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# **THE YAMUNA SYNDICATE LIMITED**

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**Reports and Financial Statements for the year ended  
31<sup>st</sup> March, 2016**

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## ANNUAL REPORT 2015-16

### BOARD OF DIRECTORS :

1. **Mr. Ranjit Puri**  
CHAIRMAN
2. **Mr. Vinod K. Nagpal**  
DIRECTOR
3. **Mr. D.D. Sharma**  
DIRECTOR
4. **Mr. Aditya Puri**  
DIRECTOR

### COMPANY SECRETARY :

**Mr. Ashish Kumar**

### AUDITORS :

**M/s. K.C. Malhotra & Co.**  
**Chartered Accountants**  
**New Delhi.**

### BANKERS :

1. **Punjab National Bank**
2. **State Bank of Patiala**

### REGISTERED OFFICE :

**Yamunanagar, Haryana.**

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**BOARD's REPORT**

1.0 The Board hereby presents its Report for the year ended 31<sup>st</sup> March, 2016.

**2.0 FINANCIAL RESULTS AND HIGHLIGHTS:**

2.1 The financial results of the Company are given below :

(Rupees in lacs)

	Particulars	As at 31.03.2016	As at 31.03.2015
I.	<b>EQUITY AND LIABILITIES:</b>		
	-Shareholders' Funds	3854.55	3335.58
	-Non-Current Liabilities	230.31	673.59
	-Current Liabilities	400.21	781.65
	<b>Total</b>	<b>4485.07</b>	<b>4790.82</b>
II.	<b>ASSETS:</b>		
	-Fixed Assets	35.95	43.41
	- Other Non-Current Assets	3749.52	3767.46
	-Current Assets	699.60	979.95
	<b>Total</b>	<b>4485.07</b>	<b>4790.82</b>
		<b>For the year ended 31.03.2016</b>	<b>For the year ended 31.03.2015</b>
III.	Revenue from Operations & Other Income	5135.16	6067.48
IV.	Total Expenses	4505.33	5624.66
V.	Profit before Tax	629.83	442.82
VI.	Tax Expenses	8.96	2.48
VII.	<b>Profit after Tax</b>	<b>620.87</b>	<b>440.34</b>
VIII.	Dividend including Tax	101.90	50.95
IX.	Transfer to General Reserve	-	44.00
X.	Balance carried to Profit & Loss Account	518.97	345.39
XI.	Basic/Diluted earning per Share of Rs. 100/- each	293	208

**3.0 DIVIDEND:**

3.1 Your directors are pleased to recommend a final dividend of Rs.20/- per share in addition to Interim Dividend of Rs.20/- per share already disbursed in the month of March 2016.

**4.0 STATE OF COMPANY AFFAIRS AND OPERATIONS:**

4.1 The profit for the year is higher at Rs. 620.87 lacs as against Rs.440.34 lacs last year, including dividend received from Associate Company-Isgec Heavy Engineering Ltd. Rs.659.31 lacs as against Rs.560.41 lacs last year.

4.2 The Company, over the years, was engaged in the business of sale of Tractors. However, for the last few years, due to intense competition and lower demand, the Tractor business was becoming unviable. The situation did not improve during the year. Therefore, the Company surrendered the Dealership of Tractors.

- 4.3 The Company is looking into the possibility of expanding the businesses, which it is currently engaged in.
- 4.4 We expect sales and profits from other businesses to remain stable.
- 5.0 REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF ISGEC HEAVY ENGINEERING LIMITED (ASSOCIATE COMPANY):**
- 5.1 In spite of the adverse economic conditions, the Associate Company has growth both in revenue as well as in profits, due to continued and intensive efforts towards up-gradation of technology, value engineering, cost control, and increase in productivity.
- 5.2 The order book at the close of the year was healthy. The Company could sustain and also improve market share in most of its business lines.
- 5.3 The financial position of the Associate Company was also better than the preceding year.
- 5.4 Further, as required under Rule 5 of the Companies (Accounts Rules), 2014, a statement in Form AOC-1 containing salient features of the financial statement of Associate Company is annexed.
- 6.0 CONSOLIDATED FINANCIAL STATEMENTS:**
- 6.1 As required under Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statements in respect of the Company and its Associate Company- Isgec Heavy Engineering Limited.
- 7.0 AUDITORS:**
- 7.1 M/s. K.C. Malhotra & Company, Chartered Accountants, New Delhi, Auditors of the Company, will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment to audit the accounts of the Company for the financial year 2016-17. As required under provisions of Companies Act, 2013 the Company has obtained written confirmation from the auditors for such appointment.
- 8.0 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**
- 8.1 The Board met four times in the year ended 31<sup>st</sup> March 2016 viz. on 28<sup>th</sup> May, 2015, 23<sup>rd</sup> September, 2015, 22<sup>nd</sup> December, 2015 and 12<sup>th</sup> March, 2016.
- 9.0 PARTICULARS OF EMPLOYEES UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**
- 9.1 Not applicable as there is no such employee covered under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
- 10.0 PARTICULARS OF DISCLOSURES UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013:**
- 10.1 The particulars, as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption, are not required to be furnished since the Company is engaged in trading activity only.
- 10.2 There are no foreign exchange earnings and outgo.
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**11.0 EXTRACT OF THE ANNUAL RETURN AS PROVIDED UNDER SECTION 92(2) OF THE COMPANIES ACT, 2013:**

- 11.1 An extract of the Annual Return of the Company in prescribed form MGT-9 is annexed herewith, as Annexure-I.

**12.0 DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(3)(c) & 134(5) OF THE COMPANIES ACT, 2013:**

- 12.1 Pursuant to the requirement of Section 134(3)(c) & 134(5) of the Companies Act, 2013 ('the Act') and based on the representations received from the operating management, your Directors hereby confirm that:-

- (a) in the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed and there are no material departures;
- (b) The Directors have selected such accounting policies with the concurrence of Statutory Auditors, and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year, and of the profit of the Company for the financial year;
- (c) The Directors have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the Annual Accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company, and these financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

**13.0 DETAILS OF SIGNIFICANT & MATERIAL ORDERS:**

- 13.1 There is no significant and material order passed by the regulators, courts or tribunals impacting the going concern status and company's operations in future.

**14.0 RISK MANAGEMENT POLICY:**

- 14.1 The Board has developed and implemented a Risk Management Policy for the Company, including for identifying elements of risk, which, in the opinion of the Board, may threaten the existence of the Company. In terms of the Policy, the operating management, before accepting any order, reviews its conditions, including payment terms, and all steps are taken to mitigate risks.

- 14.2 The Company also takes adequate insurance to protect its assets.

**15.0 PARTICULARS OF LOANS/GUARANTEES/INVESTMENTS:**

- 15.1 The Company did not make any investment during the year, including investment in shares of Associate Company – Isgec Heavy Engineering Limited, which is same as at the commencement of financial year.

**16.0 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

- 16.1 The particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, are given in the prescribed Form AOC-2, annexed as Annexure-II.

**17.0 INTERNAL FINANCIAL CONTROLS:**

- 17.1 The Company has adequate internal financial controls with reference to financial statements and these are working effectively.

**18.0 MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE CLOSE OF THE YEAR:**

- 18.1 There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**19.0 ACKNOWLEDGEMENTS:**

- 19.1 Your Directors take this opportunity to thank the Banks, Government Authorities, Regulatory Authorities, and the Shareholders for their continued co-operation and support to the Company.
- 20.0 With these remarks, we present the Accounts for the year ended 31<sup>st</sup> March, 2016.

By Order of the Board

Dated : 30.06.2016  
Place : Noida (U.P.)

(Aditya Puri)	(Vinod K. Nagpal)
Director	Director
DIN : 00052534	DIN : 00147777

Encl. Annexure I & II

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

Annexure - I

As on financial year ended on 31.03.2016

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

**I. REGISTRATION & OTHER DETAILS:**

	CIN	U24101HR1954PLC001837
2.	Registration Date	14-04-1954
3.	Name of the Company	The Yamuna Syndicate Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian non-govt. Company
5.	Address of the Registered office & contact details	Radaur Road, Yamunanagar-135 001. Ph. No. 01732-255479
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Ashish Kumar, Company Secretary The Yamuna Syndicate Limited Radaur Road, Yamunanagar-135001 Ph. No. 01732-255479

**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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of Motor Sprit/HSD	47300	41.10%
2	Sale of Batteries	46529	25.25%
3	Sale of Pesticides	47737	13.08%
4	Sale of Lubricants	46610	11.49%

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

N	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Isgcc Heavy Engineering Ltd.  Radaur Road, Yamunanagar-135001.	L23423HR1933PLC000097	Associate Company	44.83%	Section 2(6) of the Companies Act, 2013

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

## (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/HUF	-	154984	154984	73.23	-	172421	172421	81.47	8.24
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
(2) <b>Foreign</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A1+A2)</b>	-	154984	154984	73.23	-	172421	172421	81.47	8.24
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	47	47	0.02	-	47	47	0.02	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(I):-</b>	-	47	47	0.02	-	47	47	0.02	0.00

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian		3137	3137	1.48		3145	3145	1.48	0.004
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		11312	11312	5.34		9564	9564	4.52	(0.82)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		41808	41808	19.75		26111	26111	12.34	(7.41)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians		360	360	0.17		360	360	0.17	0.00
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	56617	56617	26.75	-	39180	39180	18.51	(8.24)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>		<b>56664</b>	<b>56664</b>	<b>26.77</b>	-	<b>39227</b>	<b>39227</b>	<b>18.53</b>	<b>(8.24)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>		<b>211648</b>	<b>211648</b>	<b>100</b>	-	<b>211648</b>	<b>211648</b>	<b>100</b>	<b>0.00</b>

## ii) Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Ranjit Puri	101404	47.91	NIL	111301	52.59	NIL	4.68
2	Mr. Aditya Puri	37620	17.77	NIL	45160	21.34	NIL	3.56
3	Mrs. Nina Puri	10482	4.95	NIL	10482	4.95	NIL	-
4	Mrs. Tanu Priya Puri	5478	2.59	NIL	5478	2.59	NIL	-
	<b>TOTAL</b>	<b>154984</b>	<b>73.23</b>	<b>NIL</b>	<b>172421</b>	<b>81.47</b>	<b>NIL</b>	<b>8.24</b>

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

S. No.	Shareholder's Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ranjit Puri					
	a.	At the beginning of the year	101404	47.91	101404	47.91
	b.	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	22.12.2015 9897 Shares Transfer	4.68	111301	52.59
	c.	At the end of the year	111301	52.59	111301	52.59
2.	Mr. Aditya Puri					
	a.	At the beginning of the year	37620	17.77	37620	17.77
	b.	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	22.12.2015 6425 Shares Transfer	3.04	44045	20.81
			12.03.2016 1115 Shares Transfer	0.53	45160	21.34
	c.	At the end of the year	45160	21.34	45160	21.34
3.	Mrs. Nina Puri		No change in shareholding during the year.			
4.	Mrs. Tanu Priya Puri		No change in shareholding during the year.			

## iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date of Change	Increase/ (Decrease)	Reason for Change				
1.	Mr. Romesh Malhan						
	At the beginning of the year			24738	11.69	24738	11.69
	23.07.2015	(1000)	Transfer			23738	11.22
	22.12.2015	(1200)	Transfer			22538	10.65
	12.03.2016	(1115)	Transfer			21423	10.12
	At the end of the year					21423	10.12
2.	M/s. Parasram Commodities (P) Ltd.						
	At the beginning of the year			2216	1.05	2216	1.05
	No change during the year						
	At the end of the year					2216	1.05
3.	Mr. Ranjan Tandan						
	At the beginning of the year			1920	0.91	1920	0.91
	No change during the year						
	At the end of the year					1920	0.91
4.	Mr. D.B. Malik						
	At the beginning of the year			1794	0.85	1794	0.85
	No change during the year						
	At the end of the year					1794	0.85
5.	Mr. Dharam Bir Malik						
	At the beginning of the year			1720	0.81	1720	0.81
	No change during the year						
	At the end of the year					1720	0.81
6.	M/s. Parasram Industries (P) Ltd.						
	At the beginning of the year			681	0.32	681	0.32
	No change during the year						
	At the end of the year					681	0.32
7.	Mr. Madavlal Naranlal Pittie						
	At the beginning of the year			600	0.28	600	0.28
	No change during the year						
	At the end of the year					600	0.28
8.	Mrs. Anita Prem Lal						
	At the beginning of the year			402	0.19	402	0.19
	No change during the year						
	At the end of the year					402	0.19
9.	Mr. Bhiwani Dass						
	At the beginning of the year			276	0.13	276	0.13
	No change during the year						
	At the end of the year					276	0.13
10.	Mr. Swaroop Krishan Khanna						
	At the beginning of the year			272	0.13	272	0.13
	No change during the year						
	At the end of the year					272	0.13

## v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ranjit Puri, Chairman					
	a.	At the beginning of the year	101404	47.91	101404	47.91
	b.	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	22.12.2015 9897 Shares Transfer	4.68	111301	52.59
	c.	At the end of the year	111301	52.59	111301	52.59
2.	Mr. Aditya Puri, Director					
	a.	At the beginning of the year	37620	17.77	37620	17.77
	b.	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	22.12.2015 6425 Shares Transfer 12.03.2016 1115 Shares Transfer	3.04 0.53	44045 45160	20.81 21.34
	c.	At the end of the year	45160	21.34	45160	21.34
3.	Mr. Vinod K. Nagpal, Director					
	a.	At the beginning of the year	116	0.05	116	0.05
	b.	Date wise Increase / (Decrease) in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	08.02.2016 (116) Shares Transfer 08.02.2016 56 Shares Transfer	(0.05) 0.03	0 56	0.00 0.03
	c.	At the end of the year	56	0.03	56	0.03
4	Mr. D.D. Sharma, Director					
	a.	At the beginning of the year	50	0.02	50	0.02
	b.	Increase/(Decrease) in shareholding	-	-	-	-
	c.	At the end of the year	50	0.02	50	0.02
5.	Mr. R.N. Wakhloo, Chief Executive Officer					
	a.	At the beginning of the year	01	0.00	01	0.00
	b.	Increase/(Decrease) in shareholding	-	-	-	-
	c.	At the end of the year	01	0.00	01	0.00
6.	Mr. Ashish Kumar, Company Secretary					
	a.	At the beginning of the year	00	0.00	00	0.00
	b.	Increase/(Decrease) in shareholding	-	-	-	-
	c.	At the end of the year	00	0.00	00	0.00

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. In lacs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	919.30		379.00	1298.30
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		16.61	16.61
<b>Total (i+ii+iii)</b>	919.30		395.61	1314.91
<b>Change in Indebtedness during the financial year</b>				
* Addition	-		16.75	16.75
* (Reduction)	(911.93)			(911.93)
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7.37		379.00	386.37
ii) Interest due but not paid				
iii) Interest accrued but not due	-		33.36	33.36
<b>Total (i+ii+iii)</b>	7.37		412.36	419.73

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

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **Not Applicable**  
 B. Remuneration to other directors

(Rs. In lacs.)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Vinod K. Nagpal	Mr. D.D. Sharma	Mr. Ranjit Puri	Mr. Aditya Puri	
1	Fee for attending board/ committee meetings	0.08	0.08	0.08	0.08	0.32
2	Commission	0.05	0.05	0.05	0.05	0.20
3	Others, please specify	-	-	-	-	
	<b>Total (1)</b>	0.13	0.13	0.13	0.13	0.52
	<b>Total Managerial Remuneration (A+B)</b>					0.52
	<b>Overall Ceiling as per the Act</b>					6.21

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

(Rs. In lacs.)

S.No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. R.N. Wakhloo, Chief Executive Officer	Mr. Ashish Kumar, Company Secretary	Total
I	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22.73	3.40	26.13
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.07	-	3.07
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	others, specify...			
5	Others, please specify			
	Total	25.80		29.20

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

By Order of the Board

Dated : 30.06.2016  
Place: Noida (U.P.)

(Aditya Puri) (Vinod K. Nagpal)  
Director Director  
DIN : 00052534 DIN : 00147777

## Annexure – II

## FORM NO. AOC.2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : No such transactions
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements/transactions	(c) Duration of the contracts/arrangements/transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
	Name(s)	Nature of Relationship					
1.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company.	Sale of Goods & Services	1 Year	Sale of Lubricants/oil/Batteries/ Electrical goods etc. for Rs. 158.52 lacs during the year.	Not Applicable	Nil
2.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company.	Availing of Services	1 Year	Services availed for Rs. 31.49 lacs during the year.	Not Applicable	Nil
3.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company.	Lease Rent paid	1 Year	Lease Rent for Rs. 0.39 lacs paid during the year	Not Applicable	Nil

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements/transactions	(c) Duration of the contracts/arrangements/transactions	(d) Salient terms of the contracts or arrangements including the value, if any	(e) Date(s) of approval by the Board, if any	(f) Amount as paid advances, if any
	Name(s)	Nature of Relationship					
4.	Isgec Heavy Engineering Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital and Associate Company	Dividend Received	1 Year	Dividend Received Rs. 659.31 lacs during the year	Not Applicable	Nil
5.	Saraswati Mills Sugar Ltd.	Body corporate whose Board of Directors is accustomed to act in accordance with the advice of directors	Sale of Goods & Services	1 Year	Sale of Lubricants/oil/Batteries/ Electrical goods etc. for Rs. 238.35 lacs during the year.	Not Applicable	Nil
6.	Jullundur Motor Agency (Delhi) Ltd.	Public company in which Directors and their relatives hold more than 2% of paid up Share Capital	Purchase of Goods	1 Year	Purchase of spare parts for Trading for Rs.4.95 lacs during the year.	Not Applicable	Nil
7.	Mr. Ranjit Puri	Chairman	Interest on Fixed Deposits	3 Years	Interest on Fixed Deposits paid/credited Rs. 38.25 lacs during the year.	Not Applicable	Nil
			Remuneration and fee for attending Board meetings	1 Year	Remuneration and fee for attending Board meetings paid Rs. 0.05 lacs and 0.08 lacs respectively during the year.		

Sl. No.	(a) Related party		(b) Nature of contracts/arrangements/transactions	(c) Duration of the contracts/arrangements/transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Date(s) of approval by Board, if any:	(f) Amount as paid advances, if any:
	Name(s)	Nature of Relationship					
8.	Mr. D.D. Sharma	Director	Interest on Fixed Deposits	3 Years	Interest on Fixed Deposits paid Rs. 7.90 lacs to Mr. D.D. Sharma during the year.	Not Applicable	Nil
9.	Mr. Vinod K. Nagpal	Director	Remuneration and fee for attending Board meetings	1 Year	Remuneration and fee for attending Board meetings paid Rs. 0.05 lacs and 0.08 lacs respectively during the year.	Not Applicable	Nil
10.	Mr. Aditya Puri	Director	Remuneration and fee for attending Board meetings	1 Year	Remuneration and fee for attending Board meetings paid Rs. 0.05 lacs and 0.08 lacs respectively during the year.	Not Applicable	Nil

By Order of the Board

(Aditya Puri) (Vinod K. Nagpal)  
 Director Director  
 DIN : 00052534 DIN : 00147777

Dated : 30.06.2016  
 Place: Noida (U.P.)

## INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF THE YAMUNA SYNDICATE LIMITED

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of The Yamuna Syndicate Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended March 31, 2016 and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditor's Responsibility**

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

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

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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" to this report;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, as required to be transferred to the Investor Education and protection Fund by the Company.

**For K.C. MALHOTRA & CO.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No.013624

Place: New Delhi  
Dated: 30.06.2016

**Annexure 'A' referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report of even date to the members of The Yamuna Syndicate Limited on the standalone financial Statements as of and for the year ended March 31, 2016**

- i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The management has certified that it has conducted a physical verification of the fixed assets at reasonable intervals, and no material discrepancies were noticed on such verification.
- c) The title deed of immovable properties are held in the name of the company.
- ii. The inventory has been physically verified by the management at reasonable intervals. The discrepancies noticed on physical verification of inventory were not material and have been properly dealt within the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- v. The Company has not accepted any deposits from the public.
- vi. Maintenance of cost records has not been prescribed to the company by the Central Government under Section 148(1) of the Companies Act, 2013.
- vii. a) The Company is regular in depositing undisputed statutory dues including, provident fund, employees' state insurance, income-tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues and other material statutory dues as applicable with the appropriate authorities were outstanding, at the year end, for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
- viii. The Company did not have any outstanding dues from banks, financial institutions, debenture holders or government.
- ix. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer and term loans hence, reporting under clause 3(ix) of the order is not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or on the Company by the officers and employees of the Company has been noticed or reported during the year, nor have been informed of any such case by the management.
- xi. The provisions of section 197 read with Schedule V to the Companies Act, 2013 are not applicable to the Company. Therefore, the requirements under paragraph 3(xi) of the Order are not applicable to the Company and hence not commented upon.

- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of Section 177 are not applicable to the Company and accordingly reporting under clause 3(xiii) insofar as it relates to Section 177 of the Act is not applicable to the Company and hence not commented upon.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit and hence provisions of clause 3(xiv) are not applicable and not commented upon.
- xv. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the Company.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For K.C. MALHOTRA & CO.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

Place: New Delhi  
Dated: 30.06.2016

**Ramesh Malhotra**  
Partner  
Membership No. 013624

**Annexure B to the Independent Auditor's Report of even date to the members of The Yamuna Syndicate Limited on the Standalone Financial Statements**

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

We have audited the internal financial controls over financial reporting of The Yamuna Syndicate Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended March 31, 2016.

**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 the 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.

**Auditor's 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 as specified 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 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.

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**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, 2016, 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.

**Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of The Yamuna Syndicate Limited, which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2016 and a summary of significant accounting policies and other explanatory information, and our report dated June 30, 2016 expressed an unqualified opinion thereon.

For K.C. MALHOTRA & CO.  
Chartered Accountants  
(Firm Regn. No. 000057N)

Place: New Delhi  
Dated: 30.06.2016

Ramesh Malhotra  
Partner  
Membership No.013624

**THE YAMUNA SYNDICATE LIMITED**

CIN : U24101HR1954PLC001837

**Balance Sheet as at 31<sup>st</sup> March, 2016**

PARTICULARS	Note No.	31.03.2016	Rupees in Lacs	31.03.2015
<b>I. EQUITY AND LIABILITIES</b>				
(1) <b>Shareholder's Funds</b>				
(a) Share Capital	2	211.65		211.65
(b) Reserves and Surplus	3	3,642.90		3,123.93
		<u>3,854.55</u>		<u>3,335.58</u>
(2) <b>Non-current Liabilities</b>				
(a) Long-term Borrowings	4	163.50		616.46
(b) Deferred Tax Liabilities (net)	28.5	1.44		1.13
(c) Other Long-term Liabilities	5	61.15		50.74
(d) Long-term Provisions	6	4.22		5.26
		<u>230.31</u>		<u>673.59</u>
(3) <b>Current Liabilities</b>				
(a) Short-term Borrowings	7	222.87		331.80
(b) Trade Payables	8	89.95		10.86
(c) Other Current Liabilities	9	35.51		387.91
(d) Short-term Provisions	10	51.88		51.08
		<u>400.21</u>		<u>781.65</u>
<b>Total</b>		<b><u>4,485.07</u></b>		<b><u>4,790.82</u></b>
<b>II. ASSETS</b>				
(1) <b>Non-current Assets</b>				
(a) Fixed Assets :				
Tangible Assets	11	35.95		43.41
(b) Non-current Investments	12	3,739.93		3,739.93
(c) Deferred Tax Assets (net)	28.5	-		-
(d) Long-term Loans and Advances	13	5.09		22.42
(e) Other Non-current Assets	14	4.50		5.11
		<u>3,785.47</u>		<u>3,810.87</u>
(2) <b>Current Assets</b>				
(a) Current Investments		-		-
(b) Inventories	15	243.26		413.99
(c) Trade Receivables	16	272.16		349.73
(d) Cash and Cash Equivalents	17	31.23		44.81
(e) Short-term Loans and Advances	18	116.95		132.33
(f) Other Current Assets	19	36.00		39.09
		<u>699.60</u>		<u>979.95</u>
<b>Total</b>		<b><u>4,485.07</u></b>		<b><u>4,790.82</u></b>
Significant Accounting Policies	1			
Notes on Financial Statements	2 to 29			

For and on behalf of Board of Directors

Ashish Kumar  
Company SecretaryR.N. Wakhloo  
Chief Executive OfficerAditya Puri  
Director  
DIN : 00052534Vinod K. Nagpal  
Director  
DIN : 00147777

