AGARWAL INDUSTRIAL CORPORATION LIMITED

AGARWAL GROUP

Petrochemicals (Manufacturers & Traders of Bitumen & Bituminous Products) • Logistics for Bitumen & LPG • Wind Mills.

CIN NO.: L99999MH1995PLC084618

Date: October 13, 2018

To,

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code - 531921	**National Stock Exchange of India Limited** 'Exchange Plaza' C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: AGARIND; Series: EQ

Dear Sir,

Sub: Submission of Twenty Fourth Annual Report – F.Y. 2017-18 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We are pleased to attach herewith, Twenty Fourth Annual Report – F.Y. 2017-18 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking You,

For Agarwal Industrial Corporation Limited

Rakesh Bhalla
Vice President- Legal & Company Secretary

Agarwal Industrial Corp. Ltd.
AGARWAL GROUP

Registered Office : "Eastern Court", 201/202, Plot No.12, V.N. Purav Marg, S. T. Road, Chembur, Mumbai - 400 071.
• Tel: +91-22-25291149/50. • Fax: + 91-22-25291147. • E-mail : contact@aicltd.in
• Website : www.aicltd.in

AGARWAL INDUSTRIAL CORPORATION LIMITED

AGARWAL GROUP

We Value Relationships.....

TWENTY FOURTH ANNUAL REPORT 2017-2018

AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

(CIN : L99999MH1995PLC084618)

TWENTY FOURTH ANNUAL REPORT 2017-2018

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TWENTY FOURTH ANNUAL REPORT 2017-2018

BOARD OF DIRECTORS

Mr. Jaiprakash Agarwal
Managing Director

Mr. Ramchandra Agarwal
Whole Time Director

Mr. Mahendra Agarwal
Non Independent, Non Executive Director

Mr. Lalit Agarwal
Whole Time Director

Mr. Jaswant D. Sharma
Independent Director

Mr. Harikrishna Patni
Independent Director

Mr. Rajkumar Mehta
Independent Director

Mr. Alok Bharara
Independent Director

Ms. Priti Lodha
Independent Woman Director

CHIEF FINANCIAL OFFICER
Mr. Vipin Agarwal

VICE PRESIDENT– LEGAL & COMPANY SECRETARY
Mr. Rakesh Bhalla

REGISTERED OFFICE
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S.T. Road, Chembur, Mumbai - 400071.
Phone Nos : +91-22-25291149/50.
Fax : +91-22-25291147.
Website : www.aicltd.in;
E-mail : contact@aicltd.in

STATUTORY AUDITORS
M/s Ladha Singhal & Associates,
Chartered Accountants,
202, Metro Avenue, Parera Hill Road,
Off. Andheri Kurla Road,
Near WEH Metro Station,
Andheri East, Mumbai – 400 099.

PLANTS

Belgaum
Plot No. 40, KIADB, Honga Industrial Area,
Honga, Belgaum, Karnataka

Hyderabad
Survey No. 196/P, Elikatta Village,
Shad Nagar-Pargi Road,
Farooq Nagar Mandal,
Telangana - 509216.

Taloja
Plot No. 37, New Chemical Zone,
Near PCI, MIDC, Taloja, Dist.Raigad,
Maharashtra.

Baroda
Plot No. 49, Ranoli Industrial Area,
GIDC, Ranoli,
Vadodra, Gujrat.

Bulk Bitumen Storage Facilities
Karwar Port, Karnataka
Kakinada Port, Hyderabad
Haldia Port, West Bengal
Dighi Port, Maharashtra

Work Shop
Shahapur, Asangaon, (Maharashtra)

Wind Mills
Dhulia, Maharashtra; Jaisalmer, Rajasthan

BANKERS

Kotak Mahindra Bank	Yes Bank
Citi Bank	Union Bank of India

REGISTRAR & SHARE TRANSFER AGENT
Universal Capital Securities Pvt Ltd.
21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali, Caves Road, Andheri (E),
Mumbai – 400093
Telephone Nos: +91-22-28207203-05/2825 7641
Fax No.: +91-22-28207207;
Contact Person: Mr. Ravindra Utekar
(w.e.f. June 30, 2018)

CORPORATE IDENTITY NUMBER (CIN)
L99999MH1995PLC084618

BSE SCRIP ID AND CODE
ID –AGARIND Code – 531921

NATIONAL STOCK EXCHANGE LTD
Scrip ID and Code
Symbol – AGARIND
Series – EQ

WHOLLY OWNED SUBSIDIARY COMPANY
Bituminex Cochin Pvt. Ltd., Kochi

AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

Registered Office: Eastern Court, Unit No. 201 -202, Plot No. 12, V. N. Purav Marg, S. T. Road, Chembur, Mumbai 400 071
Tel. Nos: +91-22-25291149/50; **Fax No.:** +91-22-25291147: **Website :** www.aicltd.in; **E-mail:** contact@aicltd.in
CIN: L99999MH1995PLC084618

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of Agarwal Industrial Corporation Limited will be held on Saturday, September 29, 2018 at 10.30 A.M. at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai - 400 071, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Reports of the Board of Directors and Independent Auditors thereon: and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Report of the Independent Auditors thereon.

2. To declare Dividend on Equity Shares for the Financial Year 2017-18.

3. To appoint a Director in place of Mr. Ramchandra Agarwal (DIN- 02064854), who retires by rotation, and being eligible, offers himself for re- appointment.

4. To ratify re-appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the members of the Company hereby ratify the appointment of M/s Ladha Singhal & Associates, Chartered Accountants, 202, Metro Avenue, Parera Hill Road, Near WEH Metro Station, Off. Andheri Kurla Road, Andheri East, Mumbai – 400 099, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, within the overall term of their appointment as per the resolution passed by the members in Annual General Meeting of the Company held on September 30, 2014, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. RELATED PARTY TRANSACTIONS

To consider and, if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the financial year 2018-19, in their respective meetings held on May 30, 2018, the consent of the Company be and is hereby accorded for omnibus approval for entering into contract or arrangement with the related parties on annual basis for the financial year 2018-19, as defined under the said Act and the Rules made thereunder, as amended, as set out under item No. 5 of the Explanatory Statement annexed to this Notice."

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

6. APPOINTMENT OF COST AUDITORS

To consider and, if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559), the Cost Auditors appointed by the Board of Directors of the Company and the Audit Committee of the Board to conduct the cost records of the Company for relevant segments for the financial year ending March 31, 2019, be paid the remuneration as set out under item No. 6 of the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By Order of the Board of Directors

Place: Mumbai
Dated: August 30, 2018

Rakesh Bhalla
Vice President – Legal & Company Secretary

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur,
Mumbai - 400071.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (The "Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF CORPORATE MEMBERS, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORISATION, AS APPLICABLE.**
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10%, of the total share capital of the Company carrying Voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed. Members / proxies should bring the attendance slips duly filled in and Photo Id Proof for attending the meeting.
3. Members/proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
4. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
5. Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the Company at least one week before the date of the Annual General Meeting.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Ramchandra Agarwal (DIN- 02064854) retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment. A brief resume of Mr. Ramchandra Agarwal is provided herewith, as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members shall remain closed from **September 23, 2018 to September 29, 2018**, both days inclusive.
8. The Board of Directors have recommended a dividend of ₹ 1.50 per Equity Share of the Face Value of ₹ 10 /- each fully paid-up for the Financial Year ended March 31, 2018. If declared at the Annual General Meeting, the same will be paid to

the shareholders, whose names are on the Register of Members as on **September 22, 2018** (Cut – off Date) and shall be paid in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as amended.

9. The Company's new Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are:

   Universal Capital Securities Pvt. Ltd.
   (Formerly known as Mondkar Computers Pvt. Ltd.)
   T:+91 (22) 2820 7203-05 / 2825 7641 F: +91 22 2820 7207 E: info@unisec.in; W:www.unisec.in
   21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 93.

10. **Members are requested to:**

    a. intimate to the depository participant, changes if any, in their registered addresses/ bank account details/ email ids/ mandates/ nominations/ power of attorney/ contact numbers, if the shares are held in dematerialized form.

    b. intimate to the Company's RTA, at the address given in point no. 9, changes if any, registered addresses/ bank account details/ email ids/ mandates/ nominations/ power of attorney/ contact numbers, if the shares are held in physical form (having share certificates)

    c. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

    d. dematerialize their Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

12. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.

13. In view of the circular issued by SEBI, the National Electronic Clearing Services (NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of NECS, Members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any changes in such bank mandate must be advised only to the Depository Participant of the Members.

14. The Notice of the Annual General Meeting along with the **Twenty Fourth Annual Report 2017-18** is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories unless any member has requested for a physical copy of the same. To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with the Company/Depositories. Members who have not registered their e-mail addresses, physical copy is being sent by permitted mode. Members may also note that the Annual Report will be available on the Company's website, www.aicltd.in

15. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.

16. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit details to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

17. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 6.00 p.m) on all working days except Sundays and holidays, up to and including the date of the Annual General Meeting of the Company.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

20. *Transfer of Ordinary (Equity) Shares of the Company on which Dividend for the F.Y 2010-11 remains unclaimed will be transferred to the IEPF to the Investor Education and Protection Fund (IEPF)as per Section 124 of the Companies Act, 2013 and the applicable rules in this regard,.*

    Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office.

    Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Further Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules in this regard. We draw your kind attention to the individual notices sent to all the concerned shareholders as per records of the Company by Speed Post and also by way of Public Notice in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs as amended from time to time ("the Rules"). However, as a gentle reminder to all concerned shareholders, you are once again advised to claim the unencashed dividend for the F.Y 2010-11 due to you, by writing to Universal Capital Securities Pvt. Ltd. (UCSPL), the Registrar and Transfer Agents of the Company, on or before 1st October, 2018. In case we do not receive the Request from you on or before 1st October, 2018, we shall initiate necessary action to transfer the above shares and unpaid dividend amount to IEPF, as per the said Rules, without any further notice, circulation or notification from the Company which you may note. In case you hold shares in physical form: Duplicate share certificate(s) will be issued and transferred to IEPF. The original share certificate(s) which stand registered in your names and held by you, will stand automatically cancelled. In case you hold shares in electronic form: Your demat account will be debited for the shares liable for transfer to the IEPF. However, both the unclaimed dividend amount and the shares can be claimed from the IEPF Authority by making an application in the prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF-5 to the Company. Please note that no claim shall lie against the Company in respect of shares / dividend transferred to IEPF pursuant to the said Rules. The Rules and the application form (Form IEPF-5), as prescribed by the MCA for claiming back the shares/ dividend, are available on the website of the Company (www.aicltd.in) as well as website of MCA (www.iepf.gov.in.) Please feel free to contact the Company / the Registrar & Transfer Agent (UCSPL) in case you have any queries, as the case may be.

21. **Voting through Electronic Means**

    In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM), through remote e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice. A copy of the notice has been placed on the website of CDSL (www.evotingindia.com).

    The instructions for remote e-voting are as under:

    (A) In case of Members receiving e-mail:

    (i) The voting period begins on **September 26, 2018 (9.00 a.m IST) and ends on September 28, 2018 (5.00 p.m IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date viz September 22, 2018 (record date)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

NOTE: Please keep the sequence number in safe custody for future e-voting.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Agarwal Industrial Corporation Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) In case of Members receiving the physical copy of the Notice of the Meeting (for Members whose email addresses are not registered with the Company/ Depositories):

Please follow all steps from Sr. No. (i) to Sr. No. (xvii) of (A) above to cast vote.

(C) Other Instructions:

(i) The e-voting period begins on **September 26, 2018 (9.00 a.m IST) and ends on September 28, 2018 (5.00 p.m IST)**

(ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under Help section or write an email to helpdesk.evoting@cdslindia.com.

(iii) The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date **viz September 22, 2018 (record date)**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Once the vote on a Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

(iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may cast their vote by remote e-voting or through Poll at the Meeting. However, if you are already registered with CDSL for remote e-voting then you can use existing user ID and password for casting your vote. If you forget your password you can reset your password by using Forgot Password option available on www.evotingindia.com.

(v) Mr. P. M. Vala, Practicing Company Secretary (FCS- 5193, CP- 4237) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and the voting process in a fair and transparent manner.

(vi) The Scrutinizer shall immediately after the conclusion of the voting period, first count the votes at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall prepare, not later than two days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any person authorised by the Chairman in writing, who shall countersign the same.

(vii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.

(viii) A Member can opt for only one mode of voting i.e. either through remote e-voting or by Poll. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Poll shall be treated as invalid. Facility of voting through either electronic voting system or Poll, shall also be available at the Meeting. Members holding shares as on cut off date **viz September 22, 2018 (record date)** and attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

(ix) The Chairman or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the Results of the voting within 48 hours of the conclusion of the Annual General Meeting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.aicltd.in and on the website of CDSL immediately after the results are declared by the Chairman of the meeting. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India where the shares of the Company are listed.

(x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on **the date of the AGM i.e. September 29, 2018.**

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, as amended)

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 & 6 of the accompanying Notice.

ITEM NO 5. OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS.

As per Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the financial year 2018-19, in their respective meetings held on May 30, 2018, the consent of the Company is required for omnibus approval for entering into contract or arrangement with the related parties already in existence and which are proposed to be entered into by the Company on annual basis for the financial year 2018-19, as set out here under :

i) Names of the Related Parties and Description of relationship

Subsidiary (100 %)	Bituminex Cochin Pvt Ltd.
Key Management Personnel	Mr. Jaiprakash Agarwal (Managing Director) Mr. Lalit Agarwal (Whole Time Director) Mr. Ramchandra Agarwal (Whole Time Director) Mr. Vipin Agarwal (Chief Financial Officer) Mr. Rakesh Bhalla (Vice President- Legal & Company Secretary)
Relatives of KMP	Mr. Nilesh Agarwal Mr. Mukul Agarwal Mrs. Pooja Vipin Agarwal
Concerns in which Directors are interested	**ANZ Transporters** Mr. Ramchandra Agarwal, Mr. Lalit Agarwal, Mr. Mahendra Agarwal. (Partners – Brothers)
	Agarwal Gas Carriers Mr. Jaiprakash Agarwal, Mr. Kishan Agarwal, Mr. Jugal Kishore Agarwal. (Partners – Brothers)
	Agarwal Translink P Ltd (Directors: Mr. Jaiprakash Agarwal, Mr. Mahendra Agarwal, Mr. Kishan Agarwal) – Brothers

Omnibus Approval for Related Party Transactions as approved by the Board of Directors and Audit Committee in their respective meetings held on May 30, 2018 for the F.Y 2018-19:

(₹ in Lacs)

Nature of Transaction	Subsidiary (Amount not exceeding)	KMPs & Relatives of KMPs (Amount not exceeding Consolidated)	Concerns in which KMP & their Relatives are interested (Amount not exceeding Consolidated)	Total for F.Y. 2018-19 (₹ in Lacs)
Remuneration Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal, Mr. Ramchandra Agarwal Mr. Vipin Agarwal, Mr. Rakesh Bhalla Relatives of KMPs	-	375	-	375
Sub-Contract Payment ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	1500	1500
Sub-Contract Receipt ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	1250	1250
Labour Charges from ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	75	75
Sales of Spare Parts & Oil ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	100	100
HSD & Oil Purchase ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	700	700
Rent Payable Mr. Jairpakash Agarwal Mr. Lalit Agarwal	-	30	-	30
Loan to 100% Subsidiary Bituminex Cochin Pvt Ltd	200	-	-	200
Bitumen Purchase From BCPL	200	-	-	200
Bitumen Sale to BCPL	300	-	-	300
Note: Individuals limits of related parties and their relatives as approved by the Board have been submitted to the Audit Committee and the same have also been approved by the Audit Committee.				

None of the Directors or Key Managerial Personnel and their relatives except the above named Directors / Key Managerial Personnel/ relatives are in any way directly or indirectly concerned or interested, in the Special Resolution set out at Item no 5 of the Notice.

The Board recommends the Special Resolution as set out in Item no. 5 of the Notice for approval of the members.

ITEM NO 6. TO APPROVE APPOINTMENT OF COST AUDITORS FOR F.Y 2018-19.

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors, Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559) at a remuneration (Cost Audit Fee) of ₹ 75,000 (consolidated) plus taxes, as applicable, to conduct the audit of the cost records of the Company for relevant business segments of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014 (including any statutory modification(s) or reenactments thereof, for the time being in force) for the Financial Year 2018-19. Section 148 of the Companies Act, 2013 read with the relevant rules mentioned herein above, require ratification of the remuneration payable to the Cost Auditors by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

None of the Directors or Key Managerial Personnel or their relatives, are in any way directly or indirectly concerned or interested, in the resolution.

The Board recommends the Ordinary Resolution as set out in item no. 6 of the Notice for approval of the members.

(ANNEXURE TO NOTICE DATED AUGUST 30, 2018)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (DIRECTOR RETIRING BY ROTATION)

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Ramchandra Agarwal
Date of Birth	17.09.1956
Date of Re-appointment	29.09.2018
Qualifications	B. Com
Expertise	Management, Operations & Human Resources
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	Nil

By Order of the Board of Directors

Place: Mumbai
Dated: August 30, 2018

Rakesh Bhalla
Vice President – Legal & Company Secretary

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur,
Mumbai - 400071.

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the **Twenty Fourth Annual Report** of the Company together with its Audited Statement of Profit and Loss for the **Financial Year ended March 31, 2018** and the Balance Sheet as on that date:

FINANCIAL RESULTS *

(₹ in Lakhs)

Particulars	**Standalone**	
Financial Year	**2017-18**	**2016-17**
	Audited	**Audited**
Total Revenue	**41, 258.37**	**29,571.69**
Profit before Depreciation, Finance Costs and Tax	3,104.39	2,645.69
Less: Depreciation	827.43	572.91
Less: Finance Costs	821.34	662.78
Profit before Tax	**1,455.62**	**1,410.00**
Less: Provision for Tax		
(a) Current Tax	331.75	423.00
(b) Deferred Tax (Assets)/ Liability	103.65	90.43
(c) Short Provision for Tax for earlier years	-	7.51
Profit after Tax	**1,020.22**	**889.07**
Other Comprehensive (Income)/ Loss	**0.28**	**1.98**
Total Comprehensive Income For The Year	**1,019.94**	**887.09**
Dividend Paid	152.38	82.69
Tax on Dividend Paid	31.02	16.83
Balance carried to Other Equity	**836.54**	**787.57**

**These financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. The Company has adopted Ind AS from April 01, 2017 for the first time and accordingly these financial results are Ind AS 101 (First Time Adoption of Indian Accounting Standards) compliant.*

RESULTS OF OPERATIONS

The total Revenue of the Company for the Financial Year ended March 31, 2018, was ₹ 41, 258.37 Lakhs as compared previous year's total Revenue of ₹ 29,571.69 Lakhs thus indicating an impressive increase of 39.52% over the previous year. Further, Profit before Tax and Profit after Tax were ₹ 1455.62 Lakhs and ₹ 1020.22 Lakhs respectively during the year under review as against ₹ 1410.00 Lakhs and ₹ 889. 07 Lakhs in the corresponding previous year.

STATE OF AFFAIRS & BUSINESS OVERVIEW

As you are aware, your Company is well segmented as it is engaged in business of (i) manufacturing and trading of Bitumen & value added Bituminous Products and has bulk bitumen storage facilities at Karwar, Haldia, Kakinada & Dighi (ii) has large fleet of specialized Bulk Bitumen & LPG Tankers (Logistics) (iii) generates power through wind mills situated in Jaiselmer and Dhulia and last but not the least has an Authorized workshop of Ashok Leyland as Shahpur, Maharashtra. The state of affairs of the Company and the Business Scenario is very good and your Company is on the path of growth and development.

For more details, please refer to the Chapter on Management Discussion and Analysis for industry and business scenario.

DIVIDEND

Your Directors have recommended a dividend of ₹ 1.50 per equity share of the face value of ₹ 10/- each for the financial year ended March 31, 2018. The dividend payout is subject to approval of the members at the ensuing Annual General Meeting.

SHARE CAPITAL

During the year under review, the Company allotted 1,00,000 Equity Shares of the Face Value of ₹ 10/- each upon conversion of 1,00,000 fully convertible warrants (out of total 5,00,000 fully convertible warrants), which were issued earlier under SEBI Preferential Issue Regulations, at an exercise price of ₹ 345/ - per warrant (including premium). Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹ 10,15,87,470/- to ₹ 10,25,87,470/-. These newly converted equity shares are at par with the existing equity shares and were Listed on BSE and NSE with effect from March 01, 2018.

AMOUNT TO BE CARRIED TO OTHER EQUITY

The Company has transferred ₹ 836.54 Lakhs to the Other Equity for the F.Y. March 31, 2018 after appropriating ₹ 152.38 Lakhs towards dividend paid for the F.Y. ended March 31, 2017 and ₹ 31.02 Lakhs towards dividend tax paid thereon.

CAPITAL EXPENDITURE

As at March 31, 2018, the Capital Expenditure during the year under review amounted to ₹ 1,799.72 Lakhs including Work in Progress (WIP) amounted to ₹ 40.69 Lakhs.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Results have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. The Company has adopted Ind AS from April 01, 2017 for the first time and accordingly these financial results are Ind AS 101 (First Time Adoption of Indian Accounting Standards) compliant.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Bituminex Cochin Pvt Ltd (BCPL), is the Wholly Owned Subsidiary (W.O.S) of your Company.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's Subsidiary in Form AOC-1 is attached to the financial statements of the Company. Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary are available on the website of the Company: www.aicltd.in.

There are no joint ventures or associate companies as defined under the Companies Act, 2013 and Rules made thereunder, as amended.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the Report except as stated hereinafter.**(i)** It may be recalled that in the previous Report, we had mentioned that Panvel Municipal Corporation (PMC) had raised LBT demand on erstwhile merged Company, Agarwal Petrochem Private Limited for the period Jan-Jun 2017, which in line with others Petitioners, had filed a Writ Petition in the Hon'ble Bombay High Court, which as an interim relief has directed the PMC not to initiate any coercive action against the petitioners till the further orders. Accordingly, the actual financial impact of such demand are not known due to pending assessments. **(ii)** The Asst. Commissioner of Customs, Kakinada had filed three Appeals with The Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur, after the Review Orders were passed by the Commissioner of Customs (Preventive), to set aside three Orders-in-Original, two dated 08.11.2017 and one dated 30.11.2017 respectively, passed by the Asst. Commissioner of Customs, Kakinada sanctioning thereby Special Additional Duty refunds aggregating to ₹ 86.55 Lakhs to the Company. The Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur vide its three Orders dated 29.06.2018, set aside all three Orders-in-Original passed by the Asst. Commissioner of Customs, Kakinada as stated herein above and allowed all three Applications filed by the Asst. Commissioner of Customs, Kakinada. In this regard, against the aforesaid three Orders passed by the Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur, your Company proposes to file with the respective Appeals with the Customs, Excise & Service Tax Appellate Tribunal at Hyderabad soon. **(iii)** The erstwhile merged Company, Agarwal Petrochem Private Limited had filed an Appeal before the Commissioner of Central Tax (Appeals- I), Mumbai against the Order-in-Original dated 19.01.2017 passed by the Asstt. Commissioner, Service Tax-I wherein a total service tax demand of ₹ 13.96 Lakhs was confirmed and imposed a penalty of the equal amount for the periods April 2010 to March 2015. However, vide Order dated 29/06/2018, the Commissioner of Central Tax (Appeals- I), Mumbai has dismissed the appeal filed by the Company and upheld the Order-in-Original as stated above. In this regard, against the Order dated 29/06/2018 passed by the Commissioner of Central Tax (Appeals- I), your Company proposes to file an Appeal with the Customs, Excise & Service Tax Appellate Tribunal, Mumbai, shortly.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with the size, scale and nature of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a mechanism for the Directors and employees to report genuine concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act and as per Regulation 22(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. The Whistle Blower Policy can be accessed on the Company's website - www.aicltd.in.

AUDIT COMMITTEE

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The details relating to the same are given in Report on Corporate Governance forming part of this Board Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013, ("THE ACT")

Particulars of loans given, investments made and securities provided are mentioned in the financial statement under Note 3, 6, 10 and 13 of the said statement. Your Company has not provided any guarantee or given security in connection with loan to any other body corporate or person.

RISK MANAGEMENT

The Company has constituted a Risk Management Committee, details of which are set out in the Corporate Governance Report. The Company has adopted a Risk Management Policy, pursuant to the provisions of Section 134 of the Act, which has a Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage. The risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In terms of Section 149 of the Act and pursuant to the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of the Company has optimum combination of Executive, Non-Executive and Independent Directors. The Board also comprises of an Independent Woman Director. For details, please refer to Corporate Governance Report attached hereinafter.

In terms of Section 203 of the Act the following were designated as KMP of your Company by the Board:

Mr. Jaiprakash Agarwal	-	Managing Director
Mr. Lalit Agarwal	-	Whole Time Director
Mr. Ramchandra Agarwal	-	Whole Time Director
Mr. Vipin Agarwal	-	Chief Financial Officer
Mr. Rakesh Bhalla	-	Vice President – Legal & Company Secretary

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as stipulated under Section 149(7) of the Companies Act, 2013 and as per Regulation 17 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

BOARD MEETINGS

During the year under review, 7 (Seven) Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

BOARD EFFECTIVENESS

The Company once again emphasize that it has adopted the Governance guidelines which, inter alia, cover aspects related to composition and role of the Board, Directors, Board diversity, definition of independence and mandates of Board Committees. It also covers aspects relating to nomination, appointment, induction and development of Directors, Directors remuneration, Code of Conduct and Board Effectiveness Review.

A. Board Evaluation

During the year under review , the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirement as prescribed by Securities Exchange Board of India (SEBI) under Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from the Directors on the basis of the criteria such as the Board Composition and structures, effectiveness of board processes, information and functioning, etc.

The Board evaluates performance of the committees after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee (NRC) reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

B. Appointment of Directors and Criteria for determining qualifications, positive attributes, independence of a Director

Members may please note that the NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The NRC reviews and meets potential candidates, prior to recommending their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. Independence: A Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independence' as laid down in the Act and Regulation 16(1)(b) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Competency: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is ensured that the Board has a mix of members with different educational qualifications, knowledge and with adequate experience in banking and finance, accounting and taxation, economics, legal and regulatory matters.

Additional Positive Attributes:

- The Directors should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the Company's promoters, except as provided under law.
- The Directors should maintain an arm's length relationship between themselves and the employees of the Company, as also with the Directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material.
- The Directors should not be the subject of proved allegations of illegal or unethical behavior, in their Private or professional lives.
- The Directors should have the ability to devote sufficient time to the affairs of the Company.

C. Remuneration Policy

The Company had adopted a Remuneration Policy, subject to review from time to time for the Directors, KMP and other employees, pursuant to the provisions of the Act and Regulation 19(4) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The key principles governing the Company's Remuneration Policy are as follows:

Remuneration for Independent Directors and Non-Independent Non-Executive Directors

- Independent Directors (ID) and Non-Independent Non-Executive Directors (NINED) may be paid sitting fees for attending the meetings of the Board and of Committees of which they may be members.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives.
- Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

It may be noted that the Independent Directors of the Company have voluntarily foregone remuneration of any type and kind including sitting fee and accordingly no payment is made to them in this regard.

Remuneration for Managing Director (MD)/ Executive Directors (ED)/ Key Managerial Personnel (KMP)/ rest of the Employees

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.

It is affirmed that the remuneration paid to Managing Director, Whole Time Directors and KMP is as per the Remuneration Policy of the Company. Presently no remuneration or sitting fee, of whatsoever kind and nature, is paid to any Independent Director.

PROTECTION OF WOMEN AT WORKPLACE

The Company has formulated a policy on 'Protection of Women's Rights at Workplace' as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. This has been widely disseminated.

There were no cases of sexual harassment received by the Company during the F.Y. 2017-18.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

STATUTORY AUDITORS

At the ensuing Twenty Fourth Annual General Meeting of the Company, the Members will be requested to ratify the re-appointment of M/s Ladha Singhal & Associates, Chartered Accountants, Mumbai as the Auditors of the Company to hold office

from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and they are not disqualified for re-appointment.

The notes on financial statement referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **ANNEXURE - I**.

SECRETARIAL AUDIT

The Board of Directors of your Company has appointed Mr. P. M. Vala, Practicing Company Secretary (Membership No. FCS - 5193, CP No.- 4237) to undertake the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report in Form No. MR-3 for the financial year ended March 31, 2018 is annexed herewith as **ANNEXURE - II**. The report does not contain any qualifications, reservation or adverse remarks.

COST AUDITOR

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Board of Directors of the Company appointed Mr. Vinayak Kulkarni, Cost Accountant (Membership No. – 28559) as the Cost Auditors to conduct the cost records of the Company for relevant segments for the financial year ending March 31, 2018.

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

As required under Section 134(3)(M) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, during the financial year ended March 31, 2018 is given as below :

(A) Conservation of Energy:

As stated in the Director's Report of previous financial year, conservation of energy is an ongoing process and in this regard, your Company ensures optimal use of energy, avoid wastages and attempts to conserve energy as best as possible. However, no significant investments were made in this regard during the year under review.

