THE YAMUNA SYNDICATE LIMITED

Reports and Financial Statements for the year ended 31st March, 2019

ANNUAL REPORT 2018-19

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
5. **Mrs. Reva Khanna**
   DIRECTOR

KEY MANAGERIAL PERSONNEL :

1. **Mr. P. Sunder**
   CHIEF EXECUTIVE OFFICER
2. **Mr. Ashish Kumar**
   COMPANY SECRETARY
3. **Mr. Mukesh Kumar Kamboj**
   CHIEF FINANCIAL OFFICER

AUDIT COMMITTEE :

1. **Mr. Vinod K. Nagpal**
   CHAIRMAN
2. **Mr. D. D. Sharma**
   MEMBER
3. **Mr. Aditya Puri**
   MEMBER
4. **Mrs. Reva Khanna**
   MEMBER

AUDITORS :

M/s. Moudgil & Co.
Chartered Accountants
Jagadhri

BANKERS :

1. **Punjab National Bank**
2. **State Bank of India**
3. **HDFC Bank Ltd**

REGISTERED OFFICE :

Yamunanagar, Haryana.

Contents

BOARD's REPORT

1.00 The Board hereby presents its Report for the year ended 31st March, 2019.

2.00 FINANCIAL RESULTS AND HIGHLIGHTS:

2.01 The financial results of the Company are given below :

(Rupees in Lakhs)

	Particulars	**As at 31.03.2019**	**As at 31.03.2018**
I.	**ASSETS:**		
	-Fixed Assets	35.45	34.45
	-Other Non-Current Assets	3,755.72	3,753.96
	-Current Assets	2,711.28	2,479.78
	Total	**6,502.45**	**6,268.19**
II.	**EQUITY AND LIABILITIES:**		
	-Shareholders' Funds	6,027.82	5,788.91
	-Non-Current Liabilities	16.20	267.05
	-Current Liabilities	458.43	212.23
	Total	**6,502.45**	**6,268.19**

		For the year ended 31.03.2019	**For the year ended 31.03.2018**
III.	Revenue from Operations & Other Income	6,910.02	6,684.87
IV.	Total Expenses	6,490.44	5,520.05
V.	**Profit before Tax (III-IV)**	**419.58**	**1,164.82**
VI.	Tax Expenses including deferred tax	69.39	71.37
VII.	**Profit/(Loss) after Tax (V-VI)**	350.19	1093.45
VIII.	Other Comprehensive Income/ (Expense)	(0.11)	(4.57)
IX.	**Total Comprehensive Income for the year (VII+VIII)**	**350.08**	**1088.88**
X.	Dividend including Tax paid during the year	111.17	101.89
XI.	Balance carried to Profit & Loss Account	238.91	986.99
XII.	Basic/Diluted earning per Share of Rs. 100/- each (Figure in Rupees)	114	356

3.00 DIVIDEND:

3.01 Your Directors are pleased to recommend a final dividend of Rs. 40/- per share for the financial year ended 31st March, 2019. The dividend, if approved and declared in the forthcoming Annual General Meeting, will result in a total outflow of Rs. 148.22 Lakhs (including Dividend Distribution Tax).

4.00 STATE OF COMPANY AFFAIRS AND OPERATIONS INCLUDING MANAGEMENT DISCUSSION & ANALYSIS :

4.01 The break-up of Profit before Tax is given below:-

(Rupees in Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
1	Profit before Tax	419.58	1164.82
2	Less : Dividend Income	164.83	1021.92
3	Profit from Business	254.75	142.90

4.02 The overall profits from operations are higher as compared to the previous year.

4.03 The year saw a decline in demand from the auto, tractor, and 2-wheeler sectors. In the battery segment, we had to resort to deep discounting so as to recover overheads, and to liquidate mounting stock inventories. As a result, profits margins came under great pressure, and were not commensurate to the sales.

4.04 We were able to successfully expand our product portfolio in our Himachal Pradesh branch by inclusion of the 'Gulf' brand of 2-wheeler batteries. We plan to expand this business in the coming years. In addition, we also plan to enlarge our area of operation by inclusion of additional districts, for the distribution of both, lube products as well as batteries.

4.05 The Company continues to make efforts for increasing its market share for various traded products. In addition, efforts are also under way for cost and expenditure control.

4.06 In regard to possible threats, we expect growing competition in the product segments of our interest. Prices are unlikely to look up significantly. On the positive side, this situation may provide opportunities for expansion of the geographic area for trading activity, particularly in HP where we already have a presence.

4.07 As part of our continual efforts, the Company will strive to identify new product lines for trading.

4.08 Overall, market outlook is likely to remain uncertain, at least for the foreseeable future. Owing to stagnation in several sectors of the economy, the demand situation will remain a cause for concern.

4.09 In compliance with SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, details of significant changes in key financial Ratio are given in Annexure-1.

5.00 REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF ISGEC HEAVY ENGINEERING LIMITED (ASSOCIATE COMPANY):

5.01 The turnover and profits of the Associate company have been higher during the year owing to the booking of large orders during the last quarter of the preceding financial year, as reported in last year's Board Report.

5.02 The order booking, during the year under report, was higher and the Associate company witnessed an increased market share in both segments i.e. EPC Projects and Products Segments.

5.03 The Associate company continued its efforts towards cost control and increase in productivity.

5.04 The Associate company has diversified its Product Segment by entering into the business of Construction of Factories for Railways, Material Handling Systems and Air Pollution Control Projects. The diversification was successful and the Associate company could book large value orders for these projects.

5.05 During the current year, higher investment is expected in infrastructure, which will boost demand in the Cement, Steel, Fertilizer and Power sectors. The Associate company is, therefore, expected to have a higher turnover and profit in the current year.

5.06 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 to the consolidated financial statements.

6.00 CONSOLIDATED FINANCIAL STATEMENTS:

6.01 As required under Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements in respect to the Company and its Associate company- Isgec Heavy Engineering Limited.

7.00 INDEPENDENT DIRECTORS :

7.01 All the Independent Directors have furnished declarations that each of them meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

8.00 POLICY ON DIRECTORS' APPOINTMENT/ REMUNERATION OF DIRECTORS/KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

8.01 The Nomination and Remuneration Committee constituted by the Company has formulated criteria for determining qualifications, positive attributes and independence of the Directors. The Committee has also recommended to the Board a policy relating to the remuneration for Directors and Senior Management. While formulating the policy, the Committee will ensure that:

(i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

9.00 COMPOSITION OF AUDIT COMMITTEE:

9.01 The composition of Audit Committee is as below:-

Sr. No.	Name of the Committee Member	Position
1	Mr. Vinod K. Nagpal (DIN : 00147777)	Chairman
2	Mr. D.D. Sharma (DIN : 00269699)	Member
3	Mr. Aditya Puri (DIN : 00052534)	Member
4	Mrs. Reva Khanna (DIN: 00413270)	Member

10.00 VIGIL MECHANISM:

10.01 The Company has established a Vigil Mechanism for Directors and Employees in accordance with Sub-section (9) and (10) of Section 177 of the Companies Act, 2013. Details of Vigil Mechanism are given in the Corporate Governance Report. The Vigil Mechanism has been disclosed on the website of the Company.

11.00 <u>EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE</u>:

11.01 There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or comments by the Board.

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

12.00 <u>ANNUAL EVALUATION BY THE BOARD</u>:

12.01 On the recommendation of the Nomination and Remuneration Committee, the Board has finalized a policy specifying manner for effective evaluation of performance of the entire Board, Committees, Independent Directors and Individual Directors. Such Policy has been disclosed on the website of the Company.

12.02 The method of evaluation, as per the Evaluation Process, is to be done by internal assessment through a detailed questionnaire to be completed by individual directors.

12.03 In accordance with the Companies Act and the Listing Requirements, the evaluation is done once in a year, after close of the year and before the Annual General Meeting.

13.00 **<u>NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS</u>:**

13.01 Four Board Meetings were held during the year ended 31st March, 2019.

14.00 <u>DISCLOSURE REGARDING REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013</u>:

14.01 Disclosures regarding remuneration as required under Section 197(12) of the Companies Act, 2013 are annexed as Annexure- 2.

15.00 <u>CORPORATE SOCIAL RESPONSIBILITY</u>:

15.01 Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company is not required to spend on activities under Corporate Social Responsibility. Therefore the Company has not constituted Corporate Social Responsibility Committee of the Board of Directors.

16.00 <u>MAINTENANCE OF COST RECORDS</u>:

16.01 Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the provision of maintenance of cost records is not applicable to the Company.

17.00 PARTICULARS OF DISCLOSURES UNDER SECTION 134(3) (m) OF THE COMPANIES ACT, 2013:

17.01 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.

17.02 There are no foreign exchange earnings and outgo.

18.00 ANNUAL RETURN:

18.01 The extract of Annual Return as on 31st March, 2019 is available on the website of the Company www.yamunasyndicate.com

19.00 DIRECTORS' RESPONSIBILITY STATEMENT:

19.01 Your Directors hereby confirm that:

(a) In the preparation of the Annual Accounts for the financial year ended 31st March, 2019, 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 the 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 operating effectively.

20.00 DETAILS OF SIGNIFICANT & MATERIAL ORDERS:

20.01 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.

21.00 RISK MANAGEMENT POLICY:

21.01 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.

21.02 The Company also takes adequate insurance to protect its assets.

22.00 PARTICULARS OF LOANS/GUARANTEES/INVESTMENTS:

22.01 Particulars of Investment made, Loans given and/or Guarantee/Security provided under Section 186 of the Companies Act, 2013 as at 31st March, 2019, are as under :-

Sr. No.	Particulars	Face Value per share	No. of Shares	Value in Rupees
1	Investment in Equity Shares : Isgec Heavy Engineering Ltd.	Re 1	32965260	32965260
2	Loan/Guarantee/Security	Nil	Nil	Nil

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

23.00 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

23.01 The Company has formulated a Policy on Materiality of Related Party transactions and also on dealing with Related Party transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Related Party transactions has been disclosed on the website of the Company.

23.02 All contracts, arrangements and transactions entered by the Company during the financial year with related parties were in its ordinary course of business and were on arm's length basis. For particulars of such Related Party Transactions, Members may refer to Note 24 of the Standalone Financial Statements, as given pursuant to Indian Accounting Standard.

24.00 PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE:

24.01 The Company has in place a Policy of Prevention on Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has received no complaint during the year in this regard.

25.00 REPORT ON CORPORATE GOVERNANCE:

25.01 Report on Corporate Governance for the year under review, as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed as Annexure- 3.

26.00 SECRETARIAL AUDIT REPORT:

26.01 The Board of Directors of the Company has appointed M/s. R.K. Bhalla & Associates, Company Secretaries, to conduct the Secretarial Audit.

26.02 Pursuant to Section 204 of the Companies Act, 2013, a Secretarial Audit Report given by M/s. Bhalla & Associates, Companies Secretaries, is annexed as Annexure-4.

27.00 SECRETARIAL STANDARDS:

27.01 The Company complies with all applicable Secretarial Standards.

28.00 INTERNAL FINANCIAL CONTROLS:

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

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

29.01 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.

30.00 PERSONNEL:

30.01 The Board wishes to express its appreciation to all the employees of the Company for their contribution to the operations of the Company during the year.

31.00 INDUSTRIAL RELATIONS:

31.01 Industrial relations remained peaceful.

32.00 ACKNOWLEDGEMENTS:

32.01 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.

33.00 With these remarks, we present the Accounts for the year ended 31st March, 2019.

By Order of the Board

Dated : 30.05.2019
Place : Noida (U.P.)

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

Encl. Annexure 1 to Annexure 4.

Annexure-1

Details of significant changes (changes of 25% or more as compared to previous year) in Key Financial Ratio in compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 :

Sr. No.	Particulars of Key financial Ratio		Figures (Rs./Lakhs)		Ratio		Reason for variation
			This Year (2018-19)	Last Year (2017-18)	This Year (2018-19)	Last Year (2017-18)	
1.	Net Profit Margin	Net Profit	419.58	1164.82	6.40%	21.05%	Net Profit is lower this year owing to less dividend received from Associate company (Dividend Income this year is Rs. 164.83 Lakhs whereas last year it was Rs. 1021.92 Lakhs)
		Turnover	6556.80	5534.13			
2.	Interest Coverage Ratio	Profit before Interest	451.56	1207.17	14.12 times	28.5 times	Interest coverage Ratio has declined due to less profit during the year for the reason as explained at Sr.No. '1'above.
		Interest Cost	31.98	42.35			
3.	Current Ratio	Current Assets	2711.28	2479.78	5.91 : 1	11.68 : 1	Current Ratio has declined due to excess Current Liabilities this year in comparison to last year. Reasons for increase in Current Liabilities are mainly due to excess current maturities of long-term borrowings this year and increased Sundry Creditors as on March 31, 2019, who have been paid during April, 2019.
		Current Liabilities	458.43	212.23			
4.	Debt Equity Ratio	Debts	222.65	328.00	3.70%	5.56%	Percentage of debt to equity as on March 31, 2019 is less as compared to last year because the Company has been repaying outside debts on maturity dates due to availability of surplus funds.
		Equity Fund	6027.82	5788.91			
5.	Return on Net Worth	Net Profit after tax	350.19	1093.45	5.81%	18.89%	Return on Net worth (Shareholders fund) is lower in comparison to last year due to less profit this year for the reason as explained at Sr.No. '1'above.
		Net Worth	6027.82	5788.91			

Annexure-2

PART : A. Particulars of Top 10 employees in terms of remuneration drawn as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014 as on 31st March 2019

Sl. No.	Name of Employee	Age	Qualification	Experience in year	Date of commencement of Employment	Designation	Remuneration Paid during the year (Amount in Rs.)	Last Employment held	No. of Shares held in the Company and % to total share capital
1.	Mr. P. Sunder	64	BE (Mech.)& PGD (International Marketing)	43	14.02.2018	Chief Executive officer	12,00,000	M/s. Isgec Heavy Engineering Ltd.	2 Shares
2.	Mr. Ashish Kumar	43	B.Com., FCS	17	08.05.2014	Company Secretary	5,64,078	M/s. Isgec Hitachi Zosen Ltd.	0
3.	Mr. M.P. Sharma	62	B.A.	40	01.06.1979	Sales Manager	2,46,000	-	0
4.	Mr. Mukesh Kamboj	36	B.Com.	13	01.01.2006	Chief Financial Officer	2,34,624	-	0
5.	Mr. Hans Raj	43	12th	12	01.07.2008	Accountant	2,23,175	-	0
6.	Mr. Raj Kumar	49	B.A.	10	01.06.2009	Sales Representative	2,20,905	-	0
7.	Mr. Amit Goel	30	12th	6	01.12.2013	Sales Supervisor	1,93,717	-	0
8.	Mrs. Karuna Bhola	37	B.A.	12	01.04.2007	Asstt. Accountant	1,93,634	-	0
9.	Mr. Bhuwan Chandra	46	12th	26	01.10.1993	Senior Store Keeper	1,86,607	-	0
10.	Mr. Mayank Tayal	29	B.Com.	8	23.08.2017	Accountant	1,85,701	TRC Institute of Mgt. & Tech.	0

Notes :

1. **Nature of Employment :** All appointment are contractual and terminatable by notice on either side.
2. **Other Terms and conditions :** As per Company Rules.
3. All the employees have adequate experience to discharge the responsibilities assigned to them.
4. None of the employees mentioned above is the relative of any Director of the Company.
5. Remuneration includes, salary, Company's contribution to provident fund, leave travel concession/allowance, leave encashment, Bonus, house rent allowance, medical expenses reimbursement/allowance but excluding gratuity paid or provided. Where it is not possible to ascertain the actual expenditure incurred by the Company in providing perquisites the monetary value of such perquisites has been calculated in accordance with the Income Tax Act, 1961 and the Rules made thereunder.

PART B - STATEMENT OF INFORMATION TO BE FURNISHED PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	There is no any whole time Executive Director in the Company, therefore such ratio is not applicable.	
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. P. Sunder, Chief Executive Officer	-
		Mr. Ashish Kumar, Company Secretary	14.31%
		Mr. Mukesh Kumar Kamboj, Chief Financial Officer	12.09%

The ratio of remuneration of each Director to the median remuneration of the employees and percentage increase in remuneration of each director:

All the Directors including Independent Directors do not receive any remuneration other than sitting fees and commission. Details of sitting fees and commission paid to them are given in the report on Corporate Governance forming part of Annual Report and hence, are not included in the above table.

(iii)	The percentage increase in the median remuneration of employees in the financial year;	10.49%
(iv)	The number of permanent employees on the rolls company;	36 employees as on March 31, 2019 (40 employees as on March 31, 2018)
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average increase in salaries of employees other than managerial personnel in 2018-19 was 10.53%. Percentage increase in Managerial Remuneration for the year is 5.04%.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration is paid as per the remuneration policy of the Company.

Report on Corporate Governance

Annexure-3

1. **A brief statement on Company's philosophy on Code of Governance:**

(a) The Company's philosophy on Code of Governance is to comply with the requirement of disclosures and also principles of Corporate Governance, as mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as amended from time to time.

(b) The Company also fulfills its obligations of compliance with regard to appointment of Compliance Officer, filling on electronic platform and with Stock Exchange and publishing in newspapers.

2. **Board of Directors:**

(a) Composition and Category of Directors:

The composition of the Board is in line with the Regulation 17 of LODR. The Board comprises of a Non-Executive-Non-Independent-Chairman (Promoter), one Non-Executive-Non-Independent- Director (Promoter) and three Non-Executive Independent Directors.

(b)&(c) Attendance of each Director at the Board Meetings and at the last Annual General Meeting and Number of other Boards or Board Committees in which he/she is a Member or Chairperson :

Name of the Director	No. of Board Meeting attended	Whether attended the last Annual General Meeting	Directorships and Committee Memberships in other companies as disclosed			
			Public (*)	Private	Committee Membership	Committee Chairmanship
Non-Executive Chairperson & Promoter						
Mr. Ranjit Puri	3	Yes	4	-	2	3
Non-Executive Director & Promoter						
Mr. Aditya Puri	4	Yes	6	3	5	1
Non-Executive Independent Directors						
Mr. Vinod K. Nagpal	4	Yes	1	2	-	2
Mr. Dev Datt Sharma	4	Yes	-	-	-	-
Mrs. Reva Khanna	3	No	1	1	3	-

(*) Name of other Listed Public Limited Companies, where the Directors of the Company are Directors and category of Directorship :-

Sr. No.	Name of the Director	Name of the Listed Entity	Category of Directorship
1.	Mr. Ranjit Puri	Isgec Heavy Engineering Ltd.	Non-Executive-Non-Independent Director
		Jullundur Motor Agency (Delhi) Ltd.	Non-Executive Director
2.	Mr. Aditya Puri	Isgec Heavy Engineering Ltd.	Non-Executive-Non-Independent Director
3.	Mr. Vind K. Nagpal	Isgec Heavy Engineering Ltd.	Non-Executive-Independent Director

(d). Number of Board Meetings held and dates on which held:

Four Board Meetings were held on the following dates during the year:-

- May 30, 2018
- August 7, 2018
- November 14, 2018
- February 8, 2019

(e) Disclosure of relationships between directors inter-se:

- Mr. Ranjit Puri, Chairperson is father of Mr. Aditya Puri, Director.
- Mr. Aditya Puri, Director is son of Mr. Ranjit Puri, Chairperson.
- No other Director is related inter-se.

