	23	3,447	3,386
Finance costs	24	477	571
Depreciation and amortisation expense	25	249	232
Other expenses	26 and 27	12,500	10,517
<b>Total expenses</b>		<b>26,162</b>	<b>23,225</b>
<b>Profit before exceptional items and tax</b>		<b>2,385</b>	<b>1,817</b>
Exceptional items	28	310	322
<b>Profit before tax</b>		<b>2,075</b>	<b>1,495</b>
<b>Tax expense:</b>	39		
Current tax		782	658
Deferred tax credit		(27)	(25)
<b>Net tax expense</b>		<b>755</b>	<b>633</b>
<b>Profit for the year</b>		<b>1,320</b>	<b>862</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified subsequently to statement of profit and loss</i>			
Remeasurement of defined benefit liability	40	(5)	(65)
Income tax related to items that will not be reclassified to profit or loss	39	2	23
<b>Total other comprehensive income for the year, net of income tax</b>		<b>(3)</b>	<b>(42)</b>
<b>Total comprehensive income for the year</b>		<b>1,317</b>	<b>820</b>
<b>Earnings per equity share</b>			
(Equity shares of face value Rs. 10 each)	30		
Basic (Rs.)		16.88	11.02
Diluted (Rs.)		16.88	11.02
<b>Significant accounting policies</b>	2		

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No.: 061272

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

Managing Director

DIN: 00031890

**T.R. Radhakrishnan**

Chief Financial Officer

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi  
28 May 2018

Kochi  
28 May 2018

# ASPINWALL AND COMPANY LIMITED

## STATEMENT OF CHANGES IN EQUITY

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

For the year ended 31 March 2017

Particulars	Equity share capital	Other equity				Total equity attributable to equity share-holders of the Company
		Reserves and surplus		Items of other comprehensive income	Total	
		Retained earnings	General reserve	Remeasurements of the net defined benefit liability		
Balance at 1 April 2016	782	801	9,700	-	10,501	11,283
Profit for the year-	-	862	-	-	862	862
Other comprehensive income for the year (net of tax)	-	-	-	(42)	(42)	(42)
Total comprehensive income for the year	-	862	-	(42)	820	820
Transferred to general reserve	-	(500)	-	-	(500)	(500)
Transfer from retained earnings	-	-	500	-	500	500
Total contributions by and distributions to owners	-	(500)	500	-	-	-
Balance at 31 March 2017	782	1,163	10,200	(42)	11,321	12,103

For the year ended 31 March 2018

Particulars	Equity share capital	Other equity				Total equity attributable to equity share-holders of the Company
		Reserves and surplus		Items of other comprehensive income	Total	
		Retained earnings	General reserve	Remeasurements of the net defined benefit liability		
Balance at 1 April 2017	782	1,163	10,200	(42)	11,321	12,103
Profit for the year	-	1,320	-	-	1,320	1,320
Other comprehensive income for the year (net of tax)	-	-	-	(3)	(3)	(3)
Total comprehensive income for the year	-	1,320	-	(3)	1,317	1,317
Transferred to general reserve	-	(600)	-	-	(600)	(600)
Transfer from retained earnings	-	-	600	-	600	600
Dividend paid during the year	-	(235)	-	-	(235)	(235)
Dividend distribution tax paid during the year	-	(34)	-	-	(34)	(34)
Total contributions by and distributions to owners	-	(869)	600	-	(269)	(269)
Balance at 31 March 2018	782	1,614	10,800	(45)	12,369	13,151

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/W-100024

**Vikash Somani**

Partner

Membership No.: 061272

Kochi  
28 May 2018

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

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**T.R. Radhakrishnan**

Chief Financial Officer

Kochi  
28 May 2018

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030



# ASPINWALL AND COMPANY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Cash flows from operating activities</b>		
Profit before taxes	2,075	1,495
<b>Adjustments to reconcile profit to net cash used in operating activities</b>		
Depreciation and amortisation	249	232
Finance costs	477	571
Interest income	(30)	(51)
Provision for diminution in the value of investments	-	105
Provision for reduction in recoverable value of assets held for sale	310	217
(Profit)/ loss on sale of property, plant and equipment	(4)	2
Profit on sale of rubber trees (bearer plants)	(105)	(131)
Gain on remeasurement of biological assets	(35)	-
Dividend income	(70)	(9)
Liabilities/provisions no longer required written back	(143)	(157)
Bad trade receivables written off	32	25
Provision for doubtful trade receivables/ reimbursable expenses and advances	55	70
Net unrealised exchange (gain) / loss	3	(9)
Remeasurment of defined benefit liability	(5)	(65)
<b>Operating cash flows before working capital changes</b>	<b>2,809</b>	<b>2,295</b>
<i>Working capital changes</i>		
Increase in inventories	(4,642)	(336)
(Increase)/decrease in trade receivable	(778)	301
Decrease in other financial asses	-	204
Decrease/ (increase) in other assets	261	(38)
Increase in trade payables	448	299
(Decrease)/ increase in other financial liabilities	(617)	541
Increase/ (decrease) in other liabilities	47	(161)
Increase in provisions	141	50
<b>Cash (used in)/ generated from operating activities before taxes</b>	<b>(2,331)</b>	<b>3,155</b>
Income taxes paid, net of refund	(677)	(591)
<b>Net cash (used in)/ generated from operating activities (A)</b>	<b>(3,008)</b>	<b>2,564</b>

# ASPINWALL AND COMPANY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018 *(continued)*

(All amounts in Indian rupees lakhs)

	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Cash flows from investing activities</b>		
Capital expenditure on property, plant and equipment including capital advances	(783)	(733)
Repayment of loan by subsidiary company	3	-
Loan given to subsidiary company	-	(34)
Proceeds from sale of property, plant and equipment	114	134
Advance repaid towards sale of land	(50)	(50)
Bank deposits not considered as cash and cash equivalents		
- placed	-	(53)
- matured (net)	112	-
Current investments not considered as cash and cash equivalents		
- purchased	(4)	(4)
Purchase of long-term investments	-	(2)
Interest received	30	46
Dividend received		
- subsidiary	66	5
- others	4	4
<b>Net cash used in investing activities (B)</b>	<b>(508)</b>	<b>(687)</b>
<b>Cash flows from financing activities</b>		
Proceeds from long-term borrowings	585	490
Repayment of long-term borrowings	(526)	(440)
Net increase / (decrease) in working capital borrowings	4,249	(1,352)
(Increase)/ decrease in earmarked bank balances not considered as cash and cash equivalents	(15)	6
Finance costs (including borrowing costs capitalised)	(571)	(678)
Transfer to investor education and protection fund	(5)	(4)
Dividend paid	(216)	(2)
Tax on dividend	(34)	-
<b>Net cash generated from/ (used in) financing activities (C)</b>	<b>3,467</b>	<b>(1,980)</b>

# ASPINWALL AND COMPANY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018 *(continued)*

(All amounts in Indian rupees lakhs)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Decrease in cash and cash equivalents, net (A+B+C)</b>	<b>(49)</b>	<b>(103)</b>
Cash and cash equivalents at the beginning of the year	287	390
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	(1)	-
<b>Cash and cash equivalents at the end of the year (refer note 11)</b>	<b>237</b>	<b>287</b>

### Significant accounting policies (refer to note 2)

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/W-100024

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Vikash Somani**

Partner

Membership No.: 061272

**Rama Varma**

Managing Director

DIN: 00031890

**K.R.N. Menon**

Chairman

DIN: 00877505

**T.R. Radhakrishnan**

Chief Financial Officer

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi

28 May 2018

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

## 1 Reporting entity

Aspinwall and Company Limited ("the Company") is one of the earliest commercial enterprises in the Malabar Coast, established in the year 1867, by the English trader, John H. Aspinwall. The Company is registered under the Companies Act, 1956

The Company has its registered office at Devankulangara, Edapally, Cochin – 682 024. The company has diversified business activities comprising logistics services across 9 branches in India, rubber plantations at Malappuram, coffee processing and trading at Mangalore, natural fiber division at Aleppey and Pollachi, Sales office in Hertogenbosch (Netherlands). The company caters to both domestic and international markets.

The Equity Shares of the Company were earlier listed with Cochin Stock Exchange Ltd and Madras Stock Exchange Ltd, as reported in earlier financial statements. The shares of the Company are now listed at National Stock Exchange of India Ltd, effective from 14 June, 2016.

## 2 Basis of preparation and significant accounting policies

### 2.1 Statement of Compliance

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013, (the 'Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

The Company's standalone financial statements up to and for the year ended 31 March 2017 were prepared in accordance with accounting principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) and other relevant provisions of the Act.

As these are the Company's first financial statements prepared in accordance with Ind AS, Ind AS 101, *First-time Adoption of Indian Accounting Standards* has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 3.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 28 May 2018.

Details of the Company's accounting policies are included in Note 2.6 to 2.25.

### 2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

### 2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Biological assets	Fair value less cost to sell
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018  
(Continued)

## 2.4 Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### i. Judgements:

There are no significant judgments made in applying accounting policies that have the most material effects on the amounts recognised in the financial statements.

### ii. Assumptions and estimation uncertainties:

#### a. Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of Company's assets are determined by Management at the time the asset is acquired and reviewed periodically, including each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### b. Others:

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2018 is included in the following notes:

- Notes 14, 29 and 33 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 42 – determining the fair value of biological assets;
- Note 41 – impairment of financial assets;
- Note 40 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 8 – Assets held for sale;
- Note 39 – Deferred tax asset.

## 2.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as interest rates, guarantee commission rates and pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.5 Measurement of fair values (continued)

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 2.6 Revenue recognition

### Sale of goods

Domestic sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax, value added tax, excise duty and goods and service tax. Export sales are recognised when goods are boarded to vessel at which point the risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

### Income from services

Income from services such as stevedoring, clearing and forwarding, shipping and liner agencies are accounted as and when the jobs are completed on a percentage of completion basis. Despatch money is recognized as and when the amounts are realized considering the uncertainties involved both in the amount of despatch money and recoverability thereof.

### Rubber Tree sales

Revenue from sale of non-yielding rubber trees is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the felling and removal of the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer, the sale of trees is recognised when sale consideration is received.

### Export incentives

Export incentive are recognised as income on accrual basis in the year of export, based on eligibility and when there is no uncertainty in receiving the same.

### Other income

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired).

Dividend income is recognised in the statement of profit and loss on the date on which the right to receive payment is established.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018  
(Continued)

## 2.7 Discounts

Discounts are provided based on individual contracts/ operating arrangements entered into with the customers on accrual basis.

## 2.8 Inventories

Inventories are measured at the lower of cost and the net realisable value after providing for obsolescence and other losses, wherever considered necessary. Cost is determined on the following basis:

Particulars	Method of Valuation
Coffee bought from registered dealers	Specific identification basis
Raw materials, stores and spare parts and trading goods	Weighted average basis

Cost includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition including octroi and other levies, transit insurance and receiving charges. Inventory is charged to statement of profit and loss on consumption. Cost of finished goods includes appropriate proportion of overheads.

## 2.9 Property, plant and equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Replanting expenses of rubber trees are capitalised under bearer plants (plantation land and development).

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost also includes interest on borrowings attributable to acquisition/ construction of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in progress comprises of the cost of fixed assets that are not yet ready for their intended use as on the balance sheet date.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.9 Property, plant and equipment (continued)

### ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 3 on Ind AS 101).

### iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

### iv. Depreciation

Depreciation is provided on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives prescribed in Schedule II to the Companies Act, 2013 using the Straight Line Method ('SLM').

In respect of bearer plants, the life of rubber trees is estimated at 25 years from the year of planting and the cost of these trees is amortised on a SLM basis over the yielding period from the year in which the tapping is commenced which is normally from 7th year of plantation.

Buildings constructed over leasehold land are depreciated over the period of the lease or estimated useful lives whichever is shorter.

Depreciation on additions during the year is provided for on a pro-rata basis i.e, from the date on which asset is acquired. Depreciation on disposals is provided on a pro-rata basis i.e. upto the date on which asset is disposed off.

## 2.10 Financial Instruments

### i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

The Company measures a financial asset or financial liability at its fair value. In the case of a financial asset or financial liability measured not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability are adjusted in the value of financial asset or financial liability.

### ii. Classification and subsequent measurement

#### a. Financial assets:

On initial recognition, a financial asset is classified as measured at:

- amortised cost; or
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.10 Financial Instruments (continued)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

### ***b. Financial liabilities: Classification, subsequent measurement and gains and losses:***

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **iii. Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **iv. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **v. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

### **vi. Foreign exchange forward contracts**

The Company enters into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.11 Biological assets

Biological assets, i.e. living plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

## 2.12 Non-current assets or disposal group held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss. Once classified as held-for-sale, property, plant and equipment and investment properties are no longer amortised or depreciated.

## 2.13 Impairment

### i. Impairment of financial instruments

#### *a. Recognition*

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit or loss.

#### *b. Presentation of allowance for expected credit losses in the balance sheet*

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### *c. Write off:*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### ii. Impairment of non-financial assets

The Company's non-financial assets, other biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## **Impairment of non-financial assets (Continued)**

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## **2.14 Provisions, contingent liabilities and contingent assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities and contingent assets are not recognised in the financial statements. Contingent liabilities are disclosed in the financial statements unless the possibility of any outflow in settlement is remote. Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

## **2.15 Employee benefits**

Employee benefits include short-term employee benefits, provident fund, superannuation fund, employee state insurance scheme, social security and insurance in the case of foreign national employee, gratuity and compensated absences.

### **i. Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.15 Employee Benefits (continued)

(b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave, whichever is earlier.

### ii. Post employment benefits

**Provident Fund:** Contributions to defined contribution schemes such as Provident Fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company namely "Aspinwall & Co. Ltd. Provident Fund" (for employees not covered by the own fund the contributions are made to Government administered provident fund scheme).

In respect of Aspinwall & Co. Ltd Provident Fund, the interest paid / payable to the beneficiaries every year is notified by the Government and the company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate and recognises such obligation, if any, determined based on actuarial valuation as at the balance sheet date, as an expense. Such provision in the rules of the provident fund would tantamount to a guarantee of a specified rate of return. As per Ind AS 19, where in terms of any plan the enterprise's obligation is to provide the agreed benefits to current and former employees and the actuarial risk (that benefits will cost more than expected) and investment risk fall, in substance, on the enterprise, the plan would be a defined benefit plan.

In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions.

**Gratuity:** The Company's gratuity benefit scheme is a defined benefit plan which is administered through Company managed Trust "Aspinwall & Co. Ltd Gratuity Fund". The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

**Superannuation:** The Company makes contributions equal to a specified percentage of the covered employee's basic salary and DA, to a fund managed by the Life Insurance Corporation of India (LIC). The Company has no further obligations beyond its contributions.

**Others:** Employee State Insurance Scheme, Social Security and insurance in the case of foreign national employee are also considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018  
(Continued)

## 2.15 Employee Benefits (continued)

### iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31 March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

## 2.16 Leases

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

## 2.17 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## 2.18 Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

## 2.19 Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.19 Income Tax (continued)

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### iii. Minimum alternative tax (MAT) credit

Minimum alternative tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income-Tax Act, 1961) over normal income-tax is recognised as an asset by crediting the statement of profit and loss only when and to the extent there is convincing evidence that the company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

## 2.20 Earnings per share (EPS)

Basic earnings per share ('EPS') is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive.

## 2.21 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the standalone Ind AS financial statements for the year ended 31 March, 2018

(Continued)

## 2.22 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

All operating segments' operating results are reviewed regularly by the Company's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

## 2.23 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

## 2.24 Operating Cycle

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

## 2.25 Goods and Service Tax ('GST') input credit

GST input credit is accounted for in the books in the period in which the underlying goods or service received is accounted and when there is reasonable certainty in availing / utilising the credits.

### Recent accounting pronouncements

#### Standards issued but not yet effective

*Ind AS 115, Revenue from contracts with customers:*

On 28 March 2018, Ministry of Corporate Affairs (MCA) notified Ind AS 115. The new standard requires an entity to recognise revenue which depicts the transfer of promised goods or services to customers for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires disclosures about the nature, amount, timing and uncertainty of revenue and cash flow arising from the entity's contracts with customers.

The effective date of adoption of Ind AS 115 is financial year beginning on or after 1 April 2018, with an option for retrospective adoption. The Company has evaluated the effect Ind AS 115 on the financial statements and the impact is not material.

*Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:*

On 28 March 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment rules, 2018 containing Appendix B to Ind AS 21, which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

The amendment will come into force from 1 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Company from April 1, 2017.

### **Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

### **Amendment to Ind AS 102**

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

No impact is expected on account of this amendment as the company does not have share based payments



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### Note 3

#### First time adoption of Ind AS

These are the Company's first standalone financial statements prepared in accordance with Ind AS. For the year ended 31 March 2017, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ("previous GAAP"/ "IGAAP").

The accounting policies set out in Note 2 have been applied in preparing these standalone Ind AS financial statements for the year ended 31 March 2018 including the comparative information for the year ended 31 March 2017 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2016.

In preparing its Ind AS balance sheet as at 1 April 2016 and in presenting the comparative information for the year ended 31 March 2017, the Company has adjusted amounts reported previously in standalone financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in re stating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

#### A. Optional exemptions availed

In preparing these standalone financial statements, the Company has availed the following optional exemptions:

- (i) in respect of property, plant and equipment, the Company has elected to continue with the carrying value as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment, and
- (ii) in respect of investment in subsidiaries, the Company has elected to measure investments at previous GAAP carrying amount at the date of transition.

#### B. Mandatory exceptions availed

##### 1. Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS or at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL.
- Fair valuation of biological assets measured at fair value less cost to sell.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

##### 2. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations

The following reconciliations provides the effect of transition to Ind AS from previous GAAP in accordance with Ind AS 101

### Reconciliation of equity as previously reported under IGAAP to Ind AS

	Notes	Opening balance sheet as at 1 April 2016			Balance sheet as at 31 March 2017		
		Previous GAAP*	Effects of transition to Ind AS	Ind AS	Previous GAAP*	Effects of transition to Ind AS	Ind AS
<b>Assets</b>							
<b>Non-current assets</b>							
Property, plant and equipment		5,182	-	5,182	5,165	-	5,165
Capital work-in-progress		566	-	566	1,210	-	1,210
Biological assets other than bearer plants	A	-	370	370	-	370	370
Financial assets							
Investments		123	-	123	20	-	20
Loans		18	-	18	-	-	-
Other financial assets		175	-	175	192	-	192
Deferred tax assets (net)	B	418	(172)	246	503	(209)	294
Other non current assets		460	-	460	283	-	283
<b>Total non current assets</b>		<b>6,942</b>	<b>198</b>	<b>7,140</b>	<b>7,373</b>	<b>161</b>	<b>7,534</b>
<b>Current assets</b>							
Inventories		5,800	-	5,800	6,136	-	6,136
Financial assets							
Investments		81	-	81	85	-	85
Trade receivables		3,040	-	3,040	2,686	-	2,686
Cash and cash equivalents		390	-	390	287	-	287
Bank balances other than cash and cash equivalents		134	-	134	166	-	166
Other financial assets		2,278	-	2,278	2,113	-	2,113
Other current assets		1,752	-	1,752	1,699	-	1,699
<b>Total current assets</b>		<b>13,475</b>	<b>-</b>	<b>13,475</b>	<b>13,172</b>	<b>-</b>	<b>13,172</b>
<b>Total assets</b>		<b>20,417</b>	<b>198</b>	<b>20,615</b>	<b>20,545</b>	<b>161</b>	<b>20,706</b>
<b>Equity and liabilities</b>							
<b>Equity</b>							
Equity share capital		782	-	782	782	-	782
Other equity	C	10,303	198	10,501	11,160	161	11,321
<b>Total equity</b>		<b>11,085</b>	<b>198</b>	<b>11,283</b>	<b>11,942</b>	<b>161</b>	<b>12,103</b>
<b>Non current liabilities</b>							
Financial liabilities							
Borrowings		1,195	-	1,195	1,067	-	1,067
Provisions		701	-	701	724	-	724
<b>Total non current liabilities</b>		<b>1,896</b>	<b>-</b>	<b>1,896</b>	<b>1,791</b>	<b>-</b>	<b>1,791</b>
<b>Current liabilities</b>							
Financial liabilities							
Borrowings		2,805	-	2,805	1,178	-	1,178
Trade payables		171	-	171	451	-	451
Other financial liabilities		2,377	-	2,377	3,235	-	3,235
Other liabilities		1,318	-	1,318	1,107	-	1,107
Provisions		765	-	765	841	-	841
<b>Total current liabilities</b>		<b>7,436</b>	<b>-</b>	<b>7,436</b>	<b>6,812</b>	<b>-</b>	<b>6,812</b>
<b>Total liabilities</b>		<b>9,332</b>	<b>-</b>	<b>9,332</b>	<b>8,603</b>	<b>-</b>	<b>8,603</b>
<b>Total equity and liabilities</b>		<b>20,417</b>	<b>198</b>	<b>20,615</b>	<b>20,545</b>	<b>161</b>	<b>20,706</b>

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations (continued)

#### Reconciliation of statement of profit and loss as previously reported under IGAAP to Ind AS

	Year ended 31 March 2017			
	Notes	Previous GAAP*	Effects of transition to Ind AS	Ind AS
<b>Income</b>				
Revenue from operations		24,460	-	24,460
Other income	A	475	107	582
<b>Total Income</b>		<b>24,935</b>	<b>107</b>	<b>25,042</b>
<b>Expenses</b>				
Cost of materials consumed		8,108	-	8,108
Purchases of stock-in-trade		262	-	262
Changes in inventories of finished goods and stock -in-trade		149	-	149
Employee benefits expenses	B	3,451	(65)	3,386
Finance costs		571	-	571
Depreciation and amortisation		232	-	232
Other expenses		10,517	-	10,517
<b>Total expenses</b>		<b>23,290</b>	<b>(65)</b>	<b>23,225</b>
<b>Profit before exceptional items and tax</b>		<b>1,645</b>	<b>172</b>	<b>1,817</b>
Exceptional items		(322)	-	(322)
<b>Profit before tax</b>		<b>1,323</b>	<b>172</b>	<b>1,495</b>
<b>Tax expense:</b>				
Current tax		658	-	658
Short provision for tax relating to prior years		-	-	-
Net current tax expense		658	-	658
Deferred tax	C	(85)	60	(25)
<b>Net tax expense</b>		<b>573</b>	<b>60</b>	<b>633</b>
<b>Profit for the year</b>		<b>750</b>	<b>112</b>	<b>862</b>
<b>Other comprehensive income</b>				
<b>Items that will not be reclassified subsequently to profit or loss</b>				
Remeasurement of defined benefit liability	D	-	(65)	(65)
Income tax related to items that will not be reclassified to statement of profit or loss		-	23	23
<b>Other comprehensive income</b>		<b>-</b>	<b>(42)</b>	<b>(42)</b>
<b>Total comprehensive income for the year</b>		<b>750</b>	<b>70</b>	<b>820</b>

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations (continued)

#### Explanations for reconciliation of balance sheet as previously reported under previous GAAP to Ind AS

##### A Biological assets other than bearer plants

The Company has teak, rose wood and mahagony trees in plantation division which were not recognised in books under previous GAAP. Under Ind AS 41 these trees are considered as biological assets and accounted in the books at fair value. The fair value of biological assets on transition was at Rs 370 lakhs and have been recognised in retained earnings as at the date of transition.