(B) Technology Absorption:

As mentioned in the previous Report, your Company continues to adopt technology absorption techniques which are effective and have been successfully carried out for many years now. In its endeavor to improve constantly, your Company ensures regular monitoring and reviewing of the existing technology and always attempts if the same can be modified, upgraded or improved upon for increased and better operations. However, no specific research and development activities were carried out during the year under review.

(C) Foreign Exchange Earnings and Outgo:

	(₹ in Lakhs)
Particulars	F.Y. 2017-18
Earnings	NIL
Outgo	19559.33

DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Disclosure pursuant to the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is attached herewith as per **ANNEXURE- III**.

However, since there were no employees drawing remuneration in excess of the limit set out in the aforesaid amended rules, the particulars of employees required to be furnished pursuant to Section 197 (12) read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personal) Amendment Rules, 2016 does not form part of this annual report.

FIXED DEPOSITS

The Company did not accept any Fixed Deposits from the public and no fixed deposits were outstanding or unclaimed as on March 31, 2018.

STATUS OF UNCLAIMED/ UNPAID DIVIDEND AMOUNTS

The status of unclaimed/ unpaid Dividend amounts as on March 31, 2018: ₹ 15.10 Lakhs

BORROWINGS AND DEBT SERVICING

During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed.

LISTING OF SHARES

The equity shares of your Company have been listed on the BSE Limited and the National Stock Exchange of India Limited. The listing fees for the year 2018-19 have been duly paid.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state and confirm that:

(i) in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and that there are no material departures from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profits of the Company for the year ended on that date;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors have prepared the accounts for the financial year ended March 31, 2018 on a 'going concern' basis;

(v) the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively;

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

CORPORATE GOVERNANCE

Your Company ensures maintaining highest standards of corporate governance as per corporate governance requirements formulated by SEBI. The report on Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of the Annual Report. **(ANNEXURE – IV)**. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to report on corporate governance.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI (LODR) Regulations, 2015. **(ANNEXURE – V).**

RELATED PARTY TRANSACTIONS

All related party transactions entered during the F. Y. 2017-18 were approved by the Board of Directors and the Audit Committee and were also consented by the members in the Annual General Meeting of the Company held on September 30, 2017 in accordance with Section 188 of the Companies Act, 2013 and Rules made thereunder (as amended) and as per earlier Listing Agreements and subsequently on the basis of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of related party transactions entered during the F. Y. 2017-18 are placed under **ANNEXURE –VI** as per Form AOC-2 attached with this Board Report. The Policy on materiality of related party transactions may be accessed on the Company's website- www.aicltd.in

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee comprises of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Jaswant D. Sharma, an Independent Director. Mr. Jaiprakash Agarwal, Managing Director, is the Chairman of the Committee.

The details of the various projects and programs which can be undertaken by the Company as a part of its CSR Policy framework is available on its website www.aicltd.in.

The disclosures required to be given under Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in **ANNEXURE- VII** forming part of this Board Report.

ACKNOWLEDGEMENT

Your Directors place on record their deep sense of appreciation for the contribution made by employees towards the success and growth of your Company. Your Directors also thank all the shareholders, investors, customers, vendors, bankers, business partners, government and regulatory authorities for their continued co-operation and support.

On behalf of the Board of Directors

Jaiprakash Agarwal
Managing Director

Date: August 30, 2018
Place: Mumbai

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur, Mumbai – 400071.

ANNEXURE I
Form No. MGT- 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L99999MH1995PLC084618
ii) Registration Date	: January 13, 1995
iii) Name of the Company	: Agarwal Industrial Corporation Limited
iv) Category	: Company Limited by Shares
v) Sub-Category of the Company	: Indian Non- Government Company
vi) Address of the Registered Office	: Eastern Court, Unit No. 201-202, Plot No. 12, V.N. Purav Marg, S. T. Road, Chembur, Mumbai 400 071
vii) Whether listed company	: Yes
viii) Name, Address and Contact details of Registrar and Transfer Agent, if any Registrar & Share Transfer Agent *(Upto June 29, 2018)*	: Ankit Consultancy Pvt. Ltd. (SEBI REG. No. INR 000000767) CIN NO – U74140MP1985PTC003074 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Telephone Nos:- +91-731-4281333, + 91-731-4065799/97, Fax: 91-731-4065798;
ix) Name, Address and Contact details of Registrar and Transfer Agent, if any Registrar & Share Transfer Agent *(w.e.f. June 30, 2018)*	: **Universal Capital Securities Pvt Ltd.** (SEBI REG. NO. INR000004082) CIN NO – U74200MH1991PTC062536 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai - 400093 Tel No. : +91 (22) 28207203-05 / 2825 7641 Fax No. : +91(22)28207207; W:www.unisec.in;E-mail:info@unisec.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Petroleum Bitumen	19209	85.45
2	Transportation	60231	14.09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
1	Bituminex Cochin Pvt.Ltd. (Building No: II, 1, 2, 3, Ambalamugal, P.O. Ernakulam, Kerala- 682302)	U10300KL1980PTC003141	Subsidiary	100 %	2(87)

*(*One Equity Share held by Sh. Lalit Agarwal as Nominee of the Agarwal Industrial Corporation Limited, Holding Company and to further comply with the requirement of minimum two members in a private limited company)*

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

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (i.e. as on 01.04.2017)				No. of Shares held at the end of the year (i.e. as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	5698867	387525	6086392	59.91	6086392	-	6086392	59.33	-0.58
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	**5698867**	**387525**	**6086392**	**59.91**	**6086392**	**-**	**6086392**	**59.33**	**-0.58**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shareholding of Promoter / Promoter Group (A)=(A)(1)+(A)(2)	**5698867**	**387525**	**6086392**	**59.91**	**6086392**	**-**	**6086392**	**59.33**	**-0.58**
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	9900	-	9900	0.10	-	-	-	-	-0.10
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Foreign Portfolio Investors	21053	-	21053	0.21	4000	-	4000	0.04	-0.17
Sub-total (B)(1):-	**30953**	**-**	**30953**	**0.30**	**4000**	**-**	**4000**	**0.04**	**-0.26**

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2160120	-	2160120	21.26	2274472	-	2274472	22.17	0.91
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	835793	56505	892298	8.78	820608	54305	874913	8.53	-0.25
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	734044	25000	759044	7.47	693509	13500	707009	6.89	-0.58
c) Others (specify)									
i) NRI & OCB	201843	-	201843	1.99	271714	-	271714	2.65	0.66
ii) Clearing Members	28097	-	28097	0.28	40247	-	40247	0.39	-0.11
Sub-total (B)(2):-	**3959897**	**81505**	**4041402**	**39.78**	**4100550**	**67805**	**4168355**	**40.63**	**0.85**
Total Public Shareholding (B)=(B) (1)+(B)(2)	**3990850**	**81505**	**4072355**	**40.09**	**4104550**	**67805**	**4172355**	**40.67**	**0.59**
Total (A) + (B)	**9689717**	**469030**	**10158747**	**100**	**10190942**	**67805**	**10258747**	**100**	**-2.58**
C. Shares held by Custodian for GDRs & ADRs Public	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**9689717**	**469030**	**10158747**	**100**	**10190942**	**67805**	**10258747**	**100**	**0**

II) Shareholding of Promoters

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (i.e. as on 01.04.2017)			No. of Shares held at the end of the year (i.e. as on 31.03.2018)			% Change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Jaiprakash Agarwal	641850	6.32	0.00	641850	6.26	0.00	-0.06
2.	Ramchandra Agarwal	532525	5.24	0.00	532525	5.19	0.00	-0.05
3.	Kishan Agarwal	498225	4.90	0.00	498225	4.86	0.00	-0.04
4.	Mahendra Agarwal	491100	4.83	0.00	491100	4.79	0.00	-0.04
5.	Usha Agarwal	458283	4.51	0.00	458283	4.47	0.00	-0.04
6.	Lalit Agarwal	400625	3.94	0.00	400625	3.91	0.00	-0.03
7.	Jugal Kishore Agarwal	395000	3.89	0.00	395000	3.85	0.00	-0.04
8.	Rekha Agarwal	296114	2.91	0.00	296114	2.89	0.00	-0.02
9.	Nilesh Agarwal	279650	2.75	0.00	279650	2.73	0.00	-0.02
10.	Padma Agarwal	244105	2.40	0.00	244105	2.38	0.00	-0.02
11.	Sushila Agarwal	240100	2.36	0.00	240100	2.34	0.00	-0.02
12.	Shailesh Agarwal	231300	2.28	0.00	231300	2.25	0.00	-0.03
13.	Uma Agarwal	223600	2.20	0.00	223600	2.18	0.00	-0.02

14.	Vipin Agarwal	168975	1.66	0.00	168975	1.65	0.00	-0.01
15.	Jaiprakash Agarwal HUF	135875	1.34	0.00	135875	1.32	0.00	-0.02
16.	Sudha Agarwal	132040	1.30	0.00	132040	1.29	0.00	-0.01
17.	Ramchandra Agarwal HUF	125000	1.23	0.00	125000	1.22	0.00	-0.01
18.	Mangilal Agarwal HUF	101300	1.00	0.00	101300	0.99	0.00	-0.01
19.	Mukul Agarwal	76900	0.76	0.00	76900	0.75	0.00	-0.01
20.	Kishan Agarwal HUF	71500	0.70	0.00	71500	0.70	0.00	0.00
21.	Lalit Agarwal HUF	71500	0.70	0.00	71500	0.70	0.00	0.00
22.	Virel Agarwal	66300	0.65	0.00	66300	0.65	0.00	0.00
23.	Pooja Agarwal	53850	0.53	0.00	53850	0.52	0.00	0.00
24.	Yash Agarwal	48400	0.48	0.00	48400	0.47	0.00	-0.01
25.	Lakshya Agarwal	47900	0.47	0.00	47900	0.47	0.00	0.00
26.	Mahendra Agarwal HUF	25000	0.25	0.00	25000	0.24	0.00	-0.01
27.	Jugalkishore Agarwal HUF	19000	0.19	0.00	19000	0.19	0.00	0.00
28.	Sanchi Agarwal	4500	0.04	0.00	4500	0.04	0.00	0.00
29.	Namrata Agarwal	3375	0.03	0.00	3375	0.03	0.00	0.00
30.	Aayushi Agarwal	2500	0.02	0.00	2500	0.02	0.00	0.00

iii) Change in promoters' shareholding (specify if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Jaiprakash Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	641850	6.32		
	At the end of the year (Co's total Shaares – 1,02,58,747)			641850	6.26
2	Ramchandra Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	532525	5.24		
	At the end of the year (Co's total Shares – 1,02,58,747)			532525	5.19
3	Kishan Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	498225	4.90		
	At the end of the year (Co's total Shares – 1,02,58,747)			498225	4.86

4	Mahendra Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	491100	4.83		
	At the end of the year (Co's total Shares – 1,02,58,747)			491100	4.79
5	Usha Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	458283	4.51		
	At the end of the year (Co's total Shares – 1,02,58,747)			458283	4.47
6	Lalit Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	400625	3.94		
	At the end of the year (Co's total Shares – 1,02,58,747)			400625	3.91
7	Jugal Kishore Agarwal	395000	3.89		
	At the beginning of the year (Total Shares of Company – 1,01,58,747)			395000	3.85
	At the end of the year (Co's total Shares – 1,02,58,747)				
8	Rekha Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	296114	2.91		
	At the end of the year (Co's total Shares – 1,02,58,747)			296114	2.89
9	Nilesh Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	279650	2.75		
	At the end of the year (Co's total Shares – 1,02,58,747)			279650	2.73
10	Padma Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	244105	2.40		
	At the end of the year (Co's total Shares – 1,02,58,747)			244105	2.38
11	Sushila Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	240100	2.36		
	At the end of the year (Co's total Shares – 1,02,58,747)			231300	2.34

12	Shailesh Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	231300	2.28		
	At the end of the year (Co's total Shares – 1,02,58,747)			231300	2.25
13	Uma Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	223600	2.20		
	At the end of the year (Co's total Shares – 1,02,58,747)			223600	2.18
14	Vipin Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	168975	1.66		
	At the end of the year (Co's total Shares – 1,02,58,747)			168975	1.65
15	Jaiprakash Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	135875	1.34		
	At the end of the year (Co's total Shares – 1,02,58,747)			135875	1.32
16	Sudha Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	132040	1.30		
	At the end of the year (Co's total Shares – 1,02,58,747)			132040	1.29
17	Ramchandra Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	125000	1.23		
	At the end of the year (Co's total Shares – 1,02,58,747)			125000	1.22
18	Mangilal Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	101300	1.00		
	At the end of the year (Co's total Shares – 1,02,58,747)			101300	0.99
19	Mukul Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	76900	0.76		
	At the end of the year (Co's total Shares – 1,02,58,747)			76900	0.75

20	Kishan Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	71500	0.70		
	At the end of the year (Co's total Shares – 1,02,58,747)			71500	0.70
21	Lalit Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	71500	0.70		
	At the end of the year (Co's total Shares – 1,02,58,747)			71500	0.70
22	Virel Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	66300	0.65		
	At the end of the year (Co's total Shares – 1,02,58,747)			66300	0.65
23	Pooja Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	53850	0.53		
	At the end of the year (Co's total Shares – 1,02,58,747)			53850	0.52
24	Yash Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	48400	0.48		
	At the end of the year (Co's total Shares – 1,02,58,747)			48400	0.47
25	Lakshya Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	47900	0.47		
	At the end of the year (Co's total Shares – 1,02,58,747)			47900	0.47
26	Mahendra Agarwal HUF				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	25000	0.25		
	At the end of the year (Co's total Shares – 1,02,58,747)			25000	0.24
27	Jugal Kishore Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	19000	0.19		
	At the end of the year (Co's total Shares – 1,02,58,747)			19000	0.19

28	Sanchi Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	4500	0.04		
	At the end of the year (Co's total Shares – 1,02,58,747)			4500	0.04
29	Namrata Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	3375	0.03		
	At the end of the year (Co's total Shares – 1,02,58,747)			3375	0.03
30	Aayushi Agarwal				
	At the beginning of the year (Total Shares of Company – 1,01,58,747)	2500	0.02		
	At the end of the year (Co's total Shares – 1,02,58,747)			2500	0.02

SUMMARY OF CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
I.	At the beginning of the year 01-04-2017 (Total Shares of Company – 1,01,58,747)	60,86,392	59.91	60,86,392	59.91
II.	At the end of the year 31-03-2018 (Co's total Shares – 1,02,58,747)	60,86,392	59.33	60,86,392	59.33

* The Company's total share increased due to allotment of 1,00,000 Equity Shares on Preferential basis to the person belonging to Public Category.

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

Sr. No.	Name	No of Shares at on (01-04-17) / end of the year (31-03-18)		Date	Increase/ Decrease in Share	Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company			No of Shares	% of total shares of the Company
1.	GARNET INTERNATIONAL LIMITED	11,00,000	10.72	13-10-2017	68,833	11,68,833	11.39
				20-10-2017	3,360	11,72,193	11.43
				27-10-2017	3,347	11,75,540	11.46
				03-11-2017	3,203	11,78,743	11.49
				10-11-2017	400	11,79,143	11.49
				01-12-2017	16,903	11,96,046	11.66
				22-12-2017	18	11,96,064	11.66
				30-12-2017	1,762	11,97,826	11.68
				12-01-2018	326	11,98,152	11.68
				19-01-2018	2,950	12,01,102	11.71

				09-02-2018	77,588	12,78,690	11.46
				23-03-2018	23,988	13,02,678	12.70
				31-03-2018	80,862	13,83,540	13.49
2.	AAVYANA ADVISORS LLP	4,00,000	3.90	31-03-2018	0	4,00,000	3.90
3.	ASHIT MEHTA	1,60,577	1.58	15-09-2017	1,621	1,62,198	1.58
				06-10-2017	20	1,62,218	1.58
				13-10-2017	1	1,62,219	1.58
				22-12-2017	13,999	1,76,218	1.72
				30-12-2017	1,915	1,78,133	1.74
				02-02-2018	2,355	1,80,488	1.76
				09-02-2018	4,929	1,85,417	1.81
				16-03-2018	7,887	1,93,304	1.88
				23-03-2018	21,012	2,14,316	2.09
				31-03-2018	0	2,14,316	2.09
4.	HEM CHAND JAIN	-	-	02-03-2018	1,00,000	1,00,000	0.97
				31-03-2018	0	1,00,000	0.97
5	DECENT FINANCIAL SERVICES PVT LTD	-	-	26-05-2017	13,541	13,541	0.13
				21-07-2017	-41	13,500	0.13
				27-10-2017	50,000	63,500	0.62
				17-11-2017	-500	63,000	0.61
				31-03-2018	0	63,000	0.61
6	NISHU FINLEASE PRIVATE LIMITED	-	-	27-10-2017	51,250	51,250	0.50
				31-03-2018	0	63,000	0.50
7	CHARU SHARAD RATHI	48,457	0.47	12-05-2017	1,895	50,352	0.49
				19-05-2017	-2,400	47,952	0.47
				02-06-2017	-2,409	45,543	0.44
				09-06-2017	188	45,731	0.45
				16-06-2017	3,610	49,341	0.48
				23-06-2017	-1,300	48,041	0.47
				04-08-2017	-200	47,841	0.47
				11-08-2017	-750	47,091	0.46
				27-10-2017	2,432	49,523	0.48
				02-02-2018	-229	49,294	0.48
				02-03-2018	-200	49,094	0.48
				16-03-2018	1,145	50,239	0.49
				23-03-2018	-1,000	49,239	0.48
				31-03-2018	0	49,239	0.48
8	BHAGCHAND MAHESHWARI	52,291	0.51	07-04-2017	596	52,887	0.52
				21-04-2017	50	52,937	0.52
				12-05-2017	60	52,997	0.52
				19-05-2017	1507	54,504	0.53
				26-05-2017	-2	54,502	0.53
				06-10-2017	-5000	49,502	0.48
				15-12-2017	756	50,258	0.49
				09-02-2018	-3850	46,408	0.45
				16-02-2018	-1150	45,258	0.44
				23-03-2018	2	45,260	0.44
				31-03-2018	0	45,260	0.44

9	SANDEEP MALOO	41,723	0.41	31-03-2018	0	41,723	0.41
10	BLUE SQUARE CORPORATE SERVICES PRIVATE LIMITED	53,948	0.53	12-05-2017	1,380	55,328	0.54
				19-05-2017	-2,691	52,637	0.51
				26-05-2017	1,190	53,827	0.52
				02-06-2017	2,097	55,924	0.55
				09-06-2017	899	56,823	0.55
				16-06-2017	3,510	60,333	0.59
				23-06-2017	982	61,315	0.60
				30-06-2017	927	62,242	0.61
				07-07-2017	-6	62,236	0.61
				04-08-2017	200	62,436	0.61
				08-09-2017	-4,773	57,663	0.56
				15-09-2017	-310	57,353	0.56
				22-09-2017	-7,394	49,959	0.49
				27-10-2017	-310	49,649	0.48
				03-11-2017	-4,128	45,521	0.44
				10-11-2017	-5	45,516	0.44
				24-11-2017	-782	44,734	0.44
				26-01-2018	-4,000	40,734	0.40
				02-02-2018	-1,000	39,734	0.39
				31-03-2018	0	39,734	0.39

Note: The above mentioned details regarding Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) are based upon the top ten shareholders during financial year 2017-18 derived from the Benpos received from Depositories & furnished to us by the Registrar & Share Transfer Agent of the Company)

(v) Shareholding of Directors and Key Managerial Personnel:

Name	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the Year**	
	No. of shares	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
Jaiprakash Agarwal				
At the beginning of the year (Total Shares of Company – 1,01,58,747)	641850	6.32		
At the end of the year (Co's total Shares – 1,02,58,747)			641850	6.26
Ramchandra Agarwal				
At the beginning of the year (Total Shares of Company – 1,01,58,747)	532525	5.24		
At the end of the year (Co's total Shares – 1,02,58,747)			532525	5.19
Mahendra Agarwal				
At the beginning of the year (Total Shares of Company – 1,01,58,747)	491100	4.83		
At the end of the year (Co's total Shares – 1,02,58,747)			491100	4.79

Lalit Agarwal				
At the beginning of the year (Total Shares of Company – 1,01,58,747)	400625	3.94		
At the end of the year (Co's total Shares – 1,02,58,747)			400625	3.91
Vipin Agarwal				
At the beginning of the year (Total Shares of Company – 1,01,58,747)	168975	1.66		
At the end of the year (Co's total Shares – 1,02,58,747)			168975	1.65

VI. INDEBTEDNESS

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

(₹ in Lacs)

Particulars	**Secured Loans Excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	 7392.89 - -	 Nil Nil Nil	 Nil Nil Nil	 7392.89 - -
Total (i+ii+iii)	**7392.89**	**Nil**	**Nil**	**7392.89**
Change in Indebtedness during the financial year Addition Reduction	 *2182.01 -	 Nil Nil	 Nil Nil	 2182.01 -
Net Change	**2182.01**	**Nil**	**Nil**	**2182.01**
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	 9568.32 - -	 Nil - -	 Nil - -	 9568.32 - -
Total (i+ii+iii)	**9568.32**	**Nil**	**Nil**	9568.32

(*Amount of addition is net of repayment)

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lacs)

Sr. No.	**Particulars of Remuneration**	**Jaiprakash Agarwal**	**Ramchandra Agarwal**	**Lalit Agarwal**
1)	Gross Salary:-			
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	33.00	28.80	28.80
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	Nil	Nil	Nil

2)	Stock Options	Nil	Nil	Nil
3)	Sweat Equity	Nil	Nil	Nil
4)	Commission paid - as % of Profit	Nil	Nil	Nil
5)	Others	Nil	Nil	Nil
	Total	**33.00**	**28.80**	**28.80**

Remuneration to other Directors:

Independent Directors : NIL

Sl. no.	Particulars of Remuneration	Total Amount
		NIL

Non- Executive Directors : NIL

Sl. no.	Particulars of Remuneration	Total Amount
		NIL

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

(₹ in Lacs)

Sr. no.	Particulars of Remuneration	Vipin Agarwal	Rakesh Bhalla
1	**Gross salary**		
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	14.40	12.67
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	**Stock Option**		
	Sweat Equity	**NIL**	**NIL**
	Commission		
	- as % of Profit		
	- Others, specify		
	Others		
	Total	14.40	12.67

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNEXURE -II
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Agarwal Industrial Corporation Limited,
Eastern Court, Unit No. 201-202,
Plot No.12, V. N. Purav Marg, S. T. Road,
Chembur, Mumbai - 400 071.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Agarwal Industrial Corporation Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March' 2018 ('Audit Period') 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 Company for the financial year ended on 31st March, 2018 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 - There are no Overseas Direct Investment and External Commercial Borrowings.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-

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

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable as the Company has not issued any share /options to Directors /Employees under the said Regulation during the period under review;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable

(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; - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted/proposed to delist its EQUITY Shares from any Stock Exchange during the financial year under review;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, - Not applicable as the Company has not bought back/proposed to buy back any of its securities during the financial year under review and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR);

(vi) The Management has identified and confirmed the following laws as specifically applicable to the Company;

(a) Petroleum Act, 1934 and Rules made thereunder;

(b) Carriage by Road Act, 2007

(c) Motor Vehicles Act, 1988

(d) Electricity Act, 2003

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

(i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ('NSE') and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Woman Director.

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

All decisions at Board Meetings and Committee Meetings were carried with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as may be, while the dissenting members' views, if any, were captured 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.

I further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines , standards, etc,

- During the year under review, the Company has made allotment of 1,00,000 Equity Shares of Face Value of ₹ 10 each upon conversion of 1,00,000 fully convertible warrants (out of total 5,00,000 fully convertible warrants), which were issued earlier under SEBI Preferential Issue Regulations, at an exercise price of ₹ 345/ - per warrant (including premium). Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹ 10,15,87,470 to ₹ 10,25,87,470/. These newly converted equity shares are at par with the existing equity shares and were Listed on BSE and NSE with effect from March 01, 2018.

For P. M. Vala & Associates
Practising Company Secretaries

P. M. Vala
Proprietor
FCS No.5193, COP No.4237

Place: Thane
Date: August 28, 2018

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 Secretarial Audit Report

To,
The Members,
Agarwal Industrial Corporation Limited,
Eastern Court, Unit No.201-202,
Plot No.12, V. N. Purav Marg, S. T. Road,
Chembur, Mumbai - 400 071.

My Secretarial Audit Report for the financial year 31st March' 2018 is to be read along with this letter.

Management Responsibility

It is the responsibility of the Management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

Auditor's Responsibility

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
3. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.

Disclaimer

4. 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.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For P. M. Vala & Associates
Practising Company Secretaries

P. M. Vala
Proprietor
FCS No.5193, COP No.4237

Place: Thane
Date: August 28, 2018

ANNEXURE – III

THIS REPORT FORMS PART OF DIRECTORS' REPORT

DISCLOSURE IN DIRECTORS' REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-18 & percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2017-18.

Sr. No.	Name of the Director	Designation	ratio of the remuneration of each Director to the median remuneration of the employees	percentage increase in remuneration
1	Mr. Jaiprakash Agarwal	Managing Director	12.51	2
2	Mr. Ramchandra Agarwal	Whole Time Director	10.92	0
3	Mr. Lalit Agarwal	Whole Time Director	10.92	14
4	Mr. Vipin Agarwal	Chief Financial Officer	-	20
5	Mr. Rakesh Bhalla	V. P. – Legal & Company Secretary	-	11.79

2. the median remuneration of employees of the Company in the Financial year 2017-18 is ₹ 2.63 lacs

   - Percentage decreased in the median remuneration of all employees in the Financial Year 2017-18 is 29.49%

3. Number of permanent employees on the rolls of the Company as on March 31, 2018: 33

4. Average percentile increase already made in 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:

   Average increase in remuneration for Employees other than Managerial Personnel is 21.80 % and Average increase for Managerial Personnel Remuneration is 10 %.

5. Affirmation that the remuneration is as per the Remuneration Policy of the Company

   It is confirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of the Company.

ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE

Philosophy on Code of Corporate Governance

Your Company's philosophy on code of Corporate Governance is focused upon rich legacy of ethical, fair and transparent governance practices. Good Corporate Governance is a way of life at your Company which is manifested in the way it does its business. Your Company's corporate actions are governed by the values and principles which are reinforced at all organizational levels. Further, your Company 's corporate governance principles also envisages attainment of the highest standards of accountability and equity in all facets of its operations and its disclosures to its shareholders. Your Company strongly believes that good governance practices not only enjoy investors respect and trust but also preserves the interest of all our stakeholders including government, regulatory authorities, suppliers, customers, bankers, shareholders and employees.

The Board of Directors:

1. The Board of Directors comprises Executive, Non-Executive as well as Independent Directors in accordance with provisions of the Companies Act 2013 and the rules made thereunder and is in conformity with SEBI (LODR) Regulations, 2015. The Board of Directors comprises of total 9 (Nine) Directors out of which 3 (Three) are Executive, Non-Independent Directors and 1 (One) is Non-Executive, Non-Independent Director, and 5 (Five) are Independent Directors of which one is a Woman Director. The Directors possess experience in fields as varied as finance, marketing, production, imports and logistics industry. The skill and knowledge of the Directors have proved to be of immense value to the Company. The details of Director seeking re-appointment have been attached along with the Notice of the Annual General Meeting.
2. "Independent Directors" do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiary which may affect the independence of the Director. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI (LODR) Regulation, 2015 and Section 149 of the Companies Act 2013.
3. During the year under review, the Board of Directors of the Company met Seven (7) times and the period between any two meetings did not exceed 120 days. The Board Meeting dates were: May 30, 2017, August 28, 2017, September 14, 2017, December 11, 2017, January 23, 2018, February 14, 2018 and an Independent Directors Meeting held on March 26, 2018. A detailed explanation, in the form of a table illustrating the above matters is given on page no. 38 for ready reference.
4. None of the Directors are related to each other, except Mr. Jaiprakash Agarwal, Mr. Ramchandra Agarwal, Mr. Mahendra Agarwal and Mr. Lalit Agarwal who are related to each other, being brothers.
5. During the year, a separate meeting of Independent Directors was held inter-alia to review the performance of Non-Independent Directors and the Board as a whole. The process for evaluation of Board performance, Non-Independent and Non-Executive Directors is detailed in the Board's Report.
6. The Company has put in place a programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of the familiarization programme are disclosed on the Company's website: www.aicltd.in.
7. The Non-Executive Director and Independent Directors have voluntarily decided not to take any sitting fee or remuneration of whatsoever kind and nature.
8. The Company has adopted a Code of Conduct for all its Directors, Key Managerial Personnel and Senior Management Personnel. All Non-Executive Directors and Independent Directors have affirmed compliance with the said Code for the financial year ended March 31, 2018. All Senior Management of the Company have affirmed compliance with the Company Code of Conduct. The Code of Conduct is also displayed on the Company's web site. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

Committees of the Board

The mandatory Committees constituted by the Board of Directors of the Company are as under:

1) Audit Committee:

The Company's Audit Committee comprises of three Independent Directors, viz. Mr. Jaswant D, Sharma, (Chairman), Mr. Rajkumar Mehta, Mr. Alok Bharara and one Non- Independent, non executive Director, Mr. Mahendra Agarwal. Each Member of the Committee has the relevant experience in the field of finance, banking and accounting. The Committee has, inter alia, the following terms of reference:

i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

ii. The recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company.