(f) Number of shares held by Non-executive independent directors:

Sl.No.	Name of the Director	Number of the Shares held
01	Mr. Vinod K. Nagpal	112
02	Mr. Dev Datt Sharma	100
03	Mrs. Reva Khanna	Nil

(g) Web link where details of familiarisation programmes imparted to independent directors is disclosed: http://www.yamunasyndicate.com/ downloads/ Familiarization_Programme_For_Independent_Directors.pdf

(h) Skills/Expertise/Competencies of the Board of Directors:

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's businesses, policies and culture, major risks/threats and potential opportunities and knowledge of the industry in which the Company operates;
- Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making;
- Behavioral skills-attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company;
- Financial and Management skills, Legal Knowledge;
- Professional skill and specialized knowledge in relation to Company's business.

(i) Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of management:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

(j) Detailed reason for the resignation of an Independent Director before expiry of tenure:

No such case.

3. Audit Committee:

(a) Brief description of terms of reference:

The Board has specified in writing the terms of reference in accordance with Section 177 (4) of the Companies Act, 2013. In addition, the Audit Committee keeps in view its role as provided under Part-C of Schedule-II of LODR.

(b)&(c) Composition, name of members, chairperson and meetings & attendance during the year:

Sl.No.	Name of the Committee Member	No. of Meeting attended	Number of Meetings and Dates of Meeting held	
			Number of Meetings	Date of Meetings
1.	Mr. Vinod K. Nagpal, Chairperson (Non-Executive-Independent Director)	4	4	May 30, 2018 August 7, 2018 November 14, 2018 February 8, 2019
2.	Mr. Dev Datt Sharma (Non-Executive-Independent Director)	4		
3.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	4		
4.	Mrs. Reva Khanna (Non-Executive-Independent Director) w.e.f. 30.05.2018	2		

Mr. Ashish Kumar, Company Secretary, is the Secretary of the Audit Committee.

4. Nomination and Remuneration Committee:

(a) Brief description of terms of reference:

The terms of reference of Nomination and Remuneration Committee are to perform the functions as provided under sub section (2), (3) & (4) of section 178 of the Companies Act, 2013. In addition, the Nomination and Remuneration Committee keeps in view its role as specified in part-D of Schedule-II of LODR.

(b)&(c) Composition, name of members, chairperson and meetings and attendance during the year:

Sl.No.	Name of the Committee Member	No. of Meeting attended	Number of Meetings and Dates of Meeting held	
			Number of Meetings	Date of Meetings
1.	Mr. Vinod K. Nagpal, Chairperson (Non-Executive-Independent Director)	1	1	February 8, 2019
2.	Mr. Dev Datt Sharma (Non-Executive-Independent Director)	1		
3.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	1		

Mr. Ashish Kumar, Company Secretary, is the Secretary of the Nomination and Remuneration Committee.

(d) Performance evaluation criteria for independent directors:

The Evaluation process formulated by the Nomination and Remuneration Committee provides criteria for evaluation of Independent Directors is in accordance with the Guidance Note issued by SEBI vide Circular dated January 05, 2017.

5. Details of remuneration paid to Non-Executive Directors:

Sl.No.	Name of Director	Nature of the Payment		Total Amount (Rs.)
		Remuneration	Sitting Fee	
1.	Mr. Ranjit Puri	5,000	6,000	11,000
2.	Mr. Aditya Puri	5,000	8,000	13,000
3.	Mr. Vinod K. Nagpal	5,000	8,000	13,000
4.	Mr. Dev Datt Sharma	5,000	8,000	13,000
5.	Mrs. Reva Khanna	5,000	6,000	11,000

No. remuneration other than sitting fee and commission as aforesaid is paid to all the non-executive Directors. There has been no pecuniary relationship or transactions between the Company and non-executive Directors during the year 2018-19. There are no stock options available/issued to any non-executive Directors of the Company. There are no convertible instruments issued to any of the non-executive Directors of the Company.

6. Stakeholders Relationship and Grievances Committee :

(a) Composition, Name of Members and Chairman:

Sl. No.	Name of Committee Member	Position
1.	Mr. Vinod K. Nagpal (Non-Executive-Independent Director)	Chairperson
2.	Mr. Dev Datt Sharma (Non-Executive-Independent Director)	Member
3.	Mr. Aditya Puri (Non-Executive-Non-Independent Director)	Member

(b) Name and designation of Compliance Officer:

Mr. Ashish Kumar, Company Secretary

(c) Number of Shareholders' complaints received so far: Nil.

(d) Number of complaints not solved to the satisfaction of Shareholders: Nil.

(e) Number of pending complaints: Nil.

7. General Body Meetings:

(a) Location and time where last three Annual General Meetings (AGM) held:

Date	Location	Time
August 10, 2016	Office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001.	10.45 A.M.
September 9, 2017		11.00 A.M.
August 7, 2018		11.00 A.M.

(b) Whether any Special Resolution passed in the previous three AGM: Yes.

(i) Special Resolutions regarding re-appointment of Mr. Vinod K. Nagpal and Mr. Dev Datt Sharma as Independent Directors to hold office for another term until the conclusion of Annual General Meeting to be held to consider the Accounts for the financial year ended March 31, 2019 was passed in the AGM held on September 9, 2017.

(ii) Special Resolution regarding alteration in Articles of Association of the Company in accordance with Section 14 of the Companies Act, 2013 was passed in the AGM held on September 9, 2017.

(iii) Special Resolution for increase in Authorised Share Capital of the Company in accordance with Section 13, 14, 61, 64 and all other applicable provisions of the Companies Act, 2013 was passed in the AGM held on September 9, 2017.

(c)&(d) Whether any Special Resolution passed last year through postal ballot and detail of voting pattern :

Yes, the Shareholders of the Company approved the followings items through postal ballot Notice dated February 9, 2019 by way of Special Resolutions, during the year :

Item No.	Particular of Resolutions	Total No. of Shares Voted	Total Votes Cast in favour		Total Votes Cast in against	
			No. of Shares	% of Votes	No. of Shares	% of Votes
1.	Continuation of the directorship of Mr. Ranjit Puri, Non-Executive Director of the Company	11242	11242	100	0	0
2.	Continuation of the directorship of Mr. Dev Datt Sharma, Non-Executive Director of the Company	241353	241353	100	0	0
3.	Continuation of the directorship of Mrs. Reva Khanna, Non-Executive Director of the Company	241353	241353	100	0	0

The Board of Director had appointed Mr. Rajinder Kumar Bhalla (Membership no. A-10525) a Practicing Company Secretary, as scrutinizer to conduct the postal ballot process (Physical and e-voting) in a fair and transparent manner. The Voting period was from February 15, 2019 to March 16, 2019 and date of declaration of results was March 18, 2019. All the Resolutions were passed with requisite majority.

(e) Whether any Special Resolution is proposed to be conducted through postal ballot: No.

(f) Procedure for postal ballot: The Company conducted the postal ballot, in accordance with the provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations.

8. Means of Communication:

(a) Quarterly/Annually Results:

Yes, Published in Newspaper.

(b) Newspapers wherein results normally published:

(i) Business Standard (English) and
(ii) Business Standard (Hindi)

(c) Any website, where displayed:

(i) On Company's website : www.yamunasyndicate.com
(ii) On BSE's website: www.bseindia.com

(d) Whether it also displays official news releases:

There was no official news release.

(e) The presentations made to institutional investors or to the analysts:

No presentation was made to institutional investors or to the analysts.

9. General Shareholder information:

(a) Annual General Meeting date, time and venue:

Annual General Meeting will be held on August 10, 2019 at 11.00 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana.

(b) Financial Year:

April 1, 2018 to March 31, 2019.

(c) Dividend Payment Date:

By September 5, 2019

(d) Listing on Stock Exchange:

The equity shares of the Company are Listed on Bombay Stock Exchange (BSE) at Ground Floor, P.J. Tower, Dalal Street, Mumbai-400001 with effect from March 1, 2018.

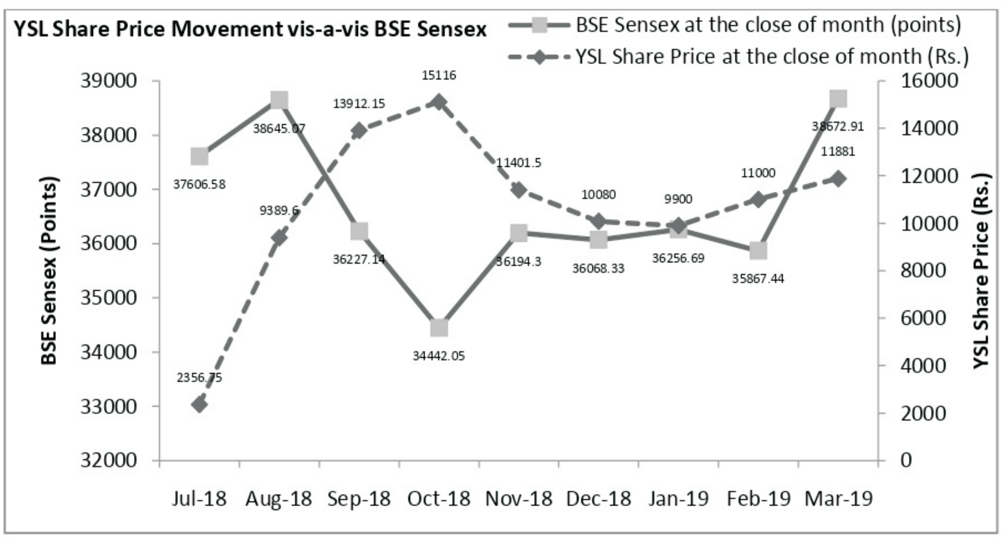
It is confirmed that Payment of Annual Listing Fee for Financial year 2019-20 has been made by the Company to stock exchange.

(e) Stock Code: The Stock Code Number is ISIN – INE868X01014. BSE has allotted scrip name as YSL and scrip code as 540980.

(f) Stock Market Price Data: High and Low during each month in the year on BSE:

Month	Bombay Stock Exchange	
	Lowest (Rs.)	Highest (Rs.)
April, 2018 to June 2018	No Data available as first trading was held on July 27, 2018	
July, 2018	2,137.70	2,356.75
August, 2018	2,474.55	9,389.60
September, 2018	9,859.05	13,912.15
October, 2018	14,190.35	21,812.30
November, 2018	11,401.50	19,109.85
December, 2018	9,701.00	12,379.00
January, 2019	9,900.00	11,993.85
February, 2019	10,390.00	11,550.00
March, 2019	11,550.00	12,990.00

(g) Share Price Performance in comparison to BSE Sensex:



(h) Securities suspended from trading: Not Applicable

(i) Registrar and Transfer Agents:

M/s. Alankit Assignments Limited, 'Alankit House', 2E/21, Jhandewalan Extension, New Delhi - 110055. Phone: +91-11-42541234, Email: alankit@alankit.com

(j) Share Transfer System:

The share transfers are attended, registered and returned within 15 days from the date of receipt, if the documents are in order in all respects.

(k) Distribution of shareholding:

The Distribution of shareholding as on March 31, 2019:

Share holding of Nominal Value	Shareholders		Share Amount	
(Rupees)	Number	% of Total	(Amount in Rs.)	% of Total
Upto 5,000	240	77.92	3,18,700	1.04
5,001 - 10,000	27	8.77	2,04,000	0.66
10,001 - 20,000	18	5.84	2,71,200	0.88
20,001 - 30,000	6	1.95	1,45,400	0.47
30,001 - 40,000	3	0.97	1,04,800	0.34
40,001 - 50,000	2	0.65	85,100	0.28
50,001 - 1,00,000	0	0	0	0
1,00,001 and above	12	3.90	2,96,07,300	96.33
TOTAL	308	100.00	3,07,36,500	100.00

Shareholding Pattern as on March 31, 2019:

Category	No. of Shareholders	No. of Shares held	Percentage
Promoters	5	230111	74.87
FIIs, Banks & Mutual Funds	2	94	0.03
Others (Public)	301	77160	25.10

(l) Dematerialization of shares and liquidity:

95.88% of share capital has been dematerialized as on March 31, 2019.

(m) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There is no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments and therefore there is no impact on equity.

(n) Foreign exchange risk and hedging activities:

The Company has not been involved in such activities.

(o) Plant and Business locations :

Location	Business	Address
Yamunanagar (Haryana)	Trading in Batteries, Indian Oil Industrial Lubes, Petrol Pump, Agriculture Products	Radaur Road, Yamunanagar-135001
	Trading in Electrical Goods	41/75, Thapar Colony, Workshop Road, Yamunanagar-135001
Nerchowk (Himachal Pradesh)	Trading in Automotive Lubes	Kullu Road, Nerchowk, Distt. Mandi-175002

(p) Address for correspondence:

Registered Office: Radaur Road,
Yamunanagar-135 001,Haryana.
Tel: +91-1732-255479
Email : companysecretary@yamunasyndicate.com

(q) List of Credit Rating obtained by the entity along with any revisions thereto during the financial year :-

Name of Credit Rating Agency : M/s. ICRA Ltd.

Limits		Rating	Scale
Cash Credit Limits (With Punjab National Bank)	Rs. 4.50 Crores	[ICRA] BBB (stable)	Long-term
Bank Guarantee Limits (Unallocated)	Rs. 5.70 Crores	[ICRA] BBB (stable)	Long-term
		[ICRA] A2	Short-term

There is no change in above Credit Rating during the financial year.

10. Disclosures:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large: Nil.

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by Bombay Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None.

(c) Vigil Mechanism:

The Company has established the Vigil Mechanism for Directors and Employees to report genuine concerns or grievances and instants of leak of Unpublished Price Sensitive Information (UPSI). The Audit Committee of the Company oversees the Vigil Mechanism. The Vigil Mechanism has been disclosed on website of the Company.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements.

(e) Subsidiary Company:

The Company has no any subsidiary company.

(f) Related Party Transactions:

The Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions which is disclosed on the Company's website at web link namely http://www.yamunasyndicate.com/ PolicyonRelatedPartyTransaction.html

(g) Disclosure of commodity price risks and commodity hedging activities:

The Company is involved in trading activities only and is not involved in commodity hedging activities.

(h) Details of Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) : Not Applicable

(i) A Certificate from Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority :

All the Directors of the Company have submitted declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority from being appointed or continuing as Director of Companies.

A compliance certificate from Mr. R.K Bhalla, Practicing Company Secretary pursuant to the requirement of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is enclosed as Annexure-I.

(j) Instances where the Board had not accepted any recommendation of any committee of the board which is mandatorily required : No such requirement and instances.

(k) Total fees for all service paid on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors is a part :

Rs. 2,25,000/- was paid as Audit fees and Rs. 37,500/- was paid in the other capacity to the Statutory Auditors during the financial year.

11. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Nil

12. Discretionary requirement complied with as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Nil

13. Disclosures of the compliance with corporate governance requirement specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

All disclosures which are applicable are complied with by the Company.

As required under para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I declare that all the members of Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management during the year ended March 31, 2019

P. Sunder
Dated 30.05.2019 **Chief Executive Officer**

Annexure-I

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of The Yamuna Syndicate Limited

We have examined the Compliance of conditions of Corporate Governance by The Yamuna Syndicate Limited ("the Company") for the year ended 31st March, 2019 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of 46, para C, D and E of Schedule V and any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 ("Listing Regulations") as amended from time to time, with the relevant records/documents maintained by the Company furnished to us for our review and report on Corporate Governance as approved by the Board of Directors.

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

In our opinion and to the best of our information and according to the explanations given to us and representation made by the Directors and the management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, 2015 as amended from time to time.

We further certify that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

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

For R.K. Bhalla & Associates
Company Secretaries

Rajinder Kumar Bhalla
(Proprietor)
ACS No. : 10525
CP No. : 7360

Place : Yamuna Nagar
Dated : 28.05.2019

Annexure-4

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended on 31st March, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
The Yamuna Syndicate Limited
Radaur Road, Yamuna Nagar-135001
(Haryana)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Yamuna Syndicate Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed and other records maintained by **The Yamuna Syndicate Limited** for the financial year ended on **31st March, 2019** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) Following are some other laws specifically applicable to the Company:

(a) Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under.

(b) Employees' State Insurance Act, 1948, and rules made thereunder.

(c) Payment of Wages Act, 1936, and rules made there under.

(d) Minimum Wages Act, 1948.

(e) Payment of Bonus Act, 1965.

(f) The Standards of Weights and Measures Act, 1976.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

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

I further report that:

(1) The Board of Directors of the Company is duly constituted with proper balance of Non- Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

(2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions of the board were taken with the requisite majority and recorded as part of the minutes.

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

Further, I report that there were no instances of:

I. Public/Right/Preferential issue of shares / debentures/ sweat equity etc.

II. Redemption / buy back of securities.

III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

IV. Merger/amalgamation/reconstruction, etc.

V. Foreign technical collaborations.

For R.K.Bhalla & Associates
Company Secretaries

Sd/-

Place: Yamuna Nagar
Date : 28.05.2019

(CS Rajinder Kumar Bhalla)
(Proprietor)
ACS No: 10525
CP No: 7360

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To,
The Members,
The Yamuna Syndicate Limited
Radaur Road, Yamuna Nagar-135001
(Haryana)

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

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

For R.K.Bhalla & Associates
Company Secretaries

Sd/-
(CS Rajinder Kumar Bhalla)
(Proprietor)
ACS No: 10525
CP No: 7360

Place: Yamuna Nagar
Date : 28.05.2019

INDEPENDENT AUDITOR'S REPORT

To the Members of The Yamuna Syndicate Limited

Report on the Audit of the Standalone Ind AS Financial Statements:

Opinion

We have audited the accompanying standalone Ind AS financial statements of **The Yamuna Syndicate Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("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 31st March, 2019, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements'* section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were discussed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters as there were no such significant matters which need to be reported separately.

Information other than the Standalone Ind AS Financial Statements and Auditor's Report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, considered whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure “A”, which forms a part of this report, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

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 appears from our examination of such books.

   (c) The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

   (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2019 from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

   (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”.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

3. As required by Rule 11 of the Companies (Audit and Auditors) Rules, 2014 issued by the Central Government of India in terms of clause (j) of sub-section (3) of section 143 of the Act, in our opinion and to the best of our information and according to the explanation given to us:

a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements.

(b) The Company has made provision, as required under the applicable law and accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

Place: Jagadhri
Dated: 30.05.2019

A.K. Moudgil
Partner
Membership No. 080785

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Standalone Ind AS financial statements for the year ended 31st March 2019, we report that:

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) According to the information and explanations given to us, the fixed assets of the Company have been physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

ii. Physical verification has been carried out by the Management in respect of inventory at reasonable intervals during the year. In our opinion the frequency of verification is reasonable. According to the information and explanations given to us, discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been dealt with in the books of account.

iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable to the Company.

iv. According to the information and explanations given to us, the Company has not granted any loans to parties covered under Section 185 of the Companies Act, 2013. Further, Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security made.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year under audit. Therefore, directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.

vi. The Company has not been required to maintain cost records under the sub-section (1) of section 148 of the Companies Act, specified by the Central Government and hence not commented upon.

vii. (a) According to the information and explanations given to us and records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Goods and Service Tax, Income-tax, Sales-tax, Service tax, Value Added Tax, Customs Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payables were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, goods and service tax or value added tax which have not been deposited on account of any dispute.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to any financial institution, bank or government. The Company does not have any debenture holders.

ix. In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Hence reporting under clause 3(ix) of the Order is not applicable to the Company.

x. Based upon the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the company or any material fraud on the company by its officers or employees has been noticed or reported during the year.

xi. According to the information and explanations given to us and based on our examination of records of Company, the Company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act , 2013.

xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Therefore the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013. Further the details of the transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review . Therefore the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.

xv. According to information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, provisions of paragraph 3 (xv) of the Order are not applicable to the Company.

xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of paragraph 3 (xvi) of the Order are not applicable to the Company.