##### B Other tax assets

Under Ind AS, deferred tax has been recognised on fair valuation of biological assets and fair valuation of forward contracts.

##### C Other equity

Under Ind AS, retained earnings as at 1 April 2016 and 31 March 2017, has been adjusted consequent to above Ind AS transition adjustments.

#### Explanations for reconciliation of statement of profit and loss as previously reported under previous GAAP to Ind AS

##### A Reclassification of fair value movement of cash flow hedges

Under previous GAAP, the Company was accounting for the fair valuation movement of forward contracts (cash flow hedges) directly in reserves following hedge accounting principles. Under Ind AS, the Company has opted to account for fair value movement on cash flow hedges through statement of profit and loss as they do not meet the requirements of hedge accounting principles of Ind AS 109.

##### B Employee benefits expenses

Under Ind AS, remeasurements ie. actuarial gains and losses and the return on plan assets, excluding those included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income instead of statement of profit and loss. Under the previous GAAP, these measurements were forming part of profit and loss for the year. As a result of this change, the profit for the year ended 31 March 2017 increased by Rs 65 lakhs. There is no impact on the total equity as at 31 March 2017.

##### C Deferred tax

Deferred tax has been recognised on the adjustment made on transition to Ind AS namely, fair valuation of biological assets and fair valuation of forward contracts.

##### D Other comprehensive income

Under Ind AS all items of income and expenses recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as other comprehensive income includes remeasurement of defined benefit plans. The concept of comprehensive income did not exist under previous GAAP.

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

## 4 Property, plant and equipment

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

Reconciliation of carrying amount	Freehold land	Buildings (refer Note 4.1 and 4.2 below)	Plant and equipment	Furniture and fixtures	Vehicles	Office equipments	Bearer plants (plantation land and development)	Total	Capital work in progress (refer Note 32)	Total
<b>Cost or deemed cost</b>										
Balance at 1 April 2016	2,320	1,008	484	30	286	24	1,030	5,182	566	5,748
Additions / adjustments	-	8	65	8	6	17	116	220	649	869
Deletions	-	-	(7)	(1)	(2)	(12)	(32)	(54)	-	(54)
Capitalisation	-	-	-	-	-	-	-	-	(5)	(5)
<b>Balance at 31 March 2017</b>	<b>2,320</b>	<b>1,016</b>	<b>542</b>	<b>37</b>	<b>290</b>	<b>29</b>	<b>1,114</b>	<b>5,348</b>	<b>1,210</b>	<b>6,558</b>
Balance at 1 April 2017	2,320	1,016	542	37	290	29	1,114	5,348	1,210	6,558
Additions / adjustments	2	56	138	-	4	20	130	350	591	941
Deletions	-	-	(14)	(3)	(26)	(10)	(25)	(78)	-	(78)
Capitalisation	-	-	-	-	-	-	-	-	(19)	(19)
<b>Balance at 31 March 2018</b>	<b>2,322</b>	<b>1,072</b>	<b>666</b>	<b>34</b>	<b>268</b>	<b>39</b>	<b>1,219</b>	<b>5,620</b>	<b>1,782</b>	<b>7,402</b>
<b>Accumulated depreciation</b>										
Balance at 1 April 2016	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	(43)	(54)	(8)	(53)	(14)	(60)	(232)	-	(232)
Deletions	-	-	6	1	2	12	28	49	-	49
<b>Balance at 31 March 2017</b>	<b>-</b>	<b>(43)</b>	<b>(48)</b>	<b>(7)</b>	<b>(51)</b>	<b>(2)</b>	<b>(32)</b>	<b>(183)</b>	<b>-</b>	<b>(183)</b>
Balance at 1 April 2017	-	(43)	(48)	(7)	(51)	(2)	(32)	(183)	-	(183)
Depreciation for the year	-	(44)	(65)	(7)	(53)	(15)	(65)	(249)	-	(249)
Deletions	-	-	9	3	26	10	25	73	-	73
<b>Balance at 31 March 2018</b>	<b>-</b>	<b>(87)</b>	<b>(104)</b>	<b>(11)</b>	<b>(78)</b>	<b>(7)</b>	<b>(72)</b>	<b>(359)</b>	<b>-</b>	<b>(359)</b>
<b>Carrying amount (net)</b>										
At 1 April 2016	2,320	1,008	484	30	286	24	1,030	5,182	566	5,748
<b>At 31 March 2017</b>	<b>2,320</b>	<b>973</b>	<b>494</b>	<b>30</b>	<b>239</b>	<b>27</b>	<b>1,082</b>	<b>5,165</b>	<b>1,210</b>	<b>6,375</b>
<b>At 31 March 2018</b>	<b>2,322</b>	<b>985</b>	<b>562</b>	<b>23</b>	<b>190</b>	<b>32</b>	<b>1,147</b>	<b>5,261</b>	<b>1,782</b>	<b>7,043</b>

### Note 4.1

Include buildings constructed on a land whose lease period expired on 28 June 2016 and application for the renewal of the lease is pending before the Cochin Port Trust.

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gross Block	Net Block	Gross Block	Net Block
Office building (30,000 square feet) - Willington Island	36	6	36	7
Godown - Willington Island	306	53	306	56
<b>Total</b>	<b>342</b>	<b>59</b>	<b>342</b>	<b>63</b>

### Note 4.2

Include Buildings constructed on a land whose lease period expires on 31 December 2023

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gross Block	Net Block	Gross Block	Net Block
Office building - Tuticorin	49	15	49	15
<b>Total</b>	<b>49</b>	<b>15</b>	<b>49</b>	<b>15</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>5 Investments</b>			
<b>Non-current investments, unquoted</b>			
<u>Investments in equity instruments</u>			
<i>(i) of subsidiaries (fully paid-up) at cost</i>			
<b>Malabar Coast Marine Services Private Limited, India</b>			
50,035 (31 March 2017: 50,035; 1 April 2016: 50,035)			
equity shares of Rs.10 each	1	1	1
<b>Aspinwall Geotech Limited, India</b>			
1,200,000 (31 March 2017: 1,200,000; 1 April 2016: 1,200,000)			
equity shares of Rs.10 each	116	116	116
Less: provision for diminution in value	(116)	(116)	(116)
<b>SFS Pharma Logistics Private Limited, India</b>			
1,000,000 (31 March 2017: 1,000,000; 1 April 2016: 1,000,000)			
equity shares of Rs.10 each	100	100	100
Less: provision for diminution in value	(100)	(100)	
<b>Aspinwall Technologies Limited</b>			
161,280 (31 March 2017: 161,280; 1 April 2016: 161,280)			
equity shares of Rs.10 each	16	16	16
<i>(ii) of other entities (fully paid-up) at Fair Value Through Profit or Loss (FVTPL)</i>			
<b>Kailas Rubber Company Limited, India</b>			
13 (31 March 2017: 13; 1 April 2016: 13) equity shares of Rs.10 each	*	*	*
<b>Thirumbadi Rubber Company Limited, India</b>			
Nil (31 March 2017: 10; 1 April 2016: 10) equity shares of Rs.10 each	-	*	*
<b>Cochin Stock Exchange Limited</b>			
911 (31 March 2017: 911; 1 April 2016: 911) equity shares of Rs.10 each	1	1	1
<b>Cochin Waste 2 Energy Private Limited</b>			
50,000 (31 March 2017: 50,000; 1 April 2016: 50,000)			
equity shares of Rs.10 each	5	5	5
Less: Provision for diminution in value	(5)	(5)	-
<b>Kerala Enviro Infrastructure Limited</b>			
20,000 (31 March 2017: 20,000; 1 April 2016: Nil) equity shares of Rs.10 each	2	2	-
<u>Investment in Government Securities</u>			
National Savings Certificate (NSC)	*	*	*
	<b>20</b>	<b>20</b>	<b>123</b>
<b>Current investments</b>			
<u>Investments in mutual funds (unquoted) at FVTPL:</u>			
UTI Fixed Income Interval Fund-I-Quarterly Interval Plan-Retail Option-Direct Dividend Plan Reinvestment 888,645.604 (31 March 2017: 850,588.229, 1 April 2016: 810,114.771) units	89	85	81
	<b>89</b>	<b>85</b>	<b>81</b>
(i) Aggregate amount of quoted investments at market value	-	-	-
(ii) Aggregate amount of unquoted investments	330	326	320
(iii) Aggregate amount of impairment in the value of investment	(221)	(221)	(116)
<b>6 Loans</b>			
<b>Non-current</b>			
<i>Unsecured, considered good unless otherwise specified</i>			
Loan to subsidiaries			
SFS Pharma Logistics Private Limited (refer note 34)	40	-	7
Aspinwall Geotech Limited (refer note 34)	-	-	11
	<b>40</b>	<b>-</b>	<b>18</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>7 Other financial assets</b>			
<b>Non-current</b>			
<i>Unsecured, considered good</i>			
Deposits	109	104	108
Non-current bank balances in earmarked accounts			
- margin money deposit	43	51	37
- deposit receipts pledged with customs, sales tax and other government authorities	30	14	12
Other advances	20	22	16
Insurance claims	1	1	1
Accruals			
- interest accrued on deposits	-	*	*
- interest accrued on loans and advances to subsidiaries	-	-	1
	<b>203</b>	<b>192</b>	<b>175</b>
<b>Current</b>			
<i>Unsecured, considered good</i>			
Loans and advances to related parties (refer note 34)	51	94	42
Deposits	250	190	160
Employee advances	39	33	34
Loan to DLF Aspinwal Hotels Private Limited	-	-	75
Unbilled revenue	291	81	134
Accruals			
- interest accrued on deposits	2	6	9
- export incentives (duty drawback benefits / Vishesh Krishi and Gram Udyog Yojana(VKGUY)/ Merchandise Exports from India Scheme(MEIS))	384	261	389
- interest accrued on loans and advances to subsidiaries	23	19	10
	<b>1,040</b>	<b>684</b>	<b>853</b>
Contractually reimbursable expenses:			
considered good **	1,033	1,429	1,425
considered doubtful	75	81	65
	1,108	1,510	1,490
Less: provision for doubtful contractually reimbursable expenses (refer note 41)	75	81	65
	<b>1,033</b>	<b>1,429</b>	<b>1,425</b>
	<b>2,073</b>	<b>2,113</b>	<b>2,278</b>
<b>** Includes debts from a wholly owned subsidiary company</b>			
SFS Pharma Logistics Private Limited	11	9	4

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>8 Other assets</b>			
<b>Non-current</b>			
Capital advances	65	36	43
Advance tax - income tax (net of provision)	236	232	408
Balance with sales tax authorities	2	11	7
Prepaid expenses	3	4	2
	<b>306</b>	<b>283</b>	<b>460</b>
<b>Current</b>			
Prepaid expenses	27	35	32
Balances with government authorities			
- GST credit receivable	64	14	15
- VAT refund receivable	40	178	315
- service tax refund receivable	23	23	23
- service tax advance	25	25	8
- customs/ port advance	15	35	27
Fair value change in outstanding forward exchange contracts	65	234	127
Income tax refund due	-	140	-
Others *	15	16	63
	<b>274</b>	<b>700</b>	<b>610</b>
Advance to contractors	239	204	123
Less: provision for doubtful advances	6	7	-
	<b>233</b>	<b>197</b>	<b>123</b>
Fixed assets held for sale - land	1,017	1,019	1,019
Less: provision for reduction in recoverable value	527	217	-
	<b>490</b>	<b>802</b>	<b>1,019</b>
	<b>997</b>	<b>1,699</b>	<b>1,752</b>
<b>* Includes debts from a wholly owned subsidiary company</b>			
SFS Pharma Logistics Private Limited	7	-	2



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>9 Inventories (at lower of cost and net realisable value)</b>			
(a) Raw materials			
Coffee	7,123	3,187	2,637
PVC resin	36	34	33
Coir	137	55	104
	<b>7,296</b>	<b>3,276</b>	<b>2,774</b>
(b) Finished goods			
Coffee	3,211	2,671	2,901
Mats and mattings	-	-	8
Rubber	38	59	24
	<b>3,249</b>	<b>2,730</b>	<b>2,933</b>
(c) Stock in trade			
Coffee	81	34	-
Mattresses	19	20	-
	<b>100</b>	<b>54</b>	<b>-</b>
(d) Stores and spares	133	76	93
	<b>10,778</b>	<b>6,136</b>	<b>5,800</b>
<b>10 Trade receivables</b>			
Unsecured			
considered good*	3,388	2,686	3,040
considered doubtful	85	74	58
	3,473	2,760	3,098
Allowances for expected credit loss (refer note 41)	(85)	(74)	(58)
	<b>3,388</b>	<b>2,686</b>	<b>3,040</b>
* Includes debts from a wholly owned subsidiary company SFS Pharma Logistics Private Limited - considered good	9	2	6
<b>11 Cash and bank balances</b>			
<b>A. Cash and cash equivalents</b>			
Balances with banks (refer note 41)			
(i) In current accounts	214	272	374
(ii) In EEFC accounts	7	*	1
(iii) In deposit accounts	10	8	8
Cash on hand (refer note 44)	6	7	7
<b>Total cash and cash equivalents - (A)</b>	<b>237</b>	<b>287</b>	<b>390</b>
<b>B. Bank balances other than cash and cash equivalents</b>			
In earmarked accounts			
- unclaimed dividend accounts	50	35	42
- margin money deposit	-	120	82
- interest warrant account	2	2	2
- deposits receipts pledged with customs, sales tax and other government authorities	9	9	8
<b>Other bank balances - (B)</b>	<b>61</b>	<b>166</b>	<b>134</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>12 Equity share capital</b>			
<b>Authorised capital</b>			
25,000,000 (31 March 2017: 25,000,000, 1 April 2016: 25,000,000) equity shares of Rs.10 each	2,500	2,500	2,500
	2,500	2,500	2,500
<b>Issued, subscribed and paid-up capital</b>			
7,818,288 (31 March 2017: 7,818,288, 1 April 2016: 7,818,288) equity shares of Rs.10 each fully paid up	782	782	782
	782	782	782

**a. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:**

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning of the year	7,818,288	782	7,818,288	782	7,818,288	782
Number of shares issued during the year	-	-	-	-	-	-
Number of shares at the end of the year	7,818,288	782	7,818,288	782	7,818,288	782

**b. Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of the equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

**c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

**i) Equity shares:**

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<i>Equity shares</i>						
M/s. Narayanan Investment Trust Private Limited	1,705,884	21.82%	1,705,884	21.82%	1,705,884	21.82%
Mr. Rama Varma	1,165,344	14.91%	1,165,344	14.91%	1,165,344	14.91%
Her Highness Gouri Parvathi Bayi	1,044,992	13.37%	1,044,992	13.37%	1,044,992	13.37%
M/s Kumari Investment Corporation Private Limited	459,136	5.87%	459,136	5.87%	459,136	5.87%

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### d. Details of buyback, bonus shares, issue for consideration other than for cash for past 5 years

There were no shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than for cash and shares bought back during the 5 years immediately preceding the balance sheet date.

- e. The Company does not have a holding company and none of the shares are held by any of the subsidiary companies.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>13 Borrowings</b>			
<b>Non-current</b>			
<i>Secured</i>			
Term loans from banks	1,000	1,067	920
<i>Unsecured</i>			
Loan from subsidiary company (refer note 34)	-	-	275
	<u>1,000</u>	<u>1,067</u>	<u>1,195</u>
<b>Current</b>			
<i>Secured</i>			
Current portion of secured bank loan	428	302	124
Loan repayable on demand	687	286	384
Packing credit loan from banks	4,740	892	2,421
<i>Unsecured</i>			
Loan from subsidiary company (refer note 34)	275	275	-
	<u>6,130</u>	<u>1,755</u>	<u>2,929</u>
Less: amount included under other financial liabilities	<u>(428)</u>	<u>(577)</u>	<u>(124)</u>
	<u>5,702</u>	<u>1,178</u>	<u>2,805</u>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 13 Borrowings (Continued)

#### Details of securities, terms and conditions on borrowings

Type of borrowings	Lenders name	Outstanding as on 31 March 2018	Outstanding as on 31 March 2017	Outstanding as on 01 April 2016	Tenure	Security and maturity term	Repayment Schedule
Secured term loans from banks	YES Bank Limited	1,393	1,290	925	5 1/4 Years	Secured by exclusive charge over the land in Sy no.3138/2 and 3139/9 at Kowdiar Village, Trivandrum and proposed building to be constructed and further an exclusive charge over the lease rentals/ cash flow from the proposed building.	The term loan is repayable in 21 quarterly installments of commencing from 20 December 2016 and carry interest at base rate, presently @ 10.25% (previous year @ 10.25%) per annum
Secured term loans from banks	Axis Bank Limited	4	17	29	4 Years	Secured by a charge on/ hypothecation of assets bought under the loan	The term loan is repayable in 48 equal monthly installments commencing from 15 August 2014 and carry interest @10.25% (previous year @ 10.25%) per annum.
Secured term loans from banks	HDFC Bank Limited	31	62	90	3 Years	Secured by a charge on/ hypothecation of assets bought under the loan	The term loan is repayable in 36 equal monthly installments commencing from 5 March 2016 and carry interest @ 9.50% (previous year @9.50%) per annum.
Loan repayable on demand	Syndicate Bank	687	286	384	Yearly renewal	The bank overdraft and packing credit loan from Syndicate Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 120 days of the company.	Bank overdraft is repayable on demand and carry interest at base rate + 0.50%, presently @ 8.95% (previous year @10.10%) per annum.
Packing credit loan from banks	Syndicate Bank	3,790	892	2,070	Yearly renewal	Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation scheme, presently @ 6.45 % (previous year @6.60%) per annum.
Packing credit loan from banks	State Bank of India	219	-	14	Yearly renewal	Packing credit loan from State Bank of India is secured by hypothecation of stock and receivables of natural fibre division.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @ 5.70% (previous year @ 6.70%) per annum.
Packing credit loan from banks	HDFC Bank	731	-	337	Yearly renewal	Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154- 1A along with built up area about 94000 sq.ft. located in Iddya Village, Mangalore Taluk.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @ 6.30% (previous year @ 6.30%) per annum.
Unsecured loan from subsidiary company	Malabar Coast Marine Services Private Limited	275	275	275	NA	Unsecured Loan	Unsecured loan is maturing in August 2018. Interest rate @ 10% (previous year @ 10%) per annum.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>14 Provisions</b>			
<b>Non-current</b>			
Provision for contingencies (refer note 33)	-	525	525
Provision for compensated absences	223	199	176
	<b>223</b>	<b>724</b>	<b>701</b>
<b>Current</b>			
Provision for compensated absences	66	63	46
Provision for employee provident fund	7	-	1
Provision for tax (net of advance tax)	592	606	557
Provision for contingencies (refer note 33)	804	172	161
	<b>1,469</b>	<b>841</b>	<b>765</b>
	<b>1,692</b>	<b>1,565</b>	<b>1,466</b>
<b>15 Trade payables</b>			
Dues to micro and small enterprises (refer note 35)	-	-	-
Due to others	884	451	171
	<b>884</b>	<b>451</b>	<b>171</b>
As at 31 March 2018, there are no outstanding dues to micro and small enterprises. There are no interest due or outstanding on the same.			
<b>16 Other financial liabilities - Current</b>			
Current maturities of long term debt	428	577	124
Interest accrued	31	-	-
Unclaimed dividends	50	36	41
Payables on purchase of property, plant and equipment	19	*	6
Trade deposits received	62	53	47
Contractually reimbursable expenses/liabilities	237	455	503
Due to a director	-	-	*
Retention money	28	19	10
Accrued expenses	964	1,208	656
Accrued salaries and benefits	610	882	980
Unclaimed interest on deposits	1	5	10
	<b>2,430</b>	<b>3,235</b>	<b>2,377</b>
<b>17 Other liabilities</b>			
<b>Current</b>			
Advance from customers	421	355	531
Due to gratuity trust	4	10	6
Advances received towards sale of land classified as asset held for sale	600	650	700
Withholding taxes and statutory dues	79	92	81
	<b>1,104</b>	<b>1,107</b>	<b>1,318</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017
<b>18 Revenue from operations</b>		
Sale of products		
Own manufactured	14,233	12,879
Traded	457	312
	14,690	13,191
<i>Own manufactured</i>		
Rubber	1,388	1,070
Mats and mattings	1,659	1,705
Coffee	11,186	10,104
	14,233	12,879
<i>Traded</i>		
Coffee	180	115
Mats, mattings and mattresses	277	197
	457	312
Sale of services - Logistics	12,704	10,745
Other operating revenues		
- Export incentives (duty drawback benefits / VKGUY/ MEIS)	559	445
- despatch money	122	37
- weighbridge income	18	34
- sale of coffee husk	1	8
	700	524
	<b>28,094</b>	<b>24,460</b>
<b>19 Other income</b>		
Interest income		
- interest on bank deposits	13	10
- interest on loans and advances carried at amortised cost**	17	10
- interest on income tax refund	-	25
- other interest	-	6
Dividend income from current investment carried at FVTPL	4	4
Fair value changes of current investments (FVTPL)	*	-
Dividend from subsidiary company	66	5
Other non-operating income		
- sublease income	9	12
- profit on sale of property, plant and equipment	4	-
- liabilities/ provisions no longer required written back	143	157
- profit on sale of rubber trees	105	131
- sale of timber	21	21
- insurance claim received	18	28

