

# PODDAR

PIGMENTS LTD.

Ref : PPL/SECT/2018-19/

Date: 21.09.2018

BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street, Fort,  
MUMBAI - 400 001

National Stock Exchange of India Ltd.,  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
MUMBAI - 400 051

Company Code : 524570

Company Symbol : PODDARMENT

**Sub: Annual Report for the Financial Year 2017-18**

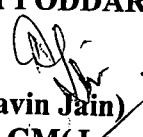
Dear Sirs,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith Annual Report for the F. Y. 2017-18.

We hope you will find the above in order.

Thanking you,

Yours faithfully  
For **PODDAR PIGMENTS LIMITED**

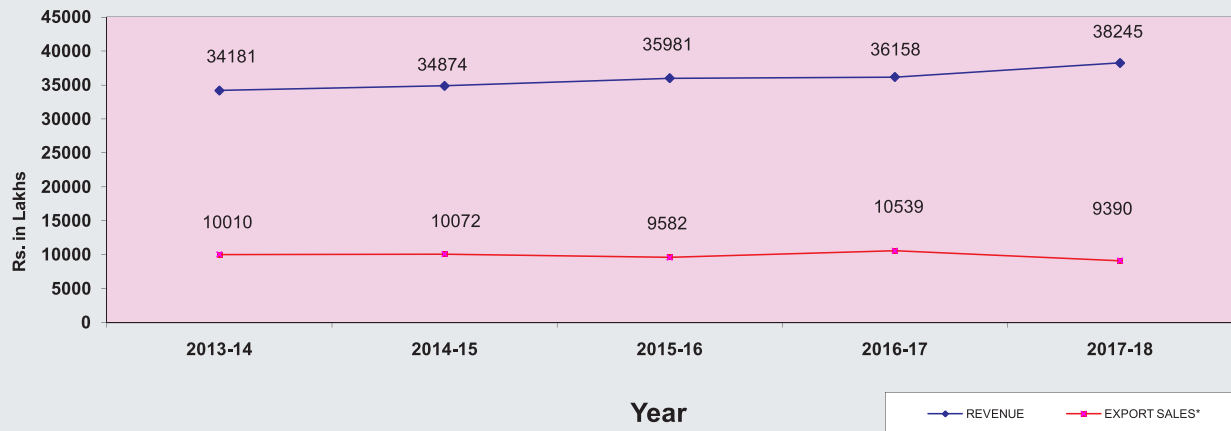
  
(Navin Jain)  
Sr: GM( Legal) & Company Secretary  
Encl: a/a

# ANNUAL REPORT

2017-18

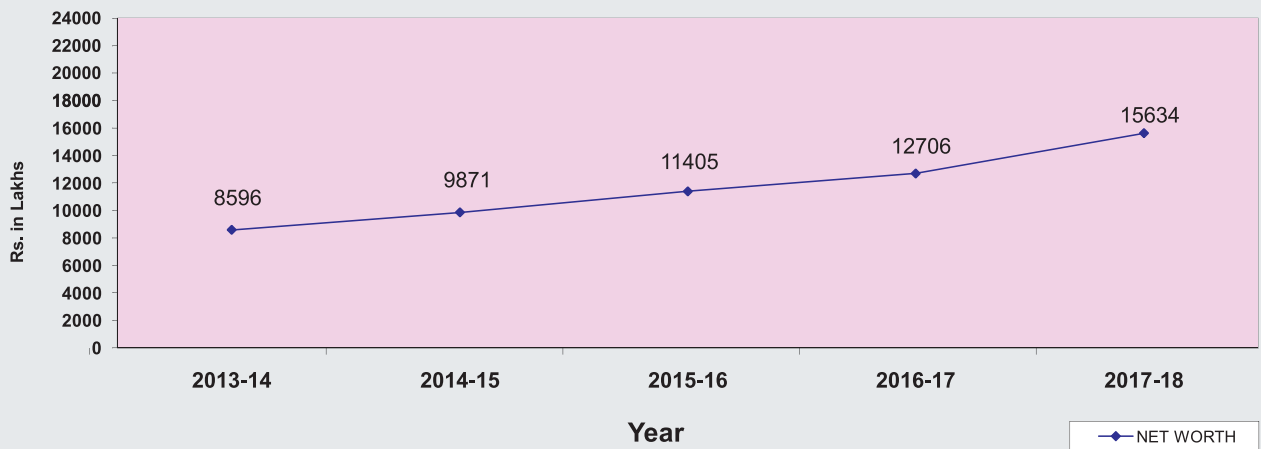
[www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)

## REVENUE RECEIPTS & EXPORT



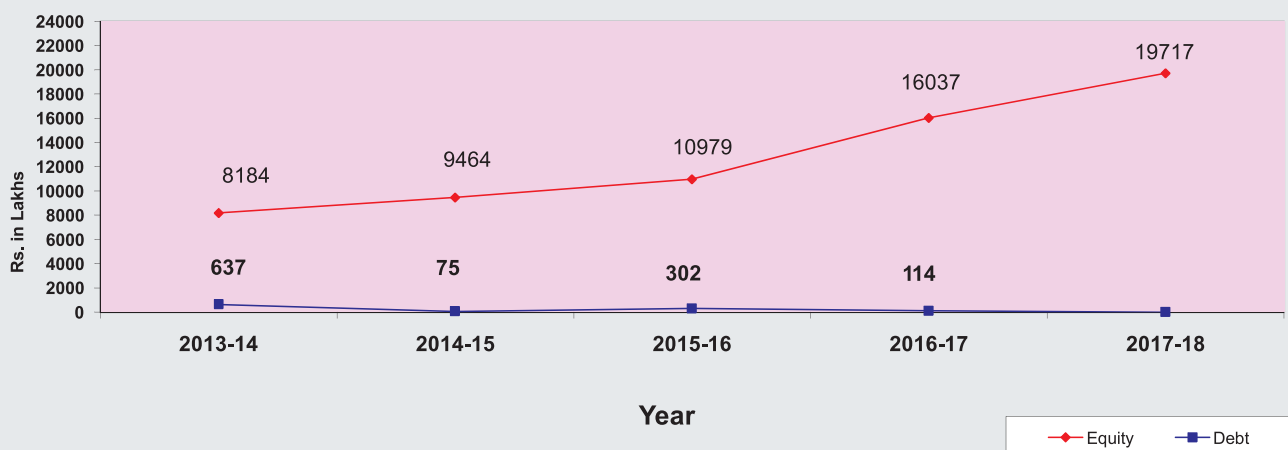
1. During the Year 2017-18, the Company has adopted Ind AS. Accordingly the figures for the previous year 2016-17 have been restated. Figures for remaining periods have not been restated
2. \* Excluding Deemed Export

## NET WORTH



During the Year 2017-18, the Company has adopted Ind AS. Accordingly the figures for the year pervious 2016-17 have been restated. Figures for remaining periods have not been restated

## DEBT EQUITY



During the Year 2017-18, the Company has adopted Ind AS. Accordingly the figures for the previous year 2016-17 have been restated. Figures for remaining periods have not been restated



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## **BOARD OF DIRECTORS**

Shri Kishore Rungta  
Smt. Mahima P. Agarwal  
Shri M.K. Sonthalia  
Shri N. Gopalaswamy  
Shri M. Mahadevan  
Shri Gaurav Goenka  
Shri R.K. Sureka, CEO  
Shri S.S. Poddar, Managing Director

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## **AUDITORS**

M/s. M.L. Garg & Company  
Chartered Accountants  
New Delhi

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## **BANKERS**

State Bank of India  
Punjab National Bank  
ICICI Bank

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## **REGISTERED OFFICE & WORKS**

E-10-11 & F-14 to 16, RIICO Industrial Area  
Sitapura, Jaipur-302 022 (Rajasthan)  
CIN: L24117RJ1991PLC006307  
Telephone Number: 0141-2770202- 203  
Fax Number: 0141-2771922  
Email Address: [jaipur@poddarpigmentsltd.com](mailto:jaipur@poddarpigmentsltd.com)  
Website address: [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)

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## **CORPORATE OFFICE**

302, Nanak Chambers,  
3<sup>rd</sup> Floor, (Opp. Fun Republic),  
New Link Road,  
Andheri (W), Mumbai-400053



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## NOTICE

**NOTICE** is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at **CROWNE PLAZA, SITAPURA INDUSTRIAL AREA, TONK ROAD, JAIPUR-302022 (RAJASTHAN) ON THURSDAY, THE 20<sup>TH</sup> SEPTEMBER, 2018 AT 11.00 A. M.** to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend for the financial year ended March 31, 2018.
3. To appoint a Director in place of Smt. Mahima P. Agarwal (DIN: 03588809), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the Financial Year 2018-19 and in this regards, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:  
**"RESOLVED THAT**, pursuant to the provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration to M/s K. G. Goyal & Associates, Cost Accountants, Jaipur, as Cost Auditors appointed by the Board of Directors of the Company for the Financial Year 2018-19, fixed at Rs. 55000/- (Rupees Fifty Five Thousand only) and Taxes as applicable be and is hereby ratified."
5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent be and is hereby accorded for revised remuneration for remaining term of appointment i.e. from 01.04.2018 to 30.09.2018 and for re-appointment of Shri R. K. Sureka (DIN: 00058043), as Director & CEO of the Company for a period of 3 years from 1st October, 2018 to 30th September, 2021 on the following terms and conditions:-

The remuneration to the Director & CEO on account of Basic Salary, Allowances & perquisites and additional remuneration are mentioned below:-

1. (i) Basic Salary Rs. 6,25,000/- Per Month  
(ii) Special Allowances Rs. 12,50,000/- Per Quarter  
(iii) Perquisites- In addition to the salary & Allowances, the following perquisites will be allowed:-

The perquisites are classified into three categories 'A', 'B' and 'C' as below:-

#### CATEGORY - A

- (a) Rent Free Accommodation or House Rent Allowance upto a maximum of 60% of Basic Salary.
- (b) Expenditure incurred on gas, electricity and water shall be paid/ reimbursed by the company.
- (c) Medical Expenses incurred for self and family.
- (d) Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
- (e) Fee of Clubs.
- (f) Premium for Personal Accident Insurance.
- (g) Premium for Personal Life Insurance .
- (h) Any other perquisites as per Company's Rules within the ceiling perquisites of Rs. 2,50,000/- Per Month.

**Note:** All the perquisites will be interchangeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other per-quisite(s); Or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary & Allowances.

#### CATEGORY –B

The following perquisites shall also be paid to the Director & CEO and these will not be included in the computation of the ceiling on perquisites mentioned above:

- (a) Company's contribution to Provident Fund & Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity not exceeding half a month's salary for each completed year of service.
- (c) Encashment of leave in accordance with the Company's Rules.

#### CATEGORY-C

- (a) Provision of car with driver for use on Company's business (not considered as a perquisite). The use of car for private purpose shall be billed by the Company to the Director & CEO.
- (b) Provision of telephone at the residence of the Director & CEO at Company's cost (not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Director & CEO.

#### 2. Other Terms for additional remuneration:

In addition to the Salary, Allowances and Perquisites, as specified above, the Director & CEO shall also be entitled to receive additional remuneration as Commission at such percentage of the Net Profits of the Company computed in the manner laid down in



Section 198 of the Companies Act, 2013 as decided by the Remuneration Committee and the Board of Directors but not exceeding Rs. 30 lakhs per annum.

However, the total remuneration payable to him shall not exceed 5% of the Net Profits of the Company for the year and 10% of the Net Profits of the Company, computed in terms of the Companies Act, 2013, payable to all the Managerial Personnel taken together. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Director & CEO.

Where in any financial year during the currency of term of Director & CEO, the Company has no profits or its profits are inadequate, the Company shall pay to Director & CEO, remuneration by way of Salary, Allowances and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V to the Companies Act, 2013 and such approvals as may be required.

The Board of Directors of the Company be and is hereby authorized to alter, vary and modify the terms and conditions of appointment of Shri R. K. Sureka from time to time during the tenure of his appointment as Director & CEO of the Company including salary, perquisites and additional remuneration, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Section 196, 197, Schedule-V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company be and is hereby authorized to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.

In the event of any amendment in Schedule V of the Companies Act, 2013 the limit as specified in revised schedule shall be applicable."

6. Consent of Members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate to consider and if thought fit, to convey assent or dissent to the following Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to

the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed two times of free reserves and securities premium account over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**Registered Office:**

E-10,11 & F-14 to 16  
RIICO Industrial Area, Sitapura,  
Jaipur- 302 022  
Tel: 91 0141-2770202/203  
Fax: 91 0141-2771922  
E-mail: jaipur@poddarpigmentsltd.com  
Website: www.poddarpigmentsltd.com  
CIN: L24117RJ1991PLC006307

**By order of the Board**

**NAVIN JAIN**

Sr. GM (Legal) &  
Company Secretary

**DATE: 8<sup>th</sup> August, 2018**

**NOTES:**

1. Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the company's Registered Office, duly completed and signed, not less than FORTY- EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of



- Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14.09.2018 to 20.09.2018 (both days inclusive).
  4. Profile of Smt. Mahima P. Agarwal, required to be provided pursuant to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report as well as in the end of the notice.
  5. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed interim dividend amount of Rs. 11,28,747/- of the Company for the Financial Year ended March 31, 2011 has been transferred to Investor Education and Protection Fund ( IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31<sup>st</sup> March, 2011 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder as and when becomes due. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
  6. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) is furnished in the Corporate Governance Report.
  7. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Amendments Rules, 2017, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September, 28, 2017 (date of last Annual General Meeting) on the website of the Company ([www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)), as also on the Ministry of Corporate Affairs website.
  8. Compulsory transfer of Equity Shares to Investor Education and Protection Fund ( IEPF) Authority :  
Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund ) Rules, 2016 ( 'Rules'), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.
  9. The Company has sent letters dated 09.12.2017 to all the shareholders who have not claimed their dividend and also published notices in all editions of Business Standard and Daily Newspapers on 09.12.2017 for reminding the shareholders to claim their unclaimed dividend amount.
  10. Claiming of Shares and Dividends which were transferred to Investor Education and Protection Fund Authority( IEPF):  
No claim shall lie against the Company in respect of these equity share post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application. The details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
  11. If the Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after 05.10.2018 as under:
    - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 13.09.2018;
    - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 13.09.2018.
  12. Please note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participants, as the case may be.
  13. As required under Listing Regulations and Secretarial Standard-2 on General Meeting details in respect of directors seeking re-appointment at the 27<sup>TH</sup> AGM, is separately annexto hereto. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
  14. Members are requested:
    - a. to bring their copy of the Annual Report at the Meeting.
    - b. to notify any change in their address to M/s Link Intime India Private limited (R&T) / Company.
  15. In case of transfer of physical shares, the instrument of Share Transfer complete in all respect, should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to the closure of the Register of Members as stated above.
  16. The copies of relevant documents can be inspected at the Registered Office of the company on any working day between 10.30 A.M. to 12.30 P.M., till the date of Twenty Seventh Annual General Meeting.
  17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that



they can receive the Annual Report and other communication from the Company electronically.

18. A Route Map showing directions to reach the venue of the 27<sup>th</sup> AGM is given at the end of this Annual report as per the requirement of the Secretarial Standard-2 on "General Meeting".
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Link Intime India Pvt. Ltd.
20. Earlier as per first proviso to Section 139(1) provides that the Company shall place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting. This proviso has been omitted by the section 40 of the Companies Amendment Act, 2017 which has been made effective from 7<sup>th</sup> May, 2018. Therefore, the provision relating to ratification of Auditors at every Annual General Meeting is no more on statute books.

## 21. REMOTE E-VOTING

The Company is pleased to offer Remote e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- (i) The remote voting period begins on 17.09.2018 (9.00 a.m. IST) and ends on 19.09.2018 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|                       | For Members holding shares in Demat Form and Physical Form                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | <p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>                 |
| DOB                   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>                                                                                                                                                                                                                                                                                     |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click



on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions :

- a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Listing Regulations, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or

in dematerialized form, as on the cut-off date (record date) of 13.09.2018 and not casting their vote through remote e-voting, may only cast their vote through Ballot or Polling paper at the Annual General Meeting.

- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. Sh. Babu Lal Patni, Practicing Company Secretary (Membership No. F2304), has been appointed as the Scrutinizer to scrutinize, the remote e-voting process and through Ballot or Polling paper, in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast through Ballot or Polling papers at the meeting, thereafter unblock the votes cast through remote e-voting within a period of not exceeding three days from the conclusion of voting at the Annual General Meeting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company
- f. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on 13.09.2018.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com) and on the website of CDSL within three days of the passing of the resolutions at the 27<sup>th</sup> Annual General Meeting of the Company on 20.09.2018 and simultaneously communicated to the BSE & NSE Ltd.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20.09.2018.

#### ANNEXURE TO NOTICE

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

#### Item No. 4

On the basis of recommendation of the Audit Committee, the Board of Directors has re-appointed M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for 2018-19 on a remuneration of Rs. 55000/- (Rupees fifty five thousand only) and Taxes as applicable.

Certificate dated 02.04.2018 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 10.30 A.M to 12.30 P.M on all working days and shall also be available at the meeting.

As per Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration, payable to the Cost Auditors is to be ratified



by the Shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

#### Item No. 5

The present tenure of appointment of Shri R. K. Sureka, Director & CEO expires on 30.09.2018 and the Remuneration Committee of the Board, at its Meeting held on 4<sup>th</sup> May, 2018, recommended for payment of revised remuneration for remaining term of appointment i.e. from 01.04.2018 to 30.09.2018 and for the re-appointment of Shri R. K. Sureka as Director & CEO for a further period of Three Years from 01.10.2018 to 30.09.2021.

Permission of the members is required under Schedule V of the Companies Act, 2013. The Board of Directors, therefore, recommends this resolution for members' approval.

As required under Para (B) of Section-II of Part-II of the amended Schedule V to the Companies Act, 2013, the relevant details to be sent alongwith the notice calling the General Meeting are as under:

### I GENERAL INFORMATION

- Nature of Industry:** Masterbatch and Engineering Plastic Compounds.
- Date or expected date of commencement of commercial production:** The Company has already commenced commercial production from 1<sup>st</sup> March, 1995.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**  
Not Applicable
- Financial performance based on given indicators :**

| Particulars for the financial year ended 31.03.2018          | Rs. in lakhs |
|--------------------------------------------------------------|--------------|
| Total Revenue Receipts including other income                | 38245        |
| Operating Profit (before finance cost, Depreciation and Tax) | 3173         |
| Profit Before Tax                                            | 2832         |

- Export Performance and net foreign exchange earnings and collaborations:**  
The earning in Foreign Exchange by Exports & others for the year ended 31.03.2018 was Rs. 9390 lakhs.
- Foreign investment of collaborators, if any:** Not Applicable

### II INFORMATION ABOUT THE DIRECTOR & CEO

#### 1. Background, recognition and award details:

Shri R. K. Sureka, 61 years, is the Director & CEO of Company since 01.06.1999. He is a Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast managerial and Industrial experience of more than 39 years and has worked in very senior positions as a part of his professional career. He has been working with the company for 24 years, controlling the all key functions of the company. The Company has progressed substantially during his tenure.

#### 2. Past Remuneration:

The last remuneration of Shri R. K. Sureka approved by the Members of the Company at their Annual General Meeting held on 11.09.2015 is as under:

- Basic Salary : Rs. 4,50,000/- P.M.
- Perquisites : Rs. 1,50,000/- P.M.
- Special Allowance : Rs. 6,25,000 /- per Quarter

- Job Profile and Suitability:** The Director & CEO shall carry-out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time. He is vested with substantial powers of Management under the supervision, control and direction of the Board of Directors and/or the Board in connection with and in the best interest of the business of the Company. He is also instrumental in deciding Company's policy planning, long term vision and is responsible to evolve strategies to combat competition and to attain targets of the Company in consultation with MD. He is already taking care of all key functions of the organization and has been at the helm of the company for about 21 years, reporting to the Managing Director and to the Board of Directors.

#### 4. Remuneration Proposed:

The Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 04.05.2018 and 19.05.2018 approved the terms of remuneration for remaining period of present appointment i.e. 01.04.2018 to 30.09.2018 and the re-appointment for a 3 year tenure of Shri R. K. Sureka commencing from 1<sup>st</sup> October, 2018 as under:

- Basic Salary : Rs. 6,25,000/- P.M.
- Special Allowance : Rs. 12,50,000/- per Quarter
- Perquisites : Rs. 2,50,000/- P.M.

D. Commission : At such percentage of the Net Profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as decided by the Remuneration Committee and the Board of Directors but not exceeding Rs. 30 lakhs per annum.

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position**



**and person :** The executive' remuneration in the industry had risen substantially over past few years. Appreciating this, the Central Government had raised the ceiling specified in Schedule V dealing with the remuneration of managerial person. The "Remuneration Committee" constituted by the Board in terms of the said Schedule perused the remuneration of managerial persons in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri R. K. Sureka before approving the remuneration as proposed herein before.

6. **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Besides the remuneration proposed, Shri R. K. Sureka does not have any pecuniary relationship with the Company.

### III OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** The Masterbatch Industry is high-tech in nature and requires continuous R&D, both on the existing product lines as well as on new product development to not just maintain, but also to expand its market share. Increased competition in the industry, coupled with the increase in cost of imported raw-materials and other inputs is creating pressure on margins. During the coming years, the Company may have inadequate profits in terms of Section 198 of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

With a view to improve overall profitability and the financial health of the company, major steps have been taken, which inter-alia include reduction in interest costs, major marketing re-structuring for exports, reduction in production cost through implementation of energy saving measures, sourcing of cheaper raw materials, increase in productivity through better combination of product mix, increase in the product range to cater to the requirements of different segments and strengthening of the R&D division on continuous basis. The company expects increase in turnover & profits in the coming years.

The proposed remuneration of Shri R. K. Sureka has been approved by the Remuneration Committee in terms of Schedule V to the Companies Act at its meeting held on 4<sup>th</sup> May, 2018. The Company has not made any default in payment of any of its debts specified or interest payable thereon for a continuous period of 30 days in the preceding financial year before the date of appointment of such managerial person. The Company has no deposit/ outstanding deposit. The specified information required to be given to the shareholders alongwith the Notice is given herewith in the preceding paragraphs. The Resolution is therefore recommended by the Board of Directors to the shareholders to be passed as a Special Resolution.

The Resolution and Explanatory Statement are to be treated as an abstract under the Companies Act, 2013.

None of the Directors, except Shri R. K. Sureka, being the Director & CEO, is concerned or interested in this resolution.

**Details of Directors Seeking re-appointment at the 27<sup>th</sup> Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on the General Meetings issued by the ICSI] :-**

| Particulars                                                                                  | Smt. Mahima P. Agarwal                                                                     | Shri R.K. Sureka                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                                                                          | 03588809                                                                                   | 00058043                                                                                                                                                                                       |
| Date of Birth and Age                                                                        | 09.11.1974 & 44 Years                                                                      | 11.12.1956 & 61 Years                                                                                                                                                                          |
| Date of Appointment                                                                          | 25.07.2011                                                                                 | 03.10.1994                                                                                                                                                                                     |
| Qualifications                                                                               | B. Tech.                                                                                   | B.COM., F.C.A. & F.C.S.                                                                                                                                                                        |
| Experience and expertise in specific functional area                                         | Having 17 years' experience in Administrative, Foreign Trade, Taxation & Accounting fields | Having 39 years of experience, more specialized in running industry, forming strategy, corporate management and also having good experience in finance, taxation and other commercial matters. |
| Brief Resume                                                                                 | Resume is given in the Corporate Governance forming part of Annual Report.                 | Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.                                                                                           |
| Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company | Daughter of Shri S.S.Poddar, Managing Director                                             | NIL                                                                                                                                                                                            |



| Particulars                                                                                                                                       | Smt. Mahima P. Agarwal                                                    | Shri R.K. Sureka                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Nature of appointment /re-appointment                                                                                                             | Retires by rotation and offers herself for re-appointment.                | Re-appointment                                                                                                                                                                                                                                                                                                                                           |
| Terms and Conditions of appointment/re-appointment                                                                                                | Re-Appointment as a Non-Executive Director subject to retire by rotation. | Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.poddarpigmentsltd.com">www.poddarpigmentsltd.com</a> . The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. |
| Remuneration last drawn by such person, if applicable and remuneration sought to be paid                                                          | Sitting fees paid and details is given in Corporate Governance Report.    | Remuneration last drawn is Rs. 98.32 Lakh in FY 2017-18.                                                                                                                                                                                                                                                                                                 |
| Shareholding in the Company                                                                                                                       | Holds 6,05,000 equity shares                                              | Holds 2563 Equity Shares                                                                                                                                                                                                                                                                                                                                 |
| The number of meetings of the Board attended during the year                                                                                      | 2 out of 6                                                                | 4 out of 6                                                                                                                                                                                                                                                                                                                                               |
| Directorships held in other public companies (excluding foreign companies and section 25 companies)                                               | NIL                                                                       | NIL                                                                                                                                                                                                                                                                                                                                                      |
| Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders/Investors Grievance Committee) | NIL                                                                       | NIL                                                                                                                                                                                                                                                                                                                                                      |

#### Item No. 6

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 9284.92 Lakhs while one hundred per cent of its free reserves and securities premium account amounts to Rs. 14413.87 lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan,

as the case may be, is Rs. 14413.87 lakhs. As on 31<sup>st</sup> March, 2018, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 8352.54 lakhs.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

#### Registered Office:

E-10,11 & F-14 to 16  
RIICO Industrial Area, Sitapura,  
Jaipur- 302 022  
Tel: 91 0141-2770202/203  
Fax: 91 0141-2771922  
E-mail: [jaipur@poddarpigmentsltd.com](mailto:jaipur@poddarpigmentsltd.com)  
Website: [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)  
CIN: L24117RJ1991PLC006307

#### By order of the Board

**NAVIN JAIN**  
Sr. GM (Legal) &  
Company Secretary

**DATE : 8<sup>TH</sup> August, 2018**



### Registration / Updating of Email IDs and Bank Details

Members are requested to support the “Green Initiative” by registering their Email address with the Company or Registrar if not already done.

Those Members who have changed their Email ID are requested to register their new Email ID with the company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to maintain Bank details of its Members for the purpose of Payment of Dividends etc. **Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH / NECS.**



## DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Directors are pleased to present the Twenty Seventh Annual Report and the Audited Financial Statements for the year ended 31st March, 2018.

**First year of implementation of Indian Accounting Standards (Ind AS):** This is the first year of implementation of the Indian Accounting Standards (Ind AS). The standalone financial statements for the year ended March 31, 2018 have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The financial statements for the year ended March 31, 2017 have been restated in accordance with Ind AS for comparative information.

### FINANCIAL RESULTS (Summary of key data)

(Rs. in Lakhs)

| Particulars                                      | 2017-2018   | 2016-2017   |
|--------------------------------------------------|-------------|-------------|
| Revenue Receipts (Gross)                         | 37500       | 35712       |
| Other Income                                     | 745         | 446         |
| Total Revenue Receipts including other income    | 38245       | 36158       |
| Less: GST/ Excise Duty                           | 4085        | 2840        |
| Revenue Receipts including other income (Net)    | 34160       | 33318       |
| Profit before Finance Cost, Depreciation & Tax   | 3173        | 3125        |
| Less: Finance Cost                               | 33          | 30          |
| Depreciation                                     | 308         | 293         |
| <b>Profit before tax</b>                         | <b>2832</b> | <b>2802</b> |
| Less: – Current Tax                              | 856         | 777         |
| – Deferred Tax                                   | 118         | (2)         |
| – Mat Credit Entitlement                         | (52)        | -           |
| <b>Profit after tax</b>                          | <b>1910</b> | <b>2027</b> |
| Balance brought forward from previous year       | 240         | 532         |
| Other Comprehensive income/(loss) – (Net of Tax) | 1145        | 16          |
| Profit available for appropriations              | 3295        | 2575        |
| <b>APPROPRIATION</b>                             |             |             |
| Interim Dividend on Equity Shares                | 0           | 265         |
| Final Dividend on Equity Shares                  | 106         | 0           |
| Tax on Interim Dividend                          | 0           | 54          |
| Tax on Final Dividend                            | 22          | 0           |
| General Reserve                                  | 2122        | 2016        |
| Balance Carried to Balance Sheet                 | 1045        | 240         |

### RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance as compared to previous year are as under:-

- Revenue from operations (Gross) increased to Rs 37500 lakhs as against Rs. 35712 lakhs
- PBIDT increased by 1.54% to Rs. 3173 lakhs as against Rs. 3125 lakhs
- Profit before Tax increased by 1.07% to Rs. 2832 lakhs as against Rs. 2802 lakhs
- Cash Profit increased by Rs. 45 lakhs to Rs. 3140 lakhs as against Rs. 3095 lakhs
- Net Worth of the company has increased by 23.04% to Rs. 15634 lakhs as against Rs. 12706 lakhs

### REVIEW OF OPERATIONS

During the year under review, your Company performed reasonably well in all areas of its operations, with consistency in top line and earnings. Your Company has maintained its leadership, mainly due to continued focus on research, development and technology upgradation of innovative products and is reasonably confident to further improve its performance in forthcoming years.

The company has achieved a gross turnover of Rs. 37500 lakhs as against Rs. 35712 lakhs in the previous year.

### EXPORT

Your Company achieved a direct export turnover of Rs. 9390 lakhs. International buyers show preference to your Company's product mainly because of its quality, technical support and R & D service. The international market is expected to grow further, which will enable the company to achieve higher export turnover in the years to come.

### DIVIDEND

Your directors recommend for payment of dividend for the financial year ended March 31, 2018 of Rs. 3.50 per equity share of Rs. 10/- each.

The total dividend of 35% if approved at the forthcoming Annual General Meeting, will result in the out flow of Rs. 371.35 lakhs to the company in addition to Rs. 76.35 lakhs by way of dividend distribution tax.

### MARKETING

Through consistent efforts in maintaining and improving the international quality standards, your Company has created good demand for its products. This has helped in facing price competition in both domestic and international markets. With sustained efforts, we expect further improvements in our performance in the current year. Your Company will continue to seek new markets while consolidating its hold over the existing customers.



## RESEARCH AND DEVELOPMENT

Your Company has, over the years, invested significantly in its Research & Development (R&D) facility, as a key source of sustainable competitive advantage. The in-house R & D division of your Company, located at its plant, is recognized by the Department of Science and Industrial Research (DSIR), Government of India. Details appended in Annexure I to this Report.

Your Company considers R&D as an essential tool to maintain its technical advantage over competitors and to develop innovative products. R&D is central to achieving excellence in product quality with improved processes and optimization of available resources.

It makes continuous efforts to adopt and implement new technologies and to improve the product-mix/process, so as to create higher value items at lower costs, to widen its range of new generation masterbatches and to facilitate the production of customized products. It strives to leverage modern advances in science and technology and blend the same with classical concepts of product development.

## QUALITY INITIATIVES

Your Company has established various quality initiatives to meet or exceed the expectations of its customers. It has invested in various pilot plants and state-of-the-art testing equipments in order to carry out all relevant tests for masterbatches, which support the smooth running at the customers' production processes.

Your company receives continuous feedback through close interaction with your Company's customers and independent laboratories, which it takes on board for the continued optimization of its products and processes.

## STAR EXPORT HOUSE STATUS AND CRISIL RATING

Sustained exports have enabled your Company to maintain its Two Star Export House Status under the Foreign Trade Policy 2015-2020, being eligible for the same.

The Company's Credit Rating is A/Stable/A1, assigned by CRISIL for its working capital borrowings, which signifies a strong degree of safety with regard to timely payments.

## AWARDS AND RECOGNITION

Your Company has received Certificate of Commendation of RCCI Excellence awards from Rajasthan Chamber of Commerce & Industry.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Smt. Mahima P. Agarwal retires by rotation at the ensuing 27<sup>th</sup> Annual General and being eligible, has offered herself for re-appointment.

The Company has received declarations from all the Independent Directors of the company confirming that they meet the criteria of independent directorship as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015.

