

To,

The Members,

Your Directors have pleasure in presenting their 44<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31<sup>st</sup>, 2018.

1. Financial summary or highlights / Performance of the Company  
The Board's Report shall be prepared based on the stand alone financial statements of the company.

(Rs. In Lakhs)

<b>Particulars</b>	<b>2017-2018</b>	<b>2016-2017</b>
Revenue From operations	15283.42	14498.46
Other Income	692.78	706.85
Profit/Loss Before Interest, Depreciation and Exceptional Items	1564.49	1503.52
Finance Charges	686.09	813.38
Profit/Loss before Depreciation and Tax	878.40	690.14
Provision for Depreciation	<b>412.49</b>	<b>403.09</b>
Exceptional Item/Extraordinary Items	0	0
<b>Profit Before Tax/ Loss</b>	<b>465.90</b>	<b>287.05</b>
<b>Profit After Tax/ Net Loss</b>	<b>327.85</b>	<b>478.14</b>

2. **State of Company's Affair**

The company manufactures Corrugated Fibre Cement Sheets which are widely used in industrial sector.

Our company at present has two units-one at Lucknow and other at Dadri. The company has undergone restructuring and to enhance its financial positions and overall shareholders' value the company has given its Dadri unit on lease. The Dadri unit has been leased out for 10 years w.e.f 01.02.14, the leasing arrangement are not cancellable and are renewable by mutual consent on agreed terms. The aggregate lease rentals are shown as lease rentals.

During the financial year under review, your Company's revenue from operations has been Rs. 15283.41 Lakhs as compared to Rs. 14498.46 Lakhs in last year the company's revenue increased by 32.80% over the last year; the company incurred a Profit before tax of Rs. 465.90 Lakhs as compared to Loss before tax of Rs. 287.05 Lakhs in last year, Profit after tax has been Rs. 327.85 Lacs compared to a profit after tax of Rs. 478.14 Lacs in last year.

Highlights of the performance of the company has been discussed in detail in the Management Discussion and Analysis report attached as **Annexure III**

3. **DIVIDEND**

To conserve the resources the Board recommends no dividend during the year under report.

4. **RESERVES**

No amount is proposed to be transferred to the reserves during the year under report.

5. **DEPOSITS**

The company has not accepted any deposits from the public during the year under review however the deposits existing on 1<sup>st</sup> April, 17 with the company has been timely paid off. However unclaimed/disputed deposits amounting to Rs. 3,50,000/- and interest thereon are lying with the Company as on 31.03.2018. A Return in DPT-3 is filed with concerned ROC regarding the same.

6. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year the company witnessed a change in management on resignation of Mr. Anchal Rastogi from the post of the Chief Financial Officer w.e.f. 31.07.2017 and appointment of Mr. Gaurav Arora in his place to hold office of the Chief Financial Officer w.e.f. 16.08.2017.

**7. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is confirmed that :

- in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed and there are no material departures from the same.
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2018 and of the profit of the company for the year ended on that date ;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities ;
- the Directors have prepared the annual accounts of the Company on a going concern basis;
- the Directors had laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**8. EXTRACT OF ANNUAL RETURN :**

As required pursuant to section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

**9. MEETINGS DURING THE YEAR :**

The Board met five times during the financial year ending on 31<sup>st</sup> March, 2018. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

For further details in respect of Composition, number and attendance of each director in various Committees of Board as required in accordance with Secretarial Standard-1 on board Meetings and Listing Regulations, please refer Corporate Governance Report annexed herewith as **Annexure II**.

**10. DETAILS OF FRAUD REPORTED BY THE AUDITORS UNDER SECTION 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT :**

No such fraud has been reported under section 143(12) of the Companies Act, 2013.

**11. SUBSIDIARY, ASSOCIATES & JOINT VENTURES :**

As the Company has no subsidiary, associates & joint Ventures, the Company is not required to provide a report on the performance and financial position of each of the subsidiaries, associates and joint venture companies.

**12. PARTICULARS OF EMPLOYEES :**

Pursuant to the Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure VI**

**13. BOARD EVALUATION :**

Regulation 10 [19(4)] and 20 (4) of LODR Regulation of the Listing Agreement mandates that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that an annual evaluation needs to be made by the board of its own performance and that of its committees and individual directors, Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The said criteria also contemplates evaluation of the directors based on their performance as director apart from their specific role as independent, non-executive and executive directors as mentioned below :-

1. Executive Director, being evaluated as directors as mentioned above, will also be evaluated on basis of targets / criteria given to them by board from time to time as well as their terms of appointment.
2. Independent Director, as director will be evaluated on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, etc. applicable to independent directors as described in the Schedule IV of the Companies Act, 2013. None of the Independent Directors are due for retirement.

**14. BOARD AND ITS COMMITTEES**

During the financial year under review the Board and its committees was constituted in the the following manner :-

<b>Sl.</b>	<b>Name of Committee</b>	<b>Members</b>	
1.	Audit Committee	Shri Dharam Mohan	Chairman
		Shri Rakesh Seth	Member /NED
		Smt Mala Agarwal	Member /NED
		Ms. Ritika Tandon	Secretary to the Committee
2.	Nomination and Remuneration Committee	Shri Dharam Mohan	Chairman
		Shri Rakesh Seth	Member /NED
		Smt Mala Agarwal	Member /NED
		Ms. Ritika Tandon	Secretary to the Committee
3.	Stakeholders' Relationship Committee	Shri Dharam Mohan	Chairman
		Shri Amitabh Tayal	Member /ED
		Smt Mala Agarwal	Member /NED
		Ms. Ritika Tandon	Secretary to the Committee
4.	Share Transfer Committee	Shri Amitabh Tayal	Chairman
		Smt. Mala Agarwal	Member /NED
		Ms. Ritika Tandon	Secretary to the Committee
5.	Internal Audit Committee	Shri Dharam Mohan	Chairman
		Shri Priyank Tayal	Member/ED
		Smt. ShaillyTayal	Member
		Ms. Ritika Tandon	Secretary to the Committee
6.	Risk Management Committee	Shri Dharam Mohan	Chairman
		Shri Priyank Tayal	Member/ED
		Shri Amitabh Tayal	Member/ED
		Ms. Ritika Tandon	Secretary to the Committee

The Board has accepted all recommendations made by the Audit Committee from time to time.

**15. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY**

The company has received declaration from all the Independent Director (s) under section 149 (6) of the Companies Act, 2013 that he / she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Guidelines.

**16. DETAILS OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS, ESOP'S & SWEAT EQUITY :**

The Company has not issued any equity shares with differential voting rights, ESOP's & Sweat Equity.

**17. AUDITORS :-**

**A. STATUTORY AUDITOR :**

The Auditors M/s Sharma Prakash & Associates are appointed as the Statutory Auditor of the company for a term of 5 years.

The Auditors' in their Report to the members as attached herewith have given 5 qualified opinions and the response of your directors with respect to it is as follows :-

1. We draw attention to note 41 of notes to Ind AS Financial Statements in respect of non receipt of balance confirmation from customers due to which we are unable to comment on short provision, if any, of bad and doubtful debts, discounts, commission and breakage compensation in the books of account and note 42 regarding non-reconciliation and non confirmation of balances with parties. We are unable to comment on the impact, if any, of the same on the profit for the year.

2. Attention is invited to note 46 of Notes to Ind AS Financial Statements where in an amount of Rs.79.70 lacs has been treated as recoverable from the Commercial Tax Department of the Government of Uttar Pradesh. In view of the uncertainty about its ultimate collection, we are unable to form an opinion as to the recoverability of this amount.
3. Attention is invited to note 33 of notes to Ind AS Financial Statements whereby the management has stated that the assets of the company are not impaired in terms of Indian Accounting Standard (Ind AS)-36 notified under the Companies (Indian Accounting Standards) Rules, 2015. In the absence of necessary evidence on the basis of which the management has made an assessment to the effect that the recoverable amount of the asset or there coverable amount of the cash generating unit to which the asset belongs is higher than its carrying amount, we are unable to comment whether any asset of the company is impaired in terms of (Ind AS)-36 notified under the Companies (Indian Accounting Standards) Rules, 2015.
4. Attention is invited to note 49 of Notes to Ind AS Financial Statements with regard to recoverability of interest of Rs.11.85 Lacs from Big Apple Real Estate Private Limited. We are unable to comment on there cover ability of the same.
5. We are unable to comment on the effectiveness of the internal control with respect to identification of unserviceable or damaged items of inventory for valuation of the same at lower of cost or Net realize able value.
1. Response to Point 1.  
Adjustments on account of any selling price, discounts, commission and breakage compensation is negotiated with the customers and effect of the same is taken after finalisation. The balances are confirmed telephonically. Necessary evidences regarding balance confirmation is in process to be obtained.
2. Response to Point 2.  
The Company is hopeful of recovery of Rs. 79.70 lacs from the Commercial Tax Department of the Government of Uttar Pradesh as similar matter in this respect has also been decided in favour of Company in F.Y. 2013-14 by Hon'ble Supreme Court.
3. Response to point 3.  
The Company has assessed the recoverable amount of the company's assets on the basis of several factors for which no direct evidence can be provided. The Company shall soon get a valuation of the assets of the company done to demonstrate the same.
4. Response to Point 4.  
The loan amount was recovered in July' 2015 but interest income of Rs. 11.85 lacs is yet to be recovered. Management is hopeful for recovery of this amount.
5. Response to Point 5.  
Identification of unserviceable or damaged items of inventory is done at the time of physical verification and necessary action is taken in the books of accounts.

**B. SECRETARIAL AUDIT REPORT**

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Aditya Agarwal & Associates, Practicing Company Secretary had been appointed as the Secretarial Auditors of the Company for the financial year ending on 31.03.2018. The Auditor's report for the financial year ending on 31-03-2018 is attached herewith has **Annexure - IX**.

**C. COST AUDITOR**

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Aman Malviya & Associates, Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2018-2019. The remuneration payable to the Cost Auditor is subject to ratification by the members at the ensuing Annual General Meeting of the Company.

Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

**D. INTERNAL AUDITOR :**

The Company continues to engage Mr. O.P, Singh as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

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

No material change has occurred affecting the financial position of the company between the end of the financial year of the company and date of the report.

**19. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

The company has adequate internal financial control with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE :**

No such order has been passed against the Company.

**21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The company has made loans and investment within the prescribed limit of section 186 of the Companies Act, 2013 and rules made thereunder and also elaborated in **Note 51** of the Balance Sheet The Loans made are detailed as under :-

<b>S L</b>	<b>Details of Borrower</b>	<b>Amount</b>	<b>Purpose of loan/investment for the recipient</b>	<b>Date of BR</b>	<b>Date of SR (if reqd)</b>	<b>ROI (%)</b>
1.	Casmet Packagings Pvt Ltd.	11036010	Business Operation	20.05.2013	NA	16
2.	Pasondia Cables Private Limited	20000000	Business Operation	30.06.2016	NA	19
3.	Shri Ghata Mehendipur Balaji LLP	25000000	Business Operation	25.07.2017	NA	12

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as **Annexure VII**.

**23. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS**

The Corporate Governance Report & Management Discussion and Analysis Report, the CEO Declaration for Code of Conduct and certificate of Practicing Company Secretary's certifying compliance of conditions of Corporate Governance by the company has been made part of the annual report and annexed herewith as **Annexure II, III, IV, and V**. A CFO certification is attached herewith as **Annexure X**.

**24. VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.upasbestos.com](http://www.upasbestos.com).

**25. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013. Under the

said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

A statement giving details of conserving of energy, technology absorption, foreign earnings and outgo in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed to the Directors Report as **Annexure-VIII**.

**27. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The company does not fall in the criteria mentioned under section 135 of the Companies Act, 2013. Therefore, the Company was not required to form CSR Committee or frame CSR Policy. Accordingly, the Company was not required to make any expenditure towards CSR. However, the company has voluntarily made expenditure for the purpose of CSR.

**28. LISTING WITH STOCK EXCHANGES :**

The Company was earlier listed with Delhi Stock Exchange Limited and UP Stock Exchange Limited. However, with de-recognition of Delhi Stock Exchange and UP Stock Exchange, the company got its shares listed with Metropolitan Stock Exchange of India Ltd. w.e.f. 08.02.2016. The Company has made payment of all dues to the Stock Exchanges.

**29. ACKNOWLEDGEMENTS**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

**Place : Lucknow**

**For U.P. Asbestos Limited**

**Date : 29.05.2018**

**(Dharam Mohan)  
Chairman  
(DIN : 00161800)**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2018**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company**  
**(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS :**

1.	CIN	L26942UP1973PLC003743
2.	Registration Date	July 18, 1973
3.	Name of the Company	U P Asbestos Limited
4.	Category/Sub-category of the Company	Public Company/Limited by shares
5.	Address of the Registered office & contact details	P O Mohanlalganj, Lucknow – 226 301, Uttar Pradesh, India. Phone No.: +91-522-2622905 Email: <a href="mailto:upasbestos@upasbestos.com">upasbestos@upasbestos.com</a> Website: <a href="http://www.upasbestos.com">www.upasbestos.com</a>
6.	Whether listed company	Yes, on MSEI Limited
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KARVY COMPUTERSHARE (P) LTD. Karvy Selenium Tower B Plot No. 31 & 32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500032 Phone No.: +91-40-67162222, 33211000 Fax No.: +91-40-23420814 Email: <a href="mailto:support@karvy.com">support@karvy.com</a> ; Website: <a href="http://www.karvy.com">www.karvy.com</a>

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

The business activities contributing 10 % or more of the total turnover of the company is stated :

SN	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the company
1	Corrugated Cement Asbestos Sheets	23959	18.858
2	Asbestos Sheet	23953	75.093

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

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY / ASSOCIATE	% of shares	Applicable Section
NIL					

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	1282845	-	1282845	14.09	1282845	-	1282845	14.09	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	5057079	-	5057079	55.53	5057079	-	5057079	55.53	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	170850	-	170850	1.88	170850	-	170850	1.88	-
<b>Total shareholding of Promoter (A)</b>	<b>6510774</b>	<b>-</b>	<b>6510774</b>	<b>71.50</b>	<b>6510774</b>	<b>-</b>	<b>6510774</b>	<b>71.50</b>	<b>-</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	591898	1300400	1892298	20.78	591898	1300400	1892298	20.78	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	342171	218550	560721	6.16	222250	338371	560621	6.16	-



## DIRECTORS' REPORT



ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	140750	100	140850	1.55	140750	100	140850	1.55	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI	2650	-	2650	.03	2650	-	2650	.03	-
<b>Sub-total (B)(2):-</b>	<b>957548</b>	<b>1638871</b>	<b>2596419</b>	<b>28.50</b>	<b>957548</b>	<b>1638871</b>	<b>2596419</b>	<b>28.50</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>7468322</b>	<b>1638871</b>	<b>9107193</b>	<b>100.00</b>	<b>7468322</b>	<b>1638871</b>	<b>9107193</b>	<b>100.00</b>	<b>-</b>