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualifications in the draft audit report.

v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.

viii. Approval or any subsequent modification of transactions of the Company with related parties.

ix. Scrutiny of inter-corporate loans and investments.

x. Valuation of undertakings or assets of the Company, wherever it is necessary.

xi. Evaluation of internal financial controls and risk management systems.

xii. Examination of the financial statement and the auditors' report thereon.

xiii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

xiv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

xv. Discussion with internal auditors of any significant findings and follow up there on.

xvi. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

xvii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

xviii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

xix. To review the functioning of the Whistle Blower mechanism.

xx. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

The Committee met Four times during the period under review, the details of attendance thereat are given below. Audit Committee meetings are attended by invitation by the CFO, Internal Auditor and the Statutory Auditors as deem necessary from time to time. The Company Secretary acts as the Secretary to the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting.

2) Nomination and Remuneration Committee:

The Company has a Nomination and Remuneration Committee (NRC) which is now a mandatory requirement as per Regulation 29 of the SEBI (LODR) Regulation, 2015, and also under the Companies Act, 2013. The Committee consists of 3 (Three) Independent Directors. In addition to the Chairman, Mr. Jaswant D. Sharma, who is an Independent Director, the Committee comprises Mr. Harikrishna Patni, Mr. Rajkumar Mehta and Mr. Alok Bharara. The broad terms of reference of the Committee inter alia, include the following:

i. Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a Director. The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

ii. Recommend to the Board the appointment or re-appointment of Directors.

Details of Directors, Remuneration, Directorship and Meetings of Board & Committees during the F.Y. 2017-18												
Names	**Category**	**Remuneration paid**			**No. of outside Directorships as at March 31, 2018**		**No. of outside Committee Positions Held**		**No of Board Meetings Attended**	**No. of Audit Commit-tee Meetings attended**	**No. of NRC Commit-tee Meetings attended**	**Attend-ance at the last AGM**
		₹ in Lacs										
		Salary & Perks 2017-18	Sitting Fees 2017-18	Commis-sion 2017-18	Indian	Foreign	As Member	As Chairman				
Jaiprakash Agarwal	Managing Director	33.00	Nil	Nil	1	Nil	-	-	6	-	-	No
Ramchandra Agarwal	Director	28.80	Nil	Nil	1	Nil	-	-	6	-	-	No
Lalit Agarwal	Director	28.80	Nil	Nil	2	Nil	-	-	5	-	-	Yes
Mahendra Agarwal	Director	Nil	Nil	Nil	11	Nil	-	-	6	-	-	Yes
Jaswant D.Sharma	Director	Nil	Nil	Nil	Nil	Nil	-	-	7*	4	-	Yes
Harikrishna Patni	Director	Nil	Nil	Nil	Nil	Nil	-	-	7*	-	1	No
Rajkumar Mehta	Director	Nil	Nil	Nil	1	Nil	-	-	7*	4	1	Yes
Alok Bharara	Director	Nil	Nil	Nil	2	Nil	-	-	7*	4	1	Yes
Priti Lodha	Woman Director	Nil	Nil	Nil	Nil	Nil	-	-	7*	4	-	No

*Includes Exclusive meeting of the Independent Directors held on March 26, 2018.

iii. Devise a policy on Board diversity.

iv. Recommend to the Board appointment of Key Managerial Personnel (KMP as defined by the Act) and executive team members of the Company (as defined by this Committee).

v. Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board.

vi. Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.

vii. On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to Executive team or Key Managerial Personnel of the Company

viii. Oversee familiarization programmes for Directors.

ix. Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).

x. Provide guidelines for remuneration of Directors on material subsidiaries.

xi. Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.

xii. Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

During the year, the Committee met One time, the details of attendance whereat are on page no. 38.

Remuneration Policy:

As recommended by the Nomination and Remuneration Committee (NRC), the Board has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Policy envisages payment of remuneration according to qualification, experience and performance and is based on the commitment of fostering a culture of leadership with Trust. The remuneration of the Whole-time Director(s), is recommended by the Nomination and Remuneration Committee based on factors such as industry benchmarks, the Company's performance vis-à-vis the industry, performance/ track record of the Whole Time Director(s) which is decided by the Board of Directors Remuneration comprises a fixed component viz. salary, benefits, perquisites and allowances in accordance with the relevant laws, rules and regulations in force from time to time. The NRC also recommends the annual increments within the salary scale approved by the Members

NOTE:

During the financial year under review, all Independent Directors (ID) and Non-Independent Non-Executive Director (NINED) have voluntarily decided not to receive any sitting fee for the Board/Committee meeting attended during the financial year 2017-18.

3. Stakeholders' Relationship Committee:

The Company's Stakeholders' Relationship Committee comprises of Mr. Harikrishna Patni, (Chairman), Mr. Jaswant D, Sharma, Mr. Rajkumar Mehta and, Mr. Alok Bharara, all Independent Directors The scope of the Stakeholders' Relationship Committee includes reporting of the status of shareholders The brief terms of reference of the Committee include resolving grievances of all the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. The Committee met twelve times (at every month end) during the period under review.

4. Other Committees:

i. Corporate Social Responsibility (CSR) Committee:

Although the provisions of Section 135 of the Companies Act, 2013, is applicable to the Company for the financial year 2017-18, in accordance with the provisions of said section, the Company has constituted a CSR Committee comprising of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Jaswant D. Sharma, Independent Director. The broad terms of reference of the CSR Committee are as under:

- Formulating and recommending to the Board, the CSR Policy which aid section, shall indicate the activities to be undertaken by the Company.
- Recommending the amount of expenditure to be incurred on the aforesaid activities and;
- Reviewing and Monitoring the CSR Policy of the company from time to time.

During the year, the Committee met Twice during the year.

ii. Risk Management Committee:

The Board of Directors have constituted a Risk Management Committee to frame, implement and monitor the risk management plan of the Company. The Committee comprises entirely of Independent Directors, viz Mr. Jaswant D. Sharma, Mr. Rajkumar Mehta and, Mr. Alok Bharara. The Committee has formulated a Risk Management Policy, which lays down a vigorous and active process for identification and mitigation of risks. The Committee reviews and monitors the risk management and mitigation plan from time to time. The terms of reference of the Risk Management.

Committee inter alia, include the following:

- To review the Risk Management Plan / Policy and its deployment within the Company.
- To monitor the effectiveness of the Risk Management Plan /Policy.
- To decide the maximum risk taking ability of the Company to guide the Board in making new investments.
- To review the major risks of the Company and advise on its mitigation to the Board.
- Such other functions as may be delegated by the Board from time to time.

During the year, the Committee met Once and was attended by all the Members.

Details on General Meetings:

Location, date, time and Special Resolutions passed at the Annual General Meetings held in the last 3 years are as under

Location	Date	Time	Special Resolutions passed
Hotel Stars Parade, Lower Hall,Swami Jairamdas Building,Near Basant Park, Chembur, Mumbai – 400 071	September 30, 2017	10.30 A.M.	- Related Party Transactions. - Appointment of Cost Auditor.
Hotel Stars Parade, Lower Hall,Swami Jairamdas Building,Near Basant Park, Chembur, Mumbai – 400 071	September 22, 2016	11.00 A.M.	- Increase in Authorised Capital of the Company. - Amendment of Memorandum and Articles of Association of the Company. - Allotment of warrants, convertible into Equity Shares On Preferential Basis to Persons other than the Promoters of Promoters Group. - Re-appointment of Mr. Jaiprakash Agarwal as Managing Director of the Company. - Re-appointment of Mr. Lalit Agarwal as Whole Time Director of the Company. - Re-appointment of Mr. Ramchandra Agarwal as Whole Time Director of the Company - Related party transactions.
Hotel Stars Parade, Lower Hall,Swami Jairamdas Building,Near Basant Park, Chembur, Mumbai – 400 071	September 30, 2015	11.00 A.M.	- Increase in Authorised Capital of the Company. - Amendment of Memorandum and Articles of Association of the Company. - Allotment of warrants, convertible into Equity Shares to Promoters of Promoters Group of the Company in Preferential Basis. - Related party transactions.

- All Special Resolutions passed in the previous three Annual General Meetings of the Company were passed with requisite majority.
- Two Extra-Ordinary General Meetings were held during the last three years.
- Three Special Resolutions were passed by Postal Ballot.
- *A Court Convened Meeting (CCM) of the Shareholders of the Company was conducted on June 13,2016, in accordance with the directions of the Hon'ble High Court of Judicature at Bombay for approval of the Scheme of Amalgamation of Agarwal Petrochem Private Limited and Agarwal Industrial Corporation Limited. The said Scheme was approved by the shareholders through e-voting, postal ballot and through poll at the said CCM with requisite majority.*

Disclosures

i. All related party transactions entered during the F. Y. 2017-18 were approved by the Board of Directors and the Audit Committee and were also consented by the members in the Annual General Meeting of the Company held on September 30, 2017 in accordance with Section 188 of the Companies Act, 2013 and Rules made thereunder (as amended) and as per earlier Listing Agreements and subsequently on the basis of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of related party transactions entered during the F. Y. 2017-18 are placed under Form AOC-2 mentioned herewith.

ii. There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Ind AS 24 has been made in the notes to the Financial Statements.

iii. The Board of Directors receive, from time to time, disclosures relating to financial and commercial transactions from Key Managerial Personnel of the Company, where they and / or their relatives have personal interest.

iv. The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India / Statutory Authorities on all matters relating to capital markets, during the last 3 years.

v. In accordance with requirement of the Companies Act as well as the Listing Agreement, the Company has adopted the Whistle Blower Policy pursuant to which employees can raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest by approaching the Chairman of the Audit Committee. The policy has been disclosed on the website of the Company under http://www.aicltd.in

vi. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated Employees of the Company.

vii. Pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015, the Managing Director and CFO have issued a certificate to the Board, for the year ended March 31, 2018.

Subsidiary Company

The Company has only one Wholly Owned Subsidiary (W.O.S) - Bituminex Cochin Pvt Ltd (BCPL) at Kochi. There are no Joint Ventures or Associate Companies related to your Company.

The Consolidated Financial Statements of the Company and its Wholly Owned Subsidiary prepared in accordance with the relevant Accounting Standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the Consolidated Accounts.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Pursuant to the provisions of Section 136 of the Act, the financial statement of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary are available on the website of the Company.

During the year, the Company has not disposed of any shares in its material subsidiaries or disposed or leased the assets amounting to more than twenty percent of the assets of the material subsidiary.

Means of Communication

Quarterly, half-yearly and annual results of the Company were published in leading English and vernacular newspapers viz. Business Standard and Mumbai Lakshdeep. Additionally, the results and other important information/disclosures are also periodically updated on the Company's website viz. www.aicltd.in which also contains a separate dedicated section "Investor Relations".

BSE Listing Centre

BSE Limited has launched an Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") for submission of various filings by listed companies. All disclosures and periodic filings submitted to the BSE are also uploaded on the Listing Centre.

NSE Electronic Application Processing System (NEAPS)

The Company also files information through NEAPS – a web based application provided by NSE which facilitates online filing of Corporate Governance Report, the Shareholding Pattern by companies, Results and other disclosures.

Extensive Business Reporting Language (XBRL)

XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyze such information which aids better analysis and decision making. Ministry of Corporate Affairs (MCA) vide its circular No. 37/2011 dated June 7, 2011, had mandated certain companies to file their Annual Accounts vide this mode. The Company has filed its Annual Accounts on MCA through XBRL.

Ministry of Corporate Affairs (MCA)

The Company has periodically filed all the necessary documents with the MCA.

SEBI Complaints Redress System (SCORES)

A centralized web based complaints redress system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status.

Annual Report

The Annual Report containing inter alia the Audited Financial Statements, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the investors Management Discussion and Analysis forms part of the Annual Report. Pursuant to the Green Initiative launched by the MCA, the Company also sends e-copies of the Annual Report to Members who have registered for the same. The Annual Reports are also available in the Investor Relations section on the Company's web site www.aicltd.in

General Shareholders Information

Annual General Meeting

Date and Time	:	**September 29, 2018 at 10.30 A.M.**
Venue	:	Hotel Stars Parade Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai – 400 071
Registered Office	:	Eastern Court, Unit- 201-202, Plot No. 12, V. N. Purav Marg, S. T. Road, Chembur, Mumbai – 400071 Telephone No.: 022-25251149/50 Fax: 022-25291147
Website	:	www.aicltd.in
E mail	:	contact@aicltd.in
Book Closure	:	**September 23, 2018 to September 29, 2018 (Both days inclusive)**

Financial Calendar

Financial reporting for:

• Quarter ending June 30, 2018	:	On or before August 14, 2018
• Quarter ending September 30, 2018	:	On or before November 14, 2018
• Quarter ending December 31, 2018	:	On or before February 14, 2019
• Quarter ending March 31, 2019	:	On or before May 30, 2019

Listing

Ordinary Shares	:	BSE Limited National Stock Exchange of India Limited
Compulsorily Convertible Debentures	:	N.A.
Global Depository Receipts	:	N.A.
Share Transfer Agent	:	Ankit Consultancy Pvt. Ltd. *(Upto June 29, 2018)* (SEBI REG. No. INR 000000767) CIN NO – U74140MP1985PTC003074 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Telephone Nos:- +91-731-4281333, + 91-731-4065799/97, Fax: 91-731-4065798; **Universal Capital Securities Pvt Ltd.** *(w.e.f. June 30, 2018)* (SEBI REG. NO. INR000004082) CIN NO – U74200MH1991PTC062536 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai - 400093 Tel No. : +91 (22) 28207203-05 / 2825 7641 Fax No. : +91(22)28207207; W:www.unisec.in;E-mail:info@unisec.in
Share Transfer System	:	All shares have been transferred and returned within 15 days from the date of lodgment, provided the necessary documents were in order.

The Company has paid annual listing fees to the Stock Exchanges in respect of the financial year 2017-2018.

Stock Codes

STOCK EXCHANGE	STOCK CODE
BSE Limited	531921 ISIN:INE204E01012
National Stock Exchange of India Limited	AGARIND Series: EQ

Market Price Data: High, Low during each month in the financial year 2017-18

Months	BSE High	BSE Low	No. of Shares traded	NSE High	NSE Low	No. of Shares traded
April'17	755.00	595.00	90473	759.80	576.80	106195
May' 17	792.00	667.00	56866	790.00	671.35	99627
June' 17	740.50	665.85	28837	749.00	666.00	63079
July' 17	690.00	575.25	37302	690.00	573.70	81490
August' 17	609.75	525.00	25069	609.90	513.00	47976
September' 17	660.00	518.90	78957	664.00	520.00	60087
October' 17	550.00	492.00	134165	568.95	490.00	89852
November' 17	560.00	507.00	28496	559.80	500.00	73030
December' 17	690.00	515.10	35077	695.00	511.00	133731
January' 18	659.50	547.05	101722	655.00	552.45	193889
February' 18	574.40	323.20	38528	570.00	326.95	87662
March' 18	414.00	294.50	69530	413.95	294.10	161396

Source: www.bseindia.com and www.nseindia.com

Agarwal Industrial Corporation Limited - Distribution of Shareholding as on March 31, 2018

Category of Shareholders	No. of Shares held	% to Paid up capital
Promoters	6086392	59.33
Resident Individuals & HUF	1581922	15.42
Financial Institutions / Banks	-	-
Foreign Institutional Investors	-	-
Corporate Bodies	2274472	22.17
Foreign Portfolio Investors	4000	0.04
Insurance Companies	-	-
Mutual Funds / UTI	-	-
Others	40247	0.39
Non-Resident Indian	271714	2.65

Distribution of Equity Shareholding of Agarwal Industrial Corporation Limited as on March 31, 2018

No. of Shares held	Total Members	Total Shares	Total % to Paid Up Share Capital
Upto 1000	2077	319881	3.12
1001 to 2000	90	135691	1.32
2001 to 3000	50	125353	1.22
3001 to 4000	28	98551	0.96
4001 to 5000	16	75021	0.73
5001 to 10000	45	345053	3.36
10001 to 20000	28	400467	3.90
20001 to 30000	11	272115	2.65
30001 to 40000	3	106270	1.04
40001 to 50000	6	273223	2.66
50001 to 100000	8	554300	5.40
100001 & above	22	7552822	73.62
Total	**2384**	**10258747**	**100.00**

Reconciliation of Share Capital Audit

In keeping with the requirements of the SEBI and the Stock Exchanges, a Reconciliation of Share Capital Audit by a Practicing Company Secretary is carried out at the end of every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid – up capital tallies with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

Report on Corporate Governance

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance through XBRL mode as mandated by BSE through its BSE Listing Centre and to NSE through NEAPS application of NSE. A certificate from a practising Chartered Accountant on Corporate Governance is attached as an annexure to this Report.

Dematerialisation of Shares & Liquidity

As at the end of March 31, 2018, shares comprising approximately 99.34% of the Company's Equity Share Capital have been dematerialised.

Status on Dematerialised shares (Equity ISIN No. INE204E01012)

Shares held through Percentage of Holding

NSDL	28.14
CDSL	71.20
Physical	0.66
Total	**100.00**

Outstanding GDRs/Warrants, conversion date and likely impact on equity: The Company had issued 5,00,000 warrants fully convertible into equity shares of ₹ 10/- each of the Company, at an exercise price of ₹ 345 per warrant (including premium) aggregating up to ₹ 17,25,00,000/- (Rupees Seventeen Crores and Twenty Five Lakhs only) to persons belong to public category under Chapter VII of SEBI (ICDR) Regulations, 2009, out of which 1,00,000 warrants have been converted into equal number of Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 335/- per share. As on date 4,00,000 warrants are outstanding pending conversion into equity shares.

Investor Correspondence

For any queries, investors are requested to get in touch with the Company's Registrar & Transfer Agent at Universal Capital Securities Pvt Ltd.. 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 93. A dedicated e-mail Id. info@unisec.in has been set up for investor complaints.

As Managing Director of Agarwal Industrial Corporation Limited and as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Jaiprakash Agarwal, hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for the Financial Year 2017-18.

For Agarwal Industrial Corporation Limited

Jaiprakash Agarwal
Managing Director

Place: Mumbai
Date: August 30, 2018

ANNEXURE V

MANAGEMENT DISCUSSION AND ANALYSIS

Some statements in this discussion describing the projections, estimates, expectations or outlook may be forward looking. Actual results may, however, differ materially from those stated, on account of various factors such as changes in government regulations, tax regimes, economic developments within India and the countries within which your Company conducts its business, exchange rates and interest rates fluctuations, impact of competition, demand and supply constraints, etc.

INDUSTRY SCENARIO

The asphalt (bitumen) binder is an essential element in various roadways applications on account of its higher strength, durability, and resilience. Concrete contains a small percentage of asphalt (bitumen) which is acting as a binder to enhance its resistance characteristics, which is expected to boost demand over the forecast period

Growing demand for infrastructure on account of growing the population, improving the standard of living is projected to bolster market growth over the forecast period. Increasing awareness about climate changes, along with global warming will drive roofing requirements which in turn is supposed to drive product demand over the next eight years.

Declining oil prices has resulted in tight raw material supply and caused price fluctuation and volatility in the market, which will restrain industry expansion over the forecast period. The long supply chain is a key feature owing to bitumen being a strong product to handle. This feature is being challenged as large contractors have begun directly selling to the refineries.

In the emerging global bitumen market, demand is expected to reach 122 million tonnes by 2018. Increasing road construction activities in the fast growing markets of India and China will be the main growth drivers of the bitumen market in Asia.

India commands a road infrastructure of 3.3 million km, the second largest road network in the world, after the USA. Out of the total network, India's National Highway network comprises 100,000km of State highways, while village and district roads occupy 2.8 million km. The National Highways cover 2% of the total network and carry the maximum share of freight and passenger traffic making them India's lifeline. India's roads and highways expansion drive has led to a sharp annual growth in import of bitumen, a refinery by-product used in laying the surface of roads and highways, opening up a growing market for shipments from Iran, the UAE, Malaysia, Singapore and Greece. Indian refiners, in the meantime, are focusing on capturing the global market for high-end finished petroleum products.

While India's refining capacity rose by 21% since 2010-11 to 234 million in 2017-18, bitumen imports rose by a phenomenal 823% during the period to 905,000 tonnes as demand outpaced production and refineries opted for maximising output of other high-revenue-yielding finished petroleum products such as petrol, diesel and jet fuel with an eye on export markets, data from oil ministry's arm Petroleum Planning and Analysis Cell showed.

The bitumen market is expected to witness a CAGR of 4% during the forecast period of 2018—2023, driven by the increasing road construction projects, and other domestic & commercial projects, mostly in the Asia-Pacific region. Besides this, the demand for bitumen from the adhesives industry to produce bituminous adhesives, used for waterproofing, flooring, etc., is expected to generate further demand in the bitumen market in the coming years.

Increasing Road Construction Projects Driving the Market

Asphalt bitumen is widely used as the binding organic material, which is made from the by-products of refined crude oil. Asphalt bitumen is used in road construction as it is easy to produce, reusable, non-toxic, and a strong binder. The road construction sector has been witnessing a strong growth, mostly in Asia-Pacific and Europe, which has been driving the demand in the bitumen market. In Europe, the road building market is expected to have a strong growth up to 2019. In Asia-Pacific, emerging countries, like India, Japan, Indonesia, Vietnam, Philippines, etc., are expected to witness an increase in the demand for bitumen during the forecast period, owing to the numerous government initiatives in the region for developing and improving public infrastructure.

Road Construction to Dominate the Market

By application, road construction is expected to dominate the market demand for bitumen. Recently, China has come up with China's Belt and Road Initiative (also known as New Silk Road), which aims to connect Asia, Europe, and the Middle East & Africa with a vast logistics and transport network, using roads, airports, railway tracks, ports, pipelines, transnational electric grids, and even fiber optic lines. Besides this, the government has been investing substantially in infrastructure development, which is expected to make road construction a dominant segment among its applications.

Asia-Pacific - A Potential Market

Asia-Pacific is projected to dominate the bitumen market, globally during the forecast period, owing to the booming construction industry and increasing public infrastructure projects in the region. India in its 2018 budget, allotted INR 21,453.42 crore out of INR 71,000 crore budgetary allocation to the Highways Ministry for work under the road wing. It includes expenditure on development of National Highways, including projects relating to expressways, two-laning of highways, under the National Highways Development Project, six-laning of crowded stretches of the Golden Quadrilateral, a special programme for the development of road connectivity in Naxal affected areas, development of Vijaywada—Ranchi road, and for providing last mile connectivity. In February 2018, Philippines and Japan signed a YEN 9.4 billion loan for the construction of the third phase of a road project in Bulacan. China, on the other hand, is developing New Silk Road, for which the country has already built railway lines between Addis Ababa & Djibouti, Nairobi & Mombasa, and is likely to start projects in Uganda, Rwanda, and the Democratic Republic of Congo in the near future. With such development projects, the demand for bitumen is expected to be the largest in the Asia-Pacific region, followed by Europe.

BITUMEN DEMAND DRIVERS

- **New Bitumen Demand Area:** **North East**
  2nd Tier Cities
  Rural Roads
  Interior India
- **Production/ Availability:** **Ports – Coastal**
  Refineries
  Depots

Demand of Bitumen next 5 years

Demand Forecast of Bitumen in India (Figs in TMT)					
Year	**2017-18**	**2018-19**	**2019-20**	**2020-21**	**2021-22**
Demand	*6600*	*6850*	*7000*	*7200*	*7500*

✓ The demand of Bitumen is estimated at a growth rate of min 8 % in the next 5 years

✓ The Bitumen demand is estimated to grow to 7.5 MMT in 2021-22 from current level of 6.60 MMT in 2017-18

✓ Development of new smart cities in India, improved infrastructure, planning of new Highways/MDR, revamping and expanding of existing road infrastructure lead to high Demand Refineries converting to Coker unit will produce less of Bitumen in coming years

Our Operations- Business Segments

Manufacturing & Trading of Bitumen and Bituminous Products

The Company is a leading manufacturers and importers of Bitumen & Bituminous products and our plants are located at Belgaum, Hyderabad, Taloja, Baroda and Cochin (Company's WOS).We manufacture and trade quality products like Paving grade Bitumen. Industrial Grade Bitumen, Bitumen Emulsions, Modified Bitumen, Bitumen Coat, Bitumen Paints, Bitumen Insulation material etc which are known for their quality and standard. Our profound background of being in the logistics business (transportation of Bitumen & LPG) has been a key factor to foray into this segment. Your Company has excellent professional relations with all major road contractors in India due to Company's ethical, transparent and good governance policies.

Bulk Bitumen Transportation

We are the pioneers of logistics in Bitumen, which is predominantly used in road construction business. It can be procured either in bulk or in packed form. In either case the product has to be dispatched to the construction site or to the storage facilities of our industrial consumers The bulk bitumen is transported via specially designed tankers that are insulated and have pumping facility for loading and unloading the bitumen. Most of our Bitumen tankers are under contract with major oil companies in India like HPCL, BPCL and IOCL and by other major consumers of the product.

Bulk LPG Transportation

We are amongst the leading transporters of LPG in India, which is the most widely used fuel for domestic as well as industrial purposes. While we already own a large fleet of tankers, we also hire tankers on long term contracts to cater to the demand from customers LPG is mainly sourced from domestic refineries and via bulk imports. Bulk LPG is mainly transported from the source to the industrial user or to their bottling plants through specially designed tankers LPG, being highly inflammable, require tankers that take care of all safety aspects while loading, transporting and unloading. Most of the LPG tankers are under contract with major oil companies like HPCL, BPCL and IOCL.

POWER GENERATION THROUGH WIND MILLS

Wind Mills

The Company has diversified into Non-Conventional energy generation by installing wind mills at Rajasthan and Maharashtra, keeping in view of the likely shortage of energy resources in future. Your Company has one Windmill at Dhulia, Maharashtra and two in Jaiselmer, Rajasthan.

AUTHORIZED SERVICE CENTRE OF ASHOK LEYLAND

We own a large fleet of tankers which necessarily calls for regular periodic checks and maintenance. As also, our entire fleet of tankers come from the Ashok Leyland stable. Both these factors influenced our decision to set up an authorized service center, for Ashok Leyland vehicles, within the company. Not only does this ensure a timely turnaround of the fleet serviced but is an economically beneficial proposition for the company. We have our own workshop and maintenance facilities at strategic locations like Mumbai, Baroda and Jodhpur.

BULK BITUMEN STORAGE FACILITIES

Your Company has excellent Bulk Bitumen Storage facilities to effectively handle and market bitumen imports at Karwar, Belgaum, Kakinada , Hyderabad, Haldia, West Bengal and Dighi, Maharashtra.

FINANCIAL PERFORMANCE AND OPERATIONS

Major indicators of your Company's financial performance for the year ended March 31, 2018 are presented in the accompanying financial statements. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. The Company has adopted Ind AS from April 01, 2017 for the first time and accordingly these financial results are Ind AS 101 (First Time Adoption of Indian Accounting Standards) compliant.

RESULTS OF OPERATIONS

The total Revenue of the Company for the Financial Year ended March 31, 2018, was ₹ 41, 258.37 Lakhs as compared previous year's total Revenue of ₹ 29,571.69 Lakhs thus indicating an impressive increase of 39.52% over the previous year. Further, Profit before Tax and Profit after Tax were ₹ 1455.62 Lakhs and ₹ 1020.22 Lakhs respectively during the year under review as against ₹ 1410.00 Lakhs and ₹ 889. 07 Lakhs in the corresponding previous year.

DIVIDEND

Your Directors have recommended a dividend of ₹ 1.50 on per equity share of the face value of ₹ 10 each for the Financial Year ended March 31, 2018, subject to declaration of the members at the ensuing Annual General Meeting of your Company.

SHARE CAPITAL

During the year under review, the Company allotted 1,00,000 Equity Shares of the Face Value of ₹ 10/- each upon conversion of 1,00,000 fully convertible warrants (out of total 5,00,000 fully convertible warrants), which were issued earlier under SEBI Preferential Issue Regulations, at an exercise price of ₹ 345/ - per warrant (including premium). Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹ 10,15,87,470/- to ₹ 10,25,87,470/-. These newly converted equity shares are at par with the existing equity shares and were Listed on BSE and NSE with effect from March 01, 2018.

AMOUNT TO BE CARRIED TO OTHER EQUITY

The Company has transferred ₹ 836.54 Lakhs to the Other Equity for the F.Y. March 31, 2018 after appropriating ₹ 152.38 Lakhs towards dividend paid for the F.Y. ended March 31, 2017 and ₹ 31.02 Lakhs towards dividend tax paid thereon.

CAPITAL EXPENDITURE

As at March 31, 2018, the Capital Expenditure during the year under review amounted to ₹ 1,799.72 Lakhs including Work in Progress (WIP) amounted to ₹ 40.69 Lakhs.