Disclosure relating to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed and marked as Annexure II to this Report.

## MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, Six Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. For further details, please refer report on Corporate Governance of this Annual Report.

## CORPORATE GOVERNANCE

Your Company has been actively practicing the principles of good corporate governance over the years. It is committed to maintain the highest standards of corporate governance and adhering to the requirements, as set out by SEBI. The Board of Directors supports the broad principles of corporate governance. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity.

The report on Corporate Governance in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' certificate on compliance by the Company and the Management Discussion & Analysis, have been included in the Annual Report as a part of this Report.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangement/ transactions entered by the company during the financial year with related parties were in the ordinary course of business and at arm's length basis. There are no materially significant related party transactions made by the company with promoters, key managerial personnel or other designated persons which may have potential conflict with interest of the company at large. Your Directors draw attention of the members to Note no 35 to the financial statement, which sets out the details of related party transactions.

## COMPLIANCE WITH THE CODE OF CONDUCT

The Directors and Senior Management Personnel have reaffirmed their compliance with the code of conduct.

## DEPOSITS

The company has neither accepted any deposits during the year under review nor does it have any deposits outstanding at the year-end.

## EMPLOYEES

The information required under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (2) & 5 (3) of the Company's (Appointment and Remuneration of Managerial



Personnel) Rules, 2014, is given in the Annexure III hereto forming part of the Report.

## MECHANISM FOR EVALUATION OF BOARD

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The criteria covers various aspects for evaluation of Independent Directors and including participation at the Board/Committee meetings, effective use of knowledge and expertise, management of relationship with stakeholders, integrity and maintaining of confidentiality, unbiased behavior and judgement, exercise of objective independent judgement in the best interest of the Company, ability to contribute to and monitor corporate governance practice and adherence to the code of conduct for independent directors.

For evaluation of **the Board** aspects such as the development of suitable strategies and business plans, implementation of robust policies and procedures, size, structure and expertise of the Board are considered.

For evaluation of the **Executive Directors** aspects such as achievement of financial health and driving-overall progress balanced with the needs of shareholders, clients, employees and other stakeholders, in alignment with the vision and mission of Company are considered.

For evaluation of **Non-Executive Directors'** aspects such as participation in the Board/Committee meetings, effective deployment of knowledge and expertise, Independence of behaviour and judgment are considered,

For evaluation of the **Committees'** aspects such as discharge of its functions and duties as per its terms of reference, process and procedures followed for discharging its functions & effectiveness of suggestions and recommendations received are considered.

For **evaluation of the Chairperson** of the Board aspects such as managing relationships with the members of the Board and management, providing ease of raising of issues and concerns by the Board members and promoting constructive debate and effective decision making at the board are considered.

The evaluation process has been explained in the Corporate Governance Report section in this Annual Report. The Board has approved the evaluation results as collated by the Nomination and Remuneration Committee.

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

At the 26th Annual General Meeting held on 28<sup>th</sup> September, 2017, M/s. M. L. Garg & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 26<sup>th</sup> Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

### Cost Auditors

Complying with the provisions of Section 148 of the Companies Act, 2013 and the MCA General Circular No. 15/2011 dated April 11, 2011, (as amended vide General Circular No. 36/2012 dated 6<sup>th</sup> November, 2012) subject to the approval of the Central Government, the Audit Committee has recommended and the Board of Directors had appointed M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur being eligible and having sought appointment, as Cost Auditors of the Company to carry out the Cost Audit of all the products manufactured by the Company for the year ended March, 2018. Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

### Secretarial Auditors

Pursuant to provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014, the Board has appointed Shri B. L. Patni, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed and marked as Annexure-IV to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## ENVIRONMENT, SAFETY, ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company accords high priority to health, safety and environment, particularly in and around its facilities. The Company considers it is essential to protect the Earth and limited natural resources as well as the health and well being of every person. Safety awareness is provided through regular safety awareness programs, basic fire safety training, mock drills etc. As a part of safety management system, a comprehensive safety manual has been developed for use by the operating and safety personnel. There haven't been any accidents reported during the year under review.

In addition, energy conservation is a key priority for your Company and it continuously strives to achieve this through process improvements and through the enhancement of equipment capabilities.

Particulars relating to Energy Conservation (Refer Annexure-V), Technology Absorption (Refer Annexure-VI ) and Foreign Exchange Earnings and Outgo (Refer Annexure-VII ), as required under section 134 of the Companies Act, 2013, are enclosed as a part of this report.



## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility is a commitment from the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and society.

The Corporate Social Responsibility policy was adopted by the Board of Directors on the recommendation of Corporate Social Responsibility Committee. Report on Corporate Social Responsibility as Per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed as Annexure - VIII to this Report.

The Company has spent Rs. 52.60 Lakhs, which is almost 2% of average net profit of the company for the last three years.

## RISK MANAGEMENT

Pursuant to Section 134(3) (n) of the Companies Act, 2013 & under regulations 21 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Company had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. The Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures that are to be adopted by the Board. The company has adequate internal control systems and procedures to combat the risk. The Risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of Quarterly Financial Results of the Company. This has also been covered in the Management Discussion and Analysis, forming part of this report.

## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and in terms of the Listing Agreements, a Vigil Mechanism, which is a whistle blower policy for directors and employees to report genuine concerns has been established. The said policy has been uploaded on the website of the Company.

## PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All the Directors and the designated employees have confirmed compliance with the Code.

## INSURANCE

All properties and insurable interests of the Company including

building, plant and machinery and stocks have been fully insured.

## INTERNAL FINANCIAL CONTROLS

Your company has well established systems & rules for ensuring the orderly and efficient conduct of business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparations of reliable financial statements. Required system, to carry out risk assessment for identifying the risks along with its possible magnitude that need to be mitigated to determine the risk in each process and then to develop and design internal control to mitigate each risk, is in existence.

Our company has a well tested ERP system with requisite internal control to ensure financial safety as well as timely preparation of reliable financial statements.

## PARTICULARS OF LOAN, GUARANTEE AND INVESTMENT

During the year, the company had given inter-corporate deposit for a short period. The details of the investments made by company are given in Note no. 4 & 8 to the financial statements.

## EXTRACT OF THE ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is annexed as a part of this Annual Report as Annexure-IX.

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, based upon the certification from SMPs, the Directors confirm:

- that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Company has selected such accounting policies and applied them consistently and have made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as of 31<sup>st</sup> March, 2018 and of the profit of the Company for the period ended on that date;
- that the Company has taken proper and sufficient care to ensure the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding its assets and for preventing and detecting fraud and other irregularities;
- that the Annual Accounts have been prepared on a 'going concern' basis;
- that the Company has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



## TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

1. Your Company has transferred the unpaid or unclaimed interim dividend 2010-11 to the Investor Education and Protection Fund (IEPF) on 16.12.2017. Pursuant to the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 28<sup>th</sup> September, 2017), on the website of the Company ([www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)) and also on the website of the Ministry of Corporate Affairs.

## 2. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, ("Rules") all shares on which interim dividend 2010-11 has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF account after complying with the procedure laid down under the "Rules", as and when become due for such transfer.

## GENERAL

Your Directors state that no disclosure or reporting is required during the year under review as there were no transaction on the following items :

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Employees' Stock options Scheme (ESOS).

3. Holding or Subsidiary or Associate Company.
4. Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. Issue of any sweat equity shares.

Your Directors further state that during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No material changes and commitments have occurred, after the close of the year till the date of this report, which affect the financial position of the Company.

## ACKNOWLEDGEMENT

The Management is grateful to the various government and semi-government authorities, bankers, investors, marketing dealers, suppliers, vendors and customers for their valued support and co-operation.

The Directors also wish to place on record their appreciation for the dedication and excellent contribution of the employees in realizing and achieving the objectives of the Company. The enthusiasm of the executives, staff and workers has enabled the company to remain consistently on growth path.

For and on behalf of the Board of Directors

PLACE : JAIPUR  
DATE : 19<sup>TH</sup> May, 2018

R. K. Sureka  
DIRECTOR  
& CEO

S. S. Poddar  
MANAGING  
DIRECTOR  
& CFO



## ANNEXURE TO THE DIRECTORS' REPORT

| Annexure | Content                                                                                                                                                                                                                                                        |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I.       | Research and Development (R&D)                                                                                                                                                                                                                                 |
| II.      | Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013.                                                                                                                                                               |
| III.     | Information as per section 197 (12) read with Rules 5(2) and 5(3) of the Company's (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 and forming part of the Directors' Report for the year ended 31st March, 2018 |
| IV.      | MR-3 Secretarial Audit Report                                                                                                                                                                                                                                  |
| V.       | Particulars of Energy Conservation                                                                                                                                                                                                                             |
| VI.      | Technology Absorption, Adaptation and Innovation                                                                                                                                                                                                               |
| VII.     | Foreign Exchange Earned and Outgo                                                                                                                                                                                                                              |
| VIII.    | Annual Report on Corporate Social Responsibility                                                                                                                                                                                                               |
| IX.      | Annual Return Extracts in MGT 9                                                                                                                                                                                                                                |

### I RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R&D was carried out by the Company.
  - i Development of various color and additive masterbatches for different end users as per the requirements of the fiber & plastic industries.
  - ii Development of FR Masterbatch for Polypropylene films and fibres, HDPE and LDPE films confirming French M1 Standards, Improved Antimicrobial Master batch for Polyester yarns with reduced yellowing, Hydrophilic and Moisture management master batch for Polyester filaments and Nonwovens.
  - iii Development of Masterbatches to improve performance, productivity and economics to meet the customers changing requirements.
  - iv Development for product quality improvement, process optimization, safe environment and pollution control.
2. Benefits derived as a result of the above R&D.
  - i Development of new products have generated additional business and increased customer base.
  - ii Development of a new range of application masterbatches currently not manufactured in the country
  - iii Offering process flexibility and cost effective solutions.
  - iv Productivity enhancement, optimized cost, improved quality and reduction in environmental pollution by offering alternatives for dyed yarns & textiles.
3. Future plan of action
  - i To continue efforts towards the development of various colors and additive masterbatch and also new range of functional masterbatches, conforming to the customer requirements. Also, to develop a versatile product range of masterbatches to meet newer market requirements.

- ii To provide customer-valued solutions with the best products and services to make your company the first choice for masterbatches.
  - iii Continuous updating of technology, R & D and monitoring facilities reckoning with latest development in the field of masterbatches, compounding and other such related areas.
4. Expenditure on R&D
 

|                                                              |                  |
|--------------------------------------------------------------|------------------|
| (a) Capital                                                  | Rs. 128.59 lakhs |
| (b) Recurring                                                | Rs. 520.09 lakhs |
| (c) Total                                                    | Rs. 648.68 lakhs |
| (d) Total R&D expenditure as a percentage of revenue receipt | 1.73 %           |

### II DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:-

| Sl. No. | Name of Director/KMP and Designation                   | Remuneration of Director/KMP for financial year 2017-18 (Rs.) | % increase in Remuneration in the Financial Year 2017-18 | Ratio of remuneration of each Director to median remuneration of employees |
|---------|--------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------|
| 1.      | Shri S.S.Poddar, Managing Director & CFO               | 1,22,56,379                                                   | 0.70                                                     | 30.29                                                                      |
| 2.      | Shri R.K.Sureka, Director & CEO                        | 98,32,000                                                     | 0.46                                                     | 24.30                                                                      |
| 3.      | Shri Kishore Rungta-Non-Executive Independent Director | 60,000                                                        | 9.09                                                     | 0.15                                                                       |
| 4.      | Smt. Mahima P. Agarwal Non-Executive Director          | 20,000                                                        | 0                                                        | 0.05                                                                       |
| 5.      | Shri M.K.Sonthalia Non-Executive Independent Director  | 25,000                                                        | (16.67)                                                  | 0.06                                                                       |
| 6.      | Shri N.Gopalaswamy Non-Executive Independent Director  | 15,000                                                        | (40)                                                     | 0.04                                                                       |
| 7.      | Sh. Gaurav Goenka Non-Executive Director               | 60,000                                                        | 20                                                       | 0.15                                                                       |
| 8.      | Sh. M. Mahadevan Non-Executive Independent Director    | 10,000                                                        | (50)                                                     | 0.02                                                                       |
| 9.      | Shri Navin Jain Sr. GM (Legal) & Company Secretary     | 35,62,033                                                     | 14.86                                                    | Not Applicable                                                             |



- (ii) The median remuneration of employees of the Company during the financial year was Rs.404653/-
- (iii) In the financial year, there was an increase of 22.91% in the median remuneration of employees.
- (iv) There were 309 employees on the rolls of Company as on March 31, 2018.
- (v) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

### III INFORMATION AS PER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018 :

Pursuant to provision of Section 136 (1) of the Companies Act, 2013 all reports and accounts are sent to all the shareholders of the Company, except the annexure in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the names of the top ten employees. Any shareholder, interested in inspecting this report, can visit our registered office or write to the Company Secretary for a copy of it.

### IV 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]*

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

To,  
The Members,  
**Poddar Pigments Limited**  
**E-10-11, F-14-16, RIICO Industrial Area**  
**Sitapura, Jaipur-302022**

I have conducted the secretarial audit pursuant to Section 204 of the Companies Act, 2013, on the compliance of applicable statutory provisions and the adherence to good corporate practices by **Poddar Pigments Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Poddar Pigments Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also

the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Poddar Pigments Limited ("the company") for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- i) The Companies Act, 1956 ( to the extent applicable) and the Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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 (Share Based Employee Benefits) Regulations, 2014;
  - e) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: and
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under
    - \* No event took place under these regulations during the audit period.
- vi) I have been informed that no other sector/industry specific law is applicable to the Company.
- vii) I have examined compliance with the applicable clauses of the Secretarial Standards on the Meetings of the Board of



Directors, Committees and General Meetings issued by The Institute of Company Secretaries of India, with which the Company has complied with.

- viii) I have also examined compliance with the applicable clause of the Listing Agreement entered with BSE & NSE.
- ix) I have also examined compliance with the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that during the period, under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. to the extent applicable, as mentioned above.

**I further report that:**

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to be express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed, provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, a Woman Director and Independent Directors. During the year there was no changes in the composition of the Board of Directors.

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

As per the minutes of the meetings duly recorded and signed

by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**I further report that** during the Audit period that there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc referred to above.

**Signature:**

**Name of the Company Secretary  
in Practice: BABU LAL PATNI**

**Place : Kolkata**

**Dated: 5<sup>th</sup> May, 2018.**

**FCS No : 2304**

**C.P.No : 1321**

**V ENERGY CONSERVATION**

**(i) The steps taken or impact on conservation of energy;**

- a) Installation of energy efficient LED lights in place of old traditional lights in various areas of Plant.
- b) Cooling of DM water with cooling Towers in place of Water chillers.
- c) Installation of New Energy Efficient Cooling Tower.
- d) Installation of heat Exchanger on DM water line.
- e) Installation of Motorized valves in chilled water line.
- f) Installation of new energy monitoring system for all major Plant equipments.
- g) Replacement of capacitors for Power factor correction.
- h) Modifications in utility water distribution System.

**(ii) the steps taken by the company for utilising alternate sources of energy; NIL**

**(iii) the capital investment on energy conservation equipments;**

Total investment on energy conservation Rs. 15,07,568/-

The Company continues to accord high priority to the conservation of energy on an ongoing basis.

**VI TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

- 1 Efforts, in brief, made towards technology absorption, adaptation and innovation.
  - (a) Improvement and benchmarking of existing products to match international standards.
  - (b) Adoption of state-of-the-art technology practices to meet the stringent industry requirements & quality norms.



- (c) Indigenization of products hitherto being imported in the industry.
- (d) New mixing & improved masterbatch preparation techniques to help improve environment, productivity & quality.
- (e) Continuous efforts to update, optimize, review and adopt the latest technologies and process improvement techniques.

- 2 Benefits derived as a result of the above efforts.
  - (a) Achievement of superior quality & cost effective production resulting in improved realization of finished goods.
  - (b) Introduction of new functional products.
  - (c) Leadership position in the market.
  - (d) Technology upgradation.
- 3 Technology imported during last five years. NIL
  - (i) Technology Imported for manufacture N.A.
  - (ii) Year of Import N.A.
  - (iii) Has technology been fully absorbed. N.A.

## VII FOREIGN EXCHANGE EARNED AND OUTGO

(Rs. In Lakhs)

|                           | 2017-18  | 2016-17  |
|---------------------------|----------|----------|
| 1 Foreign Exchange Earned | 8876.43  | 9505.57  |
| 2 Foreign Exchange Outgo  | 11841.98 | 11766.85 |

## VIII ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

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

The Corporate Social Responsibility Committee and Board of Directors has approved the CSR Policy of the Company in their meeting held on 18.10.2014 as per Companies (Corporate Social Responsibility Policy) Rules, 2014 under section 135 of the Companies Act, 2013. The Policy of the Company is available on the website of the company [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)

### 2. The Composition of the CSR Committee.

- Shri Kishore Rungta, Chairman
- Shri S.S.Poddar, Member
- Shri R.K.Sureka, Member

### 3. Average net profit (before tax) of the company for last three financial years:

| Net Profit for the F.Y. | Profit before tax (PBT) Amount (Rs. in Lakhs) | PBT as per Section 198 of Companies Act, 2013. Amount (Rs. in Lakhs) |
|-------------------------|-----------------------------------------------|----------------------------------------------------------------------|
| 2014-15                 | 2193                                          | 2343                                                                 |
| 2015-16                 | 2510                                          | 2636                                                                 |
| 2016-17                 | 2810                                          | 2912                                                                 |
| Average net profit      | 2504                                          | 2630                                                                 |

### 4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)

2% of 2630 lakhs i.e. 52.60 lakhs

### 5. Details of CSR spent during the financial year.

- i) Total amount spent for the financial year 2017-18 i.e. Rs. 52.60 lakhs
- ii) Amount unspent, if any; NIL
- iii) Manner in which the amount spent during the financial year is detailed below:



| 1      | 2                                       | 3                                                                                                                  | 4                                                                                                                         | 5                                               | 6                                                                                                                | 7                                                   | 8                                                                                                                       |
|--------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| S. No. | CSR project or activity identified      | Sector in which the Project is covered                                                                             | Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure upto to the reporting period | Amount spent : Direct or through implementing agency                                                                    |
| 1      | Health care                             | Promoting health care                                                                                              | (1) Others Area,<br>(2) Chennai, Tamilnadu                                                                                | 7,10,000/-                                      | 7,10,000/-                                                                                                       | 7,10,000/-                                          | Ramnath Goenka Charitable Trust for health care                                                                         |
| 2      | Education                               | Promoting education                                                                                                | (1) Others Area,<br>(2) Kolkata, West Bengal                                                                              | 25,00,000/-                                     | 25,00,000/-                                                                                                      | 32,10,000/-                                         | Vivekananda Vidyavikash Parishad                                                                                        |
| 3      | School Meals programme                  | Eradicating hunger, poverty and malnutrition,                                                                      | (1) Other Area,<br>(2) Nathdwara, Rajasthan                                                                               | 10,00,000/-                                     | 10,00,000/-                                                                                                      | 42,10,000/-                                         | The Akshaya Patra Foundation is working nationwide to end hunger of underserved children and facilitate their education |
| 4      | Children welfare                        | Promoting education including special education and employment enhancing vocation skills especially among children | (1) Local Area,<br>(2) Jaipur, Rajasthan                                                                                  | 3,00,000/-                                      | 3,00,000/-                                                                                                       | 45,10,000/-                                         | TAABAR Society (Training, Awareness and Behaviour Change About Health & Rehabilitation Society)                         |
| 5      | Special Education for Differently Abled | Promoting education including special education                                                                    | 1) Local Area,<br>2) Jaipur, Rajasthan                                                                                    | 1,50,000/-                                      | 1,50,000/-                                                                                                       | 46,60,000/-                                         | Disha Foundation                                                                                                        |
| 6      | Library and Gaushala                    | Promoting Education and Animal Welfare                                                                             | 1) Other Area,<br>2) Gorakhpur, UP                                                                                        | 5,00,000                                        | 5,00,000                                                                                                         | 51,60,000                                           | H.P.Smarak Samiti                                                                                                       |
| 7      | Education                               | Promoting Education                                                                                                | 1) Others Area,<br>2) Kolkata, West Bengal                                                                                | 1,00,000                                        | 1,00,000                                                                                                         | 52,60,000                                           | Rotary India Literacy Mission                                                                                           |
|        | <b>TOTAL</b>                            |                                                                                                                    |                                                                                                                           |                                                 |                                                                                                                  | 52,60,000                                           |                                                                                                                         |

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof the company shall provide the reasons for not spending the amount in its Board report.  
N.A.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**S. S. PODDAR**  
(MANAGING DIRECTOR & CFO)

**KISHORE RUNGTA**  
(CHAIRMAN CSR COMMITTEE)



## IX EXTRACT OF ANNUAL RETURN

### FORM NO. MGT-9

As on the financial year ended on 31st March, 2018

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

#### I. REGISTRATION AND OTHER DETAILS:

|                                                                                |                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) CIN:-                                                                       | L24117RJ1991PLC006307                                                                                                                                                                                                                               |
| ii) Registration Date:                                                         | 11-11-1991                                                                                                                                                                                                                                          |
| iii) Name of the Company :                                                     | PODDAR PIGMENTS LIMITED                                                                                                                                                                                                                             |
| iv) Category / Sub-Category of the Company                                     | Company Limited by Share-Indian Non-Government Company                                                                                                                                                                                              |
| v) Address of the Registered office and contact details                        | E-10- 11, F-14 TO 16, RIICO INDUSTRIAL AREA,<br>SITAPURA, JAIPUR, RAJASTHAN- 302022<br>Phone No. : 0141- 2770202, Fax No. : 0141- 2771922<br>Email: <a href="mailto:jaipur@poddarpigmentsltd.com">jaipur@poddarpigmentsltd.com</a>                  |
| vi) Whether listed company Yes / No                                            | Yes                                                                                                                                                                                                                                                 |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | M/S Link Intime India Private Ltd.<br>C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083<br>Phone No. : 022- 49186000, Fax No. : 022 - 49186060<br>Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> |

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

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

| Sl. No. | Name and Description of main products/services | NIC Code of the Product/ Service | % to total turnover of the company    |
|---------|------------------------------------------------|----------------------------------|---------------------------------------|
| 1       | Specialty Masterbatches                        | 32061900                         | 42.921% (Rs. 14341.99/33414.86 lakhs) |
|         |                                                | 32049000                         | 54.869% (Rs. 18334.40/33414.86 lakhs) |

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N.A.

| SL.NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
|       |                                 |         |                                |                  |                    |

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding:-

| Sr. No. | Category of Shareholders                    | Shareholding at the beginning of the year - 2017 |          |         |                   | Shareholding at the end of the year - 2018 |          |         |                   | % Change during the year |
|---------|---------------------------------------------|--------------------------------------------------|----------|---------|-------------------|--------------------------------------------|----------|---------|-------------------|--------------------------|
|         |                                             | Demat                                            | Physical | Total   | % of Total Shares | Demat                                      | Physical | Total   | % of Total Shares |                          |
| (A)     | Shareholding of Promoter and Promoter Group |                                                  |          |         |                   |                                            |          |         |                   |                          |
| [1]     | Indian                                      |                                                  |          |         |                   |                                            |          |         |                   |                          |
| (a)     | Individuals / Hindu Undivided Family        | 2118468                                          | 0        | 2118468 | 19.9667           | 2120766                                    | 0        | 2120766 | 19.9884           | 0.0217                   |
| (b)     | Central Government / State Government(s)    | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (c)     | Financial Institutions / Banks              | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (d)     | Any Other (Specify)                         |                                                  |          |         |                   |                                            |          |         |                   |                          |
|         | Bodies Corporate                            | 4337892                                          | 0        | 4337892 | 40.8849           | 4502892                                    | 0        | 4502892 | 42.4401           | 1.5552                   |
|         | Sub Total (A)(1)                            | 6456360                                          | 0        | 6456360 | 60.8516           | 6623658                                    | 0        | 6623658 | 62.4285           | 1.5769                   |



| Sr. No. | Category of Shareholders                                                      | Shareholding at the beginning of the year - 2017 |          |         |                   | Shareholding at the end of the year - 2018 |          |         |                   | % Change during the year |
|---------|-------------------------------------------------------------------------------|--------------------------------------------------|----------|---------|-------------------|--------------------------------------------|----------|---------|-------------------|--------------------------|
|         |                                                                               | Demat                                            | Physical | Total   | % of Total Shares | Demat                                      | Physical | Total   | % of Total Shares |                          |
| [2]     | Foreign                                                                       |                                                  |          |         |                   |                                            |          |         |                   |                          |
| (a)     | Individuals (Non-Resident Individuals / Foreign Individuals)                  | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (b)     | Government                                                                    | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (c)     | Institutions                                                                  | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (d)     | Foreign Portfolio Investor                                                    | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (e)     | Any Other (Specify)                                                           |                                                  |          |         |                   |                                            |          |         |                   |                          |
|         | Sub Total (A)(2)                                                              | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
|         | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)            | 6456360                                          | 0        | 6456360 | 60.8516           | 6623658                                    | 0        | 6623658 | 62.4285           | 1.5769                   |
| (B)     | Public Shareholding                                                           |                                                  |          |         |                   |                                            |          |         |                   |                          |
| [1]     | Institutions                                                                  |                                                  |          |         |                   |                                            |          |         |                   |                          |
| (a)     | Mutual Funds / UTI                                                            | 9732                                             | 11600    | 21332   | 0.2011            | 9732                                       | 11600    | 21332   | 0.2011            | 0.0000                   |
| (b)     | Venture Capital Funds                                                         | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (c)     | Alternate Investment Funds                                                    | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (d)     | Foreign Venture Capital Investors                                             | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (e)     | Foreign Portfolio Investor                                                    | 0                                                | 0        | 0       | 0.0000            | 87800                                      | 0        | 87800   | 0.8275            | 0.8275                   |
| (f)     | Financial Institutions / Banks                                                | 0                                                | 25100    | 25100   | 0.2366            | 4218                                       | 25100    | 29318   | 0.2763            | 0.0397                   |
| (g)     | Insurance Companies                                                           | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (h)     | Provident Funds/ Pension Funds                                                | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (i)     | Any Other (Specify)                                                           |                                                  |          |         |                   |                                            |          |         |                   |                          |
|         | Sub Total (B)(1)                                                              | 9732                                             | 36700    | 46432   | 0.4376            | 101750                                     | 36700    | 138450  | 1.3049            | 0.8672                   |
| [2]     | Central Government/ State Government(s)/ President of India                   |                                                  |          |         |                   |                                            |          |         |                   |                          |
|         | Sub Total (B)(2)                                                              | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| [3]     | Non-Institutions                                                              |                                                  |          |         |                   |                                            |          |         |                   |                          |
| (a)     | Individuals                                                                   |                                                  |          |         |                   |                                            |          |         |                   |                          |
| (i)     | Individual shareholders holding nominal share capital upto Rs. 1 lakh.        | 1337394                                          | 933611   | 2271005 | 21.4044           | 1310068                                    | 884511   | 2194579 | 20.6841           | -0.7203                  |
| (ii)    | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 804046                                           | 0        | 804046  | 7.5782            | 759246                                     | 0        | 759246  | 7.1559            | -0.4223                  |
| (b)     | NBFCs registered with RBI                                                     | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (c)     | Employee Trusts                                                               | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (d)     | Overseas Depositories(holding DRs) (balancing figure)                         | 0                                                | 0        | 0       | 0.0000            | 0                                          | 0        | 0       | 0.0000            | 0.0000                   |
| (e)     | Any Other (Specify)                                                           |                                                  |          |         |                   |                                            |          |         |                   |                          |
|         | Hindu Undivided Family                                                        | 170661                                           | 0        | 170661  | 1.6085            | 168487                                     | 0        | 168487  | 1.5880            | -0.0205                  |
|         | Non Resident Indians (Non Repat)                                              | 39855                                            | 0        | 39855   | 0.3756            | 40135                                      | 0        | 40135   | 0.3783            | 0.0027                   |
|         | Non Resident Indians (Repat)                                                  | 25731                                            | 200      | 25931   | 0.2444            | 46324                                      | 200      | 46524   | 0.4385            | 0.1941                   |
|         | Clearing Member                                                               | 31380                                            | 0        | 31380   | 0.2958            | 50907                                      | 0        | 50907   | 0.4798            | 0.1840                   |



| Sr. No. | Category of Shareholders                                                             | Shareholding at the beginning of the year - 2017 |          |          |                   | Shareholding at the end of the year - 2018 |          |          |                   | % Change during the year |
|---------|--------------------------------------------------------------------------------------|--------------------------------------------------|----------|----------|-------------------|--------------------------------------------|----------|----------|-------------------|--------------------------|
|         |                                                                                      | Demat                                            | Physical | Total    | % of Total Shares | Demat                                      | Physical | Total    | % of Total Shares |                          |
|         | Bodies Corporate                                                                     | 723830                                           | 40500    | 764330   | 7.2039            | 547814                                     | 40200    | 588014   | 5.5421            | -1.6618                  |
|         | Sub Total (B)(3)                                                                     | 3132897                                          | 974311   | 4107208  | 38.7107           | 2922981                                    | 924911   | 3847892  | 36.2666           | -2.4441                  |
|         | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)                                   | 3142629                                          | 1011011  | 4153640  | 39.1484           | 3024731                                    | 961611   | 3986342  | 37.5715           | -1.5769                  |
|         | Total (A)+(B)                                                                        | 9598989                                          | 1011011  | 10610000 | 100.0000          | 9648389                                    | 961611   | 10610000 | 100.0000          | 0.0000                   |
| (C)     | Non Promoter - Non Public                                                            |                                                  |          |          |                   |                                            |          |          |                   |                          |
| [1]     | Custodian/DR Holder                                                                  | 0                                                | 0        | 0        | 0.0000            | 0                                          | 0        | 0        | 0.0000            | 0.0000                   |
| [2]     | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0                                                | 0        | 0        | 0.0000            | 0                                          | 0        | 0        | 0.0000            | 0.0000                   |
|         | Total (A)+(B)+(C)                                                                    | 9598989                                          | 1011011  | 10610000 | 100.0000          | 9648389                                    | 961611   | 10610000 | 100.0000          | 0.0000                   |

**(ii) Shareholding of Promoters:**

| Sl. No. | Shareholder's Name            | Shareholding at the beginning of the year |                                  |                                                | Shareholding at the end of the year |                                  |                                                | % change in share holding during the year |
|---------|-------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------------|
|         |                               | No. of Shares                             | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged/encumbered to total shares |                                           |
| 1       | Kusum Poddar                  | 884,766                                   | 8.3390                           | -                                              | 884,766                             | 8.3390                           | -                                              | -                                         |
| 2       | Rochna Poddar                 | 590,000                                   | 5.5608                           | -                                              | 590,000                             | 5.5608                           | -                                              | -                                         |
| 3       | Mahima Poddar Agarwal         | 605,000                                   | 5.7022                           | -                                              | 605,000                             | 5.7022                           | -                                              | -                                         |
| 4       | Shiv Shankar Poddar           | 38,702                                    | 0.3648                           | -                                              | 41,000                              | 0.3864                           | -                                              | 0.0216                                    |
| 5       | Pluto Tradelinks Ltd          | 2,054,300                                 | 19.3619                          | -                                              | 2,054,300                           | 19.3619                          | -                                              | -                                         |
| 6       | G K S Holdings Ltd            | 1,088,820                                 | 10.2622                          | -                                              | 1,088,820                           | 10.2622                          | -                                              | -                                         |
| 7       | GKS Logistics Private Limited | 1,194,772                                 | 11.2608                          | -                                              | 13,59,772                           | 12.8159                          | -                                              | 1.5551                                    |
|         | Total                         | 6,456,360                                 | 60.8516                          | -                                              | 66,23,658                           | 62.4284                          | -                                              | 1.5768                                    |