### B) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2017			Shareholding at the end of the year 31 <sup>st</sup> March, 2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Amitabh Tayal	133598	1.47	0.42	133598	1.47	0.42	-
2	Manju Tayal	97098	1.07	0.00	97098	1.07	0.00	-
3	Priyank Tayal	528700	5.81	1.79	528700	5.81	1.79	-
4	Avanti Mohta	454800	4.99	0.00	454800	4.99	0.00	-
5	Amitabh Tayal (HUF)	68649	0.75	0.00	68649	0.75	0.00	-
6	Mohan Manglam Trust	170850	1.88	0.00	170850	1.88	0.00	-
7	Ganga Corporation Pvt. Ltd.	110150	1.21	0.00	110150	1.21	0.00	-
8	Doon Industrial Fund Ltd	37500	0.41	0.00	37500	0.41	0.00	-
9	Everest Roofings Pvt Ltd	429471	4.72	0.00	429471	4.72	0.00	-
10	The Rohtak & Hissar Districts Electric Supply Company Ltd	883350	9.70	0.00	883350	9.70	0.00	-
11	Mashino Textile Pvt. Ltd.	1539100	16.90	0.00	1539100	16.90	0.00	-
12	Uniglobe Glycols Limited	2057508	22.59	0.00	2057508	22.59	0.00	-
	<b>Total</b>	<b>6510874</b>	<b>71.50</b>	<b>2.21</b>	<b>6510874</b>	<b>71.50</b>	<b>2.21</b>	<b>-</b>

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Promoters <b>At the beginning of the year (01.04.2017)</b>	<b>NO CHANGE</b>			
	Changes During the year				
	<b>At the end of the year (31.03.2018)</b>				

**D) Shareholding Pattern of Top Ten Shareholders  
(Other than Director, Promotor and Holders of GDR's and ADR's)**

SN	Name of Shareholder's	Shareholding at the beginning of the year 01.04.2017		Shareholding at the end of the year 31.03.2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Jaiprakash Associates Ltd. Opening balance	840000	9.22	840000	9.22
	No change				
	Closing balance	840000	9.22	840000	9.22
2.	R&H Power Co. (P) Ltd. Opening balance	589998	6.48	589998	6.48
	No change				
	Closing balance	589998	6.48	589998	6.48
3.	Camsoft India (P) Ltd. Opening balance	59400	0.65	59400	0.65
	No change				
	Closing balance	59400	0.65	59400	0.65
4	Emkey Commercial Co. Ltd. Opening balance	49500	0.54	49500	0.54
	No change				
	Closing balance	49500	0.54	49500	0.54
5	B.T. Technet Ltd. Opening balance	34100	0.37	34100	0.37
	No change				
	Closing balance	34100	0.37	34100	0.37
6	Hitech Computech Pvt. Ltd. Opening balance	37400	0.41	37400	0.41
	No change				
	Closing Balance	37400	0.41	37400	0.41
7	Aduri Sales Pvt. Ltd. Opening balance	33000	0.36	33000	0.36
	No change				
	Closing balance	33000	0.36	33000	0.36
8	Orbital Contractors & Financers Ltd. Opening balance	33000	0.36	33000	0.36
	No change				
	Closing balance	33000	0.36	33000	0.36
9	Govind Bhai Baldev Desai Opening balance	32100	0.35	32100	0.35
	No change				
	Closing balance	32100	0.35	32100	0.35
10	Manti Kalpesh Agarwal Opening balance	0	0	42150	0.46
	No change				
	Closing balance	0	0	42150	0.46

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2017		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	D.M. Tayal	40100	0.44	40100	0.44
2	Amitabh Tayal	133598	1.47	133598	1.47
3	Priyank Tayal	528700	5.81	528700	5.81
4.	Rakesh Seth	100	.00	100	.00
5.	Mala Agarwal	-	-	-	-
6.	Ritika Tandon	-	-	-	-
7.	Gaurav Arora	-	-	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	38,58,35,528.47	37,72,22,000.37	3,50,000.00	76,34,07,528.84
ii) Interest due but not paid				
iii) Interest accrued but not due	24,156.00	7,70,066.00	2,75,132.00	10,69,354.00
Total (i+ii+iii)	38,58,59,684.47	37,79,92,066.37	6,25,132.00	76,44,76,882.84
<b>Change in Indebtedness during the financial year</b>				
* Addition	8,74,24,598.46			8,74,24,598.46
* Reduction		14,02,73,481.61		14,02,73,481.61
Net Change	8,74,24,598.46	(14,02,73,481.61)		(5,28,48,883.15)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	47,32,71,581.93	23,73,43,364.76	3,50,000.00	71,09,64,946.69
ii) Interest due but not paid				
iii) Interest accrued but not due	12,701.00	3,75,220.00	2,75,132.00	6,63,053.00
Total (i+ii+iii)	47,32,84,282.93	23,77,18,584.76	6,25,132.00	71,16,27,999.69

\*Interest due on unclaimed deposit lying with the company

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

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

SN.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Priyank Tayal WTD	Amitabh Tayal MD	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2580000	1920000	4500000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	157861	104394	262255
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	
2	<b>Stock Option</b>			
3	<b>Sweat Equity</b>			

4	Commission specify...	513531	-	513531
5	Others, please specify (Employers Contribution to PF)	21600	-	21600
	<b>Total (A)</b>	<b>3272992</b>	<b>2024394</b>	<b>5297386</b>

B. Remuneration to other directors: **NIL**

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		Ritika Tandon CS	Anchal Rastogi CFO From 01.04.2017 to 31.07.2017	Gaurav Arora CFO From 16.08.2017 to 31.03.2018	Total
1	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	436143	372600	628840	1437583
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	7200	-	7200
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	<b>Stock Option</b>				
3	<b>Sweat Equity</b>				
4	<b>Commission</b>				
	- as % of profit				
	others, specify...				
5	<b>Others, please specify</b>	58176	42866	74400	175442
	<b>Total</b>	<b>494319</b>	<b>422666</b>	<b>703240</b>	<b>1620225</b>

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There are no penalties, punishments or compounding of offence on directors or on Company or any other officer in default for the year ended on 31<sup>st</sup> March, 2018.

For U.P. Asbestos Limited

Place : Lucknow  
Date : 29.05.2018

(Dharam Mohan)  
Chairman  
(DIN : 00161800)

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company firmly believes in practicing good and effective Corporate Governance and endeavors to improve on these aspects on an ongoing basis. These must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of justice. Accountability improves decision-making and transparency helps to explain the rationale behind decisions, and thereby builds shareholders and other stakeholders' confidence.

In keeping with the essence and philosophy of Corporate Governance, the Company has adopted a frame-work governed by values of quality, customer orientation, commitment, discipline, integrity, transparency, teamwork and trust. The Company is making all efforts to imbibe high standards of corporate governance.

UPAL's philosophy of corporate governance is based upon commitment of the Board of Directors and the senior officers of the company in managing the company in a transparent manner for maximizing long term shareholder value. Adequate control systems exist to enable the Board to effectively discharge its responsibilities in making fair and transparent decisions.

**BOARD OF DIRECTORS**

**Composition of the Board**

The composition of the Board is in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015 which stipulates that if the Chairman is a non-executive Director, at least one-third of the Board should comprise of independent Directors. The appointments made during the year are on the recommendation of the Nomination and Remuneration Committee after considering the qualifications, positive attributes.

**Composition & Category of Directors**

Particulars	Number of Directors	Percentage of composition
Executive Director	2	40%
Non-executive Directors	3	60%
Total	5	100%

Total non-executive directors are 3 out of whom 3 directors are non-executive independent directors.

**Director's Attendance Record, Directorship held and Status**

During the year under review, 05 Board meetings were held and conducted on , 25<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, 13<sup>th</sup> February, 2018 and 23<sup>rd</sup> March, 2018. The composition of Board of Directors, attendance of directors at the board meetings and Annual General Meeting and also the number of other directorships in Indian Public Limited Companies and memberships of the committees of the Board of such companies are as follows:

Name of the Director	Category of Director	Attendance at last AGM	No. of Board meetings attended	No. of other Directorships in Public Ltd. Companies	No. of meetings eligible to attend	Other Board's Committees	
						Chairman	Member
Shri Dharam Mohan	*NED	Yes	05	NIL	05	NIL	NIL
Shri Rakesh Seth	NED	No	05	NIL	05	NIL	NIL
Smt. Mala Agarwal	NED	No	05	NIL	05	NIL	NIL
Shri Priyank Tayal	*ED	Yes	05	NIL	05	NIL	NIL
Shri Amitabh Taya I	ED	Yes	05	2	05	NIL	NIL

\*NED-Non Executive Independent Director, ED-Executive Director

**(iii) Disclosure of relationships between directors inter-se**

Name of the Director	Designation of Director	Relationships Inter-se
Shri Dharam Mohan Tayal (DIN 00161800)	Chairman & Non-executive Independent Director	No Relationship Inter se
Shri Rakesh Seth (DIN03533529)	Non-executive Independent Director	No Relationship Inter se
Smt. Mala Agarwal (DIN 07134639)	Non-executive Independent Director	No Relationship Inter se
Shri Priyank Tayal (DIN00556534)	Whole-time Director	Son of Shri Amitabh Tayal, who is a Managing Director of the Company
Shri Amitabh Tayal (DIN00556569)	Managing Director	Father of Shri Priyank Tayal, who is a Whole-time Director of the Company

None of the Directors is a member of more than 10 Board level Committees or is a Chairman of more than 5 such Committees.

**AUDIT COMMITTEE**

The composition of the Audit Committee is in conformity with the SEBI (LODR) Regulations, 2015 and under Section 177 of the Companies Act, 2013. All the members of the committee are financially literate. The particulars of the meeting attended by the members and changes in composition during the year are as follows :-

Name of the Director	Position	No. of Meetings		No. of Meetings entitled to attend
		Held	Attended	
Shri Dharam Mohan	Chairman	8	8	8
Smt. Mala Agarwal	Member	8	7	8
Shri Rakesh Seth	Member	8	6	8
Ms. Ritika Tandon	Secretary to the Committee			8

**Role of Audit Committee**

The Audit Committee has been formed to provide directions and review functions of the Audit Department. It will evaluate internal audit policies, plan, procedure and performance and review the other functions through various internal audit reports and other year-end certificate issued by the Statutory Auditors, to ensure accurate and timely disclosure that maintain the transparency, integrity and quality of financial control and reporting.

**Powers of Audit Committee**

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary

**INDEPENDENT DIRECTORS MEETINGS**

The Composition of the Board is in conformity with point no. VII. of Schedule IV of Companies Act, 2013. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. All the independent directors of the company were present at such meeting.

Name of the Director	Position	No. of Meetings		No. of Meetings entitled to attend
		Held	Attended	
Shri Dharam Mohan	Chairman	01	01	1
Shri Rakesh Seth	Member	01	01	1
Smt. Mala Agarwal	Member	01	01	1

**STAKEHOLDERS' RELATIONSHIP COMMITTEE  
(Earlier Known as Shareholders' Grievance Committee)**

The Composition of Stakeholders' Relationship Committee is in compliance with Section 178 of the Act read with SEBI (LODR) Regulations, 2015. The Company Secretary is the Compliance Officer. The attendance of the members at the meeting during the year under review keeping account the re-constitution of the Board as mentioned in the Directors' Report is as under :

Name of the Director	Position	No. of Meetings		No. of Meetings entitled to attend
		Held	Attended	
Shri Dharam Mohan	Chairman	04	04	4
Shri Rakesh Seth	Member	04	04	4
Smt. Mala Agarwal	Member	04	04	4
Ms. Ritika Tandon	Secretary to the Committee			4

**Details of investors' complaints received and redressed**

The total numbers of complaints redressed to the satisfaction of the investors during the year ended at 31<sup>st</sup> March 2018 were 16.

**Role of Stakeholders' Relationship Committee**

- To monitor the security holders' grievance
- To remedy the grievance.
- To make efforts to minimise grievance.

**Powers of Stakeholders' Relationship Committee**

- To call for information from any Officer or Registrar & Share Transfer Agent or
- To issue necessary directions for remedy of Security holders grievance.

**SHARE TRANSFER COMMITTEE**

The Board has re-constituted the Share Transfer Committee comprising of following persons to enable it to accord its approval on the request for transfer of physical shares of the company lodged from time to time. The members of the committee as on 31.03.2018 is as follows :-

Name of the Director	Position	No. of Meetings		No. of Meetings entitled to attend
		Held	Attended	
Shri Amitabh Tayal	Chairman	04	04	4
Smt. Mala Agarwal	Member	04	04	4
Ms. Ritika Tandon	Secretary to the Committee			4

**NOMINATION & REMUNERATION COMMITTEE  
(Earlier Known as Remuneration Committee)**

The members of the nomination & remuneration committee at the end of the financial year were as follows :

Name of the Director	Position
Shri Dharam Mohan	Chairman
Shri Rakesh Seth	Member
Smt Mala Agarwal	Member
Ms. Ritika Tandon	Secretary to the Committee

**INTERNAL AUDIT COMMITTEE**

The internal audit committee comprising of following persons as on 31.03.2018 :

<b>Name of the Member</b>	<b>Position</b>
Shri Dharam Mohan	Independent Director & Chairman
Shri Priyank Tayal	Member
Shri Rakesh Seth	Member
Smt. ShaillyTayal	Member (Head- Financial Audit)
Ms. Ritika Tandon	Secretary to the Committee

**RISK MANAGEMENT COMMITTEE**

The committee comprising of following persons as on 31.03.2018 :

<b>Name of the Member</b>	<b>Position</b>
Shri Dharam Mohan	Independent Director & Chairman
Shri Priyank Tayal	Director & Member
Shri Amitabh Tayal	Director & Member
Ms. Ritika Tandon	Secretary to the Committee

**GENERAL BODY MEETINGS**

44<sup>th</sup> Annual General Meeting would be held on 29<sup>th</sup> September, 2018.

Details of last three Annual General Meetings are as follows –

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>No. Special Resolutions considered</b>
2014-15	30.09.2015	10.00 A.M.	Mohanlalganj, Lucknow-226301	00
2015-16	30.09.2016	10.00 A.M.	Mohanlalganj, Lucknow-226301	01
2016-17	29.09.2017	11.00 A.M.	Mohanlalganj, Lucknow-226301	02

No business requiring approval by way of Postal Ballot is proposed to be transacted at the forthcoming Annual General Meeting.

**DISCLOSURES**

**Related Party Transaction and their basis**

There were no materially significant transactions of the company with the Directors or the Management or their relatives etc. that may have any potential conflict with the interests of the Company at large and all related party transactions made during the year are as per statutory compliance of the relevant statute in this regard.

**Disclosure of Accounting Treatment**

The financial statements are prepared under the historic cost convention and statements have been prepared in accordance with applicable mandatory accounting standards prescribed by the Institute of Chartered Accountants of India & relevant presentational requirement of the Companies Act, 2013.

Financial year of company starts from 1<sup>st</sup> April of a year and ends on 31<sup>st</sup> March of the subsequent year.



**MEANS OF COMMUNICATION**

Information to Stock Exchanges and Newspaper publicity –

The Company has always promptly reported dates of its various Board Meetings, General Meetings, Book Closures / Record Date to Stock Exchanges and also published information pertaining thereto in reputed newspapers for information of shareholders.