For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place: Jagadhri
Dated: 30.05.2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **The Yamuna Syndicate Limited** ("the Company") as of 31st March 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

(a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) 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

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, 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.

For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

Place: Jagadhri
Dated: 30.05.2019

A.K. Moudgil
Partner
Membership No. 080785

Standalone Balance Sheet as at 31st March, 2019

(In INR Lakhs)

Particulars	Note	31st March, 2019	31st March, 2018
ASSETS			
Non-current Assets:			
(a) Property,Plant and Equipment	4	35.45	34.45
(b) Capital Work-In Progress		-	-
(c) Other Intangible Assets		-	-
(d) Financial Assets			
(i) Investments	5(a)	3,739.93	3,739.93
(ii) Trade Receivables	5(b)	1.28	2.88
(iii) Loans	5(e)	2.52	0.06
(iv) Others	5(f)	5.37	5.38
(e) Deferred tax assets(Net)	6	6.62	5.71
(f) Other Non-current Assets		-	-
Total non-current Assets		3,791.17	3,788.41
Current Assets			
(a) Inventories	8	623.71	474.53
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	5(b)	294.95	238.03
(iii) Cash and cash equivalents	5(c)	1,593.55	1,521.02
(iv) Bank balances other than(iii) above	5(d)	11.58	12.33
(v) Loans	5(e)	1.14	1.36
(vi) Others	5(f)	15.10	8.05
(c) Other Current Assets	7	171.25	224.46
Total current Assets		2,711.28	2,479.78
Total Assets		**6,502.45**	**6,268.19**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	9(a)	307.37	307.37
(b) Other Equity			
Reserves and surplus	9(b)	5,720.45	5,481.54
Total Equity		6,027.82	5,788.91
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10(a)	-	215.50
(ii) Trade payables	10(b)	-	-
(iii) Other Financial Liabilities	10(c)	1.20	18.27
(b) Deferred Revenue/income		-	-
(c) Provisions		-	-
(d) Employee benefit obligations	11	7.50	8.48
(e) Deferred tax liabilities (net)		-	-
(f) Other non-current Liabilities	12	7.50	24.80
Total non-current Liabilities		16.20	267.05
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10(a)	222.65	112.50
(ii) Trade Payables	10(b)	97.80	20.28
(iii) Other Financial Liabilities	10(c)	67.67	49.68
(b) Other Current Liabilities	12	0.49	0.54
(c) Provisions		-	-
(d) Employee benefit obligations	11	0.10	0.09
(e) Current Tax Liabilities	13	69.72	29.14
Total Current Liabilities		458.43	212.23
Total Equity and Liabilities		**6,502.45**	**6,268.19**

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Standalone Statement of Profit and Loss for the year ended 31st March, 2019

(In INR Lakhs)

	Income	Note	31st March, 2019	31st March, 2018
I	Revenue from Operations	14	6,625.08	5,596.67
II	Other Income	15	284.94	1,088.20
III	**Total Income (I+II)**		**6,910.02**	**6,684.87**
IV	**Expenses**			
	Purchases of traded goods	16	6,404.31	5,384.48
	Changes in Inventories of traded goods	17	(149.19)	(144.41)
	Employee Benefit expenses	18	121.10	118.70
	Finance Costs	19	33.85	46.42
	Depreciation	20	5.77	5.64
	Other Expenses	21	74.60	109.22
	Total Expenses (IV)		**6,490.44**	**5,520.05**
V	**Profit before exceptional items and tax (III-IV)**		**419.58**	**1,164.82**
VI	Exceptional items		-	-
VII	**Profit before tax (V -VI)**		**419.58**	**1,164.82**
VIII	Tax Expense:			
	(a) Current Tax	22	70.26	24.50
	(b) Deferred Tax		(0.87)	46.87
IX	**Profit after tax (VII-VIII)**		**350.19**	**1,093.45**
X	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss:			
	-Re-measurement gains/(losses) on defined benefit plans		(0.15)	(3.49)
	-Income tax effect relating to above item		0.04	(1.08)
XI	**Total comprehensive income for the period (IX + X)**		**350.08**	**1,088.88**
	Earnings per equity share in Rupees			
	Basic & diluted	25	114	356

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Standalone Cash Flow Statement for the year ended 31st March, 2019

(In INR Lakhs)

	Particulars	Note	31st March,2019	31st March,2018
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**			
	Profit before tax		419.58	1,164.82
	Adjustments for :			
	Depreciation	20	5.77	5.64
	Dividend and interest income classified as investing cash flows	15	(253.90)	(1,078.02)
	Finance costs	19	33.85	46.42
	Net gain/(loss) on sale of Fixed Assets	21	0.88	0.18
	Operating cash flow before changes in assets and liabilities		**206.18**	**139.04**
	(Increase)/Decrease in trade receivables	5(b)	(55.32)	13.52
	(Increase)/Decrease in inventories	8	(149.18)	(143.40)
	(Increase)/Decrease in other current financial assets	5(e) & 5(f)	(6.83)	2.04
	(Increase)/Decrease in other non-current financial assets	5(e) & 5(f)	(2.45)	0.99
	(Increase)/Decrease in other current assets	7	53.21	(37.95)
	Increase/(Decrease) in current financial liabilities	10(c)	17.99	(0.95)
	Increase/(Decrease) in other non-current financial liabilities	10(c)	(17.07)	14.64
	Increase/(Decrease) in other non-current liabilities	12	(17.30)	-
	Increase/(Decrease) in other current liabilities	12	(0.05)	(9.72)
	Increase/(Decrease) in employees benefit obligations	11	(0.97)	3.68
	Increase/(Decrease) in trade payable	10(b)	77.52	(13.16)
	Cash generated from operations		105.73	(31.27)
	Income tax paid/(refund received)		(29.83)	(0.89)
	Net cash inflow / (outflow) from operating activities		75.90	(32.16)
B.	**Cash flow from investing activities**			
	Purchase of property, plant and equipment	4	(7.65)	(7.21)
	Dividend received	15	164.83	1,021.92
	Interest received	15	89.07	56.10
	Net cash inflow / (outflow) from investing activities		246.25	1,070.81
C.	**Cash flows from financing activities**			
	Repayment of borrowings	10(a)	(215.50)	(112.50)
	Short term borrowings(net)	10(a)	110.15	53.96
	Finance costs	19	(33.85)	(46.42)
	Dividend paid (including tax) to Company's shareholders	26	(111.17)	(101.89)
	Net cash flow / (outflow) from financing activities		(250.37)	(206.85)

Standalone Cash Flow Statement for the year ended 31st March, 2019 (Cont.)

(In INR Lakhs)

Particulars	Note	31st March,2019	31st March,2018
Net increase/(decrease) in cash and cash equivalents (A+B+C)		71.78	831.80
Cash and cash equivalents at the beginning of the financial year	5(c)&5(d)	1,533.35	701.55
Cash and cash equivalents at the end of the financial year	5(c)&5(d)	1,605.13	1,533.35

Note : 1. The above cash flow statement has been prepared under the indirect method setout in Indian Accounting Standard (Ind As)7.

2. Figures in brackets indicate cash outgo.

3. Previous year figures have been regrouped and recast wherever necessary to confirm to the current year classifications.

For and on behalf of Board of Directors

Ashish Kumar	**M.K. Kamboj**	**P. Sunder**	**Vinod K. Nagpal**	**Aditya Puri**
Company Secretary	Chief Financial Officer	Chief Executive Officer	Director	Director
M.No. 7846			*DIN : 00147777*	*DIN : 00052534*

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Statement of changes in equity for the year ended 31st March, 2019

A : Equity share capital

(In INR Lakhs)

As at 01.04.2017	**211.65**
Changes in equity share capital (bonus shares issued)	95.72
As at 31.03.2018	**307.37**
Changes in equity share capital	-
As at 31.03.2019	**307.37**

B: Other Equity

(In INR Lakhs)

Particulars	Reserves and surplus					Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities premium Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2017	2.02	-	-	665.53	3,922.72	-	4,590.27
Less : Utilized during the year							
-Bonus Shares issued				(95.72)			(95.72)
Add : -Profit for the year					1,093.45		1,093.45
-Other comprehensive income/(loss) (net of tax)					(4.57)		(4.57)
Less : Appropriations :-							
-Dividend					(84.66)		(84.66)
-Dividend Distribution Tax					(17.23)		(17.23)
Balance as at 31st March, 2018	**2.02**	-	-	**569.81**	**4,909.71**	-	**5,481.54**
Add : -Profit for the year					350.19		350.19
-Other comprehensive income/(loss) (net of tax)					(0.11)		(0.11)
Less : Appropriations :-							
-Dividend					(92.21)		(92.21)
-Dividend Distribution Tax					(18.96)		(18.96)
Balance as at 31st March, 2019	**2.02**	-	-	**569.81**	**5,148.62**	-	**5,720.45**

The Accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Note 1: Corporate information

The Yamuna Syndicate Limited (the “Company”) is a Listed Public Limited Company. The registered office of the company is located at Radaur Road, Yamunanagar -135001(Haryana).The company is engaged in trading activities.

Note 2: Significant accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently adopted to all the years presented, unless otherwise stated.

(a) Basis of preparation :

Compliance with IND AS

These financial statements are prepared in accordance with the Indian Accounting standards (IND AS) under the historical cost convention on accrual basis, the provisions of the Companies Act,2013 (the Act) (to the extent notified). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and Companies (Indian Accounting Standards) Amendment Rules,2016.

The company has adopted the IND AS Standards and the adoption was carried out in accordance with IND AS.

(b) Current versus Non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is :

* Expected to be realised or intended to be sold or consumed in normal operating cycle,
* Held primarily for the purpose of the trading,
*Expected to be realised within twelve months after the reporting period, or
*Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(c) Property, plant and equipment :

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Significant accounting policies contd.

Transition and IND AS

On transition to IND AS, the Company has elected to continue with the carrying value of its property, plant and equipment recognized as at 1st April,2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method to allocate their cost, net of residual values, over their estimated useful lives of the assets as prescribed under schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable values.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within gains / (losses).

(d) Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost of traded goods include cost of purchases and other costs incurred in bringing the inventories to their present location and condition after deducting rebates and discounts. Cost is determined on weighted average method.

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

(e) Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposit with banks. Cash equivalents are short term, highly liquid investments that readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(f) Provisions:

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits has become probable.

A contingent asset is not recognized but disclosed when an inflow of economic benefits is probable. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity.

(g) Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Significant accounting policies contd.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company operate and generate taxable income .Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only will if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(h) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, good and service tax (GST)/value added tax (VAT) is not received by the group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, discounts, allowances and rebates.

Rendering of services

Service revenues are recognised as the services are rendered and are stated at net of discounts and taxes. Revenues from prepaid- customers are recognized based on actual usage. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Significant accounting policies contd.

Interest income

Interest income is recognised using the bank interest rates which are considered to be effective rate of interest. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate ,the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (For example prepayments, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(i) Borrowing costs:

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

(j) Employee benefits:

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current benefit obligations in the Balance sheet.

(ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are expected to be settled wholly within twelve months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

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

Significant accounting policies contd.

Re measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contributions plan

The company's contributions to provident fund and superannuation fund are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The company has no further payment obligations once the contributions have been paid.

Bonus plans

The company recognizes a liability and an expense for bonus. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(k) Earnings per share:

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

(l) Financial instruments:

(i) Measurement

An initial recognition, the Company measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

***Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognized in profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

***Fair value through other comprehensive income(FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI).Movements in the carrying amount are taken through OCI ,except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/(losses) Interest income from these financial assets is included in other income using the effective interest rate.

***Fair value through profit or loss :** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gain/(losses)in the period in which it arises. Interest income from these financial assets is included in other income.

Significant accounting policies contd.

(ii) Impairment of financial assets

In accordance with IND-AS 109, the company applies expected credit loss (ECL) mode for measurement and recognition of impairment loss on financial assets and credit risk exposures.

Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, deposits, trade receivables and bank balance. Financial assets that are debt instruments and are measured as at FVTOCI

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

(iii) Derecognition of financial assets

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(m) Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

(n) Trade payables:

The amount represents liabilities for services provided to the Company prior to the end of the period which are unpaid .The amounts are unsecured non-interest bearings and are usually paid within 60 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at amortised cost, and the carrying amounts are reasonable approximation of fair value.

(o) Equity instruments:

Investment in associate is accounted for at its acquisition cost.

Transition to IND AS

IND AS 101 allows an entity to continue with the carrying value of investment in associate at cost as at the date of transition to IND AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

The company has elected to apply this exemption for its investment in associate.

(p) Rounding off amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Note 3 : Accounting estimates ,assumptions and judgments:

The preparation of financial statements requires the use of accounting estimates, which by definition, will seldom equal the actual results, also needs to exercise judgment in applying the Company's accounting policies, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities, if any. Uncertainty about these assumptions and estimates could result in outcomes of assets and liabilities affected in future periods.

The area involving critical estimate or judgment is

-Recognition of deferred tax assets for carried forward losses	- Note 6
-Impairment of trade receivables	- Note 5(b)
- Estimation of tax expense	- Note 22

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

There are no sources of estimation uncertainty that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities in future periods, and also there are no significant judgments that may require disclosures.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 4 :- Property, Plant and Equipment

(In INR Lakhs)

Particulars	Land	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
Year ended 31.03.2018							
Gross carrying amount							
Opening Gross carrying amount	1.44	59.42	9.24	12.75	23.22	13.17	119.24
Additions	-	-	0.49	0.10	6.00	0.62	7.21
Disposals	-	-	(0.84)	(1.02)	(0.03)	(0.12)	(2.01)
Closing gross carrying value	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Accumulated depreciation							
Opening accumulated depreciation	-	35.54	6.62	11.50	20.83	11.69	86.18
Depreciation charge during the year		2.44	0.56	0.27	1.80	0.56	5.63
Disposals	-	-	(0.73)	(0.95)	(0.03)	(0.11)	(1.82)
Closing accumulated depreciation	**-**	**37.98**	**6.45**	**10.82**	**22.60**	**12.14**	**89.99**
Net carrying amount	**1.44**	**21.44**	**2.44**	**1.01**	**6.59**	**1.53**	**34.45**
Year ended 31.03.2019							
Opening Gross carrying amount	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Additions	-	-	0.60	0.13	4.69	2.23	7.65
Disposals	-	(0.09)	(1.98)	(1.96)	(0.04)	(1.50)	(5.57)
Closing gross carrying value	1.44	59.33	7.51	10.00	33.84	14.40	126.52
Accumulated depreciation					-		
Opening accumulated depreciation	-	37.98	6.45	10.82	22.60	12.14	89.99
Depreciation charge during the year	-	2.18	0.44	0.25	2.04	0.86	5.77
Disposals	-	(0.09)	(1.49)	(1.87)	(0.04)	(1.20)	(4.69)
Closing accumulated depreciation	**-**	40.07	5.40	9.20	24.60	11.80	91.07
Net carrying amount	**1.44**	**19.26**	**2.11**	**0.80**	**9.24**	**2.60**	**35.45**

Note (i) Disclosure under IND AS 16
There is no item of property, plant and equipment which has retired from active use and has not been classified as held for sale in accordance with IND AS 105.
(ii) Opening Balances of Gross block and accumulated depreciation have been regrouped / reclassified / re-arranged wherever considered necessary.
(iii) Borrowing cost capitalized during the period is Nil.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 5:- Financial Assets

5 (a) : Non-current Investments

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Investments in equity instruments (fully paid up)		
Quoted		
In Associate company		
-Isgec Heavy Engineering Limited		
3,29,65,260 shares of Re 1/-each (including 2,16,75,000 bonus shares of Re 1/-each)	3,739.93	3,739.93
Total non-current investments	**3,739.93**	**3,739.93**
Aggregate amount of quoted investments	3,739.93	3,739.93
Aggregate Market value of quoted investments	199,439.82	214,478.57

5 (b) : Trade Receivables

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Trade Receivables	284.16	238.18
Doubtful debts	9.14	11.76
Receivable from Associate company (Refer note 24-C)	8.90	0.73
Receivables from other related parties (Refer note 24-C)	3.17	2.00
	305.37	**252.67**
Less:Allowance for doubtful debts	9.14	11.76
Total Trade Receivables	**296.23**	**240.91**
Current portion	294.95	238.03
Non-current portion	1.28	2.88
Break-up of security details		
Secured, considered good	-	-
Unsecured,considered good	296.23	240.91
Doubtful debts	9.14	11.76
	305.37	**252.67**
Less:Allowance for doubtful debts	9.14	11.76
Total Trade Receivables	**296.23**	**240.91**

Notes : (i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner or a director respectively.

(ii) For terms and conditions relating to related party receivable : Refer Note 24(c).

(iii) Trade receivable are non- interest bearing and are generally on terms of 30 to 90 days.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

5 (c) : Cash and cash equivalents

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Balances with banks in		
- Current accounts	21.56	20.30
- Fixed Deposit with maturity with in twelve months	1,465.35	1,410.60
Interest accrued on Deposits	48.31	31.39
Cheques, drafts in hand	52.45	55.27
Cash in hand	5.88	3.46
Total cash and cash equivalents	**1593.55**	**1521.02**

5 (d) : Other bank balances

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Employees security deposits	0.90	1.30
Unpaid dividend accounts	3.25	4.11
Margin money against bank guarantee	7.43	6.92
Total Other bank balances	**11.58**	**12.33**

5 (e) : Loans

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non- Current	Current	Non- Current	Current
Loans and advances to employees*				
-Secured,considered good (**)	2.52	0.95	0.06	0.79
-Unsecured,considered good	-	0.19	-	0.57
Total Loans	**2.52**	**1.14**	**0.06**	**1.36**

* Effective rate of interest is not applied as this had no material effect on the statement of profit and loss. (**) Includes Four Wheeler Vehicle Loan to One Key managerial personnel against hypothecation of vehicle.