(iii) Change in Promoters' Shareholding ( please specify, if there is no change):

| Sl. No. | Name & Type of Transaction    | Shareholding at the beginning of the year - 2017 |                                  | Transactions during the year |               | Cumulative Shareholding at the end of the year - 2018 |                                  |
|---------|-------------------------------|--------------------------------------------------|----------------------------------|------------------------------|---------------|-------------------------------------------------------|----------------------------------|
|         |                               | No. of Shares held                               | % of total Shares of the company | Date of Transactions         | No. of Shares | No. of Shares held                                    | % of total Shares of the company |
| 1       | PLUTO TRADE LINKS LTD         | 2,054,300                                        | 19.3619                          |                              |               |                                                       |                                  |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 2,054,300                                             | 19.3619                          |
| 2       | GKS LOGISTICS PRIVATE LIMITED | 1,194,772                                        | 11.2608                          |                              |               |                                                       |                                  |
|         | PURCHASE                      |                                                  |                                  | 02 Feb 2018                  | 165000        | 13,59,772                                             | 12.82                            |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 13,59,772                                             | 12.82                            |
| 3       | G K S HOLDINGS LTD            | 1,088,820                                        | 10.2622                          |                              |               |                                                       |                                  |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 1,088,820                                             | 10.2622                          |
| 4       | KUSUM PODDAR                  | 884,766                                          | 8.339                            |                              |               |                                                       |                                  |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 884,766                                               | 8.339                            |
| 5       | MAHIMA PODDAR AGARWAL         | 605,000                                          | 5.7022                           |                              |               |                                                       |                                  |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 605,000                                               | 5.7022                           |
| 6       | ROCHNA PODDAR                 | 590,000                                          | 5.5608                           |                              |               |                                                       |                                  |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 590,000                                               | 5.5608                           |
| 7       | SHIV SHANKAR PODDAR           | 38,702                                           | 0.3648                           |                              |               |                                                       |                                  |
|         | PURCHASE                      |                                                  |                                  | 02 Feb 2018                  | 2298          | 41,000                                                | 0.39                             |
|         | AT THE END OF THE YEAR        | -                                                | -                                |                              |               | 41,000                                                | 0.39                             |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | Name & Type of Transaction    | Shareholding at the beginning of the year - 2017 |                                  | Transactions during the year |               | Cumulative Shareholding at the end of the year - 2018 |                                  |
|---------|-------------------------------|--------------------------------------------------|----------------------------------|------------------------------|---------------|-------------------------------------------------------|----------------------------------|
|         |                               | No. of Shares held                               | % of total Shares of the company | Date of Transactions         | No. of Shares | No. of Shares held                                    | % of total Shares of the company |
| 1       | PRAMILA MAHESHKUMAR BANG      | 228,950                                          | 2.1579                           | -                            | -             | -                                                     | -                                |
|         | Purchase                      | -                                                | -                                | 05 May 2017 to 23 Feb 2018   | 1856          | 230806                                                | 2.1754                           |
|         | Sale                          | -                                                | -                                | 07 Apr 2017 to 09 Mar 2018   | (1253)        | 229553                                                | 2.1636                           |
|         | AT THE END OF THE YEAR        | -                                                | -                                | -                            | -             | 229553                                                | 2.1636                           |
| 2       | MANAN MAHESH BANG             | 209,093                                          | 1.9707                           | -                            | -             | -                                                     | -                                |
|         | Purchase                      | -                                                | -                                | 05 May 2017 to 09 Mar 2018   | 17635         | 226728                                                | 2.1369                           |
|         | Sale                          | -                                                | -                                | 26 May 2017 to 09 Feb 2018   | (9478)        | 217250                                                | 2.0476                           |
|         | AT THE END OF THE YEAR        | -                                                | -                                | -                            | -             | 217250                                                | 2.0476                           |
| 3       | HIMSHIKHAR INVESTMENT LIMITED | 203,655                                          | 1.9195                           | -                            | -             | -                                                     | -                                |
|         | Sale                          | -                                                | -                                | 09 Feb 2018 to 16 Feb 2018   | (1337)        | 202318                                                | 1.9069                           |
|         | AT THE END OF THE YEAR        | -                                                | -                                | -                            | -             | 202318                                                | 1.9069                           |
| 4       | SUBRAMANIAN P                 | 138,500                                          | 1.3054                           | -                            | -             | -                                                     | -                                |
|         | AT THE END OF THE YEAR        | -                                                | -                                | -                            | -             | 138,500                                               | 1.3054                           |



| Sl. No. | Name & Type of Transaction         | Shareholding at the beginning of the year - 2017 |                                  | Transactions during the year |               | Cumulative Shareholding at the end of the year - 2018 |                                  |
|---------|------------------------------------|--------------------------------------------------|----------------------------------|------------------------------|---------------|-------------------------------------------------------|----------------------------------|
|         |                                    | No. of Shares held                               | % of total Shares of the company | Date of Transactions         | No. of Shares | No. of Shares held                                    | % of total Shares of the company |
| 5       | GYMKHANA PARTNERS L.P.             | -                                                | -                                | -                            | -             | -                                                     | -                                |
|         | Purchase                           | -                                                | -                                | 13 Oct 2017 to 31 Mar 2018   | 87800         | 87800                                                 | 0.8275                           |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | 87800                                                 | 0.8275                           |
| 6       | MAHESH G BANG HUF .                | 72242                                            | 0.6809                           |                              |               |                                                       |                                  |
|         | Purchase                           | -                                                | -                                | 12 May 2017 to 24 Nov 2017   | 7188          | 79430                                                 | 0.7486                           |
|         | Sale                               |                                                  |                                  | 09 Jun 2017 to 02 Mar 2018   | (2862)        | 76568                                                 | 0.7217                           |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | 76568                                                 | 0.7217                           |
| 7       | JAI MAA VINIMAY PVT. LTD.          | 62,176                                           | 0.5860                           | -                            | -             | -                                                     | -                                |
|         | Purchase                           | -                                                | -                                | 21 Jul 2017 to 31 Mar 2018   | 12659         | 74835                                                 | 0.7053                           |
|         | Sale                               | -                                                | -                                | 13 Oct 2017 to 23 Mar 2018   | (18277)       | 56558                                                 | 0.5331                           |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | 56558                                                 | 0.5331                           |
| 8       | DALMIA BHARAT LIMITED              | 50,000                                           | 0.4713                           | -                            | -             | -                                                     | -                                |
|         | AT THE END OF THE YEAR             | -                                                | -                                | 50,000                       | -             | -                                                     | 0.4713                           |
| 9       | MAHESHKUMAR GHANSYAM BANG          | 48,686                                           | 0.4589                           | -                            | -             | -                                                     | -                                |
|         | Purchase                           | -                                                | -                                | 02 Jun 2017 to 02 Mar 2018   | 6133          | 54819                                                 | 0.5167                           |
|         | Sale                               | -                                                | -                                | 14 Apr 2017 to 09 Feb 2018   | (12915)       | 41904                                                 | 0.3949                           |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | 41904                                                 | 0.3949                           |
| 10      | VC CORPORATE ADVISORS PRIVATE LTD. | 39,309                                           | 0.3705                           | -                            | -             | -                                                     | -                                |
|         | Purchase                           | -                                                | -                                | 15 Dec 2017                  | 2400          | 41709                                                 | 0.3931                           |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | 41709                                                 | 0.3931                           |
| 11      | MAYUKA INVESTMENT LIMITED          | 230,292                                          | 2.1705                           | -                            | -             | -                                                     | -                                |
|         | Sale                               | -                                                | -                                | 19 Jan 2018 to 02 Feb 2018   | (230,292)     | -                                                     | -                                |
|         | AT THE END OF THE YEAR             | -                                                | -                                | -                            | -             | -                                                     | -                                |

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

| Sl. No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2017 |                                  | Transactions during the year |               | Cumulative Shareholding at the end of the year - 2018 |                                  |
|---------|----------------------------|--------------------------------------------------|----------------------------------|------------------------------|---------------|-------------------------------------------------------|----------------------------------|
|         |                            | No. of Shares held                               | % of total Shares of the company | Date of Transactions*        | No. of Shares | No. of Shares held                                    | % of total Shares of the company |
| 1       | MAHIMA PODDAR AGARWAL      | 6,05,000                                         | 5.7295                           | -                            | -             | -                                                     | -                                |
|         | AT THE END OF THE YEAR     | -                                                | -                                | -                            | -             | 6,05,000                                              | 5.7295                           |
| 2       | SHIV SHANKAR PODDAR        | 38,702                                           | 0.3648                           | -                            | -             | -                                                     | -                                |
|         | PURCHASE                   | -                                                | -                                | 02 Feb 2018                  | 2,298         | 41,000                                                | 0.39                             |
|         | AT THE END OF THE YEAR     | -                                                | -                                | -                            | -             | 41,000                                                | 0.39                             |
| 3       | *RAMESH KUMAR SUREKA       | 4,863                                            | 0.0458                           | -                            | -             | -                                                     | -                                |
|         | SALE                       | -                                                | -                                | 14 Apr 2017 to 12 Jan 2018   | 2300          | 2563                                                  | 0.0242                           |
|         | AT THE END OF THE YEAR     | -                                                | -                                | -                            | -             | 2563                                                  | 0.0242                           |

\*No transactions during window closing period.



## V. INDEBTEDNESS

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

(Rs. In lakhs)

|                                                     | Secured Loans<br>excluding deposits | Unsecured Loans | Deposits | Total<br>Indebtedness |
|-----------------------------------------------------|-------------------------------------|-----------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year |                                     |                 |          |                       |
| i) Principal Amount                                 | 114.19                              | -               | -        | 114.19                |
| ii) Interest due but not paid                       | -                                   | -               | -        | -                     |
| iii) Interest accrued but not due                   | -                                   | -               | -        | -                     |
| <b>Total (i+ii+iii)</b>                             | <b>114.19</b>                       | <b>-</b>        | <b>-</b> | <b>114.19</b>         |
| Change in Indebtedness during the financial year    |                                     |                 |          |                       |
| • Addition                                          | -                                   | -               | -        | -                     |
| • Reduction                                         | 114.19                              | -               | -        | 114.19                |
| <b>Net Change</b>                                   | <b>(114.19)</b>                     | <b>-</b>        | <b>-</b> | <b>(114.19)</b>       |
| Indebtedness at the end of the financial year       |                                     |                 |          |                       |
| i) Principal Amount                                 | -                                   | -               | -        | -                     |
| ii) Interest due but not paid                       | -                                   | -               | -        | -                     |
| iii) Interest accrued but not due                   | -                                   | -               | -        | -                     |
| <b>Total (i+ii+iii)</b>                             | <b>-</b>                            | <b>-</b>        | <b>-</b> | <b>-</b>              |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount In Rs.)

| Sl. No. | Particulars of Remuneration                                                         | Director & CEO   | Managing Director  | Total              |
|---------|-------------------------------------------------------------------------------------|------------------|--------------------|--------------------|
| 1       | Gross salary                                                                        |                  |                    |                    |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 79,00,000        | 60,00,000          | 1,39,00,000        |
|         | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961                      | 12,84,000        | 28,69,806          | 41,53,806          |
|         | (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                                                                    | -                | 26,66,573          | 26,66,573          |
|         | - others, specify                                                                   | -                | -                  | -                  |
| 5       | Others, please specify                                                              | -                | -                  | -                  |
|         | <b>Total (A)</b>                                                                    | <b>91,84,000</b> | <b>1,15,36,379</b> | <b>2,07,20,379</b> |
|         | Ceiling as per the Act                                                              |                  |                    | 2,66,65,722        |


**B. Remuneration to other directors:**

(Amount In Rs.)

| Sl. No. | Particulars of Remuneration                      | Name of Directors  |                     |                    |                  |                        |                   | Total Amount |
|---------|--------------------------------------------------|--------------------|---------------------|--------------------|------------------|------------------------|-------------------|--------------|
| 1       | 1. Independent Directors                         | Sh. N. Gopalaswamy | Sh. M. K. Sonthalia | Sh. Kishore Rungta | Sh. M. Mahadevan |                        |                   |              |
| 2       | • Fee for attending board and committee meetings | 15,000             | 25,000              | 60,000             | 10,000           |                        |                   | 1,10,000     |
|         | • Commission                                     | -                  | -                   | -                  | -                |                        |                   | -            |
|         | • Others, please specify                         | -                  | -                   | -                  | -                |                        |                   | -            |
| 3       | Total (1)                                        | 15,000             | 25,000              | 60,000             | 10,000           |                        |                   | 1,10,000     |
| 4       | 2. Other Non-Executive Directors                 |                    |                     |                    |                  | Smt. Mahima P. Agarwal | Sh. Gaurav Goenka |              |
| 5       | • Fee for attending board committee meetings     |                    |                     |                    |                  | 20,000                 | 60,000            | 80,000       |
|         | • Commission                                     |                    |                     |                    |                  | -                      | -                 | -            |
|         | • Others, please specify                         |                    |                     |                    |                  | -                      | -                 | -            |
| 6       | Total (2)                                        |                    |                     |                    |                  | 20,000                 | 60,000            | 80,000       |
| 7       | Total (B) = (1 + 2)                              | 15,000             | 25,000              | 60,000             | 10,000           | 20,000                 | 60,000            | 1,90,000     |
| 8       | Total Managerial Remuneration ( A+ B)            |                    |                     |                    |                  |                        |                   | 2,09,10,379  |
| 9       | Overall Ceiling as per the Act                   |                    |                     |                    |                  |                        |                   | 2,66,65,722  |

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

(Amount In Rs.)

| Sl. No. | Particulars of Remuneration                                                                                                                                                                                                                             | Key Managerial Personnel<br>Company Secretary |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| 1       | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961 | 29,64,433<br>4,21,920<br>-                    |
| 2       | Stock Option                                                                                                                                                                                                                                            | -                                             |
| 3       | Sweat Equity                                                                                                                                                                                                                                            | -                                             |
| 4       | Commission<br>- as % of profit<br>- others, specify                                                                                                                                                                                                     | -                                             |
| 5       | Others, please specify                                                                                                                                                                                                                                  | -                                             |
|         | Total                                                                                                                                                                                                                                                   | 33,86,353                                     |



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

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

### DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

The Company had framed a Code of Conduct for the Members of the Board of Directors and the Senior Management Personnel of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to strengthen corporate governance practices in the Company. They have affirmed their compliance with the said code.

FOR PODDAR PIGMENTS LIMITED

Date : 19<sup>th</sup> May, 2018

R. K. Sureka  
DIRECTOR & CEO

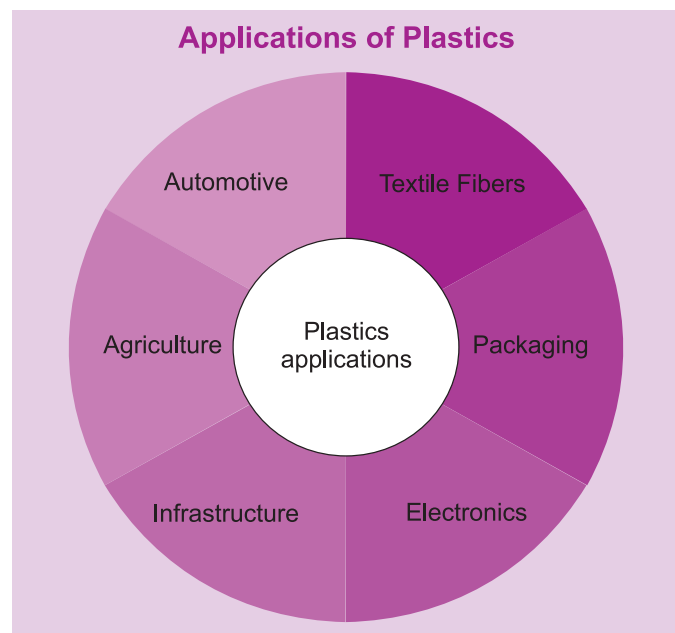


## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial and Operational Performance

Your Company registered a sale of Rs. 37500 Lakhs for the year ended 31.03.18 against Rs. 35712 Lakhs in the previous year. The plant operated smoothly and on schedule during the year at near-full capacity. In addition, your Company achieved ISO 9001: 2015 standards, reflecting its commitment towards quality and customer satisfaction.

### Industry Structure and Developments



Since independence, the plastics and textile industry in India has played a predominant role in India's growth story and also in shaping our lives. Today, the plastic industry caters to an entire spectrum of daily use items such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation, packaging, medical appliances, electronics and electrical items. The versatility and adaptability of the material makes it an indispensable part of an increasingly complex world.

Your Company manufactures color & additive Masterbatches for the dope dyeing of man-made fibres (MMF), various plastic applications and engineering plastics & compounds. These are essential products required for textile and plastic products. Your Company also produces various smart products which impart various forms of functionality to the textiles and plastics. This is a promising product segment for the future.

Due to the increase in domestic consumption and the high potential of the product, India is emerging as one of the focus destinations for plastics and downstream players worldwide. There is tremendous potential for growth of the sector catalyzed by drivers such as a growing middle-class, higher disposable

income and urbanization. Improved standards of living have led to an increase in consumption of wide range of consumer goods from packaged food to automobiles. Investments in infrastructure and agriculture are also further fueling the demand of plastics and related products in India. Hence, it is rational to expect the demand for plastic products to only increase in the future.

As quoted by Shri Dharmendra Pradhan, Petroleum and Natural Gas Minister at the 'Indian Oil Petrochemical Conclave 2016', the Government of India is playing its part in encouraging investments into the petrochemical sector, with a view to double the per capita consumption of Polymers to 20 kg a person by 2022. Currently, the average per capita consumption of polymers in India is 10 kg., a small number when compared to world average of 32 kg. Further, although India's population is comparable to China, its polymer demand is only one-fifth that of China. This hints at a strong growth potential for the India plastics industry.

With adequate support from the Government and with growth in end use demand, the market for plastic processing industry in India is expected to grow at a CAGR of 10.5% from 13.4 MMTPA in FY15 to reach 22 MMTPA by FY20. Further, the petrochemical sector in the country has witnessed a robust growth of 10-12% per annum in the last decade, and is expected to grow at a rate of 12-15% in the next decade.

Sectors such as automobiles, consumer goods, infrastructure and irrigation are expected to drive the growth. Further, the packaging industry has witnessed a complete replacement of the old age products with the new ones.

As the Indian plastics industry grows, the consumption of masterbatches, which is linked to the consumption of polymers and synthetic dope dyed fibers, is also expected to grow at the same rate. There is a good scope for innovative products in plastics and textile segments which will further contribute to the growth of the masterbatch industry in years to come.

The global textile fibre industry has grown from 81 MMT in 2013 to 95 MMT in 2016 and is expected to reach 105 MMT by 2020. Polyester fiber and yarn continue to be the major contributors to the growth of the fiber industry. Of this, polyester alone will account for over 68% of the demand. Demand has largely been led by the Asian countries, with China contributing 9% growth.

India is poised to strengthen its global foothold, with its production rising from the current 8% to 10% of the global volume. The Indian polyester industry will be at an advantageous position with the growth of consumer demand and a strong manufacturing base, enabling India to serve as a regional polyester manufacturing hub. India enjoys a comparative advantage in terms of skilled manpower and cost of production relative to major textile producers.

India's domestic textile market is also in a very strong position. Increased penetration of organised retail, favourable demographics and rising income levels drive textile demand



locally. At the same time, growth in building and construction will continue to drive demand for non-clothing textiles.

India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to major textile producers.

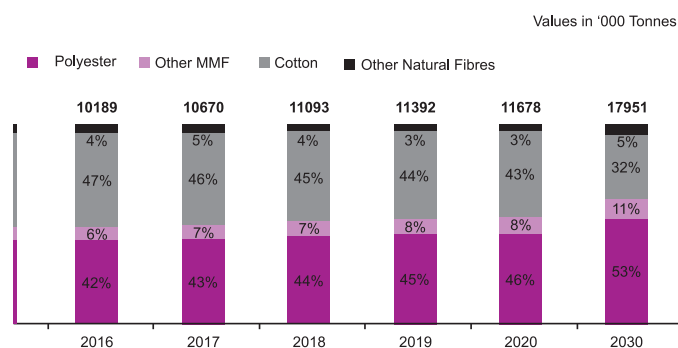
Production of man-made fibres has also been on an upward trend. Production stood at 1.347 million tones in FY 16 and 1.364 million tones in FY 17 with the figure reinforcing a recovery from 2009 levels.

While the global per capita consumption of man-made fiber is around 12 kg per annum, it is merely 3.5 kg in India, hence providing significant scope for the increase in domestic consumption. It is expected that the Indian textile industry will reach US\$315 Billion by 2025 i.e. @ 14% CAGR, (up from US\$ 68 Billion in 2013) and exports will reach US\$ 185 Billion by 2025 i.e. @14% CAGR, (up from US\$ 40 Billion in 2013).

Consumption of polyester fibres is gaining momentum due to factors such as the fluctuation in cotton prices, increased presence & sourcing by global brands where polyester fibre dominates, growth of women's wear segment, growth of value retail etc.

Your company's major product range comprises of masterbatches for the polyester textile segment. Hence, it expects a good growth as it is projected that the Indian textile industry may consume more polyester than cotton within the next five years.

**Total Fibre Consumption At Mill Level**



- Share of manmade fibre in total mill consumption is expected to reach ~64% by 2030 and share of cotton is expected to decrease to 32% by 2030.
- A drastic change is expected in the mill consumption of polyester fiber, share of which is projected to grow to 53% (9450,000 tones) by 2030 from the present level of 2017 (4588,000 tones).

Hence overall we are very optimistic that masterbatch market in India is likely to grow at a CAGR of over 11% during 2016-2025, on account of strong growth in plastics and textile segments.

Your company has also made in-roads into some of the world's largest masterbatch markets. The growth from export sales is

expected to be around 10% per annum for the next few years. Your company's thrust on the continuous development of new and innovative products will enable it to stay ahead of the competition.

With the growing demand of masterbatches, it can optimistically be stated that in the coming years, your company is headed towards excellent growth and better all-round performance.

## Opportunities and Threats

### Key Opportunity:

Due to the low per capita polymer and polyester consumption in India, this segment is likely to experience an increase in demand. Your Company is a pioneer in the manufacture of masterbatches for the synthetic fiber industry, based on Polyesters, Nylons and Polypropylenes, for specialty and general purpose applications such as automotives, carpets, home-furnishings, apparels, non-woven fabrics, technical fibers, etc. It is expected that the demand for your Company's products will grow manifold with the increased requirements of the polyester fiber industry.

### Key Threats & Risks:

**Demand Risk:** Recession in the user industries may affect demand for the products. Product changes, high fluctuation in the prices of raw materials, competition from domestic and global players and changes in the demand-supply environment may increase the pressure on margins. With continuous improvements in technology, new product developments and cost effective measures, your company is confident that it will successfully meet these challenges.

**Foreign Exchange Risk:** Fluctuations in foreign currencies also play a major role in the profitability of the Company. Your Company suitably hedges the differential short-term exposure between export and import to appropriately manage the currency risk.

**Competitor Risk:** The market is highly competitive with no fiscal barriers and no barrier to entry for new players. To address this risk, your Company deploys multi-pronged plans for continuous improvements in the area of cost, quality, customer service and brand equity.

The major risks prevalent in this industry are the high fluctuation in the prices of raw materials, technology obsolescence, competition from global players and further aberration in the custom duties in the coming years under WTO obligations. These can create pressures on the margins and thereby affect the performance of your Company. Furthermore, low economic growth can affect sales and margins. Your company is taking due care against the prevailing risks in the industry by adopting new technologies, introducing innovative Masterbatches through its regular R&D, reduction in material costs, re-engineering business and manufacturing processes and much more. Foreseeable risks to the Company's assets are adequately covered by comprehensive insurance policies.

The Company has well designed strategies to identify and mitigate operational, financial, reporting and legal compliances.



### Internal Control Systems and Their Adequacy

Your Company has internal control procedures commensurate with the Company's size and nature of business. Your Company has an in house team that carries out internal audits and ensures that all transactions are appropriately authorized, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. There are well-established policies and procedures in place across your company. The objective of these procedures is to ensure the efficient use and protection of your Company's resources, accuracy in financial reporting and due compliance of statutes and Company procedures. The Internal Audit reports, the progress in implementation of recommendations and actions taken contained in such reports and the adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings. The same are also examined by the Statutory Auditors in course of their Audit procedures.

### Human Resources

The talent base of your company during the year 2017-18 was 309 (excluding casual). The Board of Directors expresses its appreciation for the sincere efforts made by the employees of your Company at all levels during the year.

Your directors believe and affirm the importance of developing human resources, which is the most valuable asset of your Company and the key element in bringing all round improvements and achieving growth. The human resource philosophy and strategy of your Company has been designed to attract and retain the best talent. In practice, it creates and nurtures a work environment that keeps employees engaged & motivated. Employee relations during the year under review were peaceful. The contribution and co-operation received from employees across all levels was excellent and the same has been appreciated & supported by the management through its continuous & systematic training programmes.

### Corporate Social Responsibility

The management of your company is of the opinion that the company's contribution to the society should be of its own volition and not out of compulsion. Hence, even before it was mandated by law, the company had initiated measures over the past several years, to help the poor and downtrodden sections of the society. The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 has been made and further details on CSR activities is annexed and marked as Annexure VIII to the Directors Report.

### Forward-looking Statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, products development, market position, expenditures and financial results, are forward looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. Your Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statement. Your Company assumes no responsibility to publicly modify or revise any such statements on the basis of subsequent developments, information or events.

### For and on behalf of Management Team

|                                         |                    |                     |
|-----------------------------------------|--------------------|---------------------|
| <b>DATE : 19<sup>TH</sup> May, 2018</b> | <b>R.K. Sureka</b> | <b>S. S. Poddar</b> |
| <b>PLACE : JAIPUR</b>                   | <b>DIRECTOR</b>    | <b>MANAGING</b>     |
|                                         | <b>&amp; CEO</b>   | <b>DIRECTOR</b>     |
|                                         |                    | <b>&amp; CFO</b>    |



## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34.3 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors of the Company has consistently endeavored to maintain high standard of good Corporate Governance over the years. Given below is the report on Corporate Governance:

### 1 Company's Philosophy on Code of Governance

The Company is committed to implement sound corporate governance practices with a view to bring about transparency in its operations and maximize shareholder value. The Company's core philosophy on the code of Corporate Governance is to ensure :

- Fair and transparent business practices ;
- Accountability for performance ;
- Compliance of applicable statute;
- Transparent and timely disclosure of financial and management information ;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executive and independent Directors on the Board.

### 2 Board of Directors

The composition of Board, with reference to number of Executive, Non-Executive and Independent Directors, meets the requirement of Code of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has adequate representation of Professionals, Qualified, Non-Executive and Independent Directors. The present strength of Board is Eight (8) Directors. The Board comprises of two (2) executive and six (6) non-executive Directors representing the optimum combination of professionalism, knowledge and business experience.

#### 2.1 Composition of the Board:

In the Year 2017-18, Six Board meetings were held on 27.05.2017, 20.07.2017, 07.09.2017, 16.11.2017, 17.01.2018 and 28.03.2018.

Details of composition of the Board, category, attendance of Directors at Board Meetings and last Annual General Meeting, number of other directorship and committee membership are given below:

| Sl. No. | Name of Director                          | Category of Directorship @ | No. of Board Meetings attended out of 6 held | Attendance at last AGM held on 28.09.2017 | No. of other Directorships as on 31.03.2018 | No. of Committees in which Chairman/Member of other companies as on 31.03.2018 |          |
|---------|-------------------------------------------|----------------------------|----------------------------------------------|-------------------------------------------|---------------------------------------------|--------------------------------------------------------------------------------|----------|
|         |                                           |                            |                                              |                                           |                                             | Member                                                                         | Chairman |
| (i)     | SH. S. S. PODDAR, MANAGING DIRECTOR & CFO | \$                         | 6                                            | YES                                       | 3                                           | -                                                                              | -        |
| (ii)    | SH. R. K. SUREKA, DIRECTOR & CEO          | #                          | 4                                            | YES                                       | 1                                           | -                                                                              | -        |
| (iii)   | SH. N. GOPALASWAMY                        | &                          | 1                                            | NO                                        | 7                                           | 12                                                                             | 6        |
| (iv)    | SH. M.K. SONTALIA                         | &                          | 2                                            | NO                                        | 9                                           | 1                                                                              | -        |
| (v)     | SMT. MAHIMA P. AGARWAL                    | *                          | 2                                            | NO                                        | -                                           | -                                                                              | -        |
| (vi)    | SH. KISHORE RUNGTA                        | &                          | 4                                            | YES                                       | 5                                           | -                                                                              | -        |
| (vii)   | SH. GAURAV GOENKA                         | **                         | 6                                            | YES                                       | 5                                           | -                                                                              | -        |
| (viii)  | SH. M. MAHADEVAN                          | &                          | 1                                            | NO                                        | 8                                           | -                                                                              | -        |

@ Category of Directors:

\$ Executive Promoter Director

# Executive Director

\* Non-Executive Director and daughter of Shri S. S. Poddar, Managing Director & CFO

& Non-Executive Independent Director

\*\* Non-Executive Director and Son-in-law of Shri S. S. Poddar, Managing Director & CFO



## 2.2 Composition of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee consists of Shri Kishore Rungta, Shri N. Gopaldaswamy and Shri M. K. Sonthalia. Shri M.K.Sonthalia is the Chairman.

## 2.3 Remuneration to Executive Directors:

The remuneration of Executive Directors are being determined by the "Nomination & Remuneration Committee" subject to the approval of the Board & the Company in General Meeting and such other authorities as may be necessary. The details of remuneration paid to Executive Directors during the year ended 31.03.18 are as follows:

| Particulars                                        | Shri S. S. Poddar,<br>Managing Director & CFO | Shri R. K. Sureka,<br>Director & CEO |
|----------------------------------------------------|-----------------------------------------------|--------------------------------------|
| Salary and Allowances                              | 60,00,000                                     | 79,00,000                            |
| Contribution to Provident Fund                     | 7,20,000                                      | 6,48,000                             |
| Value of other perquisites as per Income Tax Rules | 28,69,806                                     | 12,84,000                            |
| Commission on Profit                               | 26,66,573                                     | -                                    |
| <b>Total (Rs.)</b>                                 | <b>1,22,56,379</b>                            | <b>98,32,000</b>                     |

## 2.4 Terms of Contract:

| Name of Director  | Date of appointment | Expiry of contract | Severance fees | Notice Period |
|-------------------|---------------------|--------------------|----------------|---------------|
| Shri S. S. Poddar | 01.10.2016          | 30.09.2019         | -              | -             |
| Shri R. K. Sureka | 01.10.2015          | 30.09.2018         | -              | -             |

## 2.5 Remuneration to Non-Executive Directors :

No remuneration except sitting fee is paid to the Non-executive Directors. During the year, a sum of Rs. 160000/- was paid to the Non-Executive Directors for Board meetings attended by them, Rs. 20000/- was paid to the Non-Executive Directors for Audit Committee meetings attended by them and Rs. 10000/- was paid to the Non-Executive Directors for Performance Evaluation Committee meetings attended by them .

## 2.6 Shareholding of the Non-Executive Directors in the Company as on 31.03.18:

None of the Non-Executive Directors, other than Smt. Mahima P. Agarwal who holds 605000 Equity Shares of the Company, hold any shares in the Company's Capital.

## 2.7 Information placed before the Board of Directors :

The Company places before the Board all the information as required vide SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 2.8 Evaluation of Board Members :

Board monitors and review the evaluation criterion , as framed for the Board Members. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive / non-executive / independent directors. Each Board member evaluates the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees.

Independent directors have three key roles- governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include:-

- Ability to contribute to and monitor our corporate governance practices.
- Active participation in long-term strategic planning
- Attendance and participations in the Meetings and timely inputs on the minutes of the meetings.
- Adherence to ethical standards & code of conduct of Company and disclosure of non – independence, as and when it exists and disclosure of interest.



- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings.
- Objective evaluation of Board's performance, rendering independent, unbiased opinion.
- Understanding of the Company and the external environment in which it operates and contribution to strategic direction.
- Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information

### 2.9 The details of familiarization programmes imparted to independent directors is given below :

The KMP of the Company make presentations pursuant to provisions of Companies Act, 2013 and as per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Independent Directors on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc., and seek their opinions and suggestions on the same.

The Directors are briefed on their specific responsibilities and duties that may arise from time to time. The Independent Directors are presented with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Policy on Remuneration, Policy on Performance Evaluation, Policy on material events, Succession Policy, Whistle blower policy, Risk Management Policy and Corporate Social Responsibility policy. The Directors are also briefed about the changes in Companies Act, 2013 and rules made thereunder as well as in the SEBI/Regulations.

The details of familiarization programme is available on the website: <http://www.poddarpigmentsltd.com/Investors.html>.

### 3 Audit Committee:

During the year ended 31.03.18, four meetings of the Audit Committee were held on 27.05.17, 31.08.17, 01.11.17 and 17.01.18. The details of the attendance of the members at Audit Committee and constituents of the Committee are as follows :-

| Name of Members      | Designation                                    | No. of Meetings Attended |
|----------------------|------------------------------------------------|--------------------------|
| Shri Kishore Rungta  | Chairman- Non Executive & Independent Director | 4                        |
| Shri M. K. Sonthalia | Member- Non Executive & Independent Director   | -                        |
| Shri R. K. Sureka    | Member- Director & CEO                         | 4                        |

The Heads of Finance Function and Internal Audit are permanent invitees to the Meeting. The Statutory Auditors are also invited to attend the meetings and the partner of the Statutory Auditors attends the meetings. Minutes of each Audit Committee Meeting are placed before and are noted in the subsequent Board Meeting.

The terms of reference of the Committee are in line with the requirements of the code. The brief terms of reference of the Audit Committee include:

- Review of the Company's financial reporting process and financial statements.
- Review of accounting and financial policies and practices.
- Review of internal control and internal audit systems and its adequacy & stiff arrangement.
- Discussion with Internal Auditors on any significant findings and follow-up thereon.
- Reviewing the Company's financial and risk management policies and mitigation.
- Reviewing the Quarterly and Annual Financial Statements before submission to the Board.
- Recommending the appointment and removal of Statutory Auditors, audit fee and payment for any other services.
- To hold discussion with the statutory auditors on post audit as to their observations.
- To review the compliance of all legal laws as applicable to the company and to review the legal cases filed by or against the company.
- To frame and to review Risk Management Policy.

### 4 Stakeholders Relationship Committee:

The Stakeholders Relationship Committee' comprises of two Executive Director namely, Shri S. S. Poddar, Shri R. K. Sureka and three Non -Executive Directors namely Shri Kishore Rungta, Shri N. Gopalaswamy and Smt. Mahima P. Agarwal. Shri Kishore Rungta is the Chairman of the committee. The Committee met 25 times during the financial year ended March 31, 2018.



During the year ended 31.03.18, meetings of the Stakeholders Relationship Committee were held on 05.04.17, 18.04.17, 26.04.17, 17.05.17, 26.05.17, 27.06.17, 18.07.17, 08.08.17, 19.08.17, 31.08.17, 11.09.17, 22.09.17, 10.10.17, 23.10.17, 31.10.17, 16.11.17, 19.12.17, 03.01.18, 12.01.18, 30.01.18, 13.02.18, 21.02.18, 06.03.18, 15.03.18 and 26.03.18. The details of the attendance of the members at Stakeholders Relationship Committee and constituents of the Committee are as follows:-

| Name of Members        | Designation                                     | No. of Meetings Attended |
|------------------------|-------------------------------------------------|--------------------------|
| Shri Kishore Rungta    | Chairman - Non Executive & Independent Director | 6                        |
| Shri S. S. Poddar      | Member - Managing Director & CFO                | 24                       |
| Smt. Mahima P. Agarwal | Member - Non Executive Director                 | 20                       |
| Shri N. Gopalaswamy    | Member - Non Executive & Independent Director   | -                        |
| Shri R. K. Sureka      | Member- Director & CEO                          | 5                        |

The Committee, in addition to considering share transfer matters, also oversees redressal of shareholders' and investors' complaints/grievances and recommends measures to improve the level of investor services, besides discharging such other related functions which may be referred to it by the Board from time to time. Your company is making all attempts to ensure that correspondences are expeditiously attended to the full satisfaction of the Shareholder.

#### Details of Pending Complaints :-

| Complaint Received from | No. of Complaints Received | No. of Complaints pending |
|-------------------------|----------------------------|---------------------------|
| SEBI                    | 2                          | NIL                       |
| Stock Exchanges         | 2                          | NIL                       |
| Investors               | 11                         | NIL                       |
| Govt. Authorities       | NIL                        | NIL                       |

No Share is pending for transfer for more than 15 days.

#### Compliance Officer:

Shri Navin Jain, Sr. GM (Legal) & Company Secretary and Shri Dharmendra Kumar, Sr. Manager (Legal & Secretarial)

### 5 Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of two Executive Director namely, Shri S. S. Poddar, Shri R. K. Sureka and one Non-Executive Directors Shri Kishore Rungta is the Chairman of the committee. The Committee met 4 times during the financial year ended March 31, 2018.

During the year ended 31.03.18, four meetings of the Corporate Social Responsibility Committee were held on 27.05.17, 20.07.17, 16.11.17, 17.01.18. The details of the attendance of the members at Corporate Social Responsibility Committee and constituents of the Committee are as follows :-

| Name of Members     | Designation                                   | No. of Meetings Attended |
|---------------------|-----------------------------------------------|--------------------------|
| Shri Kishore Rungta | Chairman-Non Executive & Independent Director | 4                        |
| Shri S. S. Poddar   | Member-Managing Director & CFO                | 4                        |
| Shri R. K. Sureka   | Member-Director & CEO                         | 4                        |

### 6 Performance Evaluation Committee

The Performance Evaluation committee consists of Shri Kishore Rungta, Shri N. Gopalaswamy and Shri M. K. Sonthalia. The Committee met once during the Financial Year ended March 31, 2018.

During the year ended 31.03.18, meetings of the Performance Evaluation Committee was held on 29.04.17. The details of the attendance of the members at Performance Evaluation Committee and constituents of the Committee are as follows :-



| Name of Members      | Designation                                  | No. of Meetings Attended |
|----------------------|----------------------------------------------|--------------------------|
| Shri M. K. Sonthalia | Member- Non Executive & Independent Director | 1                        |
| Shri N. Gopalaswamy  | Member- Non Executive & Independent Director | 1                        |
| Shri Kishore Rungta  | Member- Non Executive & Independent Director | -                        |

## 7 Key Managerial Personnel and Senior Managerial Personnel Certification:

Necessary certificate, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been obtained and placed before the Board.

## 8 General Body Meetings:

Annual General Meetings

Venue and time for last three Annual General Meetings:

| Financial Year | Venue                                                   | Date       | Time.      | Details of Special Resolution Passed                                       |
|----------------|---------------------------------------------------------|------------|------------|----------------------------------------------------------------------------|
| 2014-2015      | Regd. Office at RIICO Industrial Area, Sitapura, JAIPUR | 11.09.2015 | 12.30 P.M. | For Revision of remuneration and Re-appointment of Director & CEO          |
| 2015-2016      | Do                                                      | 09.08.2016 | 11.00 A.M  | For Revision of remuneration and Re-appointment of Managing Director & CFO |
| 2016-2017      | Do                                                      | 28.09.2017 | 11.30 A.M  | -                                                                          |

No Special Resolution was passed through Postal Ballot during the FY 2017-18. None of the businesses proposed to be transacted in the ensuing AGM require passing a special resolution through Postal Ballot.

## 9 Disclosures:

### a) Disclosure regarding materially significant related party transactions :

Related-party transactions have been given in Note No. 35 to the Financial Statement of Notes on Accounts. Adequate care was taken to ensure that the potential conflict of interest did not harm the interest of the company at large.

### b) Disclosure regarding certain non-compliance:

There was no instance of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

## 10 Communication to Share Holders :

Effective communication of information is an essential component of Corporate Governance. Half Yearly reports are not sent to shareholders. The Company sends the Annual Report regularly.

The quarterly, half yearly and Annual results of the Company are published in a leading English National Newspaper namely, The Business Standard (all editions) and in Hindi Local Newspaper namely, Daily News (Jaipur edition). The Results are also sent to Stock Exchanges as per requirement of Listing Regulations.

The Company has its own Website i.e. [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com). The Quarterly Financial Results of the Company are available on the Website of The Stock Exchanges, Mumbai [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India Ltd., [www.nseindia.com](http://www.nseindia.com) and also on the website of SEBI [www.sebi.gov.in](http://www.sebi.gov.in).

As per the requirements of Listing Regulations, all the data related to Quarterly, Annual Financial Results, Shareholding Pattern etc., are uploaded on <http://listing.bseindia.com> and <https://www.connect2nse.com>

No presentation was made to the Institutional Investors or to the analysts during the year ended 31.03.18.

Management Discussions and Analysis Report form a part of this Annual Report.

## 11 General Shareholders Information:

### 11.1 AGM : Date, Time and Venue

20<sup>th</sup> September, 2018 at 11.00 A. M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur-302022



## 11.2 Financial Calendar (Tentative)

Financial Year: 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019

Results for the quarter ending:

June 30, 2018 - Second week of August, 2018  
 September 30, 2018 - Second week of November, 2018  
 December 31, 2018 - Second week of February, 2019  
 March 31, 2019 - Fourth week of May, 2019

## 11.3 Date of Book Closure

14.09.2018 to 20.09.2018

## 11.4 Final Dividend Payment Date

05.10.2018

## 11.5 Listing on Stock Exchanges and their Code

| Name of Stock Exchanges                                                                                                                                                                                                                          | Code       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| The Bombay Stock Exchange                                                                                                                                                                                                                        | 524570     |
| The National Stock Exchange                                                                                                                                                                                                                      | PODDARMENT |
| The listing fee for the F.Y. 2018-19 has already been paid to The Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd, Mumbai. The ISIN number INE371C01013 are allotted under NSDL and CDSL for demat of shares of the company. |            |

## 11.6 Market Price Data : High, Low during each month in Financial Year 2017-2018

| Period          | BSE        |           | NSE        |           |
|-----------------|------------|-----------|------------|-----------|
|                 | High (Rs.) | Low (Rs.) | High (Rs.) | Low (Rs.) |
| April, 2017     | 283.00     | 259.15    | 284.00     | 257.40    |
| May, 2017       | 327.20     | 252.50    | 329.00     | 251.35    |
| June, 2017      | 305.00     | 280.00    | 305.00     | 275.40    |
| July, 2017      | 314.70     | 280.20    | 318.00     | 280.00    |
| August, 2017    | 293.20     | 243.00    | 296.00     | 241.70    |
| September, 2017 | 296.50     | 252.20    | 298.00     | 254.50    |
| October, 2017   | 341.00     | 250.10    | 341.70     | 261.10    |
| November, 2017  | 358.85     | 301.10    | 359.45     | 301.00    |
| December, 2017  | 315.90     | 279.00    | 320.00     | 277.70    |
| January, 2018   | 355.00     | 283.00    | 359.00     | 290.00    |
| February, 2018  | 305.00     | 251.00    | 315.00     | 267.20    |
| March, 2018     | 298.80     | 265.00    | 299.90     | 266.00    |

## 11.7 Performance in comparison to Broad based indices such as BSE, Sensex, CRISIL Index etc.

Not linked to Sensex/Index

## 11.8 Registrar and Transfer Agents

M/s Link Intime India Private Ltd.  
 C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083  
 Tel No : 022 49186000  
 Fax : 022 49186060  
 Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## 11.9 Shares Transfer System

Share Transfer request(s) received in physical form are registered within 15 days from the date of receipt if the transfer documents are in order. The Share Transfer and Share holders'/Investors' Grievance Committee considers & approves such transfer request(s). All request for dematerialization of shares, which are found to be in order, are generally processed within twenty one days.



#### 11.10 Reconciliation of Share Capital Audit

As directed by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital audit is being carried out at the specified period, by the practicing Company Secretary. The findings of the Reconciliation of Share Capital audit was entirely satisfactory.

#### 11.11 Distribution of Shareholding as on 31.03.18:-

| No. of equity Share held | No. of Shareholders | % of Shareholders | No. of Shares   | % of Shareholding |
|--------------------------|---------------------|-------------------|-----------------|-------------------|
| 1-500                    | 10855               | 93.63             | 1479353         | 13.94             |
| 501-1000                 | 432                 | 3.73              | 352914          | 3.33              |
| 1001-2000                | 135                 | 1.17              | 202170          | 1.91              |
| 2001-3000                | 66                  | 0.57              | 168946          | 1.59              |
| 3001-4000                | 27                  | 0.23              | 94282           | 0.89              |
| 4001-5000                | 19                  | 0.16              | 89387           | 0.84              |
| 5001-10000               | 25                  | 0.22              | 179514          | 1.69              |
| 10001 & above            | 34                  | 0.29              | 8043434         | 75.81             |
| <b>Grand Total</b>       | <b>11593</b>        | <b>100.00</b>     | <b>10610000</b> | <b>100.00</b>     |

#### Shareholding Pattern:-

| Particulars                                 | No. of Shareholders | % of Shareholders | No. of Shares   | % of Shareholding |
|---------------------------------------------|---------------------|-------------------|-----------------|-------------------|
| Domestic Companies (Promoters)              | 3                   | 0.03              | 4502892         | 42.44             |
| Resident Individuals (Promoters)            | 4                   | 0.03              | 2120766         | 19.99             |
| Resident Individuals (other than Promoters) | 10981               | 94.72             | 2953825         | 27.84             |
| Domestic Companies (other than Promoters)   | 165                 | 1.42              | 588014          | 5.54              |
| Non Resident Indians                        | 191                 | 1.65              | 86659           | 0.82              |
| Mutual Funds/ FIs                           | 6                   | 0.05              | 49342           | 0.46              |
| Others                                      | 243                 | 2.10              | 308502          | 2.91              |
| <b>Total</b>                                | <b>11593</b>        | <b>100.00</b>     | <b>10610000</b> | <b>100.00</b>     |

#### 11.12 Nomination Facility

Shareholders holding physical shares may, if they so desire, send their nominations in prescribed Form SH-13 of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrars & Transfer Agents of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility.

#### 11.13 Unclaimed Dividend

The dividends for the following year, which remain unclaimed for seven years will be transferred to Investor Education and Protection Fund established by the Central Government under Section 124 of the Companies Act, 2013. Accordingly, the company transferred the unpaid or unclaimed interim dividend for F.Y. 2010-11 to the Investor Education and Protection Fund (IEPF) on 16.12.2017. Shareholders, who have not claimed their dividend till date for the following period, may approach us or our registrar for issue of duplicate warrants / demand drafts in lieu of the dividend warrant.



| Year    | Type of dividend | Date of declaration | Amount outstanding as on 31 <sup>st</sup> March, 2018 | Due for transfer on |
|---------|------------------|---------------------|-------------------------------------------------------|---------------------|
| 2010-11 | Final            | 27.08.2011          | 5,83,280                                              | 03.10.2018          |
| 2011-12 | Final            | 25.09.2012          | 15,16,892                                             | 02.11.2019          |
| 2012-13 | Final            | 17.09.2013          | 13,26,168                                             | 24.10.2020          |
| 2013-14 | Final            | 23.08.2014          | 14,63,279                                             | 30.09.2021          |
| 2014-15 | Final            | 11.09.2015          | 16,74,954                                             | 18.10.2022          |
| 2015-16 | Interim          | 15.03.2016          | 16,45,213                                             | 22.04.2023          |
| 2016-17 | Interim          | 12.02.2017          | 17,01,733                                             | 19.03.2024          |
| 2016-17 | Final            | 28.09.2017          | 7,16,413                                              | 05.11.2024          |

**11.14** Dematerialisation of Shares & liquidity As on 31<sup>st</sup> March, 2018, 90.94% shares have been dematerialized.

**11.15** Outstanding GDR/ADR/Warrants or any Convertible Instruments, Conversion date and likely impact on equity. Nil

**11.16** Brief Resume of Director being re-appointed

| Particulars                           | Smt. Mahima P. Agarwal                                                                      | Shri R.K.Sureka                                                                                                                                                                                |
|---------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                         | 09.11.1974                                                                                  | 11.12.1956                                                                                                                                                                                     |
| Date of Appointment                   | 25.07.2011                                                                                  | 03.10.1994                                                                                                                                                                                     |
| Qualifications                        | B. Tech.                                                                                    | B.Com., F.C.A., F.C.S                                                                                                                                                                          |
| Expertise in specific functional area | Having 17 years' experience in Administrative, Foreign Trade, Taxation & Accounting fields. | Having 39 years of experience. More specialized in running industry, forming strategy, corporate management and also having good experience in finance, taxation and other commercial matters. |

**11.17** Plant Location and Address for Correspondence E-10,11, F-14 to 16, RIICO Industrial Area, Sitapura, Jaipur - 302 022.  
Telephone : (0141) 2770202, 2770203  
Fax No. : (0141) 2771922  
Email : jaipur@poddarpigmentsltd.com  
njain@poddarpigmentsltd.com

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

**PLACE : JAIPUR**  
**DATE : 19TH May, 2018**

**R. K. Sureka**  
**DIRECTOR & CEO**

**S. S. Poddar**  
**MANAGING DIRECTOR & CFO**



## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**PODDAR PIGMENTS LIMITED**

1. We, **M.L. GARG & COMPANY, CHARTERED ACCOUNTANTS**, the Statutory Auditors of **PODDAR PIGMENTS LIMITED** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Management's Responsibility

2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

4. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013, in so far as applicable for the purpose of this Certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March, 2018.
7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

PLACE OF SIGNATURE: JAIPUR  
DATE: 19<sup>TH</sup> MAY, 2018

FOR M.L. GARG & COMPANY  
CHARTERED ACCOUNTANTS  
FRN 001604N

(MANISH K. GARG)  
PARTNER  
M.NO. 96238

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PODDAR PIGMENTS LIMITED REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

1. We have audited the accompanying Standalone Ind AS financial statements of **PODDAR PIGMENTS LIMITED** ("the Company"), which comprise the Balance sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss (including other comprehensive income), the statement of Cash flows and the statement of changes in equity for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").



## MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

2. 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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

## AUDITORS' RESPONSIBILITY

3. 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 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.

4. 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 judgment, 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 Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.
5. 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

6. 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 including the Ind AS, of the financial position of the Company as at 31<sup>st</sup> March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
8. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss, the statement of cash flows and the 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 read with relevant rules issued thereunder;
  - (e) On the basis of the written representation received from the directors as on 31<sup>st</sup> March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 no pending litigations as at 31<sup>st</sup> March, 2018 which has impact on its financial position;
  - ii) The Company did not have any long term contracts and had no derivative contracts outstanding as at 31<sup>st</sup> March 2018; and
  - iii) The Company did not have any dues required to be transferred to the Investor Education and Protection Fund by the company.

**PLACE OF SIGNATURE : JAIPUR**  
**DATE : 19<sup>TH</sup> MAY, 2018**

**FOR M.L. GARG & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**FRN 001604N**

**(MANISH K GARG)**  
**PARTNER**  
**M.NO. 96238**

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

**The Annexure "A" referred to in paragraph 7 of our report of even date to the members of Poddar Pigments Limited on the Standalone Ind AS Financial Statements for the year ended 31<sup>st</sup> March, 2018.**

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, physical verification of fixed assets has been carried out by the Company and no material discrepancies were noticed on such verification. There is structured programme for verification to cover the entire assets over a period of 3 years. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (c) Title deeds of immovable properties of the company are held in the name of the Company.
- ii) (a) The inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion, no material discrepancies were noticed on physical verification of inventories.
- iii) According to the information and explanations given to us, the Company has, during the year, not granted any loans, secured or unsecured to companies firm, Limited liability partnerships firms or other parties covered in the register maintained under section 189 of the companies Act, 2013. Accordingly paragraph 3(iii) of the Order is not applicable to the Company
- iv) According to the information and explanation given to us, the company has no Investment, Loans and guarantees which required compliance of provisions of section 185 and 186 of the Companies Act, 2013, and hence paragraph of 3 (iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits during the year and hence paragraph 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records of the Company under clause (d) of Sub Section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. We are, however, not required to and have not carried out any detailed examination of such accounts and records with a view to determining whether they are accurate or complete.
- vii) (a) According to the records examined by us , the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax , sales tax , service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues wherever applicable.  
According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the details of dues in respect of Income tax and Service tax which have not been deposited on account of disputes and the forum where the dispute is pending are as under:



| Sl. No. | Name of the Statute | Nature of the Dues                                                                                 | Amount (Rs. in lacs) | Period to which the amount relates | Forum where dispute is pending                                        |
|---------|---------------------|----------------------------------------------------------------------------------------------------|----------------------|------------------------------------|-----------------------------------------------------------------------|
| 1.      | Income Tax Act      | Disallowance of Expenses                                                                           | 58.28                | AY 2007-08 to 2014-15              | Commissioner of Income tax (Appeals)/ ITAT                            |
| 2.      | Service tax Act     | Disallowance of Cenvat credit on services in connection with transport/ insurance/sales commission | 29.34                | Various years                      | Asstt. Commissioner/ Commissioner (Appeal)/ Addl. Commissioner CESTAT |

- viii) Based on our audit procedures and according to the information given by the management, the company has not defaulted repayment in respect of any loans or borrowings from any financial institution, bank, government or dues to debentures holders during the year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the financial year and has not done any initial public offer or further public offer (including debt instrument) nor term loans and hence paragraph 3(ix) of the Order is not applicable to the Company.
- x) Based upon the audit procedures performed and to the best of our knowledge and according to the information and explanations given to us by the management, we report that no fraud by the Company or any fraud on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi) The managerial remuneration has been paid / provided (by the Company) are in Compliance with Section 197 read with schedule V to the Companies Act, 2013.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv) According to the records of the company, it has not made any preferential allotment of shares or private placement of shares or fully/partly convertible debentures during the year under report. Accordingly paragraph 3 (xiv) of the Order is not applicable to the Company.
- xv) During the year, the Company has not entered into any non-cash transaction with Director or person connected with him. Hence paragraph 3 (xv) of the Order is not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and hence paragraph 3 (xvi) of the Order is not applicable to the Company.

PLACE OF SIGNATURE : JAIPUR  
DATE : 19<sup>TH</sup> MAY, 2018

FOR M.L. GARG & COMPANY  
CHARTERED ACCOUNTANTS  
FRN 001604N

(MANISH K GARG)  
PARTNER  
M.NO. 96238

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE Ind AS FINANCIAL STATEMENTS OF PODDAR PIGMENTS LIMITED

(Referred to in paragraph 8(f) under ‘Report on other Legal and Regulatory Requirements’ of our report of even date)

### 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 **Poddar Pigments Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the 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". 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 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 Institute of Chartered Accountants of India. 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting 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 over financial reporting 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 over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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"

**PLACE OF SIGNATURE : JAIPUR**  
**DATE : 19<sup>TH</sup> MAY, 2018**

**FOR M.L. GARG & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**FRN 001604N**

**(MANISH K GARG)**  
**PARTNER**  
**M.NO. 96238**



## Balance Sheet as at 31<sup>st</sup> March, 2018

| (Rs. in lakhs)                       |           |                                    |                                    |                                   |
|--------------------------------------|-----------|------------------------------------|------------------------------------|-----------------------------------|
| Particulars                          | Notes No. | As at 31 <sup>st</sup> March, 2018 | As at 31 <sup>st</sup> March, 2017 | As at 1 <sup>st</sup> April, 2016 |
| <b>ASSETS</b>                        |           |                                    |                                    |                                   |
| <b>NON-CURRENT ASSETS</b>            |           |                                    |                                    |                                   |
| Property, plant and equipment        | 2         | 2,562.03                           | 2,741.43                           | 2,526.67                          |
| Capital work in progress             | 2         | 1.29                               | -                                  | -                                 |
| Intangible Assets                    | 3         | 35.98                              | -                                  | -                                 |
| <b>Financial Assets</b>              |           |                                    |                                    |                                   |
| Investments                          | 4         | 5,522.71                           | 4,347.96                           | 276.19                            |
| Other Financial Assets               | 5         | 58.90                              | 62.59                              | 83.10                             |
| Other Non -Current Assets            | 6         | 25.33                              | 10.17                              | 61.76                             |
| <b>Total Non Current Assets</b>      |           | <b>8,206.24</b>                    | <b>7,162.15</b>                    | <b>2,947.72</b>                   |
| <b>CURRENT ASSETS</b>                |           |                                    |                                    |                                   |
| Inventories                          | 7         | 4,727.03                           | 3,224.21                           | 3,715.33                          |
| <b>Financial Assets</b>              |           |                                    |                                    |                                   |
| Investments                          | 8         | 2,649.83                           | 1,236.34                           | 907.01                            |
| Trade receivables                    | 9         | 4,790.09                           | 5,175.04                           | 5,114.67                          |
| Loans                                | 10        | 180.00                             | -                                  | -                                 |
| Cash and cash equivalent             | 11        | 817.57                             | 1,037.72                           | 217.85                            |
| Other Bank Balances                  | 12        | 106.27                             | 116.24                             | 104.75                            |
| Other Financial Assets               | 13        | 119.70                             | 85.41                              | 93.60                             |
| Current Tax Assets ( Net)            | 14        | 62.38                              | 87.33                              | 59.38                             |
| Other Current Assets                 | 15        | 582.66                             | 748.91                             | 500.36                            |
| <b>Total Current Assets</b>          |           | <b>14,035.53</b>                   | <b>11,711.20</b>                   | <b>10,712.96</b>                  |
| <b>Total Assets</b>                  |           | <b>22,241.77</b>                   | <b>18,873.34</b>                   | <b>13,660.68</b>                  |
| <b>EQUITY AND LIABILITIES</b>        |           |                                    |                                    |                                   |
| <b>EQUITY</b>                        |           |                                    |                                    |                                   |
| Equity Share Capital                 | 16        | 1,061.00                           | 1,061.00                           | 1,061.00                          |
| Other Equity                         | 17        | 18,655.99                          | 14,975.57                          | 9,922.19                          |
| <b>Total Equity</b>                  |           | <b>19,716.99</b>                   | <b>16,036.57</b>                   | <b>10,983.19</b>                  |
| <b>NON-CURRENT LIABILITIES</b>       |           |                                    |                                    |                                   |
| Deferred Tax Liabilities (net)       | 18        | 492.83                             | 427.21                             | 429.02                            |
| <b>Total Non Current Liabilities</b> |           | <b>492.83</b>                      | <b>427.21</b>                      | <b>429.02</b>                     |
| <b>CURRENT LIABILITIES</b>           |           |                                    |                                    |                                   |
| <b>Financial Liabilities</b>         |           |                                    |                                    |                                   |
| Borrowings                           | 19        | -                                  | 114.19                             | 301.59                            |
| Trade payables                       | 20        | 1,303.09                           | 1,536.17                           | 1,212.97                          |
| Other-Financial Liabilities          | 21        | 590.08                             | 543.69                             | 528.02                            |
| Other Current Liabilities            | 22        | 131.00                             | 176.96                             | 166.28                            |
| Provisions                           | 23        | 7.78                               | 38.55                              | 39.61                             |
| <b>Total Current Liabilities</b>     |           | <b>2,031.95</b>                    | <b>2,409.56</b>                    | <b>2,248.46</b>                   |
| <b>Total Equity and Liabilities</b>  |           | <b>22,241.77</b>                   | <b>18,873.34</b>                   | <b>13,660.68</b>                  |

Company overview, basis of preparation & significant accounting policies & the accompanying notes (Notes no. 1 to 42) are integral part of the financial statements.

As per our report of even date  
For M.L.GARG & COMPANY  
CHARTERED ACCOUNTANTS  
ICAI'S FRN 001604N

For and on behalf of the Board of Directors

NAVIN JAIN  
SR.GM (LEGAL) &  
COMPANY SECRETARY

R.K. SUREKA  
DIRECTOR & CEO  
DIN:00058043

MANISH K. GARG  
PARTNER  
Membership No. 96238

B.K. BOHRA  
AVP (COMM. & LEGAL)

S.S. PODDAR  
MANAGING DIRECTOR & CFO  
DIN :00058025

PLACE : JAIPUR  
DATE : 19th May, 2018



## Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2018

(Rs. in lakhs)

| Particulars                                                                         | Notes No. | Year Ended 31 <sup>st</sup> March, 2018 | Year Ended 31 <sup>st</sup> March, 2017 |
|-------------------------------------------------------------------------------------|-----------|-----------------------------------------|-----------------------------------------|
| <b>INCOME</b>                                                                       |           |                                         |                                         |
| Revenue from operations (Gross)                                                     | 24        | 37,499.87                               | 35,712.05                               |
| Less- GST                                                                           |           | (3,414.90)                              | -                                       |
| Revenue from Operations (Net)                                                       |           | <b>34,084.97</b>                        | <b>35,712.05</b>                        |
| Other income                                                                        | 25        | 744.84                                  | 446.19                                  |
| <b>Total Revenue</b>                                                                |           | <b>34,829.81</b>                        | <b>36,158.24</b>                        |
| <b>EXPENSES</b>                                                                     |           |                                         |                                         |
| Cost of raw materials consumed                                                      | 26        | 26,521.40                               | 25,311.07                               |
| Changes in inventories of finished good & work-in-progress                          | 27        | (832.30)                                | (36.69)                                 |
| Excise duty on sales                                                                |           | 670.11                                  | 2,839.78                                |
| Employee benefit expense                                                            | 28        | 2,132.01                                | 1,913.28                                |
| Finance costs                                                                       | 29        | 33.04                                   | 29.98                                   |
| Depreciation and amortization expense                                               | 2         | 308.21                                  | 293.40                                  |
| Other expenses                                                                      | 30        | 3,165.11                                | 3,005.72                                |
| <b>Total expenses</b>                                                               |           | <b>31,997.58</b>                        | <b>33,356.54</b>                        |
| <b>Profit/(loss) before tax</b>                                                     |           | <b>2,832.23</b>                         | <b>2,801.70</b>                         |
| <b>Tax expense</b>                                                                  |           |                                         |                                         |
| (1) Current tax                                                                     |           | 856.12                                  | 776.90                                  |
| (2) Deferred tax (Credit)                                                           |           | 117.61                                  | (1.80)                                  |
| (3) Mat Credit Entitlement                                                          |           | (52.00)                                 | -                                       |
| <b>Total Tax Expenses</b>                                                           |           | <b>921.73</b>                           | <b>775.10</b>                           |
| <b>Profit for the year from continuing operations</b>                               |           | <b>1,910.50</b>                         | <b>2,026.60</b>                         |
| <b>Other Comprehensive Income</b>                                                   |           |                                         |                                         |
| <b>Items that will not be reclassified to profit &amp; loss</b>                     |           |                                         |                                         |
| a) Remeasurement of defined benefit obligations                                     |           | (35.01)                                 | (29.55)                                 |
| Income tax relating to these items                                                  |           | 12.12                                   | 10.23                                   |
| b) Change in fair value of investment in equities carried at fair value through OCI |           | 1,920.51                                | 3,372.56                                |
| Income tax relating to these items                                                  |           | -                                       | (7.32)                                  |
| <b>Other Comprehensive Income for the year, net of tax</b>                          |           | <b>1,897.62</b>                         | <b>3,345.92</b>                         |
| <b>Total Comprehensive Income for the year</b>                                      |           | <b>3,808.12</b>                         | <b>5,372.52</b>                         |
| <b>Earnings per share</b>                                                           |           |                                         |                                         |
| Basic                                                                               |           | 18.01                                   | 19.10                                   |
| Diluted                                                                             |           | 18.01                                   | 19.10                                   |

Company overview, basis of preparation & significant accounting policies & the accompanying notes (Notes no. 1 to 42) are integral part of the financial statements.