Quarterly / Half-yearly / Annual Results of the Company are published in the newspapers in the newspaper in of SEBI (LODR) Regulations, 2015 on the website of the company (www.upasbestos.com)

**GENERAL SHAREHOLDER INFORMATION**

**Annual General Meeting**

**Date** : 29<sup>th</sup> September, 2018 (Saturday)  
**Time** : 11:00 AM  
**Venue** : P.O. Mohanlalganj – 226301  
 District – Lucknow

**Dates of Book Closures from 22.09.2018 to 29.09.2018 both days inclusive**

<b>DISTRIBUTION SCHEDULE AS ON 31/03/2018</b>					
<b>Sl.</b>	<b>Category</b>	<b>Cases</b>	<b>% of Cases</b>	<b>Amount</b>	<b>% Amount</b>
1	upto 1 - 5000	927	75.98	1993210.00	2.19
2	5001 - 10000	123	10.09	821000.00	0.90
3	10001 - 20000	89	7.30	1262500.00	1.39
4	20001 - 30000	26	2.13	682000.00	0.75
5	30001 - 40000	8	0.66	270000.00	0.30
6	40001 - 50000	3	0.25	139000.00	0.15
7	50001 - 100000	6	0.49	345000.00	0.38
8	100001 & ABOVE	38	3.11	85559220.00	93.95
	<b>Total</b>	<b>1220</b>	<b>100.00</b>	<b>91071930.00</b>	<b>100.00</b>

<b>Listing on Stock Exchanges</b>	Metropolitan Stock Exchange of India Ltd.
<b>ISIN No.</b>	INE181C01016
<b>Share Transfer Agent</b>	KARVY COMPUTERSHARE (P) LTD. Karvy Selenium Tower B, Plot No. 31-32 Gachibowli Financial District, Nanakramguda Hyderabad – 500032
<b>Share Transfer System</b>	1. Equity Shares in physical form are processed by the share transfer agents of the Company. Transfer of Dematerialized shares can be affected by following the procedure prescribed for the purpose by two national depositories namely NSDL and CDSL with whom the Company has entered into an agreement. 2. Pursuant Regulation 40(9) of SEBI (LODR) Regulations, 2015, a Practicing Company Secretary has been issuing on half yearly basis Certifying that all transfers have been affected within the prescribed period.

**Other Disclosure :**

The Company has adopted various policies as applicable under SEBI (LODR), 2015 guidelines available on the website of the company (www.upasbestos.com)

**Dematerialization of Shares**

The trading of Company's equity shares falls under the category of compulsory delivery in dematerialized mode in respect of all categories of investors. The members are encouraged to go in for dematerialization of their shareholding to derive benefits of scripless trading. As on 31<sup>st</sup> March 2018, the position of NSDL & CDSL was as under –

**DIRECTORS' REPORT**

	<b>No. of Shares</b>	<b>(%)</b>
<b>A. DEMAT</b>		
NSDL	7234181	79.43
CDSL	234141	2.57
<b>B. PHYSICAL</b>	1638871	18.00
<b>TOTAL [A+B]</b>	<b>9107193</b>	<b>100.00</b>

**ADDRESSES :**

<b>Registered Office</b>	P.O. Mohanlalganj, Distt. Lucknow (U. P.) – 226 301	Tel. No.: +91 7897885557-58
<b>Corporate Office</b>	Mahmoodabad Estate Bldg., 15-Hazratganj, Lucknow – 226001	Tel. No.: 0522-2622905-6,

**PLANT LOCATIONS**

Plants : 1-3	P.O. Mohanlalganj, Distt. Lucknow (U. P.) – 226 301	Tel. No.: +91 7897885557 -58
Plant : 4	PO. Bishara, , Tehsil – Dadri, Distt. Gautam Budh Nagar (U. P.) - 203 007	Tel. No.: +91 8750315566

**COMPLIANCE OFFICER** Ms. Ritika Tandon  
U. P. Asbestos Ltd.  
Mahmoodabad Estate Building,  
15, Hazratganj, Lucknow – 226 001  
Phone : 0522 – 2622905  
Email : upasbestos@upasbestos.com  
cs@upasbestos.com

**UNCLAIMED DIVIDENDS & INTEREST**

The amount of dividend/deposits or interest thereon remain un-claimed for a period of 7 years, is transferred to the credit of Investors Education & Protection Fund in accordance with the provisions of section 124(5) & (6) of the Companies Act, 2013.

**NOMINATION FACILITIES**

Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit to the Registrar and Transfer Agent/Company.

**For U.P. Asbestos Limited**

Place : Lucknow  
Date : 29.05.2018

(Dharam Mohan)  
Chairman  
(DIN: 00161800)

**MANAGEMENT DISCUSSION AND ANALYSIS**

Your company is engaged in the business of manufacture and sale of Cement Asbestos Sheets, Management Discussion and Analysis is provided hereunder :

**Industry Structure and Development**

This industry exists for the last 45 years in India. Cement Asbestos Products continue to be in demand because of the efforts made in making in roads into rural markets for the product, its affordability and other qualities such as corrosion resistance, weather and fire proof nature. Currently there are about 20 entities in the Industry with about 53 manufacturing plants with an annual capacity of approximately 4 million metric tonnes of cement asbestos sheet throughout the Country.

The International Monetary Fund (IMF) described the Indian economy as the "bright spot" in the global landscape. Indian economy showed a visible growth compared to last year. The GDP projected overall growth of 7 % in 2016-2017 however is a slow growth. According to the IMF, India's growth is expected to rebound 7.3% in 2018-19 and to 7.5 in 2019-2020 owing to the strong increase in private consumptions.

**Opportunities,**

In 2016, demonetisation had affected the economy and while the country was recovering the government announced RERA and GST implementation in 2017 in succession increasing uncertainty and consumer hesitation leading the country towards slow growth in 2017-2018.

However, the Indian market in construction and building is expected to grow stealthily and the real estate market size is expected to grow sevenfold by 2028. The rural and urban India has a shortage of housing facility and approximately 65 million Indians live in houses without pucca roofs. The government of India has targeted to provide housing to all by 2022 catalysing the building products Industry.

AC Roofing Sheets are being used in large scale for roofing purposes, cattle sheds, godowns, etc. besides commercial use of this product. The Indian population consists of 60% of rural sector and with increased focus of government to develop the infrastructure and housing facility in the rural sector the cement asbestos sector is likely to grow.

The abnormal hike in the cost of building material such as Cement, Steel, etc. besides the increased cost of labour and in comparison to GI Sheet, A.C. Sheet is found to be much cheaper and durable. This factor led the users to switch over to A.C. products which they find more cost effective and users friendly.

Cement, fly ash etc. are our main raw materials. Cement & fly ash is available in the proximity of our plants. Our industry performance is directly linked to performance of rural/semi-urban economies. The year 2016-2017 & 2017-2018 noticed slow growth owing to the good monsoon but implementation of new policies and market uncertainty as compared to 2015-2016 where the industry witnessed a significant slowdown in rural demand due to poor monsoon. Capacity build up over last few years by many players also resulted in excess supply. Demand off- take was also weaker than expected due to muted growth in Infrastructure sector.

The company has a developmental approach and is upgrading technology with automated plant and incorporating Solar Energy project. The company has enhanced its business of operations and ventured in various other products as paints, cables, profile sheets which in the significant financial year witnessed slow start owing to huge Brand competition but the company is optimistic of increased sales in near future.

**Strength, Threats, Risks and Concerns**

Through a strong formal system which from time to time & periodically indicates risk areas, UPAL identifies risk prone areas and evaluates consequences; initiates risk mitigation strategies and implements corrective actions wherever required.

**Business Segment**

As on 31<sup>st</sup> March 2018, the total installed capacity of the Company was 144000 M.T. per annum. The Company is operating at over 80% capacity utilization and has registered production of 140435.34 M.T. Total sales during the year were 139151.80 MT.

**Outlook of the Company**

The company manufactures Corrugated Fibre Cement Sheets and Plain Boards under Building Products Segment. The Company currently enjoys a decent market share in the AC sheets industries. "UPAL" brand AC sheets have been in the market for over 45 years, and are considered synonymous with providing shelter for housing and industrial construction and false ceiling.

**Internal control systems and their Adequacy**

For better control of all activities and management information the company has designed and developed various systems of controls, procedures over the years.

The internal audits are being conducted periodically to review all its operational activities, administrative procedures to have proper control. The reports on the audits are reviewed and corrective action is taken, if necessary. The existing procedures and systems ensure that all the transactions be checked at every level. The reports are also placed periodically before the Audit Committee.

**Finance**

The company continued its thrust on effective working capital management. During the year under review the Company has recorded a Sales Turnover (Net) of Rs.15283.42 lacs and Profit of Rs.327.85 lacs as against Sales Turnover (Net) of Rs.14423.41 lacs and profit of Rs.478.14 Lacs respectively in the previous year.

**Human Resources / Industrial Relations**

Our Company is dedicated to the development of the employees and maintaining a good relationship with them. There have been excellent relations between the employees at various levels and the management. During the year under review, the Management has made sincere and continuous efforts for the development of an atmosphere of mutual cooperation, confidence and honour duly recognizing the rights of the workers. The excellent Industrial Relations at all the manufacturing plants of UPAL continue to be cordial.

**For U.P. Asbestos Limited**

**(Dharam Mohan)**

**Chairman**

**(DIN: 00161800)**

**Place : Lucknow**

**Date : 29.05.2018**

**ADITYA AGARWAL & ASSOCIATES**  
Practicing Company Secretaries  
**D-27, Kamla Tower, Vibhuti Kand, Gomti Nagar, Lucknow – 226 010**  
**Mobile : 94536 59707; E-mail : csmanishaditya@gmail.com**

To,  
The Members,  
**U. P. ASBESTOS LIMITED,**  
**(CIN - L26942UP1973PLC003743)**  
**PO Mohanlalganj, Lucknow, UP -226301**

1. We have examined the compliance of conditions of Corporate Governance by U. P. ASBESTOS LIMITED (“the Company”), for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2018.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place : Lucknow**  
**Date : 29.05.2018**

**For Aditya Agarwal & Associates**  
**Company Secretaries**

**Aditya Agarwal**  
**Proprietor**  
**Membership No. : FCS 8780F**  
**C.P. No. 16366**

**Declaration of Compliance with code of conduct  
(As required under Regulation 17(5) of SEBI (LODR) Regulations, 2015,  
the CEO declaration for Code of Conduct)**

**The Members of  
U.P. Asbestos Limited**

This is to certify that as provided under Regulation 17(5) of SEBI (LODR) Regulations, 2015, the Board Members and the Senior Management personnel have affirmed to the compliance with the Code of Conduct and Ethics for the twelve months' period ended on March 31, 2018.

**For U.P. Asbestos Limited**

**(Amitabh Tayal)  
Managing Director  
(DIN: 00556569)**

**Place : Lucknow  
Date : 29.05.2018**

**Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (appointment and remuneration of managerial personnel) rules, 2014.**

- a. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, during the financial year, Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

SL	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2017-2018	% increase in Remuneration in the Financial Year 2017-2018	Ratio of remuneration of Director/KMP to median remuneration of employees
1.	Amitabh Tayal <b>(Managing Director)</b>	2024394	(0.55)	15.55
2.	Priyank Tayal <b>(Whole Time Director)</b>	3272992	33.51	25.15
3.	Anchal Rastogi <b>(Chief Financial Officer) (01.04.17-31.07.17)</b>	422666	(66.26)	3.24
4.	Ritika Tandon <b>(Company Secretary)</b>	494319	24.46	3.79
5.	Gaurav Arora <b>(Chief Financial Officer) (16.08.17-31.03.18)</b>	703240	-	54.04

- b. The median remuneration of employees of the Company during the financial year ending on 31.03.2018 was: 130124.  
c. The percentage increase in the median remuneration of employees in the Financial Year ending on 31.03.2018 :  
d. Number of permanent employees on the rolls of the Company as on March 31, 2018 : **232** (excluding the KMP)  
e. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-2018 was 21.31% whereas the increase in the managerial remuneration for the same financial year was **3.34%**

- f. The key parameters for any variable component of remuneration availed by the directors: N/A
- g. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : N/A
- h. It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

**Information as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and forming part of the Director's Report for the Financial Year ended 31.03.2018**

**Following disclosures are required in respect of following employees :**

Top ten employees in terms of salary withdrawn :

1. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one Crore and two Lakhs rupees : **None**
2. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eighty lakhs fifty thousand rupees per month : **None**
3. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year, which in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company : **None**

For U.P. Asbestos Limited

(Dharam Mohan)  
Chairman  
(DIN: 00161800)

Place : Lucknow  
Date : 29.05.2018

Annexure-VII

**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- N.A.**  
None of the contracts or arrangements or transactions entered by the company with related parties are beyond Arm's length basis.
2. **Details of contracts or arrangements or transactions at Arm's length basis.**

**\*NOTE :**

1. ***A detailed description of the Related Party Transactions entered during the year are disclosed as Note 34 of the Financial Statements.***
2. ***Transaction of payment of remuneration is as per the terms approved by shareholders. The advances to made employees reflects advances salary entered as per the terms of their condition of service as applicable to all employees.***

For U.P. Asbestos Limited

(Dharam Mohan)  
Chairman  
(DIN: 00161800)

Place : Lucknow  
Date : 29.05.2018

**FORM A : Conservation of Energy**  
(See rule 2)

**A. Power and fuel consumption**

	<b>Current Year 2017-2018</b>	<b>Previous Year 2016-2017</b>
<b>1. Electricity</b>		
(a) Purchased		
Unit	3848780	-
Total Amount	32599166.66	-
Rate/unit	Rs. 8.47	-
(b) Own Generation		
(i) Through Diesel Generator		
Unit	859499	2399086
Unit per Ltr. of Diesel Oil	3.20 Unit/Ltr	3.20 Unit/Ltr
Cost/unit	Rs.18.99	Rs.15.62
(ii) Through steam turbine/generator		
Units	1919195	3516250
Units per ltr. of fuel oil/gas		
Cost/unit	Rs.8.75	Rs.8.75
<b>2. Coal (specify quality and where used)</b>		
Quantity (tones)		
Total cost		
Average rate		
<b>3. Furnace oil</b>		
Quantity (k ltrs.)		
Total amount		
Average rate		
<b>4. Others/internal generation (please give details)</b>		
Quantity		
Total cost		
Rate/unit		

**FORM B : Foreign Exchange Earnings / Outgo :-**

The company has made expenditure in Foreign Exchange amounting to Rs. 8.55 Lacs overseas travelling and Rs.19.59 Lacs interest on Buyers Credit.

For U.P. Asbestos Limited

(Dharam Mohan)  
Chairman  
(DIN: 00161800)

Place : Lucknow  
Date : 29.05.2018



**ADITYA AGARWAL & ASSOCIATES**  
Practicing Company Secretaries  
**D-27, Kamla Tower, Vibhuti Kand, Gomti Nagar, Lucknow – 226 010**  
**Mobile : 94536 59707; E-mail : csmanishaditya@gmail.com**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2018**

*[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,  
U.P. Asbestos Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **U.P. Asbestos Limited** (hereinafter referred to as the Company). Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed here under 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:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 to ascertain the compliance of various provisions of:
  - (i) The Companies Act, 2013 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;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company has not issued any shares during the financial year 2017-18)**
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company has not issued any shares during the financial year 2017-18)**
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company has not issued any shares during the financial year 2017-18)**
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2006 regarding the Companies Act and dealing with client; **(Not applicable to the Company has not issued any shares during the financial year 2017-18)**
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable to the Company during the Financial Year 2017-18);**
  - (vi) The Employees State Insurance Act, 1948
  - (vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952

- (viii) Employers Liability Act, 1938
- (ix) Environment Protection Act, 1986 and other environmental laws
- (x) Air (Prevention and Control of Pollution) Act, 1981
- (xi) Factories Act, 1948
- (xii) Industrial Dispute Act, 1947
- (xiii) Payment of Wages Act, 1936 and other applicable labour laws

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Metropolitan Stock Exchange of India Limited (MSEI) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

**We further report that** during the audit period there were no instance having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards, etc. referred to above.