5 (f) : Other Financial Assets

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non- Current	Current	Non- Current	Current
Security deposits (a)	5.37	-	5.38	-
Incentive Receivable	-	15.10	-	8.05
Total other Financial Assets	**5.37**	**15.10**	**5.38**	**8.05**
(a) Include in favour of State Consumer Disputes Redressal Forum (Unsecured, considered good)	2.95	-	2.95	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 6: Deferred Tax Assets / (Liabilities) (net)

The balance comprises temporary differences attributable to: **(In INR Lakhs)**

Particulars	31st March, 2019	31st March, 2018
Deffered tax assets		
Property, Plant and Equipment	1.59	1.99
Employee Benefit obllgation	1.67	2.83
Provision for doubtful debts	2.54	-
Provision for Bonus	0.82	0.89
Total deferred tax assets	6.62	5.71
Deferred tax liabilities	-	-
Net deferred tax assets / (liabilities)	6.62	5.71

Movements in Deferred Tax Assets / (Liabilities) **(In INR Lakhs)**

Particulars	Property Plant and equipment	Defined Benefit obligation	Tax losses	Doubtful Debts	Total
Deferred Tax Assets					
As at 1st April, 2017	1.96	2.58	49.13	-	53.67
(charged)/ credited:					
-to profit and loss	0.03	2.22	(49.13)	-	(46.87)
-to other comprehensive income	-	(1.08)	-	-	(1.08)
As at 31st.March,2018	1.99	3.72	0.00	-	5.71
Deferred Tax Assets					
(charged)/ credited:					
- to profit and loss	(0.40)	(1.27)	-	2.54	0.87
- to other comprehensive income	-	0.04			0.04
As at 31st.March,2019	1.59	2.49	-	2.54	6.62

Note 7 : Other Current assets **(In INR Lakhs)**

Particulars	31st March,2019	31st March,2018
Balance with Government authorities	70.79	69.94
Advance to suppliers	17.60	72.89
Claims and Insurance Claims	15.70	47.80
Advance Income Tax	41.83	10.72
TDS	9.05	5.31
Mat Credit entitlement	6.19	6.19
Others	7.94	7.94
Prepaid Expenses	2.15	3.67
Total Other Current assets	**171.25**	**224.46**

Note 8 : Inventories **(In INR Lakhs)**

Particulars	31st March,2019	31st March,2018
Traded goods	623.71	474.52
(At lower of cost and net realisable value)		
Stores at cost	-	0.01
Total Inventories	**623.71**	**474.53**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 9 : Equity share capital and other equity

Note 9 (a) : Equity share capital

(In INR Lakhs)

Particulars	Number of shares	Amount
Authorised equity share capital		
As at 1st April, 2017	3,00,000	300.00
Increase during the year	25,000	25.00
As at 31st March,2018	**3,25,000**	**325.00**
As at 1st April, 2018	3,25,000	325.00
Changes during the year	-	-
As at 31st March,2019	**3,25,000**	**325.00**
Issued equity capital		
Equity shares of Rs 100 each issued, subscribed and fully paid-up		
As at 1st April, 2017	2,11,648	211.65
Changes during the year (Bonus shares issued on 09.09.2017)	95,717	95.72
As at 31st March, 2018	3,07,365	307.37
As at 1st April, 2018	3,07,365	307.37
Changes during the year	-	-
As at 31st March,2019	**3,07,365**	**307.37**

Terms and rights 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 of the Company, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each of the equity share holders.

Detail of shareholders holding more than 5% shares in the Company

Name of the shareholder	31st March, 2019		31st March, 2018	
	Number of shares	**% of holding**	**Number of shares**	**% of holding**
Mr. Ranjit Puri*	77,386	25.18	77,386	25.18
Mr. Ranjit Puri(HUF)	70,642	22.98	70,642	22.98
Mr. Aditya Puri*	60,859	19.80	60,859	19.80
Mr. Romesh Malhan*	42,846	13.94	42,846	13.94

* (Individually and / or jointly with others)

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 9 : Equity share capital and other equity (contd.)

9 (b) : Reserves and surplus **(In INR Lakhs)**

Particulars	31st March, 2019	31st March, 2018
Capital Reserve	2.02	2.02
General Reserve	569.81	569.81
Retained Earnings	5148.62	4,909.71
Total Reserves and Surplus	**5,720.45**	**5,481.54**

(i) Capital Reserve

Particulars	31st March, 2019	31st March, 2018
Opening balance	2.02	2.02
Add: Additions during the year	-	-
Less: Utilised during the year	-	-
Closing balance	2.02	2.02

(ii) General Reserve

Particulars	31st March, 2019	31st March, 2018
Opening balance	569.81	665.53
Add: Additions during the year	-	-
Less: Utilized during the year (Bonus shares issued)	-	95.72
Closing balance	569.81	569.81

(iii) Retained Earnings

Particulars	31st March, 2019	31st March, 2018
Opening balance	4,909.71	3,922.72
Add: -Profit for the year	350.19	1,093.45
-other comprehensive income/(loss) (net of tax)	(0.11)	(4.57)
Less: Appropriations		
-Dividend including tax	(111.17)	(101.89)
Closing balance	5,148.62	4,909.71

Capital Reserve :
This represents the balance in reserve available for capitalisation.

General Reserve :
This represents appropriation of profits by the Company.

Retained Earnings :
This comprise Company's undistributed profits after taxes.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 10 :- Financial Liabilities

10 (a) Borrowings

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-current	Current	Non-current	Current
Secured				
From banks				
-Cash credit Account *	-	37.36	-	-
-Overdraft Current Account**	-	0.29	-	-
Unsecured				
-Deposit from directors #	-	185.00	215.50	112.50
Total Non -current and current borrowings	**-**	**222.65**	**215.50**	**112.50**

Maturity date	Terms of repayment	Effective Interest rate	Secured borrowings and assets pledged as security
* Repayable on demand	Repayable on demand	11.35%	Inventory and book debts are hypothecated with Punjab National Bank.
** Repayable on demand	Repayable on demand	7.15%	Fixed Deposit for INR Lakhs 225 is under lien marked with State Bank of India.
# Repayable on due date from the deposit date	3(Three) years from the deposit date.	11.50%	Unsecured borrowings.

The carrying amount of financial and non-financial assets pledged as security for current and non-current borrowings, are disclosed in Note 27.

10 (b):- Trade Payables

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-current	Current
Total outstanding dues of micro, small and medium Enterprises	-	-	-	
Total outstanding dues of creditors other than mirco, small and medium Enterprises	-	97.80	-	20.28
Total Trade Payables	-	**97.80**	-	**20.28**

10 (c) :- Other Financial Liabilities

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-current	Current
Security deposit	1.20	-	1.66	25.00
Statutory dues payable	-	3.68	-	2.80
Other payables	-	27.39	-	17.75
Interest accrued but not due on borrowings				
-Directors	-	33.34	16.61	-
- Others	-	0.01	-	0.02
Unpaid dividends (*)	-	3.25	-	4.11
Total other financial liabilities	**1.20**	**67.67**	**18.27**	**49.68**

(*) During the year, the company has deposited unclaimed dividend for the financial year 2010-2011 amounting to Rs. 41,240/- and 284 number of unclaimed equity shares, into Investor Education and Protection Fund (the Fund). There is no other amount/shares due for transfer into the fund.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 11 :- Employee benefits obligation

(In INR Lakhs)

Particulars	31st March, 2019			31st March, 2018		
	Non-current	current	Total	Non-current	current	Total
Leave obligation (i)	5.76	0.10	5.86	5.58	0.09	5.67
Gratuity (ii)	1.74	-	1.74	2.90	-	2.90
Total Employee benefits obligation	**7.50**	**0.10**	**7.60**	**8.48**	**0.09**	**8.57**

(i) Leave obligation

The leave obligation cover the company's sick and earned leave.

The amount of provision of 31.03.2019 in INR Lakhs 0.10 (31.03.2018 in INR Lakhs 0.09) is presented as current,since the Company does not have an unconditional right to defer for settlement of these obligations. However, based on past experience the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

(ii) Gratuity

The Company provides for gratuity for employees as per the payment of Gratuity Act,1972.Employees who are in continuous service for a period of 5 years are eligible for gratuity. The level of benefits provided depends on the member's length of service and salary at retirement age.The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

(iii) Defined contributions plans

The Company certain defined contribution plans. Contributions are made to provident fund for employees at the rate of 12% of salary as per regulations. The contribution are made to registered provident fund administered by the Govt.The obligation of the Company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year towards defined contribution plan is in INR Lakhs 1.66 (31st. March, 2018 in INR Lakhs 0.70).

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

(iv) Defined Benefit Plan

The liability for employee gratuity and leave encashment is determined on actuarial valuation using projected unit credit method. The obligations are as under:-

(In INR Lakhs)

Particulars	Gratuity		Leave Encashment	
	2018-2019	2017-2018	2018-2019	2017-2018
1.Change in Present Value of Obligation				
Present value of obligation at the beginning of the period	9.20	9.94	5.67	4.89
Acquisition cost				
Interest cost	0.67	0.52	0.42	0.33
Current service cost	0.86	0.84	1.51	1.49
Benefits paid	(0.95)	(6.00)	(0.82)	(0.86)
Actuarial (gain)/loss on obligation	0.51	3.90	(0.92)	(0.18)
Present value of obligation at end of period	10.29	9.20	5.86	5.67
2. Change in Fair Value of Plan Assets				
Fair value of plan assets at the beginning of the period	6.31	11.10		
Acquisition adjustment				
Actual return on plan assets	0.54	0.61		
Contributions	1.75	0.54		
Benefits paid	(0.39)	(6.36)	-	-
Actuarial gain/(loss) on plan assets	0.34	0.41		
Fair value of plan assets at the end of the period	8.55	6.30		
3.Amount to be recognised in Balance Sheet				
Present value of obligation as at end of the period	10.29	9.20	5.86	5.67
Fair value of plan assets as at the end of the period	8.55	6.30	-	-
Net Asset/(liability) recognised in Balance Sheet	1.74	2.90	(5.86)	(5.67)
4.Expenses recognised in the statement of profit & loss.				
Current service cost	0.86	0.84	1.51	1.49
Net Interest cost	0.13	(0.09)	0.42	0.33
Expected return on plan assets	-	-		
Net actuarial (gain)/loss recognised in profit/loss	-	-	(0.92)	(0.18)
Expenses recognised in the statement of Profit & Loss	0.99	0.75	1.01	1.64
5.Recognised in other comprehensive income for the year				
a. Net cumulative unrecognized actuarial gain/(loss) opening	-	-		
b. Actuarial gain / (loss) for the year on PBO	(0.15)	(3.49)		
c. Actuarial gain /(loss) for the year on Asset	-	-		
d. Unrecognized actuarial gain/(loss) at the end of the year	(0.15)	(3.49)		
6. Maturity Profile of Defined Benefit Obligation	-	-		
1. Within the next 12 months (next annual reporting period)	1.22	1.03		
2. Between 2 and 5 years	5.31	3.92		
3. Between 6 and 10 years	6.02	3.62		
4. Between 10 years above	26.74	9.86		

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Defined benefit plan (contd.)

(ii) Significant estimates : Actual assumptions and sensitivity.

(a) Sensitivities due to morality and withdrawls are not material and hence impact of change is not calculated.

(b) Sensitivity of the defined benefit obligation is determined based on the expected movement in liability if the assumptions were not provided to be true on different count.

Particulars	31st March,2019	31st March,2018
(i) Major categories of plan assets		
(as percentage of total plan assets)	100%	100%
(ii) Economic assumption		
-Discount rate	7.72%	7.50%
-Salary escalation	10.00%	10.00%
(iii)Demographic assumption		
-Retirement age (years)	60	60
-Morality rates inclusive as provision for disability ages	100% of IALM (2012-14)	100% of IALM (2006-08)
(iv) Aggregate weighted average principal assumption	10.21%	10.63%
(v) Attrition rate	10% PA	10% PA
(vi)Morality rates for specimen ages:		
Age	**QW**	**QR**
20	0.006833	-
25	0.075167	-
30	0.143500	-
35	0.200900	-
40	0.159900	-
45	0.118900	-
50	0.077900	-
55	0.036900	-
58	0.000000	1.000000

While calculating the sensitivity of the defined benefit obligation to significant acturial assumption the same method (Present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 12: Other Liabilities

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-currrent	Current
Advance from customers		0.49		0.54
Compensation payable	7.50		24.80	
Total other Liabilities	**7.50**	**0.49**	**24.80**	**0.54**

Note 13: Current tax Liabilities

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Current tax payable for the year	69.72	-
Provision for MAT	-	29.14
Total Current tax Liabilities	**69.72**	**29.14**

Note 14 : Revenue from operations

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Sale of products	6,556.80	5,534.13
Sale of services	-	0.19
Other operating revenues	68.28	62.35
Total Revenue from operations	**6,625.08**	**5,596.67**

Note 15 : Other Income

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Interest Income		
-On deposits	88.87	55.38
-On security deposits and loans and advances	0.20	0.23
-On income tax refund	-	0.72
Dividend income from Associate company	164.83	1,021.92
Other Non-operating Income	31.04	9.95
Total other Income	**284.94**	**1,088.20**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 16 : Purchases of traded goods

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Purchases of traded goods	6,404.31	5,384.48
Total purchases of traded goods	**6,404.31**	**5,384.48**

Note 17 : Changes in Inventories of traded goods

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Opening stock	474.52	330.11
Closing stock	623.71	474.52
Total changes in Inventories of traded goods	**(149.19)**	**(144.41)**

Note 18 : Employee benefit expense

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Salaries and wages	108.64	110.57
Contribution to Provident and other Funds	10.36	5.84
Staff Welfare Expenses	2.10	2.29
Total Employee benefit expense	**121.10**	**118.70**

Note 19 : Finance Costs

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Interest Expense on:		
-Borrowings	31.98	42.35
Others	1.87	4.07
Total Finance Costs	**33.85**	**46.42**

Note 20 : Depreciation

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Depreciation on fixed assets	5.77	5.64
Total Depreciation	**5.77**	**5.64**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 21 : Other Expenses (In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Power and Fuel	4.58	4.79
Rent	5.34	4.24
Repairs to:		
-Machinery	0.97	0.82
-Building	3.22	3.63
Insurance	4.66	4.20
Rates and Taxes	4.56	32.33
Professional Charges	3.49	11.69
Travelling Expenses	5.29	5.40
Transportation Expenses	14.08	14.96
Consumption of Stores and Spares	-	0.01
Miscellaneous Expenses	12.88	18.35
Director's sitting fee	0.36	0.48
Director's commission	0.25	0.23
Payment to Statutory Auditors		
-Statutory audit fees	2.25	2.25
-Taxation matters	-	-
-Other services	0.38	0.20
-Reimbursement of expenses	-	-
Bad Debts & other Receivables written off	9.26	3.14
Allowance for doubtful (trade receivables)	2.15	2.32
Fixed assets written off	0.88	0.18
Total other expenses / (benefit)	**74.60**	**109.22**

Note 22: Income tax Expense (In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
(a) Income Tax Expense		
Current Tax	69.72	-
MAT Provision	-	29.14
MAT Credit Entitlement	-	(4.14)
Adjustment for tax relating to earlier years (Net)	0.54	(0.50)
Total current tax	**70.26**	**24.50**
Deferred tax		
Decrease) / (increase) in deferred tax assets	(0.87)	46.87
(decrease) / increase in deferred tax liabilities	-	-
Total deferred tax expense /(benefit)	(0.87)	46.87
Total Income Tax Expense	**69.39**	**71.37**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate : **(In INR Lakhs)**

Particulars	31st March, 2019	31st March, 2018
Profit before income tax expense	419.58	1164.82
Tax rate @27.82% (2017-18 : 30.90%)	116.73	359.93
Effect of income on exempted income	(45.86)	(315.77)
Fixed assets written off	0.25	0.06
Effect on the tax on disallowances/losses	(1.40)	(19.22)
Adjustment in deferred tax	(0.87)	46.87
Adjustments for tax relating to earlier years	0.54	(0.50)
Income tax expense/ (benefit)	**69.39**	**71.37**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 23 a : Segment information

The Chief Executive Officer monitors the operating results of its business segment separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss, and has identified the following reportable segments. :

(a) Description of segments and principal activities:

(i) Batteries	This comprises of Battery, Scrap Battery and UPS.
(ii) Oil & Lubricants	This comprises of Motor Spirit /HSD and Lubricants.
(iii) Agriculture Products	This comprises of Pesticides, Fertilizers and Seeds.
(iv) Other segments	This includes purchase & sale of Electrical Goods, Spare Parts, Accessories and Agriculture Implements. The result of this operation is included in other segment column.

The Chief Executive Officer primarily uses a measure of adjusted earnings before interest ,dividend, depreciation and tax to assess the performance of the operating segment. However, he also receives the information about the segment revenue and assets on a monthly basis.

(b) Segment Revenue

The segment revenue is measured in the same way as in the statement of profit and loss.

(In INR Lakhs)

Particulars	31st March, 2019					31st March, 2018				
	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total
Batteries	-	3,304.32	3,304.32	-	3,304.32	-	2,149.14	2,149.14	-	2,149.14
Oil & Lubricants	-	2,520.11	2,520.11	-	2,520.11	-	2,405.56	2,405.56	-	2,405.56
Agriculture Products	-	692.93	692.93	-	692.93	-	939.93	939.93	-	939.93
Other segments	-	107.72	107.72	-	107.72	-	102.04	102.04	-	102.04
Total	-	**6,625.08**	**6,625.08**	-	**6,625.08**	-	**5,596.67**	**5,596.67**	-	**5,596.67**

Note:There is no single customer for which revenues from transactions with him amount to at least 10% of the Company's revenues.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 23 : Segment information (contd.)

(c) Segment Profit **(In INR Lakhs)**

31st March, 2019							31st March, 2018						
Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total	Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total
128.71	90.80	14.45	24.35	258.31	161.27	419.58	115.36	96.42	22.16	2.94	236.88	927.94	1,164.82

Reconciliations to amounts reflected in the Financial Statements **(In INR Lakhs)**

Reconciliation of profit	31st March, 2019	31st March, 2018
Segment profit	258.31	236.88
Interest income	89.07	56.33
Dividend income	164.83	1,021.92
Finance costs	(33.85)	(46.42)
Depreciation	(5.77)	(5.64)
Others	(53.01)	(98.25)
Profit before tax	**419.58**	**1,164.82**

(d) Segment assets

Segment assets are measured in the sameway as in the Financial Statements.These assets are allocated on the operations of the segment and the physical location of the asset.

(In INR Lakhs)

	31st March, 2019	31st March, 2018
Batteries	690.80	604.80
Oil & Lubricants	261.09	226.27
Agriculture Products	25.59	18.17
Other segments	93.61	102.79
Total segment Assets	**1071.09**	**952.03**
Unallocated:		
Investments	3,739.93	3,739.93
Deferred tax assets (net)	6.62	5.71
Other unallocated financial instruments	1,684.81	1,570.52
Total Assets as per Balance Sheet	**6,502.45**	**6,268.19**

Investments and other unallocated financial instruments held by the Company are not considered to the segment assets.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 23 : Segment information (Contd.)

(e) Segment Liabilities

Segment liabilities are measured in the same way as in the Financial Statements. These liabilities are allocated based on the operation of the segments. Borrowings and derivative liabilities are not considered to be segment liabilities.