In terms of our report of even date

**For K.C. Malhotra & Co.**Chartered Accountants  
(Firm Regn. No. 000057N)**Ramesh Malhotra**

Partner

Membership No. 013624

Place : New Delhi  
Dated : 30.06.2016

**THE YAMUNA SYNDICATE LIMITED**

25

CIN : U24101HR1954PLC001837

**Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016****PARTICULARS**

Rupees in Lacs

	Note No.	31.03.2016	31.03.2015
<b>I. Income</b>			
(a) Revenue from Operations	20	4,464.61	5,489.77
(b) Other Income	21	670.55	577.71
<b>Total Revenue (I)</b>		<b>5,135.16</b>	<b>6,067.48</b>
<b>II. Expenses :</b>			
(a) Purchase of Traded Goods	22.a	3,990.39	4,858.12
(b) Changes in Inventories of Traded Goods	22.b	170.05	299.12
(c) Employee Benefits Expenses	23	104.68	124.58
(d) Finance Costs	24	113.54	193.46
(e) Depreciation	11	6.24	11.55
(f) Other Expenses	25	120.43	137.83
<b>Total Expenses (II)</b>		<b>4,505.33</b>	<b>5,624.66</b>
<b>III. Profit before Tax (I-II)</b>		<b>629.83</b>	<b>442.82</b>
<b>IV. Tax Expense :</b>			
(a) Current Tax	26.a	8.65	-
(b) Deferred Tax	26.b	0.31	2.48
<b>V. Profit after Tax</b>		<b>620.87</b>	<b>440.34</b>
<b>VI. Earnings per equity share(basic and diluted) (Rs.)</b>			
Face Value Rs. 100/- each	28.4	293	208
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 29		

For and on behalf of Board of Directors

**Ashish Kumar**  
Company Secretary

**R.N. Wakhloo**  
Chief Executive Officer

**Aditya Puri**  
Director  
DIN : 00052534

**Vinod K. Nagpal**  
Director  
DIN : 00147777

In terms of our report of even date

**For K.C. Malhotra & Co.**

Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No. 013624

Place : New Delhi  
Dated : 30.06.2016

Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016

	Rupees in Lacs	
	31.03.2016	31.03.2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax	629.83	442.82
Adjustments for :		
Depreciation	6.24	11.55
Investment Income-Dividend received	(659.31)	(560.41)
(Profit)/Loss on sale of Fixed Assets - Net	-	(2.06)
Interest Income	(3.31)	(2.32)
Interest Expenses	113.54	193.46
Operating profit before working capital changes	<b>86.99</b>	<b>83.04</b>
Changes in Working Capital:		
Adjustments for (increase)/decrease in Operating Assets :		
Inventories	170.73	298.58
Trade Receivables	77.57	73.94
Short-term Loans and Advances	4.78	18.02
Long-term Loans and Advances	17.33	(3.11)
Other Current Assets	3.09	(15.79)
Other Non-current Assets	0.61	(5.11)
Adjustments for increase/(decrease) in Operating Liabilities:		
Trade Payables	79.09	(105.79)
Other Current Liabilities	(360.12)	237.10
Other Long-term Liabilities	10.41	(37.01)
Short-term Provisions	0.50	(0.92)
Long-term Provisions	(1.04)	(1.85)
Cash Generated From Operations	89.94	541.10
Interest Paid	(113.54)	(193.46)
Direct Taxes Paid/Refund Received	2.25	(0.46)
Net Cash Flow From Operating Activities	<b>(21.35)</b>	<b>347.18</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Capital expenditure on Fixed Assets	(0.23)	(2.44)
Proceeds from Sale of Fixed Assets	1.45	3.88
Purchase of Long-term Investments		
-Others	-	-
Interest Received		
-Others	3.31	2.32
Dividend Received		
-Others	659.31	560.41
Net Cash used in Investing Activities	<b>663.84</b>	<b>564.17</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
From Long-term Borrowing	(452.96)	(660.15)
From Short term Borrowing	(108.93)	(184.45)
Dividends Paid	(94.18)	(49.91)
Net Cash Used in Financing Activities	<b>(656.07)</b>	<b>(894.51)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C) (13.58)</b>		<b>16.84</b>

	Rupees in Lacs	
	31.03.2016	31.03.2015
Cash and Cash equivalents as at 1 <sup>st</sup> April, 2015 (Opening Balance) - Refer Note 17	44.81	27.97
Cash and Cash equivalents as at 31 <sup>st</sup> March, 2016 (Closing Balance)- Refer Note 17	31.23	44.81

Note : The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standards-3 on Cash Flow statements, Specified under section 133, read with Rule 7 of the Companies (Accounts) Rules, 2014.

For and on behalf of Board of Directors

**Ashish Kumar**  
Company Secretary

**R.N. Wakhloo**  
Chief Executive Officer

**Aditya Puri**  
Director  
DIN : 00052534

**Vinod K. Nagpal**  
Director  
DIN : 00147777

In terms of our report of even date  
For **K.C. Malhotra & Co.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No. 013624

Place : New Delhi  
Dated : 30.06.2016

**Note****Corporate information**

The Yamuna Syndicate Limited (the "company") is an unlisted Public Limited Company. The company is engaged in trading activities.

**1 Significant Accounting Policies****1.1 Basis of preparation of financial statements**

These financial statements are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on the accrual basis. GAAP comprises of Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 (the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied.

**1.2 Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The Management believes that the estimates used in preparation of the financial estimates are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

**1.3 Inventories**

Inventories are valued "at cost", and "at cost or market value, whichever is lower" depending upon on the nature of various inventories.

**1.4 Cash and cash equivalents**

Cash comprises cash in hand and deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**1.5 Tangible Assets and Depreciation**

Fixed Assets, are carried at cost less accumulated depreciation.

Depreciation on tangible assets has been provided on the written down value method over the useful lives of the assets as prescribed under schedule II to the Companies Act, 2013. Assets costing less than Rs 5000/- are fully depreciated in the year of their acquisition.

**1.6 Impairment of assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of profit and loss account in the year in which an asset is identified as impaired. The impairment loss in prior accounting is reversed if there has been a change in the estimate of recoverable amount.

**1.7 Investments**

Long-term investments are carried individually at its acquisition cost.

**1.8 Provisions and contingencies**

Provisions are created when there is a present obligation as a result of a past event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. A provision is not discounted to its present value and is determined on the best estimate required to settle the obligation at the year end date. These provisions are reviewed at each year end date and adjusted to reflect the best current estimate.

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.

**Significant Accounting Policies (Contd.)****1.9 Claims and Incentives**

Claims and Incentives are accounted for on the basis of claims expected to be admitted and to the extent that there is no uncertainty in receiving the claims and incentives.

**1.10 Revenue recognition**

Sales are recognized, net of returns and trade discounts, upon delivery of goods to customers. Sales exclude sales tax and value added tax. Revenue from services is recognized when services are rendered.

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**1.11 Employee benefits**

Employee benefits include provident fund, superannuation fund, gratuity fund, leave encashment, and cost of other benefits.

**Defined Contributions plans**

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

**Defined benefit plans**

For defined benefit plans in the form of gratuity fund, the cost of providing benefits determined using the projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date is funded with the Life Insurance Corporation of India. Actual gains and losses are recognized in the Statement of profit and loss in the period in which they occur.

The liability for leave encashment is provided in respect of eligible employees on the basis of valuation as at the Balance Sheet date, carried out by an independent actuary.

**Short-term employee benefits**

Short-time employee benefits are recognized as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees of the Company.

**1.12 Borrowing costs**

Borrowing costs include interest, fees and other costs incurred in connection with borrowing of funds and are recognized as expense in the period in which these are incurred.

**1.13 Leases**

Payments made under leases for land are charged to statement of profit and loss account under rent with reference to terms.

**1.14 Earnings per share**

Basic and diluted earnings per share is computed by dividing the net profit after tax, attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

**1.15 Provision of Taxation**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing difference, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and deferred tax liabilities are measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing laws and the company has a legally enforceable right for each set off.

## Notes on Financial Statements

## Note 2 Share Capital

	31.03.2016		31.03.2015	
	Number of shares	Rupees in lacs	Number of shares	Rupees in lacs
<u>Authorised</u>				
Equity Shares of Rs.100/-each with voting rights	300,000	300.00	300,000	300.00
<u>Issued</u>				
Equity Shares of Rs.100/-each with voting rights	211,648	211.65	211,648	211.65
<u>Subscribed and Fully Paid-up</u>				
Equity Shares of Rs.100/-each with voting rights	211,648	211.65	211,648	211.65
<b>Total</b>	<b>211,648</b>	<b>211.65</b>	<b>211,648</b>	<b>211.65</b>

## Notes :

## i) Reconciliation of the number of shares :

	31.03.2016		31.03.2015	
	Number of shares	Rupees in lacs	Number of shares	Rupees in lacs
Equity Shares with voting rights				
Balance at the beginning of the year	211,648	211.65	211,648	211.65
Issued during the year	-	-	-	-
Balance at the end of the year	211,648	211.65	211,648	211.65

## ii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 100/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

## iii) Detail of Shares held by each shareholder holding more than 5% Shares :

Class of Shares/Names of Shareholder:	Number of shares held	%holding in that class of shares	Number of shares held	%holding in that class of shares
Equity Shares with voting rights				
-Mr. Ranjit Puri (individually and/or jointly with others)	111,301	52.59	101,404	47.91
-Mr. Aditya Puri (individually and/or jointly with others)	45,160	21.34	37,620	17.77
-Mr. Romesh Malhan (individually and/or jointly with others)	21,423	10.12	24,738	11.69

## Note 3 Reserves and Surplus

	31.03.2016		31.03.2015	
		Rupees in Laes		
(a) Capital Reserve		2.02		2.02
(b) Capital Redemption Reserve		0.80		0.80
(c) General Reserve				
Balance as at the beginning of the year	665.53		621.53	
Add: Transferred from Surplus in Statement of Profit and Loss	-	665.53	44.00	665.53
(d) Surplus in Statement of Profit and Loss				
Balance as at the beginning of the year	2,455.58		2,112.84	
Less: Adjustment in respect of depreciation (Net of Deferred tax)	-		2.65	
	2,455.58		2,110.19	
Add: Profit for the year after Tax	620.87		440.34	
	3,076.45		2,550.53	
Less : Appropriations				
-Interim Dividend Rs.20/- (Previous year Rs. Nil) per equity share	42.33		-	
-Proposed Dividend Rs.20/- (Previous year Rs.20/-) per equity share	42.33		42.33	
-Dividend Distribution Tax	17.24		8.62	
-Transferred to General Reserve	-	2,974.55	44.00	2,455.58
<b>Total</b>		<b>3,642.90</b>		<b>3,123.93</b>

## Notes on Financial Statements

## Note 4 Long-term Borrowing

Rupees in Lacs

	Terms of repayment and security (Refer Note (i) below)	31.03.2016			31.03.2015		
		Secured	Unsecured	Total	Secured	Unsecured	Total
(a) From Banks							
Term loan		-	-	-	349.96	-	349.96
(b) Deposit from Directors		-	163.50	163.50	-	266.50	266.50
<b>Total</b>		<b>-</b>	<b>163.50</b>	<b>163.50</b>	<b>349.96</b>	<b>266.50</b>	<b>616.46</b>

## Note:- (i)

Year in which loan taken	Amount of Loan (Rs. in Lacs)	Terms of Repayment	Security	Period of maturity with respect to Balance sheet date	Number and Instalments due (Rs. in Lacs)	Applicable Rate of Interest
(a) 2014-15	(700)	Repayable in 24 monthly equal instalments, starts from 13.04.2015	Exclusive charge on Immovable Property, Kurukshetra (Haryana)	13.03.2017(*)	(12 Nos) (350.04)	11.95%
(*) Repaid in full during 2015-2016 before the date of maturity.						
(b) 2014-15 to 2015-16		Repayable to Directors on due date from the deposit date				3 Years 11.50%
<b>Total</b>	<b>(700)</b>			<b>Total</b>	<b>(350.04)</b>	

- Note (1) For the current maturities of Long-term Borrowings, refer item (i) in Note 9-Other Current Liabilities.  
 (2) Figures in bracket relates to Previous Year.