**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.

**Place : Lucknow**  
**Date : 29.05.2018**

**For Aditya Agarwal & Associates**  
**Company Secretaries**

**Aditya Agarwal**  
**Proprietor**  
**Membership No. : FCS 8780F**  
**C.P. No. 16366**

**ANNEXURE - A**

To,  
The Members,  
**U.P. Asbestos Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. 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.

**Place : Lucknow**

**Date : 14<sup>th</sup> July, 2018**

**For Aditya & Associates  
Company Secretaries**

**CS Aditya Agrawal  
Proprietor  
Membership No: FCS 8780F  
CP: 16366**

**Annexure-X****Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

This is to certify that :

1. We have reviewed financial statements and the cash flow statement for the year ended on 31<sup>st</sup> March, 2018 and that to the best of our knowledge and belief :
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions 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 internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee :
  - i. significant changes in internal control over financial reporting during the year ;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
5. We confirm that all Directors and Members of the Senior Management have affirmed compliance with UPAL's Code of Business Conduct & Ethics.

**Amitabh Tayal**  
**Managing Director**  
**DIN: 00556569**

**Gaurav Arora**  
**Chief Financial Officer**

**Place : Lucknow**  
**Date : 29.05.2018**

SHARMA PRAKASH & ASSOCIATES  
CHARTERED ACCOUNTANTS

1st FLOOR, UCO BANK BUILDING,  
48, CIVIL LINES,  
BAREILLY - 243001.

**INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
U.P. Asbestos Limited

**Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of U.P. Asbestos Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

**Basis for Qualified Opinion**

1. We draw attention to note 41 of notes to Ind AS Financial Statements in respect of non receipt of balance confirmation from customers due to which we are unable to comment on short provision, if any, of bad and doubtful debts, discounts, commission and breakage compensation in the books of account and note 42 regarding non-reconciliation and non confirmation of balances with parties. We are unable to comment on the impact, if any, of the same on the profit for the year.
2. Attention is invited to note 46 of Notes to Ind AS Financial Statements wherein an amount of Rs.79.70 lacs has been treated as recoverable from the Commercial Tax Department of the Government of Uttar Pradesh. In view of the uncertainty about its ultimate collection, we are unable to form an opinion as to the recoverability of this amount.
3. Attention is invited to note 33 of notes to Ind AS Financial Statements whereby the management has stated that the assets of the company are not impaired in terms of Indian Accounting Standard (Ind AS)-36 notified under the Companies (Indian Accounting Standards) Rules, 2015. In the absence of necessary evidence on the basis of which the management has made an assessment to the effect that the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is higher than its carrying amount, we are unable to comment whether any asset of the company is impaired in terms of (Ind AS)-36 notified under the Companies (Indian Accounting Standards) Rules, 2015.
4. Attention is invited to note 49 of Notes to Ind AS Financial Statements with regard to recoverability of interest of Rs. 11.85 lacs from Big Apple Real Estate Private Limited. We are unable to comment on the recoverability of the same.
5. We are unable to comment on the effectiveness of the internal control with respect to identification of unserviceable or damaged items of inventory for valuation of the same at lower of cost or Net realizable value.

**Qualified Opinion**

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

**Emphasis of Matters**

1. Balance with Revenue Authorities in note 6(3) includes Rs. 281.09 lacs determined by the management as refundable from Sales Tax Department for various years. Pending completion of assessments/ appeals of the company by the revenue authorities, the ultimate outcome of liability against the company/ refund due to the company cannot presently be determined. Consequently, no provision for any liability that may result has been made in the financial statements. (Also refer note 37 of Notes to Ind AS financial statements)
2. We draw attention to note 44 of Notes to Ind AS Financial Statements stating therein that the liability of entry tax of Rs. 179.71 lacs is dependent on the outcome of the decision of the Hon'ble Supreme Court in the Special Leave Petition of another party. Since the ultimate outcome of the matter cannot presently be determined pending decision of the Hon'ble Supreme Court, hence no provision of liability of Rs. 85.73 lacs is deemed necessary by the management.
3. Attention is invited to note 43 of Notes to Ind AS Financial Statements wherein it has been stated that Cenvat credit of service tax paid on outward freight of Rs. 168.03 lacs has been availed and utilised for payment of excise duty on finished goods sold by the company. Pending outcome of Company's appeal before CESTAT, Allahabad no provision against the same is deemed necessary by the company.

4. We draw attention to note 50 of Notes to Ind AS financial statements regarding matter contained therein. The same is subject to confirmation from the party.

Our opinion is not qualified/ modified in respect of these matters.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) Except to the extent stated above in paragraph 3 of Basis for Qualified Opinion, in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended ;
  - (e) On the basis of the written representations stated to have been received from the directors as on 31st March, 2018 and 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 the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 31 to the Ind AS financial statements.
    - ii. As informed to us, the Company did not enter into any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. As explained to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Other Matter**

The comparative financial information of the company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March 2017 and 31st March 2016 dated 25th May 2017 and 27th May 2016 respectively expressed a qualified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

**Place : Lucknow**

**Date : 29.05.2018**

**For Sharma Prakash & Associates  
Chartered Accountants  
(Firm's Regn. No. 008028C)**

**Prakash Chand Sharma  
Proprietor  
(Membership No. 077144)**



**ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT ON THE IND AS FINANCIAL STATEMENTS OF U. P. ASBESTOS LIMITED FOR THE YEAR ENDED 31.03.2018.**

{Referred to under Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report of even date)

1. (a) The Company has maintained records showing full particulars, including quantitative details and situation of its fixed assets. However, the same was not produced before us as the same was stated to be in the process of updation and reconciliation with the books of accounts.  
(b) As informed to us, during the year the company has devised a program for physical verification of fixed assets in a phased manner so that all the fixed assets are verified once every three years. In our opinion the frequency of verification is reasonable. We have been explained that the company is in the process of comparing physical verification of fixed assets done during the year with book records. As such, we are unable to comment whether any material discrepancies were noticed during the course of such verification.  
(c) We have been explained that the aspect of availability of title deeds of immovable properties is applicable only in respect of land held by the company. We have been informed that land is held in the name of the company, however, since the title deeds of land are pledged with the bank the same were not produced before us for verification.
2. As informed to us, physical verification of inventory was conducted by the management at year-end except for materials stated to be lying with third parties. In our opinion, the frequency of verification of materials verified by the company is reasonable. We were explained that discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. As informed to us, during the year the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register required to be maintained under section 189 of the Act. Attention is invited to note no. 49 of Notes to Ind AS Financial Statements wherein it has been stated that interest of Rs. 11.85 lacs is yet to be recovered for which it has been stated that necessary efforts are being made by the company.
4. In our opinion and according to the information and explanations given to us, in respect of loans granted and investments made, the Company has complied with the provisions of section 185 and 186 of the Act.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the year within the meaning of section 73 to section 76 or any other relevant provisions of the Act and the Rules framed thereunder. In respect of fixed deposits of Rs. 3.50 lacs taken by the company under the Fixed Deposit Scheme framed in earlier year in accordance with the provisions of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975 it has been represented to us that the same are either lying unclaimed or the claim by the relatives of the deceased depositors is under examination of the company. The management is of the opinion that the deposit from dealers (including unclaimed deposits) shall not qualify as deposits within the meaning of section 73 to section 76 or any other relevant provisions of the Act and the Rules framed thereunder. (Refer Note 47 of Notes to Ind AS Financial Statements)
6. We have been informed that the Company has maintained cost records pursuant to Section 148(1) of the Act. We have been explained that the said records are being updated. We have, therefore, not been able to make an examination of the cost records with a view to determine whether they are accurate or complete.
7. (a) On the basis of information and explanations given to us and according to the records of the company, amounts deducted/accrued in the books of account in respect of the undisputed statutory dues applicable to the company are generally being regularly deposited by the company with the appropriate authorities. According to the books of accounts and other information and explanations furnished to us, we report that there are no undisputed statutory dues as at the last day of the financial year outstanding for a period of more than six months from the date they become payable except Rs. 0.14 lacs for the financial year 2010-11 under the Maharashtra Value Added Tax Act, 2002, Rs. 2.17 lacs, Rs. 1.70 lacs and Rs. 0.64 lacs for the financial year 2004-05, 2010-11 and 2012-13 respectively under the Central Sales Tax Act, 1956 and Rs. 0.18 lacs in respect of service tax under the Finance Act, 1994.

**AUDITORS' REPORT**

- (b) The information furnished to us by the management regarding the amount involved and the forum where the dispute is pending in respect of Income Tax / Sales Tax / Wealth Tax / Service Tax/ Duty of Customs / Duty of Excise / Value Added Tax / Cess which have not been deposited on account of any dispute are given herein below.

<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount (Rs. in lacs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Central Sales Tax Act, 1956	Central sales Tax	1.38	1977-78	Jt. Commissioner of Trade Tax (Appeal), Lucknow
		6.34	2006-07	Addl. Commissioner (Appeal) Lucknow
		1269.44	2009-10	Tribunal, Lucknow
	Penalty	0.66	2008-09	Addl. Commissioner (Appeal) Lucknow
Central Sales Tax Act, 1956	Central Sales Tax alongwith interest & Penalty	2.95	2001-02	Jt. Commissioner of Sales Tax (Appeal), Nagpur
		97.23	2002-03	Maharashtra Sales Tax Tribunal
		125.51	2003-04	Jt Commissioner of Sales Tax (Appeal), Nagpur
		110.90	2004-05	- do -
		34.51	2005-06	Dy. Commissioner of Sales Tax (Appeal), Nagpur
The Uttar Pradesh Tax on Entry of Goods Act, 2007	Entry Tax	1.06	2006-07	Tribunal, Lucknow
		85.73	November'07 to December'11	Allahabad High Court
		1.76	2009-10	Tribunal, Lucknow
Income Tax Act, 1961	Income Tax	241.99	2002-03 (A.Y.)	Allahabad High Court (Department appeal)

## AUDITORS' REPORT



Central Excise Act, 1944	Excise Duty	22.21	02-06-1998	Allahabad High Court (Department Appeal)
	Cenvat Credit	168.03	2005-06 to	CESTAT,
	Penalty	168.03	2009-10	Allahabad
		8.66	April, 2008 to September, 2008	CESTAT, Allahabad (Department Appeal)
BST Act, 1959	Sales Tax alongwith interest & penalty	0.41 1.49	2001-02 2003-04	Jt Commissioner of Sales Tax (Appeal), Nagpur
U.P. Trade Tax Act	Trade Tax	16.74	2006-07	Tribunal, Lucknow
Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	7.51	2008-09	Addl. Commissioner (Appeal) Lucknow
		5.74	2009-10	Tribunal, Lucknow
		2.40	2010-11	Addl. Commissioner (Appeal) Lucknow
		23.49	2011-12	Addl. Commissioner (Appeal) Lucknow
		20.30	2012-13	Addl. Commissioner (Appeal) Lucknow
		6.13	2013-14	Addl. Commissioner (Appeal) Lucknow
Uttaranchal Vat Act, 2005	Uttaranchal Vat	1.88	2001-02	Jt Commissioner (A) CT Dehradun
		15.62	2002-03	- do -
		14.29	2003-04	- do -
		15.38	2004-05	- do -
The Finance Act, 1994	Penalty (Service Tax)	12.74	January, 2005 to February, 2006	CESTAT, Mumbai

## AUDITORS' REPORT



8. According to the information and explanations furnished to us, the company has not defaulted in repayment of dues of financial institutions and banks except in one case as given below :

Particulars	Amount of default as at the balance sheet date	Period of default	Remarks, if any.
Name of Lender : Uttar Pradesh Financial Corporation	Rs. 2,07,00,000/-	13 <sup>th</sup> Jan 2018 - 31 <sup>st</sup> March 2018	Amount was payable in the month of Jan 2018 but was paid in March 2018.

The company has not taken any loan from the government and has not issued any debentures.

9. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the company has been applied for the purpose for which the loans were obtained. The company has not raised moneys by way of initial public offer or further public offer (including debt instruments).
10. It has been represented to us by the management that no fraud by the company or any fraud on the company by its officers and employees has been noticed or reported during the year.
11. In our opinion and according to the explanations given to us managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly paragraph 3 (xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45- IA of the Reserve Bank of India, Act, 1934.

Place : Lucknow

Date : 29.05.2018

For Sharma Prakash & Associates  
Chartered Accountants  
(Firm's Regn. No. 008028C)

Prakash Chand Sharma  
Proprietor  
(Membership No. 077144)

**ANNEXURE 'B' TO INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF U. P. ASBESTOS LIMITED FOR THE YEAR ENDED 31.03.2018.**

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements in our Independent Auditors' Report of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of U P Asbestos Limited ("the company") as on March 31, 2018 in conjunction with our audit of the financial statements of the company for the year ended on that date.

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

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

**Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial controls 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 expenditure of the company are being made only in accordance with authorizations of management and directors of the company and

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Disclaimer of Opinion**

Attention is invited to note 48 of Notes to Ind AS Financial Statements, wherein it has been stated that the company has adequate internal financial controls over financial reporting for ensuring orderly and efficient conduct of its business and though such internal financial controls are yet to be formally documented the same are being followed as part of company's routine functioning. In the absence of proper documentation of internal financial controls over financial reporting on criteria based on or considering the essential components of internal control stated in Guidance Note on Audit of Financial Controls over Financial Reporting issued by the ICAI, we are unable to obtain sufficient appropriate audit evidence to provide a basis of our opinion whether the company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2018.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the company and the disclaimer does not affect our opinion on the financial statements of the company except to the extent stated in Basis of Qualified opinion in our Independent Auditors' Report.