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Batteries	76.86	4.57
Oil & Lubricants	5.83	27.65
Agriculture Products	26.80	15.46
Other Segments	9.65	30.62
Total Segment Liabilities	**119.14**	**78.30**
Unallocated		
Current tax liabilities	69.72	29.14
Current borrowings	222.65	112.50
Non-current borrowings	-	215.50
Other unallocated financial instruments	63.12	43.84
Total Liabilities as per the Balance Sheet	**474.63**	**479.28**

Note 24 : Related Party Transactions:

(A) Description and names of Related Parties

(a) Mr Ranjit Puri,Chairman	Holding substantial interest
(b) Relatives of Mr Ranjit Puri	(i) Mrs. Nina Puri (wife of Mr Ranjit Puri) (ii) Mr. Aditya Puri,Director (Son of Mr Ranjit Puri) (iii) Mrs.Tanu Priya Puri (wife of Mr Aditya Puri,Director)
(c) Other Directors	(i) Mr. Vinod K. Nagpal, Non-Executive Director (ii) Mr. D.D. Sharma, Non-Executive Director (iii) Mrs.Reva Khanna, Non-Executive Director
(d) Entities over which Chairman and their Relatives can exercise significant influence	-Isgec Heavy Engineering Limited (Associate company) -Saraswati Sugar Mills Limited * -Isgec Covema Limited * -Isgec Engineering & Projects Limited * -Isgec Hitachi Zosen Limited * -Isgec Exports Limited * -Isgec Free Look Software Private Limited * -Isgec Titan Metal Fabricators Private Limited * -Isgec Foster Wheeler Boilers Private Limited * -Isgec Redecam Enviro Solutions Private Limited * -Blue Water Enterprises (* Subsidiaries of Isgec Heavy Engineering Limited)

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 24 : Related Party Transactions (Contd.)

(e) Entity over which (a) & (b-(ii) above holds more than 2% of its paid up share capital	-Jullundur Motors Agency (Delhi) Limited -N.A. Cold Storage Private Limited
(f) Key Managerial Personnel	-Mr P Sunder (Chief Executive Officer) -Mr. Ashish Kumar (Company Secretary) -Mr. Mukesh Kumar Kamboj (Chief Financial Officer)
(g) Other Related Party	The Yamuna Syndicate Limited Employees Group Gratuity cum-Life Assurance Scheme trust (Post employment benefit plan)

(B) Transactions with Related Parties:

The following transactions occurred with related parties in the ordinary course of business:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
(i) Associate viz.Isgec Heavy Engineering limited		
Sales of goods and services	81.10	84.96
Payment for purchase of professional services	12.30	11.61
Rent paid	1.67	0.40
Dividend income	164.83	1,021.92
(ii) Associate's subsidiary viz.Saraswati Sugar Mills Limited		
Sale of goods and services	370.42	274.45
(iii) Associate's subsidiary viz.Isgec Titan Metal Fabricators Pvt. Ltd.		
Sale of goods and services	0.09	-
(iv) Mr. Ranjit Puri, Chairman		
Interest on Fixed Deposit	29.76	33.90
Director's Commission/Sitting Fees	0.11	0.17
(v) Mr. Aditya Puri, Non-Executive Director		
Director's Commission/Sitting Fees	0.13	0.17
(vi) Mr. D.D. Sharma, Non-Executive Director		
Interest on Fixed Deposit	1.33	6.67
Director's Commission/Sitting Fees	0.13	0.13
(vii) Mr. Vinod K. Nagpal, Non-Executive Director		
Director's Commission/Sitting Fees	0.13	0.17
(viii) Mrs. Reva Khanna, Non-Executive Director		
Director's Commission/Sitting Fees	0.11	0.07

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 24 : Related Party Transactions (Contd.)

(C) Outstanding balances arising from sales / purchases of goods and services:

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties :

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Trade Receivables (Sale of goods and services)		
-Associate viz.Isgec Heavy Engineering Limited	8.90	0.73
- Associate's Subsidiary viz. Saraswati Sugar Mills Limited	3.17	2.00
Total receivables from related parties (Note 5(b))	**12.07**	**2.73**

(D) Deposits from Related Parties

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Director's deposits		
Beginning of the year	328.00	379.00
Deposits received during the year	-	-
Repayment during the year	(143.00)	(51.00)
Deposit at the end of the year (Note10(a))	185.00	328.00

(E) Key Managerial Personnel Compensation

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Employee benefits	19.99	22.43
Total compensation	**19.99**	**22.43**

The amount disclosed in the above are the amounts recognised as an expense during the reporting year related to Key Managerial Personnel. Post employment benefits exclude provision for gratuity and leave encashment which can not be separately identified from the composite amount as advised by the actuary.

(F) Terms and conditions of transactions with related parties:

The sales and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31st March,2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st.March,2019 : NIL , 31st March, 2018 : NIL).

Duration of the given transactions with related parties is 1(One) year.

Deposit from Directors are unsecured and the effective interest rate is 11.5% for 3 years. These deposits are repayable to directors on due date from the deposit date.

Vehicle loan given to one key managerial personnel is secured and interest free as per policy of the company. Outstanding balance of such loan is in INR lakhs 2.88 as on 31.03.2019 (Rs. Nil as on 31.03.2018).

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 25 : Earnings per share (EPS)

In accordance with IND-AS 33 on "Earning per share" the following table reconciles the numerator and denominator used to calculate Basic and diluted earning per share

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Profit attributable to the equity holders of the Company	350.19	1,093.45
Weighted of equity shares used as denominators for calculating of earning per share	307.37	307.37
Nominal value of equity shares (in INR)	100	100
Basic and diluted Earnings per share (in INR)	114	356
Restated Basic Earning per share	114	356

Note 26 : Capital Management

(a) Risk Management

The Company's objectives when managing Capital are to:

* Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders & other benefits for shareholders, and

* Maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using Gearing Ratio, which is net debts divided by total capital plus debts.

The Company's strategy is to maintain Gearing Ratio within 30%. The Gearing Ratio were as follows:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Debts	222.65	328.00
Less : Cash & Cash equivalents	1,593.55	1,521.02
Net debts	(1,370.90)	(1,193.02)
Total Equity	6,027.82	5,788.91
Total Equity & Net Debts	4,656.92	4,595.89
Net debts to Equity plus debts ratio (Gearing Ratio)	-29.44%	-25.96%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank immediately can recover loans and borrowings. There have been no breaches in the financial covenants of any borrowings in the current period. No changes were made in the objectives, policies or processes for managing capital during the years 31st March 2019 and 31st March 2018.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 26 : Capital Management (Contd.)

(b) Dividends

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
(i) Equity shares		
Final dividend for the year ended 31st. March, 2018 of Rs.30/- (31st March, 2017-Rs. 40/-) per fully paid share.	92.21	84.66
Dividend Distribution Tax on final dividend	18.96	17.23
	111.17	101.89
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, the directors have recommended the payment of final dividend of Rs. 40/- per fully paid equity share for the year ended 31st March, 2019 (31st March, 2018-Rs.30/-). The proposed dividend is subject to the approval of the shareholders in the ensuring annual general meeting.		

Note 27 : Assets Hypothecated/Pledged as security

The carrying amount of assets hypothecated/pledged as security for borrowings are:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Current		
Financial Assets		
First charge		
Trade Receivables	296.23	240.91
Fixed Deposit (under lien marked)	225.00	-
Non-financial Assets		
First charge		
Inventories	623.71	474.53
Total Current Assets hypothecated/pledged as security	**1144.94**	**715.44**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 28 : Break-up of Financial Assets and Financial Liabilities carried at amortised cost

Financial instruments by category **(In INR Lakhs)**

Particulars	Notes	31st March, 2019			31st March, 2018		
		FVPL*	FVOCI#	Amortised Cost	FVPL*	FVOCI#	Amortised Cost
Financial Assets							
Investment in Associate company	5(a)			3,739.93			3,739.93
Trade Receivables	5(b)			296.23			240.91
Cash and cash equivalents	5(c)			1,593.55			1,521.02
Other Bank Balances	5(d)			11.58			12.33
Loans and advances to employees	5(e)			3.66			1.42
Security deposits	5(f)			5.37			5.38
Other financial assets	5(f)			15.10			8.05
Total Financial Assets				5,665.42			5,529.04
Financial Liabilities							
Borrowings	10(a)			222.65			328.00
Trade Payables	10(b)			97.80			20.28
Security Deposits	10(c)			1.20			26.66
Other Financial Liabilities	10(c)			67.67			41.29
Total Financial Liabilities				389.32			416.23

*FVPL - Fair Value through Profit and Loss #FVOCI - Fair Value through Other Comprehensive Income

(i) Fair value hierarchy

This section explains the judgment and estimates made in determining the fair values of the Financial Instruments that are (a) recognised and measured at fair value, and measured at amortised cost and for which fair values are disclosed in the Financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Assets and Liabilities which are measured at amortised cost for which fair values are disclosed as at 31st March, 2019: **(In INR Lakhs)**

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets					
Investment in Associate company	5(a)	3,739.93			3,739.93
Loans					
-Loans and advances to employees	5(e)	3.66			3.66
Security deposits	5(f)	5.37			5.37
Total Financial Assets		**3,748.96**			**3,748.96**
Financial Liabilities					
Borrowings	10(a)	222.65			222.65
Others	10(b&c)	166.67			166.67
Total Financial Liabilities		**389.32**			**389.32**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 28 : Break-up of Financial Assets and Financial Liabilities carried at amortised cost (Contd.)

Assets and Liabilities which are measured at amortised cost for which fair values are disclosed at 31st March, 2018

(In INR Lakhs)

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets					
Investment in Associate company	5(a)	3,739.93			3,739.93
Loans					
-Loans and advances to employees	5(e)	1.42			1.42
Security deposits	5(f)	5.38			5.38
Total Financial Assets		**3,746.73**			**3,746.73**
Financial Liabilities					
Borrowings	10(a)	328.00			328.00
Others	10(b&c)	88.23			88.23
Total Financial Liabilities		**416.23**			**416.23**

Level 1:- Quoted (unadjusted) market prices in active markets for identical assets or liablities.

Level 2:- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3:- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(ii) Valuation technique used to determine fair value of financial instruments include :

Valuation technique used to determine fair value of financial assets and liabilities is discounted cash flow analysis.

(iii) The following method and assumption are used to estimate fair value :

The carrying amount of trade receivables, trade payables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amount are equal to the fair values.

Note 29 : Disclosure under the Micro,Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 requires specific disclosures to be made in financial statements of the buyer wherever such financial statements are required to be audited under any Act. IND-AS Compliant Schedule III is silent on MSMED disclosures. However, these financial statements do not contain statutory disclosures such as disclosures required under MSMED as the company has not received any intimation from suppliers regarding their status under MSMED Act.

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk Management:

The Company's Financial Liabilities and Financial Assets are measured at amortised cost. The Company's activities are expose to Credit risk, Liquidity risk & Market risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurements	Management
Credit Risk	Cash and cash equivalents, Trade Receivables measured at amortised cost	Ageing analysis Credit Ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling Cash Flow Forecasts	Availability of committed credit limits and borrowing facilities
Market Risk-Interest rate	Loans,borrowings,deposits, investments & derivative financial instruments	Sensitivity analysis	Interest rate swaps

The senior management oversees the management of these risks. The senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk goverance framework for the Company. The Board reviews and agrees policies for managing each of these risks, which are summarised below:-

(a) Credit Risk

Credit risk is the risk that a counterparty will not meet the obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed from its operating activities (primarily trade receivables) and from its financing activities, including deposits from banks and other financial instruments.

* actual or expected significant adverse changes in business.
* actual or expected significant changes in the operating results of the borrower.
* significant increase in credit risk on other financial instruments of the same borrower.
* significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.
* Financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation.

Expected credit loss for trade receivable on simplified approach:

The ageing analysis of the trade receivables (gross of provision) has been considered from the date of invoice falls due :-

(In INR Lakhs)

Ageing	Not Due	Less than 3 months	3-6 months	6-12 months	More than 12 months	Total
As at 31st March,2019						
Gross Carrying Amount		282.68	8.27	4.00	10.42	305.37
Less : Expected credit loss		-	-	-	9.14	9.14
Carrying Amount (net of impairment)		282.68	8.27	4.00	1.28	296.23
As at 31st March,2018						
Gross Carrying Amount		230.72	5.71	1.60	14.64	252.67
Less : Expected credit loss		-	-	-	11.76	11.76
Carrying Amount (net of impairment)		230.72	5.71	1.60	2.88	240.91

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk and Management (Contd.)

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forwarded looking estimates.

The following table summarises the change in the loss allowances measured using expected credit loss model :

Particulars	(In INR Lakhs)
As at 1st April, 2018	11.76
Provided during the year	2.15
Amount written off	(4.56)
Reversal of provision	(0.21)
As at 31st March, 2019	9.14

(b) Liquidity Risk

Liquidity risk is defined as the risk that Company will not be able to settle or meet its obligtion on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Process and policies related to such risk are overseen by the senior management. Management monitors the Comapny's net liquidity position through rolling, forecast on the basis of expected cash flows.

(i) Financing arrangements

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

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Expiring within one year (Bank overdraft facilities)	612.35	450.00

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

(ii) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities .

The following table summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

(In INR Lakhs)

As at 31st.March,2019	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	222.65	37.65	-	185.00	-	222.65
Trade Payables	97.80	-	97.80	-	-	97.80
Other Liabiilities	68.87	4.45	3.69	60.73	-	68.87
Total	**389.32**	**42.10**	**101.49**	**245.73**	**-**	**389.32**

As at 31st, March,2018	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	328.00	-	-	112.50	215.50	328.00
Trade Payables	20.28	-	20.28	-	-	20.28
Other Liabiilities	67.95	5.77	27.82	17.75	16.61	67.95
Total	**416.23**	**5.77**	**48.10**	**130.25**	**232.11**	**416.23**

Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk and Management (Contd.)

(c) Market Risk

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of change in market prices. Market risk comprises three type of risk :

Interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits,investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31st March 2019 and 31st March 2018.

Interest rate risk

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

The exposure of Company's borrowing to interest rates changes at the end of the reporting period are as follows:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Variable rate borrowings	37.65	-
Fixed rate borrowings	185.00	328.00
Total borrowings	222.65	328.00

As at the end of the reporting period, the Company had the following variable rate borrowings and interest rate swap contracts outstanding: **(In INR Lakhs)**

Particulars	31st March, 2019			31st March, 2018		
	weighted average interest rate	Balance	% of total loans	weighted average interest rate	Balance	% of total loans
Cash credit limits/Overdraft	11.28%	37.65	16.91%	-	-	-
Net exposure to cash flow interest rate risk	11.28%	37.65	16.91%	-	-	-

Profit or loss is sensitive to higher /lower interest expenses from borrowings as a result of changes in interest rate **(In INR Lakhs)**

Particulars	Increase/Decrease in Basic Points	Impact on Profit before Tax	
		31st March, 2019	31st March, 2018
Interest rates	+50	0.19	-
	-50	(0.19)	-

Note 31 :- Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE YAMUNA SYNDICATE LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of **The Yamuna Syndicate Limited** and its Associate company(ISGEC Heavy Engineering Limited), which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated cash flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Ind AS Financial Statements).

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 Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated state of affairs of the Group as at 31st March, 2019, of consolidated profit/loss (including consolidated other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

M/s SCV & Co. LLP, the auditors who have audited the consolidated Ind AS financial statements of ISGEC Heavy Engineering Limited and its subsidiaries/associates, in their report has stated as under:

“We draw attention to Note 42 to the consolidated Ind AS financial statements which describe the nature and expected outcome with respect to the ongoing litigation regarding the Bio-refinery project in Philippines. Our opinion is not modified in respect of this matter”

The note 42 referred in the above said report read as under:

“The company is executing contracts to design, engineer, procure, construct commission and deliver a Bio-Refiner project in the Philippines. During the construction there was a manifestation of a number of issues at the site that were outside of the Company's control. As a result, there were costs overrun and delay to the completion of the project past the contractual delivery date.The company notified the customer that these risks were to their accounts under the contact. The company issued directions to continue with the project and started paying the additional cost to the sub contractors directly. The project is substantially complete. The customer, on 30th January 2018, however, invoked the Bank guarantee amounting to about Rs.134 crores and wrongly terminated the contract, and also claimed damages.

The company has referred the dispute to Arbitration under the Singapore International Arbitration Centre (SIAC), as per contract with the customer.

The legal advice is that the Company has good prospect of success in proving its claims against the customer and accordingly no provision has been made in the books of accounts”

Our Opinion is not modified in respect of the matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were discussed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters as there were no such significant matters which need to be reported separately.

Information other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report of the Board of Directors including annexures to Board's Report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rule, 2015 as amended. The respective Board of Directors of the Company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of presentation of the Consolidated Ind AS Financial Statements by the Directors of the Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:·

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.·

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Ind AS financial statements include the share in profit and other comprehensive income is Rs 6,267.08 lakhs reported in the associate's consolidated Ind AS financial statements for the year ended 31st March 2019, including of its subsidiaries whose financial statements have been audited by other auditors. These consolidated Ind AS financial statements and other information have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditors.

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.

Report on Other Legal and Regulatory Requirements

1. 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 purpose of our audit of the aforesaid Consolidated Ind AS Financial Statements

 (b) In our opinion, proper books of account, as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the report of other auditors.

 (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation for Consolidated Ind AS Financial Statements.

 (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian 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 of the company as on March 31, 2019 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 Group Companies, is disqualified as on 31st March 2019 from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

 (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.

 (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

  a) The Consolidated Ind AS Financial Statements disclose the impact of pending litigation on its consolidated financial position of the Group.

  b) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

  c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate companies incorporated in India.

For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place: Jagadhri
Dated: 30.05.2019

Annexure-A to Independent Auditor's Report

*[Referred to in Paragraph (1)(f) '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 Consolidated Ind AS Financial Statements for the year ended March 31, 2019]*

Report on the Internal Financial Controls

(Under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Ind AS Financial Statements of The Yamuna Syndicate Limited, Yamuna nagar as of and for the year ended 31st March, 2019, We have audited the internal financial controls over financial reporting of **the company** and its associate which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate, which are companies 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 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 Act, to the extent applicable to an audit of internal financial controls. 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.