SEGMENTWISE / PRODUCTWISE PERFORMANCE

For Segment wise/ Product wise performance of the Company, please refer to Financial Statements of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Results have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. The Company has adopted Ind AS from April 01, 2017 for the first time and accordingly these financial results are Ind AS 101 (First Time Adoption of Indian Accounting Standards) compliant.

OUR STRENGTHS

- Promoters with profound Industry Experience of over 32 years.
- Well diversified Company: Manufacturing & Trading of Bitumen and other value added products; Transportation of Bitumen & LPG: Power Generation through Wind Mills.
- Bulk Bitumen Storage facilities near ports for effective and optimum handling of bitumen imports.
- Bitumen manufacturing is our finest forward integration and is an extension of our parent business i.e. Bitumen & LPG Transportation.
- Strong Suppliers & Client relationship continuing for past many years.
- Cost Advantages through bulk purchases (domestic & imports).
- Being amongst the largest fleet operators in the country adds to customer comfort and ensures supply reliability.
- Market share gain over the years, spurred by superior product quality and increased customer satisfaction.
- Majority of our manufacturing facilities are ISO Certified.
- All major capex from capital infusion and internal accruals so far thus improving bottom line through saving financial costs.
- Benefits of Listed Company - Capital appreciation, liquidity and transparency of operations..
- Geographically well located Company in different parts of the country.

OUR CHALLENGES

- Imports – Shipments at Right time, Right Pricing, Quality Material.
- Pricing – Competition with other players in the Industry.
- Continuous development of Infrastructure Sector.
- Timely payment to our clients from the related government authorities.
- Cost reduction/ cost minimization

OUR OPPORTUNITIES

- Directly related to Infrastructure projects which are under Govt's priority agenda.
- Endless opportunities for expansion of Bitumen & Bituminous Products as road construction within the ambit of infrastructural growth.
- Huge deficit in bitumen indigenous supply and demand leaving tremendous scope for imports
- Import of Bitumen under favorable EXIM Policy of Govt of India provides ready road construction projects
- Huge deficit in power demand and power supply leaving tremendous scope for expansion of Wind Power Mills
- Backward integration in Bitumen production and energy generation would minimize dependency on oil companies

OUR THREATS

There are no major business / industry threats before us as ours is a well diversified and fundamentally strong Company with clear vision for future growth and prosperity and is under priority infrastructure sector. Further, with regard to factors which are beyond the control of the Company viz impact due to fluctuations in the economy caused by changes in global and domestic economies, changes in local market conditions, competition in the industry, government policies and regulations, fluctuations in interest rates and foreign exchange rates and other social factors are common to all sectors and your company is no exception. Your Company ensures all safeguards to combat any such eventuality.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place an adequate system of internal controls, with documented procedures covering all corporate functions. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

MANPOWER

Your Company is committed to attract, develop and retain high quality talent. We promote culture of higher commitment and entrepreneurial approach across all over management positions to foster organization's growth. During the year under report, your company maintained harmonious and cordial industrial relations with its staff and employees.

PROTECTION OF WOMEN AT WORK PLACE

The Company has formulated a policy on 'Protection of Women's Rights at Workplace' as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. This has been widely disseminated.

There were no cases of sexual harassment received by the Company in 2017-18.

SAFETY, HEALTH AND DEVELOPMENT

In order to sustain human capital and social development, the Company actively pursue Safety, Health and Environmental issue in a continuous manner.

MANAGEMENT INFORMATION SYSTEMS

Our management information system continues to play a vital role in sustaining the competitive position in the market and supporting in the growth of our Company.

ANNEXURE VI

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	----As per Annexure-A enclosed *----
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

* (please refer to annexure A attached herewith)

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	----As per Annexure-A enclosed *----
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction	
	including the value, if any	
	Date of approval by the Board	
	Amount paid as advances, if any	

Annexure-A
Forming part of Form AOC-2 above
RELATED PARTY TRANSACTIONS

₹ in Lacs

NAME	NATURE OF RELATION	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	F.Y. 2017-18
Shri Jaiprakash Agarwal	Managing Director	Three Years w.e.f. 01.04.2016	Remuneration	33.00
Shri Ramchandra Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2016	Remuneration	28.80
Shri Lalit Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2016	Remuneration	28.80
Shri Lalit Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2016	Rent	9.00
Shri Jaiprakash Agarwal	Managing Director	Three Years w.e.f. 01.04.2016	Rent	7.32
Shri Rakesh Bhalla	V.P. – Legal & Company Secretary	Year to Year Basis	Remuneration	12.67
Shri Vipin Agarwal	Chief Financial Officer	Year to Year Basis	Remuneration	14.40
Shri. Nilesh Agarwal	Relatives of KMP	Year to Year Basis	Salary	12.00
Shri Mukul Agarwal	Relatives of KMP	Year to Year Basis	Salary	6.00
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Transportation paid	472.67
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Transportation Recd	21.72
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Labour charges Recd	7.50
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Spare Parts & Oil	8.90
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Transportation paid	456.79
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Transportation Recd	156.07
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Labour charges Recd	13.54
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Spare Parts & Oil	10.73
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Transportation paid	280.30
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Transportation Recd	458.43
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Labour charges Recd	3.08
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Spare Parts & Oil	7.22
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	HSD/OIL	449.44
Bituminex Cochin Pvt Ltd	100% Subsidiary	No fixed duration	Sale of Material to Subsidiary	75.60
Bituminex Cochin Pvt Ltd	100% Subsidiary	No fixed duration	Loan Given & Outstanding	121.00

MANAGING DIRECTOR / CFO CERTIFICATE

To,
The Board of Directors
Agarwal Industrial Corporation Ltd

1. We have reviewed financial statements and the cash flow statement of Agarwal Industrial Corporation Ltd for the year ended march 31, 2018 and to the best of our knowledge and belief:
   i. These statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading;
   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such controls.
4. We have indicated to the Auditors and the Audit Committee
   i. that there are no significant changes in internal control over financial reporting during the year;
   ii. that there are no significant changes in accounting policies during the year; and
   iii. that there are no instances of significant fraud of which we have become aware.

(Vipin Agarwal)
Chief Financial Officer

(Jaiprakash Agarwal)
Managing Director

Place: Mumbai
Date: August 30, 2018

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Agarwal Industrial Corporation Ltd

We have examined the compliance of the conditions of Corporate Governance by Agarwal Industrial Corporation Ltd. for the financial year ended March 31, 2018, as stipulated in Regulation 34 & Schedule V of SEBI LODR Regulations, 2015.

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

In my opinion and to the best of my information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above mentioned in the Regulations.

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

FOR LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(FRN.No. 120241W)

Sd/-
(Ajay Singhal)
Partner
M. No. 104451

Place: Mumbai
Date: August 30, 2018

ANNEXURE VII

ANNUAL REPORT ON CSR ACTIVITIES

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

   The Corporate Social Responsibility (CSR) activities of the Company are continued to be guided by the Vedik Mantra

   "Sarve Bhavantu Sukhna, Sarve Santu Nirmaya" meaning "ALL SHOULD BE BLESSED AND HAPPY". The vision and philosophy of CSR Policy embodies the concept of Trusteeship and common good, and lays the foundation for ethical, value based and transparent functioning. This philanthropic approach has taken the Company to higher levels of success and respect. The Company believes that the true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

   The CSR Policy broadly outlines the Company's responsibility as a corporate citizen and lays down the parameters, guidelines and mechanism for undertaking activities for welfare & sustainable development of the community at large for common good. The vital elements of CSR is the continuing commitment by business to ethical principles, protection of human rights, care for the environment while improving the quality of life of all the stakeholders including the local community and society at large.

   The Company would carry out its CSR activities with the objectives of overall National and Community Development. At the same time the Company would give preference to the local areas around the locations where it operates in India like Jodhpur, Mumbai, Baroda, Jodhpur, Belgaum, Hyderabad, Jaisalmer, Dhulia and Karwar etc. The Company will undertake CSR activities to do overall good to the community with special emphasis on activities for the benefit of the poor and needy sections of the society. In particular the Company will undertake CSR activities as specified in Schedule VII to the Companies Act, 2013 but initially focus is to the following:

   i. Eradicating hunger poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.

   ii. Promoting education, including special education and employment enhancing vocational skills especially among children, women elderly and the differently abled and livelihood enhancement projects.

   iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

   iv. For Company's CSR policy, including overview of projects or programs proposed to be undertaken, please refer to the web-link http://www.aicltd.in/documents/AICL-CSR-POLICY.pdf

2. The Composition of the CSR Committee:

   The Company has constituted a CSR Committee of the Board consisting of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Jaswant D. Sharma, an Independent Director.

3. Average net profit of the Company for last three financial years: ₹ 1071.68 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 21.43 Lakhs to be spent in the F. Y. 2018-19.

5. Details of CSR spent during the financial year 2017-18:

   a. Total amount to be spent for the financial year: ₹ 21.40 Lakhs

   b. Amount unspent: Nil

   c. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity indentified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs Overheads:**	**Cumulative expenditure up to the reporting period**	**Amount spent: Direct or through implementing agency**
1	Eradication of hunger (Mid day meal to school children)	Education/School	Jodhpur	1,00,000	22,000	NIL	The Akshaya Patra Foundation
2	Distribution of School Bags to Children	Education	Jodhpur	10,00,000	9,73,950	NIL	Trade India & Rahul Enterprises
3	Running old age home and orphanage	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, Running old age home and orphanage etc	Jodhpur	2,00,000	5,02,100	NIL	Navjeevan Santhan
4	Jodhpur Network of Positive People	Promoting Preventive health care	Jodhpur	1,31,000	2,00,000	NIL	Jodhpur Network of Positive People
5	Sudarshan Seva Sansthan	Promoting Preventive health care	Jodhpur	1,00,000	1,61,000	NIL	Sudarshan Seva Sansthan
6	Food Distribution	Malnutrition & Food	Taloja	1,00,000	2,81,875	NIL	Shri Siddhivinayak Sweet Mart, Sai Nath Wadapav Centre, Sai Decorators
TOTAL				**16,31,000**	**21,40,925**		

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

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

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

Jaiprakash Agarwal
Managing Director and Chairman of CSR Committee

Date: Mumbai
Place: August 30, 2018

Results of Operations for the year ended March 31, 2018

Consolidated Financial Results

The following table sets forth financial information of the Company for the year ended March 31, 2018

Particulars	**2017-18**	**2016-17**
	₹ in Lakhs	**₹ in Lakhs**
Total Revenue	**41512.68**	**29882.69**
Profit before Depreciation, Finance Costs and Tax	3121.82	2663.09
Less: Depreciation	831.79	578.27
Less: Finance Costs	824.72	664.13
Profit before Tax & Exceptional Item	**1465.31**	**1420.69**
Less: Exceptional Items	Nil	Nil
Profit/(Loss) before Tax	**1465.31**	**1420.69**
Less: Tax Expense	437.62	524.50
Profit/ (Loss) for the year	1027.68	896.18
Other Comprehensive Income - Loss	0.28	1.98
Total Comprehensive Income for the year	**1027.40**	**894.21**
Out of Total Comprehensive Income above		
(a) Profit for the year attributable to:		
(i) Owners of the parent	1,027.69	896.18
(ii) Non-controlling interests	-	-
(b) Other comprehensive income - Loss attributable to:		
(i) Owners of the parent	0.28	1.98
(ii) Non-controlling interests	-	-
(c) Total comprehensive income attributable to:		
(i) Owners of the parent	1,027.40	894.21
(ii) Non-controlling interests	-	-

STANDALONE FINANCIAL STATEMENTS
(FOR FINANCIAL YEAR ENDED MARCH 31, 2018)

INDEPENDENT AUDITOR'S REPORT

To The Members of **Agarwal Industrial Corporation Limited**

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying Standalone Ind AS financial statements of **Agarwal Industrial Corporation Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

3. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the 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.

Auditor's Responsibility

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

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

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

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

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

Opinion

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

Report on other Legal and Regulatory Requirements

10. 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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

11. As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Change in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the 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 as on 31st March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

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

i) The Company has disclosed the impact of pending litigations on its financial position in note no. 33 of its standalone Ind AS financial statements;

ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No. 120241W)

Ajay Singhal
(Partner)
M. No. 104451

Place: Mumbai
Dated: 30th May 2018

Annexure A to Independent Auditor's Report

Referred to as 'Annexure A' in paragraph 10 of the Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the standalone Ind AS financial statements for the year ended on 31st March, 2018, we report that:

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

(b) The fixed assets have been physically verified by the management during the year under a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and the explanation given to us and the records examined by us, we report that the title deeds of immovable properties are held in the name of the Company as at the Balance Sheet date.

(ii) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) The Company has granted interest free unsecured loan to one body corporate being wholly owned subsidiary covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(a) In respect of aforesaid loan granted, the terms and condition under which such loans are granted are not prejudicial to the interest of the company.

(b) In respect of aforesaid interest free long term loan granted to wholly owned subsidiary by the company, there is no schedule of repayment of principle.

(c) There are no overdue amounts for more than ninety days or more in respect of the loan granted to the body corporate listed in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) In our opinion and according to the information given to us, the company has not accepted deposits and hence, compliance with the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under with regard to the deposits accepted is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing with appropriate authorities applicable undisputed statutory dues including employee state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess.

(b) According to the information and explanation given to us, no undisputed amounts payable in respect of employee state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax or cess were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

(c) According to the information and explanation given to us, details of employee state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax or cess which have not been deposited as on 31st March, 2018 on account of any dispute are as given below:

Name of Statute	Nature of the dues	Unpaid disputed Amount (in Lacs)	Period for which the amount relates	Forum where dispute is pending
The Karnataka Tax on Entry of Goods Act, 1979	Tax on Entry of Goods	39.75	April 2011 to March 2012	The Tribunal has decided the Appeal partially in favor of Company. Final demand notice is not yet received from assessing officer.
The Karnataka Value Added Tax, 2003	Sales Tax Demand	0.97	April 2011 to March 2012	
The Karnataka Tax on Entry of Goods Act, 1979	Tax on Entry of Goods Demand	15.49	April 2012 to March 2016	JCCT Appeal
Custom Act	Penalty under the Custom Act	6.48	April 2013 to March 2014	CESAT Appellate Tribunal
The Income Tax Act, 1961	Income Tax Demand	20.25	A.Y. 2003-04	Rectification pending before Assessing Officer
The Income Tax Act, 1961	Income Tax Demand	17.50	A.Y. 2004-05	Rectification pending before Assessing Officer
The Income Tax Act, 1961	Assessment Dues	4.97	A.Y. 2008-09	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Assessment Dues	23.61	A.Y. 2009-10	--do--
The Income Tax Act, 1961	Assessment Dues	24.89	A.Y. 2010-11	--do--
The Income Tax Act, 1961	Assessment Dues	37.56	A.Y. 2011-12	--do--
The Income Tax Act, 1961	Assessment Dues	35.43	A.Y. 2013-14	--do--
The Income Tax Act, 1961	Assessment Dues	22.39	A.Y. 2014-15	--do--
The Income Tax Act, 1961	Income Tax Demand	147.19	A.Y. 2016-17	Rectification pending before Assessing Officer
Central Excise Act	Excise Duty Demand	6.78	April 2007 to March 2011	CESAT Appellate Tribunal
--do--	--do--	3.02	April 2011 to March 2015	--do--
--do--	Penalty under Central Excise	1.63	April 2011 to March 2015	--do--
Service Tax	Service Tax Demand	12.92	April 2010 to March 2015	Commissioner of Service tax (Appeal)
Local Body Tax	LBT Demand	11.29	Jan to March 2017	In response to Writ Petition filed, the Hon. High Court have stayed the Demand.

(viii) In our opinion and according to the information and explanation given to us, the company has not defaulted in the repayment of loans or borrowings to banks or financial institutions. The Company does not have any borrowings from government and has not issued any debentures.

(ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year; hence clause 3(ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

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

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company; hence clause 3(xii) of the Companies (Auditors' Report) Order, 2016 is 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 the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements in note no 41 as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosure specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

(xiv) The Company has, during the year made preferential allotment of equity shares by conversion of warrants issued during the previous year and current year, after complying with the requirements of section 42 of the Companies Act, 2013 and the amount raised have been used for the purpose for which the funds were raised.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with the directors or the persons connected to its directors; hence clause 3(xv) of the Companies (Auditors' Report) Order, 2016 is not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No. 120241W)

Ajay Singhal
(Partner)
M. No. 104451

Place: Mumbai
Dated: 30th May 2018

Annexure B to Independent Auditor's Report

Referred to as 'Annexure B' in paragraph 11(f) of the Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the standalone Ind AS financial statements for the year ended on 31st March, 2018.

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

1. We have audited the internal financial controls over financial reporting of **Agarwal Industrial Corporation Limited** ("the Company") as on 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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 over financial reporting. Those Standards and the Guidance Note require that we comply with the 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.
4. 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.
5. 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

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. 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

8. In our opinion, to the best of our information and according to the explanations given to us, 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 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No. 120241W)

Ajay Singhal
(Partner)
M. No. 104451

Place: Mumbai
Dated: 30th May 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I. ASSETS				
1. Non - Current Assets				
Property, Plant and Equipment	2	5,905.73	4,146.70	3,667.91
Capital Work-in-Progress		40.69	807.50	9.57
Financial assets				
(a) Investments	3	353.55	353.55	353.55
(b) Other Financial Assets	4	92.10	82.73	53.49
		6,392.07	**5,390.47**	**4,084.52**
2. Current Assets				
Inventories	5	3,632.35	1,706.06	718.00
Financial assets				
(a) Investments	6	859.00	637.40	310.02
(b) Trade Receivable	7	11,267.83	10,487.19	7,634.73
(c) Cash & Cash Equivalents	8	277.37	460.89	1,001.25
(d) Bank Balances Other than (c) above	9	138.83	93.17	77.84
(e) Loans	10	11.55	5.93	14.43
(f) Other Financial Assets	11	26.76	20.06	15.07
Current Tax Assets (net)	12	148.99	-	27.03
Other Current Assets	13	995.52	1,283.18	761.87
		17,358.20	**14,693.88**	**10,560.24**
TOTAL		**23,750.27**	**20,084.36**	**14,644.76**
II. EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital	14(A)	1,025.87	1,015.87	799.87
(b) Other Equity	14(B)	11,129.23	10,043.95	6,573.20
		12,155.11	**11,059.83**	**7,373.07**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings	15	1,305.29	832.00	694.52
Provisions	16	21.65	12.04	11.93
Deferred Tax Liability (Net)	31	373.59	270.03	180.61
		1,700.53	**1,114.07**	**887.06**
3. Current Liabilities				
Financial liabilities				
(a) Borrowing	17	7,102.53	5,790.20	5,329.66
(b) Trade Payables	18	1,364.22	221.99	157.19
(c) Other Current financial liabilities	19	1,329.30	1,082.85	545.98
Other current liabilities	20	93.08	729.65	350.48
Short Term Provisions	21	5.51	8.69	1.33
Current Tax Liabilities (net)	22	-	77.06	-
		9,894.63	**7,910.45**	**6,384.63**
TOTAL		**23,750.27**	**20,084.36**	**14,644.76**
Significant Accounting Policies	1			
The accompanying notes are integral part of these financial statements				

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451
Place : Mumbai
Date : 30th May 2018

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018 (₹ in lakhs)

	Particulars	Note No.	For the year ended 31st March 2018	For the year ended 31st March 2017
I	Revenue from Operations	23	41,157.36	29,456.20
II	Other Income	24	101.01	115.49
III	**Total Revenue (I + II)**		**41,258.37**	**29,571.69**
IV	**Expenses**			
	Cost of Material Consumed	25	6,363.20	10,759.57
	Excise Duty		14.79	56.58
	Purchase of Stock in Trade		27,030.49	11,614.29
	Change in inventories of Finished goods and Semi finished goods	26	(1,953.40)	(1,196.44)
	Manufacturing, operating and Other Direct Expenses	27	5,747.54	4,810.84
	Employee Benefits Expenses	28	476.20	410.11
	Finance Cost	29	821.34	662.78
	Depreciation and Amortization Expense	2	827.43	572.91
	Other Expenses	30	475.17	471.06
	Total Expenses		**39,802.75**	**28,161.69**
V	**Profit / (Loss) before Exceptional and Extraordinary** Items and Tax (III-IV)		**1,455.62**	**1,410.00**
VI	Exceptional Items / Extraordinary Items		-	-
VII	**Profit / (Loss) Before Tax (V-VI)**		**1,455.62**	**1,410.00**
VIII	**Tax Expense:**	31		
	(a) Current Tax		331.75	423.00
	(b) Deferred Tax (Asset) / Liability		103.65	90.44
	(c) Short Provision for Tax for earlier years		-	7.51
			435.40	**520.94**
	TOTAL OPERATIONS			
IX	**Profit / (Loss) for the Year (VII - VIII)**		1,020.22	889.06
X	**OTHER COMPREHENSIVE INCOME - LOSS**			
	A. (i) Items that will not be reclassified to profit & loss Remeasurements of post-employment benefit obligations		0.38	2.99
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss		(0.10)	(1.02)
XI	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX-X)**		**1,019.93**	**887.08**
	Earnings Per Equity Share of ₹10/- each :			
	Weighted average no. of shares (Basic & Diluted)		1,01,77,103	84,30,747
	(1) Basic Earning Per Share (₹)		10.02	10.55
	(2) Diluted Earning Per Share (₹)		10.02	10.55
	Significant Accounting Policies	1		
	The accompanying notes are integral part of these financial statements			

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451
Place : Mumbai
Date : 30th May 2018

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(₹ in lakhs)

	Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before tax	1,455.62	1,410.00
	Adjustments for		
	Depreciation	827.43	572.91
	Interest & Finance Charges	821.34	662.78
	Interest Received	(9.69)	(17.02)
	Dividend received	(4.17)	(1.52)
	Loss / (Profit) on sale of Mutual Funds	(18.03)	(23.97)
	Loss / (Profit) on sale of fixed assets	(16.19)	(2.13)
	Expected credit loss allowance	(1.00)	13.10
	Fair valuation impact on Financial Assets	(23.92)	(1.61)
	Operating Profit Before Working Capital Adjustments	**3,031.38**	**2,612.55**
	Changes in Working Capital		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(1,926.29)	(988.06)
	Trade receivables	(779.64)	(2,865.56)
	Other financial assets (Current & Non-Current)	(63.77)	(37.80)
	Other assets (Current & Non-Current)	287.66	(521.31)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	1,142.22	64.81
	Other financial liabilities (Current & Non-Current)	246.45	536.88
	Other liabilities (Current & Non-Current)	(630.52)	383.65
	Cash generated from operations	**1,307.48**	**(814.85)**
	Direct Tax Paid (Refund) [Net]	(557.80)	(326.42)
	Net cash flow from / (used in) operating activities (A)	**749.69**	**(1,141.27)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure on fixed assets	(1,955.47)	(1,850.99)
	Proceeds from sale of fixed assets	152.00	3.50
	Dividend Received	4.17	1.52
	Sale of Mutual Fund-Current Investment	1,034.09	420.01
	Interest Received	9.69	17.02
	Purchase of Mutual Fund-Current Investment	(1,217.31)	(725.06)
	Net cash flow from / (used in) investing activities (B)	**(1,972.83)**	**(2,134.01)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Interest & Finance Charges	(820.08)	(662.78)
	Money received against share warrents	258.75	2,899.20
	Net Increase / (Decrease) in Working Capital Borrowing	1,312.32	460.54
	Proceeds from Long Term Borrowings (Net)	472.03	137.49
	Dividend Paid	(152.38)	(82.69)
	Dividend Tax Paid	(31.02)	(16.83)
	Net cash flow from / (used in) financing activities (C)	**1,039.62**	**2,734.92**
	Net increase (decrease) in cash and cash equivalents (A+B+C)	(183.52)	(540.36)
	Cash and cash equivalents at the beginning of the year	460.89	1,001.25
	Cash and cash equivalents at the end of the year	**277.37**	**460.89**

NOTES:

(1) Net Debt Reconciliations

	As at March 31, 2017	Cash Flows	Other - Borrowing Cost	As at March 31, 2018
Borrowings (Non-Current)	5,790.20	1,312.32	-	7,102.53
Borrowings (Current)	832.00	472.03	1.26	1,305.29
Total	**6,622.21**	**1,784.35**	**1.26**	**8,407.81**

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451
Place : Mumbai
Date : 30th May 2018

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018

(A) Equity Share Capital

(₹ in lakhs)

	Amount
Balance as at April 01, 2016	**799.87**
Changes in share capital during the year	216.00
Balance as at March 31, 2017	**1,015.87**
Changes in share capital during the year	10.00
Balance as at March 31, 2018	**1,025.87**

(B) Other Equity

(₹ in lakhs)

	Securities premium reserve	Surplus in Statement of profit & loss	Other Comprehensive income	Share Forfeiture	Share Warrants	Total
Balance as at April 01, 2016	2,171.68	3,951.44	-	82.12	367.95	**6,573.20**
Issue of Share warrants during the year	-	-	-	-	2,899.20	2,899.20
Conversion of warrants into Equity	-	-	-	-	(2,835.90)	(2,835.90)
On conversion of warrants during the year	2,619.90	-	-	-	-	2,619.90
Profit for the year	-	889.06	-	-	-	889.06
Other comprehensive income for the year	-	-	(1.98)	-	-	(1.98)
Dividend paid during the year	-	(82.69)	-	-	-	(82.69)
Tax on Dividends	-	(16.83)	-	-	-	(16.83)
Balance as at March 31, 2017	**4,791.58**	**4,740.98**	**(1.98)**	**82.12**	**431.25**	**10,043.95**
Issue of Share warrants during the year	-	-	-	-	258.75	258.75
Conversion of warrants into Equity	-	-	-	-	(345.00)	(345.00)
On conversion of warrants during the year	335.00	-	-	-	-	335.00
Profit for the year	-	1,020.22	-	-	-	1,020.22
Other comprehensive income for the year	-	-	(0.28)	-	-	(0.28)
Dividend paid during the year	-	(152.38)	-	-	-	(152.38)
Tax on Dividends	-	(31.02)	-	-	-	(31.02)
Balance as at March 31, 2018	**5,126.58**	**5,577.79**	**(2.26)**	**82.12**	**345.00**	**11,129.23**

The accompanying notes are an integral part of these financial statements

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451
Place : Mumbai
Date : 30th May 2018

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Notes to the financial statements for the year ended 31st March, 2018

1 (A). CORPORATE INFORMATION:

The Company, Agarwal Industrial Corporation Ltd was originally incorporated with the name, Bombay Baroda Roadways (India) Limited in the year 1995 as a public limited company under the provisions of the Companies Act, 1956. Subsequently, in the year 2008, the name of company was changed from Bombay Baroda Roadways (India) Limited to Agarwal Industrial Corporation Ltd. The equity shares of the company are listed on the NSE and BSE. The Company is principally engaged in the business activities of manufacturing and trading of Petrochemicals (Bitumen and Bituminous Products), Logistics of Bitumen and Liquefied Petroleum Gas (LPG) and energy generation through Wind Mills.

1 (B). SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

These financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

Refer Note 42 for the details of significant first-time adoption exemptions availed by the Company and an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, performance and cash flows.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 7 below)
(ii) Defined benefit employee plan (Refer note no. 13 below)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Note no. - 13
(b) Estimation of current tax expenses and payable - Refer note no. - 14

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Depreciation and Amortization:

(a) Property plant and equipment (PPE)
Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets
The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively on the basis of revised estimates.

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013 .

7. Financial Instruments:

Financial assets - Initial recognition:
Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:
Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

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

(i) Measured at amortised cost:
Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):
Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

(iii) Measured at fair value through profit or loss (FVTPL):
Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:
On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment
The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVTOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward

looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

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

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

Financial Liabilities
Initial Recognition and measurement
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement
Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings
After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method.

Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts
Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

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

Derivative financial instruments
The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement

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

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability"

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

9. Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First-in-First-Out (FIFO) basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

10. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11. Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12. Revenue Recognition:

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of Goods
Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably.

Rendering of Services
Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed/rendered.

Interest
Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend
Dividend Income is recognized when right to receive the same is established.

13. Employee Benefits:

The Company has provides following post-employment plans:

(a) Defined benefit plans such a gratuity and
(b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

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

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

(a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

(b) Net interest expense or income

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

Re-measurement comprising of actuarial gains and losses arising from

(a) Re-measurement of Actuarial (gains)/losses\
(b) Return on plan assets, excluding amount recognized in effect of asset ceiling
(c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

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

14. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income 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 income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period."

15. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Earnings Per Share:

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

17. Leases:

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

18. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

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

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to the financial statements for the year ended 31st March, 2018

Note 2 : (a) Property, Plant & Equipment

(₹ In Lakhs)

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Workshop	Plant & Machinery	Laboratory Equipment	Wind Mill	Total
Balance as at April 01, 2016															
Gross carrying amount															
Deemed cost as at April 01, 2016 (refer (b) below)	139.21	4.59	1,643.56	55.77	5.23	15.09	47.71	2.05	255.72	197.29	25.47	560.78	4.42	711.03	**3,667.91**
Additions	-	-	1,047.35	0.57	1.85	2.00	-	-	-	0.97	-	0.32	-	-	**1,053.06**
Disposals	-	-	(1.37)	-	-	-	-	-	-	-	-	-	-	-	**(1.37)**
Balance as at March 31, 2017	**139.21**	**4.59**	**2,689.54**	**56.34**	**7.08**	**17.09**	**47.71**	**2.05**	**255.72**	**198.26**	**25.47**	**561.10**	**4.42**	**711.03**	**4,719.61**
Additions	-	-	1,356.23	-	1.36	3.54	37.37	1.60	57.19	100.22	-	1,164.77	-	-	**2,722.27**
Disposals	-	-	(139.50)	-	-	-	-	-	-	(3.56)	-	-	-	-	**(143.06)**
Balance as at March 31, 2018	**139.21**	**4.59**	**3,906.28**	**56.34**	**8.44**	**20.63**	**85.08**	**3.65**	**312.91**	**294.92**	**25.47**	**1,725.87**	**4.42**	**711.03**	**7,298.82**
Accumulated depreciation															
Balance as at April 01, 2016	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
Depreciation charge for the year	-	-	414.55	7.57	3.19	5.29	6.14	0.85	8.09	26.72	1.08	51.92	0.76	46.74	**572.91**
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
Accumulated depreciation as at March 31, 2017	**-**	**-**	**414.55**	**7.57**	**3.19**	**5.29**	**6.14**	**0.85**	**8.09**	**26.72**	**1.08**	**51.92**	**0.76**	**46.74**	**572.91**
Depreciation charge for the year	-	-	623.21	7.53	2.69	5.44	8.67	1.02	9.08	33.95	1.08	87.27	0.76	46.74	**827.43**
Disposals	-	-	(6.54)	-	-	-	-	-	-	(0.72)	-	-	-	-	**(7.25)**
Accumulated depreciation as at March 31, 2018	**-**	**-**	**1,031.22**	**15.10**	**5.87**	**10.73**	**14.81**	**1.87**	**17.17**	**59.95**	**2.16**	**139.19**	**1.52**	**93.48**	**1,393.08**
Net carrying amount as at April 01, 2016	**139.21**	**4.59**	**1,643.56**	**55.77**	**5.23**	**15.09**	**47.71**	**2.05**	**255.72**	**197.29**	**25.47**	**560.78**	**4.42**	**711.03**	**3,667.91**
Net carrying amount as at March 31, 2017	**139.21**	**4.59**	**2,275.00**	**48.76**	**3.90**	**11.80**	**41.57**	**1.20**	**247.63**	**171.54**	**24.39**	**509.17**	**3.66**	**664.29**	**4,146.70**
Net carrying amount as at March 31, 2018	**139.21**	**4.59**	**2,875.05**	**41.23**	**2.57**	**9.90**	**70.27**	**1.77**	**295.74**	**234.97**	**23.31**	**1,586.68**	**2.90**	**617.55**	**5,905.73**

Notes:

1. Refer note no. 34 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

2. The Company has availed the deemed cost exemption in relation to the property, plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

(b) Deemed Cost as at April 01, 2016

(₹ In Lakhs)

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Workshop	Plant & Machinery	Laboratory Equipment	Wind Mill	Total
Gross Block as on April 01, 2016	130.84	12.96	4,317.88	76.87	26.49	37.13	58.54	4.33	283.30	295.53	30.59	772.88	7.42	1,475.91	7,530.66
Accumalated depreciation till April 01, 2016	-	-	(2,674.32)	(21.10)	(21.26)	(22.03)	(10.83)	(2.29)	(27.58)	(98.24)	(5.12)	(212.10)	(3.00)	(764.88)	(3,862.75)
Deemed Cost as at April 01, 2016	**130.84**	**12.96**	**1,643.56**	**55.77**	**5.23**	**15.09**	**47.71**	**2.05**	**255.72**	**197.29**	**25.47**	**560.78**	**4.42**	**711.03**	**3,667.91**

(c) Capital work in progress

(₹ In Lakhs)

Particulars	**As at 31st March, 2018**	**As at 31st March, 2017**	**As at 1st April, 2016**
Building	9.42	9.42	9.57
Bulk Liquid Storage Terminal	31.27	798.07	-
Total	**40.69**	**807.50**	**9.57**

Notes to the financial statements for the year ended 31st March, 2018

Note 3 : Non-Current Investments (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade - Unquoted			
Investment in Equity Shares - At Cost			
6200 (as at March 31, 2017 and April 01, 2016 - 6200) Equity shares of wholly owned subsidiary, M/s Bituminex Cochin Pvt Ltd of Rs. 100/- each, fully paid up	232.50	232.50	232.50
Deemed equity investments			
Loan to Wholly Owned Subsidiary - M/s Bituminex Cochin Private Limited	121.00	121.00	121.00
Investment in Government Securities - At Cost			
National Saving Certificate (lying with government authority)	0.05	0.05	0.05
TOTAL	**353.55**	**353.55**	**353.55**

Note:			
Aggregate amount of quoted investments and market value thereof	**-**	**-**	**-**
Aggregate amount of unquoted investments	**353.55**	**353.55**	**353.55**

Note 4 : Other financial assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
Security Deposit	92.10	82.73	53.49
TOTAL	**92.10**	**82.73**	**53.49**

Note 5 : Inventories (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(Valued at lower of Cost or Net Realizable Value)			
Finished Goods	3,278.04	1,293.59	50.66
Semi Finished Goods	154.80	185.85	232.34
Raw Material	169.79	219.91	426.96
Stores, Spares & Packing Material	29.73	6.71	8.04
TOTAL	**3,632.35**	**1,706.06**	**718.00**

Note 6 : Current Investments (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Investment in Mutual Fund			
Fair Value through Profit & loss Account			
Non Trade - Unquoted			
Nil (as at March 31, 2017 - 1264.927; as at April, 01 2016 - Nil) units of Reliance Liquid Fund - Treasury Plan Growth	-	50.01	-
Nil (as at March 31, 2017 - Nil; As at April 01, 2016 - 725.751) units of Reliance Money Manager Fund - Growth Plan	-	-	15.06
Nil (as at March 31, 2017- 94383.407; as at April 01, 2016 - 464725.01) units of Reliance Income Fund Growth Plan	-	50.22	222.93
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 142847.620) units of Reliance Banking & PSU Debt Fund	-	-	15.41
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 68273.367) units of Reliance Equity Saving fund	-	-	6.90
431725.782 units of Reliance Equity Saving fund	53.49	-	-
78343.39 (as at March 31, 2017 - 51566.39, as at April 1 2016 - 50697.848) units of SBI Corporate Bond Fund Regular Plan Growth	21.89	13.51	12.06
495 units of SBI Premier Liquid Fund Regular Plan Growth	13.44	-	-
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 1053.90) units of SBI Premier Liquid Fund Regular Plan Growth	-	-	25.04
242350.803 (as at March 31, 2017 - 49261.084; as at April 1, 2016 - 49261.084) units of ICICI Prudential Balanced Advantage Fund	80.24	14.90	12.62
Nil (as at March 31, 2017 - 81480.303) units of ICICI Prudential Income Plan - Growth	-	42.60	-
1348803.396 (as at March 31, 2017 - 1686909.73) units of Reliance Gilt Securities Fund	307.42	368.95	-
Nil (as at March 31, 2017 - 96347.495) units of Axis Enhanced Arbitres Fund Dividend Reinvestment Plan	-	10.10	-
Nil (as at March 31, 2017 - 7,998.799) units Axis Liquid fund - Direct Plan Daily Dividend Reinvestment	-	80.04	-
Nil (as at March 31, 2017 - 27,910.463) units of SBI Saving Fund -Regular Plan- Growth	-	7.08	-
106453.646 units of Frankline India Ultra Short Bond Fund	25.72	-	-
618454.065 units of ICICI Prudential Equity Arbitrage Fund-Dividend	92.95	-	-
82000 units of Axis Dynamic Equity fund Growth	8.49	-	-
15898.047 units of ICICI Prudential Dynamic Plan	40.12	-	-
755200.46 units of Reliance Arbitrage Advantage Fund	79.90	-	-
126176.511 units of Reliance Top 200 Fund Growth Plan	39.14	-	-
180327.773 units of Reliance Regular Saving Fund Balance Plan	96.19	-	-
TOTAL	**859.00**	**637.40**	**310.02**

Note:			
Aggregate amount of quoted investments and market value thereof	**-**	**-**	**-**
Aggregate amount of unquoted investments	**859.00**	**637.40**	**310.02**

Note 7 : Trade Receivable (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good	11,312.16	10,532.52	7,666.97
Less: Expected Credit Loss	(44.33)	(45.33)	(32.23)
TOTAL	**11,267.83**	**10,487.19**	**7,634.73**

Note 8 : Cash and Cash Equivalents (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Cash on Hand	25.72	21.81	9.30
Balance with Scheduled Banks			
- In Current Accounts	251.64	425.70	985.78
Cheques, Drafts on Hand	-	13.38	6.18
TOTAL	**277.37**	**460.89**	**1,001.25**

Note 9 : Bank balances other than cash & cash equivalents (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Balance with banks			
- In Dividend Accounts	15.11	13.63	11.53
- In Fixed Deposit Account	123.72	79.54	66.31
TOTAL	**138.83**	**93.17**	**77.84**

Note 10 : Loans (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
- Advances to Staff	11.55	5.93	14.43
TOTAL	**11.55**	**5.93**	**14.43**

Note 11 : Other Current Assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Accrued Interest on Fixed Deposit	26.76	20.06	15.07
TOTAL	**26.76**	**20.06**	**15.07**

Note 12 : Current tax assets (net) (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Advance Income Tax and Tax Deducted at Source (Net of Provision)	148.99	-	27.03
TOTAL	**148.99**	**-**	**27.03**

Note 13 : Other current assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
Other Loan and Advances			
- Advances recoverable in cash or in kind or for value to be received	612.39	299.23	101.32
- Advance to Supplier	12.08	317.59	139.69
- Prepaid Rent - Fair valuation of leased deposits	1.71	5.13	8.55
Balance with Government Authorities			
- Deposit with Custom Authority - Under Appeal	25.53	25.53	25.53
- Deposit with Sales Tax Authority - Under Appeal	62.12	62.12	33.89
- Income Tax Paid - Under Appeal	107.50	97.50	97.50
- Excise Duty Paid - Under Appeal	1.00	1.00	0.75
- Service tax Paid - Under Appeal	1.05	1.05	-
- Input Tax Credit under GST Receivable	126.45	-	-
- Excise Duty - PLA Deposit	-	0.01	0.21
- CENVAT Receivable	-	0.90	0.13
- VAT Refund Receivable-GVAT	0.14	0.14	0.14
- Amount due as refund of Additional Duty of Custom	45.55	472.99	354.15
TOTAL	**995.52**	**1,283.18**	**761.87**

Note 14(A) : Share Capital (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Authorised:			
1,30,00,000 (As at March 31, 2017 - 1,30,00,000 & As at April 01, 2016 - 8,000,000)	1,300.00	1,300.00	800.00
Equity Shares of Rs. 10/- each			
TOTAL	**1,300.00**	**1,300.00**	**800.00**
Issued, Subscribed and Paid up:			
1,02,58,747 (As at March 31, 2017 - 1,01,58,747 & As at April 01, 2016-79,98,747)	1,025.87	1,015.87	799.87
Equity Shares of Rs.10/- each with voting rights, fully paid up			
TOTAL	**1,025.87**	**1,015.87**	**799.87**

(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Number of shares at the beginning of the year	1,01,58,747	79,98,747	79,98,747
Add: Issue of Shares during the year on Conversion of warrants	1,00,000	21,60,000	-
Number of shares at the end of the year	**1,02,58,747**	**1,01,58,747**	**79,98,747**

(ii) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :	Nil	Nil	Nil

(iv) Details of shareholder holding more than 5% shares in the company :

Name of Share Holder	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Ramchandra Agarwal	5,32,525	5.19	5,32,525	5.24	4,46,525	5.58
Jaiprakash Agarwal	6,41,850	6.26	6,41,850	6.32	5,96,850	7.46
Kishan Kumar Agarwal	4,98,225	4.86	4,98,225	4.90	4,23,225	5.29
Usha Agarwal	4,58,283	4.47	4,58,283	4.51	4,08,283	5.10
Garnet International Ltd	13,83,540	13.49	11,00,000	10.83	-	-

Note 14(B) : Other Equity (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Security Premium	5,126.58	4,791.58	2,171.68
b) Surplus / (Deficit) in Statement of Profit and Loss	5,577.79	4,740.98	3,951.44
c) Other comprehensive income	(2.26)	(1.98)	-
d) Share Forfeiture	82.12	82.12	82.12
e) Share warrants	345.00	431.25	367.95
TOTAL	**11,129.23**	**10,043.95**	**6,573.20**

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) Security Premium		
Opening Balance	4,791.58	2,171.68
Add: Received during the year on conversion of warrants	335.00	2,619.90
	5,126.58	**4,791.58**
b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	4,740.98	3,951.44
Add/(Less): Profit/(Loss) for the year	1,020.22	889.06
Less: Utilisation of reserves		
- Dividend Paid	(152.38)	(82.69)
- Tax on Dividend Paid	(31.02)	(16.83)
	5,577.79	**4,740.98**
c) Other comprehensive income		
Opening Balance	(1.98)	-
Add/(Less): For the year	(0.28)	(1.98)
	(2.26)	**(1.98)**

Particulars	As at 31st March, 2018	As at 31st March, 2017
d) Share Forfeiture	82.12	82.12
e) Share warrants		
Opening Balance	431.25	367.95
Add: Warrants issued during the year	258.75	2,899.20
Less: Warrants converted during the year	(345.00)	(2,835.90)
Closing Balance	**345.00**	**431.25**
TOTAL	**11,129.23**	**10,043.95**

Note 15 : Borrowing - Non - Current (₹ in lakhs)

Particulars	Non-Current Portion			Current Portion		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured Loans						
Term Loans						
(i) From Bank	1,310.60	838.58	694.52	1,160.51	764.11	498.22
	1,310.60	**838.58**	**694.52**	**1,160.51**	**764.11**	**498.22**
Less: Uamortised borrowing cost	(5.31)	(6.57)	-	-	-	-
TOTAL	**1,305.29**	**832.00**	**694.52**	**1,160.51**	**764.11**	**498.22**

Note:

1. Above Loan consisting of Term Loan from Yes Bank Ltd and Vehicle Loan from Various Banks and Financial Institution.
2. Term Loan is securred against the Exclusive charge on the Land, Building and Plant & Machinery of the Storage Terminal Project at Dighi Port Ltd and is repayable in 60 monthly installments.
3. Vehicle finance from Banks & FI's is securred against Hypothecation of specific vehicle financed and is repayable in equated monthly installment over the tenure of the loan.

Note 16 : Long Term Provision (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Employees Benefit expenses	21.65	12.04	11.93
TOTAL	21.65	12.04	11.93

Note 17 : Short Term Borrowing (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured Loans			
(i) From Bank			
Working Capital Finance	7,102.53	5,790.20	5,329.66
(Secured against Hypothecation of Stock, Books Debts, Current Assets, movable & immovable fixed assets of the Company, immovable property of it's directors and personal gaurantee of some of the Directors)			
TOTAL	**7,102.53**	**5,790.20**	**5,329.66**

Note 18 : Trade Payables (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade Payables:			
Payable for Goods & Services	1,364.22	221.99	157.19
TOTAL	**1,364.22**	**221.99**	**157.19**

Based on the information available with the company, obtained on verbal confirmation, there are no dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as on 31st March 2018

Note 19 : Other current financial Liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current maturity of Long Term Borrowings (Refer Note No 15)	1,160.51	764.11	498.22
Payable for Expenses	92.73	68.19	22.33
Payable for Capital Goods	53.46	229.44	6.40
Unclaimed Dividend	15.10	13.62	11.53
Other Liability	7.50	7.50	7.50
TOTAL	**1,329.30**	**1,082.85**	**545.98**

Note 20 : Other Current Liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Statutory Remittances	32.39	382.90	220.95
Advances From Customer	60.69	346.76	129.52
TOTAL	**93.08**	**729.65**	**350.48**

Note 21 : Short Term Provisions (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Employee benefits	5.51	8.69	1.33
TOTAL	**5.51**	**8.69**	**1.33**

Note 22 : Current Tax Liabilities (Net) (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Taxation (Net of Taxes Paid)	-	77.06	-
TOTAL	**-**	**77.06**	**-**

Note 23 : Revenue from Operations (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Sales of goods (including excise duty)	35,249.18	24,083.57
Sale of Services		
Vehicle Freight Income	5,755.04	5,179.26
Labour & Processing Charges received	9.79	25.17
Other Operating Revenue		
Sale of Power - Wind mill	143.35	168.20
TOTAL	**41,157.36**	**29,456.20**

Note 24 : Other Income (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Foreign exchange fluctuation gain	27.65	66.61
Interest received on fixed deposits with banks	9.69	17.02
Miscellaneous Income	39.75	30.26
Gain on Fair valuation of Financial assets	23.92	1.61
TOTAL	**101.01**	**115.49**

Note 25 : Cost of Material Consumed (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Opening Stock	219.91	426.96
Add:- Purchases during the year	6,313.07	10,552.52
	6,532.98	**10,979.48**
Less: - Closing Stock	169.79	219.91
TOTAL	**6,363.20**	**10,759.57**

Note 26 : Change in inventories of Finished goods and Semi finished goods (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Opening Stock		
Inventory of Finished Goods as at the beginning of the year	1,293.59	50.66
Inventory of Semi Finished Goods as at the beginning of the year	185.85	232.35
Less : Closing Stock		
Inventory of Finished Goods as at the end of the year	3,278.04	1,293.59
Inventory of Semi Finished Goods as at the end of the year	154.80	185.85
TOTAL	**(1,953.40)**	**(1,196.44)**

Note 27 : Manufacturing, Operating and Other Direct Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Transportation Charges	456.53	433.91
Labour Charges	60.78	77.76
Repairs & Maintenance - Machinery	34.31	10.08
Electricity, Power & Fuel	45.89	25.36
Storage Terminal Rent	467.50	210.62
Heating and Fuel Charges	156.74	89.09
Other Direct Expenses	66.71	43.22
Vehicle Running & Maintainance Expenses	3,715.57	3,342.95
Freight Paid	736.48	553.18
Wind Mill Expenses	7.03	24.67
TOTAL	**5,747.54**	**4,810.84**

Note 28 : Employees Benefits Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Salaries and Wages	333.15	285.35
Directors Remuneration	90.60	90.91
Contribution towards employees welfare fund	0.67	0.86
Gratuity	6.06	4.48
Staff Welfare	45.72	28.52
TOTAL	**476.20**	**410.11**

Note 29 : Finance Cost (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest Paid to Banks	809.89	658.54
Interest Paid to Others	11.45	4.24
TOTAL	**821.34**	**662.78**

Note 30 : Other Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
(A) Administrative Expenses		
Rent, Rates & Taxes	58.88	56.73
Payment to Auditors		
- Statutory Audit fees	2.50	2.88
- Tax Audit Fees	1.00	1.15
- Certification Work	0.75	1.44
- Other Services	-	0.02
Insurance	11.30	6.45
Share Transfer Fees	1.75	2.01
Legal & Professional Charges	46.90	50.03
Bank Charges & Commission	39.11	57.97
Electricity Expenses	7.84	10.09
Listing Fees & Custodian Charges	6.30	10.77
Postage and Telephone	10.00	13.26
Security Charges	15.43	16.05
Printing & Stationery	5.84	4.87
Vehicle Expenses	10.47	6.96
Travelling & Conveyance	70.51	52.71
Expected credit loss allowance/ (reversed)	(1.00)	13.10
Repair & Maintenance - Other	4.69	14.98
Expenditure on Corporate Social Responsibility	21.51	16.31
Miscellaneous Expenses	55.30	40.92
	369.07	**378.70**
(B) Selling and Distribution Expenses		
Advertisement & Business Promotion Expenses	2.62	10.33
Commission Paid	103.48	82.03
	106.09	**92.35**
TOTAL	**475.17**	**471.06**

Note 31 : Income Tax

(a) Tax expense recognised in the Statement of profit and loss: (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Current Tax		
Current year	331.75	423.00
Short Provision for Tax for earlier years	-	7.51
Total Current Tax	**331.75**	**430.51**
Deferred Tax		
Relating to origination and reversal of temporary difference	103.65	90.44
Total deferred income tax expense/(credit)	**103.65**	**90.44**
Total income tax expense/(credit)	**435.40**	**520.94**

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Profit /(loss) before taxation	1,455.62	1,410.00
Enacted income tax rate in India	33.06%	34.61%
Tax at the enacted income tax rate	481.27	487.97
Reconciliation line items:		
Tax benefits u/s 80IA	45.07	49.67
Tax pertaining to Earlier Years	-	7.51
Others	0.80	75.14
Tax expense/ (credit)	435.40	520.94

(c) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2017:

For the year Ended March 31, 2017 (₹ in lakhs)

	As at April 01, 2016	Charge / (Credit) in Statement of profit and loss	As at March 31, 2017
Deferred tax assets/(liabilities)			
On Account of Depreciation	195.51	94.82	290.32
Due to disallowances under Income Tax	(4.30)	(2.87)	(7.17)
On account of Fair valution of Financial assets and liabilities	(10.59)	(2.53)	(13.12)
	180.61	89.42	270.03

For the year Ended March 31, 2018 (₹ in lakhs)

	As at April 01, 2017	Charge / (Credit) in Statement of profit and loss	As at March 31, 2018
Deferred tax assets/(liabilities)			
On Account of Depreciation	290.32	98.22	388.55
Due to disallowances under Income Tax	(7.17)	(1.81)	(8.98)
On account of Fair valution of Financial assets and liabilities	(13.12)	7.14	(5.98)
	270.03	103.55	373.59

32. DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

i) Gratuity: In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet (₹ in lakhs)

	Defined benefit plans		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of plan liabilities	27.17	20.73	13.26
Fair value of plan assets	-	-	-
Asset/(Liability) recognised	**27.17**	**20.73**	**13.26**

B. Movements in plan assets and plan liabilities

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2017	20.73	-
Current service cost	4.50	-
Past service cost	-	-
Interest Cost/(Income)	1.55	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	-
Actuarial (gain)/loss arising from experience adjustments	0.38	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2018	**27.17**	**-**

(₹ in lakhs)

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2016	13.26	-
Current service cost	3.42	-
Past service cost	-	-
Interest Cost/(Income)	1.06	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.74	-
Actuarial (gain)/loss arising from experience adjustments	2.25	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2017	**20.73**	**-**

C. Statement of Profit and Loss

	As at March 31, 2018	As at March 31, 2017
Employee Benefit Expenses:		
Current service cost	4.50	3.42
Interest cost/(income)	1.55	1.06
Total amount recognised in Statement of Profit & Loss	**6.06**	**4.48**
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/ (cost)	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	-	0.74
Experience gains/(losses)	0.38	2.25
Total amount recognised in Other Comprehensive Income	**0.38**	**2.99**

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at March 31, 2018	As at March 31, 2017
Financial Assumptions		
Discount rate	7.50%	7.50%
Salary Escalation Rate	5.00%	5.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: (₹ in lakhs)

	Impact on defind benefit obligation		
	Change in assumption	**Increase in assumption**	**Decrease in assumption**
Discount rate	1.00%	24.67	30.16
Salary Escalation Rate	1.00%	30.35	24.46

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2018 as follows: (₹ in lakhs)

Year ending March 31, 2018	Defined benefit obligation
2019	5.51
2020	0.42
2021	0.47
2022	0.51
2023	2.01
Thereafter	18.24

33. Contingent liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Claims against the Company not acknowledged as debts			
(i) liabilities that may arise in respect of disputed matters in relation to			
- Sales tax	1.39	2.72	2.72
- Entry tax	100.51	111.58	111.58
- Import duty	32.00	32.00	32.00
- Excise duty	12.43	12.43	7.53
- Income tax	442.79	840.56	816.68
- Service tax	13.96	13.96	-
- Local Body tax	11.29	-	-
TOTAL	**614.37**	**1,013.25**	**970.51**

Note: - The Company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

34. Commitments

The Company does not have any commitments (including capital commitments) as on the Balance sheet date. (As at March 31, 2017 and April 01, 2016 - Nil)

35. Earning Per share (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Profit after tax available for equity shareholders	1,020.22	889.06
Weighted average number of equity shares	1,01,77,103	84,30,747
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	10.02	10.55

36. Corporate Social Resposnsibility (CSR) expenditure (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Amount required to be spent as per section 135 of the Act	21.51	16.31
Amount spent during the year on		
(i) Construction/acquisition of assets	-	-
(ii) on purpose other than above	21.49	9.21

37. Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

As at March 31, 2018 (₹ in lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	859.00	353.55	1,212.55	1,212.55
Trade receivables	-	-	11,267.83	11,267.83	11,267.83
Cash and cash equivalents	-	-	277.37	277.37	277.37
Other bank balances	-	-	138.83	138.83	138.83
Loans	-	-	11.55	11.55	11.55
Other financial assets	-	-	118.86	118.86	118.86
Total	**-**	**859.00**	**12,167.99**	**13,026.99**	**13,026.99**
Financial liabilities					
Borrowings	-	-	8,407.81	8,407.81	8,407.81
Trade payables	-	-	1,364.22	1,364.22	1,364.22
Others	-	-	1,329.30	1,329.30	1,329.30
Total financial liabilities	**-**	**-**	**11,101.33**	**11,101.33**	**11,101.33**

As at March 31, 2017 (₹ in lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	637.40	353.55	990.95	990.95
Trade receivables	-	-	10,487.19	10,487.19	10,487.19
Cash and cash equivalents	-	-	460.89	460.89	460.89
Other bank balances	-	-	93.17	93.17	93.17
Loans	-	-	5.93	5.93	5.93
Other financial assets	-	-	102.78	102.78	102.78
Total	**-**	**637.40**	**11,503.52**	**12,140.92**	**12,140.92**
Financial liabilities					
Borrowings	-	-	6,622.21	6,622.21	6,622.21
Trade payables	-	-	221.99	221.99	221.99
Others	-	-	1,082.85	1,082.85	1,082.85
Total financial liabilities	-	-	7,927.05	7,927.05	7,927.05

As at April 01, 2016 (₹ In Lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	310.02	353.55	663.57	663.57
Trade receivables	-	-	7,634.73	7,634.73	7,634.73
Cash and cash equivalents	-	-	1,001.25	1,001.25	1,001.25
Other bank balances	-	-	77.84	77.84	77.84
Loans	-	-	14.43	14.43	14.43
Other financial assets	-	-	68.56	68.56	68.56
Total	**-**	**310.02**	**9,150.37**	**9,460.39**	**9,460.39**
Financial liabilities					
Borrowings	-	-	-	6,024.18	6,024.18
Trade payables	-	-	-	157.19	157.19
Others	-	-	-	545.98	545.98
Total financial liabilities	**-**	**-**	**-**	**6,727.34**	**6,727.34**

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ in lakhs)

March 31, 2018	Level 1	Level 2	Level 3
Assets at fair value - Investments	**859.00**	-	-
March 31, 2017			
Assets at fair value - Investments	**637.40**	-	-
April 01, 2016			
Assets at fair value - Investments	**310.02**	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

38. Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.

(i) Financing arrangements

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

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured working capital credit facility from Banks	1,347.47	2,559.80	1,570.34

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

(₹ in lakhs)

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at March 31, 2018				
Non-derivative liabilities				
Borrowings	8,407.81	-	7,102.53	1,305.29
Trade payables	1,364.22	-	1,364.22	-
Other financial liabilities	1,329.30	-	1,329.30	-
	11,101.33	**-**	**9,796.04**	**1,305.29**

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at March 31, 2017				
Non-derivative liabilities				
Borrowings	6,622.21	-	5,790.20	832.00
Trade payables	221.99	-	221.99	-
Other financial liabilities	1,082.85	-	1,082.85	-
	7,927.05	**-**	**7,095.05**	**832.00**

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at April 01, 2016				
Non-derivative liabilities				
Borrowings	6,024.18	-	5,329.66	694.52
Trade payables	157.19	-	157.19	-
Other financial liabilities	545.98	-	545.98	-
	6,727.34	**-**	**6,032.83**	**694.52**

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types 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 includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Unhedged Foreign currency exposure

(₹ in lakhs)

As at March 31, 2018	**Trade payables**
AED	47,12,280
INR	834.70
As at March 31, 2017	**-**
As at April 01, 2016	**-**

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company, interest rate risk exposure is only for floating rate borrowings. The Company is not significantly exposed to the interest rate risk, since the borrowings of the Company are on Fixed interest rate basis.

(iii) Commodity risk

Commodity price risk arises due to fluctuation in prices of crude oil. Volatility in Crude Oil prices, Currency fluctuation of Rupee vis-à-vis other prominent currencies coupled with demand–supply scenario in the world market affect the effective price and availability. The Company manages this risk by widening its source base, appropriate contrats and commitments and well planned procurement.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

(₹ in lakhs)

Exposure to the Credit risks	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)	130.41	108.71	82.99

(₹ in lakhs)

Exposure to the Credit risks	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)			
- Trade Receivables	11,267.83	10,487.19	7,634.73

Trade and other receivables

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk, the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

(i) Actual or expected significant adverse changes in business.
(ii) Actual or expected significant changes in the operating results of the counterparty.
(iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations.
(iv) Significant increase in credit risk on other financial instruments of same counterparty.