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017
<b>19 Other income</b> (Continued)		
- exchange gain on currency fluctuation realised and unrealised***	-	150
- gain on remeasurement of biological assets	35	-
- miscellaneous income	18	23
	<b>453</b>	<b>582</b>
** Includes interest received from wholly owned subsidiary companies Rs 10 lakhs (previous year Rs 8 lakhs)		
*** Includes unrealised gain on contracts not designated in hedge relationships and measured at fair value.		
<b>20 Cost of materials consumed</b>		
Opening stock	3,276	2,774
Add: purchases	13,682	8,610
Less: closing stock	(7,296)	(3,276)
<b>Cost of materials consumed</b>	<b>9,662</b>	<b>8,108</b>
Materials consumed comprise:		
Coffee	8,676	7,083
PVC resin	215	201
Coir yarn and others	771	824
	<b>9,662</b>	<b>8,108</b>
<b>21 Purchases of stock-in-trade</b>		
Coffee	205	143
Mattresses	187	119
	<b>392</b>	<b>262</b>
<b>22 Changes in inventories of finished goods and stock-in-trade</b>		
<i>Inventories at the beginning of the year</i>		
Finished good		
Coffee	2,671	2,901
Rubber	59	24
Mats and mattings	-	8
	2,730	2,933
Stock -in-trade		
Coffee	34	-
Mattresses	20	-
	54	-
	2,784	2,933
<i>Inventories at the end of the year</i>		
Finished good		
Coffee	3,211	2,671
Rubber	38	59
	3,249	2,730

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017
<b>22 Changes in inventories of finished goods and stock-in-trade</b> (Continued)		
Stock -in-trade		
Mats and mattings	19	20
Coffee	81	34
	100	54
	3,349	2,784
<b>Net (increase) / decrease in inventories of finished goods and stock-in-trade</b>	<b>(565)</b>	<b>149</b>
<b>23 Employee benefits expense</b>		
Salaries, wages and bonus	2,958	2,956
Contribution to provident and other funds (refer note 40)	303	264
Staff welfare expenses	186	166
	3,447	3,386
<b>24 Finance costs</b>		
Interest expense on :		
- borrowings	370	302
- agricultural income tax dues	17	17
- central income tax dues	-	2
- licence fee to port (refer note 33)	15	11
- loan from wholly owned subsidiary (refer note 34)	34	34
- others	24	200
Other borrowing costs	17	5
	477	571
<b>25 Depreciation and amortisation expense</b>		
Depreciation	184	172
Amortisation	65	60
	249	232
<b>26 Other expenses</b>		
Consumption of stores and spare parts	450	390
Handling charges	9,114	7,310
Transportation charges	1,072	1,136
Ocean freight	47	54
Power and fuel	160	138
Rent (refer note 38)	133	132
Repairs and maintenance - buildings	126	89
Repairs and maintenance - machinery	81	63
Repairs and maintenance - others	-	*
Insurance	78	76
Rates and taxes	98	91
Communication	54	66
Travelling and conveyance	223	229
Printing and stationery	34	36

Asterisk denotes figures below ₹ 50,000/-



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017
<b>26 Other expenses (Continued)</b>		
Sales commission	42	36
Donations and contributions (refer note 26.1 below)	5	4
Legal and professional	162	165
Payments to auditors (refer note 31)	33	28
Bad trade receivables written off	32	25
{Net of adjustment against provision Rs.32 lakhs (31 March 2017: Rs. 22 lakhs)}		
Loss on sale of property, plant and equipment (net)	-	2
Exchange loss on currency fluctuation realised and unrealised**	66	-
Bank charges	71	52
Security and subcontracting charges	174	163
Provision for expected credit loss	34	40
Provision for doubtful contractually reimbursable expenses	21	23
Provision for doubtful advances	-	7
Directors' sitting fees	9	10
Miscellaneous expenses	159	132
	<b>12,478</b>	<b>10,499</b>
** Includes unrealised loss on contracts not designated in hedge relationships and measured at fair value.		
<b>Note 26.1- Donations and contributions primarily includes following:</b>		
Communist Party of India (Marxist)	1	*
Bharatiya Janata Party	1	*
Communist Party of India	*	*
Kerala Congress (B)	*	*
Revolutionary Socialist Party	*	*
SDPI	*	*
Muslim League	*	-
RSP	*	-
Welfare Party of India	*	-
Indian National Congress	*	*
Indian Communist League (ML)	*	*
DMK	*	*
	<b>2</b>	<b>1</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017
<b>27 CSR expenditure</b>		
- Gross amount required to be spent during the year	22	18
- Amount spent during the year on:		
Construction/acquisition of an asset	-	-
On purposes other than above	22	18
	<b>22</b>	<b>18</b>
<b>Total of other expenses and CSR expenditure</b>	<b>12,500</b>	<b>10,517</b>
<b>28 Exceptional items</b>		
Provision for diminution in the value of investments	-	105
Provision for reduction in recoverable value of assets held for sale	310	217
	<b>310</b>	<b>322</b>

### 29 Contingent liabilities and commitments

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Contingent liabilities</b>			
(i) Claims against the Company not acknowledged as debt:			
a. Interest demand on disputed lease rent payable to Government of Kerala in respect of leasehold land at Fort Kochi	-	-	178
b. Disputed tax demands:			
-Service tax demands for the period from April, 2006 to March, 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT)	1,273	1,235	2,021
-Service tax demands for the period from April 2009 to March 2015, under appeal before Commissioner (Appeals)	43	72	65
-Kerala value added tax demand relating to assessment year 2007-08 on alleged sale consideration of goodwill to M/s. DLF Aspinwal Hotels Private Limited against which appeal is pending before the Honourable Kerala Value Added Tax Appellate Tribunal.	49	49	49
(ii) Bills discounted	418	804	192
(iii) Corporate guarantees (refer note 34)	48	48	48

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 29 Contingent liabilities and commitments (Continued)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Contingent liabilities (Continued)</b>			
(iv) Export obligation under Advance Authorisation Licence to be fulfilled. The Company is confident of meeting its obligations under the scheme within the stipulated time.	391	60	126
(v) Likely demand of interest on UNDP loan availed by M/s. Aspinwall Geotech Limited, wholly owned subsidiary company	120	113	105
<b>Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for - property, plant and equipment	379	591	2,970

#### Notes:

1. Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities.
2. The Land Tribunal, Manjeri had passed orders conferring absolute title of the rubber estate at Pullangode to the Company. Appeals against this order filed by some of the Jenmis before the Land Reforms Appellate Authority have also been disposed of in favour of the Company and accordingly no adjustment is required in the financial statements in this regard. Further, appeal filed by some of the Jenmis is pending before the Hon'ble High Court of Kerala.
3. The Company's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13 November 1995 upto 31 March 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the company, the High Court has directed the Government to consider the representation regarding lease rent filed by the company, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order reaffirming the demand for the period upto 31 March 2007. Adequate provision is available in the books for meeting this liability.
4. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements.

### 30 Earnings per share

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Net profit for the year attributable to the equity shareholders (in lakhs)	1,320	862
Weighted average number of equity shares (Nos.)	7,818,288	7,818,288
Par value per share (Rs)	10	10
Earning per share - basic and diluted	16.88	11.02

### 31 Auditors' remuneration (included under legal and professional charges, net of service tax)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Statutory audit	23	20
Tax audit	1	4
Other matters	7	3
Reimbursement of expenses	2	1
<b>Total</b>	<b>33</b>	<b>28</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 32 Details of borrowing costs capitalised

Particulars	As at 31 March 2018	As at 31 March 2017
Borrowing costs capitalised during the year included in capital work-in-progress	138	119

### 33 Details of provisions

The Company has made provision for various contractual obligations and disputed statutory and other liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

Particulars	As at 1 April 2017	Additions	Reversal	As at 31 March 2018
Provision for contingencies towards disputed statutory dues	548	1	-	549
Provision for licence fee and interest to port	149	106	-	255
<b>Total provision for contingencies</b>	<b>697</b>	<b>107</b>	<b>-</b>	<b>804</b>
Particulars	As at 1 April 2016	Additions	Reversal	As at 31 March 2017
Provision for contingencies towards disputed statutory dues	548	-	-	548
Provision for licence fee and interest to port	138	11	-	149
<b>Total provision for contingencies</b>	<b>686</b>	<b>11</b>	<b>-</b>	<b>697</b>

Time of future cash outflows in respect of above matters are dependent on the receipt of judgement - decisions pending at various forums/ authorities.

### 34 Related parties

#### A. Related party relationships

Names of related parties and description of relationship with the Company:

- |   |  |
|---|--|
| (a) Subsidiaries  | <ul style="list-style-type: none"> <li>a) Aspinwall Technologies Limited</li> <li>b) Malabar Coast Marine Services Private Limited</li> <li>c) Aspinwall Geotech Limited</li> <li>d) SFS Pharma Logistics Private Limited</li> </ul>   |
| (b) Key Management Personnel (KMP)  | <ul style="list-style-type: none"> <li>a) Mr.Rama Varma - Managing Director</li> <li>b) Mr.Venkitraman Anand- Executive Director(appointed on May 25, 2017)</li> <li>c) T.R. Radhakrishnan - Chief Financial Officer</li> <li>d) Neeraj R. Varma - Company Secretary</li> </ul>  |
| (c) Non-Executive Directors   | <ul style="list-style-type: none"> <li>a) Mr.C.R.R.Varma</li> <li>b) Mr.K.R.N.Menon</li> <li>c) Mr. Sushil Krishnan Nair I.N.</li> <li>d) Ms.Nina Nayar</li> <li>e) Mr.Avittam Thirunal Adithya Varma (appointed on 17 August 2017)</li> <li>f) Mr. P.K. Sasidharan (retired on 30 September 2017)</li> <li>g) Mr. R.Sasiprabhu ( resigned on 10 July 2017)</li> </ul> |
| (d) Entities in which KMP / Relatives of KMP can exercise significant influence | <ul style="list-style-type: none"> <li>a) Narayanan Investment Trust Private Limited</li> <li>b) Kumari Investment Corporation Private Limited</li> </ul>  |
| (d) Relatives of KMP ( Managing Director)                                       | <ul style="list-style-type: none"> <li>a) H. H. Gouri Parvathi Bayi, sister</li> <li>b) H. H. Gouri Lakshmi Bayi, sister</li> <li>c) Dr (Mrs.) Girija Varma, spouse</li> </ul>   |

Note: Related parties have been identified by the management and relied upon by the auditors

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 34 Related parties (Continued)

#### B. Related party transactions

Transaction	Related Party	Year ended 31 March 2018	Year ended 31 March 2017
Purchase of software	Aspinwall Technologies Limited	8	9
Receiving of services	Malabar Coast Marine Services Private Limited	6	-
Rent payments	Mr. Rama Varma	18	16
Recoverable expenses /advance given	Malabar Coast Marine Services Private Limited	21	1
	SFS Pharma Logistics Private Limited	24	16
	Aspinwall Technologies Limited	7	2
Dividend received	Aspinwall Geotech Limited	*	5
	Malabar Coast Marine Services Private Limited	50	5
	Aspinwall Technologies Limited	16	-
Dividend paid	Narayanan Investment Trust Private Limited	51	-
	Kumari Investment Corporation Private Limited	14	-
	Mr. Rama Varma	35	-
Interest expense	H H Gouri Parvathi Bayi	31	-
	H H Gouri Lakshmi Bayi	2	-
	Dr. (Mrs.) Girija Varma	*	-
Interest income	Malabar Coast Marine Services Private Limited	34	34
Remuneration to Key Management Personnel#	Aspinwall Geotech Limited	6	6
	SFS Pharma Logistics Private Limited	4	2
Sitting fee paid	Mr. Rama Varma	71	57
	Mr. Venkitraman Anand	95	59
	T.R. Radhakrishnan	63	47
	Neeraj R. Varma	15	9
Rendering of services	Mr. C.R.R. Varma	2	2
	Mr. K.R.N. Menon	2	2
	Mr. Sushil Krishnan Nair I.N.	1	1
	Ms. Nina Nayar	2	2
	Mr. Avittam Thirunal Adithya Varma	1	-
	Mr. P.K. Sasidharan	1	2
	Mr. R. Sasiprabhu	*	1
Reimbursement of expenses / repayment of temporary advances received	SFS Pharma Logistics Private Limited	9	2
	Aspinwall Technologies Limited	2	2
	Malabar Coast Marine Services Private Limited	5	5
	Malabar Coast Marine Services Private Limited	10	1
Reimbursable expenses incurred on behalf of the Company	SFS Pharma Logistics Private Limited	20	21
	Aspinwall Technologies Limited	5	2
	Aspinwall Geotech Limited	1	5
	Malabar Coast Marine Services Private Limited	1	-

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 34 Related parties (Continued)

#### B. Related party transactions (Continued)

Transaction	Related Party	Year ended 31 March 2018	Year ended 31 March 2017
Repayment of dues to subsidiary companies	Aspinwall Technologies Limited	8	7
	Malabar Coast Marine Services Private Limited	25	28
Loan amount received back	SFS Pharma Logistics Private Limited	3	-
Loan given	SFS Pharma Logistics Private Limited	-	36

#### C. The Company has the following amounts due from/ (to) related parties:

Nature of transaction	Name of the related party	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Loans to related parties	Aspinwall Geotech Limited	51	51	51
	SFS Pharma Logistics Private Limited	40	43	7
Interest accrued on loans to related party	SFS Pharma Logistics Private Limited	1	2	*
	Aspinwall Geotech Limited	22	17	11
Corporate guarantee given	The United Nations Development Programme Loan on behalf of Aspinwall Geotech Limited	48	48	48
Trade receivables	SFS Pharma Logistics Private Limited	9	2	6
Contractually reimbursable expenses	SFS Pharma Logistics Private Limited	11	9	4
Other assets - other advance	SFS Pharma Logistics Private Limited	7	-	2
Loans and advances from subsidiary company	Malabar Coast Marine Services Private Limited	(275)	(275)	(275)

# Does not include provision for Gratuity as the actuarial valuation certificate is for the Company as a whole

Asterisk denotes figures below Rs. 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 35 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)

Particulars	As at 31 March 2018	As at 31 March 2017
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 36 Details of loans and advances given to subsidiary companies:

- (i) The details are provided as required by regulation 53(f) read with Para A of Schedule V to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Particulars	Amount outstanding as at 31 March 2018 #	Maximum balance outstanding during the year #
Aspinwall Geotech Limited (including interest accrued)	73 (68)	74 (68)
SFS Pharma Logistics Private Limited (including interest accrued)	41 (45)	48 (45)

Note: Figures in brackets relate to the previous year.

# Includes interest accrued thereon - Rs. 23 lakhs (previous year Rs. 19 lakhs)

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 37 Operating segment

#### Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Financial Officer (CFO) to make decisions about resources to be allocated to the segments and assess their performance.

The Company has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are logistics, coffee and related activities, plantation, natural fibre products, IT enabled services and others. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Company are Americas (including Canada and South American countries), Europe, India and others.

#### Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 37 Operating segment (Continued)

#### Business segment information

	SEGMENTS	Year ended 31 March 2018							Year ended 31 March 2017						
		Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL
1	<b>Segment Revenue</b> (Less: inter-segment revenue)	12,862 17	11,822	1,388	2,039	-	-	<b>28,111</b> 17	10,816	10,564	1,070	2,010	-	-	<b>24,460</b>
2	<b>Segment Result (before unallocated income/expense)</b>	<b>12,845</b>	<b>11,822</b>	<b>1,388</b>	<b>2,039</b>	-	-	<b>28,094</b>	<b>10,816</b>	<b>10,564</b>	<b>1,070</b>	<b>2,010</b>	-	-	<b>24,460</b>
	Unallocated Expense (net of other Income)	1,035	2,171	252	72	(*)	-	<b>3,530</b> 668	651	2,061	129	181	(*)	-	<b>3,022</b> 634
	<b>Operating Profit before Interest , Prior Period and Exceptional Items</b>							<b>2862</b>							<b>2388</b>
	Exceptional Items							310							322
	Finance Costs							477							571
	<b>Net Profit Before Tax</b>							<b>2075</b>							<b>1495</b>
	Tax Expense							755							633
3	<b>Profit After Tax</b>							<b>1320</b>							<b>862</b>
4	<b>Other Information</b>														
	<b>a) Segment Assets</b>	5706	12194	1751	1,208	3	-	20862	5691	7531	1665	920	3	-	15810
	Unallocated corporate assets							5101							4896
	<b>Total Assets</b>							<b>25963</b>							<b>20706</b>
	<b>b) Segment Liabilities</b>	2481	4999	650	473	-	-	8603	2705	1130	724	182	-	-	4741
	Unallocated corporate liabilities							4209							3862
	<b>Total Liabilities</b>							<b>12812</b>							<b>8603</b>
	<b>c) Capital Expenditure</b>	17	107	139	58	-	-	321	18	73	123	34	-	-	248
	Unallocated corporate capital expenditure							628							608
	<b>Total capital expenditure</b>							<b>949</b>							<b>856</b>
	<b>d) Depreciation / Amortisation</b>	105	28	78	25	-	-	236	105	19	73	23	-	-	220
	Unallocated Depreciation/Amortisation on corporate assets							13							12
	<b>Total Depreciation/Amortisation</b>							<b>249</b>							<b>232</b>
	<b>e) Non-cash Expenditure other than Depreciation</b>	88	2	-	*	-	-	90	94	-	1	*	-	-	95
	Unallocated non-cash expenditure other than depreciation							-							-
	<b>Total Non-cash expenditure other than Depreciation</b>							<b>90</b>							<b>95</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 37 Operating segment (continued) Geographical segment information

The company has exported coffee and coir products during the year. Information regarding Geographical segments are given below:

	Particulars	Year ended	Year ended
		31 March 2018	31 March 2017
1	<b>Segment Revenue</b>		
	Americas (including Canada and South American countries)	1,469	1,528
	Europe	10,665	8,811
	India	15,411	13,553
	Others	549	568
	<b>Segment Revenue</b>	<b>28,094</b>	<b>24,460</b>
2	<b>Segment Assets</b>		
	Americas (including Canada and South American countries)	209	81
	Europe	1,396	1,482
	India	24,275	19,112
	Others	83	31
	<b>Segment Assets</b>	<b>25,963</b>	<b>20,706</b>
3	<b>Capital Expenditure</b>		
	India	949	856
	<b>Total Capital Expenditure</b>	<b>949</b>	<b>856</b>

Asterisk denotes figures below Rs.50,000/-

### 38 Leases

The Company is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including Rs. 1,255 lakhs (previous year - Rs. 711 lakhs) grouped under handling charges] during the year was Rs.1,388 lakhs (previous year: Rs.843 lakhs)

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Tax assets, liabilities and reconciliations

### A. Deferred tax (asset)/ liabilities

#### (a) Movement in deferred tax balances for the year ended 31 March 2018

	Net balance 1 April 2017	Recognised in profit or loss	Recognised in OCI	As at 31 March 2018		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	35	21	-	56	-	56
Employee benefits*	(92)	(8)	(2)	(102)	102	-
Provision for doubtful trade receivables	(56)	(1)	-	(57)	57	-
Disallowances under Section 43B of the Income-Tax Act, 1961	(44)	(3)	-	(47)	47	-
Fair valuation of biological assets	128	14	-	142	-	142
Fair valuation changes in cash flow hedges	81	(59)	-	22	-	22
Other disallowances	(346)	9	-	(337)	337	-
<b>Net deferred tax</b>	<b>(294)</b>	<b>(27)</b>	<b>(2)</b>	<b>(323)</b>	<b>543</b>	<b>220</b>

#### (b) Movement in deferred tax balances for the year ended 31 March 2017

	Net balance 1 April 2016	Recognised in profit or loss	Recognised in OCI	As at 31 March 2017		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	16	19	-	35	-	35
Employee benefits*	(74)	5	(23)	(92)	92	-
Provision for doubtful trade receivables	(42)	(14)	-	(56)	56	-
Disallowances under Section 43B of the Income-Tax Act, 1961	(45)	1	-	(44)	44	-
Fair valuation of biological assets	128	-	-	128	-	128
Fair valuation changes in cash flow hedges	44	37	-	81	-	81
Other disallowances	(273)	(73)	-	(346)	346	-
<b>Net deferred tax</b>	<b>(246)</b>	<b>(25)</b>	<b>(23)</b>	<b>(294)</b>	<b>538</b>	<b>244</b>

\*Includes provision for gratuity, provision for leave encashment, provision for bonus and actuarial gain/ loss on remeasurment of defined benefit liability recognised in other comprehensive income.

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 39 Tax assets, liabilities and reconciliations (Continued)

#### B. Income tax assets /(liabilities)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Non-current</b>			
Advance tax, net of provision for tax	236	232	408
Provision for tax, net of advance tax	(592)	(606)	(557)
	<b>(356)</b>	<b>(374)</b>	<b>(149)</b>

#### C. Amount recognised in statement of profit and loss

Particulars	As at 31 March 2018	As at 31 March 2017
Current tax	782	658
Short /(excess) provision for tax relating to prior years	-	-
Deferred tax credit	(27)	(25)
<b>Net current tax expense</b>	<b>755</b>	<b>633</b>

#### D. Amount recognised in other comprehensive income

Particulars	Before Tax	Tax Expense / (Benefit)	Net of Tax
<b>Year ended 31 March 2018</b>			
Remeasurement of defined benefit liability	(5)	2	(3)
	<b>(5)</b>	<b>2</b>	<b>(3)</b>
<b>Year ended 31 March 2017</b>			
Remeasurement of defined benefit liability	(65)	23	(42)
	<b>(65)</b>	<b>23</b>	<b>(42)</b>

#### E. Reconciliation of effective tax rate

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
<b>Profit before tax</b>	2,075	1,495
Company's domestic tax rate	34.61%	34.61%
Tax using Company's domestic tax rate	718	517
Impact of:		
Exempt income	(48)	(5)
Corporate social responsibility expenditure	8	6
Other tax losses for which no deferred income tax was recognised	10	11
Exceptional item	108	111
Deferred tax assets recognised (net)	(27)	(25)
Adjustments for current tax of prior periods	(10)	18
Others	(4)	-
<b>Income tax expense</b>	<b>755</b>	<b>633</b>
<b>Effective tax rate</b>	<b>36.39%</b>	<b>42.34%</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 40 Employee Benefits

a) The employee benefit schemes are as under:

The Company recognised Rs. 51 lakhs (31 March 2017: Rs. 51 lakhs) for superannuation contribution and other retirement benefit contributions in the statement of profit and loss.

The Company also makes contribution towards social security and insurance - in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Company had recognised Rs. 16 lakhs (31 March 2017: Rs. 12 lakhs) for social security and insurance contributions in the statement of profit and loss.