An 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 the audit evidence obtained by the other auditors in terms of their reports referred to in the other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 Consolidated Ind AS 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 Consolidated Ind AS 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 Consolidated Ind AS 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, 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 reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one Associate company including of its Subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place: Jagadhri
Dated: 30.05.2019

Consolidated Balance Sheet as at 31st March, 2019

(In INR Lakhs)

Particulars	Note	31st March, 2019	31st March, 2018
ASSETS			
Non-current Assets:			
(a) Property,Plant and Equipment	4	35.45	34.45
(b) Capital Work-In Progress		-	-
(c) Investment in Associate company (accounting for using equity method)	31	71,138.46	6,5136.28
(d) Financial Assets			
(i) Trade Receivables	5(a)	1.28	2.88
(ii) Loans	5(d)	2.52	0.06
(iii) Others	5(e)	5.37	5.38
(e) Deferred tax assets(Net)	6	6.62	5.71
(f) Other Non-current Assets		-	-
Total non-current Assets		71,189.70	65,184.76
Current Assets			
(a) Inventories	8	623.71	474.53
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	5(a)	294.95	238.03
(iii) Cash and cash equivalents	5(b)	1,593.55	1,521.02
(iv) Bank balances other than (iii) above	5(c)	11.58	12.33
(v) Loans	5(d)	1.14	1.36
(vi) Others	5(e)	15.10	8.05
(c) Other Current Assets	7	171.25	224.46
Total current Assets		2,711.28	2,479.78
Total Assets		**73,900.98**	**67,664.54**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	9(a)	307.37	307.37
(b) Other Equity			
Reserves and Surplus	9(b)	73,118.98	66,877.89
Total Equity		73,426.35	67,185.26
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10(a)	-	215.50
(ii) Trade Payables	10(b)	-	-
(iii) Other Financial Liabilities	10(c)	1.20	18.27
(b) Deferred Revenue/Income		-	-
(c) Provisions		-	-
(d) Employee Benefit Obligations	11	7.50	8.48
(e) Deferred Tax Liabilities(Net)		-	-
(f) Other non-current Liabilities	12	7.50	24.80
Total non-current Liabilities		16.20	267.05
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10(a)	222.65	112.50
(ii) Trade Payables	10(b)	97.80	20.28
(iii) Other Financial Liabilities	10(c)	67.67	49.68
(b) Other Current Liabilities	12	0.49	0.54
(c) Provisions		-	-
(d) Employee Benefit Obligations	11	0.10	0.09
(e) Current Tax Liabilities	13	69.72	29.14
Total current Liabilities		458.43	212.23
Total Equity and Liabilities		**73,900.98**	**67,664.54**

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

(In INR Lakhs)

	Income	Note	31st March, 2019	31st March, 2018
I	Revenue from Operations	14	6,625.08	5,596.67
II	Other Income	15	120.11	66.28
III	**Total Income (I+II)**		**6,745.19**	**5,662.95**
IV	**Expenses**			
	Purchases of traded goods	16	6,404.31	5,384.48
	Changes in Inventories of traded goods	17	(149.19)	(144.41)
	Employee Benefit expenses	18	121.10	118.70
	Finance Costs	19	33.85	46.42
	Depreciation	20	5.77	5.64
	Other Expenses	21	74.60	109.22
	Total Expenses (IV)		**6,490.44**	**5,520.05**
V	**Profit before exceptional items and share in profit of associate (III-IV)**		**254.75**	**142.90**
VI	Share in profit of Associate company	31	6,456.32	7,549.68
VII	**Profit before exceptional items & Tax(V+VI)**		**6,711.07**	**7,692.58**
VIII	Exceptional items		-	-
IX	**Profit before tax (VII -VIII)**		**6,711.07**	**7,692.58**
X	Tax Expense:			
	(a) Current Tax	22	70.26	24.50
	(b) Deferred Tax		(0.87)	46.87
XI	**Profit after tax (IX-X)**		**6,641.68**	**7,621.21**
XII	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss:			
	-Re-measurement gains/(losses) on defined benefit plans		(0.15)	(3.49)
	-Income tax effect relating to above item		0.04	(1.08)
	(ii) Share in other comprehensive income of Associate company		(189.24)	(41.09)
XIII	**Total comprehensive income for the period (XI + XII)**		**6,452.33**	**7,575.55**
	Earnings per equity share in Rupees			
	Basic & diluted	25	2,161	2,479

The accompanying notes form an integral part to the financial statements.

For and on behalf of Board of Directors

Ashish Kumar	**M.K. Kamboj**	**P. Sunder**	**Vinod K. Nagpal**	**Aditya Puri**
Company Secretary	Chief Financial Officer	Chief Executive Officer	Director	Director
M.No. 7846			*DIN : 00147777*	*DIN : 00052534*

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Consolidated Cash Flow Statement for the year ended 31st March, 2019

(In INR Lakhs)

	Particulars	Note	31st March,2019	31st March,2018
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**			
	Profit before tax		254.75	142.90
	Adjustments for :			
	Share in profit of Associate company	31	6,456.32	7,549.68
	Share in other comprehensive income of associate		(189.24)	(41.09)
	Depreciation	20	5.77	5.64
	Interest income classified as investing cash flows	15	(89.07)	(56.10)
	Finance costs	19	33.85	46.42
	Net gain/(loss) on sale of Fixed Assets	21	0.88	0.18
	Operating cash flow before changes in assets and liabilities		**6,473.26**	**7,647.63**
	(Increase)/Decrease in Investment in Associate company	31	(6,002.18)	(6,223.02)
	(Increase)/Decrease in trade receivables	5(a)	(55.32)	13.52
	(Increase)/Decrease in inventories	8	(149.18)	(143.40)
	(Increase)/Decrease in other current financial assets	5(d) & 5(e)	(6.83)	2.04
	(Increase)/Decrease in other non-current financial assets	5(d) & 5(e)	(2.45)	0.99
	(Increase)/Decrease in other current assets	7	53.21	(37.95)
	Increase/(Decrease) in current financial liabilities	10(c)	17.99	(0.95)
	Increase/(Decrease) in other non-current financial liabilities	10(c)	(17.07)	14.64
	Increase/(Decrease) in other non-current liabilities	12	(17.30)	-
	Increase/(Decrease) in other current liabilities	12	(0.05)	(9.72)
	Increase/(Decrease) in employees benefit obligations	11	(0.97)	3.68
	Increase/(Decrease) in trade payable	10(b)	77.52	(13.16)
	Cash generated from operations		370.63	1,254.30
	Income tax paid/(refund received)		(29.83)	(0.89)
	Net cash inflow / (outflow) from operating activities		340.80	1,253.41
B.	**Cash flow from investing activities**			
	Purchase of property, plant and equipment	4	(7.65)	(7.21)
	Interest received	15	89.07	56.10
	Net cash inflow / (outflow) from investing activities		81.42	48.89
C.	**Cash flows from financing activities**			
	Repayment of borrowings	10(a)	(215.50)	(112.50)
	Short term borrowings(net)	10(a)	110.15	53.96
	Finance costs	19	(33.85)	(46.42)
	Dividend paid (including tax) to Company's shareholders	26	(111.17)	(101.89)
	Share of change in equity		(100.07)	(263.65)
	Net cash flow / (outflow) from financing activities		(350.44)	(470.50)

Consolidated Cash Flow Statement for the year ended 31st March, 2019 (Cont.)

(In INR Lakhs)

Particulars	Note	31st March,2019	31st March,2018
Net increase/(decrease) in cash and cash equivalents (A+B+C)		71.78	831.80
Cash and cash equivalents at the beginning of the financial year	5(b)&5(c)	1,533.35	701.55
Cash and cash equivalents at the end of the financial year	5(b)&5(c)	1,605.13	1,533.35

Note : 1. The above cash flow statement has been prepared under the indirect method setout in Indian Accounting Standard (Ind As)7.

2. Figures in brackets indicate cash outgo.

3. Previous year figures have been regrouped and recast wherever necessary to confirm to the current year classifications.

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Statement of changes in equity for the year ended 31st March, 2019

A : Equity share capital

(In INR Lakhs)

As at 01.04.2017	**211.65**
Changes in equity share capital (bonus shares issued)	95.72
As at 31.03.2018	**307.37**
Changes in equity share capital	-
As at 31.03.2019	**307.37**

B: Other Equity

(In INR Lakhs)

Particulars	Reserves and surplus					Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities premium Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2017	18,257.38	-	-	665.53	33,984.08	-	52,906.99
Less : Utilized during the year							
-Bonus Shares issued				(95.72)			(95.72)
Add : -Profit for the year					7,621.21		7,621.21
-Other comprehensive income/(loss) (net of tax)					(4.57)		(4.57)
-Share in other comprehensive income of Associate company					(41.09)		(41.09)
Less : Appropriations :-							
-Dividend					(84.66)		(84.66)
-Dividend Distribution Tax					(17.23)		(17.23)
-Tax provision adjustment					6,856.61		6,856.61
-Share of other change in equity					(263.65)		(263.65)
Balance as at 31st March, 2018	**18,257.38**	-	-	**569.81**	**48,050.70**	-	**66,877.89**
Add : -Profit for the year					6,641.68		6,641.68
-Other comprehensive income/(loss) (net of tax)					(0.11)		(0.11)
-Share in other comprehensive income of Associate company					(189.24)		(189.24)
Less : Appropriations :-							
-Dividend					(92.21)		(92.21)
-Dividend Distribution Tax					(18.96)		(18.96)
-Share of other change in equity					(100.07)		(100.07)
Balance as at 31st March, 2019	**18,257.38**	-	-	**569.81**	**54,291.79**	-	**73,118.98**

The Accompanying notes form an integral part to the financial statements

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019

Note 1: Corporate information

The Yamuna Syndicate Limited (the "Company") is a Listed Public Limited Company. The registered office of the company is located at Radaur Road, Yamunanagar -135001(Haryana).The company is engaged in trading activities.

The Company has one Associate Company namely Isgec Heavy Engineering Limited ("Associate company"). It is also a Listed Public Limited Company, having its registered office at Radaur Road, Yamunanagar-135001. The Associate company is engaged in manufacturing of Plants, Equipments and Machineries.

Note 2: Significant accounting policies

(a) Basis of preparation

(i) Compliance with IND AS

These consolidated financial statements are prepared in accordance with the Indian Accounting standards (IND AS) under the historical cost convention on accrual basis, the provisions of the Companies Act,2013 (the Act) (to the extent notified). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and Companies (Indian Accounting Standards) Amendment Rules,2016.

The Company has adopted the IND AS Standards and the adoption was carried out in accordance with IND AS.

(ii) Principles of consolidation and equity accounting

The Company has only one associate and no subsidiary and Joint venture. These financial statements comprise the financial statements of the company and its associate. These financial statements are prepared by applying uniform accounting policies in use at the company.

An Associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investment in associate is accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of profit or loss of the investee after the acquisition date. The Company's investment in Associate includes retained earnings arising at the time of acquisition of shares, and thereafter capital reserve and accumulated profits.

(b) Current versus Non-current classification

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

* Expected to be realised or intended to be sold or consumed in normal operating cycle,
* Held primarily for the purpose of the trading,
*Expected to be realised within twelve months after the reporting period, or
*Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Significant accounting policies contd.

(c) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method to allocate their cost, net of residual values, over their estimated useful lives of the assets as prescribed under schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable values.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within gains / (losses).

(d) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of traded goods include cost of purchases and other costs incurred in bringing the inventories to their present location and condition after deducting rebates and discounts. Cost is determined on weighted average method.

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

(e) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposit with banks. Cash equivalents are short term, highly liquid investments that readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(f) Provisions

General

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits has become probable.

A contingent asset is not recognized but disclosed when an inflow of economic benefits is probable. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity.

Significant accounting policies contd.

(g) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company operate and generate taxable income .Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only will if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred income taxes are not provided on the distributed profits of associate where it is expected that the earnings of the associate will not be distributed in the foreseeable future.

Deferred tax liabilities have not been recognized on temporary differences associated with investment in associate as it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax basis of investment in associate where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

(h) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, goods and service tax/ value added tax (VAT) is not received by the group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognised.

Significant accounting policies contd.

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, discounts, allowances and rebates.

Rendering of services

Service revenues are recognised as the services are rendered and are stated at net of discounts and taxes. Revenues from prepaid- customers are recognized based on actual usage. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Interest income

Interest income is recognised using the bank interest rates, which is considered to be effective rate of interest. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate ,the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (For example prepayments, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

(i) Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

(j) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current benefit obligations in the Balance sheet.

(ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are expected to be settled wholly within twelve months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

Significant accounting policies contd.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

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

Re measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contributions plan

The company's contributions to provident fund and superannuation fund are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The company has no further payment obligations once the contributions have been paid.

Bonus plans

The company recognizes a liability and an expense for bonus. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(k) Leases

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

(l) Earnings per share

Basic and diluted earnings is computed by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

(m) Financial instruments

(i) Measurement

An initial recognition, the company measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Significant accounting policies contd.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

***Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognized in profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

***Fair value through other comprehensive income(FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI).Movements in the carrying amount are taken through OCI ,except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate.

***Fair value through profit or loss :** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gain/(losses)in the period in which it arises. Interest income from these financial assets is included in other income.

(ii) Impairment of financial assets

In accordance with IND-AS 109, the company applies expected credit loss (ECL) mode for measurement and recognition of impairment loss on financial assets and credit risk exposures.

Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, deposits, trade receivables and bank balance. Financial assets that are debt instruments and are measured as at FVTOCI

The company follows simplified approach for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

(iii) Derecognition of financial assets

A financial asset is derecognised only when the company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(n) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counter party.

Significant accounting policies contd.

(o) Trade payables

The amount represents liabilities for services provided to the company prior to the end of the period which are unpaid .The amounts are unsecured non-interest bearings and are usually paid within 60 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at amortised cost, and the carrying amounts are reasonable approximation of fair value.

(p) Investment in associate

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Company's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the company's share of net assets of the associate since the acquisition date.

The statement of profit and loss reflects the company's share of the results of operations of the associate. In addition, when there has been a change recognized directly in the equity of the associate, the company recognizes its share of any changes, when applicable in the statement of changes in equity. Dividend received or receivable from associate is recognized as a reduction in the carrying amount of the investment.

(q) Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Note 3 : Accounting estimates ,assumptions and judgments

The preparation of financial statements requires the use of accounting estimates, which by definition, will seldom equal the actual results, also needs to exercise judgment in applying the company's accounting policies, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities, if any. Uncertainty about these assumptions and estimates could result in outcomes of assets and liabilities affected in future periods.

The area involving critical estimate or judgment is

-Recognition of deferred tax assets for carried forward losses	- Note 6
-Impairment of trade receivables	- Note 5(a)
- Estimation of tax expense	- Note 22

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

There are no sources of estimation uncertainty that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities in future periods, and also there are no significant judgments that may require disclosures.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 4 :- Property, Plant and Equipment

(In INR Lakhs)

Particulars	Land	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
Year ended 31.03.2018							
Gross carrying amount							
Opening Gross carrying amount	1.44	59.42	9.24	12.75	23.22	13.17	119.24
Additions	-	-	0.49	0.10	6.00	0.62	7.21
Disposals	-	-	(0.84)	(1.02)	(0.03)	(0.12)	(2.01)
Closing gross carrying value	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Accumulated depreciation							
Opening accumulated depreciation	-	35.54	6.62	11.50	20.83	11.69	86.18
Depreciation charge during the year		2.44	0.56	0.27	1.80	0.56	5.63
Disposals	-	-	(0.73)	(0.95)	(0.03)	(0.11)	(1.82)
Closing accumulated depreciation	**-**	**37.98**	**6.45**	**10.82**	**22.60**	**12.14**	**89.99**
Net carrying amount	**1.44**	**21.44**	**2.44**	**1.01**	**6.59**	**1.53**	**34.45**
Year ended 31.03.2019							
Opening Gross carrying amount	1.44	59.42	8.89	11.83	29.19	13.67	124.44
Additions	-	-	0.60	0.13	4.69	2.23	7.65
Disposals	-	(0.09)	(1.98)	(1.96)	(0.04)	(1.50)	(5.57)
Closing gross carrying value	1.44	59.33	7.51	10.00	33.84	14.40	126.52
Accumulated depreciation					-		
Opening accumulated depreciation	-	37.98	6.45	10.82	22.60	12.14	89.99
Depreciation charge during the year	-	2.18	0.44	0.25	2.04	0.86	5.77
Disposals	-	(0.09)	(1.49)	(1.87)	(0.04)	(1.20)	(4.69)
Closing accumulated depreciation	-	40.07	5.40	9.20	24.60	11.80	91.07
Net carrying amount	**1.44**	**19.26**	**2.11**	**0.80**	**9.24**	**2.60**	**35.45**

Note (i) Disclosure under IND AS 16
There is no item of property, plant and equipment which has retired from active use and has not been classified as held for sale in accordance with IND AS 105.
(ii) Opening Balances of Gross block and accumulated depreciation have been regrouped / reclassified / re-arranged wherever considered necessary.
(iii) Borrowing cost capitalized during the period is Nil.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 5:- Financial Assets

5 (a) : Trade Receivables

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Trade Receivables	284.16	238.18
Doubtful debts	9.14	11.76
Receivable from Associate company (Refer note 24-C)	8.90	0.73
Receivables from other related parties (Refer note 24-C)	3.17	2.00
	305.37	**252.67**
Less:Allowance for doubtful debts	9.14	11.76
Total Trade Receivables	**296.23**	**240.91**
Current portion	294.95	238.03
Non-current portion	1.28	2.88
Break-up of security details		
Secured, considered good	-	-
Unsecured,considered good	296.23	240.91
Doubtful debts	9.14	11.76
	305.37	**252.67**
Less:Allowance for doubtful debts	9.14	11.76
Total Trade Receivables	**296.23**	**240.91**

Notes : (i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner or a director respectively.

(ii) For terms and conditions relating to related party receivable : Refer Note 24(c).

(iii) Trade receivable are non- interest bearing and are generally on terms of 30 to 90 days.

5 (b) : Cash and cash equivalents

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Balances with banks in		
- Current accounts	21.56	20.30
- Fixed Deposit with maturity with in twelve months	1,465.35	1,410.60
Interest accrued on Deposits	48.31	31.39
Cheques, drafts in hand	52.45	55.27
Cash in hand	5.88	3.46
Total cash and cash equivalents	**1593.55**	**1521.02**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

5 (c) : Other bank balances

(In INR Lakhs)

Particulars	31st.March,2019	31st.March,2018
Employees security deposits	0.90	1.30
Unpaid dividend accounts	3.25	4.11
Margin money against bank guarantee	7.43	6.92
Total other bank balances	**11.58**	**12.33**

5 (d) : Loans

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non- Current	Current	Non- Current	Current
Loans and advances to employees*				
-Secured,considered good (**)	2.52	0.95	0.06	0.79
-Unsecured,considered good	-	0.19	-	0.57
Total Loans	**2.52**	**1.14**	**0.06**	**1.36**

* Effective rate of interest is not applied as this had no material effect on the statement of profit and loss. (**) Includes Four Wheeler Vehicle Loan to One Key managerial personnel against hypothecation of vehicle.

5 (e) : Other Financial Assets

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non- Current	Current	Non- Current	Current
Security deposits (a)	5.37	-	5.38	-
Incentive Receivable	-	15.10	-	8.05
Total other Financial Assets	**5.37**	**15.10**	**5.38**	**8.05**
(a) Include in favour of State Consumer Disputes Redressal Forum (Unsecured, considered good)	2.95	-	2.95	-

Note 6: Deferred Tax Assets / (Liabilities) (net)

The balance comprises temporary differences attributable to:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Deffered tax assets		
Property, Plant and Equipment	1.59	1.99
Employee Benefit obllgation	1.67	2.83
Provision for doubtful debts	2.54	-
Provision for Bonus	0.82	0.89
Total deferred tax assets	6.62	5.71
Deferred tax liabilities	-	-
Net deferred tax assets / (liabilities)	6.62	5.71

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 6 : Deferred tax assets / (liabilities) (net) Contd.