Ageing of the accounts receivables

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0-90 days	6,479.84	5,565.50	3,958.84
90-180 days	798.69	1,160.67	913.47
>180 days	4,033.63	3,806.36	2,794.65
	11,312.16	**10,532.52**	**7,666.96**

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2018 and March 31, 2017.

39. (a) Financial risk factors

Capital risk management

The Company's objectives when managing capital are to :

(i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Total equity	12,155.11	11,059.83	7,373.07
Net debt (Total borrowings less cash and cash equivalents)	7,991.62	6,068.14	4,945.09
Total capital (Borrowings and Equity)	20,146.72	17,127.97	12,318.16
Gearing ratio	**39.67%**	**35.43%**	**40.14%**

(b) Dividends

The Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Company dividend policy.

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017
Final Dividend paid		
Final dividend for the year ended March 31, 2017 of ₹ 1.50 Per fully paid up share (March 31, 2016 - ₹ 1.50) [Including dividend distribution tax of ₹ 31.02 lacs (as at 31-March 2017 - ₹ 16.83 lacs]	183.40	99.52
Dividends not recognised at the end of reporting period		
Since year end, the directors have recommended the payment of a final dividend of ₹ 1.50 per fully paid up equity share (March 31, 2017 - ₹ 1.50 per fully paid up equity shares) [Including dividend distribution tax of ₹ 31.32 lacs (as at 31-March 2017 - ₹ 31.02 lacs]	184.71	183.40

40. Segment Reporting

The Company's Board of Directors consisting of Managing Director together with the Chief Financial Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators . The Company is primarily engaged in the business of manufacturing of petrochemical prodcuts (Bitumen & Bituminous products), Logistic business -Bitumen and LPG and Sale of Power - Wind mill. The Company has accordingly identified these 3 activities as Operating segments in accordance with requirements of Ind AS 108 on 'Operating segments'.

Operating segments

(a) Petrochemical business - Bitumen products
(b) Transportation - Bitumen and LPG
(c) Sale of power - Wind mill

(₹ in lakhs)

	For the year ended 31st March 2018	For the year ended 31st March 2017
Segment Revenue		
a) Transportation	5,815.32	5,250.87
b) Windmill	143.35	168.20
c) Petrochemicals (Bituminous & Allied Products)	35,257.16	24,128.76
d) Other (Unallocable)	42.54	23.85
Total	**41,258.37**	**29,571.69**
Less Intersegment Revenue	-	-
Net Sales/Income From Operations	**41,258.37**	**29,571.69**
Segment Result Profit/(Loss) before tax and interest from Each Segment		
a) Transportation	354.81	590.78
b) Windmill	89.58	96.79
c) Petrochemicals (Bituminous & Allied Products)	1,789.64	1,358.36
Total	**2,234.03**	**2,045.94**
Less: i) Interest	821.34	662.78
ii) Other Un-allocable Expenditure net off	-	-
iii) Un-allocable Income	(42.92)	(26.85)
Total Profit Before Tax	**1,455.62**	**1,410.00**

Segment Assets & Liabilities

₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Segment Assets			
a) Transportation	4,339.38	3,379.87	2,619.18
b) Windmill	693.43	695.94	711.03
c) Petrochemicals (Bituminous & Allied Products)	17,355.98	15,017.64	10,651.03
d) Others	1,361.49	990.90	663.52
Total Assets	**23,750.27**	**20,084.36**	**14,644.76**
Segment Liabilities			
a) Transportation	2,180.12	1,664.88	1,109.60
b) Windmill	8.26	10.53	8.37
c) Petrochemicals (Bituminous & Allied Products)	8,990.92	6,957.15	5,940.82
d) Others (Including Shareholders Funds)	12,570.96	11,451.80	7,585.97
Total Liability	**23,750.27**	**20,084.36**	**14,644.76**

41. Related Party Disclosure under Ind AS 24

Name and description of related parties

(a) Subsidairy - Bituminex Cochin Pvt Ltd

(b) Key Managerial Personnel (KMP)
Mr. Jaiprakash Agarwal, Director
Mr. Lalit Agarwal, Director
Mr. Ramchandra Agarwal, Director
Mr. Vipin Agarwal, CFO
Mr. Rakesh Bhalla, CS

(c) Relatives of KMP
Mrs. Pooja Vipin Agarwal
Mr. Nilesh Agarwal
Mr. Mukul Agarwal

(d) Concerns in which KMP are interested
ANZ Transporters
Agarwal Gas Carriers
Agarwal Translink P Ltd

Transaction with the related parties during the year (₹ in lakhs)

Name of Party	For the year ended 31st March 2018	For the year ended 31st March 2017
Key Managerial Personnel (KMP)		
- Directors remunerations	90.60	85.50
- Salary	27.08	23.34
- Rent paid	16.32	11.15
Relatives of KMP		
- Salary	18.00	15.60
Subsidiary		
- Sale of Material	75.60	-
Concerns in which KMP are interested		
- Subcontract Payments	909.77	747.91
- Subcontract receipts	836.23	534.57
- Labout charges received	24.11	26.64
- Sale of Spare parts & Oil	26.86	35.60
- Purchase of HSD & oil	449.44	294.87

Balances outstanding as at year end (₹ in lakhs)

Name of Party	As at 31st March, 2018	As at 31st March, 2017
Subsidiary		
Investment in equity shares (including Deemed Investment)	353.50	353.50
Key Managerial Personnel (KMP)		
- Payables	0.89	4.73
Relatives of KMP		
- Payables	13.58	3.29
Concerns in which KMP are interested		
- Receivables	527.88	172.44

42. First time adoption of Ind AS

The accounting policies set out in Note 1, have been applied in preparing the financial statements from the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

A. Ind AS optional exemptions

(i) Deemed Cost

The Company on first time adoption of Ind AS, has elected to continue with the carrying value for all of its property, plant & equipment and other intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed costs as at the date of transition.

(ii) Investments in subsidiary

The Company has opted para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

(iii) Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at FVTOCI on the basis of the facts and circumstances at the date of transition to Ind AS.The company has opted to apply this exemption for its investment in equity Investments.

B. Ind AS mandatory exemptions

(i) Estimates

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

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following item in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

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

(iii) De-recognition of financial assets and financial liabilities

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

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

(i) Reconciliation of Balance sheet as at April 1, 2016 (Transition date)
(ii) A. Reconciliation of Balance sheet as at March 31, 2017
B. Reconciliation of total comprehensive income for the year ended March 31, 2017
(iii) Reconciliation of Equity as at April 1, 2016 and March 31, 2017
(iv) Impact on cash flow statement for the period ended March 31, 2017

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

(i) Reconciliation of Balance sheet as at April 1, 2016 (₹ in lakhs)

	Notes	Previous GAAP*	Ind AS adjustments	Ind AS
Assets				
1. Non - Current Assets				
Property, plant and equipment		3,676.28	(8.37)	3,667.91
Capital work-in-progress		9.57	-	9.57
Financial assets				
(a) Investments		232.55	121.00	353.55
(b) Other financial assets		183.24	(129.75)	53.49
		4,101.64	**(17.12)**	**4,084.52**
2. Current Assets				
Inventories		718.00	-	718.00
Financial assets				
(a) Investments		302.26	7.76	310.02
(b) Trade Receivable	(ix)	7,666.97	(32.23)	7,634.73
(c) Cash & Cash Equivalents		997.54	-	997.54
(d) Bank balances other than (d) above		81.56	-	81.56
(e) Loans		14.43	-	14.43
(f) Other financial assets		15.07	-	15.07
Current tax assets (net)		27.03	-	27.03
Other current assets		753.31	8.55	761.87
		10,576.16	**(15.92)**	**10,560.24**
		14,677.80	**(33.04)**	**14,644.76**
EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital		799.87	-	799.87
(b) Other equity		6,496.12	77.08	6,573.20
		7,295.99	**77.08**	**7,373.07**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings		694.52	-	694.52
Provisions		11.93	-	11.93
Deferred Tax Liability (Net)		191.20	(10.59)	180.61
		897.65	**(10.59)**	**887.06**
3. Current Liabilities				
Financial liabilities				
(a) Borrowing		5,329.66	-	5,329.66
(b) Trade Payables		157.19	-	157.19
(c) Other Current financial liabilities		545.98	-	545.98
Other current liabilities		350.48	-	350.48
Short Term Provisions		100.85	(99.53)	1.33
		6,484.16	**(99.53)**	**6,384.63**
TOTAL		**14,677.80**	**(33.04)**	**14,644.76**

* Represent Merged balance sheet pursuant to the Scheme of Amalgamation of Agarwal Petrochem Pvt Ltd which became effective on 29th October 2016 for appointed date 1st April 2015.

(ii) A. Reconciliation of Balance sheet as at April 1, 2017 (₹ in lakhs)

	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Assets				
1. Non - Current Assets				
Property, plant and equipment		4,155.07	(8.37)	4,146.70
Capital work-in-progress		807.50	-	807.50
Financial assets				
(a) Investments		232.55	121.00	353.55
(b) Other financial assets		209.24	(126.51)	82.73
		5,404.35	**(13.88)**	**5,390.47**
2. Current Assets				
Inventories		1,706.06	-	1,706.06
Financial assets				
(a) Investments		631.28	6.12	637.40
(b) Trade Receivable	(ix)	10,532.52	(45.33)	10,487.19
(c) Cash & Cash Equivalents		460.89	-	460.89
(d) Bank balances other than (d) above		93.17	-	93.17
(e) Loans		5.93	-	5.93
(f) Other financial assets		20.06	-	20.06
Current tax assets (net)		-	-	-
Other current assets		1,278.05	5.13	1,283.18
		14,727.96	**(34.07)**	**14,693.88**
		20,132.31	**(47.95)**	**20,084.36**
EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital		1,015.87	-	1,015.87
(b) Other equity		9,888.81	155.14	10,043.95
		10,904.69	**155.14**	**11,059.83**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings		838.58	(6.57)	832.00
Provisions		12.04	-	12.04
Deferred Tax Liability (Net)		283.15	(13.12)	270.03
		1,133.76	**(19.69)**	**1,114.07**
3. Current Liabilities				
Financial liabilities				
(a) Borrowing		5,790.20	-	5,790.20
(b) Trade Payables		221.99	-	221.99
(c) Other Current financial liabilities		1,082.85	-	1,082.85
Other current liabilities		729.65	-	729.65
Short Term Provisions		192.09	(183.40)	8.69
Current tax liabilities (net)		77.06	-	77.06
		8,093.86	**(183.40)**	**7,910.45**
TOTAL		**20,132.31**	**(47.95)**	**20,084.36**

(ii) B. Reconciliation of Statement of total comprehensive income for the year ended March 31, 2017 (₹ in lakhs)

	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Revenue from operations		29,399.62	56.58	29,456.20
Other income		113.88	1.61	115.49
Total income		**29,513.50**	**58.19**	**29,571.69**
Expenses				
Cost of materials consumed		10,759.57	-	10,759.57
Excise Duty		-	56.58	56.58
Purchases of traded goods		11,614.29	-	11,614.29
Change in inventories of Finished goods and Semi finished goods		(1,196.44)	-	(1,196.44)
Operating Expenses		3,920.80	-	3,920.80
Employee benefits expense		413.10	(2.99)	410.11
Manufacturing and Other Direct Expenses		890.04	-	890.04
Finance costs		662.78	-	662.78
Depreciation and amortisation expense		572.91	-	572.91
Other expenses		461.11	9.95	471.06
Total expenses		**28,098.15**	**63.54**	**28,161.69**
Profit before tax		**1,415.35**	**(5.35)**	**1,410.00**
Tax expense				
Current tax		423.00	-	423.00
Deferred tax (net)		91.94	(1.51)	90.44
Short Provision for Tax for earlier years		7.51	-	7.51
		522.45	**(1.51)**	**520.94**
Profit for the year (A)		**892.90**	**(3.84)**	**889.06**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of post-employment benefit obligations, net of tax	(ii)	-	2.99	2.99
Tax impact on above		-	(1.02)	(1.02)
Other comprehensive income for the year		**-**	**1.98**	**1.98**
Total comprehensive income for the year		**892.90**	**(5.81)**	**887.08**

(iii) Reconciliation of Equity as at April 1, 2016 and March 31, 2017

(₹ in lakhs)

Particulars	As at March 31, 2017	As at April 1, 2016
Total Equity (Shareholder's funds) under previous GAAP	10,904.69	7,295.99
Reversal of Proposed dividend (Including dividend distribution tax)	183.40	99.53
Net Gain on financial assets/liabilities fair valued through Statement of Profit and Loss	5.75	7.56
Financial liability carried at amortised cost	6.57	-
Expected Credit Loss	(45.33)	(32.23)
Others	(8.37)	(8.37)
Deferred tax impact on above adjustments	13.12	10.59
Total equity under Ind AS	**11,059.83**	**7,373.07**

(iv) Impact on cash flow statement for the period ended March 31, 2017
There were no differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

Notes to First-time adoption:

(i) Proposed Dividend
Under the previous GAAP, dividend proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as subsequent events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

(ii) Remeasurement of post employment benefit obligations
Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in Other Comprehensive Income (OCI) instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year. As a result of this change there is no impact on the total equity as at March 31, 2017.

(iii) Fair valuation of financial assets - Interest free deposits:
Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of lease term) are recorded at transaction price. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the security deposits and the difference between the fair value and transaction value of the security deposit has been recognised as prepaid rent.

(iv) Borrowing costs - Financial Liability
Under Previous GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit or loss or capitalised. Under Ind AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged to Statement of Profit and Loss over the tenure of the borrowings using the effective interest rate method.

(v) Financial Assets - Investment in Mutual Funds
Under the previous GAAP, investments in Mutual funds were classified current investments and were carried at cost. Under Ind AS, these investments are required to be measured at fair value through profit & loss (FVTPL).

(vi) Expected credit loss allowance:
Under Indian GAAP, the company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, impairment allowance has been determined based on Expected Loss model (ECL).

(vii) Adjustments to revenue:
Under previous GAAP, the Company accounted revenue net of trade discounts, sales taxes and excise duties. Under Ind AS, revenue is being recognised at fair value of consideration received or receivable, gross of excise duty. Excise duty is being charged under Other expenses. Any sales incentive, discounts or rebates in any form including cash discounts given to customer are being considered as reductions to selling price and revenue is presented on net basis.

(viii) Deferred taxes:
Under previous GAAP, deferred taxes were recognised based on profit and loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, deferred tax is being recognised by following balance sheet approach

i.e. tax impact on temporary difference between the carrying value of asset and liabilities in the books and their respective tax base. Also, deferred tax have been recognised on the adjustments made on transition to Ind AS. Deferred tax asset has been recognised to the extent Company has reasonable certainty over future taxable profits as against virtual certainity under the previous GAAP.

(ix) Other Comprehensive Income (OCI):
Under Ind AS, all items of income and expense recognised during the year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss are shown in the Statement of Profit and Loss as "other comprehensive income.

43. Recent accounting pronouncements

Ind AS 115 - Revenue from Contracts with Customers

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018. Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.The new revenue standard is applicable to the Company from 1 April 2018.

The management is yet to assess the impact of the aforesaid amendments on the Company's financial information.

Ind AS 21 - Foreign currency transactions and advance consideration:

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 effective from April 1, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

This amendment will not have any material impact on the financial statements of the Company.

44. The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

45. Post the applicability of Goods and Service Tax (GST) with effect from 01st July 2017, revenue from operations are disclosed net of GST, whereas Excise duty formed part of other expenses in previous year. Accordingly, the revenue from operations and other expenses for the year are not comparable with previous year.

46. The financial statements were approved for issue by the Board of Directors on May 30, 2018.

47. The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

CONSOLIDATED FINANCIAL STATEMENTS
(FOR FINANCIAL YEAR ENDED MARCH 31, 2018)

INDEPENDENT AUDITOR'S REPORT

To the Members of Agarwal Industrial Corporation Limited

Report on the Consolidated Indian Accounting Standard (Ind AS) Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of **Agarwal Industrial Corporation Limited** (hereinafter referred to as "the Holding Company") and its subsidiary **Bituminex Cochin Private Limited** (the holding company and its subsidiary constitute "the Group") which comprise the consolidated Balance Sheet as at March 31, 2018, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income) the consolidated Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Ind AS Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

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

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

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

7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2018, and its consolidated profits(including other comprehensive income) their consolidated cash flows

and consolidated changes in equity for the year ended on that date.

Other Matter

9. We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 188.91 Lacs as at 31st March 2018, total revenues of Rs. 374.47 Lacs, net profit of Rs. 7.47 Lacs and net cash flow amounting to Rs. 56.56 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relate to the amounts and disclosure included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to aforesaid subsidiary, is based solely on the report of the other auditor.

Report on other Legal and Regulatory Requirements

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

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated 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.

    c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

    d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2018, and taken on record by the Board of Directors of the Holding Company and on the basis of the report of the statutory auditor of its subsidiary company, none of the directors of the Group is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our 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 Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i) The Consolidated Ind AS financial statements disclosed the impact, if any of pending litigation as at 31st March 2018 on the consolidated Ind AS financial position of the Group – Refer Note 33 to the consolidated Ind AS financial statements;

        ii) The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and

        iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For Ladha Singhal & Associates
Chartered Accountants
Firm Registration No.: 120241W

(Ajay Singhal)
Partner
M. No.: 104451

Place :Mumbai
Dated :30th May, 2018

Annexure A to the Independent Auditors' Report

Referred to as "Annexure A"in paragraph 10(f) under Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the consolidated Ind AS financial statements for the year ended on 31st March, 2018.

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

1. We have audited the internal financial controls over financial reporting of **Agarwal Industrial Corporation Limited** ("the Holding Company") and its subsidiary company which are incorporated in India, as on 31st March, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

2. The Respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company 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 ("the Guidance Note"). 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

3. Our responsibility is to express an opinion on the Holding 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 over financial reporting. Those Standards and the Guidance Note require that we comply with the 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.

4. 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 financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company incorporated in India, in terms of their reports referred to in sub-paragraph 9 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. 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

8. In our opinion, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note.

Other Matter

9. Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For Ladha Singhal & Associates
Chartered Accountants
Firm Registration No.: 120241W

(Ajay Singhal)
Partner
M. No.: 104451

Place :Mumbai
Dated :30th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I. ASSETS				
1. Non - Current Assets				
Property, Plant and Equipment	2	5,926.18	4,171.50	3,697.96
Capital Work-in-Progress		40.69	807.50	9.57
Goodwill on Consolidation		226.30	226.30	226.30
Financial Assets				
(a) Investments	3	0.05	0.05	0.05
(b) Other Financial Assets	4	94.83	85.45	56.22
		6,288.05	**5,290.80**	**3,990.10**
2. Current Assets				
Inventories	5	3,684.64	1,714.51	732.75
Financial assets				
(a) Investments	6	859.00	637.40	310.02
(b) Trade Receivable	7	11,286.75	10,508.24	7,646.21
(c) Cash & Cash Equivalents	8	368.51	495.47	1,059.68
(d) Bank Balances Other than (c) above	9	139.81	94.08	78.68
(e) Loans	10	11.65	6.04	14.61
(f) Other Financial Assets	11	26.76	20.06	15.07
Current Tax Assets (net)	12	148.46	-	24.87
Other Current Assets	13	997.66	1,369.79	798.97
		17,523.23	**14,845.61**	**10,680.86**
TOTAL		**23,811.28**	**20,136.41**	**14,670.96**
II. EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital	14(A)	1,025.87	1,015.87	799.87
(b) Other Equity	14(B)	11,164.74	10,071.99	6,594.11
		12,190.61	**11,087.86**	**7,393.98**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings	15	1,305.29	832.00	694.52
Provisions	16	21.65	12.04	11.93
Deferred Tax Liability (Net)	31	373.41	270.10	181.04
		1,700.36	**1,114.14**	**887.49**
3. Current Liabilities				
Financial Liabilities				
(a) Borrowing	17	7,102.53	5,790.20	5,329.66
(b) Trade Payables	18	1,375.28	233.71	160.76
(c) Other Current financial liabilities	19	1,330.64	1,085.05	546.35
Other current liabilities	20	106.35	738.06	351.39
Short Term Provisions	21	5.51	8.69	1.33
Current Tax Liabilities (net)	22	-	78.70	-
		9,920.31	**7,934.41**	**6,389.49**
TOTAL		**23,811.28**	**20,136.41**	**14,670.96**
Significant Accounting Policies	1			
The accompanying notes are integral part of these financial statements				

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(₹ in lakhs)

	Particulars	Note No.	For the year ended 31st March 2018	For the year ended 31st March 2017
I	Revenue from Operations	23	41,411.15	29,766.30
II	Other Income	24	101.53	116.39
III	**Total Revenue (I + II)**		**41,512.68**	**29,882.69**
IV	**Expenses**			
	Cost of Material Consumed	25	6,479.99	10,978.17
	Excise Duty		14.79	56.58
	Purchase of Stock in Trade		27,031.09	11,614.87
	Change in inventories of Finished goods and Semi finished goods	26	(1,955.14)	(1,194.91)
	Manufacturing, Operating and Other Direct Expenses	27	5,807.44	4,838.91
	Employee Benefits Expenses	28	498.03	436.04
	Finance Cost	29	824.72	664.13
	Depreciation and Amortization Expense	2	831.79	578.27
	Other Expenses	30	514.65	489.94
	Total Expenses		**40,047.37**	**28,462.00**
V	**Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III-IV)**		**1,465.31**	**1,420.69**
VI	Exceptional Items / Extraordinary Items		-	-
VII	**Profit / (Loss) Before Tax (V-VI)**		**1,465.31**	**1,420.69**
VIII	**Tax Expense:**	31		
	(a) Current Tax		334.56	426.92
	(b) Deferred Tax (Asset) / Liability		103.42	90.08
	(c) Short Provision for Tax for earlier years		(0.35)	7.51
			437.62	**524.51**
	TOTAL OPERATIONS			
IX	**Profit / (Loss) for the Year (VII - VIII)**		1,027.69	896.18
X	**OTHER COMPREHENSIVE INCOME - LOSS**			
	A. (i) Items that will not be reclassified to profit & loss			
	Remeasurements of post-employment benefit obligations		0.38	2.99
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss		(0.10)	(1.02)
XI	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX - X)**		**1,027.40**	**894.21**
	Out of the Total Comprehensive Income above			
	(a) Profit for the year attributable to:			
	(i) Owners of the parent		1,027.69	896.18
	(ii) Non-controlling interests		-	-
	(b) Other comprehensive income - Loss attributable to:			
	(i) Owners of the parent		0.28	1.98
	(ii) Non-controlling interests		-	-
	(c) Total comprehensive income attributable to:			
	(i) Owners of the parent		1,027.40	894.21
	(ii) Non-controlling interests		-	-
XII	**Earnings Per Equity Share of ₹ 10/- each :**			
	Weighted average no. of shares (Basic & Diluted)		1,01,77,103	84,30,747
	(1) Basic Earning Per Share (₹)		10.10	10.63
	(2) Diluted Earning Per Share (₹)		10.10	10.63
	Significant Accounting Policies	1		
	The accompanying notes are integral part of these financial statements			

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(₹ in lakhs)

	Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before tax	**1,465.31**	**1,420.69**
	Adjustments for		
	Depreciation	831.79	578.27
	Interest & Finance Charges	824.72	664.13
	Interest Received	(9.76)	(17.09)
	Dividend received	(4.17)	(1.52)
	Loss / (Profit) on sale of Mutual Funds	(18.03)	(23.97)
	Loss / (Profit) on sale of fixed assets	(16.19)	(2.13)
	Expected credit loss allowance	(1.00)	13.10
	Fair valuation impact on Financial Assets	(23.92)	(1.61)
	Operating Profit Before Working Capital Adjustments	**3,048.75**	**2,629.87**
	Changes in Working Capital		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(1,970.13)	(981.76)
	Trade receivables	(777.51)	(2,875.14)
	Other financial assets (Current & Non-Current)	(63.82)	(37.81)
	Other assets (Current & Non-Current)	372.13	(570.83)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	1,141.57	72.95
	Other financial liabilities (Current & Non-Current)	245.59	538.70
	Other liabilities (Current & Non-Current)	(625.65)	391.15
	Cash generated from operations	**1,370.93**	**(832.86)**
	Direct Tax Paid (Refund) [Net]	(561.37)	(330.86)
	Net cash flow from / (used in) operating activities (A)	**809.57**	**(1,163.72)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure on fixed assets	(1,955.47)	(1,851.19)
	Proceeds from sale of fixed assets	152.00	3.59
	Dividend Received	4.17	1.52
	Sale of Mutual Fund-Current Investment	1,034.09	420.01
	Interest Received	9.76	17.09
	Purchase of Mutual Fund-Current Investment	(1,217.31)	(725.06)
	Net cash flow from / (used in) investing activities (B)	**(1,972.76)**	**(2,134.05)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Interest & Finance Charges	(823.46)	(664.13)
	Money received against share warrants	258.75	2,899.20
	Net Increase / (Decrease) in Working Capital Borrowing	1,312.32	460.54
	Proceeds from Long Term Borrowings (Net)	472.03	137.49
	Dividend Paid	(152.38)	(82.69)
	Dividend Tax Paid	(31.02)	(16.83)
	Net cash flow from / (used in) financing activities (C)	**1,036.24**	**2,733.56**
	Net increase (decrease) in cash and cash equivalents (A+B+C)	(126.96)	(564.21)
	Cash and cash equivalents at the beginning of the year	495.47	1,059.68
	Cash and cash equivalents at the end of the year	**368.51**	**495.47**

NOTES:

(1) Net Debt Reconciliations

	As at March 31, 2017	Cash Flows	Other - Borrowing Cost	As at March 31, 2018
Borrowings (Non-Current)	5,790.20	1,312.32	-	7,102.53
Borrowings (Current)	832.00	472.03	1.26	1,305.29
Total	**6,622.21**	**1,784.35**	**1.26**	**8,407.81**

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
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(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

(A) Equity Share Capital

(₹ in lakhs)

	Amount
Balance as at April 01, 2016	**799.87**
Changes in share capital during the year	216.00
Balance as at March 31, 2017	**1,015.87**
Changes in share capital during the year	10.00
Balance as at March 31, 2018	**1,025.87**

(B) Other Equity

(₹ in lakhs)

	Securities premium reserve	Capital Investment Subsidy	Investment Allowance Reserve (Utilised)	Surplus in Statement of profit & loss	Other Comprehensive income	Share Forfeiture	Share Warrants	Total
Balance as at April 01, 2016	2,171.68	0.76	0.62	3,970.97	-	82.12	367.95	**6,594.11**
Issue of Share warrants during the year	-	-	-	-	-	-	2,899.20	2,899.20
Conversion of warrants into Equity	-	-	-	-	-	-	(2,835.90)	(2,835.90)
On conversion of warrants during the year	2,619.90	-	-	-	-	-	-	2,619.90
Profit for the year	-	-	-	896.18	-	-	-	896.18
Other comprehensive income for the year	-	-	-	-	(1.98)	-	-	(1.98)
Dividend paid during the year	-	-	-	(82.69)	-	-	-	(82.69)
Tax on Dividends	-	-	-	(16.83)	-	-	-	(16.83)
Balance as at March 31, 2017	**4,791.58**	**0.76**	**0.62**	**4,767.63**	**(1.98)**	**82.12**	**431.25**	**10,071.99**
Issue of Share warrants during the year	-	-	-	-	-	-	258.75	258.75
Conversion of warrants into Equity	-	-	-	-	-	-	(345.00)	(345.00)
On conversion of warrants during the year	335.00	-	-	-	-	-	-	335.00
Profit for the year	-	-	-	1,027.69	-	-	-	1,027.69
Other comprehensive income for the year	-	-	-	-	(0.28)	-	-	(0.28)
Dividend paid during the year	-	-	-	(152.38)	-	-	-	(152.38)
Tax on Dividends	-	-	-	(31.02)	-	-	-	(31.02)
Balance as at March 31, 2018	**5,126.58**	**0.76**	**0.62**	**5,611.91**	**(2.26)**	**82.12**	**345.00**	**11,164.74**

The accompanying notes are an integral part of these financial statements

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
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(MAHENDRA AGARWAL)
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Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

Notes to the Consolidated Financial Statements for the year ended 31st March, 2018

1 (A). CORPORATE INFORMATION:

The consolidated financial statements comprises financial statements of **Agarwal Industrial Corporation Limited** (Parent Group) and its wholly owned Subsidiary Bituminex Cochin Private Limited (hereinafter to be referred as the Group) for the year ended March 31, 2018.

The Parent Company, Agarwal Industrial Corporation Ltd was originally incorporated with the name, Bombay Baroda Roadways (India) Limited in the year 1995 as a public limited company under the provisions of the Companies Act, 1956. Subsequently, in the year 2008, the name of parent company was changed from Bombay Baroda Roadways (India) Limited to Agarwal Industrial Corporation Ltd. The equity shares of the company are listed on the NSE and BSE. The Company is principally engaged in the business activities of manufacturing and trading of Petrochemicals (Bitumen and Bituminous Products), Logistics of Bitumen and Liquefied Petroleum Gas (LPG) and energy generation through Wind Mills.