## Notes on Financial Statements

Rupees in Lacs

## Note 5 Other Long-term Liabilities

	31.03.2016	31.03.2015
Interest accrued but not due on Borrowings		
-from Directors	33.36	16.61
Security Deposits	1.91	3.84
Compensation Payable	24.90	25.90
Advance from Customers	0.04	0.69
Trade Payable	-	1.28
Others	0.94	2.42
<b>Total</b>	<b>61.15</b>	<b>50.74</b>

## Note 6 Long-term Provisions

Provision for Employee Benefits :		
Provision for Leave Encashment	4.22	5.26
<b>Total</b>	<b>4.22</b>	<b>5.26</b>

## Note 7 Short-term Borrowings

	31.03.2016			31.03.2015		
	Secured	Unsecured	Total	Secured	Unsecured	Total
(a) Cash Credit (i)	7.37	-	7.37	219.30	-	219.30
(b) Deposits from Directors	-	215.50	215.50	-	112.50	112.50
<b>Total</b>	<b>7.37</b>	<b>215.50</b>	<b>222.87</b>	<b>219.30</b>	<b>112.50</b>	<b>331.80</b>

(i) Secured by hypothecation of Stocks and Book Debts on pari-passu basis with Punjab National Bank and State Bank of Patiala.

Note 8 Trade Payables  
(Refer Note 27.1)

	31.03.2016	31.03.2015
Due to suppliers*	89.95	10.86
<b>Total</b>	<b>89.95</b>	<b>10.86</b>
* Include due to related Party	0.01	3.71

**Notes on Financial Statements**

Rupees in Lacs

<b>Note 9 Other Current Liabilities</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Current maturities of long-term debt (Refer note (i) below)	-	350.04
Unpaid dividends *	11.81	4.09
Statutory remittances(Contributions to PF and ESIC and Service tax)	3.57	6.50
Interest accrued on deposits	0.03	0.38
Advance from customers	1.03	5.05
Other payables	19.07	21.85
<b>Total</b>	<b><u>35.51</u></b>	<b><u>387.91</u></b>

\* There is no amount due and outstanding to be credited to investor education and protection Fund.

Note(i) Current maturities of long-term debt- Refer Note (a) in Note 4 -Long-term Borrowings for details of security.

	<b>31.03.2016</b>			<b>31.03.2015</b>		
	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
Term Loan	-	-	-	350.04	-	350.04
<b>Total</b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>350.04</u></b>	<b><u>-</u></b>	<b><u>350.04</u></b>

<b>Note 10 Short-term Provisions</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
For Income Tax (Net of advance tax Rs. 11.50 lacs)	0.30	-
For Proposed Equity Dividend	42.33	42.33
For Dividend Distribution Tax	8.62	8.62
For Employee Benefits:		
Leave Encashment	0.63	0.13
<b>Total</b>	<b><u>51.88</u></b>	<b><u>51.08</u></b>

**Notes on Financial Statements**  
**Note 11 Fixed Assets**

Tangible assets	Gross Block			Depreciation				Rupees in Lacs			Net Block	
	Balance as at 01.04.2015	Additions	Deductions	Balance as at 31.03.2016	Balance as at 01.04.2015	For the year	Adjusted against Retained Earnings	Eliminated	Balance as at 31.03.2016	Balance as at 31.03.2016	Balance as at 31.03.2015	Balance as at 31.03.2015
FREEHOLD LAND	1.44	-	-	1.44	-	-	-	-	-	1.44	1.44	1.44
BUILDING	59.42	-	-	59.42	29.78	3.04	-	-	32.82	26.60	29.64	29.64
PLANT AND MACHINERY	14.64	0.18	5.40	9.42	10.48	0.67	-	4.74	6.41	3.01	4.16	4.16
FURNITURE AND FIXTURE	17.80	0.03	2.80	15.03	14.77	0.78	-	2.19	13.36	1.67	3.03	3.03
OFFICE EQUIPMENTS	2.82	-	0.22	2.60	2.10	0.18	-	0.21	2.07	0.53	0.72	0.72
COMPUTER	14.26	0.02	2.76	11.52	12.61	0.63	-	2.59	10.65	0.87	1.65	1.65
VEHICLE	22.26	-	0.01	22.25	19.49	0.94	-	0.01	20.42	1.83	2.77	2.77
<b>TOTAL</b>	<b>132.64</b>	<b>0.23</b>	<b>11.19</b>	<b>121.68</b>	<b>89.23</b>	<b>6.24</b>	<b>-</b>	<b>9.74</b>	<b>85.73</b>	<b>35.95</b>	<b>43.41</b>	<b>43.41</b>
PREVIOUS YEAR	144.78	2.44	14.58	132.64	88.42	11.55	2.02	12.76	89.23	43.41	-	-

**Notes on Financial Statements**

Rupees in Lacs

**Note 12 Non-Current Investments** 31.03.2016 31.03.2015

**Investments (at cost)****Other Investments (Other than Trade)**

Investment in Equity Instruments

32,96,526 (Previous year 32,96,526) shares of  
Rs.10/- each including 21,67,500 bonus shares of  
Rs.10/-each of Isgec Heavy Engineering Limited

	3,739.93	3,739.93
<b>Total</b>	<u>3,739.93</u>	<u>3,739.93</u>

Aggregate amount of quoted Investments	3,739.93	3,739.93
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Aggregate Market Value of listed and quoted Investments	134,696.05	185,429.59
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**Note 13 Long-term Loans and Advances**

Loans and Advances to employees

Secured, Considered good	0.32	4.38
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Unsecured, considered doubtful	<u>16.52</u>	<u>16.64</u>
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	16.84	21.02
--	-------	-------

Less: Provision for doubtful loans and  
advances

<u>16.52</u>	0.32	<u>16.64</u>	4.38
--------------	------	--------------	------

Security Deposits* (a)	4.77		17.02
------------------------	------	--	-------

Advance to Suppliers\*

	-	1.02
<b>Total</b>	<u>5.09</u>	<u>22.42</u>

(a) Include in favour of State Consumer Disputes  
Redressal Forum Haryana

1.50	1.50
------	------

\*Unsecured, considered good

**Note 14 Other Non-Current Assets**

Long-term Trade Receivables (Unsecured)

considered good	3.55	5.11
-----------------	------	------

considered doubtful	<u>3.38</u>	<u>3.38</u>
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6.93	8.49
------	------

Less: Provision for doubtful debts	<u>3.38</u>	3.55	<u>3.38</u>	5.11
------------------------------------	-------------	------	-------------	------

Bank fixed Deposit with original maturity  
period of more than twelve months

	0.95	-
<b>Total</b>	<u>4.50</u>	<u>5.11</u>

## Notes on Financial Statements

Rupees in Lacs

31.03.2016

31.03.2015

## Note 15 Inventories

Traded goods (At lower of cost or market value)	243.24	413.29
Goods in transit	-	0.58
Stores at cost	0.02	0.12
<b>Total</b>	<b>243.26</b>	<b>413.99</b>

## Note 16 Trade Receivables

(Unsecured, considered good unless otherwise stated)

Trade Receivables outstanding for a period exceeding six months from the date they were due for payment	9.26	33.69
Others*	262.90	316.04
<b>Total</b>	<b>272.16</b>	<b>349.73</b>
*Include due from related parties	104.49	27.68

## Note 17 Cash and Cash Equivalents

Cash in hand	3.05	3.06
Cheques, Drafts in hand	12.43	26.84
Balance with Banks:		
Current Accounts	2.39	3.17
Other bank balances (Refer Note (a) below)	13.36	11.74
<b>Total</b>	<b>31.23</b>	<b>44.81</b>

Note : (a)

Margin money against guarantee	-	4.18
Employees Security Deposit	1.55	3.48
Unpaid dividend accounts	11.81	4.09

## Note 18 Short-term Loans and Advances

	31.03.2016			31.03.2015		
	Secured, considered good	Unsecured considered good	Total	Secured, considered good	Unsecured considered good	Total
Loans and Advances to employees	2.39	0.80	3.19	4.46	2.01	6.47
Prepaid Expenses	-	1.09	1.09	-	2.42	2.42
Balances with Government Authorities:						
-Vat Credit Receivable	-	24.01	24.01	-	31.75	31.75
Advance to suppliers	-	81.05	81.05	-	65.90	65.90
Incentive Receivable	-	7.61	7.61	-	15.19	15.19
Advance Income Tax	-	-	-	-	10.60	10.60
<b>Total</b>	<b>2.39</b>	<b>114.56</b>	<b>116.95</b>	<b>4.46</b>	<b>127.87</b>	<b>132.33</b>

## Note 19 Other Current Assets

31.03.2016

31.03.2015

Interest accrued on Deposits	0.04	0.39
Claims and Insurance claims	35.96	38.70
<b>Total</b>	<b>36.00</b>	<b>39.09</b>

**Notes on Financial Statements**

Rupees in Lacs

<b>Note 20 Revenue from Operations</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Sale of products(Refer note (i) below)	4,416.24	5,409.47
Sale of services (Refer note (ii) below)	2.49	6.87
Other operating revenues (Refer Note (iii) below)	45.88	73.43
<b>Total</b>	<b><u>4,464.61</u></b>	<b><u>5,489.77</u></b>

**Note**

- (i) Sale of products comprises :  
Traded goods

Tractors	221.12	930.46
Fertilizers	0.21	1.55
Pesticides	577.77	482.79
Motor Spirit/HSD	1,815.11	2,436.12
Lubricants	507.50	374.22
Spare parts,Accessories and Agricultural implements	41.66	72.63
Electrical goods	114.09	120.61
Batteries	1,115.16	955.58
UPS	23.62	35.51
<b>Total</b>	<b><u>4,416.24</u></b>	<b><u>5,409.47</u></b>

- (ii) Sale of services comprises :  
Workshop Receipts

	2.49	6.87
<b>Total</b>	<b><u>2.49</u></b>	<b><u>6.87</u></b>

- (iii) Other operating revenue comprises of:

Commission Earned	-	2.76
Incentive and Discount Receipts	43.97	69.47
Scrap & waste sales	1.91	1.20
<b>Total</b>	<b><u>45.88</u></b>	<b><u>73.43</u></b>

**Note 21 Other Income**

Interest Income (Refer note (i) below)	3.31	2.32
Dividend Income:		
On long-term investments - other than trade	659.31	560.41
Other Non-operating Income (Refer note (ii) below)	7.93	14.98
<b>Total</b>	<b><u>670.55</u></b>	<b><u>577.71</u></b>

**Note**

- (i) Interest Income Comprises:

On deposits	2.30	0.92
On Security Deposits and Loans and Advances	1.01	1.40
<b>Total</b>	<b><u>3.31</u></b>	<b><u>2.32</u></b>

- (ii) Other Non-operating Income Comprise:

Profit on sale of Fixed Assets	-	2.06
Realisation/Write Back for Bad Debts written off	0.12	2.50
Miscellaneous Receipts	7.81	10.42
<b>Total</b>	<b><u>7.93</u></b>	<b><u>14.98</u></b>

## Notes on Financial Statements

	Rupees in Laacs	
	31.03.2016	31.03.2015
<b>Note 22.a Purchases of Traded goods</b>		
Tractors	90.07	694.30
Pesticides	578.87	437.06
Motor Spirit/HSD	1,743.40	2,381.61
Lubricants	415.33	386.72
Spare parts,Accessories and Agricultural implements	18.89	31.95
Electrical goods	96.55	100.01
Batteries	1,021.95	794.86
UPS	25.33	31.61
<b>Total</b>	<b><u>3,990.39</u></b>	<b><u>4,858.12</u></b>
<b>Note 22.b Changes in Inventories of Traded goods</b>		
Opening stock	413.29	712.41
Closing stock	243.24	413.29
<b>Net (increase)/decrease</b>	<b><u>170.05</u></b>	<b><u>299.12</u></b>
<b>Note 23 Employees Benefits Expenses</b>		
Salaries and wages	93.47	112.05
Contribution to Provident and other Funds	6.93	7.75
Staff Welfare Expenses	4.28	4.78
<b>Total</b>	<b><u>104.68</u></b>	<b><u>124.58</u></b>
<b>Note 24 Finance Costs</b>		
Interest Expense on:		
-Bank	67.40	21.31
-Others	46.14	172.15
<b>Total</b>	<b><u>113.54</u></b>	<b><u>193.46</u></b>

**Notes on Financial Statements**

	Rupees in Lacs	
	31.03.2016	31.03.2015
<b>Note 25 Other Expenses</b>		
Consumption of Stores and Spares	0.14	0.26
Power and Fuel	5.56	6.38
Rent	7.60	12.72
Repairs to:		
-Machinery	0.85	0.65
-Building	0.67	1.01
Insurance	3.62	4.84
Rates and Taxes	6.52	5.33
Miscellaneous Expenses	65.31	84.13
Directors sitting fee	0.32	0.40
Directors commission	0.23	0.25
Bank Charges	14.81	5.16
Traveling Expenses	9.69	12.60
Payment to Statutory Auditors		
-Statutory audit fees	2.00	1.80
-Taxation matters	0.20	0.20
-Other services	0.05	0.68
-Reimbursement of expenses	0.14	0.12
Bad Debts written off	2.72	1.30
<b>Total</b>	<b><u>120.43</u></b>	<b><u>137.83</u></b>
<b>Note 26 Tax Expense</b>		
(a) Current Tax	-	-
Tax relating to earlier years (net)	8.65	-
	<u>8.65</u>	<u>-</u>
(b) Deferred tax	0.31	2.48
<b>Total</b>	<b><u>8.96</u></b>	<b><u>2.48</u></b>

**Note 27 Additional information to the standalone financial statements**

27.1 Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 :

The Company has not received any intimation from suppliers regarding their Status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to the amount unpaid as at the year end together with interest paid and/or Payable as required under the said Act have not been given.