Movements in Deferred Tax Assets / (Liabilities)

(In INR Lakhs)

Particulars	Property Plant and equipment	Defined Benefit obligation	Tax losses	Doubtful Debts	Total
Deferred Tax Assets					
As at 1st April, 2017	1.96	2.58	49.13	-	53.67
(charged)/ credited:					
-to profit and loss	0.03	2.22	(49.13)	-	(46.87)
-to other comprehensive income	-	(1.08)	-	-	(1.08)
As at 31st.March,2018	1.99	3.72	0.00	-	5.71
Deferred Tax Assets					
(charged)/ credited:					
- to profit and loss	(0.40)	(1.27)	-	2.54	0.87
- to other comprehensive income	-	0.04			0.04
As at 31st.March,2019	1.59	2.49	-	2.54	6.62

Note 7 : Other Current assets **(In INR Lakhs)**

Particulars	31st March,2019	31st March,2018
Balance with Government authorities	70.79	69.94
Advance to suppliers	17.60	72.89
Claims and Insurance Claims	15.70	47.80
Advance Income Tax	41.83	10.72
TDS	9.05	5.31
Mat Credit entitlement	6.19	6.19
Others	7.94	7.94
Prepaid Expenses	2.15	3.67
Total Other Current assets	**171.25**	**224.46**

Note 8 : Inventories **(In INR Lakhs)**

Particulars	31st March,2019	31st March,2018
Traded goods (At lower of cost and net realisable value)	623.71	474.52
Stores at cost	-	0.01
Total Inventories	**623.71**	**474.53**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 9 : Equity share capital and other equity

Note 9 (a) : Equity share capital

(In INR Lakhs)

Particulars	Number of shares	Amount
Authorised equity share capital		
As at 1st April, 2017	3,00,000	300.00
Increase during the year	25,000	25.00
As at 31st March,2018	**3,25,000**	**325.00**
As at 1st April, 2018	3,25,000	325.00
Changes during the year	-	-
As at 31st March,2019	**3,25,000**	**325.00**
Issued equity capital		
Equity shares of Rs 100 each issued, subscribed and fully paid-up		
As at 1st April, 2017	2,11,648	211.65
Changes during the year (Bonus shares issued on 09.09.2017)	95,717	95.72
As at 31st March, 2018	3,07,365	307.37
As at 1st April, 2018	3,07,365	307.37
Changes during the year	-	-
As at 31st March,2019	**3,07,365**	**307.37**

Terms and rights 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 of the Company, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each of the equity share holders.

Detail of shareholders holding more than 5% shares in the Company

	31st March, 2019		31st March, 2018	
Name of the shareholder	**Number of shares**	**% of holding**	**Number of shares**	**% of holding**
Mr. Ranjit Puri*	77,386	25.18	77,386	25.18
Mr. Ranjit Puri(HUF)	70,642	22.98	70,642	22.98
Mr. Aditya Puri*	60,859	19.80	60,859	19.80
Mr. Romesh Malhan*	42,846	13.94	42,846	13.94

* (Individually and / or jointly with others)

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 9 : Equity share capital and other equity (contd.)

(In INR Lakhs)

9 (b) : Reserves and surplus

Particulars	31st March, 2019	31st March, 2018
Capital Reserve	18,257.38	18,257.38
General Reserve	569.81	569.81
Retained Earnings	54,291.79	48,050.70
Total Reserves and Surplus	**73,118.98**	**66,877.89**

(i) Capital Reserve

Particulars	31st March, 2019	31st March, 2018
Opening balance	18,257.38	18,257.38
Add: Additions during the year	-	-
Less: Utilised during the year	-	-
Closing balance	18,257.38	18,257.38

(ii) General Reserve

Particulars	31st March, 2019	31st March, 2018
Opening balance	569.81	665.53
Add: Additions during the year	-	-
Less: Utilized during the year (Bonus shares issued)	-	95.72
Closing balance	569.81	569.81

(iii) Retained Earnings

Particulars	31st March, 2019	31st March, 2018
Opening balance	48,050.70	33,984.08
Add: -Profit for the year	6,641.68	7,621.21
-other comprehensive income/(loss) (net of tax)	(0.11)	(4.57)
-share in other comprehensive income of Associate company	(189.24)	(41.09)
Less: -Dividend including tax	(111.17)	(101.89)
-Tax Provision adjustment	-	6,856.61
-Share of other change in equity	(100.07)	(263.65)
Closing balance	54,291.79	48,050.70

Capital Reserve :
This include Company's Capital reserve INR Lakhs 2.02 available for capitalization.

General Reserve :
This represents appropriation of profits by the Company.

Retained Earnings :
This include Company's undistributed profits after tax INR Lakhs 5,148.62.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 10 :- Financial Liabilities

10 (a) Borrowings

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-current	Current	Non-current	Current
Secured				
From banks				
-Cash credit Account *	-	37.36	-	-
-Overdraft Current Account**	-	0.29	-	-
Unsecured				
-Deposit from directors #	-	185.00	215.50	112.50
Total Non -current and current borrowings	-	**222.65**	**215.50**	**112.50**

Maturity date	Terms of repayment	Effective Interest rate	Secured borrowings and assets pledged as security
* Repayable on demand	Repayable on demand	11.35%	Inventory and book debts are hypothecated with Punjab National Bank.
** Repayable on demand	Repayable on demand	7.15%	Fixed Deposit for INR Lakhs 225 is under lien marked with State Bank of India.
# Repayable on due date from the deposit date	3(Three) years from the deposit date.	11.50%	Unsecured borrowings.

The carrying amount of financial and non-financial assets pledged as security for current and non-current borrowings, are disclosed in Note 27.

10 (b):- Trade Payables

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-current	Current
Total outstanding dues of micro, small and medium Enterprises	-	-	-	
Total outstanding dues of creditors other than mirco, small and medium Enterprises	-	97.80	-	20.28
Total Trade Payables	-	**97.80**	-	**20.28**

10 (c) :- Other Financial Liabilities

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-current	Current
Security deposit	1.20	-	1.66	25.00
Statutory dues payable	-	3.68	-	2.80
Other payables	-	27.39	-	17.75
Interest accrued but not due on borrowings				
-Directors	-	33.34	16.61	-
- Others	-	0.01	-	0.02
Unpaid dividends (*)	-	3.25	-	4.11
Total other financial liabilities	**1.20**	**67.67**	**18.27**	**49.68**

(*) During the year, the company has deposited unclaimed dividend for the financial year 2010-2011 amounting to Rs. 41,240/- and 284 number of unclaimed equity shares, into Investor Education and Protection Fund (the Fund). There is no other amount/shares due for transfer into the fund.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 11 :- Employee benefits obligation **(In INR Lakhs)**

Particulars	31st March, 2019			31st March, 2018		
	Non-current	current	Total	Non-current	current	Total
Leave obligation (i)	5.76	0.10	5.86	5.58	0.09	5.67
Gratuity (ii)	1.74	-	1.74	2.90	-	2.90
Total Employee benefits obligation	**7.50**	**0.10**	**7.60**	**8.48**	**0.09**	**8.57**

(i) Leave obligation

The leave obligation cover the company's sick and earned leave.
The amount of provision of 31.03.2019 in INR Lakhs 0.10 (31.03.2018 in INR Lakhs 0.09) is presented as current,since the company does not have an unconditional right to defer for settlement of these obligations. However, based on past experience the company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

(ii) Gratuity

The company provides for gratuity for employees as per the payment of Gratuity Act,1972.Employees who are in continuous service for a period of 5 years are eligible for gratuity. The level of benefits provided depends on the member's length of service and salary at retirement age.The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

(iii) Defined contributions plans

The company certain defined contribution plans. Contributions are made to provident fund for employees at the rate of 12% of salary as per regulations. The contribution are made to registered provident fund administered by the Govt.The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year towards defined contribution plan is in INR Lakhs 1.66 (31st. March, 2018 in INR Lakhs 0.70).

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

(iv) Defined Benefit Plan

The liability for employee gratuity and leave encashment is determined on actuarial valuation using projected unit credit method. The obligations are as under:-

(In INR Lakhs)

Particulars	Gratuity		Leave Encashment	
	2018-2019	2017-2018	2018-2019	2017-2018
1.Change in Present Value of Obligation				
Present value of obligation at the beginning of the period	9.20	9.94	5.67	4.89
Acquisition cost				
Interest cost	0.67	0.52	0.42	0.33
Current service cost	0.86	0.84	1.51	1.49
Benefits paid	(0.95)	(6.00)	(0.82)	(0.86)
Actuarial (gain)/loss on obligation	0.51	3.90	(0.92)	(0.18)
Present value of obligation at end of period	10.29	9.20	5.86	5.67
2. Change in Fair Value of Plan Assets				
Fair value of plan assets at the beginning of the period	6.31	11.10		
Acquisition adjustment				
Actual return on plan assets	0.54	0.61		
Contributions	1.75	0.54		
Benefits paid	(0.39)	(6.36)	-	-
Actuarial gain/(loss) on plan assets	0.34	0.41		
Fair value of plan assets at the end of the period	8.55	6.30		
3.Amount to be recognised in Balance Sheet				
Present value of obligation as at end of the period	10.29	9.20	5.86	5.67
Fair value of plan assets as at the end of the period	8.55	6.30	-	-
Net Asset/(liability) recognised in Balance Sheet	1.74	2.90	(5.86)	(5.67)
4.Expenses recognised in the statement of profit & loss.				
Current service cost	0.86	0.84	1.51	1.49
Net Interest cost	0.13	(0.09)	0.42	0.33
Expected return on plan assets	-	-		
Net actuarial (gain)/loss recognised in profit/loss	-	-	(0.92)	(0.18)
Expenses recognised in the statement of Profit & Loss	0.99	0.75	1.01	1.64
5.Recognised in other comprehensive income for the year				
a. Net cumulative unrecognized actuarial gain/(loss) opening	-	-		
b. Actuarial gain / (loss) for the year on PBO	(0.15)	(3.49)		
c. Actuarial gain /(loss) for the year on Asset	-	-		
d. Unrecognized actuarial gain/(loss) at the end of the year	(0.15)	(3.49)		
6. Maturity Profile of Defined Benefit Obligation	-	-		
1. Within the next 12 months (next annual reporting period)	1.22	1.03		
2. Between 2 and 5 years	5.31	3.92		
3. Between 6 and 10 years	6.02	3.62		
4. Between 10 years above	26.74	9.86		

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Defined benefit plan (contd.)

(ii) Significant estimates : Actual assumptions and sensitivity.

(a) Sensitivities due to morality and withdrawls are not material and hence impact of change is not calculated.

(b) Sensitivity of the defined benefit obligation is determined based on the expected movement in liability if the assumptions were not provided to be true on different count.

Particulars	31st March,2019	31st March,2018
(i) Major categories of plan assets		
(as percentage of total plan assets)	100%	100%
(ii) Economic assumption		
-Discount rate	7.72%	7.50%
-Salary escalation	10.00%	10.00%
(iii)Demographic assumption		
-Retirement age (years)	60	60
-Morality rates inclusive as provision for disability ages	100% of IALM (2012-14)	100% of IALM (2006-08)
(iv) Aggregate weighted average principal assumption	10.21%	10.63%
(v) Attrition rate	10% PA	10% PA
(vi)Morality rates for specimen ages:		
Age	**QW**	**QR**
20	0.006833	-
25	0.075167	-
30	0.143500	-
35	0.200900	-
40	0.159900	-
45	0.118900	-
50	0.077900	-
55	0.036900	-
58	0.000000	1.000000

While calculating the sensitivity of the defined benefit obligation to significant acturial assumption the same method (Present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 12: Other Liabilities

(In INR Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Non-currrent	Current	Non-currrent	Current
Advance from customers		0.49		0.54
Compensation payable	7.50		24.80	
Total other Liabilities	**7.50**	**0.49**	**24.80**	**0.54**

Note 13: Current tax Liabilities

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Current tax payable for the year	69.72	-
Provision for MAT	-	29.14
Total Current tax Liabilities	**69.72**	**29.14**

Note 14 : Revenue from operations

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Sale of products	6,556.80	5,534.13
Sale of services	-	0.19
Other operating revenues	68.28	62.35
Total Revenue from operations	**6,625.08**	**5,596.67**

Note 15 : Other Income

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Interest Income		
-On deposits	88.87	55.38
-On security deposits and loans and advances	0.20	0.23
-On income tax refund	-	0.72
Other Non-operating Income	31.04	9.95
Total other Income	**120.11**	**66.28**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 16 : Purchases of traded goods

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Purchases of traded goods	6,404.31	5,384.48
Total purchases of traded goods	**6,404.31**	**5,384.48**

Note 17 : Changes in Inventories of traded goods

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Opening stock	474.52	330.11
Closing stock	623.71	474.52
Total changes in Inventories of traded goods	**(149.19)**	**(144.41)**

Note 18 : Employee benefit expense

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Salaries and wages	108.64	110.57
Contribution to Provident and other Funds	10.36	5.84
Staff Welfare Expenses	2.10	2.29
Total Employee benefit expense	**121.10**	**118.70**

Note 19 : Finance Costs

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Interest Expense on:		
-Borrowings	31.98	42.35
Others	1.87	4.07
Total Finance Costs	**33.85**	**46.42**

Note 20 : Depreciation

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Depreciation on fixed assets	5.77	5.64
Total Depreciation	**5.77**	**5.64**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 21 : Other Expenses **(In INR Lakhs)**

Particulars	**31st March, 2019**	**31st March, 2018**
Power and Fuel	4.58	4.79
Rent	5.34	4.24
Repairs to:		
-Machinery	0.97	0.82
-Building	3.22	3.63
Insurance	4.66	4.20
Rates and Taxes	4.56	32.33
Professional Charges	3.49	11.69
Travelling Expenses	5.29	5.40
Transportation Expenses	14.08	14.96
Consumption of Stores and Spares	-	0.01
Miscellaneous Expenses	12.88	18.35
Director's sitting fee	0.36	0.48
Director's commission	0.25	0.23
Payment to Statutory Auditors		
-Statutory audit fees	2.25	2.25
-Taxation matters	-	-
-Other services	0.38	0.20
-Reimbursement of expenses	-	-
Bad Debts & other Receivables written off	9.26	3.14
Allowance for doubtful (trade receivables)	2.15	2.32
Fixed assets written off	0.88	0.18
Total other expenses / (benefit)	**74.60**	**109.22**

Note 22: Income tax Expense **(In INR Lakhs)**

Particulars	**31st March, 2019**	**31st March, 2018**
Income Tax Expense		
Current Tax	69.72	-
MAT Provision	-	29.14
MAT Credit Entitlement	-	(4.14)
Adjustment for tax relating to earlier years (Net)	0.54	(0.50)
Total current tax	**70.26**	**24.50**
Deferred tax		
Decrease) / (increase) in deferred tax assets	(0.87)	46.87
(decrease) / increase in deferred tax liabilities	-	-
Total deferred tax expense /(benefit)	(0.87)	46.87
Total Income Tax Expense	**69.39**	**71.37**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 23 a : Segment information

The Chief Executive Officer monitors the operating results of its business segment separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss, and has identified the following reportable segments. :

(a) Description of segments and principal activities:

(i) Batteries	This comprises of Battery, Scrap Battery and UPS.
(ii) Oil & Lubricants	This comprises of Motor Spirit /HSD and Lubricants.
(iii) Agriculture Products	This comprises of Pesticides, Fertilizers and Seeds.
(iv) Other segments	This includes purchase & sale of Electrical Goods, Spare Parts, Accessories and Agriculture Implements. The result of this operation is included in other segment column.

The Chief Executive Officer primarily uses a measure of adjusted earnings before interest ,dividend, depreciation and tax to assess the performance of the operating segment. However, he also receives the information about the segment revenue and assets on a monthly basis.

(b) Segment Revenue

The segment revenue is measured in the same way as in the statement of profit and loss.

(In INR Lakhs)

Particulars	31st March, 2019					31st March, 2018				
	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total	Inter-segment revenue	Revenue from external customers	Total segment revenue	Adjustments and eliminations	Total
Batteries	-	3,304.32	3,304.32	-	3,304.32	-	2,149.14	2,149.14	-	2,149.14
Oil & Lubricants	-	2,520.11	2,520.11	-	2,520.11	-	2,405.56	2,405.56	-	2,405.56
Agriculture Products	-	692.93	692.93	-	692.93	-	939.93	939.93	-	939.93
Other segments	-	107.72	107.72	-	107.72	-	102.04	102.04	-	102.04
Total	-	**6,625.08**	**6,625.08**	-	**6,625.08**	-	**5,596.67**	**5,596.67**	-	**5,596.67**

Note:There is no single customer for which revenues from transactions with him amount to at least 10% of the company's revenues.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 23 : Segment information (contd.)

(c) Segment Profit **(In INR Lakhs)**

31st March, 2019							31st March, 2018						
Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total	Batteries	Oil & Lubricants	Agriculture Products	Other segments	Total segments	Adjustments and eliminations	Total
128.71	90.80	14.45	24.35	258.31	6,452.76	6,711.07	115.36	96.42	22.16	2.94	236.88	7,455.70	7,692.58

Reconciliations to amounts reflected in the Financial Statements **(In INR Lakhs)**

Reconciliation of profit	31st March, 2019	31st March, 2018
Segment profit	258.31	236.88
Interest income	89.07	56.33
Finance costs	(33.85)	(46.42)
Depreciation	(5.77)	(5.64)
Share in profit of Associate company	6,456.32	7,549.68
Others	(53.01)	(98.25)
Profit before tax	**6,711.07**	**7,692.58**

(d) Segment assets

Segment assets are measured in the sameway as in the Financial Statements.These assets are allocated on the operations of the segment and the physical location of the asset.

(In INR Lakhs)

	31st March, 2019	31st March, 2018
Batteries	690.80	604.80
Oil & Lubricants	261.09	226.27
Agriculture Products	25.59	18.17
Other segments	93.61	102.79
Total segment Assets	**1,071.09**	**952.03**
Unallocated:		
Investments in associate (accounting for using equity method)	71,138.46	65,136.28
Deferred tax assets (net)	6.62	5.71
Other unallocated financial instruments	1,684.81	1,570.52
Total Assets as per Balance Sheet	**73,900.98**	**67,664.54**

Investments and other unallocated financial instruments held by the Company are not considered to the segment assets.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 23 : Segment information (Contd.)

(e) Segment Liabilities

Segment liabilities are measured in the same way as in the Financial Statements. These liabilities are allocated based on the operation of the segments. Borrowings and derivative liabilities are not considered to be segment liabilities.

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Batteries	76.86	4.57
Oil & Lubricants	5.83	27.65
Agriculture Products	26.80	15.46
Other Segments	9.65	30.62
Total Segment Liabilities	**119.14**	**78.30**
Unallocated		
Current tax liabilities	69.72	29.14
Current borrowings	222.65	112.50
Non-current borrowings	-	215.50
Other unallocated financial instruments	63.12	43.84
Total Liabilities as per the Balance Sheet	**474.63**	**479.28**

Note 24 : Related Party Transactions:

(A) Description and names of Related Parties

(a) Mr Ranjit Puri,Chairman	Holding substantial interest
(b) Relatives of Mr Ranjit Puri	(i) Mrs. Nina Puri (wife of Mr Ranjit Puri) (ii) Mr. Aditya Puri,Director (Son of Mr Ranjit Puri) (iii) Mrs.Tanu Priya Puri (wife of Mr Aditya Puri,Director)
(c) Other Directors	(i) Mr. Vinod K. Nagpal, Non-Executive Director (ii) Mr. D.D. Sharma, Non-Executive Director (iii) Mrs.Reva Khanna, Non-Executive Director
(d) Entities over which Chairman and their Relatives can exercise significant influence	-Isgec Heavy Engineering Limited (Associate company) -Saraswati Sugar Mills Limited * -Isgec Covema Limited * -Isgec Engineering & Projects Limited * -Isgec Hitachi Zosen Limited * -Isgec Exports Limited * -Isgec Free Look Software Private Limited * -Isgec Titan Metal Fabricators Private Limited * -Isgec Foster Wheeler Boilers Private Limited * -Isgec Redecam Enviro Solutions Private Limited * -Blue Water Enterprises (* Subsidiaries of Isgec Heavy Engineering Limited)

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 24 : Related Party Transactions (Contd.)