1 (B). SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Consolidated Financial Statements:

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

These consolidated financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2017, the Group had prepared its consolidated financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

Refer Note 42 for the details of significant first-time adoption exemptions availed by the Group and an explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, performance and cash flows.

The consolidated financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 7 below)
(ii) Defined benefit employee plan (Refer note no. 13 below)

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Parent Group and its subsidiaries as at March 31, 2018.

Subsidiaries
Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
(b) Exposure, or rights, to variable returns from its involvement with the investee
(c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary.

Consolidation Procedure

Subsidiaries

(a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Group and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

The consolidated financial statements are presented in INR, the functional currency of the Group.

2. Use of Estimates and judgments:

The preparation of the consolidated financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Note no. - 13

(b) Estimation of current tax expenses and payable - Refer note no. - 14

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Group and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress”.

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively on the basis of revised estimates.”

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013 .

7. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and
(b) the contractual cash flow characteristics of the financial asset.

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

(i) Measured at amortised cost:
Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):
Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):
Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:
On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment
The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVTOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

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

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities
Initial Recognition and measurement
Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement : Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings : After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts : Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

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

Derivative financial instruments
The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement

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

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability."

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:"

(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

9. Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First-in-First-Out (FIFO) basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

10. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11. Foreign Currency Transactions:

a) Initial Recognition
Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date
Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12. Revenue Recognition:

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and specific criteria have been met for each of the Group's activities as described below.

Sale of Goods
Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably.

Rendering of Services
Income from services rendered is recognised based on agreements /arrangements with the customers as the service is performed / rendered.

Interest
Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend
Dividend Income is recognized when right to receive the same is established.

13. Employee Benefits:
The Group has provides following post-employment plans:
(a) Defined benefit plans such a gratuity and
(b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:
The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

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

(a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

(b) Net interest expense or income
The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from
(a) Re-measurement of Actuarial (gains)/losses
(b) Return on plan assets, excluding amount recognized in effect of asset ceiling
(c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

14. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income 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 income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

15. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Earnings Per Share:

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

17. Leases:

Where the Group is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Group is Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Group recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

18. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

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

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to the consolidated financial statements for the year ended 31st March, 2018

Note 2 (a) Property, Plant & Equipment

(₹ In Lakhs)

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Workshop	Plant & Machinery	Laboratory Equipment	Wind Mill	Total
Balance as at April 01, 2016															
Gross carrying amount															
Deemed cost as at April 01, 2016 (refer (b) below)	139.88	4.59	1,643.65	55.87	5.27	15.14	47.81	2.05	257.90	197.29	25.47	587.54	4.48	711.03	**3,697.96**
Additions	-	-	1,047.35	0.57	1.85	2.00	-	-	-	0.97	-	0.52	-	-	**1,053.27**
Disposals	-	-	(1.46)	-	-	-	-	-	-	-	-	-	-	-	**(1.46)**
Balance as at March 31, 2017	**139.88**	**4.59**	**2,689.54**	**56.44**	**7.13**	**17.14**	**47.81**	**2.05**	**257.90**	**198.26**	**25.47**	**588.06**	**4.48**	**711.03**	**4,749.77**
Additions	-	-	1,356.23	-	1.36	3.54	37.37	1.60	57.19	100.22	-	1,164.77	-	-	**2,722.27**
Disposals	-	-	(139.50)	-	-	-	-	-	-	(3.56)	-	-	-	-	**(143.06)**
Balance as at March 31, 2018	**139.88**	**4.59**	**3,906.28**	**56.44**	**8.48**	**20.67**	**85.18**	**3.65**	**315.09**	**294.92**	**25.47**	**1,752.83**	**4.48**	**711.03**	**7,328.98**
Accumulated depreciation															
Balance as at April 01, 2016															
Depreciation charge for the year	-	-	414.55	7.60	3.19	5.29	6.16	0.85	8.28	26.72	1.08	57.02	0.78	46.74	**578.27**
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
Accumulated depreciation as at March 31, 2017	**-**	**-**	**414.55**	**7.60**	**3.19**	**5.29**	**6.16**	**0.85**	**8.28**	**26.72**	**1.08**	**57.02**	**0.78**	**46.74**	**578.27**
Depreciation charge for the year	-	-	623.21	7.55	2.69	5.44	8.69	1.02	9.25	33.95	1.08	91.40	0.77	46.74	**831.79**
Disposals	-	-	(6.54)	-	-	-	-	-	-	(0.72)	-	-	-	-	**(7.25)**
Accumulated depreciation as at March 31, 2018	**-**	**-**	**1,031.22**	**15.16**	**5.87**	**10.73**	**14.85**	**1.87**	**17.54**	**59.95**	**2.16**	**148.42**	**1.55**	**93.48**	**1,402.80**
Net carrying amount as at April 01, 2016	**139.88**	**4.59**	**1,643.65**	**55.87**	**5.27**	**15.14**	**47.81**	**2.05**	**257.90**	**197.29**	**25.47**	**587.54**	**4.48**	**711.03**	**3,697.96**
Net carrying amount as at March 31, 2017	**139.88**	**4.59**	**2,275.00**	**48.83**	**3.94**	**11.85**	**41.65**	**1.20**	**249.61**	**171.54**	**24.39**	**531.04**	**3.70**	**664.29**	**4,171.50**
Net carrying amount as at March 31, 2018	**139.88**	**4.59**	**2,875.05**	**41.28**	**2.61**	**9.94**	**70.33**	**1.77**	**297.55**	**234.97**	**23.31**	**1,604.41**	**2.93**	**617.55**	**5,926.18**

Notes:

1. Refer note no. 34 for disclosure on contractual commitments for the acquisition of property, plant and equipment.
2. The Company has availed the deemed cost exemption in relation to the property, plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

(b) Deemed Cost as at April 01, 2016

(₹ In Lakhs)

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Workshop	Plant & Machinery	Laboratory Equipment	Wind Mill	Total
Gross Block as on April 01, 2016	139.88	4.59	4,321.89	77.92	27.85	38.01	59.54	4.33	290.07	295.53	30.59	842.03	7.86	1,475.91	7,616.00
Accumulated depreciation till April 01, 2016	-	-	(2,678.25)	(22.05)	(22.58)	(22.87)	(11.73)	(2.29)	(32.17)	(98.24)	(5.12)	(254.49)	(3.39)	(764.88)	(3,918.04)
Deemed Cost as at April 01, 2016	**139.88**	**4.59**	**1,643.65**	**55.87**	**5.27**	**15.14**	**47.81**	**2.05**	**257.90**	**197.29**	**25.47**	**587.54**	**4.48**	**711.03**	**3,697.96**

(c) Capital work in progress

(₹ In Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Building	9.42	9.42	9.57
Bulk Liquid Storage Terminal	31.27	798.07	-
Total	**40.69**	**807.50**	**9.57**

Notes to the consolidated financial statements for the year ended 31st March, 2018

Note 3 : Non-Current Investments (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade - Unquoted			
Investment in Government Securities - At Cost			
National Saving Certificate (lying with government authority)	0.05	0.05	0.05
TOTAL	**0.05**	**0.05**	**0.05**

Note:			
Aggregate amount of quoted investments and market value thereof	**-**	**-**	**-**
Aggregate amount of unquoted investments	**0.05**	**0.05**	**0.05**

Note 4 : Other Financial Assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
Security Deposit	94.83	85.45	56.22
TOTAL	**94.83**	**85.45**	**56.22**

Note 5 : Inventories (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(Valued at lower of Cost or Net Realizable Value)			
Finished Goods	3,284.67	1,298.36	57.54
Semi Finished Goods	155.26	186.44	232.34
Raw Material	214.98	222.23	433.86
Stores, Spares & Packing Material	29.73	7.50	9.01
TOTAL	**3,684.64**	**1,714.51**	**732.75**

Note 6 : Current Investments (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Investment in Mutual Fund			
Fair Value through Profit & loss Account			
Non Trade - Unquoted			
Nil (as at March 31, 2017 - 1264.927; as at April, 01 2016 - Nil) units of Reliance Liquid Fund - Treasury Plan Growth	-	50.01	-
Nil (as at March 31, 2017 - Nil; As at April 01, 2016 - 725.751) units of Reliance Money Manager Fund - Growth Plan	-	-	15.06
Nil (as at March 31, 2017- 94383.407; as at April 01, 2016 - 464725.01) units of Reliance Income Fund Growth Plan	-	50.22	222.93
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 142847.620) units of Reliance Banking & PSU Debt Fund	-	-	15.41
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 68273.367) units of Reliance Equity Saving fund	-	-	6.90
431725.782 units of Reliance Equity Saving fund	53.49	-	-
78343.39 (as at March 31, 2017 - 51566.39, as at April 1 2016 - 50697.848) units of SBI Corporate Bond Fund Regular Plan Growth	21.89	13.51	12.06
495 units of SBI Premier Liquid Fund Regular Plan Growth	13.44	-	-
Nil (as at March 31, 2017 - Nil; as at April 01, 2016 - 1053.90) units of SBI Premier Liquid Fund Regular Plan Growth	-	-	25.04
242350.803 (as at March 31, 2017 - 49261.084; as at April 1, 2016 - 49261.084) units of ICICI Prudential Balanced Advantage Fund	80.24	14.90	12.62
Nil (as at March 31, 2017 - 81480.303) units of ICICI Prudential Income Plan - Growth	-	42.60	-
1348803.396 (as at March 31, 2017 - 1686909.73) units of Reliance Gilt Securities Fund	307.42	368.95	-
Nil (as at March 31, 2017 - 96347.495) units of Axis Enhanced Arbitres Fund Dividend Reinvestment Plan	-	10.10	-
Nil (as at March 31, 2017 - 7,998.799) units Axis Liquid fund - Direct Plan Daily Dividend Reinvestment	-	80.04	-
Nil (as at March 31, 2017 - 27,910.463) units of SBI Saving Fund -Regular Plan- Growth	-	7.08	-
106453.646 units of Frankline India Ultra Short Bond Fund	25.72	-	-
618454.065 units of ICICI Prudential Equity Arbitrage Fund-Dividend	92.95	-	-
82000 units of Axis Dynamic Equity fund Growth	8.49	-	-
15898.047 units of ICICI Prudential Dynamic Plan	40.12	-	-
755200.46 units of Reliance Arbitrage Advantage Fund	79.90	-	-
126176.511 units of Reliance Top 200 Fund Growth Plan	39.14	-	-
180327.773 units of Reliance Regular Saving Fund Balance Plan	96.19	-	-
TOTAL	**859.00**	**637.40**	**310.02**

Note:			
Aggregate amount of quoted investments and market value thereof	**-**	**-**	**-**
Aggregate amount of unquoted investments	**859.00**	**637.40**	**310.02**

Note 7 : Trade Receivable (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good	11,331.08	10,553.57	7,678.44
Less: Expected Credit Loss	(44.33)	(45.33)	(32.23)
TOTAL	**11,286.75**	**10,508.24**	**7,646.21**

Note 8 : Cash and Cash Equivalents (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Cash on Hand	28.26	23.26	10.58
Balance with Scheduled Banks			
- In Current Accounts	340.24	458.83	1,042.92
Cheques, Drafts on Hand	-	13.38	6.18
TOTAL	**368.51**	**495.47**	**1,059.68**

Note 9 : Bank balances other than cash & cash equivalents (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Balance with banks			
- In Dividend Accounts	15.11	13.63	11.53
- In Fixed Deposit Account	124.70	80.46	67.15
TOTAL	**139.81**	**94.08**	**78.68**

Note 10 : Loans (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
- Advances to Staff	11.65	6.04	14.61
TOTAL	**11.65**	**6.04**	**14.61**

Note 11 : Other Current Assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Accrued Interest on Fixed Deposit	26.76	20.06	15.07
TOTAL	**26.76**	**20.06**	**15.07**

Note 12 : Current Tax Assets (Net) (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Advance Income Tax and Tax Deducted at Source (Net of Provision)	148.46	-	24.87
TOTAL	**148.46**	**-**	**24.87**

Note 13 : Other current assets (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured, Considered good			
Other Loan and Advances			
- Advances recoverable in cash or in kind or for value to be received	612.60	299.44	101.51
- Advance to Supplier	12.29	399.76	174.32
- Prepaid Rent - Fair valuation of leased deposits	1.71	5.13	8.55
Balance with Government Authorities			
- Deposit with Custom Authority - Under Appeal	25.53	25.53	25.53
- Deposit with Sales Tax Authority - Under Appeal	62.12	62.12	33.89
- Income Tax Paid - Under Appeal	107.50	97.50	97.50
- Excise Duty Paid - Under Appeal	1.00	1.00	0.75
- Service tax Paid - Under Appeal	1.05	1.05	-
- Input Tax Credit under GST Receivable	128.17	-	-
- Excise Duty - PLA Deposit	-	0.01	0.21
- CENVAT Receivable	-	0.90	0.13
- VAT Refund Receivable-GVAT	0.14	0.14	0.14
- Amount due as refund of Additional Duty of Custom	45.55	477.21	356.43
TOTAL	**997.66**	**1,369.79**	**798.97**

Note 14(A) : Share Capital (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Authorised:			
1,30,00,000 (As at March 31, 2017 - 1,30,00,000 & As at April 01, 2016 - 8,000,000)	1,300.00	1,300.00	800.00
Equity Shares of ₹ 10/- each			
TOTAL	**1,300.00**	**1,300.00**	**800.00**
Issued, Subscribed and Paid up:			
1,02,58,747 (As at March 31, 2017 - 1,01,58,747 & As at April 01, 2016-79,98,747)	1,025.87	1,015.87	799.87
Equity Shares of ₹ 10/- each with voting rights, fully paid up			
TOTAL	**1,025.87**	**1,015.87**	**799.87**

(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Number of shares at the beginning of the year	1,01,58,747	79,98,747	79,98,747
Add: Issue of Shares during the year on Conversion of warrants	1,00,000	21,60,000	-
Number of shares at the end of the year	**1,02,58,747**	**1,01,58,747**	**79,98,747**

(ii) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :	Nil	Nil	Nil

(iv) Details of shareholder holding more than 5% shares in the company :

Name of Share Holder	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Ramchandra Agarwal	5,32,525	5.19	5,32,525	5.24	4,46,525	5.58
Jaiprakash Agarwal	6,41,850	6.26	6,41,850	6.32	5,96,850	7.46
Kishan Kumar Agarwal	4,98,225	4.86	4,98,225	4.90	4,23,225	5.29
Usha Agarwal	4,58,283	4.47	4,58,283	4.51	4,08,283	5.10
Garnet International Ltd	13,83,540	13.49	11,00,000	10.83	-	-

Note 14(B) : Other Equity (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Security Premium	5,126.58	4,791.58	2,171.68
b) Capital Investment Subsidy	0.76	0.76	0.76
c) Investment Allowance Reserve (Utilised)	0.62	0.62	0.62
d) Surplus / (Deficit) in Statement of Profit and Loss	5,611.91	4,767.63	3,970.97
e) Other comprehensive income	(2.26)	(1.98)	-
f) Share Forfeiture	82.12	82.12	82.12
g) Share warrants	345.00	431.25	367.95
	11,164.74	**10,071.99**	**6,594.11**

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) Security Premium		
Opening Balance	4,791.58	2,171.68
Add: Received during the year on conversion of warrants	335.00	2,619.90
	5,126.58	**4,791.58**
b) Capital Investment Subsidy	0.76	0.76
c) Investment Allowance Reserve (Utilised)	0.62	0.62
d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	4,767.63	3,970.97
Add/(Less): Profit/(Loss) for the year	1,027.69	896.18
Less: Utilisation of reserves		
- Dividend Paid	(152.38)	(82.69)
- Tax on Dividend Paid	(31.02)	(16.83)
	5,611.91	**4,767.63**

Particulars	As at 31st March, 2018	As at 31st March, 2017
e) Other comprehensive income		
Opening Balance	(1.98)	-
Add/(Less): For the year	(0.28)	(1.98)
	(2.26)	**(1.98)**
f) Share Forfeiture	82.12	82.12
g) Share warrants		
Opening Balance	431.25	367.95
Add: Warrants issued during the year	258.75	2,899.20
Less: Warrants converted during the year	(345.00)	(2,835.90)
Closing Balance	**345.00**	**431.25**
TOTAL	**11,164.74**	**10,071.99**

Note 15 : Borrowings - Non- Current (₹ in lakhs)

Particulars	Non-Current Portion			Current Portion		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured Loans						
Term Loans						
(i) From Bank	1,310.60	838.58	694.52	1,160.51	764.11	498.22
	1,310.60	**838.58**	**694.52**	**1,160.51**	**764.11**	**498.22**
Less: Uamortised borrowing cost	(5.31)	(6.57)	-	-	-	-
TOTAL	**1,305.29**	**832.00**	**694.52**	**1,160.51**	**764.11**	**498.22**

Note:

1. Above Loan consisting of Term Loan from Yes Bank Ltd and Vehicle Loan from Various Banks and Financial Institution.
2. Term Loan is secured against the Exclusive charge on the Land, Building and Plant & Machinery of the Storage Terminal Project at Dighi Port Ltd and is repayable in 60 monthly installments.
3. Vehicle finance from Banks & FI's is secured against Hypothecation of specific vehicle financed and is repayable in equated monthly installment over the tenure of the loan.

Note 16 : Long Term Provision (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Employees Benefit expenses	21.65	12.04	11.93
TOTAL	**21.65**	**12.04**	**11.93**

Note 17 : Short Term Borrowing (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured Loans			
(i) From Bank			
Working Capital Finance	7,102.53	5,790.20	5,329.66
(Secured against Hypothecation of Stock, Books Debts, Current Assets, movable & immovable fixed assets of the Company, immovable property of it's directors and personal gaurantee of some of the Directors)			
TOTAL	**7,102.53**	**5,790.20**	**5,329.66**

Note 18 : Trade Payables (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade Payables:			
Payable for Goods & Services			
- Due to Micro, Small and Medium Enterprises	1.95	7.69	0.76
- Due to Others	1,373.32	226.02	160.00
TOTAL	**1,375.28**	**233.71**	**160.76**

Based on the information available with the company, obtained on verbal confirmation, there are no dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as on 31st March 2018

Note 19 : Other Current Financial Liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current maturity of Long Term Borrowings (Refer Note No 15)	1,160.51	764.11	498.22
Payable for Expenses	94.08	70.38	22.70
Payable for Capital Goods	53.46	229.44	6.40
Unclaimed Dividend	15.10	13.62	11.53
Other Liability	7.50	7.50	7.50
TOTAL	**1,330.64**	**1,085.05**	**546.35**

Note 20 : Other Current Liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Statutory Remittances	38.87	385.46	221.29
Advances From Customer	67.49	352.61	130.10
TOTAL	**106.35**	**738.06**	**351.39**

Note 21 : Short Term Provisions (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Employee benefits	5.51	8.69	1.33
TOTAL	**5.51**	**8.69**	**1.33**

Note 22 : Current Tax Liabilities (Net) (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Taxation (Net of Taxes Paid)	-	78.70	-
TOTAL	**-**	**78.70**	**-**

Note 23 : Revenue from Operations (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Sales of goods (including excise duty)	35,502.97	24,393.67
Sale of Services		
Vehicle Freight Income	5,755.04	5,179.26
Labour & Processing Charges received	9.79	25.17
Other Operating Revenue		
Sale of Power - Wind mill	143.35	168.20
TOTAL	**41,411.15**	**29,766.30**

Note 24 : Other Income (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Foreign exchange fluctuation gain	28.10	67.11
Interest received on fixed deposits with banks	9.76	17.09
Miscellaneous Income	39.75	30.59
Gain on Fair valuation of Financial assets	23.92	1.61
TOTAL	**101.53**	**116.39**

Note 25 : Cost of Material Consumed (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Opening Stock	223.01	434.83
Add:- Purchases during the year	6,471.95	10,767.06
	6,694.97	**11,201.89**
Less: - Closing Stock	214.98	223.73
TOTAL	**6,479.99**	**10,978.17**

Note 26 : Change in inventories of Finished goods and Semi finished goods (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Opening Stock		
Inventory of Finished Goods as at the beginning of the year	1,298.36	57.54
Inventory of Semi Finished Goods as at the beginning of the year	186.44	232.34
Less : Closing Stock		
Inventory of Finished Goods as at the end of the year	3,284.67	1,298.36
Inventory of Semi Finished Goods as at the end of the year	155.26	186.44
TOTAL	**(1,955.14)**	**(1,194.91)**

Note 27 : Manufacturing, Operating and Other Direct Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Transportation Charges	504.77	455.21
Labour Charges	60.78	77.76
Repairs & Maintenance - Machinery	35.03	10.94
Electricity, Power & Fuel	47.20	26.58
Storage Terminal Rent	467.50	210.62
Heating and Fuel Charges	156.74	89.09
Other Direct Expenses	76.33	47.93
Vehicle Running & Maintenance Expenses	3,715.57	3,342.95
Freight Paid	736.48	553.18
Wind Mill Expenses	7.03	24.67
TOTAL	**5,807.44**	**4,838.91**

Note 28 : Employees Benefits Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Salaries and Wages	353.34	304.68
Directors Remuneration	90.60	90.91
Contribution towards employees welfare fund	0.82	0.86
Gratuity	6.06	9.48
Staff Welfare	47.21	30.11
TOTAL	**498.03**	**436.04**

Note 29 : Finance Cost (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest Paid to Banks	813.27	659.89
Interest Paid to Others	11.45	4.24
TOTAL	**824.72**	**664.13**

Note 30 : Other Expenses (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
(A) Administrative Expenses		
Rent, Rates & Taxes	60.28	58.56
Payment to Auditors		
- Statutory Audit fees	2.71	3.25
- Tax Audit Fees	1.18	1.15
- Certification Work	0.75	1.44
- Other Services	-	0.02
Insurance	12.22	7.35
Share Transfer Fees	1.75	2.01
Legal & Professional Charges	47.04	50.10
Bank Charges & Commission	39.61	58.67
Electricity Expenses	7.84	10.09
Listing Fees & Custodian Charges	6.30	10.77
Postage and Telephone	10.39	13.72
Security Charges	16.63	17.01
Printing & Stationery	6.33	5.15
Vehicle Expenses	10.47	7.15
Travelling & Conveyance	72.13	53.44
Bad Debts Written off	30.26	-
Expected credit loss allowance/ (reversed)	(1.00)	13.10
Repair & Maintenance - Other	5.39	15.51
Expenditure on Corporate Social Responsibility	21.51	16.31
Miscellaneous Expenses	56.77	52.80
	408.56	**397.59**
(B) Selling and Distribution Expenses		
Advertisement & Business Promotion Expenses	2.62	10.33
Commission Paid	103.48	82.03
	106.09	**92.35**
TOTAL	**514.65**	**489.94**

Note 31 : Income Tax

(a) Tax expense recognised in the Statement of profit and loss: (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Current Tax		
Current year	334.56	426.92
Short Provision for Tax for earlier years	(0.35)	7.51
Total current tax	**334.21**	**434.43**
Deferred tax		
Relating to origination and reversal of temporary difference	103.42	90.08
Total deferred income tax expense/(credit)	**103.42**	**90.08**
Total income tax expense/(credit)	**437.62**	**524.51**

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Profit /(loss) before taxation	1,465.31	1,420.69
Enacted income tax rate in India	33.06%	34.61%
Tax at the enacted income tax rate	484.48	491.67
Reconciliation line items:		
Tax benefits u/s 80IA	45.07	49.67
Tax pertaining to Earlier Years	-	7.51
Others	1.78	75.00
Tax expense/ (credit)	437.62	524.51

(c) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2017:

For the year Ended March 31, 2017 (₹ in lakhs)

	As at April 01, 2016	Charge / (Credit) in Statement of profit and loss	As at March 31, 2017
Deferred tax assets/(liabilities)			
On Account of Depreciation	195.93	94.46	290.39
Due to disallowances under Income Tax	(4.30)	(2.87)	(7.17)
On account of Fair valution of Financial assets and liabilities	(10.59)	(2.53)	(13.12)
	181.04	**89.06**	**270.10**

For the year Ended March 31, 2018 (₹ in lakhs)

	As at April 01, 2017	Charge / (Credit) in Statement of profit and loss	As at March 31, 2018
Deferred tax assets/(liabilities)			
On Account of Depreciation	290.39	97.99	388.37
Due to disallowances under Income Tax	(7.17)	(1.81)	(8.98)
On account of Fair valution of Financial assets and liabilities	(13.12)	7.14	(5.98)
	270.10	**103.32**	**373.41**

32. DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

i) Gratuity: In accordance with the applicable laws, the parent company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet (₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of plan liabilities	27.17	20.73	13.26
Fair value of plan assets	-	-	-
Asset/(Liability) recognised	**27.17**	**20.73**	**13.26**

B. Movements in plan assets and plan liabilities

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2017	20.73	-
Current service cost	4.50	-
Past service cost	-	-
Interest Cost/(Income)	1.55	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	-
Actuarial (gain)/loss arising from experience adjustments	0.38	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2018	**27.17**	**-**

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2016	13.26	-
Current service cost	3.42	-
Past service cost	-	-
Interest Cost/(Income)	1.06	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.74	-
Actuarial (gain)/loss arising from experience adjustments	2.25	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2017	**20.73**	**-**

C. Statement of Profit and Loss

	As at March 31, 2018	As at March 31, 2017
Employee Benefit Expenses:		
Current service cost	4.50	3.42
Interest cost/(income)	1.55	1.06
Total amount recognised in Statement of Profit & Loss	**6.06**	**4.48**
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	-	0.74
Experience gains/(losses)	0.38	2.25
Total amount recognised in Other Comprehensive Income	**0.38**	**2.99**

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant acturial assumptions were as follows:

	As at March 31, 2018	As at March 31, 2017
Financial Assumptions		
Discount rate	7.50%	7.50%
Salary Escalation Rate	5.00%	5.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: (₹ in lakhs)

	Impact on defind benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1.00%	24.67	30.16
Salary Escalation Rate	1.00%	30.35	24.46

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2018 as follows: (₹ in lakhs)

Year ending March 31, 2018	Defined benefit obligation
2019	5.51
2020	0.42
2021	0.47
2022	0.51
2023	2.01
Thereafter	18.24

33. Contingent liabilities (₹ in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Claims against the Company not acknowledged as debts			
(i) liabilities that may arise in respect of disputed matters in relation to			
- Sales tax	1.39	2.72	2.72
- Entry tax	100.51	111.58	111.58
- Import duty	32.00	32.00	32.00
- Excise duty	12.43	12.43	7.53
- Income tax	442.79	840.56	816.68
- Service tax	13.96	13.96	-
- Local Body Tax	11.29	-	-
TOTAL	**614.37**	**1,013.25**	**970.51**

Note: - The Group's pending litigations comprise of claims against the Group and proceedings pending with tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

34. Commitments

The Group does not have any commitments (including capital commitments) as on the Balance sheet date. (As at March 31, 2017 and April 01, 2016 - Nil)

35. Earning Per share (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Profit after tax available for equity shareholders	1,027.69	889.06
Weighted average number of equity shares	1,01,77,103	84,30,747
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	10.10	10.63

36. Corporate Social Responsibility (CSR) expenditure (₹ in lakhs)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Amount required to be spent as per section 135 of the Act	21.51	16.31
Amount spent during the year on		
(i) Construction/acquisition of assets	-	-
(ii) on purpose other than above	21.49	9.21

37. Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

As at March 31, 2018 (₹ in lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	859.00	0.05	859.05	859.05
Trade receivables	-	-	11,286.75	11,286.75	11,286.75
Cash and cash equivalents	-	-	368.51	368.51	368.51
Other bank balances	-	-	139.81	139.81	139.81
Loans	-	-	11.65	11.65	11.65
Other financial assets	-	-	121.59	121.59	121.59
Total	**-**	**859.00**	**11,928.35**	**12,787.35**	**12,787.35**
Financial liabilities					
Borrowings	-	-	8,407.81	8,407.81	8,407.81
Trade payables	-	-	1,375.28	1,375.28	1,375.28
Others	-	-	1,330.64	1,330.64	1,330.64
Total financial liabilities	**-**	**-**	**11,113.73**	**11,113.73**	**11,113.73**

As at March 31, 2017 (₹ In Lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	637.40	0.05	637.45	637.45
Trade receivables	-	-	10,508.24	10,508.24	10,508.24
Cash and cash equivalents	-	-	495.47	495.47	495.47
Other bank balances	-	-	94.08	94.08	94.08
Loans	-	-	6.04	6.04	6.04
Other financial assets	-	-	105.51	105.51	105.51
Total	**-**	**637.40**	**11,209.40**	**11,846.80**	**11,846.80**
Financial liabilities					
Borrowings	-	-	6,622.21	6,622.21	6,622.21
Trade payables	-	-	233.71	233.71	233.71
Others	-	-	1,085.05	1,085.05	1,085.05
Total financial liabilities	**-**	**-**	**7,940.96**	**7,940.96**	**7,940.96**

As at April 01, 2016 (₹ In Lakhs)

Financial assets	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Investments	-	310.02	0.05	310.07	310.07
Trade receivables	-	-	7,646.21	7,646.21	7,646.21
Cash and cash equivalents	-	-	1,059.68	1,059.68	1,059.68
Other bank balances	-	-	78.68	78.68	78.68
Loans	-	-	14.61	14.61	14.61
Other financial assets	-	-	71.29	71.29	71.29
Total	**-**	**310.02**	**8,870.52**	**9,180.54**	**9,180.54**
Financial liabilities					
Borrowings	-	-	6,024.18	6,024.18	6,024.18
Trade payables	-	-	160.76	160.76	160.76
Others	-	-	546.35	546.35	546.35
Total financial liabilities	**-**	**-**	**6,731.28**	**6,731.28**	**6,731.28**

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ In Lakhs)

March 31, 2018	Level 1	Level 2	Level 3
Assets at fair value - Investments	**859.00**	-	-
March 31, 2017			
Assets at fair value - Investments	**637.40**	-	-
April 01, 2016			
Assets at fair value - Investments	**310.02**	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

38. Financial risk factors

The Group's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Group's operations and to provide to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities exposes it to Liquidity Risk, Market Risk and Credit Risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity Risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Group.