As per our report of even date  
For M.L.GARG & COMPANY  
CHARTERED ACCOUNTANTS  
ICAI'S FRN 001604N

For and on behalf of the Board of Directors

NAVIN JAIN  
SR.GM (LEGAL) &  
COMPANY SECRETARY

R.K. SUREKA  
DIRECTOR & CEO  
DIN:00058043

MANISH K. GARG  
PARTNER  
Membership No. 96238

B.K. BOHRA  
AVP (COMM. & LEGAL)

S.S. PODDAR  
MANAGING DIRECTOR & CFO  
DIN :00058025

PLACE : JAIPUR  
DATE : 19th May,2018



## Statement of Cash Flow for the year ended 31<sup>st</sup> March, 2018

(Rs. in lakhs)

| Particulars                                                          | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 |
|----------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                        |                                       |                                       |
| Net Profit Before Tax as per Statement of Profit and Loss            | 2,832.23                              | 2,801.70                              |
| <b>Adjustments for:</b>                                              |                                       |                                       |
| Depreciation and impairment of property, plant and equipment         | 308.21                                | 293.40                                |
| Actuarial (loss)/gains on defined benefit obligations                | (35.01)                               | (29.55)                               |
| Net (Gain)/Loss on disposal of property, plant and equipment         | (211.07)                              | 3.99                                  |
| Unrealized (Gain)/ Loss on Exchange-Net                              | (62.10)                               | (5.22)                                |
| Net (Gain)/ Loss on sale of Investments                              | (41.79)                               | (74.20)                               |
| Income from investment (non trade) Dividend                          | (5.96)                                | -                                     |
| Interest income                                                      | (31.83)                               | (45.98)                               |
| Finance costs                                                        | 33.04                                 | 29.98                                 |
| (Gain)/ Loss on fair valuation of investment through FVTPL           | (94.60)                               | (11.34)                               |
| Liabilities written back                                             | (1.68)                                | (74.42)                               |
| <b>Cash generated from operations before working capital changes</b> | <b>2,689.43</b>                       | <b>2,888.36</b>                       |
| <b>Working capital adjustments:</b>                                  |                                       |                                       |
| (Increase)/decrease in trade receivables                             | 447.90                                | (102.39)                              |
| (Increase)/decrease in non current financial assets                  | 3.69                                  | 20.51                                 |
| (Increase)/decrease in non current assets                            | (0.63)                                | 0.14                                  |
| (Increase)/decrease in other current financial assets                | (34.28)                               | 8.19                                  |
| (Increase)/decrease in other current assets                          | 166.25                                | (248.55)                              |
| (Increase)/decrease in inventory                                     | (1,502.82)                            | 491.12                                |
| Increase/(decrease) in other current financial liabilities           | 58.03                                 | 78.60                                 |
| Increase/ (decrease) in other current liabilities                    | (45.95)                               | 10.67                                 |
| Increase/(decrease) in trade payables                                | (233.93)                              | 370.45                                |
| Increase/(decrease) in non current provisions                        | (30.77)                               | (1.06)                                |
| <b>Cash generated from operations</b>                                | <b>1,516.92</b>                       | <b>3,516.04</b>                       |
| Income tax paid                                                      | 819.05                                | 801.95                                |
| <b>Net cash flows from operating activities (A)</b>                  | <b>697.87</b>                         | <b>2,714.10</b>                       |
| <b>B. CASH FLOW FROM INVESTING ACTIVITY</b>                          |                                       |                                       |
| Proceeds from sale of property, plant and equipment                  | 286.40                                | 8.19                                  |
| Purchase of property, plant and equipment                            | (219.94)                              | (468.89)                              |
| Purchase of Intangibles Assets                                       | (36.00)                               | -                                     |
| (Purchase)/Sale of current investment                                | (1,277.10)                            | (243.79)                              |
| Interest received                                                    | 31.83                                 | 45.98                                 |
| Short Term Loan given                                                | (180.00)                              | -                                     |
| Dividend Received                                                    | 5.96                                  | -                                     |
| (Purchase)/Sale of non-current investments                           | 745.76                                | (699.09)                              |
| <b>Net cash flows used in investing activities (B)</b>               | <b>(643.09)</b>                       | <b>(1,357.60)</b>                     |



(Rs. in lakhs)

| Particulars                                                   | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 |
|---------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>C. CASH FLOW FROM FINANCING ACTIVITY</b>                   |                                       |                                       |
| Proceeds from / (Repayment of) Short Term Borrowings          | (114.19)                              | (187.39)                              |
| Interest Paid                                                 | (33.04)                               | (29.98)                               |
| Dividends paid to equity holders                              | (106.10)                              | (265.26)                              |
| Dividend Distribution Tax                                     | (21.60)                               | (54.00)                               |
| <b>Net cash flows from/(used in) financing activities (C)</b> | <b>(274.93)</b>                       | <b>(536.63)</b>                       |
| <b>Net increase in cash and cash equivalents(A+B+C)</b>       | <b>(220.15)</b>                       | <b>819.87</b>                         |
| Cash and cash equivalents at the beginning of the year        | 1,037.72                              | 217.85                                |
| <b>Cash and cash equivalents at the year end</b>              | <b>817.57</b>                         | <b>1,037.72</b>                       |

**Notes:**

(i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

(ii) Cash and cash equivalent includes:

|                    |        |        |
|--------------------|--------|--------|
| In Current Account | 272.13 | 103.04 |
| In EEFC Account    | 545.44 | 934.68 |

**Cash and cash equivalents at year end** **817.57** **1,037.72**

(iii) Previous year figures have been regrouped/rearranged to make them comparable, wherever considered necessary, with those of the current year.

**As per our report of even date**

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

**For M.L.GARG & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**ICAI'S FRN 001604N**

**NAVIN JAIN**  
**SR.GM (LEGAL) &**  
**COMPANY SECRETARY**

**R.K. SUREKA**  
**DIRECTOR & CEO**  
**DIN:00058043**

**MANISH K. GARG**  
**PARTNER**  
**Membership No. 96238**

**B.K. BOHRA**  
**AVP (COMM. & LEGAL)**

**S.S. PODDAR**  
**MANAGING DIRECTOR & CFO**  
**DIN :00058025**

**PLACE : JAIPUR**  
**DATE : 19th May,2018**



## STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2018

### A. Equity Share Capital

For the year ended 31<sup>st</sup> March, 2018

(Rs. in lakhs)

| Balance as at 1 <sup>st</sup> April, 2017 | Changes in equity share capital during the year | Balance as at 31 <sup>st</sup> March, 2018 |
|-------------------------------------------|-------------------------------------------------|--------------------------------------------|
| 1,061.00                                  | -                                               | 1,061.00                                   |

For the year ended 31<sup>st</sup> March, 2017

(Rs. in lakhs)

| Balance as at 1 <sup>st</sup> April, 2016 | Changes in equity share capital during the year | Balance as at 31 <sup>st</sup> March, 2017 |
|-------------------------------------------|-------------------------------------------------|--------------------------------------------|
| 1,061.00                                  | -                                               | 1,061.00                                   |

### B. Other Equity

For the year ended 31<sup>st</sup> March, 2018

(Rs. in lakhs)

| Particulars                                                 | Reserve and surplus        |                  |                   | Remeasurement of Defined Benefit Plan | Equity Instruments through OCI | Total            |
|-------------------------------------------------------------|----------------------------|------------------|-------------------|---------------------------------------|--------------------------------|------------------|
|                                                             | Capital Redemption Reserve | General Reserve  | Retained Earnings |                                       |                                |                  |
| Balance at the beginning of the 1 <sup>st</sup> April, 2017 | 159.00                     | 11,246.60        | 239.72            | -                                     | 3,330.25                       | 14,975.57        |
| Profit for the period                                       | -                          | -                | 1,910.50          | -                                     | -                              | 1,910.50         |
| Other comprehensive income                                  | -                          | -                | -                 | (22.89)                               | 1,920.51                       | 1,897.62         |
| <b>Total Comprehensive Income for the Year</b>              | <b>159.00</b>              | <b>11,246.60</b> | <b>2,150.22</b>   | <b>(22.89)</b>                        | <b>5,250.76</b>                | <b>18,783.68</b> |
| Final dividend                                              | -                          | -                | (106.10)          | -                                     | -                              | (106.10)         |
| Dividend distribution tax on Final dividend                 | -                          | -                | (21.60)           | -                                     | -                              | (21.60)          |
| Transferred to retained earnings                            | -                          | -                | (22.89)           | 22.89                                 | (1,167.65)                     | (1,167.65)       |
| Gain on sale of equity instrument (Net of tax)              | -                          | -                | 1,167.65          | -                                     | -                              | 1,167.65         |
| Transferred to General Reserve                              | -                          | 2,122.00         | (2,122.00)        | -                                     | -                              | -                |
| <b>Balance as at March 31, 2018</b>                         | <b>159.00</b>              | <b>13,368.60</b> | <b>1,045.27</b>   | <b>-</b>                              | <b>4,083.11</b>                | <b>18,655.99</b> |

For the year ended 31<sup>st</sup> March 2017

(Rs. in lakhs)

| Particulars                                                    | Reserve and surplus        |                  |                   | Remeasurement of Defined Benefit Plan | Equity Instruments through OCI | Total            |
|----------------------------------------------------------------|----------------------------|------------------|-------------------|---------------------------------------|--------------------------------|------------------|
|                                                                | Capital Redemption Reserve | General Reserve  | Retained Earnings |                                       |                                |                  |
| Balance at the beginning of the 1 <sup>st</sup> April, 2016    | 159.00                     | 9,230.70         | 532.49            | -                                     | (0.12)                         | 9,922.07         |
| Profit for the period                                          | -                          | -                | 2,026.60          | -                                     | -                              | 2,026.60         |
| Other comprehensive income                                     | -                          | -                | -                 | (19.32)                               | 3,372.68                       | 3,353.36         |
| <b>Total Comprehensive Income for the Year</b>                 | <b>159.00</b>              | <b>9,230.70</b>  | <b>2,559.08</b>   | <b>(19.32)</b>                        | <b>3,372.56</b>                | <b>15,302.03</b> |
| Interim dividend                                               | -                          | -                | (265.26)          | -                                     | -                              | (265.26)         |
| Dividend distribution tax on Interim dividend                  | -                          | -                | (54.00)           | -                                     | -                              | (54.00)          |
| Transferred to retained earnings                               | -                          | -                | (19.32)           | 19.32                                 | (42.31)                        | (42.31)          |
| Gain on sale of equity instrument (Net of tax) during the year | -                          | -                | 35.11             | -                                     | -                              | 35.11            |
| Transferred to General Reserve                                 | -                          | 2,015.90         | (2,015.90)        | -                                     | -                              | -                |
| <b>Balance as at March 31, 2017</b>                            | <b>159.00</b>              | <b>11,246.60</b> | <b>239.72</b>     | <b>-</b>                              | <b>3,330.25</b>                | <b>14,975.57</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

### Note No. 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### Corporate Information

Poddar Pigments Limited (the Company) is a public limited company domiciled in India, incorporated under the provisions of Companies Act, 2013. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The Company is a manufacturer of Color & Additive Master batches for dope dyeing of man-made fibers, various plastic applications. These financial statements have been authorised for issue with a resolution of the Directors on 19th May 2018.

#### Basis of preparation

##### A Statement of Compliance

Company has adopted Indian accounting Standard (Referred to as "Ind AS") as notified by Companies (Indian Accounting Standards) Rules 2015 read with Section 133 of the Companies Act, 2013 with effect from 1 April 2017. Previous period has been restated as per Ind AS. In accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standard", the company has presented a reconciliation from the presentation of financial statement under Accounting Standard notified under the Company (Accounting Standard) Rules, 2006 (Previous GAAP) to Ind AS of Shareholders Equity as at March 31, 2017 and April 1, 2016 and the comprehensive net income for the year ended March 31, 2017. For all periods up to and including for the year ended 31 March 2018, the company's financial statements prepared complying in all material respects with the accounting standards notified under Section 133 of the Company Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

##### B Basis of Measurement

The Financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakhs (₹ 00,000) and two decimals thereof, except as stated otherwise.

##### C Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

##### D Basis of classification Current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

#### Significant accounting policies

##### A Property Plant & Equipment

###### A.1 Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful lives, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'. For compliance of Ind AS, written down value of Property Plant & Equipment has been taken all cost.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### A.2 Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably. The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

### A.3 Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

### A.4 Depreciation/amortization

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of Property, Plant and Equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment except leasehold land is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013.

## B Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

## C Intangible assets and intangible assets under development

### C.1 Recognition and measurement

Intangible assets are recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

### C.2 Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

### C.3 Amortization

Intangible assets having definite life are amortized on straight line method in their useful life.

## D Inventories

Inventories are valued 'at lower of cost or net realizable value' except stock of residual products and scrap which are valued at net realizable value. The cost is computed on the weighted average basis. In case of finished goods and stock in process, cost is determined by considering material, labour, related overheads and duties thereon.

## E Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

## F Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### F.1 Financial assets:

#### F.1.1 Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs are attributable to the acquisition or issue of the financial asset, otherwise charged to Statement of Profit & Loss.

#### F.1.2 Subsequent measurement

Financial assets are subsequently classified and measured at:



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVOCI).

### a) Trade Receivables

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses wherever applicable. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### b) Debt instruments

#### i) Measured at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met: (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

#### ii) Measured at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met: (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting

date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### iii) Measured at FVTPL (Fair value through profit or loss)

Debt instruments does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. The Company elects to classify the debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

### c) Equity Instruments:

All investments in equity instruments measured at fair value.

Equity instrument valued at FVTOCI, and all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value i.e. at NAV with all changes recognized in the profit and loss.

### F.1.3 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

- The Company has transferred its contractual rights to receive cash flows from the asset.

### F.1.4 Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit & Loss other than financial assets in FVTPL category.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12- Month ECL.

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## F.2 Financial liabilities

### F.2.1 Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### F.2.2 Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing

within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### F.2.3 Derecognition

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

## F.3 Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

## G Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

### **H Impairment of Non-Financial Assets**

The Company, in accordance with the Indian Accounting Standard (Ind AS) 36 "Impairment of Assets", has adopted the practice of assessing at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, then the company provides for the loss for impairment of Assets after estimating the recoverable amount of the assets.

### **I Provisions & Contingent Liabilities**

#### **(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

#### **(ii) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

### **J Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable and it is probable that future economic benefits will flow to the entity. Amount of sales are net of goods and service tax, sale returns, trade discounts and rebates but inclusive of excise duty. Revenue from sale of products is recognized when the significant risks and rewards of ownership of the products have been transferred to the buyer, and the amount of revenue can be measured reliably.

Company continues to account for export benefits on accrual basis based upon the concept of accrual in the year of utilisation of advance licences.

Dividend income is recognized when the right to receive the income is established.

Interest income is recognised, when no significant uncertainty as to measurability or collectibility exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

### **K Foreign Currency Conversions/Transactions**

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

### **L Income Taxes**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

#### **a) Current Tax**

Current tax expense is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at the Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as the reliance placed by the Company on the legal advices received by it.

#### **b) Deferred Tax**

Deferred tax charge or credit reflects the tax effects of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably certain (as the case may be) to be realized.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation law. Deferred tax assets are recognised for all



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In that case, the tax is recognised in other comprehensive income or directly in equity, respectively.

### c) Minimum Alternative Tax (MAT)

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.

## M Employee Benefits

### (i) Defined Contribution Plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

### (ii) Defined Benefit Plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short term absences are provided based on past experience of leave availed. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

## N Borrowing Cost

General and Specific Borrowing Cost that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of

such assets upto the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are charged as expenses in the year in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalisation.

## O Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

## P Leases

### Accounting for finance leases

Leases of Property, Plant and Equipment, if any, where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

### Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

## Q Research & Development

Research and development costs are recognized as expense in the period in which it is incurred. The company does not incur any development expenditure which are eligible for capitalisation under Para 57 of Ind AS 38.

## R Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows.

# Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

## Note No. 2 : NON CURRENT ASSETS : PROPERTY, PLANT AND EQUIPMENT

As at 31<sup>st</sup> March, 2018

(Rs.in lakhs)

| Particulars               | GROSS BLOCK                            |               |              | ACCUMULATED DEPRECIATION                |                                        |                                               |             | NET BLOCK                               |                                                |                                                |
|---------------------------|----------------------------------------|---------------|--------------|-----------------------------------------|----------------------------------------|-----------------------------------------------|-------------|-----------------------------------------|------------------------------------------------|------------------------------------------------|
|                           | As at<br>1 <sup>st</sup> April<br>2017 | Additions     | Disposals    | As at<br>31 <sup>st</sup> March<br>2018 | As at<br>1 <sup>st</sup> April<br>2017 | Depreciation<br>charged<br>during<br>the year | Deductions  | As at<br>31 <sup>st</sup> March<br>2018 | Net<br>Carrying<br>Amount<br>as on<br>31.03.18 | Net<br>Carrying<br>Amount<br>as on<br>31.03.17 |
| Leasehold Land            | 44.24                                  | -             | -            | 44.24                                   | -                                      | 1.18                                          | -           | 1.18                                    | 43.06                                          | 44.24                                          |
| Factory Buildings         | 292.84                                 | 18.32         | -            | 311.16                                  | 14.19                                  | 14.13                                         | -           | 28.32                                   | 282.84                                         | 278.65                                         |
| Non Factory Building      | 646.78                                 | -             | 69.13        | 577.65                                  | 12.05                                  | 11.50                                         | 2.11        | 21.44                                   | 556.21                                         | 634.73                                         |
| Plant and Machinery       | 1,783.97                               | 165.99        | 9.68         | 1,940.28                                | 234.82                                 | 239.96                                        | 2.91        | 471.87                                  | 1,468.41                                       | 1,549.15                                       |
| Furniture and Fittings    | 92.34                                  | 5.58          | 0.64         | 97.28                                   | 12.24                                  | 13.14                                         | 0.02        | 25.36                                   | 71.92                                          | 80.10                                          |
| Vehicles                  | 144.03                                 | -             | -            | 144.03                                  | 12.96                                  | 19.08                                         | -           | 32.03                                   | 112.00                                         | 131.07                                         |
| Office Equipments         | 28.67                                  | 14.23         | 1.34         | 41.57                                   | 5.19                                   | 9.21                                          | 0.42        | 13.98                                   | 27.59                                          | 23.49                                          |
| <b>Total</b>              | <b>3,032.88</b>                        | <b>204.12</b> | <b>80.79</b> | <b>3,156.21</b>                         | <b>291.45</b>                          | <b>308.19</b>                                 | <b>5.46</b> | <b>594.18</b>                           | <b>2,562.03</b>                                | <b>2,741.43</b>                                |
| Capital Work- in-Progress | -                                      | 1.29          | -            | 1.29                                    | -                                      | -                                             | -           | -                                       | 1.29                                           | -                                              |
| <b>Total</b>              | <b>3,032.88</b>                        | <b>205.41</b> | <b>80.79</b> | <b>3,157.50</b>                         | <b>291.45</b>                          | <b>308.19</b>                                 | <b>5.46</b> | <b>594.18</b>                           | <b>2,563.32</b>                                | <b>2,741.43</b>                                |

As at 31<sup>st</sup> March, 2017

(Rs.in lakhs)

| Particulars               | GROSS BLOCK                            |               |              |                                         | ACCUMULATED DEPRECIATION               |                                               |             |                                         | NET BLOCK                                      |                                                |
|---------------------------|----------------------------------------|---------------|--------------|-----------------------------------------|----------------------------------------|-----------------------------------------------|-------------|-----------------------------------------|------------------------------------------------|------------------------------------------------|
|                           | As at<br>1 <sup>st</sup> April<br>2016 | Additions     | Disposals    | As at<br>31 <sup>st</sup> March<br>2017 | As at<br>1 <sup>st</sup> April<br>2016 | Depreciation<br>charged<br>during<br>the year | Deductions  | As at<br>31 <sup>st</sup> March<br>2017 | Net<br>Carrying<br>Amount<br>as on<br>31.03.17 | Net<br>Carrying<br>Amount<br>as on<br>01.04.16 |
| Leasehold Land            | 44.24                                  |               | -            | 44.24                                   | -                                      | -                                             | -           | -                                       | 44.24                                          | 44.24                                          |
| Factory Buildings         | 294.12                                 |               | 1.28         | 292.84                                  | -                                      | 14.22                                         | 0.03        | 14.19                                   | 278.65                                         | 294.12                                         |
| Non Factory Building      | 648.27                                 |               | 1.49         | 646.78                                  | -                                      | 12.15                                         | 0.10        | 12.05                                   | 634.73                                         | 648.27                                         |
| Plant and Machinery       | 1,397.52                               | 386.45        | -            | 1,783.97                                | -                                      | 234.82                                        | -           | 234.82                                  | 1,549.15                                       | 1,397.52                                       |
| Furniture and Fittings    | 44.87                                  | 48.77         | 1.30         | 92.34                                   | -                                      | 12.47                                         | 0.23        | 12.24                                   | 80.10                                          | 44.87                                          |
| Vehicles                  | 75.96                                  | 77.27         | 9.20         | 144.03                                  | -                                      | 14.47                                         | 1.51        | 12.96                                   | 131.07                                         | 75.96                                          |
| Office Equipments         | 21.69                                  | 7.85          | 0.86         | 28.67                                   | -                                      | 5.27                                          | 0.08        | 5.19                                    | 23.49                                          | 21.69                                          |
| <b>Total</b>              | <b>2,526.67</b>                        | <b>520.34</b> | <b>14.13</b> | <b>3,032.88</b>                         | -                                      | <b>293.40</b>                                 | <b>1.95</b> | <b>291.45</b>                           | <b>2,741.43</b>                                | <b>2,526.67</b>                                |
| Capital Work- in-Progress | -                                      | -             | -            | -                                       | -                                      | -                                             | -           | -                                       | -                                              | -                                              |
| <b>Total</b>              | <b>2,526.67</b>                        | <b>520.34</b> | <b>14.13</b> | <b>3,032.88</b>                         | -                                      | <b>293.40</b>                                 | <b>1.95</b> | <b>291.45</b>                           | <b>2,741.43</b>                                | <b>2,526.67</b>                                |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Notes:

2.1 For Property, Plant and Equipment existing as on 1st April 2016, i.e. the date of transition to Ind AS for the company, the company has considered previous GAAP (i.e., IGAAP) carrying value as deemed cost as per the option available under para D7AA of Ind AS 101 "First Time Adoption".

### The net carrying value of assets comprises of:

| Particulars                     | Freehold Land | Factory Buildings | Non Factory Building | Plant and Machinery | Furniture and Fittings | Vehicles | Office Equipments | Total    |
|---------------------------------|---------------|-------------------|----------------------|---------------------|------------------------|----------|-------------------|----------|
| Gross Block as at April 1, 2016 | 44.24         | 474.89            | 770.38               | 5,346.59            | 134.18                 | 96.54    | 120.05            | 6,986.87 |
| Accumulated depreciation        | -             | 180.77            | 122.11               | 3,949.07            | 89.31                  | 20.58    | 98.36             | 4,460.20 |
| Deemed Cost as on April 1, 2016 | 44.24         | 294.12            | 648.27               | 1,397.52            | 44.87                  | 75.96    | 21.69             | 2,526.67 |

2.2 Plant & Machinery and Office Equipment include Rs. 1514.42 Lakhs (31.03.2017 Rs. 1385.83 Lakhs & 01.04.2016 Rs.1310.98 lakhs) being R & D Equipment out of which Rs. 128.59 lakhs (31.03.2017 Rs. 74.85 Lakhs & 01.04.2016 Rs.140.59 lakhs) were purchased during the year.

2.3 Amount in Plant & machinery included Rs.10.35 lakhs (P.Y. Rs. 135.31 Lakhs) lakhs mandatory Capital Spare capitalised.

## Note No. 3 : NON CURRENT ASSETS: INTANGIBLE ASSETS

(Rs.in lakhs)

| Particulars       | GROSS BLOCK                      |           |           | ACCUMULATED DEPRECIATION          |                                  |                                      | NET BLOCK                         |                                    |
|-------------------|----------------------------------|-----------|-----------|-----------------------------------|----------------------------------|--------------------------------------|-----------------------------------|------------------------------------|
|                   | As at 1 <sup>st</sup> April 2017 | Additions | Disposals | As at 31 <sup>st</sup> March 2018 | As at 1 <sup>st</sup> April 2017 | Depreciation charged during the year | As at 31 <sup>st</sup> March 2018 | Net Carrying Amount as on 31.03.17 |
| Computer Software | -                                | 36.00     | -         | 36.00                             | -                                | 0.02                                 | 0.02                              | 35.98                              |
| Total             | -                                | 36.00     | -         | 36.00                             | -                                | 0.02                                 | 0.02                              | 35.98                              |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 4 : NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(Rs. in lakhs)

| Particulars                                                                                                             | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Equity Instruments (fully paid-up-unless otherwise stated)</b>                                                       |                                       |                                       |                                      |
| <b>Quoted (designated at fair value through other comprehensive income)</b>                                             |                                       |                                       |                                      |
| Nil Nos. (31.03.17 Nil, 01.04.16 10,000 nos.) Equity Shares of 10/-each of Karnataka Bank Ltd.                          | -                                     | -                                     | 102.65                               |
| Nil Nos. (31.03.17 Nil, 01.04.16 50,000 nos.) Equity Shares of 10/- each of Power Finance Corp. Ltd.                    | -                                     | -                                     | 85.68                                |
| Nil Nos. (31.03.17 Nil, 01.04.16 52,742 nos.) Equity Shares of 10/-each of Rural Electrification Corporation Ltd.       | -                                     | -                                     | 87.65                                |
| 50,00,000 Nos (31.03.17-55,00,000 Nos., 01.04.16 Nil) Equity Share of 10/- of Hindustan Oil Exploration Company Limited | 5,522.50                              | 4,347.75                              | -                                    |
|                                                                                                                         | <b>5,522.50</b>                       | <b>4,347.75</b>                       | <b>275.98</b>                        |
| <b>Unquoted</b>                                                                                                         |                                       |                                       |                                      |
| Investment in Government Securities                                                                                     |                                       |                                       |                                      |
| 6 Years National Savings Certificates                                                                                   | 0.21                                  | 0.21                                  | 0.21                                 |
|                                                                                                                         | <b>0.21</b>                           | <b>0.21</b>                           | <b>0.21</b>                          |
| <b>TOTAL</b>                                                                                                            | <b>5,522.71</b>                       | <b>4,347.96</b>                       | <b>276.19</b>                        |
| Aggregate amount of Quoted Investments (Cost)                                                                           | 1,439.38                              | 1,017.50                              | 276.10                               |
| Aggregate amount of Market Value of Quoted Investment                                                                   | 5,522.50                              | 4,347.75                              | 275.98                               |
| Aggregate amount of Unquoted Investment                                                                                 | 0.21                                  | 0.21                                  | 0.21                                 |

Note 4.1 Investment has been valued as per accounting policy as mentioned in F.1.c

Note 4.2 During the year gain of Rs.1167.64 Lakhs (P.Y. Rs. 35.11 Lakhs) has been transferred to retained earnings relating to the disposal of investment, which is measured through other comprehensive income (net of tax)

### Note No. 5 : NON CURRENT ASSETS - OTHER FINANCIAL ASSETS

(Rs. in lakhs)

| Particulars       | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Security Deposits | 58.90                                 | 62.59                                 | 83.10                                |
| <b>TOTAL</b>      | <b>58.90</b>                          | <b>62.59</b>                          | <b>83.10</b>                         |

### Note No. 6 : NON CURRENT ASSETS - OTHER NON CURRENT ASSETS

(Rs. in lakhs)

| Particulars                                      | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|--------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Capital Advances                                 | 17.35                                 | 2.83                                  | 54.27                                |
| <b>Advances other than Capital Advances :</b>    |                                       |                                       |                                      |
| Advance against supply of Goods and Services     | 1.15                                  | 0.21                                  | 0.71                                 |
| Balances with Government & Statutory Authorities | 5.68                                  | 5.49                                  | 5.08                                 |
| Others                                           | 1.15                                  | 1.64                                  | 1.70                                 |
| <b>TOTAL</b>                                     | <b>25.33</b>                          | <b>10.17</b>                          | <b>61.76</b>                         |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 7 : CURRENT ASSETS - INVENTORIES

(Rs. in lakhs)

| Particulars       | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Raw Materials     | 3,030.91                              | 2,389.81                              | 2,879.59                             |
| Work-In-Progress  | 350.99                                | 235.41                                | 204.17                               |
| Finished Goods    | 1,008.67                              | 291.96                                | 286.50                               |
| Consumable Stores | 336.46                                | 307.03                                | 345.07                               |
| <b>TOTAL</b>      | <b>4,727.03</b>                       | <b>3,224.21</b>                       | <b>3,715.33</b>                      |

### Note No. 8 : CURRENT FINANCIAL ASSETS - INVESTMENT

(Rs. in lakhs)

| Particulars                                                     | Number of Unit<br>Current year/<br>(previous year)/<br>[date of transition] | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Unquoted (measured at fair value through profit or loss)</b> |                                                                             |                                       |                                       |                                      |
| <b>Investment in Mutual Fund</b>                                |                                                                             |                                       |                                       |                                      |
| SBI Treasury Advantge Fund-Regular Plan -Growth                 | 79,793.08<br>(39310.03)<br>[30171.36]                                       | 959.09                                | 710.57                                | 506.24                               |
| SBI Premier Liquid Fund-Regular Plan -Growth                    | Nil<br>(8840.91)<br>[16866.79]                                              | -                                     | 225.07                                | 400.77                               |
| UTI Treasury Advantge Fund -institutional Plan-Growth           | 22,293.17<br>(13414.75)<br>[Nil]                                            | 533.94                                | 300.70                                | -                                    |
| SBI Regular Saving Fund-Regular Plan-Growth                     | 1,389,947.31<br>(Nil)<br>[Nil]                                              | 419.69                                | -                                     | -                                    |
| SBI Magnum Insta Cash fund-Liquid Floater Plan -Growth          | 5,185.15<br>(Nil)<br>[Nil]                                                  | 150.84                                | -                                     | -                                    |
| Reliance Regular Saving Fund-Monthly dividend Plan              | 1,699,554.57<br>(Nil)<br>[Nil]                                              | 185.64                                | -                                     | -                                    |
| UTI Liquid Cash Plan Institutional -Growth                      | 14,122.34<br>(Nil)<br>[Nil]                                                 | 400.63                                | -                                     | -                                    |
| <b>TOTAL</b>                                                    |                                                                             | <b>2,649.83</b>                       | <b>1,236.34</b>                       | <b>907.01</b>                        |
| Aggregate amount of Unquoted Investment (Cost)                  |                                                                             | 2,550.00                              | 1,225.00                              | 900.00                               |
| Aggregate amount of Unquoted Investment (NAV)                   |                                                                             | 2,649.83                              | 1,236.34                              | 907.01                               |

Note no 8.1 Investment have been Valued As per Accounting Policy of the Company as mentioned in F.1.c

Note no 8.2 Investment are Unquoted and valued at Net Assets Value



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 9 : CURRENT FINANCIAL ASSETS - TRADE RECEIVABLE

(Rs. in lakhs)

| Particulars                | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|----------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Trade Receivable</b>    |                                       |                                       |                                      |
| Secured, considered good   | 1,282.60                              | 993.91                                | 1,262.30                             |
| Unsecured, considered good | 3,507.49                              | 4,181.13                              | 3,852.37                             |
| <b>Total</b>               | <u>4,790.09</u>                       | <u>5,175.04</u>                       | <u>5,114.67</u>                      |

### Note No. 10 : CURRENT FINANCIAL ASSETS - SHORT TERM LOANS

(Rs. in lakhs)

| Particulars                | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|----------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Unsecured, considered good | 180.00                                | -                                     | -                                    |
| <b>Total</b>               | <u>180.00</u>                         | <u>-</u>                              | <u>-</u>                             |

### Note No. 11 : CURRENT FINANCIAL ASSET- CASH AND CASH EQUIVALENT

(Rs. in lakhs)

| Particulars                    | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|--------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Balances With Banks :          |                                       |                                       |                                      |
| In Current/Cash Credit Account | 272.13                                | 103.04                                | 40.17                                |
| EEFC Account                   | 545.44                                | 934.68                                | 177.68                               |
| <b>Total</b>                   | <u>817.57</u>                         | <u>1,037.72</u>                       | <u>217.85</u>                        |

### Note No. 12 : CURRENT FINANCIAL ASSET- BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(Rs. in lakhs)

| Particulars                             | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-----------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Bank balance in Unpaid Dividend Account | 106.27                                | 116.24                                | 104.75                               |
| <b>Total</b>                            | <u>106.27</u>                         | <u>116.24</u>                         | <u>104.75</u>                        |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 13 : CURRENT FINANCIAL ASSET- OTHER CURRENT FINANCIAL ASSETS

(Rs. in lakhs)

| Particulars                                                            | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Advance recoverable in cash or kind or for value to be received</b> |                                       |                                       |                                      |
| Discount & Commission Receivable                                       | 70.64                                 | 42.02                                 | 48.38                                |
| Misc. Receivable                                                       | 2.55                                  | 3.47                                  | 4.14                                 |
| Advance to Employee (Refer Note no 13.1)                               | 7.63                                  | 10.30                                 | 12.88                                |
| Deposit to Others                                                      | 2.00                                  | -                                     | -                                    |
| Security Deposit with Shipping Line                                    | 4.15                                  | 2.35                                  | -                                    |
| Claim Receivables from RIICO/IOC (Refer Note No. 13.2)                 | 19.33                                 | 19.33                                 | 19.33                                |
| Other Claims Receivable                                                | 13.40                                 | 7.94                                  | 8.87                                 |
| <b>Total</b>                                                           | <b>119.70</b>                         | <b>85.41</b>                          | <b>93.60</b>                         |

Note No.13.1 Advance given to employees are measured at amortised cost.