**Place : Lucknow  
Date : 29.05.2018**

**For Sharma Prakash & Associates  
Chartered Accountants  
(Firm's Regn. No. 008028C)**

**Prakash Chand Sharma  
Proprietor  
(Membership No. 077144)**

**BALANCE SHEET as at 31st March, 2018**

(Rupees in Lacs)

PARTICULARS	NOTE NO.	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
<b>ASSETS</b>				
<b>Non-current Assets</b>				
(a) Property, Plant and Equipment	02	8,753.66	9,078.08	9,280.69
(b) Capital work-in-progress		975.96	-	170.93
(c) Financial Assets				
(i) Investments	03	4.20	1.88	1.13
(ii) Trade receivables	04	88.00	565.60	1,237.08
(iii) Others Financial Assets	05	239.95	223.05	212.02
(d) Advance Income tax assets (net)		63.63	100.23	198.16
(e) Other non-current assets	06	1,154.18	1,136.46	897.28
<b>Current Assets</b>				
(a) Inventories	07	2,257.63	2,664.36	4,142.39
(b) Financial Assets				
(i) Trade receivables	08	2,957.23	3,076.16	1,197.53
(ii) Cash and cash equivalents	09	139.75	43.35	61.71
(iii) Bank balances other than (ii) above	10	27.00	319.75	354.33
(iv) Loans	11	436.99	279.00	128.60
(v) Others Financial Assets	12	58.03	66.23	235.45
(c) Current Income Tax Assets (Net)		-	39.59	55.38
(d) Other current assets	13	899.47	536.50	575.59
<b>Total Assets</b>		<b>18,055.68</b>	<b>18,130.24</b>	<b>18,748.27</b>

See accompanying note nos. 1 to 57 forming part of the financial statements  
 In terms of our report of even date  
 For Sharma Prakash & Associates  
 Chartered Accountants  
 (Firm Registration No: 008028C)

Prakash Chand Sharma  
 Proprietor  
 M. No. 077144  
 Date : 29-05-2018  
 Place : Lucknow

Gaurav Arora  
 Chief Financial Officer

Ritika Tandon  
 Company Secretary

Amitabh Tayal  
 Managing Director

Priyank Tayal  
 Director

**BALANCE SHEET as at 31st March, 2018**

(Rupees in Lacs)

PARTICULARS	NOTE NO.	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	14	911.71	911.71	911.71
(b) Other Equity		<u>8,624.40</u>	<u>8,288.82</u>	<u>7,812.48</u>
<b>LIABILITIES</b>				
<b>Non-Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	15	2,962.85	2,790.78	3,033.47
(b) Provisions	16	58.99	68.62	68.53
(c) Deferred tax liabilities (Net)	17	289.15	218.98	404.15
(d) Other non-current liabilities	18	<u>40.00</u>	<u>40.00</u>	<u>40.00</u>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	19	3,834.79	4,256.38	4,560.39
(ii) Trade payables		614.17	424.86	505.57
(iii) Other financial liabilities	20	425.67	672.77	1,085.44
(b) Other current liabilities	21	261.11	429.46	300.26
(c) Provisions	22	26.57	27.86	26.27
(d) Current Tax Liabilities (Net)		6.27	-	-
<b>Total Equity and Liabilities</b>		<u><b>18,055.68</b></u>	<u><b>18,130.24</b></u>	<u><b>18,748.27</b></u>

See accompanying note nos. 1 to 57 forming part of the financial statements

In terms of our report of even date

For Sharma Prakash &amp; Associates

Chartered Accountants

(Firm Registration No: 008028C)

Prakash Chand Sharma

Proprietor

M. No. 077144

Date : 29-05-2018

Place : Lucknow

Gaurav Arora  
Chief Financial OfficerRitika Tandon  
Company SecretaryAmitabh Tayal  
Managing DirectorPriyank Tayal  
Director



## Statement of Profit and Loss for the year ended on 31st March 2018



(Rupees in Lacs)

SI No.	PARTICULARS	NOTE NO.	For the year ended 31st March 2018	For the year ended 31st March 2017
I.	<b>REVENUE FROM OPERATIONS</b>	23	15,283.42	14,498.46
II.	<b>OTHER INCOME</b>	24	692.78	706.85
III.	<b>TOTAL INCOME (I+II)</b>		<u>15,976.20</u>	<u>15,205.31</u>
IV.	<b>EXPENSES</b>			
	Cost of Materials Consumed	25	7,860.90	7,290.12
	Purchases of Stock-in-Trade		3,379.65	2,760.41
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	26	208.06	728.25
	Employee benefits expense	27	695.39	637.81
	Finance Costs	28	686.09	813.38
	Depreciation and Amortization Expense	29	412.49	403.09
	Other Expenses	30	2,267.72	2,285.20
	<b>Total Expenses (IV)</b>		<u>15,510.30</u>	<u>14,918.26</u>
V.	<b>Profit/(loss) before exceptional items and tax (III- IV)</b>		465.90	287.05
VI.	<b>Exceptional Items</b>		-	-
VII.	<b>Profit / (Loss) Before Tax (V-VI)</b>		465.90	287.05
VIII.	<b>Tax Expense :</b>			
	(1) Current tax		71.87	(5.50)
	(2) Deferred tax		66.18	(185.59)
IX.	<b>Profit (Loss) for the year (VII-VIII)</b>		<u>327.85</u>	<u>478.14</u>

See accompanying note nos. 1 to 57 forming part of the financial statements

In terms of our report of even date

For Sharma Prakash & Associates

Chartered Accountants

(Firm Registration No: 008028C)

Prakash Chand Sharma

Proprietor

M. No. 077144

Date : 29-05-2018

Place : Lucknow

Gaurav Arora  
Chief Financial Officer

Ritika Tandon  
Company Secretary

Amitabh Tayal  
Managing Director

Priyank Tayal  
Director

## Statement of Profit and Loss for the year ended on 31st March 2018



(Rupees in Lacs)

SI No.	PARTICULARS	NOTE NO.	For the year ended 31st March 2018	For the year ended 31st March 2017
<b>X.</b>	<b>Other Comprehensive Income/(Loss)</b>			
	(A) Items that will not be reclassified to profit or loss			
	(a) Re- measurement gains/(losses) on defined benefit obligation		12.90	(0.92)
	(b) Gains/(losses) on Fair Value of Equity Instruments through other Comprehensive Incomes		2.32	0.75
	(c ) Income Tax Effect on above		(3.99)	0.28
	(B) Items that will be reclassified to profit or loss			
	(a) Re- measurement gains/(losses) on defined benefit obligation		-	2.29
	(b) Income Tax Effect on above		-	(0.71)
<b>XI.</b>	<b>Total Comprehensive Income for the year (IX+X) (Comprising Profit /(Loss) and Other Comprehensive Income for the year)</b>		<b>339.08</b>	<b>479.83</b>
<b>XII.</b>	<b>Earnings per equity share</b>			
	(1) Basic		3.60	5.24
	(2) Diluted		3.60	5.24

See accompanying note nos. 1 to 57 forming part of the financial statements  
 In terms of our report of even date  
 For Sharma Prakash & Associates  
 Chartered Accountants  
 (Firm Registration No: 008028C)

Prakash Chand Sharma  
 Proprietor  
 M. No. 077144  
 Date : 29-05-2018  
 Place : Lucknow

Gaurav Arora  
 Chief Financial Officer

Ritika Tandon  
 Company Secretary

Amitabh Tayal  
 Managing Director

Priyank Tayal  
 Director

## Statement of Changes in Equity for the year ended 31st March 2018



(Rupees in Lacs)

### A. Equity Share Capital

<b>As at 1 April 2016</b>	<b>911.71</b>
Changes in equity share capital	-
<b>As at 31 March 2017</b>	<b>911.71</b>
Changes in equity share capital	-
<b>As at 31 March 2018</b>	<b>911.71</b>

### B. Other Equity

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	Securities Premium Reserve	General Reserve	Investment Allowance Reserve	Retained Earnings	Revaluation Surplus	Equity Instruments through Other Comprehensive Income	Defined Benefit Obligation through Comprehensive Income	
<b>Balance as at 01/04/2016</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>1,965.29</b>	<b>5,065.47</b>	<b>0.91</b>	<b>4.61</b>	<b>7,812.48</b>
Profit / (Loss) for the Year				478.14				478.14
Other Comprehensive Income/(Losses) for the year				1.58		0.75	(0.63)	1.69
Restated balance at the beginning of the reporting period								-
<b>Total Comprehensive Income / (Losses) for the year</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>2,445.02</b>	<b>5,065.47</b>	<b>1.66</b>	<b>3.97</b>	<b>8,292.32</b>
Transfer to / From Revaluation Reserve					(3.50)			(3.50)
Total Comprehensive Income for the year								-
Transfer to retained earnings								-
Any other change (to be specified)								-
<b>Balance as at 31/03/2017</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>2,445.02</b>	<b>5,061.97</b>	<b>1.66</b>	<b>3.97</b>	<b>8,288.82</b>
<b>Balance as at 01/04/2017</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>2,445.02</b>	<b>5,061.97</b>	<b>1.66</b>	<b>3.97</b>	<b>8,288.82</b>
Profit/(Loss) for the Year				327.86				327.86
Other Comprehensive Income/(Losses) for the year						2.32	8.91	11.23
Restated balance at the beginning of the reporting period								-
<b>Total Comprehensive Income / (Losses) for the year</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>2,772.87</b>	<b>5,061.97</b>	<b>3.98</b>	<b>12.89</b>	<b>8,627.91</b>
Transfer to / From Revaluation Reserve					(3.50)			(3.50)
Dividends								-
Transfer to retained earnings								-
Any other change (to be specified)								-
<b>Balance as at 31/03/2018</b>	<b>756.47</b>	<b>12.10</b>	<b>7.64</b>	<b>2,772.87</b>	<b>5,058.46</b>	<b>3.98</b>	<b>12.89</b>	<b>8,624.40</b>

**Note No.1****1. COMPANY OVERVIEW**

The Company was incorporated on 18 July, 1973. The company is engaged in the business of manufacturing Asbestos Corrugated Sheets and Plain Boards. Recently, the Company has started business of manufacturing of Profile Sheets and trading in Paints and Cables.

These financial statements for the year ended March 31, 2018 were approved by the Board of Directors on May 29, 2018.

**2. SIGNIFICANT ACCOUNTING POLICIES****a) Basis of Preparation of Financial Statements**

1) For all periods up to and including the year ended March 31, 2017, the Financial Statements are prepared on a going concern. Basis under the historical cost convention on the basis of accrual system of accounting, except for certain fixed assets which are revalued, in accordance with generally accepted accounting principles in India and complied with the accounting standards notified under section 133 of the Companies Act, 2013 ("The Act") read together with Rule 7 of Companies (Accounts) Rules, 2014 and provisions of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, 'Ind ASs') with effect from April 1, 2016 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the 'Ind AS Financial Statements') are the first financial statements, the Company has prepared in accordance with Ind AS.

ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company on 25 May, 2017 and 27 May, 2016 respectively. The management of the Company has compiled the Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind As adjustments. The Audited Previous GAAP Financial Statements, and the Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.

iii) These financial statements are the first financial statement of the Company under the Ind AS. The Company has followed the provisions of Ind AS 101-'First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017. Refer note no 55.

iv) Ind AS enjoins management to make estimates and assumptions related to financial statements, that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to the year. Actual result may differ from such estimates. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements; is reported in the notes to accounts in the year of incorporation of revision.

**b) Functional and presentation currency**

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

**c) Revenue Recognition****(i) Sale of goods**

Sales comprise sale of goods dealt with by the company in the ordinary course of its business including excise duty and net of returns, discount and value added tax..Sales are accounted on dispatch of goods to customers. Revenue from sales is recognised when all significant risks and rewards of ownership of the goods sold are transferred to the customer.

**(ii) Rental Income**

Rental Income from operating lease where the company is a lessor is recognized in income on a straight line basis over the lease term.

**d) Property Plant and Equipment**

**i) Property, Plant and Equipment**

Property, Plant and Equipment are stated at historical cost (net of recoverable duties & taxes) or revalued cost, less accumulated depreciation and impairment, if any. Direct costs, including borrowing costs in accordance with Indian Accounting Standard (Ind AS)-23 on Borrowing Costs, wherever applicable, in bringing an asset to working condition or location for its intended use are capitalized to the cost of the property, plant and equipment.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major repair and overhaul expenditure is capitalized if the recognition criteria are met.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**ii) Capital Work-in- Progress**

Capital Work-in-progress comprises of the cost of assets in the course of construction that are not yet capable of operating in the manner intended by management

**iii) Depreciation**

i) Depreciation including depreciation on the revalued portion of certain assets is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013

ii) The Useful lives of fixed assets is taken as per Schedule II of Companies Act , 2013 which are as follows :-

Buildings	5/30 Years
Plant & Equipments	15 Years
Electrical Installation and Equipments	10 Years
Office Equipments	5 Years
Computers	3 Years
Furniture & Fixture	10 Years
Vehicles	8 Years

iii) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

**e) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**f) INVENTORIES**

i) Raw Materials, Stores and Spare parts and Finished Products are valued at lower of cost and net. Realisable value in accordance with Ind AS-2 on Valuation of inventories. Materials in transit and material with third parties are included in inventories.

ii) Cost of finished goods includes material, labour and other manufacturing overheads and other costs incurred in bringing the inventories to their present location and condition, Cost of Raw Material, Stores & spare parts is determined on first-in, first out method.

**g) RETIREMENT BENEFITS**

i) Short Term Employee Benefits,

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

ii) Long Term Employee Benefits

i) Defined contribution Plan

The Company has Defined Contribution Plans for its employees such as Provident Fund and Employees-State Insurance-and contribution to these plans are charged to the statement of Profit & Loss as incurred, as the company has no further obligation beyond making the contribution.

ii) Defined Benefit Plan

i) The Company provides for gratuity in-accordance with Payment of Gratuity Act, 1972. The Company's liability for gratuity is actuarially determined using the Projected Unit Credit Method at the end-of each year as required by Ind AS-19 and is provided for in the financial statements.

ii) In accordance with the requirements of Ind AS 19 the company has provided for unutilized leave benefit available to the employees on the basis of an actuarial valuation made as at the end of each year.

h) PROVISION FOR LIABILITIES AND CHARGES, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

i) The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable INDAS.

ii) Provisions represent Liabilities to the Company for which the amount or timing is uncertain.-Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

iii) Contingent liabilities are not provided for and are disclosed by way of notes to financial statements.

iv) Contingent assets are not recognized but disclosed in the financial statements.

l) Taxation

**Current Income Tax**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with prevailing income tax law.

**Deferred Tax**

Deferred tax is-recognised for all the temporary differences by using the liability method, only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet Date, the company reassesses unrecognised deferred tax assets, if any.

j) **Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and less attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

k) **Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS-7 'Statement of Cash Flows', whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

l) **Segment Reporting :**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted for based on the cost price. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

m) **Foreign Currency Transactions**

Foreign currency transactions are translated into the-functional currency using the exchange rates at the dates of the transactions : Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss-Foreign:currency. Denominated monetary : assets and liabilities at the year end are translated at the. Year-end exchange rates, and the result and exchange difference is recognised in .the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

n) **Impairment of Assets**

At each balance sheet date, the Company reviews the carrying value of assets for any possible impairment. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is determined as higher of the asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the levels for which. there are separately identifiable cash flows (cash generating unit). Assessment is done-at .each Balance Sheet date as to whether there is any indication that an impairment loss recognized for

an asset in .prior: accounting period may no longer exist or may have decreased, An impairment loss is reversed to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

**O) Financial instruments**

i.) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are no( at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold-the asset in order of collect contractual tasfi flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

D. Impairment of financial assets

l) In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL) :

Expected credit losses are measured through a loss allowance at an amount equal to :

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

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

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

ii) Financial liabilities

A. Initial recognition and measurement

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

B. Subsequent measurement

Financial liabilities are carried at amortized 'cost using the effective interest method. For trade and-other payables maturing within one year from the balance sheet-date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) De recognition of financial instruments

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

p) Leases

Leases are classified as finance leases whenever the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(Rupees in Lacs)