27.2 No provision for tax has been made, as there is no assessable income for the year.

**Note 28 Disclosures under Accounting Standards**

28.1 Employee Benefit Plans

28.1.a Defined Contributions Plans

Charged to the Statement of Profit and Loss

Provident Fund

State Insurance Corporation

	0.93	1.11
	2.48	2.88
<b>Total</b>	<b><u>3.41</u></b>	<b><u>3.99</u></b>

**Notes on Financial Statements****Note 28 Disclosures under Accounting Standards (Contd.)****Note 28.1.b Defined Benefit plans based on Actuarial Report** Rupees in lacs

		Gratuity Fund (Funded Plan)					Leave Encashment (Unfunded Plan)				
		31.03.2016		31.03.2015			31.03.2016		31.03.2015		
i)	Change in Defined Benefit obligation:										
	Present value of obligation as at 1 <sup>st</sup> April, 2015	11.90		20.99			5.39		8.16		
	Current service Cost	0.75		0.84			1.19		1.55		
	Interest Cost	0.79		1.19			0.87		(0.40)		
	Benefits paid	(3.54)		(11.64)			(0.87)		(1.00)		
	Actuarial Loss/ (Gain)	1.80		0.52			(1.73)		(2.92)		
	Present value of obligation as at 31 <sup>st</sup> March, 2016	11.70		11.90			4.85		5.39		
ii)	Change in fair value of plan assets:										
	Present fair value of plan assets as at 1 <sup>st</sup> April, 2015	10.80		25.03			-		-		
	Expected return on plan assets	0.84		1.54			-		-		
	Actuarial Loss/(Gain)	0.54		(1.01)			-		-		
	Contributions	1.09		-			-		-		
	Benefits paid	(1.80)		(14.77)			(0.87)		(1.00)		
	Fair value of plan assets as at 31 <sup>st</sup> March, 2016	11.47		10.79			-		-		
iii)	Amount recognised in the Balance Sheet:										
	Present value of obligation as at 31 <sup>st</sup> March, 2016	11.70		11.90			4.85		5.39		
	Fair value of plan assets as at year end	11.47		10.79			-		-		
	Unrecognized actuarial Loss/(Gain)	-		-			-		-		
	Net Assets/(Liability) recognized as at 31 <sup>st</sup> March, 2016	(0.23)		(1.11)			(4.85)		(5.39)		
iv)	Expenses recognised in the Statement of Profit and Loss:										
	Current Service cost	0.75		0.84			1.19		1.55		
	Past service cost	-		-			-		-		
	Interest Cost	0.79		1.19			0.87		(0.40)		
	Expected return on Plan assets	(0.83)		(1.54)			-		-		
	Net actuarial Loss/(Gain) recognised in the current year	1.26		1.52			(1.73)		(2.92)		
	Total Expense	1.97		2.01			0.33		(1.77)		
v)	Detail of Plan assets: Funded with Life Insurance Corporation of India (LIC)*	-		-			-		-		
vi)	Principal actuarial assumptions used:										
	Discount Rate	10.00%		10.00%			10.00%		10.00%		
	Expected rate of return on plan assets	8.00%		8.75%			0.00%		0.00%		
	Expected rate of future salary increase	5.50%		5.50%			5.50%		5.50%		
vii)	Experience adjustments	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
	Present value of plan of obligation as at 31 <sup>st</sup> March, 2016	11.70	11.90	20.99	28.40	26.36	4.85	5.39	8.16	13.49	11.39
	Fair Value of plan assets as at 31 <sup>st</sup> March, 2016	11.47	10.79	25.03	33.16	33.30	-	-	-	-	-
	Funded status (Surplus/(Deficit))	(0.23)	(1.11)	4.04	4.75	6.94	(4.65)	(5.39)	(8.16)	(13.49)	(11.39)
	Experience gain/(Loss) adjustment on plan liabilities	1.26	1.52	(2.97)	1.52	(1.32)	(1.73)	(2.92)	(6.27)	(2.28)	(1.13)
	Experience gain/(Loss) adjustment on plan assets	0.54	(1.01)	(0.66)	(0.24)	(0.18)	-	-	-	-	-

\* The Plan assets are maintained with Life Insurance Corporation of India Gratuity scheme. The details of investments maintained by Life Insurance Corporation are not made available to the Company and have therefore not been disclosed. The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority promotion and other relevant factors on long term basis. The above information is certified by the actuary.

## Notes on Financial Statements

## Note 28 Disclosures under Accounting Standards (contd.)

## Note 28.2 Segment information

## (i) Information about Primary Business Segments :

Rupees in lacs

Revenue	External	31.03.2016		External	31.03.2015	
		Inter Segment	Total		Inter Segment	Total
Vehicles	391.80	-	391.80	1,224.43	-	1,224.43
Petrol Pump	1,821.56	-	1,821.56	2,440.65	-	2,440.65
Other Businesses	2,251.25	-	2,251.25	1,824.69	-	1,824.69
Unallocated	-	-	-	-	-	-
Total Revenue	4,464.61	-	4,464.61	5,489.77	-	5,489.77
<b>Result:</b>				<b>31.03.2016</b>		<b>31.03.2015</b>
Vehicles				(29.27)		(11.10)
Petrol Pump				42.06		40.41
Other Businesses				147.33		114.08
Unallocated				-		-
Segment Result				160.12		143.39
Unallocated expenditure net of unallocated income				(79.37)		(69.84)
Interest expenses				(113.54)		(193.46)
Interest income				3.31		2.32
Dividend income				659.31		560.41
Profit before Tax				629.83		442.82
Tax expense						
- Current tax (Tax relating to earlier years net)				8.65		-
- Deferred Tax				0.31		2.48
Profit after Tax				620.87		440.34

## Other information:

	Year	Vehicles	Petrol Pump	Other Businesses	Unallocated	Total
Segment Assets	2015-16	156.59	40.31	408.92	3,879.25	4,485.07
	2014-15	439.61	61.98	461.68	3,827.55	4,790.82
Segment Liabilities	2015-16	171.91	(2.29)	342.91	117.99	630.52
	2014-15	736.36	34.53	581.23	103.12	1,455.24
Capital Expenditure	2015-16	-	-	0.18	0.05	0.23
	2014-15	0.71	0.24	1.09	0.40	2.44
Depreciation	2015-16	2.49	1.38	1.29	1.08	6.24
	2014-15	4.77	1.89	2.02	2.87	11.55

## (ii) Information about Secondary Business Segments:

	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
	Revenue by geographical market		Carrying amount of Segment Assets		Additions to Fixed Assets	
India	4,464.61	5,489.77	4,485.07	4,790.82	0.23	2.44
Outside India	-	-	-	-	-	-
Total	4,464.61	5,489.77	4,485.07	4,790.82	0.23	2.44

## Notes on Financial Statements

### Note 28.2 Disclosures under Accounting Standards (contd.)

(iii) (a) The Company has considered business segment as the primary segment for disclosure. The products included in each of the reported domestic business segments are as follows:

1. Vehicles - comprising of Tractors and their spare parts including Motor cycle parts, Accessories and Agricultural Implements, Tyres & Tubes, U.P.S. and Batteries.
2. Petrol Pump - comprising of Motor Spirit/HSD and Lubricants.
3. Others - primarily comprising of Fertilizers, Pesticides, Seeds, Electrical goods, etc.

Segments have been identified by the management and reported taking into account, the nature of products and services, the differing risks and returns, the organization structure and the internal financing reporting systems.

(b) Segment revenue in each of the above domestic business segments primarily include sales, workshop receipt and commission earned etc.

Segment Revenue comprises of:

	31.03.2016	Rupees in lacs 31.03.2015
Sales of products	4,416.24	5,409.47
Sales of services	2.49	6.87
Other Operating Revenues	45.88	73.43
Total	<u>4,464.61</u>	<u>5,489.77</u>

(c) The segment revenue in the geographical segments considered for disclosure are as follows:

Revenue within India includes sales to customers located within India and earnings in India.

(d) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

### Note 28.3 Related Party Transactions

In accordance with the Accounting Standard on "Related Party Disclosures" (AS-18), the disclosures in respect of Related Parties and Transactions with them, as identified and certified by the Management, are as follows:

#### 28.3.a. Description and Name of Related Parties

Description of Relationship	Name
(a) Individual holding substantial interest	Mr. Ranjit Puri, Chairman
(b) Relatives of Individual holding substantial interest	i) Mrs. Nina Puri, wife of Mr. Ranjit Puri ii) Mr. Aditya Puri, Director, son of Mr. Ranjit Puri
(c) Other Directors	i) Mr. Vinod K. Nagpal (ii) Mr. D.D. Sharma
(d) Holding Company	None
(e) Subsidiaries	None
(f) Joint Venture	None
(g) Entities over which parties referred to in (a) and (b) above can exercise significant influence	i) ISGEC Heavy Engineering Limited (Associate company) ii) Saraswati Sugar Mills Limited iii) ISGEC Covema Limited iv) ISGEC Engineering & Projects Limited v) ISGEC Hitachi Zosen Limited vi) ISGEC Exports Limited vii) Free Look Software Private Limited viii) ISGEC Titan Metal Fabricators Private Limited ix) ISGEC Foster Boilers Private Limited x) Blue Water Enterprises [Note: parties mentioned at (ii) to (ix) are subsidiaries of ISGEC Heavy Engineering Limited]

**Notes on Financial Statements****Note 28.3.a Description and name of Related Parties (Cont.)**

(h) Entity over which (a) and (b-ii) above holds more than 2% of its Paid up share capital.

Jullundur Motors Agency (Delhi) Limited

(i) Key Management Personnel

i) Mr. R.N. Wakhloo (Chief Executive Officer)

ii) Mr. Ashish Kumar (Company Secretary)

**28.3.b Details of related party transactions during the year and outstanding balances as at 31<sup>st</sup> March, 2016 :**

Particulars	Related Party Transactions			Rupees in Lacs	
	Entity referred to in 28.3.a (g)(i)	Entity referred to in 28.3.a (g)(ii)	Entity referred to in 28.3.a (h)	Directors & their Relatives	Total
Sale of finished goods and Service charges	158.52 (166.77)	238.35 (259.70)		-	396.87 (426.47)
Purchase of finished goods and Service Charges			4.95 (15.02)	-	4.95 (15.02)
Dividend income	659.31 (560.41)				659.31 (560.41)
Payment for services rendered	31.49 (29.39)			-	31.49 (29.39)
Lease Rent Paid	0.39 (0.39)			-	0.39 (0.39)
Commission earned		(2.44)		-	(2.44)
Board Meeting Fee				0.32 (0.40)	0.32 (0.40)
Commission				0.23 (0.25)	0.23 (0.25)
Interest on Deposits				46.15 (68.55)	46.15 (68.55)
Balances outstanding at the end of the year :					
Trade Receivables	12.68 (4.30)	91.82 (23.38)			104.50 (27.68)
Trade Payables			0.01 (3.71)		0.01 (3.71)
Deposits payable				379.00 (379.00)	379.00 (379.00)

Note: Figures in bracket relates to the Previous year.

## Notes on Financial Statements

### Note 28 Disclosures under Accounting Standards (contd.)

**Note 28.4** In accordance with Accounting standards (AS-20) "Earning Per Share" is calculated by dividing the profit/(Loss) attributable to the equity shareholders by the weighted average number of shares outstanding during the year.