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity is payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. The scheme is funded and an amount of Rs. 64 lakhs (31 March 2017: Rs.56 lakhs) has been recognised and included in "Contribution to provident and other funds" in the statement of profit and loss on account of provision.

All employees of the Company receive benefits under the provident fund which is a defined benefit plan wherein the Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Company equal to 12% of the employees' salary (with Company's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Company's own Trust.

b) The following tables sets out the particulars of the employee benefits as required under the Ind AS 19- "Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

	31 March 2018			31 March 2017		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
<b>Opening balance</b>	<b>1,061</b>	<b>1,051</b>	<b>10</b>	<b>917</b>	<b>911</b>	<b>6</b>
Current service cost	66	-	<b>66</b>	60	-	<b>60</b>
Interest cost / (income)	69	-	<b>69</b>	69	-	<b>69</b>
Expected returns	-	71	<b>(71)</b>	-	73	<b>(73)</b>
<b>Total amount recognised in profit and loss</b>	<b>135</b>	<b>71</b>	<b>64</b>	<b>129</b>	<b>73</b>	<b>56</b>
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	(29)	-	<b>(29)</b>	47	-	<b>47</b>
Experience (gains)/ losses	53	-	<b>53</b>	20	-	<b>20</b>
Return on plan assets, greater/ less discount rate	-	19	<b>(19)</b>	-	2	<b>(2)</b>
<b>Total amount recognised in other comprehensive income</b>	<b>24</b>	<b>19</b>	<b>5</b>	<b>67</b>	<b>2</b>	<b>65</b>
Contributions	-	75	<b>(75)</b>	-	117	<b>(117)</b>
Benefits paid	(92)	(92)	-	(52)	(52)	-
<b>Closing balance</b>	<b>1,128</b>	<b>1,124</b>	<b>4</b>	<b>1,061</b>	<b>1,051</b>	<b>10</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 40 Employee Benefits (Continued)

#### ii) The movement in the defined benefit obligation over the year for Provident fund is as follows:

	31 March 2018			31 March 2017		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
<b>Opening balance</b>	<b>1,515</b>	<b>1,515</b>	<b>-</b>	<b>1,355</b>	<b>1,354</b>	<b>1</b>
Current service cost	182	-	<b>182</b>	169	-	<b>169</b>
Interest cost / (income)	133	-	<b>133</b>	120	-	<b>120</b>
Expected returns	-	133	<b>(133)</b>	-	120	<b>(120)</b>
Immediate recognition of (gains)/ loss	7	-	<b>7</b>	-	-	<b>-</b>
<b>Total amount recognised in profit and loss</b>	<b>322</b>	<b>133</b>	<b>189</b>	<b>289</b>	<b>120</b>	<b>169</b>
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	7	-	<b>7</b>	-	-	<b>-</b>
Experience (gains)/ losses	(1)	-	<b>(1)</b>	-	-	<b>-</b>
Return on plan assets, greater/ less discount rate	-	(1)	<b>1</b>	-	-	<b>-</b>
Actuarial loss / (gain) arising during current period	(7)	-	<b>(7)</b>	-	-	<b>-</b>
<b>Total amount recognised in other comprehensive income</b>	<b>(1)</b>	<b>(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Contributions	-	182	<b>(182)</b>	-	170	<b>(170)</b>
Benefits paid	(140)	(140)	<b>-</b>	(129)	(129)	<b>-</b>
<b>Closing balance</b>	<b>1,696</b>	<b>1,689</b>	<b>7</b>	<b>1,515</b>	<b>1,515</b>	<b>-</b>

#### iii) Actuarial assumptions:

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Gratuity			Provident Fund		
	31 March 2018	31 March 2017	01 April 2016	31 March 2018	31 March 2017	01 April 2016
Discount rate	7.30%	6.80%	7.70%	7.30%	6.80%	7.70%
Salary escalation rate	8.00%	8.00%	8.00%	NA	NA	NA
Expected return on exempt fund	NA	NA	NA	8.90%	9.15%	9.10%
Expected return on EPFO	NA	NA	NA	8.55%	8.60%	8.75%
Attrition	3-12%	3-12%	3-12%	12.00%	12.00%	12.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows:

#### iv) Sensitivity analysis

##### (a) Gratuity

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2018		31 March 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(54.15)	60.51	(52.94)	59.36
Salary escalation rate (1% movement)	59.62	(54.38)	58.19	(52.93)
Withdrawal rate (1% movement)	(2.38)	2.59	(3.96)	4.34

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 40 Employee Benefits (continued)

#### iv) Sensitivity analysis (continued)

##### (b) Provident Fund

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2018		31 March 2017	
	Increase	Decrease	Increase	Decrease
Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund	(7.22)	31.30	(19.12)	-

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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

	Gratuity		
	31 March 2018	31 March 2017	01 April 2016
Year 1	220.59	218.97	169.36
Year 2	136.56	118.74	137.31
Year 3	170.45	119.89	106.62
Year 4	157.84	147.15	108.66
Year 5	167.80	146.73	133.34
Year 6 to 10	619.29	605.19	575.61

#### vi) Details of plan assets

	Gratuity			Provident fund		
	31 March 2018	31 March 2017	01 April 2016	31 March 2018	31 March 2017	01 April 2016
Government of India Securities	52.13%	49.15%	42.17%	46.06%	44.45%	40.03%
High quality corporate bonds	15.17%	37.02%	47.13%	40.74%	40.33%	45.86%
Cash	8.04%	13.83%	10.70%	10.91%	15.22%	14.11%
Equity shares of listed companies	24.66%	0.00%	0.00%	2.29%	0.00%	0.00%
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments

#### A Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2018 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	17	92	109	-	92	-	92
Loans	40	-	40	-	-	-	-
Trade receivables	3,388	-	3,388	-	-	-	-
Cash and cash equivalents	237	-	237	-	-	-	-
Bank balances other than cash and cash equivalents	61	-	61	-	-	-	-
Other financial assets	2,276	-	2,276	-	-	-	-
	<b>6,019</b>	<b>92</b>	<b>6,111</b>	<b>-</b>	<b>92</b>	<b>-</b>	<b>92</b>
<b>Liabilities</b>							
Borrowings (including current maturities)	7,130	-	7,130	-	-	-	-
Trade payables	884	-	884	-	-	-	-
Other financial liabilities	2,002	-	2,002	-	-	-	-
	<b>10,016</b>	<b>-</b>	<b>10,016</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The carrying value and fair value of financial instruments by categories as of 31 March 2017 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	17	88	105	-	88	-	88
Loans	-	-	-	-	-	-	-
Trade receivables	2,686	-	2,686	-	-	-	-
Cash and cash equivalents	287	-	287	-	-	-	-
Bank balances other than cash and cash equivalents	166	-	166	-	-	-	-
Other financial assets	2,305	-	2,305	-	-	-	-
	<b>5,461</b>	<b>88</b>	<b>5,549</b>	<b>-</b>	<b>88</b>	<b>-</b>	<b>88</b>
<b>Liabilities</b>							
Borrowings (including current maturities)	2,822	-	2,822	-	-	-	-
Trade payables (refer note 15)	451	-	451	-	-	-	-
Other financial liabilities	2,658	-	2,658	-	-	-	-
	<b>5,931</b>	<b>-</b>	<b>5,931</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (Continued)

#### A Financial instruments by category (Continued)

The carrying value and fair value of financial instruments by categories as of 31 March 2016 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	117	87	204	-	87	-	87
Loans	18	-	18	-	-	-	-
Trade receivables	3,040	-	3,040	-	-	-	-
Cash and cash equivalents	390	-	390	-	-	-	-
Bank balances other than cash and cash equivalents	134	-	134	-	-	-	-
Other financial assets	2,453	-	2,453	-	-	-	-
	<b>6,152</b>	<b>87</b>	<b>6,239</b>	<b>-</b>	<b>87</b>	<b>-</b>	<b>87</b>
<b>Liabilities</b>							
Borrowings (including current maturities)	4,124	-	4,124	-	-	-	-
Trade payables (refer note 15)	171	-	171	-	-	-	-
Other financial liabilities	2,253	-	2,253	-	-	-	-
	<b>6,548</b>	<b>-</b>	<b>6,548</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Company has not disclosed the fair value of cash and bank balances, loans, trade receivables, other financial assets, borrowings, trade payables and other financial liabilities because their carrying amounts are a reasonable approximation of fair value.

#### B Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Company is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company.

The Company's debt to equity ratio at the reporting date are as follows:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Total liabilities	12,812	8,603	9,332
Less: cash and cash equivalents	237	287	390
<b>Net debt</b>	<b>12,575</b>	<b>8,316</b>	<b>8,942</b>
<b>Total equity</b>	<b>13,151</b>	<b>12,103</b>	<b>11,283</b>
<b>Debt to equity ratio</b>	<b>0.96</b>	<b>0.69</b>	<b>0.79</b>

There are no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (continued)

#### C Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

#### Risk management framework

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### (i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in liquid mutual funds

The carrying amount of following financial assets represents the maximum credit exposure.

##### *Trade receivables*

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers based on which the Company agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

#### Credit risk exposure

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2018 was Rs. 160 lakhs (31 March 2017 Rs.155 lakhs, 01 April 2016 Rs.123 lakhs).

#### (ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach for managing liquidity is by ensuring, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (continued)

#### Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

31 March 2018	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,428	1,428	8	419	392	609	-
Current borrowings from banks	5,427	5,427	5,427	-	-	-	-
Borrowings from related parties	275	275	-	275	-	-	-
Trade payables	884	884	884	-	-	-	-
Other financial liabilities	2,002	2,002	1,974	28			
31 March 2017	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,369	1,369	7	295	293	774	-
Current borrowings from banks	1,178	1,178	1,178	-	-	-	-
Borrowings from related parties	275	275	-	275	-	-	-
Trade payables	451	451	451	-	-	-	-
Other financial liabilities	2,658	2,658	2,648	10	-	-	-
1 April 2016	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,044	1,044	6	118	212	540	168
Current borrowings from banks	2,805	2,805	2,805	-	-	-	-
Borrowings from related parties	275	275	-	-	-	275	-
Trade payables	171	171	171	-	-	-	-
Other financial liabilities	2,253	2,253	2,243	10	-	-	-

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (continued)

#### (iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### (a) Foreign currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Company. The functional currency of company is INR. The currencies in which these transactions are primarily denominated is US Dollars, GBP, SGD and Euro.

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows

As at 31 March 2018	USD	GBP	EURO	SGD
Financial assets				
Trade receivables	1,312	-	36	-
Cash and cash equivalents				
Balance in EEFC account	*	*	6	-
Balance in foreign bank account	-	-	17	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,312</b>	<b>*</b>	<b>59</b>	<b>-</b>
Financial liabilities				
Trade payables	64	-	4	-
Other liabilities	237	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>301</b>	<b>-</b>	<b>4</b>	<b>-</b>
<b>As at 31 March 2017</b>	<b>USD</b>	<b>GBP</b>	<b>EURO</b>	<b>SGD</b>
Financial assets				
Trade receivables	891	-	17	-
Cash and cash equivalents				
Balance in EEFC account	*	*	*	-
Balance in foreign bank account	-	-	14	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>891</b>	<b>*</b>	<b>31</b>	<b>-</b>
Financial liabilities				
Trade payables	69	-	3	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>69</b>	<b>-</b>	<b>3</b>	<b>-</b>
<b>As at 1 April 2016</b>	<b>USD</b>	<b>GBP</b>	<b>EURO</b>	<b>SGD</b>
Financial assets				
Trade receivables	1,411	-	48	-
Cash and cash equivalents				
Balance in EEFC account	*	*	*	-
Balance in foreign bank account	-	-	15	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,411</b>	<b>*</b>	<b>63</b>	<b>-</b>
Financial liabilities				
Trade payables	37	10	20	*
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>37</b>	<b>10</b>	<b>20</b>	<b>*</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (continued)

#### Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit or (loss)		Impact on equity, net of tax	
	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018	As at 31 March 2017
<b>USD sensitivity</b>				
INR/USD - increase by 1%	10.11	8.22	6.61	5.38
INR/USD - decrease by 1%	(10.11)	(8.22)	(6.61)	(5.38)
<b>EURO sensitivity</b>				
INR/EURO - increase by 1%	0.55	0.29	0.36	0.19
INR/EURO - decrease by 1%	(0.55)	(0.29)	(0.36)	(0.19)
<b>GBP sensitivity</b>				
INR/GBP - increase by 1%	*	*	*	*
INR/GBP - decrease by 1%	*	*	*	*

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 41 Financial instruments (continued)

#### (a) 'Foreign currency risk (continued)

I. Assets	Foreign currency	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Receivables (trade and other) - (A)	USD	64.91	20	1,312	66.87	13	891	66.92	21	1,411
	Euro	80.67	*	36	71.35	*	17	75.92	1	48
Hedges by derivative contracts (B)	USD	65.26	4	264	69.49	6	430	67.56	12	805
	Euro	80.59	*	27	72.01	*	14	75.93	1	48
Unhedged (C) - (A)-(B)	USD		16	1,048		7	461	66.18	9	606
	Euro		*	9		*	3	73.22	*	*

II. Liabilities	Foreign currency	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Payables (trade and other) - (A)	USD	65.50	5	301	65.02	1	69	67.17	1	37
	Euro	80.90	*	4	69.70	*	3	76.31	*	20
	GBP	-	-	-	-	-	-	96.62	*	10
	SGD	-	-	-	-	-	-	49.98	*	*
Hedges by derivative contracts - (B)	USD	-	-	-	-	-	-	-	-	-
	Euro	-	-	-	-	-	-	-	-	-
	GBP	-	-	-	-	-	-	-	-	-
	SGD	-	-	-	-	-	-	-	-	-
Unhedged (C) - (A)-(B)	USD	-	5	301	-	1	69	-	1	37
	Euro	-	*	4	-	*	3	-	*	20
	GBP	-	-	-	-	-	-	-	*	10
	SGD	-	-	-	-	-	-	-	*	*

Asterisk denotes figures below 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 41 Financial instruments (continued)

### Financial risk management (continued)

#### (b) Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

#### Exposure to interest rate risk

Company's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed / floating rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

	Nominal amount		
	31 March 2018	31 March 2017	1 April 2016
<b>Fixed-rate instruments</b>			
Financial assets - fixed deposits	92	202	147
Financial liabilities - borrowings (including current maturities of long-term loans)	1,703	1,644	1,319
	<b>1,795</b>	<b>1,846</b>	<b>1,466</b>
<b>Variable-rate instruments</b>			
Financial liabilities - borrowings	5,427	1,178	2,805
	<b>5,427</b>	<b>1,178</b>	<b>2,805</b>
<b>Total</b>	<b>7,222</b>	<b>3,024</b>	<b>4,271</b>

### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

INR	Profit for the year		Equity, net of tax	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>31 March 2018</b>				
Variable-rate instruments	(54.14)	54.14	(35.40)	35.40
<b>Cash flow sensitivity (net)</b>	<b>(54.14)</b>	<b>54.14</b>	<b>(35.40)</b>	<b>35.40</b>
<b>31 March 2017</b>				
Variable-rate instruments	(43.58)	43.58	(28.50)	28.50
<b>Cash flow sensitivity (net)</b>	<b>(43.58)</b>	<b>43.58</b>	<b>(28.50)</b>	<b>28.50</b>

# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 42 Biological assets other than bearer plants

#### Reconciliation of carrying amount

Particulars	Standing trees
<b>Balance at 1 April 2016</b>	<b>370</b>
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	-
-due to physical changes	-
<b>Balance at 31 March 2017</b>	<b>370</b>

Particulars	Standing trees
<b>Balance at 1 April 2017</b>	<b>370</b>
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(9)
- due to physical changes	44
<b>Balance at 31 March 2018</b>	<b>405</b>

### 43 Dividends

The Board of Directors has proposed a dividend of Rs. 3.5/- per equity share (previous year Rs. 3/- per equity share) for the year ended 31 March 2018, subject to the approval of the shareholders at the ensuing Annual General Meeting. The proposed dividend including dividend distribution tax of Rs. 330 lakhs (previous year Rs.269 lakhs, excluding Rs.13 lakhs being dividend distribution tax relating dividend received from wholly owned subsidiary companies) is not recognised as liability as on 31 March 2018.



# ASPINWALL AND COMPANY LIMITED

## Notes to the standalone Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

### 44 Disclosure on Specified Bank notes (SBNs)

Details of specified bank notes held and transacted during the period 08 November 2016 to 30 December 2016 is as under:

Particulars	Specified Bank notes	Other Denomination Notes	Total
Closing Cash in hand as on 08 November, 2016	3	4	7
Add: Permitted receipts	-	58	58
Less: Permitted payments	-	55	55
Less: Amount deposited in Banks	3	-	3
Closing Cash in hand as on 30 December, 2016	-	7	7

Note: The term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 08 November 2016.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Vikash Somani**

Partner

Membership No.: 061272

**Rama Varma**

Managing Director

DIN: 00031890

**K.R.N. Menon**

Chairman

DIN: 00877505

**T.R. Radhakrishnan**

Chief Financial Officer

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi

28 May 2018

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

## 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

(₹ in Lakhs)

Particulars	ASPINWALL TECHNOLOGIES LIMITED	ASPINWALL GEOTECH LIMITED	MALABAR COAST MARINE SERVICES PVT. LIMITED	SFS PHARMA LOGISTICS (P) LTD
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3. Share Capital	16	120	5	100
4. Reserves & surplus	51	(206)	544	(108)
5. Total assets	68	36	578	84
6. Total Liabilities	1	122	29	92
7. Investments	-	-	245	-
8. Turnover (Total Revenue)	11	1	155	98
9. Profit/(Loss) before taxation	6	(7)	51	4
10. Provision for taxation	2	-	14	1
11. Profit/(Loss) after taxation	4	(7)	37	3
12. Proposed Dividend	16	Nil	25	Nil
13. % of shareholding	100%	100%	100%	100%

Asterisk denotes figures below ₹ 50,000/-

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

**RAMA VARMA**  
Managing Director  
DIN 00031890

**K. R. N. MENON**  
Chairman  
DIN 00877505

**T. R. RADHAKRISHNAN**  
Chief Financial Officer  
  
**NEERAJ R VARMA**  
Company Secretary

Kochi,  
28 May, 2018.

# **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ASPINWALL AND COMPANY LIMITED**

## **Report on the Audit of Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of Aspinwall and Company Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2018, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, including a summary of the significant accounting policies and other explanatory information (collectively referred to as the 'consolidated Ind AS financial statements').

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit/ loss (including other comprehensive income) (consolidated financial performance), consolidated changes in equity and consolidated cash flows of the Group 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 relevant Rules issued thereunder.

The respective Board of Directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We are responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS 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 statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2018, their consolidated profit (including other comprehensive income) (consolidated financial performance), their consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

### **Other Matters**

The comparative financial information of the Group for the year ended 31 March 2017 and the transition date opening balance sheet as at 1 April 2016 included in these consolidated Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31 March 2017 and 31 March 2016 dated 25 May 2017 and 26 May 2016 respectively expressed an unmodified opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Group on transition to the Ind AS, which have been audited by us.

We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of Rs. 765 lakhs and net assets of Rs 522 lakhs as at 31 March 2018, total revenues of Rs. 210 lakhs and net cash (outflows)/inflows amounting to Rs. (74) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

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

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of subsidiaries, as noted in the 'other matters' paragraph, we report, to the extent applicable, that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
  - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

- (c) the consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
- (e) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2018, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31 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 with reference to financial statements of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'; and
- 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matters' paragraph;
  - i. the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 28 to the consolidated Ind AS financial statements;
  - ii. the Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 32 to the consolidated Ind AS financial statements;
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary companies.
  - vi. the disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in the audited consolidated financial statements for the year ended 31 March 2017 have been disclosed.

for **B S R & Associates LLP**

*Chartered Accountants*

ICAI Firm's Registration Number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No: 061272

Kochi

28 May 2018

## **ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED Ind AS FINANCIAL STATEMENTS**

### **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 Ind AS financial statements of the Aspinwall and Company Limited ('the Holding Company' or 'the Company') as of and for the year ended 31 March 2018, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as of that date.

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

The respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 the Institute of Chartered Accountants of India ('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 Act.

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

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 evidence we have obtained together with audit reports of other auditors on separate financial statements of the subsidiaries, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements of the Holding Company and its subsidiaries

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 authorisations of management and directors of the company; and

- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based the internal control with reference to financial statements 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 the ICAI.