Note No. 13.2 The company had lodged claim with Insurance Company/IOC/RIICO on account of damages/loss caused due to fire in IOC Depot adjacent to Sitapura factory at Jaipur in October, 2009. Till date claim filed with Insurance Company has been settled & received. However, claim with RIICO is under legal process, as the appeal of the company is lying in the court of law and the company is hopeful of recovery of the claim.

### Note No. 14 : CURRENT ASSETS - CURRENT TAX ASSETS (NET)

(Rs. in lakhs)

| Particulars             | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Advance Tax             | 5,502.52                              | 4,688.41                              | 3,891.47                             |
| Tax deducted at Source  | 36.41                                 | 31.47                                 | 26.46                                |
| Less: Provision For Tax | (5,476.55)                            | (4,632.55)                            | (3,858.55)                           |
| <b>Total</b>            | <b>62.38</b>                          | <b>87.33</b>                          | <b>59.38</b>                         |

### Note No. 15 : CURRENT ASSET- OTHER CURRENT ASSETS

(Rs. in lakhs)

| Particulars                     | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|---------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Advances To Suppliers           | 155.01                                | 412.65                                | 183.49                               |
| Statutory and Other Receivables | 415.42                                | 332.51                                | 307.39                               |
| Others                          | 12.23                                 | 3.75                                  | 9.48                                 |
| <b>Total</b>                    | <b>582.66</b>                         | <b>748.91</b>                         | <b>500.36</b>                        |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 16 : EQUITY SHARE CAPITAL

(Rs. in lakhs)

| Particulars                                          | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Authorised Share Capital</b>                      |                                       |                                       |                                      |
| 1,25,00,000 (Previous year 1,25,00,000)              | 1,250.00                              | 1,250.00                              | 1,250.00                             |
| Equity Shares of '10/- each                          | <u>1,250.00</u>                       | <u>1,250.00</u>                       | <u>1,250.00</u>                      |
| <b>Issued , Subscribed and Paid-up Share Capital</b> |                                       |                                       |                                      |
| 1,06,10,000 (Previous year 1,06,10,000)              | 1,061.00                              | 1,061.00                              | 1,061.00                             |
| Equity Share of Rs. 10/- each fully paid up          | <u>1,061.00</u>                       | <u>1,061.00</u>                       | <u>1,061.00</u>                      |

#### 16.1 Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

#### 16.2 Terms/ Rights attached to Equity Shares :

The Company has only one class of issued shares i.e., Ordinary Shares having par value of Rs. 10 per share. Each holder of the Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

#### 16.3 Details of Equity Shareholders holding more than 5% shares in the Company.

| Name of the Shareholder | As at 31 <sup>st</sup> March 2018 |           | As at 31 <sup>st</sup> March 2017 |           | As at 1 <sup>st</sup> April 2016 |           |
|-------------------------|-----------------------------------|-----------|-----------------------------------|-----------|----------------------------------|-----------|
|                         | No. of Shares                     | % Holding | No. of Shares                     | % Holding | No. of Shares                    | % Holding |
| Pluto Trade Links Ltd   | 2,054,300                         | 19.36%    | 2,054,300                         | 19.36%    | 2,054,300                        | 19.36%    |
| G.K.S Logistics Pvt Ltd | 1,359,772                         | 12.82%    | 1,194,772                         | 11.26%    | 1,194,772                        | 11.26%    |
| G.K.S. Holdings Ltd     | 1,088,820                         | 10.26%    | 1,088,820                         | 10.26%    | 1,088,820                        | 10.26%    |
| Kusum Poddar            | 884,766                           | 8.34%     | 884,766                           | 8.34%     | 884,766                          | 8.34%     |
| Mahima Poddar Agarwal   | 605,000                           | 5.70%     | 605,000                           | 5.70%     | 605,000                          | 5.70%     |
| Rochna Poddar           | 590,000                           | 5.56%     | 590,000                           | 5.56%     | 590,000                          | 5.56%     |

### Note No. 17 : OTHER EQUITY

(Rs. in lakhs)

| Particulars                | Refer<br>Note No. | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|----------------------------|-------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| General Reserve            | 17.1              | 13,368.60                             | 11,246.60                             | 9,230.70                             |
| Capital Redemption Reserve | 17.2              | 159.00                                | 159.00                                | 159.00                               |
| Retained Earnings          | 17.3              | 1,045.28                              | 239.72                                | 532.49                               |
| Other Reserves             | 17.4              | 4,083.11                              | 3,330.25                              | -                                    |
| <b>Total</b>               |                   | <u>18,655.99</u>                      | <u>14,975.57</u>                      | <u>9,922.19</u>                      |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

(Rs. in lakhs)

| Particulars                                                                    | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 |
|--------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>17.1 General Reserve</b>                                                    |                                       |                                       |
| Balance at the beginning of the year                                           | 11,246.60                             | 9,230.70                              |
| Add: Transferred from Retained Earnings                                        | <u>2,122.00</u>                       | <u>2,015.90</u>                       |
| <b>Balance at the end of the year</b>                                          | <u><b>13,368.60</b></u>               | <u><b>11,246.60</b></u>               |
| <b>17.2 Capital Redemption Reserve</b>                                         |                                       |                                       |
| Opening Balance                                                                | 159.00                                | 159.00                                |
| Add : Addition during the year                                                 | <u>-</u>                              | <u>-</u>                              |
| <b>Balance at the end of the year</b>                                          | <u><b>159.00</b></u>                  | <u><b>159.00</b></u>                  |
| <b>17.3 Retained Earnings</b>                                                  |                                       |                                       |
| Balance at the beginning of the year                                           | 239.72                                | 532.49                                |
| Add: Profit for the year                                                       | 1,910.50                              | 2,026.60                              |
| Gain on sale of equity instrument                                              | <u>1,167.65</u>                       | <u>42.43</u>                          |
|                                                                                | <b>3,317.87</b>                       | <b>2,601.52</b>                       |
| Less: Appropriation                                                            |                                       |                                       |
| Final Dividend                                                                 | 106.10                                | -                                     |
| Dividend Distribution Tax on Final Dividend                                    | 21.60                                 | -                                     |
| Interim Dividend                                                               | -                                     | 265.26                                |
| Dividend Distribution Tax on Interim Dividend                                  | -                                     | 54.00                                 |
| Transferred to General Reserve                                                 | 2,122.00                              | 2,015.90                              |
| Tax relating on gain on sale of Equity instruments                             | <u>-</u>                              | <u>7.32</u>                           |
|                                                                                | <b>2,249.70</b>                       | <b>2,342.48</b>                       |
| Items of other comprehensive income recognised directly in retained earnings   |                                       |                                       |
| Net actuarial gain/loss on defined benefit plan, net of tax                    | <u>(22.89)</u>                        | <u>(19.32)</u>                        |
| <b>Balance at the end of the year</b>                                          | <u><b>1,045.28</b></u>                | <u><b>239.72</b></u>                  |
| <b>17.4 Other Reserves</b>                                                     |                                       |                                       |
| <b>Equity instruments through Other Comprehensive Income</b>                   |                                       |                                       |
| Balance at the beginning                                                       | 3,330.25                              | (0.12)                                |
| Add/(Less): Change in Fair Value                                               | 1,920.51                              | 3,372.68                              |
| Add/(Less): Transferred to retained earnings on disposal of Equity instruments | <u>(1,167.65)</u>                     | <u>(42.31)</u>                        |
| <b>Balance at the end of the year</b>                                          | <u><b>4,083.11</b></u>                | <u><b>3,330.25</b></u>                |
| <b>Total Other Equity</b>                                                      | <u><b>18,655.99</b></u>               | <u><b>14,975.57</b></u>               |

### 17.5 Events occurring after the Balance Sheet date:

#### Dividends Proposed to be distributed

The Board has recommended final dividend of Rs 3.50 per share (Previous year Rs. 1.00 per share) payable subject to the approval of shareholders in the ensuing Annual General Meeting. Total outgo on this accounts will be Rs 447.68 lakhs (previous year Rs.127.70 lakhs) inclusive of dividend distribution tax.

**17.6** The company has elected to recognise changes in the fair value of certain investment in equity securities in the other comprehensive income. These changes are accumulated within FVTOCI reserve with equity. The company has transferred Rs. 1167.65 lakhs (as on 31.03.17 Rs. 42.31 lakhs, as on 01.04.16 Nil) from FVTOCI reserve to retained earnings at the time of disposal of securities.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 18 : NON CURRENT LIABILITIES- DEFERRED TAX LIABILITIES (NET) (Rs. in lakhs)

| Particulars                                                                                               | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|-----------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Arising on account of :</b>                                                                            |                                       |                                       |                                      |
| Accelerated Depreciation on<br>Property Plant & Equipments including Research<br>& Development Equipments | 522.40                                | 435.34                                | 438.17                               |
| Fair Valuation of Mutual Funds                                                                            | 34.56                                 | 3.92                                  | 2.43                                 |
|                                                                                                           | <b>556.96</b>                         | <b>439.26</b>                         | <b>440.60</b>                        |
| <b>Less: Deferred Tax Assets</b>                                                                          |                                       |                                       |                                      |
| <b>Arising on account of :</b>                                                                            |                                       |                                       |                                      |
| Section 43B of Income-tax Act, 1961                                                                       | 12.13                                 | 12.05                                 | 11.58                                |
| Mat Credit Entitlement                                                                                    | 52.00                                 | -                                     | -                                    |
|                                                                                                           | <b>64.13</b>                          | <b>12.05</b>                          | <b>11.58</b>                         |
| <b>Deferred Tax Liabilities (Net)</b>                                                                     | <b>492.83</b>                         | <b>427.21</b>                         | <b>429.02</b>                        |

### Note No. 19 : CURRENT FINANCIAL LIABILITIES- BORROWINGS (Rs. in lakhs)

| Particulars                              | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| <b>Loans Repayable on Demand</b>         |                                       |                                       |                                      |
| From Banks                               | -                                     | 114.19                                | 301.59                               |
|                                          | -                                     | 114.19                                | 301.59                               |
| <b>The above amount includes</b>         |                                       |                                       |                                      |
| Secured Borrowings (Refer note no. 19.1) | -                                     | 114.19                                | 301.59                               |
| Unsecured Borrowings                     | -                                     | -                                     | -                                    |
| <b>Total</b>                             | <b>-</b>                              | <b>114.19</b>                         | <b>301.59</b>                        |

#### Nature of security

Note no. 19.1 Working capital borrowings are secured by charge by way of hypothecation on entire current assets including stocks & receivables on first pari passu basis and charge on fixed assets including land of the company located at Jaipur plant on first pari passu charge basis.

### Note No. 20 : CURRENT FINANCIAL LIABILITIES- TRADE PAYABLES (Rs. in lakhs)

| Particulars                                                                            | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|----------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Trade Payables for goods and services                                                  |                                       |                                       |                                      |
| Total outstanding dues of micro, small and<br>medium enterprises (Refer note no. 20.1) | -                                     | -                                     | -                                    |
| Others- Trade Payables for goods and services                                          | 1,303.09                              | 1,536.17                              | 1,212.97                             |
| <b>Total</b>                                                                           | <b>1,303.09</b>                       | <b>1,536.17</b>                       | <b>1,212.97</b>                      |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

**Note no. 20.1** Details of supplier covered under the Micro, Small and Medium Enterprises Development Act, 2006 and which have furnished the information regarding filing of necessary memorandum with appointed authority is as under:-

| (Rs. in lakhs)                                                                                                                                                                                                                                                                                                                |                                       |                                       |                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Particulars                                                                                                                                                                                                                                                                                                                   | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
| The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.                                                                                                                                                                                                         | -                                     | -                                     | -                                    |
| The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.                                                                             | -                                     | -                                     | -                                    |
| The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.                                                                                                                               | -                                     | -                                     | -                                    |
| The amount of interest accrued and remaining unpaid at the end of each accounting year.                                                                                                                                                                                                                                       | -                                     | -                                     | -                                    |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | -                                     | -                                     | -                                    |

### Note No. 21 : OTHER CURRENT FINANCIAL LIABILITIES

(Rs. in lakhs)

| Particulars                                          | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Unpaid and unclaimed dividends (Refer note no. 21.1) | 106.27                                | 116.24                                | 104.75                               |
| Security Deposits Dealer (Unsecured)                 | 71.50                                 | 58.50                                 | 58.50                                |
| Security Deposits Other (Unsecured)                  | 3.63                                  | 2.44                                  | 2.36                                 |
| Employees related Liabilities                        | 54.97                                 | 52.00                                 | 47.20                                |
| Discount/Commission Payable                          | 189.13                                | 203.93                                | 240.18                               |
| Expenses Payable                                     | 164.40                                | 110.40                                | 74.72                                |
| Others                                               | 0.18                                  | 0.18                                  | 0.31                                 |
| <b>Total</b>                                         | <b>590.08</b>                         | <b>543.69</b>                         | <b>528.02</b>                        |

Note no. 21.1 There are no outstanding dues to be deposited into the investor Education and Protection Fund as the stipulated period is not yet over.

### Note No. 22 : CURRENT LIABILITIES- OTHER CURRENT LIABILITIES

(Rs. in lakhs)

| Particulars                      | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|----------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Statutory dues                   | 21.75                                 | 38.92                                 | 34.30                                |
| TDS Payable                      | 10.17                                 | 19.06                                 | 23.14                                |
| Advances received from customers | 99.08                                 | 118.98                                | 108.84                               |
| <b>Total</b>                     | <b>131.00</b>                         | <b>176.96</b>                         | <b>166.28</b>                        |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 23 : CURRENT LIABILITIES- PROVISION

(Rs. in lakhs)

| Particulars                        | As at<br>31 <sup>st</sup> March, 2018 | As at<br>31 <sup>st</sup> March, 2017 | As at<br>1 <sup>st</sup> April, 2016 |
|------------------------------------|---------------------------------------|---------------------------------------|--------------------------------------|
| Provision for Employee Benefits    | 7.78                                  | 7.78                                  | 7.78                                 |
| Provision for Excise duty on Stock | -                                     | 30.77                                 | 31.83                                |
| <b>Total</b>                       | <b>7.78</b>                           | <b>38.55</b>                          | <b>39.61</b>                         |

### Note No. 24 : REVENUE FROM OPERATIONS

(Rs. in lakhs)

| Particulars                                                     | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>Sale of Products (Gross) (net of Rebate &amp; Discounts)</b> | 36,923.14                                  | 34,979.38                                  |
| Less- GST                                                       | (3,414.90)                                 | -                                          |
|                                                                 | <b>33,508.24</b>                           | <b>34,979.38</b>                           |
| <b>Other Operating Revenues</b>                                 |                                            |                                            |
| Export Benefits                                                 | 565.95                                     | 725.15                                     |
| Miscellaneous Sale                                              | 10.78                                      | 7.52                                       |
|                                                                 | <b>576.73</b>                              | <b>732.67</b>                              |
| <b>Total</b>                                                    | <b>34,084.97</b>                           | <b>35,712.05</b>                           |

#### 24.1 Details of Sale of Products

(Rs. in lakhs)

| Particulars            | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|------------------------|--------------------------------------------|--------------------------------------------|
| Special Master Batches | 33,491.34                                  | 34,957.74                                  |
| Others                 | 16.90                                      | 21.64                                      |
| <b>Total</b>           | <b>33,508.24</b>                           | <b>34,979.38</b>                           |

**24.2** Sales are net of rebate and discounts.

**24.3** Miscellaneous sales includes sale of Production Waste



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 25 : OTHER INCOME

(Rs. in lakhs)

| Particulars                                                     | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>Interest Income</b>                                          |                                            |                                            |
| On Short Term Loan                                              | 18.38                                      | 38.97                                      |
| On Others                                                       | 12.52                                      | 6.42                                       |
| <b>Dividend Income</b>                                          | 5.96                                       | -                                          |
| <b>Net Gain/ (Loss) on sale of Investments</b>                  |                                            |                                            |
| On Current investments                                          | 41.79                                      | 74.20                                      |
| <b>Gain/(Loss) on fair valuation of investment at FVTPL</b>     | 94.60                                      | 11.34                                      |
| <b>Other Non Operating Income</b>                               |                                            |                                            |
| Gain on sale/discard of PPE (Net of Loss)                       | 211.07                                     | -                                          |
| Excess Provision /liabilities no longer required written back   | 3.40                                       | 66.42                                      |
| Net Gain/(Loss) on Foreign currency transaction and translation | 301.25                                     | 187.68                                     |
| Insurance and Other Claims (Net)                                | 17.13                                      | 2.58                                       |
| Miscellaneous Income                                            | 38.74                                      | 58.58                                      |
| <b>Total</b>                                                    | <b>744.84</b>                              | <b>446.19</b>                              |

### Note No. 26 : COST OF MATERIALS CONSUMED

(Rs. in lakhs)

| Particulars                                         | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Raw Material Consumed (Refer Note No.- 26.1 & 26.2) | 26,521.40                                  | 25,311.07                                  |
| <b>Total</b>                                        | <b>26,521.40</b>                           | <b>25,311.07</b>                           |

#### 26.1 Details of Raw Material Consumed

(Rs. in lakhs)

| Particulars    | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|----------------|--------------------------------------------|--------------------------------------------|
| Polymer Resins | 7,615.18                                   | 6,900.71                                   |
| Pigments       | 17,776.53                                  | 17,278.15                                  |
| Waxes          | 873.72                                     | 813.62                                     |
| Others         | 255.97                                     | 318.59                                     |
| <b>Total</b>   | <b>26,521.40</b>                           | <b>25,311.07</b>                           |

#### 26.2 Details of imported & indigenous raw material consumed:

| Particulars  | Year Ended<br>31 <sup>st</sup> March, 2018 |                | Year Ended<br>31 <sup>st</sup> March, 2017 |                |
|--------------|--------------------------------------------|----------------|--------------------------------------------|----------------|
|              | Amount                                     | %              | Amount                                     | %              |
| Imported     | 11,807.20                                  | 44.52%         | 12,245.81                                  | 48.38%         |
| Indigenous   | 14,714.20                                  | 55.48%         | 13,065.26                                  | 51.62%         |
| <b>Total</b> | <b>26,521.40</b>                           | <b>100.00%</b> | <b>25,311.07</b>                           | <b>100.00%</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 27 : (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

| (Rs. in lakhs)                                  |                                            |                                            |
|-------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Particulars                                     | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
| <b>Inventories at the beginning of the year</b> |                                            |                                            |
| Finished Goods                                  | 291.95                                     | 286.50                                     |
| Work-In-Progress                                | 235.41                                     | 204.17                                     |
|                                                 | <u>527.36</u>                              | <u>490.67</u>                              |
| <b>Inventories at the end of the year</b>       |                                            |                                            |
| Finished Goods                                  | 1,008.67                                   | 291.95                                     |
| Work-In-Progress                                | 350.99                                     | 235.41                                     |
|                                                 | <u>1,359.66</u>                            | <u>527.36</u>                              |
| <b>Total</b>                                    | <u><b>(832.30)</b></u>                     | <u><b>(36.69)</b></u>                      |

### Note No. 28 : EMPLOYEE BENEFITS EXPENSE

| (Rs. in lakhs)                            |                                            |                                            |
|-------------------------------------------|--------------------------------------------|--------------------------------------------|
| Particulars                               | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
| Salaries ,Wages & Allowances etc.         | 1,939.47                                   | 1,737.60                                   |
| Contribution to Provident and Other Funds | 110.74                                     | 99.60                                      |
| Staff Welfare Expenses & other benefits   | 81.80                                      | 76.08                                      |
| <b>Total</b>                              | <u><b>2,132.01</b></u>                     | <u><b>1,913.28</b></u>                     |

### Note No. 29 : FINANCE COST

| (Rs. in lakhs)                    |                                            |                                            |
|-----------------------------------|--------------------------------------------|--------------------------------------------|
| Particulars                       | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
| <b>Interest Expenses</b>          |                                            |                                            |
| To Banks on Working Capital Loans | 9.99                                       | 3.72                                       |
| On Security Deposits and Others   | 7.41                                       | 6.98                                       |
| <b>Other Borrowing Costs</b>      |                                            |                                            |
| Other Financial Charges           | 15.64                                      | 19.28                                      |
| <b>Total</b>                      | <u><b>33.04</b></u>                        | <u><b>29.98</b></u>                        |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 30 : OTHER EXPENSES

(Rs. in lakhs)

| Particulars                                                     | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>Manufacturing Expenses</b>                                   |                                            |                                            |
| Stores, Spare Consumed                                          | 153.85                                     | 137.87                                     |
| Packing Material Consumed                                       | 176.96                                     | 167.89                                     |
| Power & Fuel                                                    | 587.45                                     | 526.87                                     |
| Repairs to Buildings                                            | 14.97                                      | 14.71                                      |
| Repairs to Machinery                                            | 23.43                                      | 28.73                                      |
| Increase/(Decrease) in Excise Duty & Cess on Finished Goods     | (30.77)                                    | (1.06)                                     |
| Water Charges                                                   | 13.21                                      | 13.87                                      |
| Other Manufacturing Expenses                                    | 4.40                                       | 2.84                                       |
|                                                                 | <b>943.50</b>                              | <b>891.72</b>                              |
| <b>Selling Expenses</b>                                         |                                            |                                            |
| Commission on Sales                                             | 325.96                                     | 373.31                                     |
| Sales Promotion Expenses                                        | 9.92                                       | 10.67                                      |
| Transport & Forwarding Expenses                                 | 388.02                                     | 388.95                                     |
|                                                                 | <b>723.90</b>                              | <b>772.93</b>                              |
| <b>Administration Expenses</b>                                  |                                            |                                            |
| Bank Charges                                                    | 47.32                                      | 54.98                                      |
| Insurance                                                       | 51.16                                      | 49.39                                      |
| Rent                                                            | 24.72                                      | 21.46                                      |
| Repairs & Maintenance                                           | 40.08                                      | 26.70                                      |
| Rates & Taxes                                                   | 15.53                                      | 17.79                                      |
| Advertisement                                                   | 4.24                                       | 2.35                                       |
| Directors' Fees                                                 | 1.90                                       | 2.00                                       |
| Auditors' Remuneration (Refer Note No.- 30.1)                   | 2.54                                       | 4.82                                       |
| Charity & Donation                                              | 0.41                                       | 0.66                                       |
| Corporate Social Responsibility Expenses (Refer Note No.- 30.2) | 52.60                                      | 47.50                                      |
| Loss on sale/discard of PPE (Net)                               | -                                          | 3.99                                       |
| R & D Expenses (Refer Note No.- 30.3)                           | 520.09                                     | 492.97                                     |
| Travelling Expense                                              | 222.33                                     | 227.82                                     |
| Printing & Stationary                                           | 15.15                                      | 15.26                                      |
| Legal & Professional Expenses                                   | 240.77                                     | 133.93                                     |
| Other Expenses                                                  | 258.88                                     | 239.44                                     |
|                                                                 | <b>1,497.71</b>                            | <b>1,341.06</b>                            |
| <b>Total</b>                                                    | <b>3,165.11</b>                            | <b>3,005.71</b>                            |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### 30.1 Payment to Statutory Auditors:

(Rs. in lakhs)

| Particulars           | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------|--------------------------------------------|--------------------------------------------|
| Audit Fees            | 2.50                                       | 2.50                                       |
| Tax Audit Fees        | -                                          | 0.50                                       |
| Reimbursements        | 0.04                                       | 0.67                                       |
| Issue of Certificates | -                                          | 0.70                                       |
| Other Matters         | -                                          | 0.45                                       |
| <b>Total</b>          | <b>2.54</b>                                | <b>4.82</b>                                |

### 30.2 Expenditure related to Corporate Social Responsibility as per Section 135 of Companies Act, 2013 read with Schedule VII.

### 30.3 Details of Research & Development Expenses :

(Rs. in lakhs)

| Particulars                       | Year Ended<br>31 <sup>st</sup> March, 2018 | Year Ended<br>31 <sup>st</sup> March, 2017 |
|-----------------------------------|--------------------------------------------|--------------------------------------------|
| Material Consumed                 | 74.70                                      | 78.32                                      |
| Salary, Wages and Bonus           | 333.37                                     | 298.15                                     |
| Power & Fuel Expenses             | 52.09                                      | 48.47                                      |
| Others (Net of Sales realisation) | 59.93                                      | 68.03                                      |
| <b>Total</b>                      | <b>520.09</b>                              | <b>492.97</b>                              |

## Note No. 31 : DISCLOSURE AS PER IND AS 2 'INVENTORIES'

Inventory Consumed of Rs 343.38 Lakhs (PY Rs. 318.90 Lakhs) have been recognised as expense. The details are as under:

| Particulars      | 2017-18       | 2016-17       |
|------------------|---------------|---------------|
| Fuel & Oil       | 12.57         | 13.14         |
| Packing Material | 176.96        | 167.89        |
| Store & Spares   | 153.85        | 137.87        |
| <b>Total</b>     | <b>343.38</b> | <b>318.90</b> |

## Note No 32 : DISCLOSURE AS PER IND AS 12 'INCOME TAX'

### a) Tax Expense

#### i) Income Tax recognised in statement of profit & loss.

(Rs. in lakhs)

| Particulars                 | 31.03.2018    | 31.03.2017    |
|-----------------------------|---------------|---------------|
| <b>Current Tax Expenses</b> |               |               |
| Current year                | 856.12        | 776.90        |
| Deferred Tax Expenses       | 117.61        | (1.80)        |
| Mat Credit Entitlement      | (52.00)       | -             |
| <b>Total Tax expenses</b>   | <b>921.73</b> | <b>775.10</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### ii) Income tax recognised in other comprehensive income (Rs. in lakhs)

| Particular                                            | 31 <sup>st</sup> March, 2018 |                       |            | 31 <sup>st</sup> March, 2017 |                       |            |
|-------------------------------------------------------|------------------------------|-----------------------|------------|------------------------------|-----------------------|------------|
|                                                       | Gross amount                 | Tax (expense)/Benefit | Net of tax | Gross amount                 | Tax (expense)/Benefit | Net of tax |
| - Net actuarial gain/(loss) on defined benefit plan   | (35.01)                      | 12.12                 | (22.89)    | (29.55)                      | 10.23                 | (19.32)    |
| - Net gain/(loss) on fair value of equity instruments | 1,920.51                     | -                     | 1,920.51   | 3,372.56                     | (7.32)                | 3,365.24   |

### iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate (Rs. in lakhs)

| Particulars                                                   | 31.03.2018    | 31.03.2017    |
|---------------------------------------------------------------|---------------|---------------|
| <b>Profit before tax</b>                                      | 2,832.23      | 2,801.70      |
| Tax using the domestic tax rate of 34.6081%                   | 980.18        | 969.61        |
| <b>Tax effect of :</b>                                        |               |               |
| Non deductible tax expenses including effect of deferred tax  | 270.99        | 130.32        |
| Deductable tax expenses including weighted deductions         | (329.44)      | (324.84)      |
| <b>Total tax expenses in the statement of profit and loss</b> | <b>921.74</b> | <b>775.10</b> |

### iv) Movement in Deferred Tax Balances

| 31 <sup>st</sup> March, 2018 (Rs. in lakhs)                                  |                        |                             |                   |
|------------------------------------------------------------------------------|------------------------|-----------------------------|-------------------|
| Particulars                                                                  | Net balance 01.04.2017 | Recognised in Profit & Loss | Recognised in OCI |
| Difference in written down value as per the books of accounts and Income Tax | 435.34                 | 87.06                       | -                 |
| Fair valuation of Mutual fund                                                | 3.93                   | 30.63                       | -                 |
| <b>Tax assets/liabilities</b>                                                | <b>439.26</b>          | <b>117.69</b>               | <b>-</b>          |
| Less : Deferred Tax Assets                                                   | (12.05)                | (0.08)                      | -                 |
| Less: Mat Credit Entitlement                                                 | -                      | (52.00)                     | -                 |
| <b>Net tax (assets) liabilities</b>                                          | <b>427.21</b>          | <b>65.62</b>                | <b>-</b>          |

| 31 <sup>st</sup> March, 2017 (Rs. in lakhs)                                  |                        |                             |                   |
|------------------------------------------------------------------------------|------------------------|-----------------------------|-------------------|
| Particulars                                                                  | Net balance 01.04.2016 | Recognised in Profit & Loss | Recognised in OCI |
| Difference in written down value as per the books of accounts and Income Tax | 438.17                 | (2.83)                      | -                 |
| Fair valuation of Mutual fund                                                | 2.43                   | 1.50                        | -                 |
| Others                                                                       | -                      | -                           | -                 |
| <b>Tax (assets)/liabilities</b>                                              | <b>440.60</b>          | <b>(1.33)</b>               | <b>-</b>          |
| Less : Deferred Tax Assets                                                   | (11.58)                | (0.47)                      | -                 |
| <b>Net tax (assets)/liabilities</b>                                          | <b>429.02</b>          | <b>(1.80)</b>               | <b>-</b>          |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 33 : DISCLOSURE AS PER IND AS 19 'EMPLOYEE BENEFIT'

#### A) Defined contribution plan

During the year company has recognised the following amounts in the statement of profit and loss. (Rs. in lakhs)

| Particulars                     | 2017-18       | 2016-17       |
|---------------------------------|---------------|---------------|
| <b>Benefits(Contributed to)</b> |               |               |
| Provident fund                  | 76.39         | 66.91         |
| Employee state insurance        | 12.19         | 9.16          |
| Employees pension scheme 1995   | 32.51         | 30.36         |
| <b>Total</b>                    | <b>121.09</b> | <b>106.42</b> |

#### B) Defined benefits plan

##### Gratuity

The company has a defined benefit gratuity plan. Every employee who has rendered continuous service of 5 years or more is entitled to gratuity at 15 day salary (15/26 x last drawn basis salary) for each completed year for five years or more on superannuation, resignation, termination, disablement or on death.