(i) Financing arrangements

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

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured working capital credit facility from Banks	1,512.81	2,652.76	1,706.71

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

(₹ in lakhs)

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at March 31, 2018				
Non-derivative liabilities				
Borrowings	8,407.81	-	7,102.53	1,305.29
Trade payables	1,375.28	-	1,375.28	-
Other financial liabilities	1,330.64	-	1,330.64	-
	11,113.73	**-**	**9,808.44**	**1,305.29**

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at March 31, 2017				
Non-derivative liabilities				
Borrowings	6,622.21	-	5,790.20	832.00
Trade payables	233.71	-	233.71	-
Other financial liabilities	1,085.05	-	1,085.05	-
	7,940.96	**-**	**7,108.96**	**832.00**

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at April 01, 2016				
Non-derivative liabilities				
Borrowings	6,024.18	-	5,329.66	694.52
Trade payables	160.76	-	160.76	-
Other financial liabilities	546.35	-	546.35	-
	6,731.28	**-**	**6,036.77**	**694.52**

(**b) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types 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 includes investment, deposits, foreign currency receivables and payables. The Group's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency trade payables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Unhedged Foreign currency exposure

(₹ in lakhs)

As at March 31, 2018	**Trade payables**
AED	47,12,280
INR	834.70
As at March 31, 2017	**-**
As at April 01, 2016	**-**

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Group, interest rate risk exposure is only for floating rate borrowings. The Group is not significantly exposed to the interest rate risk, since the borrowings of the Group are on Fixed interest rate basis.

(iii) Commodity Risk

Commodity price risk arises due to fluctuation in prices of crude oil. Volatility in Crude Oil prices, Currency fluctuation of Rupee vis-à-vis other prominent currencies coupled with demand–supply scenario in the world market affect the effective price and availability. The Group manages this risk by widening its source base, appropriate contracts and commitments and well planned procurement.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. The Group is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business.

(₹ in lakhs)

Exposure to the Credit risks	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)	133.23	111.56	85.91

(₹ in lakhs)

Exposure to the Credit risks	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)			
- Trade Receivables	11,286.75	10,508.24	7,646.21

Trade and other receivables

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk, the Group compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

(i) Actual or expected significant adverse changes in business.
(ii) Actual or expected significant changes in the operating results of the counterparty.
(iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations.
(iv) Significant increase in credit risk on other financial instruments of same counterparty.

Ageing of the accounts receivables

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0-90 days	6,490.11	5,580.22	3,962.24
90-180 days	798.69	1,160.67	913.47
>180 days	4,042.28	3,812.69	2,802.73
	11,331.08	**10,553.57**	**7,678.44**

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2018 and March 31, 2017.

39. (a) Financial Risk Factors

Capital Risk Management

The Group's objectives when managing capital are to :

(i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Parent Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Group monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Total equity	12,190.61	11,087.86	7,393.98
Net debt (Total borrowings less cash and cash equivalents)	7,899.50	6,032.66	4,885.82
Total capital (Borrowings and Equity)	20,090.11	17,120.52	12,279.80
Gearing ratio	**39.32%**	**35.24%**	**39.79%**

(b) Dividends

The Parent Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Parent Company dividend policy.

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017
Final Dividend paid		
Final dividend for the year ended March 31, 2017 of ₹ 1.50 Per fully paid up share (March 31, 2016 - ₹ 1.50) [Including dividend distribution tax of ₹ 31.02 lacs (as at 31-March 2017 - ₹ 16.83 lacs]	183.40	99.52
Dividends not recognised at the end of reporting period		
Since year end, the directors have recommended the payment of a final dividend of ₹ 1.50 per fully paid up equity share (March 31, 2017 - ₹ 1.50 per fully paid up equity shares) [Including dividend distribution tax of ₹ 31.32 lacs (as at 31-March 2017 - ₹ 31.02 lacs]	184.71	183.40

40. Segment Reporting

The Parent Company's Board of Directors consisting of Managing Director together with the Chief Financial Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Group's performance and allocated the resources based on an analysis of various performance indicators . The Group is primarily engaged in the business of manufacturing of petrochemical products (Bitumen & Bituminous products), Logistic business - Bitumen and LPG and Sale of Power - Wind mill. The Group has accordingly identified these 3 activities as Operating segments in accordance with requirements of Ind AS 108 on 'Operating segments'.

Operating Segments

(a) Petrochemical business - Bitumen products

(b) Transportation - Bitumen and LPG

(c) Sale of power - Wind mill

(₹ in lakhs)

	For the year ended 31st March 2018	For the year ended 31st March 2017
Segment Revenue		
a) Transportation	5,815.32	5,250.87
b) Windmill	143.35	168.20
c) Petrochemicals (Bituminous & Allied Products)	35,511.47	24,439.77
d) Other (Unallocable)	42.54	23.85
Total	**41,512.67**	**29,882.69**
Less Intersegment Revenue	-	-
Net Sales/Income From Operations	**41,512.67**	**29,882.69**
Segment Result Profit/(Loss) before tax and interest from Each Segment		
a) Transportation	354.81	590.78
b) Windmill	89.58	96.79
c) Petrochemicals (Bituminous & Allied Products)	1,802.72	1,395.89
Total	**2,247.11**	**2,083.47**
Less: i) Interest	824.72	664.13
ii) Other Un-allocable Expenditure net off	-	-
iii) Un-allocable Income	(42.92)	(1.36)
Total Profit Before Tax	**1,465.31**	**1,420.69**

(₹ in lakhs)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Segment Assets			
a) Transportation	4,339.38	3,379.87	2,619.18
b) Windmill	693.43	695.94	711.03
c) Petrochemicals (Bituminous & Allied Products)	17,544.71	15,196.89	10,804.42
d) Others	1,233.76	863.70	536.32
Total Assets	**23,811.28**	**20,136.41**	**14,670.95**
Segment Liabilities			
a) Transportation	2,180.12	1,664.88	1,109.60
b) Windmill	8.26	10.53	8.37
c) Petrochemicals (Bituminous & Allied Products)	9,016.60	6,979.47	5,945.68
d) Others (Including Shareholders Funds)	12,606.29	11,481.53	7,607.30
Total Liability	**23,811.28**	**20,136.41**	**14,670.95**

41. Related party disclosure under Ind AS 24

Name and description of related parties

(a) Key Managerial Personnel (KMP)
Mr. Jaiprakash Agarwal, Director
Mr. Lalit Agarwal, Director
Mr. Ramchandra Agarwal, Director
Mr. Vipin Agarwal, CFO
Mr. Rakesh Bhalla , CS

(b) Relatives of KMP
Mrs. Pooja Vipin Agarwal
Mr. Nilesh Agarwal
Mr. Mukul Agarwal

(c) Concerns in which KMP are interested
ANZ Transporters
Agarwal Gas Carriers
Agarwal Translink P Ltd

Transaction with the related parties during the year (₹ in lakhs)

Name of Party	For the year ended 31st March 2018	For the year ended 31st March 2017
Key Managerial Personnel (KMP)		
- Directors remunerations	90.60	85.50
- Salary	27.08	23.34
- Rent paid	16.32	11.15
Relatives of KMP		
- Salary	18.00	15.60
Concerns in which KMP are interested		
- Subcontract Payments	909.77	747.91
- Subcontract receipts	836.23	534.57
- Labout charges received	24.11	26.64
- Sale of Spare parts & Oil	26.86	35.60
- Purchase of HSD & oil	449.44	294.87

Balances outstanding as at year end (₹ in lakhs)

Name of Party	As at 31st March, 2018	As at 31st March, 2017
Key Managerial Personnel (KMP)		
- Payables	0.89	4.73
Relatives of KMP		
- Payables	13.58	3.29
Concerns in which KMP are interested		
- Receivables	527.88	172.44

42. First time adoption of Ind AS

The accounting policies set out in Note 1, have been applied in preparing the consolidated financial statements from the year ended March 31, 2018, the comparative information presented in these consolidated financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (the Group's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in consolidated financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

A. Ind AS optional exemptions

(i) Deemed Cost

The Group on first time adoption of Ind AS, has elected to continue with the carrying value for all of its property, plant & equipment and other intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed costs as at the date of transition.

(ii) Past Business Combinations

The Group has elected not to apply Ind AS 103 Business Combinations retrospectively to past business combinations that occurred before the transition date of 1st April, 2016.

(iii) Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at FVTOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The group has opted to apply this exemption for its investment in equity Investments.

B. Ind AS mandatory exemptions

(i) Estimates

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

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Group made estimates for following item in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

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

(iii) De-recognition of financial assets and financial liabilities

The Group has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

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

(i) Reconciliation of Balance sheet as at April 1, 2016 (Transition date)
(ii) A. Reconciliation of Balance sheet as at March 31, 2017
B. Reconciliation of total comprehensive income for the year ended March 31, 2017
(iii) Reconciliation of Equity as at April 1, 2016 and March 31, 2017
(iv) Impact on cash flow statement for the period ended March 31, 2017

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

(i) Reconciliation of Balance sheet as at April 1, 2016 (₹ in lakhs)

	Notes	Previous GAAP*	Ind AS adjustments	Ind AS
Assets				
1. Non - Current Assets				
Property, plant and equipment		3,706.33	(8.37)	3,697.96
Capital work-in-progress		9.57	-	9.57
Goodwill on Consolidation		226.30	-	226.30
Financial Assets				
(a) Investments		0.05	-	0.05
(b) Other financial assets	(ii)	65.82	(8.75)	57.06
		4,008.06	**(17.12)**	**3,990.94**
2. Current Assets				
Inventories		732.75	-	732.75
Financial Assets				
(a) Investments	(v)	302.26	7.76	310.02
(b) Trade Receivable	(ix)	7,678.44	(32.23)	7,646.21
(c) Cash & Cash Equivalents		1,059.68	-	1,059.68
(d) Bank balances other than (c) above		77.84	-	77.84
(e) Loans		14.61	-	14.61
(f) Other financial assets		15.07	-	15.07
Current tax assets (net)		24.87	-	24.87
Other currenta assets	(ii)	790.41	8.55	798.97
		10,695.93	**(15.92)**	**10,680.01**
		14,703.99	**(33.04)**	**14,670.96**
EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital		799.87	-	799.87
(b) Other equity	(i) to (ix)	6,517.03	77.08	6,594.11
		7,316.90	**77.08**	**7,393.98**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings		694.52	-	694.52
Provisions		11.93	-	11.93
Deferred Tax Liability (Net)	(viii)	191.63	(10.59)	181.04
		898.08	**(10.59)**	**887.49**
3. Current Liabilities				
Financial Liabilities				
(a) Borrowing		5,329.66	-	5,329.66
(b) Trade Payables		160.76	-	160.76
(c) Other Current financial liabilities		546.35	-	546.35
Other current liabilities		351.39	-	351.39
Short Term Provisions	(i)	100.85	(99.53)	1.33
		6,489.02	**(99.53)**	**6,389.49**
		14,703.99	**(33.04)**	**14,670.96**

* Represent Merged balance sheet pursuant to the Scheme of Amalgamation of Agarwal Petrochem Pvt Ltd which became effective on 29th October 2016 for appointed date 1st April 2015.

(ii) A. Reconciliation of Balance sheet as at April 1, 2017 (₹ in lakhs)

	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Assets				
1. Non - Current Assets				
Property, plant and equipment		4,179.87	(8.37)	4,171.50
Capital work-in-progress		807.50	-	807.50
Goodwill on Consolidation		226.30	-	226.30
Financial Assets				
(a) Investments		0.05	-	0.05
(b) Other financial assets	(ii)	88.44	(5.51)	82.93
		5,302.15	**(13.88)**	**5,288.28**
2. Current Assets				
Inventories		1,714.51	-	1,714.51
Financial Assets				
(a) Investments	(v)	631.28	6.12	637.40
(b) Trade Receivable	(ix)	10,553.57	(45.33)	10,508.24
(c) Cash & Cash Equivalents		495.47	-	495.47
(d) Bank balances other than (c) above		94.08	-	94.08
(e) Loans		6.04	-	6.04
(f) Other financial assets		20.06	-	20.06
Current tax assets (net)		-	-	-
Other current assets	(ii)	1,367.18	5.13	1,372.32
		14,882.21	**(34.07)**	**14,848.13**
EQUITY AND LIABILITIES		**20,184.36**	**(47.95)**	**20,136.41**
1. Shareholders' Funds				
(a) Share Capital		1,015.87	-	1,015.87
(b) Other equity	(i) to (ix)	9,916.85	155.14	10,071.99
		10,932.72	**155.14**	**11,087.86**
2. Non - Current Liabilities				
Financial Liabilities				
(a) Borrowings	(iv)	838.58	(6.57)	832.00
Provisions		12.04	-	12.04
Deferred Tax Liability (Net)	(viii)	283.21	(13.12)	270.10
		1,133.83	**(19.69)**	**1,114.14**
3. Current Liabilities				
Financial Liabilities				
(a) Borrowing		5,790.20	-	5,790.20
(b) Trade Payables		233.71	-	233.71
(c) Other Current financial liabilities		1,085.05	-	1,085.05
Other current liabilities		738.06	-	738.06
Short Term Provisions	(i)	192.09	(183.40)	8.69
Current Tax Liabilities (Net)		78.70	-	78.70
		8,117.81	**(183.40)**	**7,934.41**
		20,184.36	**(47.95)**	**20,136.41**

(ii) B. Reconciliation of Statement of total comprehensive income for the year ended March 31, 2017 (₹ in lakhs)

	Notes	Previous GAAP	Ind AS adjustments	Ind AS
Revenue from operations	(vii)	29,709.72	56.58	29,766.30
Other income	(iii) & (v)	114.78	1.61	116.39
Total income		**29,824.50**	**58.19**	**29,882.69**
Expenses				
Cost of materials consumed		10,978.17	-	10,978.17
Excise Duty	(vii)	-	56.58	56.58
Purchases of traded goods		11,614.87	-	11,614.87
Change in inventories of Finished goods and Semi finished goods		(1,194.91)	-	(1,194.91)
Operating Expenses		3,920.80	-	3,920.80
Employee benefits expense	(ii)	439.03	(2.99)	436.04
Manufacturing and Other Direct Expenses		918.11	-	918.11
Finance costs		664.13	-	664.13
Depreciation and amortisation expense		578.27	-	578.27
Other expenses	(vi)	480.00	9.95	489.94
Total expenses		**28,398.46**	**63.54**	**28,462.00**
Profit before tax		**1,426.04**	**(5.35)**	**1,420.69**
Tax expense				
Current tax		426.92	-	426.92
Deferred tax (net)	(viii)	91.59	(1.51)	90.08
Short Provision for Tax for earlier years		7.51	-	7.51
		526.01	**(1.51)**	**524.51**
Profit for the year (A)		**900.02**	**(3.84)**	**896.18**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of post-employment benefit obligations, net of tax	(ii)	-	2.99	2.99
Tax impact on above		-	(1.02)	(1.02)
Other comprehensive income for the year		**-**	**1.98**	**1.98**
Total comprehensive income for the year		**900.02**	**(5.81)**	**894.21**

(iii) Reconciliation of Equity as at April 1, 2016 and March 31, 2017

(₹ in lakhs)

Particulars	Notes	As at 31st March, 2018	As at 31st March, 2017
Total Equity (Shareholder's funds) under previous GAAP		10,932.72	7,316.90
Reversal of Proposed dividend (Including dividend distribution tax)	(i)	183.40	99.53
Net Gain on financial assets/liabilities fair valued through Statement of Profit and Loss	(iii) & (v)	5.75	7.56
Financial liability carried at amortised cost	(iv)	6.57	-
Expected Credit Loss	(vi)	(45.33)	(32.23)
Others		(8.37)	(8.37)
Deferred tax impact on above adjustments	(viii)	13.12	10.59
Total equity under Ind AS		**11,087.86**	**7,393.98**

(iv) Impact on cash flow statement for the period ended March 31, 2017
There were no differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

Notes to First-time adoption:

(i) Proposed Dividend
Under the previous GAAP, dividend proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as subsequent events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

(ii) Remeasurement of post employment benefit obligations
Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in Other Comprehensive Income (OCI) instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year. As a result of this change there is no impact on the total equity as at March 31, 2017.

(iii) Fair valuation of financial assets - Interest free deposits:
Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of lease term) are recorded at transaction price. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Group has fair valued the security deposits and the difference between the fair value and transaction value of the security deposit has been recognised as prepaid rent.

(iv) Borrowing costs - Financial Liability
Under Previous GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit or loss or capitalised. Under Ind AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged to Statement of Profit and Loss over the tenure of the borrowings using the effective interest rate method.

(v) Financial Assets - Investment in Mutual Funds
Under the previous GAAP, investments in Mutual funds were classified current investments and were carried at cost. Under Ind AS, these investments are required to be measured at fair value through profit & loss (FVTPL).

(vi) Expected credit loss allowance:
Under Indian GAAP, the Group has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, impairment allowance has been determined based on Expected Loss model (ECL).

(vii) Adjustments to revenue:
Under previous GAAP, the Group accounted revenue net of trade discounts, sales taxes and excise duties. Under Ind AS, revenue is being recognised at fair value of consideration received or receivable, gross of excise duty. Excise duty is being charged under Other expenses. Any sales incentive, discounts or rebates in any form including cash discounts given to customer are being considered as reductions to selling price and revenue is presented on net basis.

(viii) Deferred taxes:
Under previous GAAP, deferred taxes were recognised based on profit and loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, deferred tax is being recognised by following balance sheet approach i.e. tax impact on temporary difference between the carrying value of asset and liabilities in the books and their respective tax base. Also, deferred tax have been recognised on the adjustments made on transition to Ind AS. Deferred tax asset has been recognised to the extent Group has reasonable certainty over future taxable profits as against virtual certainity under the previous GAAP.

(ix) Other Comprehensive Income (OCI):
Under Ind AS, all items of income and expense recognised during the year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss are shown in the Statement of Profit and Loss as "other comprehensive income".

43. Recent accounting pronouncements

Ind AS 115 - Revenue from Contracts with Customers

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018. Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Group from 1 April 2018.

The management is yet to assess the impact of the aforesaid amendments on the Group's financial information.

Ind AS 21 - Foreign currency transactions and advance consideration:

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 effective from April 1, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

This amendment will not have any material impact on the financial statements of the Group.

44. Additional disclosures mandated by Schedule III of Companies Act, 2013 :

Particulars	Parent Company	Subsidiary	Total
Net assets i.e. total assets - total liabilities			
Amount	12,027.91	162.70	12,190.61
As a % of Consolidated net assets	98.67%	1.33%	100.00%
Share in Profit & Loss			
Amount	1,020.22	7.47	1,027.69
As a % of Consolidated net assets	99.27%	0.73%	100.00%
Share in Other Comprehensive Income - Loss			
Amount	0.28	-	0.28
As a % of Consolidated net assets	100.00%	0.00%	100.00%
Share in Total Comprehensive Income			
Amount	1,019.93	7.47	1,027.40
As a % of Consolidated net assets	99.27%	0.73%	100.00%

45. The Group is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

46. Post the applicability of Goods and Service Tax (GST) with effect from 01st July 2017, revenue from operations are disclosed net of GST, whereas Excise duty formed part of other expenses in previous year. Accordingly, the revenue from operations and other expenses for the year are not comparable with previous year.

47. The financial statements were approved for issue by the Board of Directors on May 30, 2018.

48. The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

As per our report of even date
For LADHA SINGHAL & ASSOCIATES
Chartered Accountants
(Firm Regd. No. 120241W)

FOR & ON BEHALF OF BOARD OF DIRECTORS

(JAIPRAKASH AGARWAL)
Managing Director
(DIN : 01379868)

(MAHENDRA AGARWAL)
Director
(DIN : 01366495)

(AJAY SINGHAL)
PARTNER
M.No. 104451

(LALIT AGARWAL)
Whole Time Director
(DIN : 01335107)

(VIPIN AGARWAL)
Chief Financial Officer

(RAKESH BHALLA)
Vice President - Legal & Company Secretary

Place : Mumbai
Date : 30th May 2018

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in lakhs)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Bituminex Cochin Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2017 to 31/03/2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	6.20
5.	Other Equity	35.50
6.	Total assets	188.90
7.	Total Liabilities	188.90
8.	Investments	Nil
9.	Turnover	374.47
10.	Profit before taxation	10.04
11.	Provision for taxation	2.57
12.	Profit after taxation	7.47
13	Other Comprehensive Income	0.00
14	Total Comprehensive Income	7.47
15	Proposed Dividend	Nil
16	% of shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations : NIL
2. Names of subsidiaries which have been liquidated or sold during the year : NIL

Part "B": Associates and Joint Ventures

There are no Joint Venture or Associate Companies related to your Company

AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

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Tel. Nos: +91-22-25291149/50; **Fax No.:** +91-22-25291147: **Website :** www.aicltd.in; **E-mail:** contact@aicltd.in
CIN: L99999MH1995PLC084618

TWENTY FOURTH ANNUAL GENERAL MEETING, SEPTEMBER 29, 2018

Form No. MGT-12
POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1.	Name & Address of Sole/ First Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered folio No./DP ID No. along with Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of ordinary/special resolutions enumerated below by recording my assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Description	No. of Shares held by Shareholder	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	To receive, consider and adopt			
(a)	the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Reports of the Board of Directors and Independent Auditors thereon: and			
(b)	the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Report of the Independent Auditors thereon.			
2.	To declare Dividend on Equity Shares for the Financial Year 2017-18.			
3.	To appoint a Director in place of Mr. Ramchandra Agarwal (DIN- 02064854) who retires by rotation, and being eligible, offers himself for reappointment.			
4.	To Ratify the re-appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).			
5.	Related Party Transactions for F.Y. – 2018-19			
6.	Appointment of Cost Auditors for F.Y. – 2018-19			

Place:

Date: (Signature of the Shareholder*)

*As per company records

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TWENTY FOURTH ANNUAL GENERAL MEETING, SEPTEMBER 29, 2018

Form MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules 2014]

Name of the member(s)	
Registered Address	
Email ID	
Folio No. / DP ID / Client ID	

I/We, being the member(s) of _____ shares of Agarwal Industrial Corporation Limited, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him

2. _____ of _____ having e-mail id _____ or failing him

3. _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai -400 071 on Saturday, September 29, 2018 at 10.30 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1.	(a.) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Reports of the Board of Directors and Independent Auditors thereon (b.) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Report of the Independent Auditors thereon		
2.	To declare Dividend on Equity Shares for the Financial Year 2017-18		
3.	To appoint a Director in place of Mr. Ramchandra Agarwal (DIN- 02064854) who retires by rotation, and being eligible, offers himself for re- appointment		

4.	To Ratify the re-appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).		
5.	Related Party Transactions for F.Y 2018-19		
6.	Appointment of Cost Auditors for F.Y 2018-19		

Signed this ……. Day of …… 2018

Affix a 1 Rupee Revenue Stamp

Signature of Shareholder: ……

Signature of proxy holder(s)

Note:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company

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

(4) ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

(6) In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

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CIN: L99999MH1995PLC084618

TWENTY FOURTH ANNUAL GENERAL MEETING, SEPTEMBER 29, 2018

ATTENDANCE SLIP

Folio No.	DP ID / Client ID

Name of the attending member/s (in Block Letters)	
Name of the Proxy (in Block Letters) to be filled in by the Proxy who attends instead of the Member)	

* Applicable in case of shares held in Demat.

No. of Shares held …….

I, hereby record my presence at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company on Saturday, September 29, 2018 at 10.30 A.M at Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai -400 071,* Applicable in case of shares held in Demat.

.....
Member's/Proxy's/Signature
(To be signed at the time of handling over this slip)

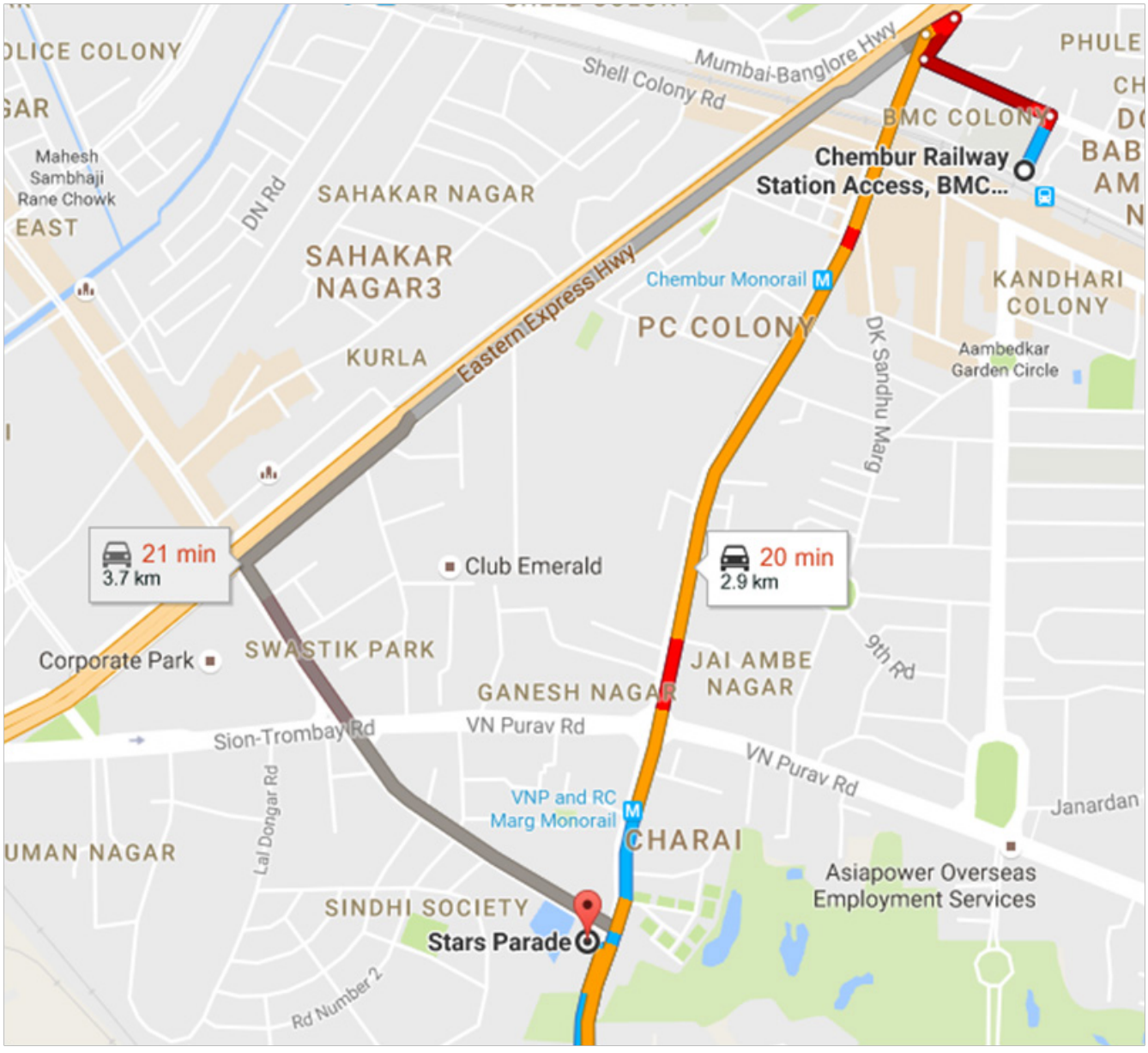
Note: Shareholders / Proxy holders are requested to bring the attendance slip with them, dully filled in when they come to the meeting and hand over at the gate, affixing signature on it.

Route Map for AGM Venue:

Hotel Stars Parade, Lower Hall, Swami Jairamdas Building,
Near Basant Park, Chembur, Mumbai – 400 071

Prominent Landmark:

- Opposite Acres Club, Chembur.
- Near Basant Park, Chembur.



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