**NOTE 02 : PROPERTY, PLANT AND EQUIPMENTS**

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01/04/2017	ADDITIONS MADE DURING THE YEAR	DEDUCTIONS MADE DURING THE YEAR	AS ON 31/03/2018	AS ON 01/04/2017	CHARGED DURING THE YFAR	DEDUCTION/ ADJUSTMENT	AS ON 31/03/2018	AS ON 31/03/2018	AS ON 31/03/2017
Land	5,143.18	-	-	5,143.18	-	-	-	-	5,143.18	5,143.18
Building	2,332.94	-	-	2,332.94	1,021.30	73.08	-	1,094.38	1,238.56	1,311.64
Plant & Equipments	6,170.97	82.52	-	6,253.49	3,628.47	320.67	-	3,949.14	2,304.35	2,542.50
Furniture & Fixture	17.58	-	-	17.58	16.73	0.05	-	16.77	0.81	0.85
Vehicles	149.27	7.40	5.35	151.31	74.37	20.03	4.30	90.09	61.23	74.90
Office Equipment	63.53	2.70	-	66.23	58.52	2.17	-	60.70	5.53	5.01
<b>CURRENT YEAR TOTAL</b>	<b>13,877.47</b>	<b>92.62</b>	<b>5.35</b>	<b>13,964.73</b>	<b>4,799.39</b>	<b>416.00</b>	<b>4.30</b>	<b>5,211.08</b>	<b>8,753.66</b>	<b>9,078.08</b>
<b>PREV. YEAR (2016-17) TOTAL</b>	<b>13,673.83</b>	<b>204.09</b>	<b>0.45</b>	<b>13,877.47</b>	<b>4,393.14</b>	<b>406.59</b>	<b>0.34</b>	<b>4,799.39</b>	<b>9,078.08</b>	<b>9,260.69</b>
<b>PREV. YEAR (2015-16) TOTAL</b>	<b>13,314.28</b>	<b>383.69</b>	<b>24.14</b>	<b>13,673.83</b>	<b>4,110.63</b>	<b>411.59</b>	<b>129.08</b>	<b>4,393.14</b>	<b>9,280.69</b>	<b>9,203.65</b>

**Assets under Lease Included in above as :**

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01/04/2017	ADDITIONS MADE DURING THE YEAR	DEDUCTIONS MADE DURING THE YEAR	AS ON 31/03/2018	AS ON 01/04/2017	CHARGED DURING THE YFAR	DEDUCTION/ ADJUSTMENT	AS ON 31/03/2018	AS ON 31/03/2018	AS ON 31/03/2017
Land	365.46	-	-	365.46	-	-	-	-	365.46	365.46
Building	1,235.31	-	-	1,235.31	425.06	38.41	-	463.47	771.85	810.26
Plant & Machinery	2,397.97	-	-	2,397.97	1,321.03	177.73	-	1,498.77	899.21	1,076.94
Furniture & Fixture	6.73	-	-	6.73	6.24	0.09	-	6.33	0.40	0.48
Vehicles	15.16	-	-	15.16	12.43	0.81	-	13.24	1.91	2.72
Office Equipment	10.57	-	-	10.57	10.01	0.01	-	10.03	0.54	0.56
<b>CURRENT YEAR TOTAL</b>	<b>4,031.20</b>			<b>4,031.20</b>	<b>1,774.78</b>	<b>217.06</b>	<b>-</b>	<b>1,991.84</b>	<b>2,039.37</b>	<b>2,256.42</b>
<b>PREV. YEAR TOTAL</b>	<b>4,031.20</b>			<b>4,031.20</b>	<b>1,556.43</b>	<b>218.35</b>	<b>-</b>	<b>1,774.78</b>	<b>2,256.42</b>	<b>2,474.77</b>

Note :

For Lien / charge against property : plant &amp; equipment refer note no. 15 &amp; 19

**NOTE NO. 03 : FINANCIAL ASSETS - NON CURRENT : INVESTMENTS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
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**Investment in Equity Instruments****Quoted (Fully Paid)**Carried at Fair Value through  
Other Comprehensive Income

NAME OF COMPANIES	No of Shares	Rs.	No of Shares	Rs.	No of Shares	Rs.
M/s Uniplas India Ltd.	100	-	100	-	100	-



(Rupees in Lacs)

M/s Prakash Industries Ltd.	225	0.38	225	0.17	225	0.07
M/s Hyderabad Industries Ltd	200	3.25	200	1.57	200	1.01
M/s Eternit Everest Ltd	50	0.24	50	-	50	-
M/s Roofit Industries Ltd	200	-	200	-	200	-
M/s Visaka Industries Ltd	50	0.33	50	0.14	50	0.05
		<b>4.20</b>		<b>1.88</b>		<b>1.13</b>

Aggregate of Investments	At Cost	At Market Value	At Cost	At Market Value	At cost	At Market Value
Total Investment (Quoted)	0.22	4.20	0.22	1.88	0.22	1.13
<b>Total</b>	<b>0.22</b>	<b>4.20</b>	<b>0.22</b>	<b>1.88</b>	<b>0.22</b>	<b>1.13</b>

**NOTE NO. 04 : FINANCIAL ASSETS-NON CURRENT : TRADE RECEIVABLES**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
1. Trade Receivables			
a. Secured & Considered Good	5.28	4.00	3.49
b. Unsecured & Considered Good	82.72	561.60	1,233.59
c. Doubtful	-	-	-
	88.00	565.60	1,237.08
<b>Less : Allowance for Bad &amp; Doubtful Debts</b>	- 88.00	- 565.60	- 1,237.08
	<b>88.00</b>	<b>279.00</b>	<b>1,237.08</b>

**NOTE NO. 05 : FINANCIAL ASSETS-NON CURRENT : OTHER**

1. Deposit with Banks held as Margin Money against bank guarantee (Including Interest accrued)	234.15	223.05	212.02
2. Deposit with Banks against Unclaimed Fixed Deposit	5.80	-	-
	<b>239.95</b>	<b>223.05</b>	<b>212.02</b>

(Rupees in Lacs)

**NOTE NO. 06 : OTHER NON-CURRENT ASSETS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
1. Capital Advances (Unsecured & Considered Good) (Advance given for conversion of land into freehold)	272.51	272.51	-
2. Security Deposits (Refer Note No. 50) (Unsecured & Considered Good)	301.72	241.72	327.30
3. Balances with Revenue Authorities Unsecured & Considered Good	561.78	604.06	551.81
4. Other Receivables (Unsecured & Considered Good)	18.17	18.17	18.17
	<b>1,154.18</b>	<b>1,136.46</b>	<b>897.28</b>

**NOTE NO. 07 : INVENTORIES**

1. Raw Materials	793.54	993.50	1,759.25
2. Finished Goods	1,292.46	1,535.72	2,265.68
3. Trading Goods	36.91	1.71	-
4. Stores & Spares	134.72	133.43	117.46
	<b>2,257.63</b>	<b>2,664.36</b>	<b>4,142.39</b>

**Mode of Valuation**

Raw Material, Stores and Spares parts and Finished Products are valued at lower of cost or net realisable value in accordance with Ind AS-2 on Inventories notified under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Accounts) Rules, 2014 and provisions of the Act.

Inventory held at net realizable value amounted to Rs. 147.38 lacs and Rs. 137.74 lacs as at March 31, 2018 and March 31, 2017 respectively. The write down on these inventories amounted to Rs. 81.81 lacs and Rs. 164.94 lacs for the year ended March 31, 2018 and March 31, 2017 respectively.

Entire inventory has been hypothecated as security against certain bank borrowings of the Company as at March 31, 2018, March 31, 2017 and April 1, 2016, respectively. For lien/charge against inventories refer note no. 15 and 19

**NOTE NO. 08 : FINANCIAL ASSETS - CURRENT : TRADE RECEIVABLES**

**1. Trade Receivables**

a. Secured & Considered Good	26.55	25.88	16.25
b. Unsecured & Considered Good	2,930.68	3,050.29	1,181.28
c. Doubtful	-	-	-
	2,957.23	3,076.16	1,197.53
<b>Less : Allowance for Bad &amp; Doubtful Debts</b>	- 2,957.23	- 3,076.16	- 1,197.53
	<b>2,957.23</b>	<b>3,076.16</b>	<b>1,197.53</b>

(Rupees in Lacs)

**NOTE NO. 09 : FINANCIAL ASSETS - CURRENT : CASH & CASH EQUIVALENTS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
1. Balance with Banks	126.81	40.44	55.68
2. Cash in Hand	12.94	2.91	6.03
	<b>139.75</b>	<b>43.35</b>	<b>61.71</b>

**NOTE NO. 10 : FINANCIAL ASSETS - CURRENT : OTHER BANK BALANCES**

1. Deposit with Banks held as Margin Money	-	282.75	282.75
2. Other Deposit with Banks (Maturity period more than 3 month but less than 12 months)	26.86	26.86	26.56
3. Earmarked Balances with Banks	0.14	10.14	45.02
	<b>27.00</b>	<b>319.75</b>	<b>354.33</b>

**NOTE NO. 11 : FINANCIAL ASSETS - CURRENT : LOANS**

1. Advances to Employees						
a. Unsecured & Considered Good	13.60	13.64	18.24			
b. Doubtful	1.02	1.02	1.02			
	14.62	14.67	19.27			
Less : Allowance for Bad & Doubtful Advance	1.02	1.02	1.02	13.64	1.02	18.24
	<b>423.39</b>	<b>265.36</b>	<b>110.36</b>			
2. Loan to Others (Refer Note no 51) Unsecured & Considered Good						
	<b>436.99</b>	<b>279.00</b>	<b>128.60</b>			

**NOTE NO. 12 : FINANCIAL ASSETS - CURRENT : OTHERS**

1. Interest Accrued but not due on Deposit with Banks	7.69	4.69	5.40
2. Interest Accrued and due on Loan to Related Parties (Ceased to be related party wef 19.08.2015) (Refer Note no 49)	11.85	11.85	11.85
3. Share Application money pending allotment for purchase of equity shares	-	-	200.00
4. Interest Accrued and due on Loan to Others	37.72	48.92	17.43
5. Other Receivables Unsecured & Considered Good	0.77	0.77	0.77
	<b>58.03</b>	<b>66.23</b>	<b>235.45</b>

(Rupees in Lacs)

**NOTE NO. 13 : OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
1. Advance with Suppliers/ Service providers			
a. Unsecured & Considered Good	448.07	444.73	511.31
b. Doubtful	0.84	0.84	0.84
	<u>448.90</u>	<u>445.57</u>	<u>512.84</u>
<b>Less : Allowance for Bad &amp; Doubtful Advances</b>	<u>0.84</u> 448.07	<u>0.84</u> 444.73	<u>0.84</u> 511.31
2. Balance with Revenue Authority Unsecured & Considered Good	1.43	64.65	52.74
3. Prepaid Expenses Unsecured & Considered Good	10.24	7.12	11.54
4. Security Deposit Unsecured & Considered Good	25.00	20.00	-
5. Capital Advances (Unsecured & Considered Good)	414.73	-	-
	<u><b>899.47</b></u>	<u><b>536.50</b></u>	<u><b>575.59</b></u>

**NOTE NO. 14 : SHARE CAPITAL**

<b>1 Authorised Capital</b>			
(a) 25,000 (previous year 25,000) Preference Shares of Rs. 100/- each redeemable or otherwise entitled to such rate of annual dividend as the Director may determine	25.00	25.00	25.00
(b) 1,50,00,000(previous year 1,50,00,000) Equity Shares of Rs. 10/- each	1,500.00	1,500.00	1,500.00
	<u>1,525.00</u>	<u>1,525.00</u>	<u>1,525.00</u>
<b>2 Issued Subscribed and Paid-up Equity Share Capital</b>			
91,07,193 (previous year 91,07,193) Equity Shares of Rs. 10 each fully paid up in cash	910.72	910.72	910.72
<b>Forfeited Shares</b>			
Amount originally received as allotment money and calls on account of 33300 equity shares	0.99	0.99	0.99
	<u><b>911.71</b></u>	<u><b>911.71</b></u>	<u><b>911.71</b></u>

3 There is no change in issued, subscribed and paid-up share capital during the current year and corresponding previous year.

4	Shares in the Company held by each shareholder holding more than 5% shares	No. of Shares	% holding in the shares	No. of Shares	% holding in the shares	No. of Shares	% holding in the shares
(a)	Uniglobe Glycols Limited	2,057,508.00	22.59	2,057,508.00	22.59	2,057,508.00	22.59
(b)	Mashino Textile Private Limited	1,539,100.00	16.90	1,539,100.00	16.90	1,539,100.00	16.90
(c)	Rohtak & Hissar Districts Electric Supply Company Private Limited	883,350.00	9.70	883,350.00	9.70	883,350.00	9.70
(d)	Jaiprakash Associates Limited	840,000.00	9.22	840,000.00	9.22	840,000.00	9.22
(e)	R & H Power Company Private Limited	589,998.00	6.48	589,998.00	6.48	589,998.00	6.48
(f)	Mr. Priyank Tayal	528,700.00	5.81	528,700.00	5.81	528,700.00	5.81

Note No. - 15 Financial Liabilities - Non Current Borrowings



(Rupees in Lacs)

PARTICULARS		AS AT 31ST MARCH 2018		AS AT 31ST MARCH 2017		AS AT 01ST APRIL 2016	
1		2		3		4	
		CURRENT (Refer Note No. 20 (2))	NON CURRENT	CURRENT (Refer Note No. 20 (2))	NON CURRENT	CURRENT (Refer Note No. 20 (2))	NON CURRENT
<b>1</b>	<b>Secured Loan</b>						
	<b>(a) Term Loan from Banks &amp; Financial Institution</b>						
	(i) ICICI Bank Limited (Secured by hypothecation of vehicle purchased) (Refer Terms of Repayment (i))	2.17	0.36	1.96	2.53	-	-
	(ii) <b>HDFC Bank</b> (Secured by hypothecation of vehicle purchased) (Refer Terms of Repayment (ii) to (viii))	6.95	5.73	11.37	7.73	14.14	19.10
	(iii) <b>Union Bank Of India</b> (Secured by way of first charge on entire fixed assets (both present and future) of the company and personal guarantee Managing Director and a Director of the Company and pledge of 201366 shares of the company by the Managing Director and a Director of the Company) (Refer Terms of Repayment (x) to (xiii))	183.90	904.92	261.91	659.61	408.81	590.53
	<b>(b) Term Loan from Others</b>						
	(i) UPFC (Secured by way of 2nd pari - passu charge with UBI on entire immovables properties consisting of lands , buildings, plant & machineries, and other fixed assets both present & future and personal guarantee of Managing Director & a Director of the Company) (Refer Terms of Repayment (iv))	-	626.65	207.00	626.65	317.38	833.65
<b>2</b>	<b>Unsecured Loan</b>						
	<b>Loan from Banks</b>						
	<b>ICICI Bank</b> (Secured by equitable mortgage on the immovable property of Managing Director and Personal Guarantee of Managing Director and a Director of the Company. (Refer Terms of Repayment (ix))	115.48	330.29	101.18	448.86	88.77	550.19
	<b>Loan from Others</b>						
	(a) Unpaid Matured Fixed Deposits from Others (Including interest Accrued and Due) (Refer Terms of Repayment (xv) and Note No. 47)	6.25	-	6.25	-	96.59	-