##### Leave encashment

The company has a policy to pay leave encashment. Every employee is entitled to claim leave encashment after his/her retirement/termination which is calculated based upon no. of leaves not availed.

#### Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

(Rs. in lakhs)

| Particulars                                                          | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|----------------------------------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                                                      | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| <b>Present Value of obligation as at the beginning of the period</b> | 431.72                       | 135.72           | 356.55                       | 116.09           |
| Current service cost                                                 | 41.64                        | 13.10            | 22.83                        | 8.07             |
| Interest cost                                                        | 34.54                        | 10.86            | 28.52                        | 8.89             |
| Past Service Cost                                                    | 45.08                        | -                | -                            | -                |
| Actuarial (gain)/loss                                                | 35.76                        | 3.10             | 30.17                        | 2.86             |
| Benefit paid                                                         | (4.17)                       | (0.87)           | (6.36)                       | (0.19)           |
| <b>Present value of obligation as at period ended</b>                | <b>584.57</b>                | <b>161.91</b>    | <b>431.72</b>                | <b>135.72</b>    |

#### Changes in the Fair Value of Plan Assets

(Rs. in lakhs)

| Particulars                                                      | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|------------------------------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                                                  | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| <b>Fair value of plan assets, at the beginning of the period</b> | 463.08                       | 140.48           | 383.38                       | 120.22           |
| Actual return on plan assets                                     | 37.80                        | 7.33             | 31.30                        | 9.90             |
| Employer's contributions                                         | 50.60                        | 6.43             | 54.76                        | 10.55            |
| Benefits paid                                                    | (4.17)                       | (0.87)           | (6.36)                       | (0.19)           |
| <b>Fair value of plan assets, end of the year</b>                | <b>547.30</b>                | <b>153.37</b>    | <b>463.08</b>                | <b>140.48</b>    |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Amount recognized in the balance sheet consists of:

(Rs. in lakhs)

| Particulars                                 | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|---------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                             | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| Present value of defined benefit obligation | 584.57                       | 161.91           | 431.72                       | 135.72           |
| Fair value of plan assets                   | 547.30                       | 153.37           | 463.08                       | 140.48           |
| <b>Net liability</b>                        | <b>(37.26)</b>               | <b>(8.54)</b>    | <b>31.36</b>                 | <b>4.76</b>      |
| <b>Amounts in the balance sheet:</b>        |                              |                  |                              |                  |
| Current Liabilities                         | 23.92                        | 10.87            | 11.98                        | 2.81             |
| Non-current liabilities                     | 560.65                       | 151.04           | 419.74                       | 127.96           |
| <b>Net liability</b>                        | <b>584.57</b>                | <b>161.91</b>    | <b>431.72</b>                | <b>130.77</b>    |

### Total amount recognized in Profit or Loss consists of:

(Rs. in lakhs)

| Particulars         | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|---------------------|------------------------------|------------------|------------------------------|------------------|
|                     | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| Total Service Cost  | 86.73                        | 13.11            | 22.83                        | 8.06             |
| Interest Income     | (2.51)                       | (0.38)           | (2.15)                       | (0.73)           |
| <b>Net Interest</b> | <b>84.22</b>                 | <b>12.73</b>     | <b>20.69</b>                 | <b>7.33</b>      |

### Amount recognized in other comprehensive income consists of:

(Rs. in lakhs)

| Particulars                                            | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|--------------------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                                        | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| Actuarial Gain/(Loss) on Obligation                    | (35.76)                      | -                | (30.17)                      | -                |
| Actuarial Gain/(Loss) on Assets                        | 0.75                         | -                | 0.63                         | -                |
| <b>Total Actuarial Gain/(Loss) recognised in (OCI)</b> | <b>(35.01)</b>               | <b>-</b>         | <b>(29.55)</b>               | <b>-</b>         |

### Actuarial Gain/(Loss) on obligation Consists:

(Rs. in lakhs)

| Particulars                                                                              | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|------------------------------------------------------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                                                                          | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| Actuarial gain/(loss) arising from changes in financial assumptions                      | (25.55)                      | (1.87)           | -                            | -                |
| Actuarial gain/(loss) arising from changes in experience adjustments on plan liabilities | (10.21)                      | (1.23)           | (30.17)                      | (2.86)           |
| <b>Total Actuarial Gain/(Loss)</b>                                                       | <b>(35.76)</b>               | <b>(3.10)</b>    | <b>(30.17)</b>               | <b>(2.86)</b>    |

### Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets: (Rs. in lakhs)

| Particulars                                                 | 31 <sup>st</sup> March, 2018 |                  | 31 <sup>st</sup> March, 2017 |                  |
|-------------------------------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                                             | Gratuity                     | Leave encashment | Gratuity                     | Leave encashment |
| <b>Present value of obligation as at period ended</b>       | <b>584.57</b>                | <b>161.91</b>    | <b>431.72</b>                | <b>135.72</b>    |
| Fair value of plan assets at period ended                   | 547.30                       | 153.37           | 463.08                       | 140.48           |
| Unfunded status excess of Actual over estimated             | (37.26)                      | (8.54)           | 31.36                        | 4.76             |
| <b>Assets/(Liabilities) recognized in the Balance Sheet</b> | <b>(37.26)</b>               | <b>(8.54)</b>    | <b>31.36</b>                 | <b>4.76</b>      |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### C) Defined benefit Obligation

#### I) Actuarial assumption

The following were the principal actuarial assumption at the reporting date.

| Particulars              | 31.03.2018                   | 31.03.2017                   |
|--------------------------|------------------------------|------------------------------|
| Discount rate*           | 7.80%                        | 8.00%                        |
| Salary escalation rate** | 7.50%                        | 7.00%                        |
| Valuation Methodology    | Projected Unit Credit Method | Projected Unit Credit Method |

\* The discount rate assumed is 7.80% which is determined by reference to market yield at the balance sheet date on government bonds.

\*\* The estimates of future salary increase considered in actuarial valuation, taking account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market.

#### II) Sensitivity analysis

Reasonable possible change at the reporting date to one of the relevant actuarial assumption, holding other assumption constant, would have effected the defined benefit obligation by the amount shown below:-

| Particulars                             | (Rs. in lakhs)               |          |                              |          |
|-----------------------------------------|------------------------------|----------|------------------------------|----------|
|                                         | 31 <sup>st</sup> March, 2018 |          | 31 <sup>st</sup> March, 2017 |          |
|                                         | Increase                     | Decrease | Increase                     | Decrease |
| Discount rate (0.50 % movement)         | 17.64                        | 16.66    | 19.04                        | 18.00    |
| Salary escalation rate (0.50% movement) | 14.55                        | 14.25    | 18.26                        | 17.66    |

#### III) Expected Maturity analysis of the defined benefits plan in future years

(Rs. in lakhs)

| Particulars  | First Year   | Second year   | Two to Third year | More than 5 Years |
|--------------|--------------|---------------|-------------------|-------------------|
| Gratuity     | 23.92        | 132.22        | 7.98              | 420.45            |
| <b>Total</b> | <b>23.92</b> | <b>132.22</b> | <b>7.98</b>       | <b>420.45</b>     |

#### IV) Risk exposure

Valuations are based on certain assumptions, which are dynamic in nature and vary over the time. As such company is exposed to various risks as follow:-

- Salary Cost Inflation Risk:- The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.
- Investment Risk:- Assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate:- Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability:- Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals:- Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

## Note No. 34 : DISCLOSURE AS PER IND AS 21 'THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES'

The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 301.25 Lakhs (31<sup>st</sup> March, 2017: Rs. 187.68 Lakhs).



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 35 : DISCLOSURE AS PER IND AS 24 'RELATED PARTY DISCLOSURES'

#### A) List of related party

##### i) Parties holding significant influence

- I) Pluto Tradelinks Ltd.
- II) GKS Logistics Pvt Ltd.
- III) G.K.S. Holdings Ltd.

##### ii) Key Management Personnel

|                        |                                        |
|------------------------|----------------------------------------|
| Shri S.S. Poddar       | - Managing Director & CFO              |
| Shri R.K.Sureka        | - Director & CEO                       |
| Shri Kishore Rungta    | - Non Executive & Independent Director |
| Smt. Mahima P. Agarwal | - Non Executive Director               |
| Shri M.K. Sonthalia    | - Non Executive & Independent Director |
| Shri N. Gopalaswamy    | - Non Executive & Independent Director |
| Shri Gaurav Goenka     | - Non Executive Director               |
| Shri M. Mahadevan      | - Non Executive & Independent Director |

##### iii) Relatives of the Key Management Personnel

|                        |                                                                    |
|------------------------|--------------------------------------------------------------------|
| Smt. Sushma Sureka     | - Wife of Director & CEO                                           |
| Smt. Mahima P. Agarwal | - Director of the Company and daughter of Managing Director & CFO. |
| Ms. Rochna Poddar      | - Daughter of Managing Director & CFO.                             |

#### B) The following transactions were carried out with the related parties during the year :-

##### i) Related Parties / Parties Holding Significant Influence

(Rs. in lakhs)

| Particulars                                                                                              | 2017-18 | 2016-17 |
|----------------------------------------------------------------------------------------------------------|---------|---------|
| Rent Paid [(net of recovery of Rs.11.85 lakhs)]<br>(Previous year Rs. 11.85 lakhs) to Smt. Sushma Sureka | 12.15   | 12.15   |
| Rent Paid to M/s G K S Holdings Limited                                                                  | 18.50   | 15.75   |
| Consultancy fee paid to Ms. Rochna Poddar                                                                | 4.25    | -       |
| Rent received from M/s Pluto Tradelinks Ltd.                                                             | 0.35    | -       |
| Rent received from M/s G K S Holdings Limited                                                            | 0.35    | 0.18    |
| Rent received from M/s GKS Logistics Pvt. Ltd.                                                           | 0.35    | 0.24    |

##### ii) Key Management Personnel Compensation

There is no transaction other than managerial remuneration paid as per terms of appointment duly approved by the shareholders. Following are the details of such managerial remuneration:

(Rs. in lakhs)

| Particulars                                         | 2017-18       | 2016-17       |
|-----------------------------------------------------|---------------|---------------|
| <b>Short Term Employee Benefits</b>                 |               |               |
| Salaries & Allowances                               | 139.00        | 139.00        |
| Contribution to Provident Fund                      | 13.68         | 13.68         |
| Others- perquisites value                           | 41.53         | 37.78         |
| Commission on Profit to the Managing Director & CFO | 26.67         | 29.12         |
| <b>Total</b>                                        | <b>220.88</b> | <b>219.58</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### iii) Sitting Fees paid to Non executive/Independent Director Rs. 1.90 Lakhs (Previous Year Rs. 2.00 Lakhs)

#### Terms and conditions:

All the transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable on demand.

## Note No. 36 : DISCLOSURE AS PER IND AS 33 'EARNING PER SHARE'

### Earning Per Share

| Particulars                                                        | Units        | For the year ended<br>31 <sup>st</sup> March, 2018 | For the year ended<br>31 <sup>st</sup> March, 2017 |
|--------------------------------------------------------------------|--------------|----------------------------------------------------|----------------------------------------------------|
| <b>Basic Earning per Share</b>                                     |              |                                                    |                                                    |
| Basic net earnings per share Attributable to Equity Shareholders   | Rs. in Lakhs | 1,910.50                                           | 2,026.60                                           |
| Number of shares outstanding                                       | Nos.         | 106.10                                             | 106.10                                             |
| Basic Earnings per share                                           | Rs.          | 18.01                                              | 19.10                                              |
| <b>Diluted Earning per Share</b>                                   |              |                                                    |                                                    |
| Diluted net earnings per share Attributable to Equity Shareholders | Rs. in Lakhs | 1,910.50                                           | 2,026.60                                           |
| Number of shares outstanding                                       | Nos.         | 106.10                                             | 106.10                                             |
| Diluted Earning Per Share                                          | Rs.          | 18.01                                              | 19.10                                              |

## Note No. 37 : DISCLOSURE AS PER IND AS 37 'PROVISIONS & CONTINGENT LIABILITIES.

### (i) Movement in provision

| Particulars                                         | Provision for excise duty on stock |                              |
|-----------------------------------------------------|------------------------------------|------------------------------|
|                                                     | 31 <sup>st</sup> March, 2018       | 31 <sup>st</sup> March, 2017 |
| <b>Carrying amount at the beginning of the year</b> | <b>30.77</b>                       | <b>31.83</b>                 |
| Addition during to year                             | -                                  | -                            |
| Amount used during the year                         | 30.77                              | -                            |
| Reversal/Adjustment during the year                 | -                                  | (1.06)                       |
| <b>Carrying amount at the end of the year</b>       | <b>-</b>                           | <b>30.77</b>                 |

### (ii) Contingent liabilities to the extent not provided for in respect of

| Particulars                                                                                                              | 2017-18  | 2016-17 |
|--------------------------------------------------------------------------------------------------------------------------|----------|---------|
| <b>(A) Claims against company not acknowledged as Debts:-</b>                                                            |          |         |
| (i) Income Tax matters in appeals                                                                                        | 58.28    | 57.09   |
| (ii) Service Tax demand not admitted by the company and for which appeals have been filed with appropriate authorities.  | 29.34    | 48.54   |
| (iii) Excise Duty demand not admitted by the company and for which appeals have been filed with appropriate authorities. | -        | 23.33   |
| <b>(B) Guarantees:-</b>                                                                                                  |          |         |
| (i) Letter of Credit against purchase of raw materials                                                                   | 1,065.02 | 601.98  |
| (ii) Bonds Executed with Customs & Excise Authorities                                                                    | 30.00    | 30.00   |
| (iii) Bank Guarantees                                                                                                    | 3.10     | -       |

### (iii) Commitments

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 149.23 lakhs (previous year Rs. 8.87 lakhs), and advance given Rs. 17.35 lakhs (previous year Rs. 2.83 lakhs)
- Other Commitment : NIL



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 38 : DISCLOSURE AS PER IND AS 107 'FINANCIAL INSTRUMENT DISCLOSURE'

#### A) Capital management

For the purpose of Company's Capital Management, Capital includes issued equity share capital.

#### B) Financial risk management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Board of Directors. The Company's principal financial liabilities comprise trade payables and other payables. The company's principal financial assets include trade & other receivables and cash and short term deposits.

| Risk           | Exposure arising from                                                   | Measurement                     | Management                                                                   |
|----------------|-------------------------------------------------------------------------|---------------------------------|------------------------------------------------------------------------------|
| Credit Risk    | Trade receivables                                                       | Ageing analysis, Credit Ratings | Credit limits, Escrow Cover, letters of credit, Export Credit risk insurance |
|                | Financial assets measured at Amortised cost and cash & cash equivalents | Credit ratings                  |                                                                              |
| Liquidity risk | Borrowing and other liabilities                                         | Rolling cash flows forecast     | Availability of committed credit lines and borrowing facilities              |

#### (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 may result into a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances.

##### a) Carrying amount of maximum credit risk as on reporting date

(Rs. in Lakhs)

| Particulars                                                                                             | 31 <sup>st</sup> March, 2018 | 31 <sup>st</sup> March, 2017 | 1 <sup>st</sup> April, 2016 |
|---------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|-----------------------------|
| <b>Financial assets for which loss allowance is measured using 12 month Expected Credit Loss (ECL)</b>  |                              |                              |                             |
| Non-current Investment                                                                                  | 5,522.71                     | 4,347.96                     | 276.19                      |
| Other Non-Current Financial Assets                                                                      | 58.90                        | 62.59                        | 83.10                       |
| Current Investment                                                                                      | 2,649.83                     | 1,236.34                     | 907.01                      |
| Cash & Cash Equivalent                                                                                  | 817.57                       | 1,037.72                     | 217.85                      |
| Bank balances other than cash and cash equivalents                                                      | 106.27                       | 116.24                       | 104.75                      |
| Current Loan                                                                                            | 180.00                       | -                            | -                           |
| Other Current Financial Assets                                                                          | 119.70                       | 85.41                        | 93.60                       |
|                                                                                                         | <b>9,454.98</b>              | <b>6,886.26</b>              | <b>1,682.50</b>             |
| <b>Financial assets for which loss allowance is measured using Life time Expected Credit Loss (ECL)</b> |                              |                              |                             |
| Trade Receivables                                                                                       | 4,790.09                     | 5,175.04                     | 5,114.67                    |
| <b>Total</b>                                                                                            | <b>14,245.07</b>             | <b>12,061.30</b>             | <b>6,797.17</b>             |

#### b) Provision for Expected Credit or Loss

- Financial assets for which loss allowance is measured using 12 month expected credit losses.  
The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.
- Financial assets for which loss allowance is measured using life time expected credit losses  
The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### c) Ageing of trade receivables

The Ageing of trade receivables is as below:

(Rs. in Lakhs)

| Ageing                                 | Not Due  | <0-180 days | >180 days | Total    |
|----------------------------------------|----------|-------------|-----------|----------|
| Gross Carrying amount as on 31.03.2018 | 3,399.75 | 1,297.93    | 92.41     | 4,790.09 |
| Impairment loss recognised on above    | -        | -           | -         | -        |
| Gross Carrying amount as on 31.03.2017 | 3,448.64 | 1,537.49    | 188.91    | 5,175.04 |
| Impairment loss recognised on above    | -        | -           | -         | -        |
| Gross Carrying amount as on 01.04.2016 | 3,022.59 | 2,026.01    | 66.06     | 5,114.66 |
| Impairment loss recognised on above    | -        | -           | -         | -        |

### ii) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The following are the contractual maturities of financial liabilities based on contractual cash flows.

(Rs. in Lakhs)

| Contractual Maturities of Financial Liabilities as at 31.03.2018 | 3 Month or less | 3-12 months   | 1-2 years | 2-5 years | More than 5 year | Total           |
|------------------------------------------------------------------|-----------------|---------------|-----------|-----------|------------------|-----------------|
| Trade payable                                                    | 1,131.18        | 171.91        | -         | -         | -                | 1,303.09        |
| Other financial liabilities                                      | 408.50          | 181.58        | -         | -         | -                | 590.08          |
| <b>Total</b>                                                     | <b>1,539.68</b> | <b>353.49</b> | <b>-</b>  | <b>-</b>  | <b>-</b>         | <b>1,893.17</b> |

| Contractual Maturities of Financial Liabilities as at 31.03.2017 | 3 Month or less | 3-12 months   | 1-2 years | 2-5 years | More than 5 year | Total           |
|------------------------------------------------------------------|-----------------|---------------|-----------|-----------|------------------|-----------------|
| Short term borrowing                                             | 114.19          | -             | -         | -         | -                | 114.19          |
| Trade payable                                                    | 1,536.17        | -             | -         | -         | -                | 1,536.17        |
| Other financial liabilities                                      | 366.31          | 177.38        | -         | -         | -                | 543.69          |
| <b>Total</b>                                                     | <b>2,016.68</b> | <b>177.38</b> | <b>-</b>  | <b>-</b>  | <b>-</b>         | <b>2,194.06</b> |

| Contractual Maturities of Financial Liabilities as at 01.04.2016 | 3 Month or less | 3-12 months   | 1-2 years | 2-5 years | More than 5 year | Total           |
|------------------------------------------------------------------|-----------------|---------------|-----------|-----------|------------------|-----------------|
| Short term borrowing                                             | 301.59          | -             | -         | -         | -                | 301.59          |
| Trade payable                                                    | 1,212.97        | -             | -         | -         | -                | 1,212.97        |
| Other financial liabilities                                      | 362.10          | 165.91        | -         | -         | -                | 528.02          |
| <b>Total</b>                                                     | <b>1,876.66</b> | <b>165.91</b> | <b>-</b>  | <b>-</b>  | <b>-</b>         | <b>2,042.57</b> |

### iii) Market Risk

Market Risk mainly relates to the investment & deposits. There is no regular business of company for making investment & deposits. However, company manages the cash resources, borrowings strategies and ensuring compliance of the same with the guidelines & directions of the Higher Management.

#### A) Foreign currency risk

The company operates internationally and portion of the business is transacted in several currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas and purchase from overseas suppliers in various foreign currencies.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

The company evaluate exchange rate exposure arising from foreign currency transaction and the company follow established risk management policies. Foreign exchange exposure risk is largely covered by natural hedging by linking export proceeds with import payments since company has exposures for both exports & imports and also uses the derivative like foreign exchange forward contracts to hedge exposure to foreign risk to minimise the risk of any possible adverse impact.

(Rs. in Lakhs)

| Foreign currency exposure as at 31.03.2018 | USD   | Amount   | EURO | Amount |
|--------------------------------------------|-------|----------|------|--------|
| Trade receivable                           | 29.98 | 1,954.12 | 4.79 | 386.84 |
| Trade payable                              | 7.67  | 499.78   | 1.31 | 106.23 |
| Net exposure                               | 22.31 | 1,454.34 | 3.48 | 280.61 |

| Foreign currency exposure as at 31.03.2017 | USD   | Amount   | EURO | Amount |
|--------------------------------------------|-------|----------|------|--------|
| Trade receivable                           | 28.87 | 1,872.03 | 9.80 | 678.73 |
| Trade payable                              | 13.14 | 852.43   | 3.17 | 219.33 |
| Net exposure                               | 15.73 | 1,019.60 | 6.63 | 459.40 |

### B) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument may fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

### C) Other Price Risk

The company's exposure towards price risk arises from investments held in equity shares & Mutual Fund are classified in balance sheet at fair value through other comprehensive income & Fair value through Profit and Loss respectively. All of the company's equity investments are publically traded and are listed on NSE and BSE .

## Note No. 39 : DISCLOSURE AS PER IND AS 113 'FAIR VALUE MEASUREMENT'

### Fair Value Hierarchy

#### Valuation Techniques used to determine fair values:

Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For Investments in Equity Investments - Quoted Market price are used.
- For Investments in Mutual funds - Closing NAV is used.
- The carrying amount of short term borrowings, trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.

### A) Financial Instruments by category

(Rs. in Lakhs)

| Particulars                                       | 31.03.2018      |                 |                                       |
|---------------------------------------------------|-----------------|-----------------|---------------------------------------|
|                                                   | FVTPL           | FVTOCI          | Amortized cost<br>i.e. carrying value |
| <b>Financial Assets:</b>                          |                 |                 |                                       |
| Investments                                       |                 |                 |                                       |
| Equity instrument                                 | -               | 5,522.50        | -                                     |
| Mutual fund                                       | 2,649.83        | -               | -                                     |
| National saving certificate                       | -               | -               | 0.21                                  |
| Trade Receivables                                 | -               | -               | 4,790.09                              |
| Loan                                              | -               | -               | 180.00                                |
| Cash and Cash Equivalents                         | -               | -               | 817.57                                |
| Bank balances other than cash and cash equivalent | -               | -               | 106.27                                |
| Security deposit                                  | -               | -               | 63.05                                 |
| Other Financial Assets                            | -               | -               | 115.55                                |
| <b>Total Financial Assets</b>                     | <b>2,649.83</b> | <b>5,522.50</b> | <b>6,072.74</b>                       |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

(Rs. in Lakhs)

| Particulars                      | 31.03.2018 |        |                                       |
|----------------------------------|------------|--------|---------------------------------------|
|                                  | FVTPL      | FVTOCI | Amortized cost<br>i.e. carrying value |
| <b>Financial Liability:</b>      |            |        |                                       |
| Trade Payables                   | -          | -      | 1,303.09                              |
| Other Financial Liabilities      | -          | -      | 590.08                                |
| <b>Total Financial Liability</b> | -          | -      | <b>1,893.17</b>                       |

| Particulars                                       | 31.03.2017      |                 |                                       |
|---------------------------------------------------|-----------------|-----------------|---------------------------------------|
|                                                   | FVTPL           | FVTOCI          | Amortized cost<br>i.e. carrying value |
| <b>Financial Assets:</b>                          |                 |                 |                                       |
| Investments                                       |                 |                 |                                       |
| Equity instruments                                | -               | 4,347.75        | -                                     |
| Mutual fund                                       | 1,236.34        | -               | -                                     |
| National saving certificate                       | -               | -               | 0.21                                  |
| Trade Receivables                                 | -               | -               | 5,175.04                              |
| Cash and Cash Equivalents                         | -               | -               | 1,037.72                              |
| Bank balances other than cash and cash equivalent | -               | -               | 116.24                                |
| Security deposit                                  | -               | -               | 64.94                                 |
| Other Financial Assets                            | -               | -               | 83.06                                 |
| <b>Total Financial Assets</b>                     | <b>1,236.34</b> | <b>4,347.75</b> | <b>6,477.21</b>                       |
| <b>Financial Liability:</b>                       |                 |                 |                                       |
| Borrowings                                        | -               | -               | 114.19                                |
| Trade Payables                                    | -               | -               | 1,536.17                              |
| Other Financial Liabilities                       | -               | -               | 543.69                                |
| <b>Total Financial Liability</b>                  | -               | -               | <b>2,194.06</b>                       |

| Particulars                                       | 01.04.2016    |               |                                       |
|---------------------------------------------------|---------------|---------------|---------------------------------------|
|                                                   | FVTPL         | FVTOCI        | Amortized cost<br>i.e. carrying value |
| <b>Financial Assets:</b>                          |               |               |                                       |
| Investments                                       |               |               |                                       |
| Equity instruments                                | -             | 275.98        | -                                     |
| Mutual fund                                       | 907.01        | -             | -                                     |
| National saving certificate                       | -             | -             | 0.21                                  |
| Trade Receivables                                 | -             | -             | 5,114.67                              |
| Cash and Cash Equivalents                         | -             | -             | 217.85                                |
| Bank balances other than cash and cash equivalent | -             | -             | 104.75                                |
| Security deposit                                  | -             | -             | 83.10                                 |
| Other Financial Assets                            | -             | -             | 93.60                                 |
| <b>Total Financial Assets</b>                     | <b>907.01</b> | <b>275.98</b> | <b>5,614.18</b>                       |
| <b>Financial Liability:</b>                       |               |               |                                       |
| Borrowings                                        | -             | -             | 301.59                                |
| Trade Payables                                    | -             | -             | 1,212.97                              |
| Other Financial Liabilities                       | -             | -             | 528.02                                |
| <b>Total Financial Liability</b>                  | -             | -             | <b>2,042.57</b>                       |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### B) Fair Value Hierarchy

As at 31<sup>st</sup> March, 2018

(Rs. in Lakhs)

| Financial Instrument measured at Fair Value - recurring fair value measurement | Level 1         | Level 2         | Level 3  | Total           |
|--------------------------------------------------------------------------------|-----------------|-----------------|----------|-----------------|
| <b>Financial Assets</b>                                                        |                 |                 |          |                 |
| Investments in Equity Instruments                                              | 5,522.50        | -               | -        | 5,522.50        |
| Investments in Mutual Funds                                                    | -               | 2,649.83        | -        | 2,649.83        |
| <b>Total</b>                                                                   | <b>5,522.50</b> | <b>2,649.83</b> | <b>-</b> | <b>8,172.33</b> |

As at 31<sup>st</sup> March, 2017

(Rs. in Lakhs)

| Financial Instrument measured at Fair Value - recurring fair value measurement | Level 1         | Level 2         | Level 3  | Total           |
|--------------------------------------------------------------------------------|-----------------|-----------------|----------|-----------------|
| <b>Financial Assets</b>                                                        |                 |                 |          |                 |
| Investments in Equity Instruments                                              | 4,347.75        | -               | -        | 4,347.75        |
| Investments in Mutual Funds                                                    | -               | 1,236.34        | -        | 1,236.34        |
| <b>Total</b>                                                                   | <b>4,347.75</b> | <b>1,236.34</b> | <b>-</b> | <b>5,584.09</b> |

As at 1<sup>st</sup> April, 2016

(Rs. in Lakhs)

| Financial Instrument measured at Fair Value - recurring fair value measurement | Level 1       | Level 2       | Level 3  | Total           |
|--------------------------------------------------------------------------------|---------------|---------------|----------|-----------------|
| <b>Financial Assets</b>                                                        |               |               |          |                 |
| Investments in Equity Instruments                                              | 275.98        | -             | -        | 275.98          |
| Investments in Mutual Funds                                                    | -             | 907.01        | -        | 907.01          |
| <b>Total</b>                                                                   | <b>275.98</b> | <b>907.01</b> | <b>-</b> | <b>1,182.99</b> |

### C) Fair value of financial assets and liabilities measured at amortised cost

(Rs. in Lakhs)

| Particulars                  | As at 31 <sup>st</sup> March, 2018 |                |            |
|------------------------------|------------------------------------|----------------|------------|
|                              | Level                              | Carrying Value | Fair Value |
| <b>Financial Assets</b>      |                                    |                |            |
| Trade receivables            | 3                                  | 4,790.09       | 4,790.09   |
| Loans                        | 3                                  | 180.00         | 180.00     |
| Cash and cash equivalent     | 3                                  | 817.57         | 817.57     |
| Other Bank Balances          | 3                                  | 106.27         | 106.27     |
| Other Financial Assets       | 3                                  | 115.55         | 115.55     |
| Security Deposits            | 3                                  | 63.05          | 63.05      |
| <b>Financial Liabilities</b> |                                    |                |            |
| Trade payables               | 3                                  | 1,303.09       | 1,303.09   |
| Other-Financial Liabilities  | 3                                  | 590.08         | 590.08     |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

(Rs. in Lakhs)

| Particulars                  | As at 31 March 2017 |                |            |
|------------------------------|---------------------|----------------|------------|
|                              | Level               | Carrying Value | Fair Value |
| <b>Financial Assets</b>      |                     |                |            |
| Trade receivables            | 3                   | 5,175.04       | 5,175.04   |
| Cash and cash equivalent     | 3                   | 1,037.72       | 1,037.72   |
| Other Bank Balances          | 3                   | 116.24         | 116.24     |
| Other Financial Assets       | 3                   | 85.41          | 85.41      |
| Security Deposits            | 3                   | 64.94          | 64.94      |
| <b>Financial Liabilities</b> |                     |                |            |
| Borrowings                   | 3                   | 114.19         | 114.19     |
| Trade payables               | 3                   | 1,536.17       | 1,536.17   |
| Other-Financial Liabilities  | 3                   | 543.69         | 543.69     |

(Rs. in Lakhs)

| Particulars                  | As at 1st April 2016 |                |            |
|------------------------------|----------------------|----------------|------------|
|                              | Level                | Carrying Value | Fair Value |
| <b>Financial Assets</b>      |                      |                |            |
| Trade receivables            | 3                    | 5,114.67       | 5,114.67   |
| Cash and cash equivalent     | 3                    | 217.85         | 217.85     |
| Other Bank Balances          | 3                    | 104.75         | 104.75     |
| Other Financial Assets       | 3                    | 93.60          | 93.60      |
| Security Deposits            | 3                    | 83.10          | 83.10      |
| <b>Financial Liabilities</b> |                      |                |            |
| Borrowings                   | 3                    | 301.59         | 301.59     |
| Trade payables               | 3                    | 1,212.97       | 1,212.97   |
| Other-Financial Liabilities  | 3                    | 528.02         | 528.02     |

### Basis of Fair Value Hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

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

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Note No. 40 : DISCLOSURE AS PER IND AS 108 'OPERATING SEGMENT'

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

| Particulars                     | (Rs. in Lakhs)                                        |                                                       |
|---------------------------------|-------------------------------------------------------|-------------------------------------------------------|
|                                 | For the year ended as on 31 <sup>st</sup> March, 2018 | For the year ended as on 31 <sup>st</sup> March, 2017 |
| Revenue from external customers | 9,389.72                                              | 10,538.78                                             |
| India                           | 28,110.15                                             | 25,173.27                                             |
| <b>TOTAL</b>                    | <b>37,499.87</b>                                      | <b>35,712.05</b>                                      |

### Note No. 41 : DISCLOSURE OF CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per section 135 of companies act the company is required to spend in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

- Gross amount required to be spent by the Company during the year 2017-18 - Rs. 52.60 lakhs (Year 2016-17 - Rs. 47.50 lakhs)
- Amount spent during the year on:

| Particulars                               | Year 2017-18 |                |       | Year 2016-17 |                |       |
|-------------------------------------------|--------------|----------------|-------|--------------|----------------|-------|
|                                           | Paid         | Yet to be paid | Total | Paid         | Yet to be paid | Total |
| i) Construction/Acquisition of any assets | -            | -              | -     | -            | -              | -     |
| ii) Purposes other than (i) above         | 52.60        | -              | 52.60 | 47.50        | -              | 47.50 |

### Note No. 42 : FIRST TIME ADOPTION OF IND AS

These are the company's first standalone financial statements prepared in accordance with Ind AS for period up to and including the year ended 31<sup>st</sup> March, 2018. Until 31<sup>st</sup> March, 2017 the company prepared its first financial statement in accordance with previous GAAP, including accounting standards notified under the companies (Accounting standards) Amendment Rules, 2016. The effective date for companies Ind AS Opening Balance sheet is 1<sup>st</sup> April, 2016. (The date of transition to Ind AS)

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31<sup>st</sup> March 2018, the comparative information presented in these financial statements for the year ended 31<sup>st</sup> March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 1<sup>st</sup> April, 2016. In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company financial position, financial performance and cash flows is set out in the following tables and notes.