### **Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far it relates to the subsidiary companies, are based on the corresponding reports of the auditors of such companies incorporated in India.

for **B S R & Associates LLP**

*Chartered Accountants*

ICAI Firm's Registration Number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No: 061272

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

	Notes	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	5,304	5,192	5,185
Capital work-in-progress	4	1,782	1,210	566
Biological assets other than bearer plants	40	405	370	370
Financial assets				
Investments	5	3	3	6
Other financial assets	6	204	193	175
Deferred tax assets (net)	37	323	294	247
Other non-current assets	7	327	295	483
<b>Total non-current assets</b>		<b>8,348</b>	<b>7,557</b>	<b>7,032</b>
<b>Current assets</b>				
Inventories	8	10,793	6,150	5,805
Financial assets				
Investments	5	334	345	261
Trade receivables	9	3,402	2,694	3,040
Cash and cash equivalents	10	341	465	588
Bank balances other than cash and cash equivalents	10	61	166	134
Other financial assets	6	2,008	2,007	2,229
Other current assets	7	1,008	1,730	1,798
<b>Total current assets</b>		<b>17,947</b>	<b>13,557</b>	<b>13,855</b>
<b>Total assets</b>		<b>26,295</b>	<b>21,114</b>	<b>20,887</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Equity share capital	11	782	782	782
Other equity		12,874	11,869	10,920
<b>Total equity</b>		<b>13,656</b>	<b>12,651</b>	<b>11,702</b>
<b>Non-current liabilities</b>				
Financial liabilities				
Borrowings	12	1,048	1,115	968
Deferred tax liabilities (net)	37	4	2	-
Provisions	13	235	732	707
<b>Total non-current liabilities</b>		<b>1,287</b>	<b>1,849</b>	<b>1,675</b>
<b>Current liabilities</b>				
Financial liabilities				
Borrowings	12	5,427	1,178	2,805
Trade payables	14	917	474	188
Other financial liabilities	15	2,430	2,960	2,380
Other current liabilities	16	1,107	1,159	1,369
Provisions	13	1,471	843	768
<b>Total current liabilities</b>		<b>11,352</b>	<b>6,614</b>	<b>7,510</b>
<b>Total equity and liabilities</b>		<b>26,295</b>	<b>21,114</b>	<b>20,887</b>

### Significant accounting policies

2

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No.: 061272

Kochi

28 May 2018

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

Managing Director

DIN: 00031890

**T.R. Radhakrishnan**

Chief Financial Officer

Kochi

28 May 2018

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030



# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

	Note No.	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Income</b>			
Revenue from operations	17	28,276	24,540
Other income	18	398	595
<b>Total income</b>		<b>28,674</b>	<b>25,135</b>
<b>Expenses</b>			
Cost of materials consumed	19	9,662	8,108
Purchases of stock-in-trade	20	392	262
Changes in inventories of finished goods and stock-in-trade	21	(565)	149
Employee benefits expense	22	3,498	3,418
Finance costs	23	443	537
Depreciation and amortisation expense	24	251	234
Other expenses	25 and 26	12,620	10,555
<b>Total expenses</b>		<b>26,301</b>	<b>23,263</b>
<b>Profit before exceptional items and tax</b>		<b>2,373</b>	<b>1,872</b>
Exceptional items	27	(310)	(222)
<b>Profit before tax</b>		<b>2,063</b>	<b>1,650</b>
<b>Tax expense:</b>	37		
Current tax		796	681
Deferred tax		(24)	(22)
<b>Net tax expense</b>		<b>772</b>	<b>659</b>
<b>Profit for the year</b>		<b>1,291</b>	<b>991</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified subsequently to statement of profit and loss</i>			
Remeasurement of defined benefit liability	38	(6)	(65)
Income tax related to items that will not be reclassified to profit or loss	37	2	23
<b>Total other comprehensive income for the year, net of income tax</b>		<b>(4)</b>	<b>(42)</b>
<b>Total comprehensive income for the year</b>		<b>1,287</b>	<b>949</b>
<b>Profit attributable to:</b>			
Owners of the Company		1,291	991
Non-controlling interest		-	-
<b>Profit for the year</b>		<b>1,291</b>	<b>991</b>

# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

	Note No.	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Other comprehensive income attributable to:</b>			
Owners of the Company		(4)	(42)
Non-controlling interest		-	-
<b>Other comprehensive income for the year net of income tax</b>		<b>(4)</b>	<b>(42)</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		1,287	949
Non-controlling interest		-	-
<b>Total comprehensive income for the year</b>		<b>1,287</b>	<b>949</b>
<b>Earnings per equity share</b>			
(Equity shares of face value Rs. 10 each)	<b>29</b>		
Basic (Rs.)		16.51	12.67
Diluted (Rs.)		16.51	12.67

Significant accounting policies

2

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Vikash Somani**

Partner

Membership No.: 061272

**Rama Varma**

Managing Director

DIN: 00031890

**K.R.N. Menon**

Chairman

DIN: 00877505

**T.R. Radhakrishnan**

Chief Financial Officer

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi  
28 May 2018

Kochi  
28 May 2018

# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

For the year ended 31 March 2017

Particulars	Equity share capital	Other equity						Total equity attributable to equity share-holders of the Company
		Reserves and surplus					Total	
		Retained earnings	General reserve	Capital reserve	Investment Subsidy reserve	Items of other comprehensive income		
Balance at 1 April 2016	782	646	10,210	49	15	-	10,920	11,702
Profit for the year-	-	991	-	-	-	-	991	991
Other comprehensive income for the year (net of tax)	-	-	-	-	-	(42)	(42)	(42)
Total comprehensive income for the year	-	991	-	-	-	(42)	949	949
Transfer to general reserve	-	(500)	-	-	-	-	(500)	(500)
Transfer from retained earnings	-	-	500	-	-	-	500	500
Total contributions by and distributions to owners	-	(500)	500	-	-	-	-	-
Balance at 31 March 2017	782	1,137	10,710	49	15	(42)	11,869	12,651

For the year ended 31 March 2018

Particulars	Equity share capital	Other equity						Total equity attributable to equity share-holders of the Company
		Reserves and surplus					Total	
		Retained earnings	General reserve	Capital reserve	Investment Subsidy reserve	Items of other comprehensive income		
Balance at 1 April 2017	782	1,137	10,710	49	15	(42)	11,869	12,651
Profit for the year	-	1,291	-	-	-	-	1,291	1,291
Other comprehensive income for the year (net of tax)	-	-	-	-	-	(4)	(4)	(4)
Total comprehensive income for the year	-	1,291	-	-	-	(4)	1,287	1,287
Transfer to general reserve	-	(600)	-	-	-	-	(600)	(600)
Transfer from retained earnings	-	-	600	-	-	-	600	600
Dividend paid during the year	-	(235)	-	-	-	-	(235)	(235)
Dividend distribution tax paid during the year	-	(47)	-	-	-	-	(47)	(47)
Total contributions by and distributions to owners	-	(882)	600	-	-	-	(282)	(282)
Balance at 31 March 2018	782	1,546	11,310	49	15	(46)	12,874	13,656

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No.: 061272

Kochi  
28 May 2018

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

Managing Director

DIN: 00031890

**T.R. Radhakrishnan**

Chief Financial Officer

Kochi  
28 May 2018

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Cash flows from operating activities</b>		
Profit before taxes	<b>2,063</b>	<b>1,650</b>
<b>Adjustments to reconcile loss to net cash used in operating activities</b>		
Depreciation and amortisation	251	234
Finance costs	443	537
Interest income	(25)	(51)
Provision for diminution in the value of investments	-	5
Provision for reduction in recoverable value of assets held for sale	310	217
(Profit)/ loss on sale of property, plant and equipment	(4)	2
Profit on sale of rubber trees (bearer plants)	(105)	(131)
Profit on sale of investments	(3)	(3)
Gain on measurement of biological assets	(35)	-
Dividend income	(6)	(8)
Fair value changes of current investments (FVTPL)	(10)	(10)
Liabilities/ provisions no longer required written back	(143)	(157)
Bad trade receivables written off	32	26
Provision for doubtful trade receivables/ reimbursable expenses and advances	55	70
Net unrealised exchange (gain) / loss	3	(10)
Remeasurment of defined benefit liability	(6)	(65)
<b>Operating cash flows before working capital changes</b>	<b>2,820</b>	<b>2,306</b>
<i>Working capital changes</i>		
Increase in inventories	(4,643)	(345)
(Increase)/ decrease in trade receivable	(784)	294
(Increase)/ decrease in other financial asset and other assets	(6)	204
Decrease/ (increase) in other assets	266	(35)
Increase in trade payables	458	305
(Decrease)/ increase in other financial liabilities	(616)	338
Increase/ (decrease) in other liabilities	49	(161)
Increase in provisions	144	53
<b>Cash (used in)/ generated from operating activities before taxes</b>	<b>(2,312)</b>	<b>2,959</b>
Income taxes paid, net of refund	(701)	(600)
<b>Net cash (used in)/ generated from operating activities (A)</b>	<b>(3,013)</b>	<b>2,359</b>

# ASPINWALL AND COMPANY LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Indian rupees lakhs)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
<b>Cash flows from investing activities</b>		
Capital expenditure on property, plant and equipment including capital advances	(786)	(750)
Proceeds from sale of property, plant and equipment	114	134
Advance repaid towards sale of land	(100)	(50)
Bank deposits not considered as cash and cash equivalents		
- placed	-	(53)
- matured	112	-
Current investments not considered as cash and cash equivalents		
- purchased	(66)	(158)
- proceeds from sale	89	87
Purchase of long-term investments	-	(2)
Interest received	33	51
Dividend received	6	8
<b>Net cash used in investing activities (B)</b>	<b>(598)</b>	<b>(733)</b>
<b>Cash flows from financing activities</b>		
Proceeds from long-term borrowings	585	490
Repayment of long-term borrowings	(526)	(165)
Net increase /(decrease) in working capital borrowings	4,249	(1,627)
(Increase)/ decrease in earmarked bank balances not considered as cash and cash equivalents	(15)	6
Finance costs (including borrowing costs capitalised)	(537)	(446)
Transfer to investor education and protection fund	(5)	(4)
Dividend paid	(216)	(2)
Tax on dividend	(47)	(1)
<b>Net cash generated from/ (used in) financing activities (C)</b>	<b>3,488</b>	<b>(1,749)</b>
<b>Decrease in cash and cash equivalents, net (A+B+C)</b>	<b>(123)</b>	<b>(123)</b>
Cash and cash equivalents at the beginning of the year	465	588
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	(1)	-
<b>Cash and cash equivalents at the end of the year ( refer note 10)</b>	<b>341</b>	<b>465</b>

### Significant accounting policies (refer to note 2)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

**Vikash Somani**

Partner

Membership No.: 061272

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Rama Varma**

Managing Director

DIN: 00031890

**T.R. Radhakrishnan**

Chief Financial Officer

**K.R.N. Menon**

Chairman

DIN: 00877505

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi

28 May 2018

Kochi

28 May 2018

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 1 Corporate information

The consolidated financial statements relate to Aspinwall and Company Limited ("the Company") and its Subsidiary Companies (collectively, the Group).

The Company has its registered office at Devankulangara, Edapally, Cochin – 682 024. The Group has diversified business activities comprising Logistics Services across 11 branches in India, Rubber Plantations at Malappuram, Coffee Processing and Trading at Mangalore, Natural Fibre Division at Aleppey and Pollachi, Sales office in Hertogenbosch (Netherlands). The Group caters to both domestic and international markets.

The shares of the Company are now listed at National Stock Exchange of India Ltd, effective from 14 June 2016.

## 2 Basis of preparation and significant accounting policies

### 2.1 Statements of Compliance

The consolidated Ind AS financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013, (the 'Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act.

The Group's consolidated financial statements up to and for the year ended 31 March 2017 were prepared in accordance with accounting principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) and other relevant provisions of the Act.

As these are the Group's first financial statements prepared in accordance with Ind AS, Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 3.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on 28 May 2018.

Details of the Group's accounting policies are included in Note 2.7 to 2.26.

### 2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary companies. Subsidiary Companies are wholly owned by the Company over which the group has control. Control is achieved through voting rights.

The consolidated financial statements relate to Aspinwall and Company Limited (the 'Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

#### i. Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together line items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.2 Basis of consolidation (continued)

### ii. Transactions eliminated on consolidation:

Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated.

The subsidiaries consolidated under the Group comprise the entities listed below:

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power either directly or indirectly through subsidiary as at	
				31 March, 2018	31 March, 2017
Aspinwall Geotech Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Aspinwall Technologies Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Malabar Coast Marine Services Private Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
SFS Pharma Logistics Private Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100

## 2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

## 2.4 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Biological assets	Fair value less cost to sell
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

## 2.5 Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.5 Use of estimates and judgements (continued)

### i. Judgements:

There are no significant judgements made in applying accounting policies that have the most material effects on the amounts recognised in the financial statements.

### ii. Assumptions and estimation uncertainties:

#### a. Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of Company's assets are determined by Management at the time the asset is acquired and reviewed periodically, including each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### b. Others:

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2018 is included in the following notes:

- Notes 13, 28 and 32 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 40 – determining the fair value of biological assets;
- Note 39 – impairment of financial assets.
- Note 38 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 7 – Assets held for sale
- Note 38 – Deferred tax assets

## 2.6 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as interest rates, guarantee commission rates and pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.6 Measurement of fair values (continued)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 2.7 Revenue recognition

### Sale of goods

Domestic sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax, value added tax, excise duty and goods and service tax. Export sales are recognised when goods are boarded to vessel at which point the risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

### Income from services

Income from services such as stevedoring, clearing and forwarding, shipping and liner agencies are accounted as and when the jobs are completed on a percentage of completion basis. Despatch money is recognised as and when the amounts are realised considering the uncertainties involved both in the amount of despatch money and recoverability thereof.

### Rubber tree sales

Revenue from sale of non-yielding rubber trees is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the felling and removal of the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer, the sale of trees is recognised when sale consideration is received.

### Export incentives

Export incentive are recognised as income on accrual basis in the year of export, based on eligibility and when there is no uncertainty in receiving the same.

### Other income

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired).

Dividend income is recognised in the statement of profit and loss on the date on which the right to receive payment is established.

## 2.8 Discounts

Discounts are provided based on individual contracts/ operating arrangements entered into with the customers on accrual basis.

## 2.9 Inventories

Inventories are measured at the lower of cost and the net realisable value after providing for obsolescence and other losses, wherever considered necessary. Cost is determined on the following basis:

Particulars	Method of valuation
Coffee bought from registered dealers	Specific identification basis
Raw materials, stores and spare parts and trading goods	Weighted average basis

Cost includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition including octroi and other levies, transit insurance and receiving charges. Inventory is charged to statement of profit and loss on consumption. Cost of finished goods includes appropriate proportion of overheads.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.10 Property, plant and equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Replanting expenses of rubber trees are capitalised under bearer plants (plantation land and development).

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost also includes interest on borrowings attributable to acquisition/ construction of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in progress comprises of the cost of fixed assets that are not yet ready for their intended use as on the balance sheet date

### ii. Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 3 on Ind AS 101).

### iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

### iv. Depreciation

Depreciation is provided on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives prescribed in Schedule II to the Companies Act, 2013 using the Straight Line Method ('SLM').

In respect of bearer plants, the life of rubber trees is estimated at 25 years from the year of planting and the cost of these trees is amortised on SLM basis over the yielding period from the year in which the tapping is commenced which is normally from 7<sup>th</sup> year of plantation.

Buildings constructed over leasehold land are depreciated over the period of the lease or estimated useful lives whichever is shorter.

Depreciation on additions during the year is provided for on a pro-rata basis i.e., from the date on which asset is acquired. Depreciation on disposals is provided on a pro-rata basis i.e. upto the date on which asset is disposed off.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.11 Financial Instruments

### i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

The Group measures a financial asset or financial liability at its fair value. In the case of a financial asset or financial liability measured not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability are adjusted in the value of financial asset or financial liability.

### ii. Classification and subsequent measurement

#### a. Financial assets:

On initial recognition, a financial asset is classified as measured at:

- amortised cost; or
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

#### b. Financial liabilities: Classification, subsequent measurement and gains and losses:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.11 Financial Instruments (continued)

### iii. Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

### iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### v. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

### vi. Foreign exchange forward contracts

The Group enters into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

## 2.12 Biological assets

Biological assets, i.e. living plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

## 2.13 Non-current assets or disposal group held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss. Once classified as held-for-sale, property, plant and equipment and investment properties are no longer amortised or depreciated

## 2.14 Impairment

### i. Impairment of financial instruments

#### a. Recognition

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit or loss.

#### b. Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### c. Write off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.14 Impairment (continued)

### ii. Impairment of non-financial assets (continued)

The Group's non-financial assets, other biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 2.15 Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liabilities and contingent assets are not recognised in the financial statements. Contingent liabilities are disclosed in the financial statements unless the possibility of any outflow in settlement is remote. Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.16 Employee benefits

Employee benefits include short-term employee benefits, provident fund, superannuation fund, Employees' State Insurance scheme, social security and insurance in the case of foreign national employee, gratuity and compensated absences.

### i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave, whichever is earlier.

### ii. Post-employment benefits

**Provident Fund:** Contributions to defined contribution schemes such as Provident Fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees of the Company, Provident Fund contributions are made to a Trust administered by the Company namely "Aspinwall & Co. Ltd. Provident Fund" (for all other employees not covered by the own fund the contributions are made to Government administered provident fund scheme).

In respect of Aspinwall & Co. Ltd Provident Fund, the interest paid / payable to the beneficiaries every year is notified by the Government and the company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate and recognises such obligation, if any, determined based on actuarial valuation as at the balance sheet date, as an expense. Such provision in the rules of the provident fund would tantamount to a guarantee of a specified rate of return. As per Ind AS 19, where in terms of any plan the enterprise's obligation is to provide the agreed benefits to current and former employees and the actuarial risk (that benefits will cost more than expected) and investment risk fall, in substance, on the enterprise, the plan would be a defined benefit plan.

In respect of contributions made to government administered Provident Fund, the Group has no further obligations beyond its monthly contributions.

**Gratuity:** The Company's gratuity benefit scheme is a defined benefit plan which is administered through Company managed Trust "Aspinwall & Co. Ltd Gratuity Fund". The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.16 Employee benefits (continued)

### ii. Post-employment benefits (continued)

#### Gratuity (continued)

Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. In case of subsidiary companies, the liability for gratuity liability which is actuarially determined at the balance sheet date as above, is not funded by plan assets.

**Superannuation:** The Group makes contributions equal to a specified percentage of the covered employee's basic salary and DA, to a fund managed by the Life Insurance Corporation of India (LIC). The Company has no further obligations beyond its contributions.

**Others:** Employees' State Insurance Scheme, Social Security and insurance in the case of foreign national employee are also considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

### iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31 March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

## 2.17 Leases

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

## 2.18 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.19 Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

## 2.20 Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.20 Income Tax (continued)

### ii. Deferred tax (continued)

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### iii. Minimum alternative tax (MAT) credit

Minimum alternative tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income-Tax Act, 1961) over normal income-tax is recognised as an asset by crediting the statement of profit and loss only when and to the extent there is convincing evidence that the Group will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

## 2.21 Earnings per share (EPS)

Basic earnings per share ('EPS') is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive.

## 2.22 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

## 2.23 Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

All operating segments' operating results are reviewed regularly by the Company's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018

## 2.24 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

## 2.25 Operating Cycle

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

## 2.26 Goods and Service Tax ('GST') input credit

GST input credit is accounted for in the books in the period in which the underlying goods or service received is accounted and when there is reasonable certainty in availing / utilising the credits.

## 2.27 Recent accounting pronouncements

### Standards issued but not yet effective

Ind AS 115, Revenue from contracts with customers

On 28 March 2018, Ministry of Corporate Affairs (MCA) notified Ind AS 115. The new standard requires an entity to recognise revenue which depicts the transfer of promised goods or services to customers for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires disclosures about the nature, amount, timing and uncertainty of revenue and cash flow arising from the entity's contracts with customers.

The effective date of adoption of Ind AS 115 is financial year beginning on or after 1 April 2018, with an option for retrospective adoption. The Group has evaluated the effect Ind AS 115 on the financial statements and the impact is not material.

### *Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:*

On 28 March 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment rules, 2018 containing Appendix B to Ind AS 21, which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from 1 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Group from April 1, 2017.

### **Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

### **Amendment to Ind AS 102**

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

No impact is expected on account of this amendment as the Group does not have share based payments.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

## Note 3

### First time adoption of Ind AS

These are the Group's first consolidated financial statements prepared in accordance with Ind AS. For the year ended 31 March 2017, the Group had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ("previous GAAP"/ "IGAAP").

The accounting policies set out in Note 2 have been applied in preparing these consolidated Ind AS financial statements for the year ended 31 March 2018 including the comparative information for the year ended 31 March 2017 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2016.

In preparing its Ind AS Balance Sheet as at 1 April 2016 and in presenting the comparative information for the year ended 31 March 2017, the Group has adjusted amounts reported previously in consolidated financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Group in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

#### A. Optional exemptions availed

In preparing these consolidated financial statements, the Group has availed the following optional exemption: (i) in respect of property, plant and equipment, the Group has elected to continue with the carrying value as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

#### B. Mandatory exceptions availed

##### 1. Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS or at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS Balance Sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL.
- Fair valuation of biological assets measured at fair value less cost to sell.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

##### 2. Classification and measurement of financial assets

Ind AS 101 requires a Group to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Group has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations

The following reconciliations provides the effect of transition to Ind AS from previous GAAP in accordance with Ind AS 101

### Reconciliation of equity as previously reported under IGAAP to Ind AS

	Notes	Opening Balance sheet as at 1 April 2016			Balance sheet as at 31 March 2017		
		Previous GAAP*	Effects of transition to Ind AS	Ind AS	Previous GAAP*	Effects of transition to Ind AS	Ind AS
<b>Assets</b>							
<b>Non-current assets</b>							
Property, plant and equipment		5,185	-	5,185	5,192	-	5,192
Capital work-in-progress		566	-	566	1,210	-	1,210
Biological assets other than bearer plants	A		370	370	-	370	370
Financial assets							
Investments		6	-	6	3	-	3
Other financial assets		175	-	175	193	-	193
Deferred tax assets (net)	B	422	(175)	247	507	(213)	294
Other non current assets		483	-	483	295	-	295
<b>Total non current assets</b>		<b>6,837</b>	<b>195</b>	<b>7,032</b>	<b>7,400</b>	<b>157</b>	<b>7,557</b>
<b>Current assets</b>							
Inventories		5,805	-	5,805	6,150	-	6,150
Financial assets							
Investments	D	249	12	261	322	23	345
Trade receivables		3,040	-	3,040	2,694	-	2,694
Cash and cash equivalents		588	-	588	465	-	465
Bank balances other than cash and cash equivalents		134	-	134	166	-	166
Other financial assets		2,229	-	2,229	2,007	-	2,007
Other current assets		1,798	-	1,798	1,730	-	1,730
<b>Total current assets</b>		<b>13,843</b>	<b>12</b>	<b>13,855</b>	<b>13,534</b>	<b>23</b>	<b>13,557</b>
<b>Total assets</b>		<b>20,680</b>	<b>207</b>	<b>20,887</b>	<b>20,934</b>	<b>180</b>	<b>21,114</b>
<b>Equity and liabilities</b>							
<b>Equity</b>							
Equity share capital		782	-	782	782	-	782
Other equity	C	10,713	207	10,920	11,691	178	11,869
<b>Total equity</b>		<b>11,495</b>	<b>207</b>	<b>11,702</b>	<b>12,473</b>	<b>178</b>	<b>12,651</b>
<b>Non current liabilities</b>							
Financial liabilities							
Borrowings		968	-	968	1,115	-	1,115
Deferred tax liabilities		-	-	-	-	2	2
Provisions		707	-	707	732	-	732
<b>Total non current liabilities</b>		<b>1,675</b>	<b>-</b>	<b>1,675</b>	<b>1,847</b>	<b>2</b>	<b>1,849</b>
<b>Current liabilities</b>							
Financial liabilities							
Borrowings		2,805	-	2,805	1,178	-	1,178
Trade payables		188	-	188	474	-	474
Other financial liabilities		2,380	-	2,380	2,960	-	2,960
Other liabilities		1,369	-	1,369	1,159	-	1,159
Provisions		768	-	768	843	-	843
<b>Total current liabilities</b>		<b>7,510</b>	<b>-</b>	<b>7,510</b>	<b>6,614</b>	<b>-</b>	<b>6,614</b>
<b>Total liabilities</b>		<b>9,185</b>	<b>-</b>	<b>9,185</b>	<b>8,461</b>	<b>2</b>	<b>8,463</b>
<b>Total equity and liabilities</b>		<b>20,680</b>	<b>207</b>	<b>20,887</b>	<b>20,934</b>	<b>180</b>	<b>21,114</b>