The number used in calculating basic and diluted earnings per equity share are as stated below:

Description	31.03.2016	Rupees in Lacs 31.03.2015
a) Net profit after tax as per statement of profit and loss	620.87	440.34
b) Weighted average number of equity shares used as denominator for calculating of earning per share	211,648	211,648
c) Face value of equity shares (in Rs.)	100	100
d) Basic and diluted earnings per share (in Rs.)	293	208

**Note 28.5** The break-up of Deferred tax Asset/ (liability) is as follows:

Element of Deferred tax	As at 01.04.2015	Credit/(Charge) during the year	Rupees in Lacs As at 31.03.2016
Depreciation	(0.63)	(0.48)	(1.11)
Carrying Amount of Fixed Assets recognised in the opening balance of retained earning	(0.63)	-	(0.63)
Business Loss	-	-	-
Timing Differences	0.13	0.17	0.30
Net Deferred tax	<u>(1.13)</u>	<u>(0.31)</u>	<u>(1.44)</u>

Note : The tax impact for the above purpose has been arrived at by using the applicable tax rate.

**Note 29** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.



**CONSOLIDATED  
FINANCIAL STATEMENTS**

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## INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF THE YAMUNA SYNDICATE LIMITED

**Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of The Yamuna Syndicate Limited and its associate company, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

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

The Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies including associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associate for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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 Consolidated Financial Statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company including its associate as at 31<sup>st</sup> March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

**Other Matters**

The consolidated financial statements include the share of profit of Rs 7839.29 Lacs reported in that associate's consolidated financial statements for the year ended 31<sup>st</sup> March, 2016, including of its five subsidiaries whose financial statements have not been audited by us. These financial statements and other information have been furnished to us by the Management and our opinion on the consolidated financial Statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditor.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the management.

**Report on Other Legal and Regulatory Requirements**

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate company, none of the directors of the Company and its associate incorporated in India is disqualified, as on 31<sup>st</sup> March, 2016, 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 its associate and the operating effectiveness of such controls refer to our separate report in Annexure 'A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigation which would impact its financial position.
  - ii) The Company did not have any long term contracts including derivatives contracts for which there were no material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For K.C. MALHOTRA & CO.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No.013624

Place: New Delhi  
Dated: 30.06.2016

**Annexure A to the Independent Auditor's Report of even date to the members of The Yamuna Syndicate Limited (the "Company") on the Consolidated Financial Statements**

**Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section of our report referred above**

In conjunction with our audit of the Consolidated Financial Statements of The Yamuna Syndicate Limited as of and for the year ended 31<sup>st</sup> March, 2016, we have audited the internal financial controls over financial reporting of the company and its associate incorporated in India, as of that date.

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

The respective Board of Directors of the of the company including its associate incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company including its associate incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company including its associate'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") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 and audit evidence obtained by the other auditor in terms of their report referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's including its associate incorporated in India, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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 and its associate which are companies incorporated in India, have, 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 31<sup>st</sup> March, 2016, 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.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to associate company including of its five subsidiaries, incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

**For K.C. MALHOTRA & CO.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No.013624

Place: New Delhi  
Dated: 30.06.2016

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**THE YAMUNA SYNDICATE LIMITED**

CIN : U24101HR1954PLC001837

**Consolidated Balance Sheet as at 31<sup>st</sup> March, 2016**

PARTICULARS	Note No.	31.03.2016	Rupees in Lacs	31.03.2015
<b>I. EQUITY AND LIABILITIES</b>				
(1) <b>Shareholder's Funds</b>				
(a) Share Capital	2	211.65		211.65
(b) Reserves and Surplus	3	42,660.01		34,961.07
		42,871.66		35,172.72
(2) <b>Non-current Liabilities</b>				
(a) Long-term Borrowings	4	163.50		616.46
(b) Deferred Tax Liabilities (net)	28.5	1.44		1.13
(c) Other Long-term Liabilities	5	61.15		50.74
(d) Long - term Provisions	6	4.22		5.26
(3) <b>Current Liabilities</b>		230.31		673.59
(a) Short-term Borrowings	7	222.87		331.80
(b) Trade Payables	8	89.95		10.86
(c) Other Current Liabilities	9	35.51		387.91
(d) Short-term Provisions	10	51.88		51.08
		400.21		781.65
<b>Total</b>		<b>43,502.18</b>		<b>36,627.96</b>
<b>II. ASSETS</b>				
(1) <b>Non-current Assets</b>				
(a) Fixed Assets :				
Tangible Assets	11	35.95		43.41
(b) Non- current Investments	12	42,757.04		35,577.07
(c) Deferred Tax Assets (net)	28.5	-		-
(d) Long-term Loans and Advances	13	5.09		22.42
(e) Other Non-current Assets	14	4.50		5.11
		42,802.58		35,648.01
(2) <b>Current Assets</b>				
(a) Current Investments		-		-
(b) Inventories	15	243.26		413.99
(c) Trade Receivables	16	272.16		349.73
(d) Cash and Cash Equivalents	17	31.23		44.81
(e) Short-term Loans and Advances	18	116.95		132.33
(f) Other Current Assets	19	36.00		39.09
		699.60		979.95
<b>Total</b>		<b>43,502.18</b>		<b>36,627.96</b>
Significant Accounting Policies	1			
Notes on Financial Statements	2 to 29			

For and on behalf of Board of Directors

Ashish Kumar  
Company SecretaryR.N. Wakhloo  
Chief Executive OfficerAditya Puri  
Director  
DIN : 00052534Vinod K. Nagpal  
Director  
DIN : 00147777In terms of our report of even date  
For K.C. Malhotra & Co.  
Chartered Accountants  
(Firm Regn. No. 000057N)  
Ramesh Malhotra  
Partner  
Membership No. 013624Place : New Delhi  
Dated : 30.06.2016

**THE YAMUNA SYNDICATE LIMITED**

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CIN : U24101HR1954PLC001837

**Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016**  
**PARTICULARS**

Rupees in Lacs

	Note No.	31.03.2016	31.03.2015
<b>I. Income</b>			
(a) Revenue from Operations	20	4,464.61	5,489.77
(b) Other Income	21	11.24	17.30
<b>Total Revenue (I)</b>		<b>4,475.85</b>	<b>5,507.07</b>
<b>II. Expenses :</b>			
(a) Purchase of Traded Goods	22.a	3,990.39	4,858.12
(b) Changes in Inventories of Traded Goods	22.b	170.05	299.12
(c) Employee Benefits Expenses	23	104.68	124.58
(d) Finance Costs	24	113.54	193.46
(e) Depreciation	11	6.24	11.55
(f) Other Expenses	25	120.43	137.83
<b>Total Expenses (II)</b>		<b>4,505.33</b>	<b>5,624.66</b>
<b>III. Profit/(Loss) before Tax (I-II)</b>		<b>(29.48)</b>	<b>(117.59)</b>
<b>IV. Tax Expense :</b>			
(a) Current Tax	26.a	8.65	-
(b) Deferred Tax	26.b	0.31	2.48
<b>V. Profit/(Loss) after Tax</b>		<b>(38.44)</b>	<b>(120.07)</b>
Share in profit of Associate		7,839.28	5,528.85
<b>VI. Profit/(Loss) after Tax and share in profit of Associate</b>		<b>7,800.84</b>	<b>5,408.78</b>
<b>VII. Earnings per equity share(basic and diluted) (Rs.)</b>			
Face Value Rs. 100/- each	28.1	3,685.76	2,555.55

Significant Accounting Policies  
Notes on Financial Statements1  
2 to 29

For and on behalf of Board of Directors

Ashish Kumar  
Company SecretaryR.N. Wakhloo  
Chief Executive OfficerAditya Puri  
Director  
DIN : 00052534Vinod K. Nagpal  
Director  
DIN : 00147777In terms of our report of even date  
**For K.C. Malhotra & Co.**  
Chartered Accountants  
(Firm Regn. No. 000057N)**Ramesh Malhotra**  
Partner  
Membership No. 013624Place : New Delhi  
Dated : 30.06.2016

**Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016**

	Rupees in Lacs	
	31.03.2016	31.03.2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax	(29.48)	(117.59)
Adjustments for :		
Depreciation	6.24	11.55
(Profit)/Loss on sale of Fixed Assets - Net	-	(2.06)
Interest Income	(3.31)	(2.32)
Interest Expenses	113.54	193.46
Operating profit before working capital changes	86.99	83.04
Changes in Working Capital:		
Adjustments for (increase)/decrease in Operating Assets :		
Inventories	170.73	298.58
Trade Receivables	77.57	73.94
Short-term Loans and Advances	4.78	18.02
Non Current Investment	(7,179.97)	(4,968.44)
Long-term Loans and Advances	17.33	(3.11)
Other Current Assets	3.09	(15.79)
Other Non-current Assets	0.61	(5.11)
Adjustments for increase/(decrease) in Operating Liabilities:		
Trade Payables	79.09	(105.79)
Other Current Liabilities	(360.12)	237.10
Other Long-term Liabilities	10.41	(37.01)
Short-term Provisions	0.50	(0.92)
Long-term Provisions	(1.04)	(1.85)
Cash Generated From Operations	(7,090.03)	(4,427.34)
Interest Paid	(113.54)	(193.46)
Direct Taxes Paid/Refund Received	2.25	(0.46)
Net Cash Flow From Operating Activities	(7,201.32)	(4,621.26)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Capital expenditure on Fixed Assets	(0.23)	(2.44)
Proceeds from Sale of Fixed Assets	1.45	3.88
Interest Received		
-Others	3.31	2.32
Share in profit of Associate	7,839.28	5,528.85
Net Cash used in Investing Activities	7,843.81	5,532.61
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
From Long-term Borrowing	(452.96)	(660.15)
From Short term Borrowing	(108.93)	(184.45)
Dividends Paid	(94.18)	(49.91)
Net Cash Used in Financing Activities	(656.07)	(894.51)
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C) (13.58)</b>		16.84

	Rupees in Lacs	
	31.03.2016	31.03.2015
Cash and Cash equivalents as at 1 <sup>st</sup> April, 2015 (Opening Balance) - Refer Note 17	44.81	27.97
Cash and Cash equivalents as at 31 <sup>st</sup> March, 2016 (Closing Balance)- Refer Note 17	31.23	44.81

Note : The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standards-3 on Cash Flow statements, Specified under section 133, read with Rule 7 of the Companies (Accounts) Rules, 2014.

For and on behalf of Board of Directors

**Ashish Kumar**  
Company Secretary

**R.N. Wakhloo**  
Chief Executive Officer

**Aditya Puri**  
Director  
DIN : 00052534

**Vinod K. Nagpal**  
Director  
DIN : 00147777

In terms of our report of even date  
**For K.C. Malhotra & Co.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner  
Membership No. 013624

Place : New Delhi  
Dated : 30.06.2016

**Note****1 Significant Accounting Policies****1.1 Corporate information:**

The Yamuna Syndicate Limited (the "Company") is an unlisted Public Limited Company. The Company is engaged in trading activities.

**1.2 Basis of preparation :**

(i) These consolidated financial statements have been prepared to comply with Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies have been consistently applied.

(ii) The Company has only one associate and no subsidiary and Joint venture. These consolidated financial statements are prepared for the first time to comply with the requirements of section 129(3) of the Companies Act, 2013.

(iii) The Financial Statements of the Associate used in the consolidation are drawn up to the reporting date as of the Company i.e. year ended 31<sup>st</sup> March, 2016.

**1.3 Principles of consolidation:**

The consolidated financial statements relate to The Yamuna Syndicate Limited (the Company") and its Associate Company. The consolidated financial Statements have been prepared on the following basis:

(i) The Investment in associate is accounted for under the equity method of accounting prescribed under Accounting Standard 23 - "Accounting for Investments in Associates in consolidated financial statements" issued by the Institute of Chartered Accountants of India effective from 01<sup>st</sup> April, 2002, wherein retained earnings arising at the time of acquisition of shares as per this statement, and thereafter capital reserve, accumulated profits and share of profit or loss after the date of acquisition of shares have been adjusted in the carrying amount of investment.

The list of Associate Company which is included in Consolidated Financial statements and the Company's holding therein :

Name of Associate Company	Country of Incorporation	Percentage of shareholding as at 31.03.2016
Isgec Heavy Engineering Limited	India	44.83%

(ii) The Company accounts for its share of post acquisition changes in net assets of Associate, to the extent such change is attributable to the Associate's profit and loss statement and through its reserves for the balance based on available information.