(b) Loan from Related Parties :							-
From Companies	-	-	-	-	-	-	280.00
From Others	-	1,094.90	-	1,045.40	-	-	760.00
(c) Fixed Deposits from Related Parties (Refer Terms of Repayment (xv))	-	-	-	-	47.00	-	-
	<b>314.75</b>	<b>2,962.85</b>	<b>589.67</b>	<b>2,790.78</b>	<b>972.69</b>		<b>3,033.47</b>

**Terms of Repayment**

- i. ICICI Bank Rs. 2.53 Lacs (Rs. 4.49 Lacs)**  
Terms of Repayment - Rate of Interest @ 10.01% p.a. and Repayable in 36 EMI of Rs. 19,365/- and last EMI due on 10th May 2019
- ii. HDFC Bank Rs. 5.11 Lacs (Rs. 7.29 Lacs )**  
Terms of Repayment - Rate of Interest @ 10.75% p.a. Repayable in 60 EMI of Rs. 23,780/- and last EMI due on 5th March 2020
- iii. HDFC Bank Rs. Nil (Rs. 1.11 Lacs)**  
Terms of Repayment - Rate of Interest @ 10.75% p.a. Repayable in 36 EMI of Rs. 9,788/- and last EMI was paid on 7th March 2018
- iv. HDFC Bank Rs. Nil (Rs. 0.70 Lacs )**  
Terms of Repayment - Rate of Interest @ 10.75% p.a. Repayable in 36 EMI of Rs. 17,942/- and last EMI was paid on 5th July 2017
- v. HDFC Bank Rs. Nil (Rs. 3.78 Lacs)**  
Terms of Repayment - Rate of Interest @ 10.5% p.a. Repayable in 60 EMI of Rs. 55900/- and last EMI was paid on 7th October 2017
- vi. HDFC Bank Rs. 1.37 Lacs (Rs. 3.26 Lacs)**  
Terms of Repayment - Rate of Interest @ 10% p.a. Repayable in 36 EMI of Rs. 17,750/- and last EMI due on 5th November, 2018
- vii. HDFC Bank Rs. 1.24 Lacs (Rs. 2.96 Lacs)**  
Terms of Repayment - Rate of Interest @ 10% p.a. Repayable in 36 EMI of Rs. 16140/- and last EMI was paid on 5th November, 2018
- viii. HDFC Bank Rs. 4.96 Lacs (Nil)**  
Terms of Repayment - Rate of Interest @ 9.26% p.a. Repayable in 36 EMI of Rs. 19,153/- and last EMI due on 5th Aug, 2020.
- ix. ICICI Bank Rs. 445.77 Lacs (Rs. 555.04 Lacs)**  
Terms of Repayment - Rate of Interest 10% p.a. Repayable in 119 EMI of Rs. 12,90,471/- and last EMI due on 1st Aug 2021
- x. Union Bank of India Rs. Nil (Rs. 124.87 Lacs)**  
Terms of Repayments - Rate of Interest 11.90% p.a. - Repayable in 60 monthly installments of Rs. 8.33 Lacs each starting from 01.08.2013. Balance amount of loan of Rs. 48.27 Lacs has been paid on 21st Jan'2018 for raising New Loan of Rs. 495 Lacs for Solar Project as per the stipulation contained in Bank Sanction Letter.
- xi. Union Bank of India Rs. 266.68 Lacs (Rs. 345.25 lacs )**  
Terms of Repayments - Rate of Interest 12.15% p.a. - Repayable in 84 monthly installments of Rs. 6.54 Lacs each starting from March, 2015
- xii. Union Bank of India Rs. 368.06 Lacs (Rs. 451.39 Lacs)**  
Terms of Repayments - Rate of Interest 11.40% p.a. - Repayable in 72 monthly installments of Rs. 6.94 Lacs each starting from Sep, 2016
- xiii. Union Bank of India Rs. 454.08 Lacs (Nil)**  
Loan Santioned Amount is Rs. 495 Lacs ,Terms of Repayments - Rate of Interest 10.50% p.a. - Repayable in 180 monthly installments of Rs. 2.75 Lacs each starting from Aug, 2018
- xiv. UPFC Rs. 626.65 Lacs (Rs. 833.65 Lacs)**  
Terms of Repayment - Rate of interest NIL - Bullet repayment of Rs. 317.38 Lacs in 2016-17, Rs. 207 Lacs in F Y 2017-18, Rs. 227.72 Lacs in F Y 2019-20 & Rs. 398.93 Lacs in F Y 2020-21
- xv. Fixed deposits represent deposit accepted from public in earlier years under the relevant provision of the Companies Act, 1956.**

(Rupees in Lacs)

**NOTE NO. 16 : NON CURRENT PROVISIONS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
1. Provisions for Employees Benefit			
(a) Gratuity	25.75	38.02	42.11
(b) Leave Encashment	33.24	30.60	26.42
	<u>58.99</u>	<u>68.62</u>	<u>68.53</u>

**NOTE NO. 17 : DEFERRED TAX LIABILITY (NET)**

Deferred Tax Liability			
Related to Fixed Assets	566.72	607.12	634.07
<b>Less : Deferred Tax Assets</b>	-	-	-
Others	(277.57)	(388.14)	(229.92)
<b>TOTAL -</b>	<u>289.15</u>	<u>218.98</u>	<u>404.15</u>

**NOTE NO. 18 : OTHER NON CURRENT LIABILITIES**

Security Deposit	40.00	40.00	40.00
	<u>40.00</u>	<u>40.00</u>	<u>40.00</u>

**NOTE NO. 19 : FINANCIAL LIABILITIES - CURRENT : BORROWINGS**

**1 Secured Loan**

**(a) Working Capital Loan from Banks**

(i) Union Bank Of India	3,002.03	2,079.61	2,419.93
(Secured by hypothecation of stores, work-in-progress, stocks, goods-in-transit, book-debts, and collaterally secured as second charge on parri-passu basis with UPFC by equitable mortgage of company's immovable properties consisting of land, building, plants & machinery and other fixed assets both present & future and personal guarantee of managing director & a director of the company and pledge 201306 shares of the company by the managing director and a director of the company).			

**2 Unsecured Loan**

(a) Over Draft Limit From ICICI Bank	259.96	53.34	88.17
(Secured by equitable mortgage on the immovable property of Managing Director and personal guarantee of Managing Director & a Director of the Company)			

(Rupees in Lacs)

(b) Buyers Credit from Banks (in foreign currency)	-	767.13	935.79
(c) Loan from Companies	353.00	350.00	315.00
<b>(d) Loan from Related Parties</b>			
(i) From Companies	84.80	554.30	466.50
(ii) From Others	135.00	452.00	335.00
	<u>3,834.79</u>	<u>4,256.38</u>	<u>4,560.39</u>

**NOTE NO. 20 FINANCIAL LIABILITIES - CURRENT : OTHERS**

<b>PARTICULARS</b>	<b>AS AT 31ST MARCH 2018</b>	<b>AS AT 31ST MARCH 2017</b>	<b>AS AT 01ST APRIL 2016</b>
1 Capital Creditors	30.48	-	-
2 Current Maturity of Long Term Debts (refer note no. 15)	314.75	589.67	972.69
3 Interest Accrued but not due on Borrowings	3.88	7.94	33.24
4 Deposit from Stockists, Distributors, & Contractors etc.	76.56	75.16	79.51
	<u>425.67</u>	<u>672.77</u>	<u>1,085.44</u>

**NOTE NO. 21 OTHER CURRENT LIABILITIES**

1 Credit balances of Customers	124.09	314.57	195.37
2 Amount due to employees	47.84	42.31	43.79
3 Statutory dues/duties, taxes payable	89.18	72.58	61.10
	-		
	<u>261.11</u>	<u>429.46</u>	<u>300.26</u>

**NOTE NO. 22 PROVISIONS**

<b>1 Provisions for Employees Benefit</b>			
(a) Bonus	24.61	25.57	24.11
(b) Leave Encashment	1.96	2.29	2.16
	<u>26.57</u>	<u>27.86</u>	<u>26.27</u>



(Rupees in Lacs)

**NOTE NO. 23 REVENUE FROM OPERATIONS**

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
1 Sale of Products	15,270.63	14,476.33
2 Other Operating Income (Net of Expenses)	12.79	22.13
	<b>15,283.42</b>	<b>14,498.46</b>

**NOTE NO. 24 OTHER INCOME**

1 Interest Income	153.05	146.12
2 Dividend Income	0.05	0.04
3 Other non- operating Incomes	14.06	60.41
4 Lease Rent	525.26	500.25
5 Profit on Sale of Fixed Assets	0.36	0.03
	<b>692.78</b>	<b>706.85</b>

**NOTE NO. 25 COST OF RAW MATERIAL CONSUMED**

1 Cement	2,843.61	2,549.69
2 Asbestos Fibre	4,354.53	3,838.94
3 Slag	152.39	529.82
4 Steel	240.97	316.28
5 Other	269.40	55.39
	<b>7,860.90</b>	<b>7,290.12</b>

**NOTE NO. 26 CHANGES OF INVENTORIES OF FINISHED GOODS****Stock in hand at the beginning of the year**

1 Finished Goods -AC Sheet	1,453.85	2,265.68
Trading Goods - Cable	-	-
Finished Goods Profile Sheet	81.87	-
Trading Goods -Paint	1.71	-

**Less : Stock in hand at the end of the year**

2 Finished Goods -AC Sheet	1,236.76	1,453.85
Finished Goods Profile Sheet	55.70	81.87
Trading Goods - Paint	6.45	1.71
Trading Goods - Cable	30.46	-
	<b>208.06</b>	<b>728.25</b>

(Rupees in Lacs)

**NOTE NO. 27 EMPLOYEES BENEFIT EXPENSES**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
1. Salaries & Wages	633.25	576.26
2. Contribution to Provident & Other Funds	48.82	32.47
3. Staff Welfare Expenses	13.32	29.08
	<u>695.39</u>	<u>637.81</u>

**NOTE NO. 28 FINANCE COST**

1. Interest Expenses	642.38	787.67
2. Other Borrowing Costs	37.82	19.63
3. Applicable Net (Gain) / Loss on foreign currency	5.89	6.08
	<u>686.09</u>	<u>813.38</u>

**NOTE NO. 29 DEPRECIATION AND AMORTISATION EXPENSE**

Depreciation	415.99	406.59
Less : Transferred from revaluation reserve (Refer Statement of Changes in Equity)	3.50	3.50
<b>TOTAL</b>	<u>412.49</u>	<u>403.09</u>

**NOTE NO. 30 OTHER EXPENSES**

1. Consumption of Stores & Spare parts	516.51	418.87
2. Power & Fuel	660.60	659.85
3. Rent	0.48	0.18
4. Repairs to Building	17.48	27.63
5. Repairs to Machineries	34.41	43.44
6. Insurance	34.10	26.24
7. Rates & Taxes	6.05	5.53
8. Breakages	129.68	296.90
9. Miscellaneous Expenses	301.81	274.61
10. Transport, Packing & Forwarding exp.	486.14	419.44
11. Payments to Auditors		
I. As Auditor	1.25	1.43
ii. Taxation Matters	0.50	-
iii. For Other Services	0.69	2.03
iv. For Reimbursement of expenses	0.06	0.05
2.50		3.51
12. Bad debts/Irrecoverable claims written off	37.11	0.24
13. Expenses / (-) Income Relating to Previous Year (Net)	8.66	16.59
14. Applicable net loss on foreign currency transaction	25.10	17.12
15. Excise Duty on Sales	7.09	75.05
	<u>2,267.72</u>	<u>2,285.20</u>

(Rupees in Lacs)

**NOTE NO. 31 CONTINGENT LIABILITIES AND COMMITMENTS**

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
<b>1. CONTINGENT LIABILITIES</b>		
(a) Claim against the company not acknowledge as debt		
(i) Sales Tax	1,836.62	1,968.58
(ii) Income Tax	-	-
(iii) Service/ Excise/Custom	369.90	376.64
(iv) Entry Tax	89.42	89.42
(v) Others	1.53	1.53
(b) Guarantees	284.38	281.38
(c) Tax matters pending in appeals etc.		
(i) Income Tax	241.99	241.99
(ii) Service & Excise Tax	30.87	30.87
<b>2. COMMITMENTS</b>		
(a) Custom Duty on Raw Material	40.74	47.40
(b) Excise Duty on Finished Goods	-	1.15
(c) Capital Commitments	167.97	-

**NOTE ON ACCOUNTS**

**32 SEGMENT REPORTING**

The segment reporting of the Company has been prepared in accordance with Ind AS 106, "Operating Segment" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015). For management purposes, the Company is classified into business activities based on Us products and services and has three reportable segments as follows:

(a) Manufacturing & Trading in Asbestos Products (b) Leasing (c) Manufacturing & Trading (Other Products)

Segments have been identified as reportable segments by the Company's Chief Operating Decision Maker ("CODM"). Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure consists at common expenditure incurred for all the segments and expenses incurred at corporate level. The assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 1.

(Rupees in Lacs)

PARTICULARS	Manufacturing & Trading in Asbestos Products		Leasing		Manufacturing & Trading (Other Products)		TOTAL	
	Rs.		Rs.		Rs.		Rs.	
	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR
Revenue	14,352.24	13,809.84	525.26	500.25	945.65	698.88	15,823.15	15,008.97
Segment Result	559.09	720.73	308.20	281.91	87.96	(74.03)	955.24	928.60
Interest Expenses							642.38	787.67
Interest Income							153.05	146.12
Profit Before Tax and Exceptional Item							465.91	287.05
Tax Expenses							138.05	(191.09)
Net Profit for the year							327.86	478.14
Assets	15,656.67	15,624.25	1,780.26	1,997.32	618.75	507.02	18,055.68	18,128.59
Liabilities	8,425.05	8,866.03	40.00	40.00	54.51	26.55	8,519.56	8,932.58
Depreciation	195.44	184.74	217.06	218.35	-	-	412.49	403.09
Capital Work in Progress	975.96	-	-	-	-	-	975.96	-

33. The Company assesses at each balance sheet date whether there is any indication that an asset may be Impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. The management is of the opinion that the recoverable amount or Company's assets or the recoverable amount of the cash generating unit to which the asset belongs as on 31.03.2018 is higher than the carrying amount. As such, the assets of the Company are not Impaired in terms of Ind AS 36 notified under the Companies (Indian Accounting Standards) Rules, 2015.