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations (continued)

#### Reconciliation of statement of profit and loss as previously reported under IGAAP to Ind AS

	Notes	Year ended 31 March 2017		
		Previous GAAP*	Effects of transition to Ind AS	Ind AS
<b>Income</b>				
Revenue from operations		24,540	-	24,540
Other income	A	478	117	595
<b>Total Income</b>		<b>25,018</b>	<b>117</b>	<b>25,135</b>
<b>Expenses</b>				
Cost of materials consumed		8,108	-	8,108
Purchases of stock-in-trade		262	-	262
Changes in inventories of finished goods and stock -in-trade		149	-	149
Employee benefits expenses	B	3,483	(65)	3,318
Finance costs		537	-	537
Depreciation and amortisation		234	-	234
Other expenses		10,538	(1)	10,537
CSR expenditure		18	-	18
<b>Total expenses</b>		<b>23,329</b>	<b>(66)</b>	<b>23,263</b>
<b>Profit before exceptional items and tax</b>		<b>1,689</b>	<b>183</b>	<b>1,872</b>
Exceptional items		(222)	-	(222)
<b>Profit before tax</b>		<b>1,467</b>	<b>183</b>	<b>1,650</b>
<b>Tax expense:</b>				
Current tax		681	-	681
Deferred tax	C	(85)	63	(22)
<b>Net tax expense</b>		<b>596</b>	<b>63</b>	<b>659</b>
<b>Profit for the year</b>		<b>871</b>	<b>120</b>	<b>991</b>
<b>Other comprehensive income</b>				
<i>Items that will not be reclassified subsequently to statement profit or loss</i>				
Remeasurement of defined benefit liability	D	-	(65)	(65)
Income tax related to items that will not be reclassified to statement of profit or loss		-	23	23
<b>Other comprehensive income</b>		<b>-</b>	<b>(42)</b>	<b>(42)</b>
<b>Total comprehensive income for the year</b>		<b>871</b>	<b>78</b>	<b>949</b>
Profit attributable to:				
Owners of the Company		871	120	991
Non-controlling interest		-	-	-
<b>Profit for the year</b>		<b>871</b>	<b>120</b>	<b>991</b>
Other comprehensive income attributable to:				
Owners of the Company		-	(42)	(42)
Non-controlling interest		-	-	-
<b>Other comprehensive income for the year net of income tax</b>		<b>-</b>	<b>(42)</b>	<b>(42)</b>
<b>Total comprehensive income attributable to:</b>				
Owners of the Company		871	78	949
Non-controlling interest		-	-	-
<b>Total comprehensive income for the year</b>		<b>871</b>	<b>78</b>	<b>949</b>

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 3 First time adoption of Ind AS (continued)

### Reconciliations (continued)

#### Explanations for reconciliation of balance sheet as previously reported under previous GAAP to Ind AS

##### A Biological assets other than bearer plants

The Group has teak, rose wood and mahogany trees in plantation division which were not recognised in books under previous GAAP. Under Ind AS 41 these trees are considered as biological assets and accounted in the books at fair value. The fair value of biological assets on transition was at Rs 370 lakhs and have been recognised in retained earnings as at the date of transition.

##### B Other tax assets

Under Ind AS, deferred tax has been recognised on fair valuation of biological assets and fair valuation of forward contracts.

##### C Other equity

Under Ind AS, retained earnings as at 1 April 2016 and 31 March 2017, has been adjusted consequent to above Ind AS transition adjustments.

##### D Investments

The Group has investments in mutual funds which were recognised at cost in books under previous GAAP. Under Ind AS 109 these are accounted in the books at fair value. The fair value of Rs. 12 lakhs have been recognised in retained earnings as at the date of the transition.

#### Explanations for reconciliation of Statement of Profit and loss as previously reported under previous GAAP to Ind AS

##### A (i) Reclassification of fair value movement of cash flow hedges

Under previous GAAP, the Group was accounting for the fair valuation movement of forward contracts (cash flow hedges) directly in reserves following hedge accounting principles. Under Ind AS, the Group has opted to account for fair value movement on cash flow hedges through statement of profit and loss as they do not meet the requirements of hedge accounting principles of Ind AS 109.

##### (ii) Fair value changes of current investments

Under the previous GAAP, the Group was accounting the current investments at cost. Under Ind AS, the Company has accounted the current investments at fair value. As a result of this change, the profit for the year ended 31 March 2017 increased by Rs. 10 lakhs.

##### B Employee benefits expenses

Under Ind AS, remeasurements ie. actuarial gains and losses and the return on plan assets, excluding those included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income instead of statement of profit and loss. Under the previous GAAP, these measurements were forming part of profit and loss for the year. As a result of this change, the profit for the year ended 31 March 2017 increased by Rs 65 lakhs. There is no impact on the total equity as at 31 March 2017.

##### C Deferred tax

Deferred tax has been recognised on the adjustment made on transition to Ind AS namely, fair valuation of biological assets and fair valuation of forward contracts.

##### D Other comprehensive income

Under Ind AS all items of income and expenses recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as other comprehensive income includes remeasurement of defined benefit plans. The concept of comprehensive income did not exist under previous GAAP.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

## 4 Property, plant and equipment

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

Reconciliation of carrying amount	Freehold land	Buildings (refer Note 4.1 and 4.2 below)	Plant and equipment	Furniture and fixtures	Vehicles	Office equipments	Bearer plants (plantation land and development)	Total	Capital work in progress (refer Note 31)	Total
<b>Cost or deemed cost</b>										
Balance at 1 April 2016	2,320	1,008	486	31	286	24	1,030	5,185	566	5,751
Additions / adjustments	-	8	91	8	6	17	116	246	649	895
Deletions	-	-	(7)	(1)	(2)	(12)	(32)	(54)	-	(54)
Capitalisation	-	-	-	-	-	-	-	-	(5)	(5)
<b>Balance at 31 March 2017</b>	<b>2,320</b>	<b>1,016</b>	<b>570</b>	<b>38</b>	<b>290</b>	<b>29</b>	<b>1,114</b>	<b>5,377</b>	<b>1,210</b>	<b>6,587</b>
Balance at 1 April 2017	2,320	1,016	570	38	290	29	1,114	5,377	1,210	6,587
Additions / adjustments	18	56	139	-	4	21	130	368	591	959
Deletions	-	-	(14)	(3)	(26)	(10)	(25)	(78)	-	(78)
Capitalisation	-	-	-	-	-	-	-	-	(19)	(19)
<b>Balance at 31 March 2018</b>	<b>2,338</b>	<b>1,072</b>	<b>695</b>	<b>35</b>	<b>268</b>	<b>40</b>	<b>1,219</b>	<b>5,667</b>	<b>1,782</b>	<b>7,449</b>
<b>Accumulated depreciation</b>										
Balance at 1 April 2016	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	(43)	(56)	(8)	(53)	(14)	(60)	(234)	-	(234)
Deletions	-	-	6	1	2	12	28	49	-	49
<b>Balance at 31 March 2017</b>	<b>-</b>	<b>(43)</b>	<b>(50)</b>	<b>(7)</b>	<b>(51)</b>	<b>(2)</b>	<b>(32)</b>	<b>(185)</b>	<b>-</b>	<b>(185)</b>
Balance at 1 April 2017	-	(43)	(50)	(7)	(51)	(2)	(32)	(185)	-	(185)
Depreciation for the year	-	(44)	(67)	(7)	(53)	(15)	(65)	(251)	-	(251)
Deletions	-	-	9	3	26	10	25	73	-	73
<b>Balance at 31 March 2018</b>	<b>-</b>	<b>(87)</b>	<b>(108)</b>	<b>(11)</b>	<b>(78)</b>	<b>(7)</b>	<b>(72)</b>	<b>(363)</b>	<b>-</b>	<b>(363)</b>
<b>Carrying amount (net)</b>										
At 1 April 2016	2,320	1,008	486	31	286	24	1,030	5,185	566	5,751
<b>At 31 March 2017</b>	<b>2,320</b>	<b>973</b>	<b>520</b>	<b>31</b>	<b>239</b>	<b>27</b>	<b>1,082</b>	<b>5,192</b>	<b>1,210</b>	<b>6,402</b>
<b>At 31 March 2018</b>	<b>2,338</b>	<b>985</b>	<b>587</b>	<b>24</b>	<b>190</b>	<b>33</b>	<b>1,147</b>	<b>5,304</b>	<b>1,782</b>	<b>7,086</b>

### Note 4.1

Include buildings constructed on a land whose lease period expired on 28 June 2016 and application for the renewal of the lease is pending before the Cochin Port Trust.

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gross Block	Net Block	Gross Block	Net Block
Office building (30,000 square feet) - Willington Island	36	6	36	7
Godown - Willington Island	306	53	306	56
<b>Total</b>	<b>342</b>	<b>59</b>	<b>342</b>	<b>63</b>

### Note 4.2

Include Buildings constructed on a land whose lease period expires on 31 December 2023

Particulars	As at 31 March 2018		As at 31 March 2017	
	Gross Block	Net Block	Gross Block	Net Block
Office building - Tuticorin	49	15	49	15
<b>Total</b>	<b>49</b>	<b>15</b>	<b>49</b>	<b>15</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>5 Investments</b>			
<b>Non-current investments, unquoted</b>			
<u>Investments in equity instruments</u>			
<i>(i) of other entities (fully paid-up) at Fair Value Through Profit or Loss (FVTPL)</i>			
<b>Kailas Rubber Company Limited, India</b>			
13 (31 March 2017: 13; 1 April 2016: 13) equity shares of Rs.10 each	*	*	*
<b>Thirumbadi Rubber Company Limited, India</b>			
Nil (31 March 2017: 10; 1 April 2016: 10) equity shares of Rs.10 each	-	*	*
<b>Cochin Stock Exchange Limited</b>			
911 (31 March 2017: 911; 1 April 2016: 911) equity shares of Rs.10 each	1	1	1
<b>Cochin Waste 2 Energy Private Limited</b>			
50,000 (31 March 2017: 50,000; 1 April 2016: 50,000) equity shares of Rs.10 each	5	5	5
Less: Provision for diminution in value	(5)	(5)	-
<b>Kerala Enviro Infrastructure Limited</b>			
20,000 (31 March 2017: 20,000, 1 April 2016: Nil) equity shares of Rs.10 each	2	2	-
<u>Investment in Government Securities</u>			
National Savings Certificate (NSC)	*	*	*
	<b>3</b>	<b>3</b>	<b>6</b>
<b>Current investments</b>			
<u>Investments in mutual funds (unquoted) at FVTPL:</u>			
i) UTI Fixed Income Interval Fund -Annual Interval Plan Series I-Growth Plan Growth 147,109.862 (31 March 2017: 147,109.862, 1 April 2016: 147,109.862) units	35	33	30
ii) Birla Sun Life Savings Fund - Daily Dividend Regular Plan Reinvestment Nil (31 March 2017: Nil, 1 April 2016: 17,061.138) units	-	-	17
iii) Principal Debt Opportunities Fund Conservative Plan-Regular Plan Growth Nil (31 March 2017: Nil, 1 April 2016: 1,160.989) units	-	-	28
iv) Principal Debt Opportunities Fund Conservative Plan-Regular Plan Dividend Monthly- Reinvestment Nil (31 March 2017: Nil, 1 April 2016: 1,867.641) units	-	-	21
v) Birla Sun Life Income Plus-Quarterly Dividend -Regular Plan- Reinvestment Nil (31 March 2017: 260,054.344, 1 April 2016: 245,019.777) units	-	34	31
vi) UTI Money Market Fund-Institutional Plan-Growth 1,297.56 (31 March 2017: 1,297.56, 1 April 2016: 1,297.56) units	25	24	22
vii) Birla Sun Life Short Term Opportunities Fund -Growth -Regular Plan 62,070.164 (31 March 2017: 62,070.164, 1 April 2016: 62,070.164) units	18	17	16
viii) ICICI Prudential Regular Savings Fund Regular Plan Growth 96,401.648 (31 March 2017: 96,401.648, 1 April 2016: 96,401.648) units	18	17	15
ix) Principal Arbitrage Fund Regular Plan - Growth 277,461.464 (31 March 2017: 277,461.464, 1 April 2016: Nil) units	31	29	-
x) Axis Short Term Fund - Growth Nil (31 March 2017: 121,548.036, 1 April 2016: Nil) units	-	22	-
xi) SBI Short Term Debt Fund - Regular Plan-Monthly Dividend Nil (31 March 2017: 176,342.041, 1 April 2016: Nil) units	-	21	-

Asterisk denotes figures below ₹ 50,000/-



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>5 Investments</b> (continued)			
xii) Principal Low Duration Fund -Regular Plan Dividend Monthly Reinvestment 2,066.013 (31 March 2017: 1,973.003, 1 April 2016: Nil) units	24	22	-
xiii) Birla Sun Life Cash Plus - Growth - Regular Plan 12,132.122 (31 March 2017: 15,947.286, 1 April 2016: Nil) units	34	41	-
xiv) ABSL Banking & PSU Debt Fund - Growth Regular Plan 59,690.089 (31 March 2017: Nil, 1 April 2016: Nil) units	30	-	-
xv) ABSL Cash Manager Fund - Growth Regular Plan 7283.602 (31 March 2017: Nil, 1 April 2016: Nil) units	30	-	-
xvi) UTI Fixed Income Interval Fund-I-Quarterly Interval Plan-Retail Option-Direct Dividend Plan Reinvestment 888,645.604 (31 March 2017: 850,588.229, 1 April 2016: 810,114.771) units	89	85	81
	<b>334</b>	<b>345</b>	<b>261</b>
(i) Aggregate amount of quoted investments at market value	-	-	-
(ii) Aggregate amount of unquoted investments	342	353	267
(iii) Aggregate amount of impairment in the value of investment	(5)	(5)	-
<b>6 Other financial assets</b>			
<b>Non- current</b>			
<i>Unsecured, considered good unless otherwise specified</i>			
Deposits	110	105	108
Non - current bank balances in earmarked accounts			
- margin money deposit	43	51	37
- deposit receipts pledged with customs, sales tax and other government authorities	30	14	12
Other advances	20	22	16
Insurance claims	1	1	1
Interest accrued on deposits	-	*	1
	<b>204</b>	<b>193</b>	<b>175</b>
<b>Current</b>			
<i>Unsecured, considered good</i>			
Deposits	251	190	160
Employee advances	39	33	34
Loan to DLF Aspinwal Hotels Private Limited	-	-	75
Unbilled revenue	296	85	137
Accruals			
- interest accrued on deposits	2	10	9
- export incentives (duty drawback benefits / Vishesh Krishi and Gram Udyog Yojana(VKGUY)/ Merchandise Exports from India Scheme(MEIS))	384	261	389
	<b>972</b>	<b>579</b>	<b>804</b>
Contractually reimbursable expenses:			
Considered good	1,036	1,428	1,425
Considered doubtful	75	81	65
	<b>1,111</b>	<b>1,509</b>	<b>1,490</b>
Less: provision for doubtful contractually reimbursable expense (refer note 39)	75	81	65
	<b>1,036</b>	<b>1,428</b>	<b>1,425</b>
	<b>2,008</b>	<b>2,007</b>	<b>2,229</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>7 Other assets</b>			
<b>Non-current</b>			
Capital advances	65	36	54
Advance tax-income tax (net of provision)	255	242	417
MAT credit entitlement	2	2	3
Balance with sales tax authorities	2	11	7
Prepaid expenses	3	4	2
	<b>327</b>	<b>295</b>	<b>483</b>
<b>Current</b>			
Prepaid expenses	27	35	32
Balances with government authorities			
- GST credit receivable	81	30	31
- VAT refund receivable	40	178	316
- Service tax refund receivable	23	23	23
- Service tax advance	25	25	8
- Customs/ port advance	15	35	27
Fair value change in outstanding forward exchange contracts	65	234	127
Income tax refund due	-	140	14
Others	9	16	63
	285	716	641
Advance to contractors	239	204	123
Less: provision for doubtful advances	6	7	-
	233	197	123
Fixed assets held for sale - land	1,017	1,034	1,034
Less: provision for reduction in recoverable value	527	217	-
	490	817	1,034
	<b>1,008</b>	<b>1,730</b>	<b>1,798</b>
<b>8 Inventories (at lower of cost and net realisable value)</b>			
(a) <i>Raw materials</i>			
Coffee	7,123	3,187	2,637
PVC resin	36	34	33
Coir	137	55	104
	<b>7,296</b>	<b>3,276</b>	<b>2,774</b>
(b) <i>Finished goods</i>			
Coffee	3,211	2,671	2,901
Mats and mattings	-	-	8
Rubber	38	59	24
	<b>3,249</b>	<b>2,730</b>	<b>2,933</b>
(c) <i>Stock in trade</i>			
Coffee	81	34	-
Mattresses	19	20	-
	<b>100</b>	<b>54</b>	<b>-</b>
(d) <i>Stores and spares</i>	148	90	98
	<b>10,793</b>	<b>6,150</b>	<b>5,805</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>9 Trade receivables</b>			
Unsecured			
considered good	3,402	2,694	3,040
considered doubtful	88	77	61
	3,490	2,771	3,101
Allowances for expected credit loss (refer note 39)	(88)	(77)	(61)
	<b>3,402</b>	<b>2,694</b>	<b>3,040</b>
<b>10 Cash and bank balances</b>			
<b>A.Cash and cash equivalents</b>			
Balances with banks (refer note 39)			
(i) In current accounts	265	297	426
(ii) In EEFC accounts	7	*	1
(iii) In other deposits accounts	63	161	154
Cash on hand (refer note 42)	6	7	7
<b>Total cash and cash equivalents - (A)</b>	<b>341</b>	<b>465</b>	<b>588</b>
<b>B. Bank balances other than cash and cash equivalents</b>			
(i) In earmarked accounts			
- unclaimed dividend accounts	50	35	42
- margin money deposit	-	120	82
- interest warrant account	2	2	2
- deposits receipts pledged with customs, sales tax and other government authorities	9	9	8
<b>Other bank balances - (B)</b>	<b>61</b>	<b>166</b>	<b>134</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>11 Equity share capital</b>			
<b>Authorised capital</b>			
25,000,000 (31 March 2017: 25,000,000, 1 April 2016: 25,000,000) equity shares of Rs.10 each	2,500	2,500	2,500
	2,500	2,500	2,500
<b>Issued, subscribed and paid-up capital</b>			
7,818,288 (31 March 2017: 7,818,288, 1 April 2016: 7,818,288) equity shares of Rs.10 each fully paid up	782	782	782
	782	782	782

**a. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:**

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of of shares	Amount	No. of shares	Amount	No. of of shares	Amount
Number of shares at the beginning of the year	7,818,288	782	7,818,288	782	7,818,288	782
Number of shares issued during the year	-	-	-	-	-	-
Number of shares at the end of the year	7,818,288	782	7,818,288	782	7,818,288	782

**b. Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of the equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

**c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group:**

**i) Equity shares:**

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<i>Equity shares</i>						
M/s. Narayanan Investment Trust Private Limited	1,705,884	21.82%	1,705,884	21.82%	1,705,884	21.82%
Mr. Rama Varma	1,165,344	14.91%	1,165,344	14.91%	1,165,344	14.91%
Her Highness Gouri Parvathi Bayi	1,044,992	13.37%	1,044,992	13.37%	1,044,992	13.37%
M/s Kumari Investment Corporation Private Limited	459,136	5.87%	459,136	5.87%	459,136	5.87%

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## d. Details of buyback, bonus shares, issue for consideration other than for cash for past 5 years

There were no shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than for cash and shares bought back during the 5 years immediately preceding the balance sheet date.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>12 Borrowings</b>			
<b>Non-current</b>			
<i>Secured</i>			
Term loans from banks	1,000	1,067	920
<i>Other Unsecured loans</i>			
United Nations Development Programme (UNDP) loan	48	48	48
	<u>1,048</u>	<u>1,115</u>	<u>968</u>
<b>Current</b>			
<i>Secured</i>			
Current maturities of long-term debt	428	302	124
Loan repayable on demand	687	286	384
Packing credit loan from banks	4,740	892	2,421
	<u>5,855</u>	<u>1,480</u>	<u>2,929</u>
Less: amount included under other financial liabilities	(428)	(302)	(124)
	<u>5,427</u>	<u>1,178</u>	<u>2,805</u>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 12 Borrowings (Continued)

### Details of Securities, terms and conditions on borrowings

Type of borrowings	Lenders name	Outstanding as on 31 March 2018	Outstanding as on 31 March 2017	Outstanding as on 31 March 2016	Tenure	Security and maturity term	Repayment Schedule
Secured term loans from banks	YES Bank Limited	1,393	1,290	925	5 1/4 Years	Secured by exclusive charge over the land in Sy no.3138/2 and 3139/9 at Kowdiar Village, Trivandrum and proposed building to be constructed and further an exclusive charge over the lease rentals/ cash flow from the proposed building.	The term loan is repayable in 21 quarterly installments commencing from 20 December 2016 and carry interest at base rate, presently @ 10.25% (previous year @ 10.25%) per annum
Secured term loans from banks	Axis Bank Limited	4	17	29	4 Years	Secured by a charge on/ hypothecation of assets bought under the loan	The term loan is repayable in 48 equal monthly installments commencing from 15 August 2014 and carry interest @10.25% (previous year @ 10.25%) per annum.
Secured term loans from banks	HDFC Bank Limited	31	62	90	3 Years	Secured by a charge on/ hypothecation of assets bought under the loan	The term loan is repayable in 36 equal monthly installments commencing from 5 March 2016 and carry interest @ 9.50% (previous year @9.50%) per annum.
Loan repayable on demand	Syndicate Bank	687	286	384	Yearly renewal	The Bank overdraft and packing credit loan from Syndicate Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock-in-trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 120 days of the Group. Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.	Bank overdraft is repayable on demand and carry interest at base rate + 0.50%, presently @ 8.95% (previous year @10.10%) per annum.
Packing credit loan from banks	Syndicate Bank	3,790	892	2,070	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation scheme, presently @ 6.45 % (previous year @6.60%) per annum.
Packing credit loan from banks	State Bank of India	219	-	14	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @ 5.70% (previous year @ 6.70%) per annum.
Packing credit loan from banks	HDFC Bank	731	-	337	Yearly renewal	Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154- 1A along with built up area about 94000 sq.ft. located in Iddya Village, Mangalore Taluk.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @ 6.30% (previous year @ 6.30%) per annum.
Other unsecured loans	United Nations Development Programme	48	48	48	NA	Corporate guarantee of the holding company	The loan carries an interest rate presently @ 15.00 % (previous year @ 15.00 % per annum