(iii) The difference between the cost of investment in the Associate, over the net assets at the time of acquisition of shares is recognized in the financial statements as retained earnings and at any time thereafter as capital reserve/goodwill as the case may be.

(iv) As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(v) The Company has disclosed only such policies and notes from the separate financial statements which fairly represent the needed disclosures.

**1.4 Other Significant Accounting Policies :**

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

**Notes on Consolidated Financial Statements****Note 2 Share Capital**

	31.03.2016		31.03.2015	
	Number of shares	Rupees in lacs	Number of shares	Rupees in lacs
<b>Authorised</b>				
Equity Shares of Rs.100/-each with voting rights	300,000	300.00	300,000	300.00
<b>Issued</b>				
Equity Shares of Rs.100/-each with voting rights	211,648	211.65	211,648	211.65
<b>Subscribed and Fully Paid-up</b>				
Equity Shares of Rs.100/-each with voting rights	211,648	211.65	211,648	211.65
<b>Total</b>	<b>211,648</b>	<b>211.65</b>	<b>211,648</b>	<b>211.65</b>

**Notes :**

## i) Reconciliation of the number of shares :

	31.03.2016		31.03.2015	
	Number of shares	Rupees in lacs	Number of shares	Rupees in lacs
Equity Shares with voting rights				
Balance at the beginning of the year	211,648	211.65	211,648	211.65
Issued during the year	-	-	-	-
Balance at the end of the year	211,648	211.65	211,648	211.65

## ii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 100/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

## iii)

Class of Shares/Names of Shareholder:	Number of shares held	%holding in that class of shares	Number of shares held	%holding in that class of shares
Equity Shares with voting rights				
-Mr. Ranjit Puri (individually and/or jointly with others)	111,301	52.59	101,404	47.91
-Mr. Aditya Puri (individually and/or jointly with others)	45,160	21.34	37,620	17.77
-Mr. Romesh Mulhan (individually and/or jointly with others)	21,423	10.12	24,738	11.69

**Note 3 Reserves and Surplus**

	31.03.2016		31.03.2015	
(a) Capital Reserve		2.02		2.02
(b) Capital Redemption Reserve		0.80		0.80
(c) Capital Reserve on consolidation				
--*on acquisition of shares		18,255.36		18,255.36
(d) Retained earnings on consolidation				
--*on acquisition of shares		2,367.02		2,367.02
(e) General Reserve				
Balance as at the beginning of the year	665.53		621.53	
Add: Transferred from Surplus in Statement of Profit and Loss	-	665.53	44.00	665.53
(f) Surplus in Statement of Profit and Loss				
Balance as at the beginning of the year	7,424.02		2,112.84	
Add:*share in accumulated profit of Associate	6,246.32		6,246.32	
Less : Adjustment in respect of depreciation	-		2.65	
	13,670.34		8,356.51	
Add : Profit for the year after Tax	7,800.84		5,408.78	
	21,471.18		13,765.29	
Less : Appropriations				
-Interim Dividend Rs.20/- (Previous year Rs. Nil) per equity share	42.33		-	
-Proposed Dividend Rs.20/- (Previous year Rs.20/-) per equity share	42.33		42.33	
-Dividend Distribution Tax	17.24		8.62	
-Transferred to General Reserve	-	21,369.28	44.00	13,670.34
*Refer Note 27.3				
<b>Total</b>		<b>42,660.01</b>		<b>34,961.07</b>

## Notes on Consolidated Financial Statements

Note 4 Long-term Borrowing		Rupees in Lacs					
		31.03.2016			31.03.2015		
	Terms of repayment and security (Refer Note (i) below)	Secured	Unsecured	Total	Secured	Unsecured	Total
(a) From Banks							
Term loan		-	-	-	349.96	-	349.96
(b) Deposit from Directors		-	163.50	163.50	-	266.50	266.50
<b>Total</b>		<b>-</b>	<b>163.50</b>	<b>163.50</b>	<b>349.96</b>	<b>266.50</b>	<b>616.46</b>

## Note:- (i)

Year in which loan taken	Amount of Loan (Rs. in Lacs)	Terms of Repayment	Security	Period of maturity with respect to Balance sheet date	Number and Instalments due (Rs. in Lacs)	Applicable Rate of Interest
(n) 2014-15	- (700)	Repayable in 24 monthly equal instalments, starts from 13.04.2015	Exclusive charge on Immovable Property, Kurukshetra (Haryana)	13.03.2017(*)	- (12 Nos) (350.04)	- 11.95%

(\*) Repaid in full during 2015-2016 before the date of maturity.

(b) 2014-15 to 2015-16		Repayable to Directors on due date from the deposit date				3 Years 11.50%
<b>Total</b>	<b>- (700)</b>			<b>Total</b>	<b>- (350.04)</b>	

- Note (1) For the current maturities of Long-term Borrowings, refer item (i) in Note 9-Other Current Liabilities.  
 (2) Figures in bracket relates to Previous Year.

## Notes on Consolidated Financial Statements

Rupees in Lacs

## Note 5 Other Long-term Liabilities

	31.03.2016	31.03.2015
Interest accrued but not due on Borrowings		
-from Directors	33.36	16.61
Security Deposits	1.91	3.84
Compensation Payable	24.90	25.90
Advance from Customers	0.04	0.69
Trade Payable	-	1.28
Others	0.94	2.42
<b>Total</b>	<b>61.15</b>	<b>50.74</b>

## Note 6 Long-term Provisions

Provision for Employee Benefits :		
Provision for Leave Encashment	4.22	5.26
<b>Total</b>	<b>4.22</b>	<b>5.26</b>

## Note 7 Short-term Borrowings

	31.03.2016			31.03.2015		
	Secured	Unsecured	Total	Secured	Unsecured	Total
(a) Cash Credit (i)	7.37	-	7.37	219.30	-	219.30
(b) Deposits from Directors	-	215.50	215.50	-	112.50	112.50
<b>Total</b>	<b>7.37</b>	<b>215.50</b>	<b>222.87</b>	<b>219.30</b>	<b>112.50</b>	<b>331.80</b>

(i) Secured by hypothecation of Stocks and Book Debts on pari-passu basis with Punjab National Bank and State Bank of Patiala.

Note 8 Trade Payables  
(Refer Note 27.1)

	31.03.2016	31.03.2015
Due to suppliers*	89.95	10.86
<b>Total</b>	<b>89.95</b>	<b>10.86</b>
* Include due to related Party	0.01	3.71

**Notes on Consolidated Financial Statements**

Rupees in Lacs

<b>Note 9 Other Current Liabilities</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Current maturities of long-term debt (Refer note (i) below)	-	350.04
Unpaid dividends *	11.81	4.09
Statutory remittances(Contributions to PF and ESIC and Service tax)	3.57	6.50
Interest accrued on deposits	0.03	0.38
Advance from customers	1.03	5.05
Other payables	19.07	21.85
<b>Total</b>	<b><u>35.51</u></b>	<b><u>387.91</u></b>

\* There is no amount due and outstanding to be credited to investor education and protection Fund.

Note(i) Current maturities of long-term debt- Refer Note (a) in Note 4 -Long-term Borrowings for details of security.

	<b>31.03.2016</b>			<b>31.03.2015</b>		
	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
Term Loan	-	-	-	350.04	-	350.04
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b><u>350.04</u></b>	<b>-</b>	<b><u>350.04</u></b>

<b>Note 10 Short-term Provisions</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
For Income Tax (Net of advance tax Rs. 11.50 lacs)	0.30	-
For Proposed Equity Dividend	42.33	42.33
For Dividend Distribution Tax	8.62	8.62
For Employee Benefits:		
Leave Encashment	0.63	0.13
<b>Total</b>	<b><u>51.88</u></b>	<b><u>51.08</u></b>

## Notes on Consolidated Financial Statements

## Note 11 Fixed Assets

Tangible assets	Gross Block				Depreciation				Rupees in Lacs				Net Block	
	Balance as at 01.04.2015	Additions	Deductions	Balance as at 31.03.2016	Balance as at 01.04.2015	For the year	Adjusted against Retained Earnings	Eliminated	Balance as at 31.03.2016	Balance as at 31.03.2015	Balance as at 31.03.2016	Balance as at 31.03.2015	Balance as at 31.03.2016	Balance as at 31.03.2015
FREEHOLD LAND	1.44	-	-	1.44	-	-	-	-	-	-	1.44	1.44		
BUILDING	59.42	-	-	59.42	29.78	3.04	-	-	32.82	26.60	29.64	29.64		
PLANT AND MACHINERY	14.64	0.18	5.40	9.42	10.48	0.67	-	4.74	6.41	3.01	4.16	4.16		
FURNITURE AND FIXTURE	17.80	0.03	2.80	15.03	14.77	0.78	-	2.19	13.36	1.67	3.03	3.03		
OFFICE EQUIPMENTS	2.82	-	0.22	2.60	2.10	0.18	-	0.21	2.07	0.53	0.72	0.72		
COMPUTER	14.26	0.02	2.76	11.52	12.61	0.63	-	2.59	10.65	0.87	1.65	1.65		
VEHICLE	22.26	-	0.01	22.25	19.49	0.94	-	0.01	20.42	1.83	2.77	2.77		
TOTAL	132.64	0.23	11.19	121.68	89.23	6.24	-	9.74	85.73	35.95	43.41	43.41		
PREVIOUS YEAR	144.78	2.44	14.58	132.64	88.42	11.55	2.02	12.76	89.23	43.41	-	-		

## Notes on Consolidated Financial Statements

Rupees in Lacs

Note 12 Non-Current Investment 31.03.2016 31.03.2015

## Investments at Cost

## Other Investments (Non-Trade)

Investment in Equity Instruments

32,96,526 (Previous year 32,96,526) shares of  
Rs.10/- each including 21,67,500 bonus shares of  
Rs.10/-each of Isgee Heavy Engineering Limited  
(Refer Note 27.3)

42,757.04	35,577.07
<u>42,757.04</u>	<u>35,577.07</u>

Aggregate amount of quoted Investments	42,757.04	35,577.07
--	-----------	-----------

Aggregate Market Value of listed and quoted Investments	134,696.05	185,429.59
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## Note 13 Long-term Loans and Advances

Loans and Advances to employees

Secured, Considered good	0.32	4.38
--------------------------	------	------

Unsecured, considered doubtful	16.52	16.64
--------------------------------	-------	-------

16.84	21.02
-------	-------

Less: Provision for doubtful loans and  
advances

16.52	0.32	16.64	4.38
-------	------	-------	------

Security Deposits* (a)	4.77	17.02
------------------------	------	-------

Advance to Suppliers\*

-	1.02
<u>5.09</u>	<u>22.42</u>

(a) Include in favour of State Consumer Disputes

Redressal Forum Haryana

1.50	1.50
------	------

\*Unsecured, considered good

## Note 14 Other Non-Current Assets

Long-term Trade Receivables (Unsecured)

considered good	3.55	5.11
-----------------	------	------

considered doubtful	3.38	3.38
---------------------	------	------

6.93	8.49
------	------

Less: Provision for doubtful debts	3.38	3.38	5.11
------------------------------------	------	------	------

Bank fixed Deposit with original maturity  
period of more than twelve months

0.95	-
<u>4.50</u>	<u>5.11</u>

## Notes on Consolidated Financial Statements

Rupees in Lacs

31.03.2016

31.03.2015

## Note 15 Inventories

Traded goods				
(At lower of cost or market value)	243.24		413.29	
Goods in transit	-	243.24	0.58	413.87
Stores at cost		0.02		0.12
<b>Total</b>		<b>243.26</b>		<b>413.99</b>

## Note 16 Trade Receivables

(Unsecured, considered good unless otherwise stated)

Trade Receivables outstanding for a period exceeding six months from the date they were due for payment	9.26		33.69
Others*	262.90		316.04
<b>Total</b>	<b>272.16</b>		<b>349.73</b>
*Include due from related parties	104.49		27.68

## Note 17 Cash and Cash Equivalents

Cash in hand	3.05		3.06
Cheques, Drafts in hand	12.43		26.84
Balance with Banks:			
Current Accounts	2.39		3.17
Other bank balances (Refer Note (a) below)	13.36		11.74
<b>Total</b>	<b>31.23</b>		<b>44.81</b>

Note : (a)

Margin money against guarantee	-		4.18
Employees Security Deposit	1.55		3.48
Unpaid dividend accounts	11.81		4.09