(e) Entity over which (a) & (b-(ii) above holds more than 2% of its paid up share capital	-Jullundur Motors Agency (Delhi) Limited -N.A. Cold Storage Private Limited
(f) Key Managerial Personnel	-Mr P Sunder (Chief Executive Officer) -Mr. Ashish Kumar (Company Secretary) -Mr. Mukesh Kumar Kamboj (Chief Financial Officer)
(g) Other Related Party	The Yamuna Syndicate Limited Employees group gratuity cum-life assurance scheme trust (Post employment benefit plan)

(B) Transactions with Related Parties:

The following transactions occurred with related parties in the ordinary course of business:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
(i) Associate viz.Isgec Heavy Engineering limited		
Sales of goods and services	81.10	84.96
Payment for purchase of professional services	12.30	11.61
Rent paid	1.67	0.40
Share in profit of Associate company	6,456.32	7,549.68
(ii) Associate's subsidiary viz.Saraswati Sugar Mills Limited		
Sale of goods and services	370.42	274.45
(iii) Associate's subsidiary viz.Isgec Titan Metal Fabricators Pvt. Ltd.		
Sale of goods and services	0.09	-
(iv) Mr. Ranjit Puri, Chairman		
Interest on Fixed Deposit	29.76	33.90
Director's Commission/Sitting Fees	0.11	0.17
(v) Mr. Aditya Puri, Non-Executive Director		
Director's Commission/Sitting Fees	0.13	0.17
(vi) Mr. D.D. Sharma, Non-Executive Director		
Interest on Fixed Deposit	1.33	6.67
Director's Commission/Sitting Fees	0.13	0.13
(vii) Mr. Vinod K. Nagpal, Non-Executive Director		
Director's Commission/Sitting Fees	0.13	0.17
(viii) Mrs. Reva Khanna, Non-Executive Director		
Director's Commission/Sitting Fees	0.11	0.07

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 24 : Related Party Transactions (Contd.)

(C) Outstanding balances arising from sales / purchases of goods and services:

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties :

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Trade Receivables (Sale of goods and services)		
-Associate viz.Isgec Heavy Engineering Limited	8.90	0.73
- Associate's Subsidiary viz. Saraswati Sugar Mills Limited	3.17	2.00
Total receivables from related parties (Note 5(a))	**12.07**	**2.73**

(D) Deposits from Related Parties

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Director's deposits		
Beginning of the year	328.00	379.00
Deposits received during the year	-	-
Repayment during the year	(143.00)	(51.00)
Deposit at the end of the year (Note10(a))	185.00	328.00

(E) Key Managerial Personnel Compensation

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Employee benefits	19.99	22.43
Total compensation	**19.99**	**22.43**

The amount disclosed in the above are the amounts recognised as an expense during the reporting year related to Key Managerial Personnel. Post employment benefits exclude provision for gratuity and leave encashment which can not be separately identified from the composite amount as advised by the actuary.

(F) Terms and conditions of transactions with related parties:

The sales and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31st March,2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st.March,2019 : NIL , 31st March, 2018 : NIL).

Duration of the given transactions with related parties is 1(One) year.

Deposit from directors are unsecured and the effective interest rate is 11.5% for 3 years. These deposits are repayable to directors on due date from the deposit date.

Vehicle loan given to one key managerial personnel is secured and interest free as per policy of the company. Outstanding balance of such loan is in INR lakhs 2.88 as on 31.03.2019 (Rs. Nil as on 31.03.2018).

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 25 : Earnings per share (EPS)

In accordance with IND-AS 33 on "Earning per share" the following table reconciles the numerator and denominator used to calculate Basic and diluted earning per share

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Profit attributable to the equity holders of the Company	6,641.68	7,621.21
Weighted of equity shares used as denominators for calculating of earning per share	307.37	307.37
Nominal value of equity shares (in INR)	100	100
Basic and diluted Earnings per share (in INR)	2,161	2,479
Restated Basic Earning per share	2,161	2,479

Note 26 : Capital Management

(a) Risk Management

The Company's objectives when managing Capital are to:

* Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders & other benefits for shareholders, and

* Maintain an optimal capital structure to reduce the cost of capital.

The company monitors capital using Gearing Ratio, which is net debts divided by total capital plus debts.

The Company's strategy is to maintain Gearing Ratio within 30%. The Gearing Ratio were as follows:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Debts	222.65	328.00
Less : Cash & Cash equivalents	1,593.55	1,521.02
Net debts	(1,370.90)	(1,193.02)
Total Equity	73,426.35	67,185.26
Total Equity & Net Debts	72,055.45	65,992.24
Net debts to Equity plus debts ratio (Gearing Ratio)	-1.90%	-1.81%

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank immediately can recover loans and borrowings. There have been no breaches in the financial covenants of any borrowings in the current period. No changes were made in the objectives, policies or processes for managing capital during the years 31st March 2019 and 31st March 2018.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 26 : Capital Management (Contd.)

(b) Dividends

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
(i) Equity shares		
Final dividend for the year ended 31st. March, 2018 of Rs.30/- (31st March, 2017-Rs. 40/-) per fully paid share.	92.21	84.66
Dividend Distribution Tax on final dividend	18.96	17.23
	111.17	101.89
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, the directors have recommended the payment of final dividend of Rs. 40/- per fully paid equity share for the year ended 31st March, 2019 (31st March, 2018-Rs.30/-). The proposed dividend is subject to the approval of the shareholders in the ensuring annual general meeting.		

Note 27 : Assets Hypothecated/Pledged as security

The carrying amount of assets hypothecated/pledged as security for borrowings are:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Current		
Financial Assets		
First charge		
Trade Receivables	296.23	240.91
Fixed Deposit (under lien marked)	225.00	-
Non-financial Assets		
First charge		
Inventories	623.71	474.53
Total Current Assets hypothecated/pledged as security	**1144.94**	**715.44**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 28 : Break-up of Financial Assets and Financial Liabilities carried at amortised cost

Financial instruments by category **(In INR Lakhs)**

Particulars	Notes	31st March, 2019			31st March, 2018		
		FVPL*	FVOCI#	Amortised Cost	FVPL*	FVOCI#	Amortised Cost
Financial Assets							
Trade Receivables	5(a)			296.23			240.91
Cash and cash equivalents	5(b)			1,593.55			1,521.02
Other Bank Balances	5(c)			11.58			12.33
Loans and advances to employees	5(d)			3.66			1.42
Security deposits	5(e)			5.37			5.38
Other financial assets	5(e)			15.10			8.05
Total Financial Assets				1,925.49			1,789.11
Financial Liabilities							
Borrowings	10(a)			222.65			328.00
Trade Payables	10(b)			97.80			20.28
Security Deposits	10(c)			1.20			26.66
Other Financial Liabilities	10(c)			67.67			41.29
Total Financial Liabilities				389.32			416.23

*FVPL - Fair Value through Profit and Loss #FVOCI - Fair Value through Other Comprehensive Income

(i) Fair value hierarchy

This section explains the judgment and estimates made in determining the fair values of the Financial Instruments that are (a) recognised and measured at fair value, and measured at amortised cost and for which fair values are disclosed in the Financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Assets and Liabilities which are measured at amortised cost for which fair values are disclosed as at 31st March, 2019: **(In INR Lakhs)**

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets					
Loans					
-Loans and advances to employees	5(d)	3.66			3.66
Security deposits	5(e)	5.37			5.37
Total Financial Assets		**9.03**			**9.03**
Financial Liabilities					
Borrowings	10(a)	222.65			222.65
Others	10(b&c)	166.67			166.67
Total Financial Liabilities		**389.32**			**389.32**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 28 : Break-up of Financial Assets and Financial Liabilities carried at amortised cost (Contd.)

Assets and Liabilities which are measured at amortised cost for which fair values are disclosed at 31st March, 2018

(In INR Lakhs)

Particulars	Notes	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets					
Loans					
-Loans and advances to employees	5(d)	1.42			1.42
Security deposits	5(e)	5.38			5.38
Total Financial Assets		**6.80**			**6.80**
Financial Liabilities					
Borrowings	10(a)	328.00			328.00
Others	10(b&c)	88.23			88.23
Total Financial Liabilities		**416.23**			**416.23**

Level 1:- Quoted (unadjusted) market prices in active markets for identical assets or liablities.

Level 2:- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3:- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(ii) Valuation technique used to determine fair value of financial instruments include :

Valuation technique used to determine fair value of financial assets and liabilities is discounted cash flow analysis.

(iii) The following method and assumption are used to estimate fair value :

The carrying amount of trade receivables, trade payables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amount are equal to the fair values.

Note 29 : Disclosure under the Micro,Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 requires specific disclosures to be made in financial statements of the buyer wherever such financial statements are required to be audited under any Act. IND-AS Compliant Schedule III is silent on MSMED disclosures. However, these financial statements do not contain statutory disclosures such as disclosures required under MSMED as the company has not received any intimation from suppliers regarding their status under MSMED Act.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk Management:

The Company's Financial Liabilities and Financial Assets are measured at amortised cost. The Company's activities are expose to Credit risk, Liquidity risk & Market risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurements	Management
Credit Risk	Cash and cash equivalents, Trade Receivables measured at amortised cost	Ageing analysis Credit Ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling Cash Flow Forecasts	Availability of committed credit limits and borrowing facilities
Market Risk-Interest rate	Loans,borrowings,deposits, investments & derivative financial instruments	Sensitivity analysis	Interest rate swaps

The senior management oversees the management of these risks. The senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk goverance framework for the Company. The Board reviews and agrees policies for managing each of these risks, which are summarised below:-

(a) Credit Risk

Credit risk is the risk that a counterparty will not meet the obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed from its operating activities (primarily trade receivables) and from its financing activities, including deposits from banks and other financial instruments.

* actual or expected significant adverse changes in business.
* actual or expected significant changes in the operating results of the borrower.
* significant increase in credit risk on other financial instruments of the same borrower.
* significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.
* Financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation.

Expected credit loss for trade receivable on simplified approach:

The ageing analysis of the trade receivables (gross of provision) has been considered from the date of invoice falls due :-

(In INR Lakhs)

Ageing	Not Due	Less than 3 months	3-6 months	6-12 months	More than 12 months	Total
As at 31st March,2019						
Gross Carrying Amount		282.68	8.27	4.00	10.42	305.37
Less : Expected credit loss		-	-	-	9.14	9.14
Carrying Amount (net of impairment)		282.68	8.27	4.00	1.28	296.23
As at 31st March,2018						
Gross Carrying Amount		230.72	5.71	1.60	14.64	252.67
Less : Expected credit loss		-	-	-	11.76	11.76
Carrying Amount (net of impairment)		230.72	5.71	1.60	2.88	240.91

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk and Management (Contd.)

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forwarded looking estimates.

The following table summarises the change in the loss allowances measured using expected credit loss model :

Particulars	(In INR Lakhs)
As at 1st April, 2018	11.76
Provided during the year	2.15
Amount written off	(4.56)
Reversal of provision	(0.21)
As at 31st March, 2019	9.14

(b) Liquidity Risk

Liquidity risk is defined as the risk that Company will not be able to settle or meet its obligtion on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Process and policies related to such risk are overseen by the senior management. Management monitors the Comapny's net liquidity position through rolling, forecast on the basis of expected cash flows.

(i) Financing arrangements

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

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Expiring within one year (Bank overdraft facilities)	612.35	450.00

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

(ii) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities .

The following table summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

(In INR Lakhs)

As at 31st.March,2019	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	222.65	37.65	-	185.00	-	222.65
Trade Payables	97.80	-	97.80	-	-	97.80
Other Liabiilities	68.87	4.45	3.69	60.73	-	68.87
Total	**389.32**	**42.10**	**101.49**	**245.73**	**-**	**389.32**

As at 31st, March,2018	Carrying Amount	On Demand	Less than 3 months	3 to 12 months	More than 12 months	Total
Borrowings	328.00	-	-	112.50	215.50	328.00
Trade Payables	20.28	-	20.28	-	-	20.28
Other Liabiilities	67.95	5.77	27.82	17.75	16.61	67.95
Total	**416.23**	**5.77**	**48.10**	**130.25**	**232.11**	**416.23**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Note 30 : Financial Risk and Management (Contd.)

(c) Market Risk

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of change in market prices. Market risk comprises three type of risk :

Interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits,investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31st March 2019 and 31st March 2018.

Interest rate risk

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

The exposure of Company's borrowing to interest rates changes at the end of the reporting period are as follows:

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Variable rate borrowings	37.65	-
Fixed rate borrowings	185.00	328.00
Total borrowings	222.65	328.00

As at the end of the reporting period, the Company had the following variable rate borrowings and interest rate swap contracts outstanding: **(In INR Lakhs)**

Particulars	31st March, 2019			31st March, 2018		
	weighted average interest rate	Balance	% of total loans	weighted average interest rate	Balance	% of total loans
Cash credit limits/Overdraft	11.28%	37.65	16.91%	-	-	-
Net exposure to cash flow interest rate risk	11.28%	37.65	16.91%	-	-	-

Profit or loss is sensitive to higher /lower interest expenses from borrowings as a result of changes in interest rate **(In INR Lakhs)**

Particulars	Increase/Decrease in Basic Points	Impact on Profit before Tax	
		31st March, 2019	31st March, 2018
Interest rates	+50	0.19	-
	-50	(0.19)	-

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

Note 31 : Interest in Associate Company

Set out below in the Associate of the company as at 31st March, 2019 which in the opinion of the Directors, are material of the Company. The entity listed below has share capital consisting solely of equity shares, which are held directly by the Company. The country of incorporation is also their principle place of business, and the proportion of owner ship interest is the same as the proportion of voting rights held.

Name of entity	Place of business	% of ownership interest	Relation Ship	Accounting method
Isgec Heavy Engineering Limited (CIN No. L23423HR1933PLC000097)	India	44.83%	Associate company	Equity Method

(In INR Lakhs)

Particulars	Quoted fair value		Carrying value	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Investment in Associate company	1,99,439.82	2,14,478.57	71,138.46	65,136.28
Total equity accounted investments	**1,99,439.82**	**2,14,478.57**	**71,138.46**	**65,136.28**

Isgec Heavy Engineering Limited (the "Company") is a diversified Heavy Engineering Company and is engaged in manufacture of Plant equipments, Mechanical and Hydraulic Presses and castings, Contract Manufacturing and execution of projects for setting up Boilers, Sugar Plants, Power Plants and Air Pollution Control in India and abroad.

The Company is a Public Limited Company and its shares are listed on Bombay Stock Exchange (BSE).

(i) Significant judgment : exercise of significant influence

The has also three directors on board of Isgec Heavy Engineering Limited and participates in all significant financial and operating decisions. The company holds 44.83% of the voting rights and therefore determined that it has significant influence over this entity, even though it has no control or joint control over those policies.

(ii) Commitments and contingent liabilities in respect of Associate company

The company had no contingent liabilities or capital commitments as at 31st March, 2019 and 31st. March, 2018.

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

Note 31 : Interest in Associate company (Contd.)

(iii) Summarised financial information for Associate company

The following table illustrates the summarised financial information of the company's investment in Associate Company.

(In INR Lakhs)

Summarised Balance Sheet	31st March, 2019	31st March, 2018
(A) Current assets	4,27,636.21	3,09,814.66
(B) Non-current assets	85,190.38	73,058.72
Total Assets	**5,12,826.59**	**3,82,873.38**
(A) Current liabilities	3,15,191.08	2,05,963.61
(B) Non-current liabilities	38,950.57	31,613.58
Total Liabilities	**3,54,141.65**	**2,37,577.19**
Net Assets	**1,58,684.94**	**1,45,296.19**
Carrying amount (Share in net assets of Associate company)	**71,138.46**	**65,136.28**

(iv) Reconciliation to carrying amount

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Opening net assets	1,45,296.19	1,31,414.81
Profit for the year	14,401.79	16,840.68
Other comprehensive income	(422.14)	(91.66)
Dividend paid	(590.90)	(2,867.64)
Transfer from other Reserves	-	-
Closing net assets	**1,58,684.94**	**145,296.19**

(v) Summarised Statement of Profit and loss

(In INR Lakhs)

Particulars	31st March, 2019	31st March, 2018
Revenue	5,11,941.71	3,88,313.93
Profit for the year	14,401.79	16,840.68
Comprehensive income/(loss)	(422.14)	(91.66)
Total Comprehensive Income	**13,979.65**	**16,749.02**
Share in profit of Associate company	6,456.32	7,549.68
Share in other comprehensive income of Associate company	(189.24)	(41.09)
Share in Total comprehensive income of Associate company	**6,267.08**	**7,508.59**

Notes to Consolidated Financial Statements for the year ended 31st March, 2019

Note 31a: Additional information, as required under Schedule III of the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associate/Joint Venture:

(In INR lakhs)

	Net Assets i.e Total Assets minus Total Liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of Entity	**As % of consolidated net assets**	**Amount**	**As % of consolidated profit or loss**	**Amount**	**As % of consolidated other Comprehensive income**	**Amount**	**As % of consolidated total comprehensive income**	**Amount**
Company : The Yamuna Syndicate Limited								
31st March, 2019	3.12%	2,287.89	2.79%	185.36	0.06%	(0.11)	2.87%	185.25
31st March, 2018	3.05%	2,048.98	0.94%	71.53	10.01%	(4.57)	0.88%	66.96
Subsidiaries Indian - Foreign -								
Associate (Investment as per equity method)	- -	- -		- -		- -	- -	- -
Indian - Isgec Heavy Engineering Limited								
31st March, 2019	96.88%	71,138.46	97.21%	6,456.32	99.94%	(189.24)	97.13%	6,267.08
31st March, 2018	96.95%	65,136.28	99.06%	7,549.68	89.99%	(41.09)	99.12%	7,508.59
Foreign -	-	-		-		-	-	-
Joint Ventures Indian - Foreign -	- -	- -		- -		- -	- -	- -
Total								
31st March, 2019	**100%**	**73,426.35**	**100%**	**6,641.68**	**100%**	**(189.35)**	**100%**	**6,452.33**
31st March, 2018	**100%**	**67,185.26**	**100%**	**7,621.21**	**100%**	**(45.66)**	**100%**	**7,575.55**

Note 32 : Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Statement containing salient features of the Financial Statement of Subsidiaries/Associate companies/ Joint Ventures 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	**Associate and Joint Ventures**	
	Name of the Associate company	Isgec Heavy Engineering Limited
	Latest audited balance sheet date	31st March, 2019
	Shares of Associate held by the Company on the year end	
	Number of shares	3,29,65,260 Equity Shares of Re. 1/- each
	Amount of Investment in Associate (In INR Lakhs)	3,739.93
	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 shareholding as per latest audited Balance Sheet (In INR Lakhs)	71,138.46
	Profit / Loss for the year	
	I) Considered in consolidation (In INR Lakhs)	6,267.08
	ii) Not considered in consolidation	-

For and on behalf of Board of Directors

Ashish Kumar
Company Secretary
M.No. 7846

M.K. Kamboj
Chief Financial Officer

P. Sunder
Chief Executive Officer

Vinod K. Nagpal
Director
DIN : 00147777

Aditya Puri
Director
DIN : 00052534

In terms of our report of even date
For Moudgil & Co.
Chartered Accountants
(Firm Regn. No. 001010N)

A.K. Moudgil
Partner
Membership No. 080785

Place : Jagadhri
Dated : 30.05.2019