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>13 Provisions</b>			
<b>Non-current</b>			
Provision for contingencies (refer note 32)	-	525	525
Provision for gratuity	7	5	4
Provision for compensated absences	228	202	178
	<b>235</b>	<b>732</b>	<b>707</b>
<b>Current</b>			
Provision for compensated absences	67	64	46
Provision for gratuity	1	1	1
Provision for employee provident fund	7	-	1
Provision for tax (net of advance tax)	592	606	559
Provision for contingencies (refer note 32)	804	172	161
	<b>1,471</b>	<b>843</b>	<b>768</b>
	<b>1,706</b>	<b>1,575</b>	<b>1,475</b>
<b>14 Trade payables</b>			
Dues to micro and small enterprises (refer note 34)	-	-	-
Due to others	917	474	188
	<b>917</b>	<b>474</b>	<b>188</b>
As at 31 March 2018, there are no outstanding dues to micro and small enterprises. There are no interest due or outstanding on the same.			
<b>15 Other financial liabilities - Current</b>			
Current maturities of long term debt	428	302	124
Interest accrued	31	-	-
Unclaimed dividends	50	36	41
Payables on purchase of property, plant and equipment	19	*	6
Trade deposits received	62	53	47
Contractually reimbursable expenses/liabilities	237	455	506
Due to a director	-	-	*
Retention money	28	19	10
Accrued expenses	964	1,208	656
Accrued salaries and benefits	610	882	980
Unclaimed interest on deposits	1	5	10
	<b>2,430</b>	<b>2,960</b>	<b>2,380</b>
<b>16 Other liabilities</b>			
<b>Current</b>			
Advance from customers	423	356	532
Due to gratuity trust	4	10	6
Advances received towards sale of land classified as asset held for sale	600	700	750
Withholding taxes and statutory dues	80	93	81
	<b>1,107</b>	<b>1,159</b>	<b>1,369</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
<b>17 Revenue from operations</b>		
Sale of products		
Own manufactured	14,233	12,879
Traded	457	312
	<b>14,690</b>	<b>13,191</b>
<i>Own manufactured</i>		
Rubber	1,388	1,070
Mats and mattings	1,659	1,705
Coffee	11,186	10,104
	<b>14,233</b>	<b>12,879</b>
<i>Traded</i>		
Coffee	180	115
Mats, mattings and Mattresses	277	197
	<b>457</b>	<b>312</b>
Sale of services - Logistics	<b>12,886</b>	<b>10,825</b>
Other operating revenues		
- Export incentives (duty drawback benefits / VKGUY/ MEIS)	559	445
- despatch money	122	37
- weighbridge income	18	34
- sale of coffee husk	1	8
	<b>700</b>	<b>524</b>
	<b>28,276</b>	<b>24,540</b>
<b>18 Other income</b>		
Interest income		
- interest on bank deposits	19	18
- interest on loans and advances carried at amortised cost	6	2
- interest on income tax refund	-	25
- other interest	-	6
Dividend income from current investment carried at FVTPL	6	8
Profit on sale of investments (FVTPL)	3	3
Fair value changes of current investments (FVTPL)	10	10
Other non-operating income		
- sublease income	9	12
- profit on sale of property, plant and equipment	4	-
- liabilities/ provisions no longer required written back	143	157
- profit on sale of rubber trees	105	131
- sale of timber	21	21
- insurance claim received	19	28



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
- exchange gain on currency fluctuation realised and unrealised*	-	151
- gain on remeasurement of biological assets	35	-
- miscellaneous income	18	23
	<b>398</b>	<b>595</b>
* Includes unrealised gain on contracts not designated in hedge relationships and measured at fair value.		
<b>19 Cost of materials consumed</b>		
Opening stock	3,276	2,774
Add: purchases	13,682	8,610
Less: closing stock	(7,296)	(3,276)
<b>Cost of materials consumed</b>	<b>9,662</b>	<b>8,108</b>
Materials consumed comprise:		
Coffee	8,676	7,083
PVC resin	215	201
Coir yarn and others	771	824
	<b>9,662</b>	<b>8,108</b>
<b>20 Purchases of stock-in-trade</b>		
Coffee	205	143
Mattresses	187	119
	<b>392</b>	<b>262</b>
<b>21 Changes in inventories of finished goods and stock-in-trade</b>		
<i>Inventories at the beginning of the year</i>		
Finished good		
Coffee	2,671	2,901
Rubber	59	24
Mats and mattings	-	8
	<b>2,730</b>	<b>2,933</b>
Stock -in-trade		
Coffee	34	-
Mattresses	20	-
	<b>54</b>	<b>-</b>
	<b>2,784</b>	<b>2,933</b>
<i>Inventories at the end of the year</i>		
Finished good		
Coffee	3,211	2,671
Rubber	38	59
	<b>3,249</b>	<b>2,730</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
Stock -in-trade		
Coffee	81	34
Mattresses	19	20
	<b>100</b>	<b>54</b>
	<b>3,349</b>	<b>2,784</b>
<b>Net (increase) / decrease in inventories of finished goods and stock-in-trade</b>	<b>(565)</b>	<b>149</b>
<b>22 Employee benefits expense</b>		
Salaries, wages and bonus	3,002	2,983
Contribution to provident and other funds (refer note 38)	308	268
Staff welfare expenses	188	167
	<b>3,498</b>	<b>3,418</b>
<b>23 Finance costs</b>		
Interest expense on :		
- borrowings	370	302
- agricultural income tax dues	17	17
- central income tax dues	-	2
- licence fee to port (refer note 32)	15	11
- others	24	200
Other borrowing costs	17	5
	<b>443</b>	<b>537</b>
<b>24 Depreciation and amortisation expense</b>		
Depreciation	186	174
Amortisation	65	60
	<b>251</b>	<b>234</b>
<b>25 Other expenses</b>		
Consumption of stores and spare parts	451	391
Handling charges	9,213	7,345
Transportation charges	1,077	1,136
Ocean freight	47	54
Power and fuel	161	138
Rent (refer note 36)	135	132
Repairs and maintenance - buildings	127	90
Repairs and maintenance - machinery	81	63
Repairs and maintenance - others	1	*
Insurance	78	76
Rates and taxes	99	91
Communication	55	66
Travelling and conveyance	228	232
Printing and stationery	34	36

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
Sales commission	42	36
Donations and contributions (refer note 25.1 below)	5	4
Legal and professional	164	169
Payments to auditors (refer note 30)	35	30
Bad trade receivables written off	32	26
{Net of adjustment against provision Rs.32 lakhs (31 March 2017: Rs. 22 lakhs)}		
Loss on sale of property, plant and equipment (net)	-	2
Exchange loss on currency fluctuation realised and unrealised**	66	-
Bank charges	71	52
Security and subcontracting charges	175	163
Provision for expected credit loss	34	40
Provision for doubtful contractually reimbursable expenses	21	23
Provision for doubtful advances	-	7
Directors' sitting fees	9	10
Miscellaneous expenses	157	125
	<b>12,598</b>	<b>10,537</b>
** Includes unrealised loss on contracts not designated in hedge relationships and measured at fair value.		
<b>Note 25.1- Donations and contributions primarily includes following</b>		
Communist Party of India (Marxist)	1	*
Bharatiya Janata Party	1	*
Communist Party of India	*	*
Kerala Congress (B)	*	*
Revolutionary Socialist Party	*	*
SDPI	*	*
Muslim League	*	-
RSP	*	-
Welfare Party of India	*	-
Indian National Congress	*	*
Indian Communist League (ML)	*	*
DMK	*	*
	<b>2</b>	<b>1</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
<b>26 CSR expenditure</b>		
- Gross amount required to be spent during the year	22	18
- Amount spent during the year on:		
Construction/acquisition of an asset	-	-
On purposes other than above	22	18
	<b>22</b>	<b>18</b>
<b>27 Exceptional items</b>		
Provision for diminution in the value of investments	-	5
Provision for reduction in recoverable value of assets held for sale	310	217
	<b>310</b>	<b>222</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 28 Contingent liabilities and commitments

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Contingent liabilities</b>			
(i) Claims against the Company not acknowledged as debt:			
a. Interest demand on disputed lease rent payable to Government of Kerala in respect of leasehold land at Fort Kochi	-	-	178
b. Disputed tax demands:			
-Service tax demands for the period from April, 2006 to March, 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT)	1,273	1,235	2,021
-Service tax demands for the period from April 2009 to March 2015, under appeal before Commissioner (Appeals)	43	72	65
-Kerala value added tax demand relating to assessment year 2007-08 on alleged sale consideration of goodwill to M/s. DLF Aspinwal Hotels Private Limited against which appeal is pending before the Honourable Kerala Value Added Tax Appellate Tribunal.	49	49	49
-Central income tax demand relating to assessment year 2014-15 on write back of loan, against which appeal is pending before Commissioner of Income Tax (Appeals)	22	22	-
-Central income tax demand relating to assessment year 2005-06 on insurance claim received on destruction / damage of critical machineries, against which appeal is pending before Commissioner of Income Tax (Appeals)	48	48	48
(ii) Bills discounted	418	804	192
(iii) Corporate guarantees	48	48	48
(iv) Export obligation under Advance Authorisation Licence to be fulfilled. The Group is confident of meeting its obligations under the scheme within the stipulated time.	391	60	126
(v) Likely demand of interest on UNDP loan availed by M/s. Aspinwall Geotech Limited, wholly owned subsidiary company	120	113	105
<b>Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for - property, plant and equipment	379	591	2,970

### Note

- Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities.
- The Land Tribunal, Manjeri had passed orders conferring absolute title of the rubber estate at Pullangode to the Group. Appeals against this order filed by some of the Jenmis before the Land Reforms Appellate Authority have also been disposed of in favour of the Company and accordingly no adjustment is required in the financial statements in this regard. Further, appeal filed by some of the Jenmis is pending before the Hon'ble High Court of Kerala.
- The Company's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13 November 1995 upto 31 March 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the company, the High Court has directed the Government to consider the representation regarding lease rent filed by the company, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order reaffirming the demand for the period upto 31 March 2007. Adequate provision is available in the books for meeting this liability.
- Future cash outflows in respect of the above matters are determinable only on receipt of judgements / decisions pending at various forums / authorities. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 29 Earnings per share

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Net profit for the year attributable to the equity shareholders (in lakhs)	1,291	991
Weighted average number of equity shares (Nos.)	7,818,288	7,818,288
Par value per share (Rs)	10	10
Earning per share - basic and diluted	16.51	12.67

## 30 Auditors' remuneration (excluding applicable taxes):

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Statutory audit	25	22
Tax audit	1	4
Other matters	7	3
Reimbursement of expenses	2	1
<b>Total</b>	<b>35</b>	<b>30</b>

## 31 Details of borrowing costs capitalised

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Borrowing costs capitalised during the year included in capital work-in-progress	138	119

## 32 Details of provisions

The Group has made provision for various contractual obligations and disputed statutory and other liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

Particulars	As at 1 April 2017	Additions	Reversal	As at 31 March 2018
Provision for contingencies towards disputed statutory dues	548	1	-	549
Provision for licence fee and interest to port	149	106	-	255
<b>Total provision for contingencies</b>	<b>697</b>	<b>107</b>	<b>-</b>	<b>804</b>
Particulars	As at 1 April 2016	Additions	Reversal	As at 31 March 2017
Provision for contingencies towards disputed statutory dues	548	-	-	548
Provision for licence fee and interest to port	138	11	-	149
<b>Total provision for contingencies</b>	<b>686</b>	<b>11</b>	<b>-</b>	<b>697</b>

Time of future cash outflows in respect of above matters are dependend on the receipt of judgement - decisions pending at various forums/ authorities.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 33 Related parties

### A. Related party relationships

Names of related parties and description of relationship with the Company:

- |   |  |
|---|--|
| (a) Key Management Personnel (KMP)  | <ul style="list-style-type: none"> <li>a) Mr.Rama Varma - Managing Director</li> <li>b) Mr.VenkitramanAnand- Executive Director (appointed on 25 May 2017)</li> <li>c) T.R. Radhakrishnan - Chief Financial Officer</li> <li>d) Neeraj R. Varma - Company Secretary</li> </ul>   |
| (b) Non-Executive Directors   | <ul style="list-style-type: none"> <li>a) Mr.C.R.R.Varma</li> <li>b) Mr.K.R.N.Menon</li> <li>c) Mr. Sushil Krishnan Nair I.N.</li> <li>d) Ms.Nina Nayar</li> <li>e) Mr.Avittam Thirunal Adithya Varma (appointed on 17 August 2017)</li> <li>f) Mr. P.K. Sasidharan (retired on 30 September 2017)</li> <li>g) Mr. R.Sasiprabhu ( resigned on 10 July 2017)</li> </ul> |
| (c) Entities in which KMP / Relatives of KMP can exercise significant influence | <ul style="list-style-type: none"> <li>a) Narayanan Investment Trust Private Limited</li> <li>b) Kumari Investment Corporation Private Limited</li> </ul>  |
| (d) Relatives of KMP ( Managing Director)                                       | <ul style="list-style-type: none"> <li>a) H. H. Gouri Parvathi Bayi, sister</li> <li>b) H. H. Gouri Lakshmi Bayi, sister</li> <li>c) Dr (Mrs.) Girija Varma, spouse</li> </ul>   |

Note: Related parties have been identified by the management and relied upon by the auditors

### B. Related party transactions

Transaction	Related Party	Year ended 31 March 2018	Year ended 31 March 2017
Rent payments	Mr. Rama Varma	18	16
Dividend paid	Narayanan Investment Trust Private Limited	51	-
	Kumari Investment Corporation Private Limited	14	-
	Mr. Rama Varma	35	-
	H H Gouri Parvathi Bayi	31	-
	H H Gouri Lakshmi Bayi	2	-
	Dr. (Mrs.) Girija Varma	*	-
Remuneration to Key Management Personnel#	Mr. Rama Varma	71	57
	Mr.Venkitraman Anand	95	59
	T.R. Radhakrishnan	63	47
	Neeraj R. Varma	15	9
Sitting fee paid	Mr.C.R.R.Varma	2	2
	Mr.K.R.N.Menon	2	2
	Mr. Sushil Krishnan Nair I.N.	1	1
	Ms.Nina Nayar	2	2
	Mr.Avittam Thirunal Adithya Varma	1	-
	Mr. P.K. Sasidharan	1	2
	Mr. R.Sasiprabhu	*	1

# Does not include provision for gratuity as the actuarial valuation certificate is for the company as a whole  
Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 34 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)

Particulars	As at 31 March 2018	As at 31 March 2017
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

## 35 Operating segment

### Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Financial Officer (CFO) to make decisions about resources to be allocated to the segments and assess their performance.

The Group has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are logistics, coffee and related activities, plantation, natural fibre products and IT enabled services. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Group are Americas (including Canada and South American countries), Europe, India and others.

### Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 35 Operating segment (Continued)

### Business segment information (Continued)

	SEGMENTS	Year ended 31 March 2018						Year ended 31 March 2017					
		Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products,	IT Enabled Services	TOTAL	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	TOTAL
1	<b>Segment Revenue</b>	13,044	11,822	1,388	2039	-	28,293	10,896	10,564	1,070	2,010	-	24,540
	(Less: inter-segment revenue)	17	-	-	-	-	17	-	-	-	-	-	-
		<b>13,027</b>	<b>11,822</b>	<b>1,388</b>	<b>2,039</b>	<b>-</b>	<b>28,276</b>	<b>10,896</b>	<b>10,564</b>	<b>1,070</b>	<b>2,010</b>	<b>-</b>	<b>24,540</b>
2	<b>Segment Result (before unallocated income/expense)</b>	1,063	2,173	252	71	(4)	3,555	672	2,063	129	182	(1)	3,045
	Unallocated Expense (net of other Income)						739						636
	<b>Operating Profit before Interest , Prior Period and Exceptional Items</b>						<b>2,816</b>						<b>2,409</b>
	Exceptional Items						310						222
	Finance Costs						443						537
	<b>Net Profit Before Tax</b>						<b>2,063</b>						<b>1,650</b>
	Tax Expense						772						659
3	<b>Profit After Tax</b>						<b>1,291</b>						<b>991</b>
4	<b>Other Information</b>												
	<b>a) Segment Assets</b>	6,072	12,194	1,751	1,243	71	21,331	6,059	7,531	1,665	1,007	86	16,348
	Unallocated corporate assets						4,964						4,766
	<b>Total Assets</b>						<b>26,295</b>						<b>21,114</b>
	<b>b) Segment Liabilities</b>	2,534	4,999	650	521	1	8,705	2,742	1,130	724	280	-	4,876
	Unallocated corporate liabilities						3,934						3,587
	<b>Total Liabilities</b>						<b>12,639</b>						<b>8,463</b>
	<b>c) Capital Expenditure</b>	20	107	139	58	-	324	35	73	123	34	-	265
	Unallocated corporate capital expenditure						628						608
	<b>Total capital expenditure</b>						<b>952</b>						<b>873</b>
	<b>d) Depreciation / Amortisation</b>	107	28	78	25	-	238	107	19	73	23	-	222
	Unallocated Depreciation/Amortisation on corporate assets						13						12
	<b>Total Depreciation/Amortisation</b>						<b>251</b>						<b>234</b>
	<b>e) Non-cash Expenditure other than Depreciation</b>	88	2	-	*	-	90	95	-	1	*	-	96
	Unallocated non-cash expenditure other than depreciation						-						
	<b>Total Non-cash expenditure other than Depreciation</b>						<b>90</b>						<b>96</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 35 Operating segment (continued)

### Geographical segment information

The Group has exported coffee and coir products during the year. Information regarding Geographical segments are given below:

	Particulars	Year ended 31 March 2018	Year ended 31 March 2017
1	<b>Segment Revenue</b>		
	Americas (including Canada and South American countries)	1,469	1,528
	Europe	10,665	8,811
	India	15,593	13,634
	Others	549	567
	<b>Segment Revenue</b>	<b>28,276</b>	<b>24,540</b>
2	<b>Segment Assets</b>		
	Americas (including Canada and South American countries)	209	81
	Europe	1,396	1,482
	India	24,607	19,520
	Others	83	31
	<b>Segment Assets</b>	<b>26,295</b>	<b>21,114</b>
3	<b>Capital Expenditure</b>		
	India	952	873
	<b>Total Capital Expenditure</b>	<b>952</b>	<b>873</b>

## 36 Leases

The Group is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including Rs. 1,255 lakhs (previous year - Rs. 711 lakhs) grouped under handling charges] during the year was Rs. 1,390 lakhs (previous year: Rs. 843 lakhs)

## 37 Tax assets, liabilities and reconciliations

### A. Deferred tax (asset)/ liabilities

#### (a) Movement in deferred tax balances for the year ended 31 March 2018

	Net balance 1 April 2017	Recognised in profit or loss	Recognised in OCI	As at 31 March 2018		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	35	21	-	56	-	56
Employee benefits*	(92)	(8)	(2)	(102)	102	-
Provision for doubtful trade receivables	(56)	(1)	-	(57)	57	-
Disallowances under Section 43B of the Income-Tax Act, 1961	(44)	(3)	-	(47)	47	-
Fair valuation of biological assets	128	14	-	142	-	142
Fair valuation changes in cash flow hedges	81	(59)	-	22	-	22
Other disallowances	(346)	9	-	(337)	337	-
<b>Net deferred tax</b>	<b>(294)</b>	<b>(27)</b>	<b>(2)</b>	<b>(323)</b>	<b>543</b>	<b>220</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 37 Tax assets, liabilities and reconciliations (continued)

### (b) Movement in deferred tax balances for the year ended 31 March 2017

	Net balance 1 April 2016	Recognised in profit or loss	Recognised in OCI	As at 31 March 2017		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	16	19	-	35	-	35
Employee benefits*	(74)	5	(23)	(92)	92	-
Provision for doubtful trade receivables	(42)	(14)	-	(56)	56	-
Disallowances under Section 43B of the Income-Tax Act, 1961	(45)	1	-	(44)	44	-
Fair valuation of biological assets	128	-	-	128	-	128
Fair valuation changes in cash flow hedges	44	37	-	81	-	81
Other disallowances	(273)	(73)	-	(346)	346	-
<b>Net deferred tax</b>	<b>(246)</b>	<b>(25)</b>	<b>(23)</b>	<b>(294)</b>	<b>538</b>	<b>244</b>

### (c) Movement in deferred tax balances of subsidiary companies for the year ended 31 March 2018

	Net balance 1 April 2017	Recognised in profit or loss	Recognised in OCI	As at 31 March 2017		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	(1)	*	-	(1)	1	-
Employee benefits*	(2)	(*)	(*)	(2)	2	-
Provision for doubtful trade receivables	(1)	(*)	-	(1)	1	-
Other disallowances	6	2	-	8	-	8
<b>Net deferred tax</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>4</b>	<b>4</b>	<b>8</b>

### (d) Movement in deferred tax balances of subsidiary companies for the year ended 31 March 2017

	Net balance 1 April 2016	Recognised in profit or loss	Recognised in OCI	As at 31 March 2017		
				Net tax asset	Deferred tax liability	Deferred tax liability
<b>Deferred tax (asset)/ liabilities</b>						
Property, plant and equipment	(1)	*	-	(1)	1	-
Employee benefits*	(2)	(*)	-	(2)	2	-
Provision for doubtful trade receivables	(1)	*	-	(1)	1	-
Other disallowances	3	3	-	6	-	6
<b>Net tax assets</b>	<b>(1)</b>	<b>3</b>	<b>-</b>	<b>2</b>	<b>4</b>	<b>6</b>

\*Includes provision for gratuity, provision for leave encashment, provision for bonus and actuarial gain/ loss on remeasurment of defined benefit liability recognised in Other comprehensive income.