## Note 18 Short-term Loans and Advances

	31.03.2016			31.03.2015		
	Secured, considered good	Unsecured considered good	Total	Secured, considered good	Unsecured considered good	Total
Loans and Advances to employees	2.39	0.80	3.19	4.46	2.01	6.47
Prepaid Expenses	-	1.09	1.09	-	2.42	2.42
Balances with Government Authorities:						
-Vat Credit Receivable	-	24.01	24.01	-	31.75	31.75
Advance to suppliers	-	81.05	81.05	-	65.90	65.90
Incentive Receivable	-	7.61	7.61	-	15.19	15.19
Advance Income Tax	-	-	-	-	10.60	10.60
<b>Total</b>	<b>2.39</b>	<b>114.56</b>	<b>116.95</b>	<b>4.46</b>	<b>127.87</b>	<b>132.33</b>

## Note 19 Other Current Assets

31.03.2016

31.03.2015

Interest accrued on Deposits	0.04		0.39
Claims and Insurance claims	35.96		38.70
<b>Total</b>	<b>36.00</b>		<b>39.09</b>

**Notes on Consolidated Financial Statements**

Rupees in Lacs

<b>Note 20 Revenue from Operations</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Sale of products(Refer note (i) below)	4,416.24	5,409.47
Sale of services (Refer note (ii) below)	2.49	6.87
Other operating revenues (Refer Note (iii) below)	45.88	73.43
<b>Total</b>	<b><u>4,464.61</u></b>	<b><u>5,489.77</u></b>

**Note**

- (i) Sale of products comprises :  
Traded goods

Tractors	221.12	930.46
Fertilizers	0.21	1.55
Pesticides	577.77	482.79
Motor Spirit/HSD	1,815.11	2,436.12
Lubricants	507.50	374.22
Spare parts, Accessories and Agricultural implements	41.66	72.63
Electrical goods	114.09	120.61
Batteries	1,115.16	955.58
UPS	23.62	35.51
<b>Total</b>	<b><u>4,416.24</u></b>	<b><u>5,409.47</u></b>

- (ii) Sale of services comprises :  
Workshop Receipts

	2.49	6.87
<b>Total</b>	<b><u>2.49</u></b>	<b><u>6.87</u></b>

- (iii) Other operating revenue comprises of:  
Commission Earned  
Incentive and Discount Receipts  
Scrap & waste sales

	-	2.76
	43.97	69.47
	1.91	1.20
<b>Total</b>	<b><u>45.88</u></b>	<b><u>73.43</u></b>

**Note 21 Other Income**

Interest Income (Refer note (i) below)	3.31	2.32
Other Non-operating Income (Refer note (ii) below)	7.93	14.98
<b>Total</b>	<b><u>11.24</u></b>	<b><u>17.30</u></b>

**Note**

- (i) Interest Income Comprises:

On deposits	2.30	0.92
On Security Deposits and Loans and Advances	1.01	1.40
<b>Total</b>	<b><u>3.31</u></b>	<b><u>2.32</u></b>

- (ii) Other Non-operating Income Comprise:

Profit on sale of Fixed Assets	-	2.06
Realisation/Write Back for Bad Debts written off	0.12	2.50
Miscellaneous Receipts	7.81	10.42
<b>Total</b>	<b><u>7.93</u></b>	<b><u>14.98</u></b>

**Notes on Consolidated Financial Statements**

	Rupees in Lacs	
	31.03.2016	31.03.2015
<b>Note 22.a Purchases of Traded goods</b>		
Tractors	90.07	694.30
Pesticides	578.87	437.06
Motor Spirit/HSD	1,743.40	2,381.61
Lubricants	415.33	386.72
Spare parts, Accessories and Agricultural implements	18.89	31.95
Electrical goods	96.55	100.01
Batteries	1,021.95	794.86
UPS	25.33	31.61
<b>Total</b>	<b><u>3,990.39</u></b>	<b><u>4,858.12</u></b>
<b>Note 22.b Changes in Inventories of Traded goods</b>		
Opening stock	413.29	712.41
Closing stock	243.24	413.29
<b>Net (increase)/decrease</b>	<b><u>170.05</u></b>	<b><u>299.12</u></b>
<b>Note 23 Employees Benefits Expenses</b>		
Salaries and wages	93.47	112.05
Contribution to Provident and other Funds	6.93	7.75
Staff Welfare Expenses	4.28	4.78
<b>Total</b>	<b><u>104.68</u></b>	<b><u>124.58</u></b>
<b>Note 24 Finance Costs</b>		
Interest Expense on:		
-Bank	67.40	21.31
-Others	46.14	172.15
<b>Total</b>	<b><u>113.54</u></b>	<b><u>193.46</u></b>

## Notes on Consolidated Financial Statements

	Rupees in Laacs	
	31.03.2016	31.03.2015
<b>Note 25 Other Expenses</b>		
Consumption of Stores and Spares	0.14	0.26
Power and Fuel	5.56	6.38
Rent	7.60	12.72
Repairs to:		
-Machinery	0.85	0.65
-Building	0.67	1.01
Insurance	3.62	4.84
Rates and Taxes	6.52	5.33
Miscellaneous Expenses	65.31	84.13
Directors sitting fee	0.32	0.40
Directors commission	0.23	0.25
Bank Charges	14.81	5.16
Traveling Expenses	9.69	12.60
Payment to Statutory Auditors		
-Statutory audit fees	2.00	1.80
-Taxation matters	0.20	0.20
-Other services	0.05	0.68
-Reimbursement of expenses	0.14	0.12
Bad Debts written off	2.72	1.30
<b>Total</b>	<b><u>120.43</u></b>	<b><u>137.83</u></b>

## Note 26 Tax Expense

(a) Current Tax	-	-
Tax relating to earlier years (Net)	8.65	-
	<u>8.65</u>	-
(b) Deferred tax	0.31	2.48
<b>Total</b>	<b><u>8.96</u></b>	<b><u>2.48</u></b>

## Note 27 Additional information to the consolidated financial statements

## 27.1 Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 :

The Company has not received any intimation from suppliers regarding their Status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to the amount unpaid as at the year end together with interest paid and/or Payable as required under the said Act have not been given.

## 27.2 No provision for tax has been made, as there is no assessable income for the year.

**Notes on Consolidated Financial Statements****Note 27 Additional Information to the consolidated financial statements (Cont...)****27.3 The break -up of Investment in Associate is as under:**

Refer Note - 12'

	31.03.2016	(Rs. In lacs) 31.03.2015
a) Equity Accounted Associate		
(i) Cost of Investment (including Retained Earnings/ and Capital Reserve arising on consolidation-Refer note (b) below)	35,577.07	30,608.63
(ii) Share of post acquisition profit (Net of dividend received during the year)	7,179.97	4,968.44
	<u>42,757.04</u>	<u>35,577.07</u>

**b) Detail of Equity Accounted Associate is as below:**

Name of Associate company	Original Cost of investment	Capital Reserve	Retained Earnings	Accumulated profit (Net of dividend received) as at 31.03.2016	Carrying Amount of Investment as at 31.03.2016
Isgce Heavy Engineering Limited	3,739.93 (3,739.93)	18,255.36 (18,255.36)	2,367.02 (2,367.02)	18,394.73 (11,214.76)	42,757.04 (35,577.07)

Note : Figures in bracket relates to the Previous year

**27.4 Additional information, as required under Schedule III of the Companies Act,2013,of enterprises consolidated as Subsidiary/ Associate/Joint Venture:**

Name of the Entity	Net Assets i.e Total Assets Minus Total Liabilities		Share in Profit or (Loss)	
	As % of consolidated net assets	Amount (Rupees in lacs)	As % of consolidated Profit or (Loss)	Amount (Rupees in lacs)
Company : The Yamuna Syndicate Limited	0.27%	114.62	(0.49%)	(38.44)
Subsidiaries				
Indian -	-	-	-	-
Foreign -	-	-	-	-
Associates (Investment as per Equity Method)				
Indian - Isgce Heavy Engineering Limited	99.73%	42,757.04	100.49%	7,839.28
Foreign -	-	-	-	-
Joint Ventures				
Indian -	-	-	-	-
Foreign -	-	-	-	-
<b>Total</b>	<u>100%</u>	<u>42,871.66</u>	<u>100%</u>	<u>7,800.84</u>

**Notes on Consolidated Financial Statements****Note 27 Additional Information to the consolidated financial statements (Cont...)****27.3 The break -up of Investment in Associate is as under:**

Refer Note - 12'

	31.03.2016	(Rs. In lacs) 31.03.2015
a) Equity Accounted Associate		
(i) Cost of Investment (including Retained Earnings/ and Capital Reserve arising on consolidation-Refer note (b) below)	35,577.07	30,608.63
(ii) Share of post acquisition profit (Net of dividend received during the year)	7,179.97	4,968.44
	<u>42,757.04</u>	<u>35,577.07</u>

**b) Detail of Equity Accounted Associate is as below:**

Name of Associate company	Original Cost of investment	Capital Reserve	Retained Earnings	Accumulated profit (Net of dividend received) as at 31.03.2016	Carrying Amount of Investment as at 31.03.2016
Isgce Heavy Engineering Limited	3,739.93 (3,739.93)	18,255.36 (18,255.36)	2,367.02 (2,367.02)	18,394.73 (11,214.76)	42,757.04 (35,577.07)

Note : Figures in bracket relates to the Previous year

**27.4 Additional information, as required under Schedule III of the Companies Act,2013,of enterprises consolidated as Subsidiary/ Associate/Joint Venture:**

Name of the Entity	Net Assets i.e Total Assets Minus Total Liabilities		Share in Profit or (Loss)	
	As % of consolidated net assets	Amount (Rupees in lacs)	As % of consolidated Profit or (Loss)	Amount (Rupees in lacs)
Company : The Yamuna Syndicate Limited	0.27%	114.62	(0.49%)	(38.44)
Subsidiaries				
Indian -	-	-	-	-
Foreign -	-	-	-	-
Associates (Investment as per Equity Method)				
Indian - Isgce Heavy Engineering Limited	99.73%	42,757.04	100.49%	7,839.28
Foreign -	-	-	-	-
Joint Ventures				
Indian -	-	-	-	-
Foreign -	-	-	-	-
<b>Total</b>	<u>100%</u>	<u>42,871.66</u>	<u>100%</u>	<u>7,800.84</u>

## Notes on Consolidated Financial Statements

### Note 27 Additional Information to the consolidated financial statements (Cont...)

#### 27.5 Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures as per Companies Act, 2013 (Form AOC-1)

The disclosure under first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

**Part "A": Subsidiaries** : Not Applicable as the Company has no subsidiary

#### **Part "B": Associates and Joint Ventures**

Name of Associate Company	Isgec Heavy Engineering Limited
Latest Audited Balance Sheet Date	31.03.2016
Shares of Associate held by the Company on the year end	
Numbers	32,96,526 Equity Shares
Amount of Investment in Associates	Rs. 3,739.93 lacs
Extent of Holding %	44.83%
Description of how there is significant influence	Significance influence is due to control of more than 20% of total share capital of Associate Company.
Reason why the Associate/joint venture is not consolidated	Not Applicable
Net Worth attributable to share holding as per latest audited Balance Sheet	Rs. 47,066.71 lacs
Profit/Loss for the year	
i. Considered in Consolidation	Rs. 7,839.28 lacs
ii. Not Considered in Consolidation	-

For and on behalf of Board of Directors

**Ashish Kumar**  
Company Secretary

**R.N. Wakhloo**  
Chief Executive Officer

**Aditya Puri**  
Director  
DIN : 00052534

**Vinod K. Nagpal**  
Director  
DIN : 00147777

In terms of our report of even date

**For K.C. Malhotra & Co.**  
Chartered Accountants  
(Firm Regn. No. 000057N)

**Ramesh Malhotra**  
Partner

Membership No. 013624

Place : New Delhi  
Dated : 30.06.2016

## Notes on Consolidated Financial Statements

### Note 28 Disclosures under Accounting Standards

- 28.1 In accordance with Accounting standards (AS-20) "Earning Per Share" is calculated by dividing the profit/(Loss) attributable to the equity shareholders by the weighted average number of shares outstanding during the year.

Description	31.03.2016	Rupees in Lacs
		31.03.2015
a) Net profit after tax	7,800.84	5,408.78
b) Weighted average number of equity shares	211,648	211,648
c) Face value of equity shares (in Rs.)	100	100
d) Earnings per share (Basic and diluted) (in Rs.)	3,685.76	2,555.55

- 28.2 Other disclosures related to these are presented in the Company's separate financial statements.

**Note 29** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.