Any resulting differences between carrying amount of assets and liabilities according to Ind AS 101 as of April 1, 2016 compared to those presented in the Indian GAAP Balance Sheet as of 31<sup>st</sup> March 2016, were recognised in the equity under retained earnings with Ind AS Balance Sheet.

#### Exemptions and Exceptions availed

The Company has prepared the financial statements in accordance with Ind AS for the year ending 31<sup>st</sup> March, 2018. In preparing such statements, the opening balance sheet was prepared at 1<sup>st</sup> April 2016, the company's date of transition to Ind AS. The note explains the principal adjustments made in order to restate its Indian GAAP financial statements including the balance sheet as at 1<sup>st</sup> April, 2016 and financial statements as at and for the year ended 31<sup>st</sup> March, 2017.

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



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### (A) EXEMPTIONS:

#### i) Property, Plant & Equipment

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in financial statement as at date on transition to IndAS, measured as the previous GAAP and used that as its deemed cost as at date of transition.

Accordingly the Company has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value.

#### ii) Designation of previously recognised financial instrument

These para 19B of appendix D of Ind AS 101 allow an entity to designate in equity instrument at FVTOCI on the basis of the fact and circumstances at the date of transition to Ind AS.

The company has elected to apply this exemption for its investment in equity instrument in HOEC, Karnataka bank, PFC, REC.

#### iii) Leases

As per para 9AA of appendix D of Ind AS 101, If there is any Leasehold land newly classified as finance lease then the first time adopter may recognise assets and liability at fair value on that date and any difference between those fair values is to be recognised in retained earnings, accordingly on the date of transition to Ind AS, the carrying amount of Leasehold land is considered as its Fair Value.

### (B) EXCEPTIONS:

#### i) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1<sup>st</sup> April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with the Ind AS at the date of transition as these were not required under previous GAAP.

- Investment in equity instrument carried at FVTOCI

- Investment in debt instrument carried at FVTPL

#### ii) Classification and Measurement of financial assets

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

### Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

#### Reconciliation of equity as at 1<sup>st</sup> April, 2016 and 31<sup>st</sup> March, 2017

(Rs. in lakhs)

| Particulars                     | Note No. | 31 <sup>st</sup> March, 2017 |                 |                 | 1 <sup>st</sup> April, 2016 |               |                 |
|---------------------------------|----------|------------------------------|-----------------|-----------------|-----------------------------|---------------|-----------------|
|                                 |          | Previous GAAP                | Adjustments     | Ind AS          | Previous GAAP               | Adjustments   | Ind AS          |
| <b>ASSETS</b>                   |          |                              |                 |                 |                             |               |                 |
| <b>NON-CURRENT ASSETS</b>       |          |                              |                 |                 |                             |               |                 |
| Property, Plant and Equipment   |          | 2,741.43                     | -               | 2,741.43        | 2,526.67                    | -             | 2,526.67        |
| Capital Work-In-Progress        |          | -                            | -               | -               | -                           | -             | -               |
| Intangible Assets               |          | -                            | -               | -               | -                           | -             | -               |
| <b>Financial Assets</b>         |          |                              |                 |                 |                             |               |                 |
| Investments                     | a(i)     | 1,017.63                     | 3,330.33        | 4,347.96        | 276.23                      | (0.04)        | 276.19          |
| Other Financial Assets          |          | 62.59                        | -               | 62.59           | 83.10                       | -             | 83.10           |
| Other Non-Current Assets        |          | 10.17                        | -               | 10.17           | 61.76                       | -             | 61.76           |
| <b>Total Non current assets</b> |          | <b>3,831.82</b>              | <b>3,330.33</b> | <b>7,162.15</b> | <b>2,947.75</b>             | <b>(0.04)</b> | <b>2,947.72</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

(Rs. in lakhs)

| Particulars                                       | Note No. | 31 <sup>st</sup> March, 2017 |                 |                  | 1 <sup>st</sup> April, 2016 |             |                  |
|---------------------------------------------------|----------|------------------------------|-----------------|------------------|-----------------------------|-------------|------------------|
|                                                   |          | Previous GAAP                | Adjustments     | Ind AS           | Previous GAAP               | Adjustments | Ind AS           |
| <b>CURRENT ASSETS</b>                             |          |                              |                 |                  |                             |             |                  |
| Inventories                                       |          | 3,224.21                     | -               | 3,224.21         | 3,715.33                    | -           | 3,715.33         |
| <b>Financial Assets</b>                           |          |                              |                 |                  |                             |             |                  |
| Investments                                       | a(ii)    | 1,225.00                     | 11.34           | 1,236.34         | 900.00                      | 7.01        | 907.01           |
| Trade Receivables                                 |          | 5,175.04                     | -               | 5,175.04         | 5,114.67                    | -           | 5,114.67         |
| Cash and Cash Equivalents                         |          | 1,037.72                     | -               | 1,037.72         | 217.85                      | -           | 217.85           |
| Bank balances other than cash and cash equivalent |          | 116.24                       | -               | 116.24           | 104.75                      | -           | 104.75           |
| Other Financial Assets                            | (h)      | 85.50                        | (0.09)          | 85.41            | 93.67                       | (0.07)      | 93.60            |
| Current Tax Asset (Net)                           |          | 87.33                        | -               | 87.33            | 59.38                       | -           | 59.38            |
| Other Current Assets                              |          | 748.91                       | -               | 748.91           | 500.36                      | 0.01        | 500.36           |
| <b>Total Current Assets</b>                       |          | <b>11,699.95</b>             | <b>11.25</b>    | <b>11,711.20</b> | <b>10,706.01</b>            | <b>6.94</b> | <b>10,712.96</b> |
| <b>Total Assets</b>                               |          | <b>15,531.77</b>             | <b>3,341.58</b> | <b>18,873.34</b> | <b>13,653.77</b>            | <b>6.90</b> | <b>13,660.68</b> |
| <b>EQUITY AND LIABILITIES</b>                     |          |                              |                 |                  |                             |             |                  |
| <b>EQUITY</b>                                     |          |                              |                 |                  |                             |             |                  |
| Equity Share Capital                              |          | 1,061.00                     | -               | 1,061.00         | 1,061.00                    | -           | 1,061.00         |
| Other Equity                                      | (d)      | 11,637.93                    | 3,337.64        | 14,975.57        | 9,917.72                    | 4.47        | 9,922.19         |
| <b>Total Equity</b>                               |          | <b>12,698.93</b>             | <b>3,337.64</b> | <b>16,036.57</b> | <b>10,978.72</b>            | <b>4.47</b> | <b>10,983.19</b> |
| <b>LIABILITIES</b>                                |          |                              |                 |                  |                             |             |                  |
| <b>NON-CURRENT LIABILITIES</b>                    |          |                              |                 |                  |                             |             |                  |
| Deferred Tax Liabilities (Net)                    | (b)      | 423.29                       | 3.92            | 427.21           | 426.59                      | 2.43        | 429.02           |
| <b>Total Non Current Liabilities</b>              |          | <b>423.29</b>                | <b>3.92</b>     | <b>427.21</b>    | <b>426.59</b>               | <b>2.43</b> | <b>429.02</b>    |
| <b>CURRENT LIABILITIES</b>                        |          |                              |                 |                  |                             |             |                  |
| <b>Financial Liabilities</b>                      |          |                              |                 |                  |                             |             |                  |
| Borrowings                                        |          | 114.19                       | -               | 114.19           | 301.59                      | -           | 301.59           |
| Trade Payables                                    |          | 1,536.17                     | -               | 1,536.17         | 1,212.97                    | -           | 1,212.97         |
| Other Financial Liabilities                       |          | 543.69                       | -               | 543.69           | 528.02                      | -           | 528.02           |
| Other Current Liabilities                         |          | 176.95                       | -               | 176.96           | 166.28                      | -           | 166.28           |
| Provisions                                        |          | 38.55                        | -               | 38.55            | 39.61                       | -           | 39.61            |
| <b>Total current liabilities</b>                  |          | <b>2,409.55</b>              | <b>-</b>        | <b>2,409.56</b>  | <b>2,248.46</b>             | <b>-</b>    | <b>2,248.46</b>  |
| <b>Total Equity and Liabilities</b>               |          | <b>15,531.77</b>             | <b>3,341.57</b> | <b>18,873.34</b> | <b>13,653.77</b>            | <b>6.90</b> | <b>13,660.67</b> |

The previous GAAP figures have been reclassified to conform to Ind AS presentation requirement for the purpose of this note.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Reconciliation of total comprehensive income for the year ended 31<sup>st</sup> March, 2017

(Rs. in lakhs)

| Particulars                                                                         | Note No. | Previous GAAP    | Adjustments     | Ind AS           |
|-------------------------------------------------------------------------------------|----------|------------------|-----------------|------------------|
| <b>REVENUE</b>                                                                      |          |                  |                 |                  |
| Revenue from Operations                                                             | (g)      | 35,762.47        | (50.42)         | 35,712.05        |
| Other Income                                                                        | a(ii)    | 484.17           | (37.99)         | 446.19           |
| <b>Total Revenue</b>                                                                |          | <b>36,246.64</b> | <b>(88.40)</b>  | <b>36,158.24</b> |
| <b>EXPENSES</b>                                                                     |          |                  |                 |                  |
| Cost of Materials Consumed                                                          |          | 25,311.07        | -               | 25,311.07        |
| Changes in Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress       |          | (36.69)          | -               | (36.69)          |
| Excise duty on sales                                                                |          | 2,839.78         | -               | 2,839.78         |
| Employee Benefits Expense                                                           | (c)      | 1,942.83         | (29.55)         | 1,913.28         |
| Finance Cost                                                                        |          | 29.98            | -               | 29.98            |
| Depreciation and Amortisation Expense                                               |          | 293.40           | -               | 293.40           |
| Other Expenses                                                                      | (g)      | 3,056.11         | (50.39)         | 3,005.72         |
| <b>Total Expenses</b>                                                               |          | <b>33,436.48</b> | <b>(79.94)</b>  | <b>33,356.54</b> |
| <b>Profit before Tax</b>                                                            |          | <b>2,810.16</b>  | <b>(8.46)</b>   | <b>2,801.70</b>  |
| (1) Current tax                                                                     |          | 774.00           | 2.90            | 776.90           |
| (2) Deferred tax (Credit)                                                           | (b)      | (3.30)           | 1.50            | (1.80)           |
| <b>Total Tax Expenses</b>                                                           |          | <b>770.70</b>    | <b>4.40</b>     | <b>775.10</b>    |
| <b>Profit after Tax</b>                                                             |          | <b>2,039.46</b>  | <b>(12.86)</b>  | <b>2,026.60</b>  |
| <b>Other Comprehensive Income</b>                                                   | (e)      |                  |                 |                  |
| <b>(A) i) Items that will not be reclassified to profit or loss</b>                 |          |                  |                 |                  |
| a) Remeasurement of defined benefit obligations                                     | (c)      | -                | (29.55)         | (29.55)          |
| Income tax relating to these items                                                  |          | -                | 10.23           | 10.23            |
| b) Change in fair value of investment in equities carried at fair value through OCI | a(i)     | -                | 3,372.56        | 3,372.56         |
| Income tax relating to these items                                                  |          | -                | (7.32)          | (7.32)           |
| <b>Other Comprehensive Income for the Year (Net of Tax)</b>                         |          | <b>-</b>         | <b>3,345.92</b> | <b>3,345.92</b>  |
| <b>Total Comprehensive Income for the period</b>                                    |          | <b>2,039.46</b>  | <b>3,333.06</b> | <b>5,372.52</b>  |

The previous GAAP figures have been reclassified to conform to Ind AS presentation requirement for the purpose of this note.

### Reconciliation of total equity as at 31<sup>st</sup> March, 2017 and 1<sup>st</sup> April, 2016

(Rs. in lakhs)

| Particulars                                               | 31.03.2017       | 01.04.2016       |
|-----------------------------------------------------------|------------------|------------------|
| <b>Total equity shareholder fund as per previous GAAP</b> | <b>12,698.90</b> | <b>10,978.72</b> |
| <b>Adjustments</b>                                        |                  |                  |
| Fair value of Quoted investment                           | 3,330.25         | (0.11)           |
| Fair value of Unquoted investment                         | 11.34            | 7.01             |
| Tax relating on valuation of Mutual fund                  | (3.92)           | (2.43)           |
| <b>Total Adjustment</b>                                   | <b>3,337.67</b>  | <b>4.47</b>      |
| <b>Total equity as per Ind AS</b>                         | <b>16,036.57</b> | <b>10,983.19</b> |



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018 (contd.)

### Reconciliation of total comprehensive income for the year ended 31<sup>st</sup> March, 2017

|                                                                                 | (Rs. in lakhs)  |
|---------------------------------------------------------------------------------|-----------------|
| Particulars                                                                     | 31.03.2017      |
| Profit after tax as per previous GAAP                                           | 2,039.46        |
| Adjustment:                                                                     |                 |
| Valuation of investment through FVTPL (Marked to market)                        | 4.32            |
| Income tax relating to such item                                                | (1.50)          |
| Gain/Loss on sale of equity instrument transfer to OCI                          | (42.32)         |
| Income tax relating to such item                                                | 7.32            |
| Actuarial loss on defined benefit plan recognised in OCI (net of tax)           | 19.32           |
| <b>Total Adjustment</b>                                                         | <b>(12.85)</b>  |
| <b>Profit after tax as per Ind AS</b>                                           | <b>2,026.60</b> |
| <b>Other comprehensive income (net of tax)</b>                                  |                 |
| Actuarial Gain/loss on defined benefit obligation (Net of tax)                  | (19.32)         |
| Fair value/ Gain on sale of investment                                          | 3,372.56        |
| Income tax relating to fair value measurement/gain on sale of equity instrument | (7.32)          |
| <b>Total comprehensive income as per Ind AS</b>                                 | <b>5,372.52</b> |

### Reconciliation of Cash Flow for the year ended 31<sup>st</sup> March, 2017

|                                                                    |                 |             | (Rs. in lakhs)  |
|--------------------------------------------------------------------|-----------------|-------------|-----------------|
| Particulars                                                        | Previous GAAP   | Adjustments | Ind AS          |
| Net Cash flow from operating activities                            | 2,849.11        | (135.01)    | 2,714.10        |
| Net Cash flow from investing activities                            | (1,492.61)      | 135.01      | (1,357.60)      |
| Net Cash flow from financing activities                            | (536.63)        | -           | (536.63)        |
| <b>Net increase/(decrease) in cash and cash equivalents</b>        | <b>819.87</b>   | <b>-</b>    | <b>819.87</b>   |
| Cash and Cash equivalents as at 1 <sup>st</sup> April, 2016        | 217.85          | -           | 217.85          |
| <b>Cash and Cash equivalents as at 31<sup>st</sup> March, 2017</b> | <b>1,037.72</b> | <b>-</b>    | <b>1,037.72</b> |

### Notes to Reconciliation

#### a) Fair valuation of Investment

- i) Under previous GAAP, company accounted for long term investments in quoted and unquoted equity share as investment measured at cost less provision of other than temporary diminution in the value of investment. Under Ind AS company has designated quoted investment as FVTOCI investment. The resulting fair value change in these investment have been recognised in separate component of equity (FVTOCI Reserve) as at date of transition and subsequently in other comprehensive income.
- ii) Under previous GAAP, company accounted for unquoted short term investment at cost or market value whichever is less. Under Ind AS company has designated its unquoted investment through FVTPL. The resulting changes in fair value of investment at NAV have been recognised in retained earnings as at date of transition and subsequently in Statement of Profit and Loss.



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2018

### b) Deferred Tax

Under Previous GAAP, deferred tax is calculated using the income statement approach, which focuses on differences between accounting profits and taxable profits for the period. Under Ind AS, deferred tax is accounted using the balance sheet approach, which focuses on temporary differences between the carrying amount of the assets or liabilities in the balance sheet and its tax base. The resulting changes in the amount of deferred tax is recognised in deferred tax liability on the date of transition and subsequently in Statement of Profit and Loss for those items relating to Profit and Loss and in other comprehensive income for those which are classified through FVTOCI.

### c) Employee Benefits

Both under Indian GAAP and Ind AS, the company recognized costs related to its post employment defined benefits plan on an actuarial basis. Under Indian GAAP the entire cost including actuarial gain/loss are charged to profit or loss. Under Ind AS, Remeasurements are recognized in Other Comprehensive Income.

### d) Other Equity

Retained Earnings as at 1st April 2016 has been adjusted to the above Ind AS transition adjustments. Refer 'Reconciliation of Total Equity' as at 31st March 2017 and 1<sup>st</sup> April, 2016' as given above.

Capital reserve on account of Government grant has been transferred to Retained earnings as on date of transition.

### e) Other Comprehensive Income

Under Indian GAAP the company has not presented Other Comprehensive Income separately. Hence Indian GAAP profit or loss is reconciled to total comprehensive income.

### f) Cash flow statement

Cash flow from operating activity under Ind AS has decreased due to gain on sale of investment as previously classified in investing activity.

### g) Trade discount and Volume rebate

Under Previous GAAP, Trade discounts and volume rebates received are not encompassed within the definition of revenue, since they represent a reduction of cost. Under Ind AS, Trade discount and volume rebate cover in definition of Revenue so it is deducted from sales.

### h) Financial Asset

Under previous GAAP, Company accounts interest accrue on national saving certificate as current assets. Under Ind AS certain assets covered under Ind AS 32 meet the definition of Financial assets which is to be settled in cash or another financial assets are classified as financial assets at amortised cost. So interest accrue on such investment shown with actual investment value.

For and on behalf of the Board of Directors

For M.L.GARG & COMPANY  
CHARTERED ACCOUNTANTS  
ICAI'S FRN 001604N

NAVIN JAIN  
SR.GM (LEGAL) &  
COMPANY SECRETARY

R.K. SUREKA  
DIRECTOR & CEO  
DIN:00058043

MANISH K. GARG  
PARTNER  
Membership No. 96238

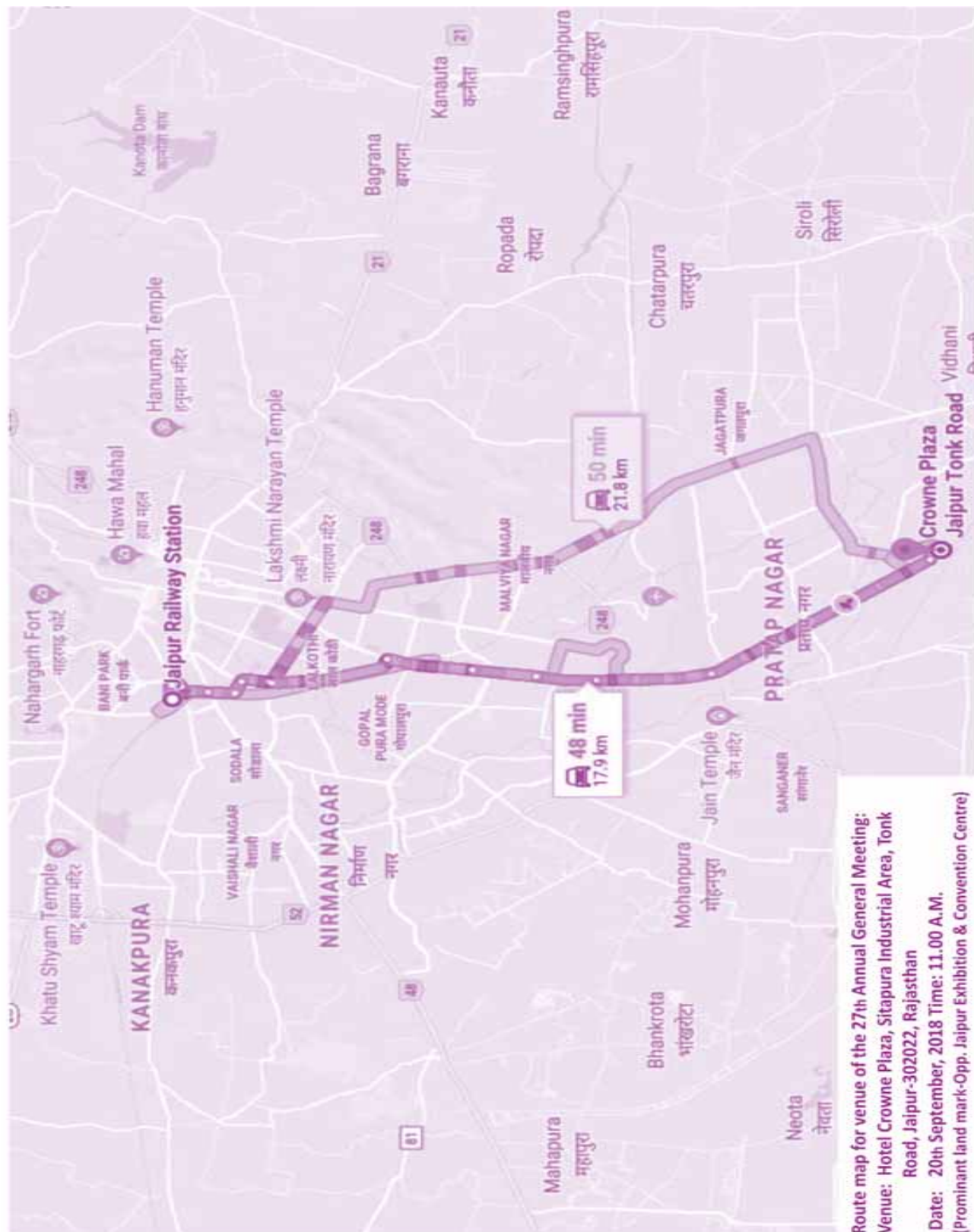
B.K. BOHRA  
AVP (COMM. & LEGAL)

S.S. PODDAR  
MANAGING DIRECTOR & CFO  
DIN :00058025

PLACE : JAIPUR  
DATE : 19th May,2018



## ROUTE MAP





**Form No. MGT-11**  
**Proxy Form**

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

**CIN : L24117RJ1991PLC006307**

Name of the company: **PODDAR PIGMENTS LIMITED**

**Registered office : E-10,11 & F-14 To 16, RIICO Industrial Area,  
Sitapura, Jaipur-302 022 (Rajasthan)**

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No/ Client Id No. : ..... DP ID No. : .....

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

1. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

or failing him

2. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

or failing him

3. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on the 20<sup>th</sup> day of September, 2018 At 11.00 a.m. at Jaipur and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolutions                                                                                                                                                                                      | For | Against |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1       | To consider and adopt the Audited Financial Statement for the year ended 31st March, 2018 and the Balance Sheet as at that date and the Directors' and Auditors' Report thereon.                 |     |         |
| 2       | To declare Final Dividend for the financial year ended March 31, 2018.                                                                                                                           |     |         |
| 3       | To appoint a Director in place of Smt. Mahima P. Agarwal, who retires by rotation and being eligible, offers herself for re-appointment.                                                         |     |         |
| 4       | To Approval of the remuneration of Cost Auditor                                                                                                                                                  |     |         |
| 5       | To Approval for revision in remuneration and re-appointment of Director & CEO                                                                                                                    |     |         |
| 6       | To Approval for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate. |     |         |

Signed this.....day of .....2018

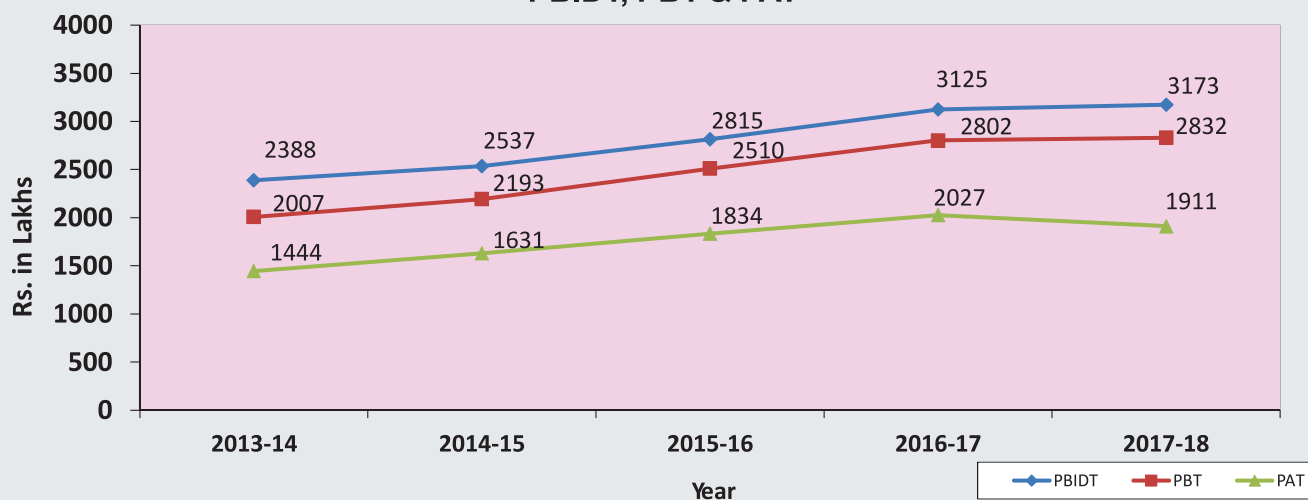
Signature of shareholder ..... Signature of Proxy holder(s) .....

Revenue  
Stamp of  
Rs. 1/-

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

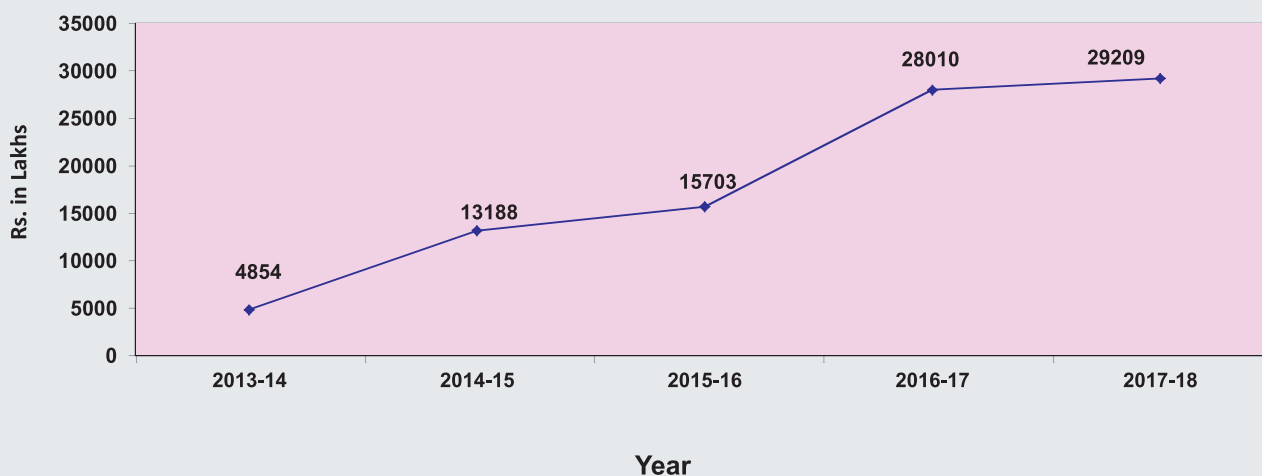


### PBIDT, PBT & PAT

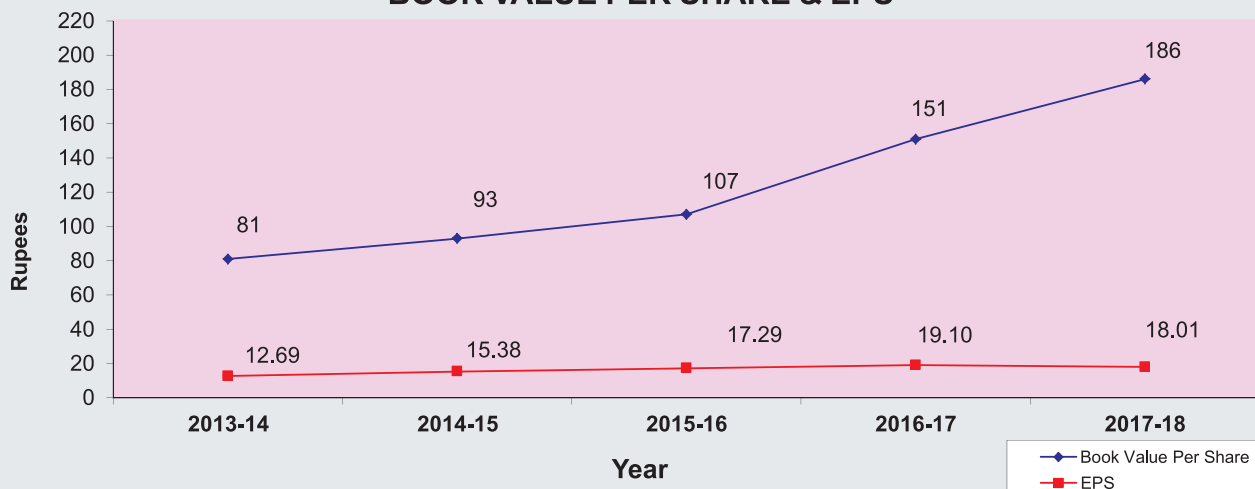


During the Year 2017-18, the Company has adopted Ind AS. Accordingly the figures for the previous year 2016-17 have been restated. Figures for remaining periods have not been restated

### MARKET CAPITALIZATION

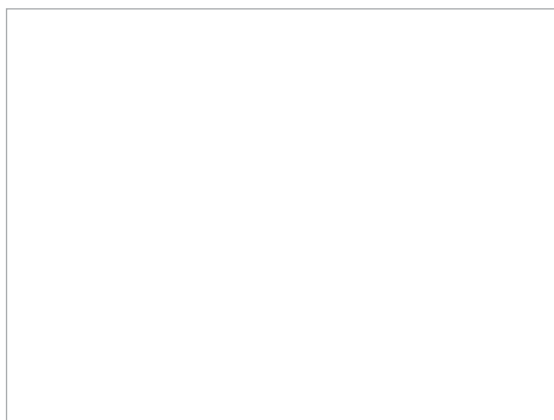


### BOOK VALUE PER SHARE & EPS



During the Year 2017-18, the Company has adopted Ind AS. Accordingly the figures for the year previous 2016-17 have been restated. Figures for remaining periods have not been restated

## BOOK POST



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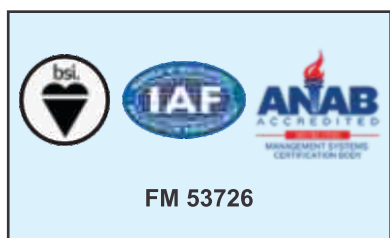
Registered Office & Works

**PODDAR PIGMENTS LTD.**

E-10, 11 & F- 14 to 16,

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**AN ISO 9001 : 2015 COMPANY**

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