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 37 Tax assets, liabilities and reconciliations (Continued)

### B. Income tax assets /(liabilities)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Non-current</b>			
Advance tax, net of provision for tax	255	242	417
Provision for tax, net of advance tax	(592)	(606)	(559)
	<b>(337)</b>	<b>(364)</b>	<b>(142)</b>

#### (a). Amount recognised in statement of profit and loss

Particulars	As at 31 March 2018	As at 31 March 2017
Current tax	796	681
Deferred tax credit	(24)	(22)
<b>Net current tax expense</b>	<b>772</b>	<b>659</b>

#### (b). Amount recognised in other comprehensive income

Particulars	Before Tax	/ (Benefit) Tax Expense	Net of Tax
<b>Year ended 31 March 2018</b>			
Remeasurement of defined benefit liability	(6)	2	(4)
	<b>(6)</b>	<b>2</b>	<b>(4)</b>
<b>Year ended 31 March 2017</b>			
Remeasurement of defined benefit liability	(65)	23	(42)
	<b>(65)</b>	<b>23</b>	<b>(42)</b>

### C. Reconciliation of effective tax rate

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
<b>Profit before tax</b>	2,063	1,650
Group's domestic tax rate	34.61%	34.61%
Tax using Group's domestic tax rate	714	571
Impact of:		
Exempt income	(27)	(5)
Corporate social responsibility expenditure	8	6
Tax losses for which no deferred income tax was recognised	12	14
Exceptional item	108	77
Deferred tax assets recognised	(25)	(22)
Others items	(18)	18
<b>Income tax expense</b>	<b>772</b>	<b>659</b>
<b>Effective tax rate</b>	<b>36.39%</b>	<b>39.94%</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 38 Employee Benefits

a) The employee benefit schemes are as under:

The Group recognised Rs. 52 lakhs (31 March 2017 Rs. 51 lakhs) for superannuation contribution and other retirement benefit contributions in the consolidated statement of profit and loss.

The Group also makes contribution towards social security and insurance - in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Group had recognised Rs. 16 lakhs (31 March 2017: Rs. 12 lakhs) for social security and insurance contributions in the consolidated statement of profit and loss.

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. The scheme is funded and an amount of Rs. 66 lakhs (31 March 2017: Rs. 57 lakhs) has been recognised and included in "Contribution to provident and other funds" in the consolidated statement of profit and loss on account of provision. The scheme is funded in case of holding company and unfunded in the case of subsidiary companies.

All employees of the Company receive benefits under the provident fund which is a defined benefit plan wherein the Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Company equal to 12% of the employees' salary (with Company's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Company's own Trust.

b) The following tables sets out the particulars of the employee benefits as required under the Ind AS 19-"Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

### Funded : Parent

	31 March 2018			31 March 2017		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
<b>Opening balance</b>	<b>1,061</b>	<b>1,051</b>	<b>10</b>	<b>917</b>	<b>911</b>	<b>6</b>
Current service cost	66	-	<b>66</b>	60	-	<b>60</b>
Interest cost / (income)	69	-	<b>69</b>	69	-	<b>69</b>
Expected returns	-	71	<b>(71)</b>	-	73	<b>(73)</b>
<b>Total amount recognised in profit and loss</b>	<b>135</b>	<b>71</b>	<b>64</b>	<b>129</b>	<b>73</b>	<b>56</b>
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	(29)	-	<b>(29)</b>	47	-	<b>47</b>
Experience (gains)/ losses	53	-	<b>53</b>	20	-	<b>20</b>
Return on plan assets, greater/ less discount rate	-	19	<b>(19)</b>	-	2	<b>(2)</b>
<b>Total amount recognised in other comprehensive income</b>	<b>24</b>	<b>19</b>	<b>5</b>	<b>67</b>	<b>2</b>	<b>65</b>
Contributions	-	75	<b>(75)</b>	-	117	<b>(117)</b>
Benefits paid	(92)	(92)	-	(52)	(52)	-
<b>Closing balance</b>	<b>1,128</b>	<b>1,124</b>	<b>4</b>	<b>1,061</b>	<b>1,051</b>	<b>10</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 38 Employee Benefits (Continued)

### Unfunded : Subsidiaries

	31 March 2018			31 March 2017		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	6	-	6	5	-	5
Current service cost	1	-	1	1	-	1
Past service cost	1	-	1	-	-	-
Expected returns on plan assets	-	-	-	*	-	*
Interest cost / (income)	-	-	-	-	-	-
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss / (gain) arising from	-	-	-	-	-	-
Expected returns	-	-	-	-	-	-
<b>Total amount recognised in profit and loss</b>	<b>2</b>	<b>-</b>	<b>2</b>	<b>1</b>	<b>-</b>	<b>1</b>
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	*	-	*	-	-	-
Experience (gains)/ losses	*	-	*	-	-	-
Return on plan assets, greater/ less discount rate	-	-	-	-	-	-
<b>Total amount recognised in other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Contributions	-	-	-	-	-	-
Benefits paid	-	-	-	*	-	-
<b>Closing balance</b>	<b>8</b>	<b>-</b>	<b>8</b>	<b>6</b>	<b>-</b>	<b>6</b>

ii) The movement in the defined benefit obligation over the year for Provident fund is as follows:

	31 March 2018			31 March 2017		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	1,515	1,515	-	1,355	1,354	1
Current service cost	182	-	182	169	-	169
Interest cost / (income)	133	-	133	120	-	120
Expected returns	-	133	(133)	-	120	(120)
Immediate recognition of (gains)/ loss	7	-	7	-	-	-
<b>Total amount recognised in profit and loss</b>	<b>322</b>	<b>133</b>	<b>189</b>	<b>289</b>	<b>120</b>	<b>169</b>
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	7	-	7	-	-	-
Experience (gains)/ losses	(1)	-	(1)	-	-	-
Return on plan assets, greater/ less discount rate	-	(1)	1	-	-	-
Actuarial loss / (gain) arising during current period	(7)	-	(7)	-	-	-
<b>Total amount recognised in other comprehensive income</b>	<b>(1)</b>	<b>(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Contributions	-	182	(182)	-	170	(170)
Benefits paid	(140)	(140)	-	(129)	(129)	-
<b>Closing balance</b>	<b>1,696</b>	<b>1,689</b>	<b>7</b>	<b>1,515</b>	<b>1,515</b>	<b>-</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 38 Employee Benefits

### iii) Actuarial assumptions:

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Gratuity			Provident Fund		
	31 March 2018	31 March 2017	01 April 2016	31 March 2018	31 March 2017	01 April 2016
Discount rate	7.30%	6.80%	7.70%	7.30%	6.80%	7.70%
Salary escalation rate	8.00%	8.00%	8.00%	NA	NA	NA
Expected return on exempt fund	NA	NA	NA	8.90%	9.15%	9.10%
Expected return on EPFO	NA	NA	NA	8.55%	8.60%	8.75%
Attrition	3-12%	3-12%	3-12%	12.00%	12.00%	12.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows:

### iv) Sensitivity analysis

#### (a) Gratuity

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2018		31 March 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(54.15)	60.51	(52.94)	59.36
Salary escalation rate (1% movement)	59.62	(54.38)	58.19	(52.93)
Withdrawal rate (1% movement)	(2.38)	2.59	(3.96)	4.34

#### (b) Provident Fund

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2018		31 March 2017	
	Increase	Decrease	Increase	Decrease
Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund	(7.22)	31.30	(19.12)	-

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 38 Employee Benefits (continued)

### v) Maturity profile of defined benefit obligation

	Gratuity		
	31 March 2018	31 March 2017	01 April 2016
Year 1	220.59	218.97	169.36
Year 2	136.56	118.74	137.31
Year 3	170.45	119.89	106.62
Year 4	157.84	147.15	108.66
Year 5	167.80	146.73	133.34
Year 6 to 10	619.29	605.19	575.61

### vi) Details of plan assets

	Gratuity			Provident fund		
	31 March 2018	31 March 2017	01 April 2016	31 March 2018	31 March 2017	01 April 2016
Government of India Securities	52.13%	49.15%	42.17%	46.06%	44.45%	40.03%
High quality corporate bonds	15.17%	37.02%	47.13%	40.74%	40.33%	45.86%
Cash	8.04%	13.83%	10.70%	10.91%	15.22%	14.11%
Equity shares of listed companies	24.66%	0.00%	0.00%	2.29%	0.00%	0.00%
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments

### A Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2018 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	-	337	337	-	337	-	337
Trade receivables	3,402	-	3,402	-	-	-	-
Cash and cash equivalents	341	-	341	-	-	-	-
Bank balances other than cash and cash equivalents	61	-	61	-	-	-	-
Other financial assets	2,212	-	2,212	-	-	-	-
	<b>6,016</b>	<b>337</b>	<b>6,353</b>	-	337	-	337
<b>Liabilities</b>							
Borrowings (including current maturities)	6,903	-	6,903	-	-	-	-
Trade payables	917	-	917	-	-	-	-
Other financial liabilities	2,002	-	2,002	-	-	-	-
	<b>9,822</b>	-	<b>9,822</b>	-	-	-	-

The carrying value and fair value of financial instruments by categories as of 31 March 2017 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	-	348	348	-	348	-	348
Trade receivables	2,694	-	2,694	-	-	-	-
Cash and cash equivalents	465	-	465	-	-	-	-
Bank balances other than cash and cash equivalents	166	-	166	-	-	-	-
Other financial assets	2,200	-	2,200	-	-	-	-
	<b>5,525</b>	<b>348</b>	<b>5,873</b>	-	348	-	348
<b>Liabilities</b>							
Borrowings (including current maturities)	2,595	-	2,595	-	-	-	-
Trade payables	474	-	474	-	-	-	-
Other financial liabilities	2,658	-	2,658	-	-	-	-
	<b>5,727</b>	-	<b>5,727</b>	-	-	-	-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (Continued)

### A Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 1 April 2016 were as follows,

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>							
Investments	-	267	267	-	267	-	267
Trade receivables	3,040	-	3,040	-	-	-	-
Cash and cash equivalents	588	-	588	-	-	-	-
Bank balances other than cash and cash equivalents	134	-	134	-	-	-	-
Other financial assets	2,404	-	2,404	-	-	-	-
	<b>6,166</b>	<b>267</b>	<b>6,433</b>	<b>-</b>	<b>267</b>	<b>-</b>	<b>267</b>
<b>Liabilities</b>							
Borrowings (including current maturities)	3,897	-	3,897	-	-	-	-
Trade payables (refer note 15)	188	-	188	-	-	-	-
Other financial liabilities	2,256	-	2,256	-	-	-	-
	<b>6,341</b>	<b>-</b>	<b>6,341</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Group has not disclosed the fair value of cash and bank balances, loans, trade receivables, other financial assets, borrowings, trade payables and other financial liabilities because their carrying amounts are a reasonable approximation of fair value.

### B Capital management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Group is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Group.

The Group's debt to equity ratio at the reporting date are as follows:

	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Total liabilities	12,639	8,463	9,185
Less: cash and cash equivalents	341	465	588
<b>Net debt</b>	<b>12,298</b>	<b>7,998</b>	<b>8,597</b>
<b>Total equity</b>	<b>13,656</b>	<b>12,651</b>	<b>11,702</b>
<b>Debt to equity ratio</b>	<b>0.90</b>	<b>0.63</b>	<b>0.73</b>

There are no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

### Risk management framework

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### (i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in liquid mutual funds.

The carrying amount of following financial assets represents the maximum credit exposure:

##### *Trade receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers based on which the Group agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience for customers.

#### Credit risk exposure

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2018 was Rs. 163 lakhs (31 March 2017 - Rs. 158 lakhs, 1 April 2016 - Rs. 126 lakhs).

#### (ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach for managing liquidity is by ensuring, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

		Contractual cash flows					
31 March 2018	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,476	1,476	8	420	392	608	48
Current borrowings from banks	5,427	5,427	5,427	-	-	-	-
Trade payables	917	917	917	-	-	-	-
Other financial liabilities	2,002	2,002	1,974	28			
		Contractual cash flows					
31 March 2017	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,417	1,417	7	295	293	774	48.00
Current borrowings from banks	1,178	1,178	1,178	-	-	-	-
Trade payables	474	474	474	-	-	-	-
Other financial liabilities	2,658	2,658	2,639	19	-	-	-
		Contractual cash flows					
1 April 2016	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>							
Non current borrowings from banks (including current maturities)	1,092	1,092	6	118	212	539	217
Current borrowings from banks	2,805	2,805	2,805	-	-	-	-
Trade payables	188	188	188	-	-	-	-
Other financial liabilities	2,256	2,256	2,246	10	-	-	-

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### (iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### (iv) Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Group. The functional currency of company is INR. The currencies in which these transactions are primarily denominated is US dollars, GBP, SGD, JPY and Euro.

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows

As at 31 March 2018	USD	GBP	EURO	JPY	SGD
Financial assets					
Trade receivables	1,322	-	36	-	1
Cash and cash equivalents					
Balance in EEFC account	*	*	6	-	-
Balance in foreign bank account	-	-	17	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,322</b>	<b>*</b>	<b>59</b>	<b>-</b>	<b>1</b>
Financial liabilities					
Trade payables	64	2	4	1	-
Other liabilities	237	-	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>301</b>	<b>2</b>	<b>4</b>	<b>1</b>	<b>-</b>
<b>As at 31 March 2017</b>					
Financial assets					
Trade receivables	985	-	17	-	-
Cash and cash equivalents					
Balance in EEFC account	*	*	*	-	-
Balance in foreign bank account	-	-	14	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>895</b>	<b>*</b>	<b>31</b>	<b>-</b>	<b>-</b>
Financial liabilities					
Trade payables	69	-	3	1	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>69</b>	<b>-</b>	<b>3</b>	<b>1</b>	<b>-</b>
<b>As at 1 April 2016</b>					
Financial assets					
Trade receivables	1,414	-	48	-	-
Cash and cash equivalents					
Balance in EEFC account	*	*	*	-	-
Balance in foreign bank account	-	-	15	-	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,414</b>	<b>-</b>	<b>63</b>	<b>-</b>	<b>-</b>
Financial liabilities					
Trade payables	39	10	20	1	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>39</b>	<b>10</b>	<b>20</b>	<b>1</b>	<b>-</b>

Asterisk denotes figures below ₹ 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit or (loss)		Impact on equity, net of tax	
	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018	As at 31 March 2017
<b>USD sensitivity</b>				
INR/USD - increase by 1%	10.21	8.25	6.68	5.39
INR/USD - decrease by 1%	(10.21)	(8.25)	(6.68)	(5.39)
<b>EURO sensitivity</b>				
INR/EURO - increase by 1%	0.55	0.29	0.36	0.19
INR/EURO - decrease by 1%	(0.55)	(0.29)	(0.36)	(0.19)
<b>GBP sensitivity</b>				
INR/GBP - increase by 1%	(0.02)	*	(0.01)	*
INR/GBP - decrease by 1%	0.02	*	0.01	*
<b>SGD sensitivity</b>				
INR/SGD - increase by 1%	0.01	-	-	-
INR/SGD - decrease by 1%	(0.01)	-	-	-
<b>JPY sensitivity</b>				
INR/JPY - increase by 1%	(0.01)	(0.01)	*	*
INR/JPY - decrease by 1%	0.01	0.01	*	*

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### D Foreign currency risk

I. Assets	Foreign currency	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Receivables (trade and other) - (A)	USD	64.91	20	1,322	66.87	13	895	66.92	21	1,414
	Euro	80.67	*	36	71.35	*	17	75.92	1	48
	SGD	47.41	*	1	-	-	-	-	-	-
Hedges by derivative contracts (B)	USD	65.26	4	264	69.49	6	430	67.57	12	805
	Euro	80.59	*	27	72.01	*	14	75.93	1	48
	SGD	-	-	-	-	-	-	-	-	-
Unhedged (C) - (A)-(B)	USD	-	16	1,058	-	7	465	-	9	609
	Euro	-	*	9	-	*	3	-	*	*
	SGD	-	*	1	-	-	-	-	-	-
II. Liabilities	Foreign currency	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Payables (trade and other) - (A)	USD	65.50	5	301	65.02	1	69	67.17	1	39
	Euro	80.90	*	4	69.70	*	3	76.31	*	20
	GBP	86.61	*	2	-	-	-	96.62	*	10
	JPY	0.57	1	1	0.58	1	1	0.60	1	1
	SGD	-	-	-	-	-	-	49.98	*	*
Hedges by derivative contracts - (B)	USD	-	-	-	-	-	-	-	-	-
	Euro	-	-	-	-	-	-	-	-	-
	GBP	-	-	-	-	-	-	-	-	-
	JPY	-	-	-	-	-	-	-	-	-
	SGD	-	-	-	-	-	-	-	-	-
Unhedged (C) - (A)-(B)	USD	-	5	301	-	1	69	-	1	39
	Euro	-	*	4	-	*	3	-	*	20
	GBP	-	*	2	-	-	-	-	*	10
	JPY	-	1	1	-	1	1	-	1	1
	SGD	-	-	-	-	-	-	-	*	*

Asterisk denotes figures below 50,000/-

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 39 Financial instruments (continued)

### Financial risk management (continued)

#### D Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

#### Exposure to interest rate risk

Group's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed / floating rates exposes to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

	Nominal amount		
	31 March 2018	31 March 2017	1 April 2016
<b>Fixed-rate instruments</b>			
Financial assets - fixed deposits	145	355	293
Financial liabilities - borrowings (including current maturities of long-term loans)	1,476	1,417	1,092
	<b>1,621</b>	<b>1,772</b>	<b>1,385</b>
<b>Variable-rate instruments</b>			
Financial liabilities - borrowings	5,427	1,178	2,805
	<b>5,427</b>	<b>1,178</b>	<b>2,805</b>
<b>Total</b>	<b>7,048</b>	<b>2,950</b>	<b>4,190</b>

#### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables,, remain constant.

INR	Profit for the year		Equity, net of tax	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>31 March 2018</b>				
Variable-rate instruments	(54.14)	54.14	(35.40)	35.40
<b>Cash flow sensitivity (net)</b>	<b>(54.14)</b>	<b>54.14</b>	<b>(35.40)</b>	<b>35.40</b>
<b>31 March 2017</b>				
Variable-rate instruments	(43.58)	43.58	(28.50)	28.50
<b>Cash flow sensitivity (net)</b>	<b>(43.58)</b>	<b>43.58</b>	<b>(28.50)</b>	<b>28.50</b>



# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 40 Biological assets other than bearer plants

### Reconciliation of carrying amount

Particulars	Standing trees
<b>Balance at 1 April 2016</b>	<b>370</b>
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	-
- due to physical changes	-
<b>Balance at 31 March 2017</b>	<b>370</b>

Particulars	Standing trees
<b>Balance at 1 April 2017</b>	<b>370</b>
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(9)
- due to physical changes	44
<b>Balance at 31 March 2018</b>	<b>405</b>

## 41 (a) Dividends

The Board of Directors of the holding Company has proposed a dividend of Rs. 3.5/- per equity share (previous year Rs. 3/- per equity share) for the year ended 31 March 2018, subject to the approval of the shareholders at the ensuing Annual General Meeting. The proposed dividend including dividend distribution tax of Rs. 330 lakhs (previous year Rs. 282 lakhs) is not recognised as liability as on 31 March 2018.

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)

(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

**41 (b) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013**

**2017 -18**

Name of the entity	Net Asset, i.e., total assets minus total liabilities		Share of Profit or (loss)		Share of other comprehensive income		Total	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of other Comprehensive income	Amount	As % of Total Comprehensive income	Amount
Parent								
Aspinwall and Company Limited	96.30	13,151	102.25	1,320	75	(3)	102.33	1,317
<b>Subsidiaries</b>								
1 Aspinwall Geotech Limited	(0.63)	(86)	(0.54)	(7)	-	-	(0.54)	(7)
2 Aspinwall Technologies Limited	0.49	67	0.31	4	-	-	0.31	4
3 Malabar Coast Marine Services Private Limited	4.02	549	2.86	37	-	-	2.87	37
4 SFS Pharma Logistics Private Limited	(0.06)	(8)	0.23	3	25	(1)	0.16	2
Adjustments arising out of elimination	(0.12)	(17)	(5.11)	(66)	-	-	(5.13)	(66)
	<b>100</b>	<b>13,656</b>	<b>100</b>	<b>1,291</b>	<b>100</b>	<b>(4)</b>	<b>100</b>	<b>1,287</b>

**2016 - 17**

Name of the entity	Net Asset, i.e., total assets minus total liabilities		Share of Profit or (loss)		Share of other comprehensive income		Total	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of other Comprehensive income	Amount	As % of Total Comprehensive income	Amount
Parent								
Aspinwall and Company Limited	95.67	12,103	86.98	862	100.00	(42)	86.41	820
<b>Subsidiaries</b>								
1 Aspinwall Geotech Limited	(0.62)	(79)	(0.40)	(4)	-	-	(0.42)	(4)
2 Aspinwall Technologies Limited	0.64	82	0.70	7	-	-	0.73	7
3 Malabar Coast Marine Services Private Limited	4.52	572	4.34	43	-	-	4.53	43
4 SFS Pharma Logistics Private Limited	(0.08)	(10)	(1.21)	(12)	-	-	(1.26)	(12)
Adjustments arising out of elimination	(0.13)	(17)	9.59	95	-	-	10.01	95
	<b>100</b>	<b>12,651</b>	<b>100</b>	<b>991</b>	<b>100</b>	<b>(42)</b>	<b>100</b>	<b>949</b>

# ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated Ind AS financial statements for the year ended 31 March, 2018 (Continued)  
(All amounts in Indian rupees lakhs, except share data and where otherwise stated)

## 42 Disclosure on Specified Bank notes (SBNs)

Details of specified bank notes held and transacted during the period 08 November 2016 to 30 December 2016 is as under:

Particulars	Specified Bank notes	Other Denomination Notes	Total
Closing Cash in hand as on 08 November, 2016	3	4	7
Add: Permitted receipts	-	58	58
Less : Permitted payments	-	55	55
Less: Amount deposited in Banks	3	-	3
Closing Cash in hand as on 30 December, 2016	-	7	7

Note: The term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 08 November 2016.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm's registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

**Aspinwall and Company Limited**

CIN: L74999KL1920PLC001389

**Vikash Somani**

Partner

Membership No.: 061272

**Rama Varma**

Managing Director

DIN: 00031890

**K.R.N. Menon**

Chairman

DIN: 00877505

**T.R. Radhakrishnan**

Chief Financial Officer

**Neeraj R. Varma**

Company Secretary

Membership No.: A29030

Kochi

28 May 2018

Kochi

28 May 2018



Coffee Division



Logistics Division



Natural Fibre Division



Plantation Division

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## ASPINWALL AND COMPANY LIMITED

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Trivandrum - Tuticorin - Vizag

**Overseas Office :**

Hertogenbosch (Netherlands)