34. Related Party Disclosures

List of Related Parties and Relationship

i) ENTITIES JOINTLY CONTROLLED BY KEY MANAGEMENT PERSONNEL

Mashinotextile (P) Ltd  
 Everest Roofings (P) Ltd  
 Rohtak & Hissar District Electric Supply Co. (P) Ltd  
 Ganga Corporation (P) Ltd  
 UPAL Hotels (P) Ltd.  
 MTX Hotels (P) Ltd.  
 Doon Industrial Fund Limited  
 Ecogreen Developers (P) Ltd.  
 MTX Retail Private Limited Uniglobe Glycols Limited  
 Amitabh Tayat (HUF) - HUF of Managing Director

ii) KEY MANAGEMENT PERSONNEL, CLOSE MEMBER AND OTHER EXECUTIVE OFFICERS

Mr. D.M. Tayal- Chairman  
 Mr. Amitabh Tayal - Managing Director  
 Mr. Priyank Tayal - Director  
 Mr. Rakesh Seth- Director  
 Mrs. Mala Agarwal - Director  
 Mrs. Shailly Tayal - Wife of Mr. Priyank Tayal.  
 Mrs. Manju Tayal - Wife of Managing Director  
 Mrs. Avanti Mohta- Daughter of Managing Director  
 Mr. Anchal Rastogi - Chief Financial Officer (Effective Till 31/07/2017)  
 Mr. Gaurav Arora - Chief Financial Officer (Effective from 16/08/2017)  
 Ms. Ritika Tandon - Company Secretary

Note :- Related party relationship is identified by the company and relied upon by the auditors

Transactions with Related Parties and Outstanding balances as on 31-03-2018

Transactions	Entities Jointly Controlled by Key Management Personnel Rs.	Key Management Personnel & Other Executive Officers Rs.	Close Member Rs.	Total Rs.
<b>EXPENSES</b>				
Interest Paid	26.16 (64.08)	102.86 (111.32)	26.18 (7.25)	155.20 (182.65)
Remuneration Paid	- (-)	69.18 (60.55)	2.90 (2.40)	72.08 (62.95)
<b>OTHER TRANSACTION</b>				
Fixed Deposit Repaid	0 (-)	0 (25.00)	0.00 (22.00)	0.00 (47)
Loan received	172.50 (251.80)	252.00 (476.00)	103.50 (217.90)	528.00 (945.70)
Loan Repaid	642 (435.50)	553 (300.00)	70.00 (-)	1265.00 (735.50)
<b>PAYABLES</b>				
Loan	93.30 (562.80)	970.00 (1,271.00)	251.40 (217.90)	1314.70 (2,051.70)

35. There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31.03.2018. This information as required to be disclosed under Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

36. a) Defined Contribution Plan

i) Company's contribution to Government Administered Provident Fund / Family Fund during the year is Rs. 37.56 Lacs (Rs. 30.35 Lacs)

ii) Company's contribution towards Employees State Insurance Fund is Rs. 11.26 Lacs (Rs. 2.13 Lacs)  
The contribution to provident fund is made to Employees' Provident Fund managed by Provident. Fund Commissioner. The contribution towards ESIC is made to Employees State Insurance Corporation. The obligation of the Company is limited to the amount contributed and It has no further contractual nor any constructive obligation.

b) Defined Benefit Plan

The employees' Gratuity Fund is managed by the Life Insurance Corporation of India. The present value of obligation is determine based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation

i) Gratuity (As per actuarial valuation as on 31.03.2018)

Amount in Balance Sheet	31-03-18	31-03-17	31-03-16
Defined Benefit Obligation (DBO)	144.91	133.64	122.11
Fair Value of Plan Assets	119.16	95.63	79.99
Funded Status - (Surplus) / Deficit	25.75	38.02	42.11
Liability / (Asset) recognised in the Balance Sheet	25.75	38.02	42.11

Amount Recognised in the Statement of Profit & Loss	31-03-18	31-03-17	31-03-16
Current Service Cost	18.29	16.31	16.53
Interest Cost	91.75	8.88	9.69
Expected Return on Plan Assets	(6.89)	(6.20)	(6.58)
Past Service Cost	4.05		.
Total Expense/(Income) included in "Employee Benefit Expense"	24.63	18.98	19.64

Amount recognised in Other Comprehensive Income (OCI)	31-03-18	31-03-17	31-03-16
Amount recognized in OCI, Beginning of Period	(3.69)	(4.61)	
Remeasurements due to :			
Effect of Change in financial assumptions [C]	(5.70)	5.92	0.47
Effect of Change in demographic assumptions [D]			
Effect of experience adjustments [E]	(6.91)	(5.72)	(4.57)
Actuarial (Gains)/Losses ( C+ D +E )	(12.61)	0.20	(4.09)
Return on plan assets (excluding interest)	0.28	(0.72)	0.52
Total remeasurements recognized in OCI	(12.90)	0.92	(4.61)
Amount recognized in OCI, End of Period	(16.59)	(3.69)	(4.61)

## Notes to Financial Statements for the year ended 31st March, 2018



Change in Present Value of Benefit Obligation during the Year	31-03-18	31-03-17	31-03-16
Defined Benefit Obligation, Beginning of Period	133.64	122.11	135.46
Current Service Cost	18.29	16.31	16.53
Interest Cost	9.17	8.88	9.69
Actuarial (Gains)/Losses	(12.61)	0.20	(4.09)
Actual Benefits Paid	(7.63)	(13.85)	(35.48)
Past Service Cost	4.05	.	.
Defined Benefit Obligation, End of Period	144.91	133.64	122.11

Change in Fair Value of Plan Assets during the Period	31-03-18	31-03-17	31-03-16
Fair value of Plan Assets, Beginning of Period	95.63	79.99	84.38
Interest Income Plan Asset	6.89	6.20	6.58
Actual Enterprises Contributions	24.00	24.00	24.00
Actual Benefits Paid	(7.63)	(13.85)	(35.48)
Actuarial Gains/(Losses)	0.28	(0.72)	0.52
Fair Value of Plan Assets, End of Period	119.16	95.63	79.99

Current/ NonCurrent Benefit Obligation	31-03-18	31-03-17	31-03-16
Current Liability		-	
Non Current Liability	25.75	38.02	42.11
Liability/(Asset) Recognised in the Balance Sheet	25.75	38.02	42.11

Category of Assets	31-03-18	31-03-17	31-03-16
Fund Managed by Ufe Insurance Corporation of India	100.00%	100.00%	100.00%
Total	100.00%	100.00%	100.00%

### Sensitivity Analysis

	31-03-18	
Defined Benefit	144.91	
Sensitivity Analysis	Decrease	Increase
	Discount Rate Impact of	151.27 4.39%
Salary Growth Rate Impact of	139.34 -3.85%	150.83 4.08%

Financial Assumptions	31-03-18	31-03-17	31-03-16
Discount Rate	7.65%	7.20%	7.75%
Salary Escalation Rate	8.00%	8.00%	8.00%
Expected Return on Assets	7.65%	7.20%	7.75%
Withdrawal Rate	5.00%	5.00%	5.00%
Mortality Rates	IAL Mortality (2006-08) Ult.	IAL Mortality (2006-08) Ult.	IAL Mortality (2006-08) Ult.

II) As per Actuarial Valuation Report Liability towards Leave Encasement as on 31<sup>st</sup> March 2018 is Rs 35.20 Lacs (Rs. 32.89 Lacs). Liability of Leave Encashment of Rs. 2.31 Lacs has been provided for the year.

37. The Sales Tax and Value Added-Tax assessments/appeals under the provisions of respective State Acts and the Central Sales Tax under the provision of the Central Sales Tax Act, 1957 for certain past years are pending. Pending completion or such assessments/appeals/acceptance or refund claim, amount of Rs. 281.09 lacs (Rs. 281.09 Lacs) determined as refundable from the departments has been treated as unsecured and considered good under Balance with Revenue Authorities [Refer Note No. 6 (3)]. However liability, if any, would be ascertained either at the time or filing of returns/ revised returns, wherever required, for the relevant assessment years or on finalization of assessments/appeals by the concerned authorities.

38. Advance Income Tax & Fringe Benefit Tax (Net of Provisions) of Rs. 63.62 Lacs (Rs. 44.84 Lacs) in respect of which reconciliation with the assessment / appellate order is in progress for some assessment years. The aforesaid amount is subject to adjustment on the basis of the aforesaid reconciliation.

39. In the F. Y. 2008-09, the company has revalued its entire lands situated at Mohanlalganj Lucknow and at Village Bishara, Dadri, Gautam Buddha Nagar. The aforesaid lands have been revalued at fair market value by external valuers on the basis of the enquiries made by the valuers of the prevailing market price of similar properties in the vicinity and giving weightage to the peculiar situation of the aforesaid lands. Revalued amount of lands at Mohanlalganj Lucknow and Village Bishara, Dadri, Gautam Buddha Nagar aggregates to Rs. 5143.18 Lacs which had been recognized in the financial statement by increasing the existing value of the land by Rs. 4926.01 Lacs and crediting the increase in the net book value to the owner's interest under the head revaluation reserve.

40. The State Government of Rajasthan has withdrawn benefit available to the company under Rajasthan Value Added Tax Act 2003 on sale of AC Sheet containing Fly Ash more than 25% by weight. A writ petition of the company against this withdrawal of benefit before Hon'ble Rajasthan High Court, Jaipur Bench, Jaipur has been decided against the company. Civil Appeals of the company against the order of The Hon'ble Rajasthan High Court, Jaipur Bench, Jaipur are pending before Hon'ble Supreme Court. However, on conservative basis demands raised against the company has been charged to revenue in the years in which the same were paid by the company.

41. Selling price, discounts, commission and breakage compensation is determined by negotiation with customers. Such negotiation done telephonically / in meeting is evidenced by approval of the management of the company. The company has, during the year, accounted for the discount, commission, breakages on this basis. Since payments from customers are received in lump-sum and the balance confirmation sent by the company are generally not responded by the customers, the balances in the accounts of customers are subject to the reconciliation, confirmation and consequent adjustment, if any.

42. Balances of Trade Payables, Trade Receivables, balances with customers & employees included in other current liabilities, non current liabilities, Other current financial liabilities, balances with creditors & deposits with distributors etc. included in other financial liabilities, other current and non current assets, advance to employees and State Bank of India (erstwhile State Bank of Bikaner & Jaipur), Gandhibagh, Nagpur, State Bank of India, Butibori, Nagpur are subject to reconciliation, confirmation and consequent adjustments, if any.

43. In respect of cenvat credit of service tax paid on outward freight of Rs. 168.03 lacs availed and utilized by the company for payment of excise duty on finished goods sold by the company since the levy of excise duty on the company w.e.f. 01.03.2006, the Company's appeal is pending before the CESTAT, Allahabad. No provision against the same is deemed necessary by the Company against the same as the Company is confident of a favorable decision on the matter.

44. The company had filed a writ petition in the Allahabad High Court denying its liability for entry tax under the Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007. On the direction of the Hon'ble High Court, 50% of entry tax of Rs. 179.71 lacs for the period from November, 2007 to December, 2011 was deposited and bank guarantee was furnished for the remaining amount. Since Special Leave Petition of another party on this issue is pending in the Hon'ble Supreme Court, the High Court mandated that decision of the Supreme Court shall determine the liability, if any in this regard. However as a matter of prudence the company has in the year of payment charged to the Statement of Profit & Loss Account the actual amount of Rs. 93.98 lacs. The balance liability, if any, shall be provided on the decision of Hon'ble Supreme Court.

45. a) The Company's leasing arrangements are in respect of Operating Leases for premises {Residential, Office etc.} taken by the company and Dadri Unit leased out by the company for 10 years w.e.f. 1st February 2014. The leasing arrangement for premises taken by the company are not Non-Cancellable and are usually renewable by mutual consent on agreed terms. The aggregate lease rentals payable are charged as rent. However, the company treats lease agreement for leasing out Dadri Unit of the Company as Non-Cancellable. Lease amount receivable by the company is recognised as

income. The aggregate of future minimum lease payments in respect of Non-Cancellable leasing arrangement required to be disclosed as per Ind AS-17 as under.

a Not later than one year	Rs. 551.53 Lacs
b. Later than one year and not later than five years	Rs. 2496.00 Lacs
c. Later than Five years ( for balance period upto 31.01.2024)	Rs. 581.74 Lacs

45 b) Disclosure of Assets, (also included in the Tangible. Assets as per Note -11) given on lease, in accordance with requirement of Indian Accounting Standard - 17 on Leases is given below :

DESCRIPTION	GROSS CARRYING AMOUNT (Rs)	DEPRECIATION RECOGNISED IN THE STATEMENT OF PROFIT & LOSS A/C (Rs)	ACCUMULATED DEPRECIATION AS ON 31ST MARCH 2018 (Rs)	NET CARRYING AMOUNT (Rs)
LAND	365.46	0.00	0.00	365.46
BUILDINGS	1235.31	38.41	463.47	771.84
PLANT & EQUIPMENTS	2397.97	177.73	1498.77	899.20
OFFICE EQUIPMENTS	6.73	0.09	6.33	0.40
FURNITURE &. FIXTURE	10.57	0.02	10.03	0.54
VEHICLES	15.16	0.81	13.24	1.92
CURRENT YEAR TOTAL	4031.20	217.06	1991.84	2039.36
PREVIOUS YEAR TOTAL	4031.20	218.35	1774.78	2256.42

46. On withdrawal of notification for tax exemption on usage of F.Y. ash in production of finished goods, demand of Rs. 79.70 lacs and Rs. 80.60 lacs for F.Y. 2004-05 and FY. 2005-06 respectively was raised by Trade Tax department, U.P. Company's writ petition in Hon'ble Allahabad High Court. Lucknow Bench against such withdrawal of exemption has been decided in favour of the company. On confirmation of refund receivable for Financial Year 2005-06 by the Additional Commissioner (Appeals), it has been recognized as other income in the F.Y. 2010-11. Since the company was in the process of establishing its claim for Financial Year 2004-05 hence, as a matter of prudence, the recognition of income for A.Y. 2004--05 had not been done earlier. However in the FY 2012-13, Trade Tax Department had also filed a special leave petition before the Hon'ble Supreme Court against the order of the Hon'ble Allahabad court, Lucknow Bench, which has also been decided in favour of the company during the FY 2013-14. The Management of the company after discussion with the trade tax consultants, is of the opinion that the claim for FY 2004-05 can also be lodged. Consequently, the company has during the financial year-2013-14 year accounted for Rs.79.70 lacs-as Other Non-operating income by showing the same in. Balance with Revenue Authorities under Other Non Current Assets. The Management is hopeful that this amount would be recovered from the Trade Tax department soon.

47. The company has not accepted any deposits during the year within the meaning or section 73 to section 76 or any other relevant provisions of the Act and the Rules framed thereunder. In respect of fixed deposits accepted in earlier years under the relevant provisions of the Companies Act, 1956 the company has repaid the same on the respective due date of each deposit except fixed deposits of Rs. 3.50 (excluding interest accrued and due) lacs which have either remained unclaimed or the claim by the relatives of the deceased depositors is under examination of the company for ensuring that payment is made to eligible person (s) only. The management is of the opinion that deposits {including unclaimed deposits} form dealers to whom the company supplies goods shall not qualify as deposits with the meaning of section 73 to section 76 or any other relevant provisions of the Act and the Rules framed thereunder.

48. The company has adequate internal financial controls over financial reporting for ensuring the orderly and efficient conduct of its business including adherence to company's policies, safeguarding of its assets, the prevention and detection



## Notes to Financial Statements for the year ended 31st March, 2018



of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required by the Companies Act, 2013. However, such internal controls are being followed as a part of company's routine functioning and are yet to be formally documented. The company is in the process of documenting its processes which ensure adequate internal financial controls so as to be able to demonstrate the existence and effective implementation or such control.

49. The company is making efforts for recovery of interest of Rs. 11.85 lacs outstanding since earlier year from its erstwhile related party M/s Big Apple Real Estate Private Limited. No provision has been made against the same since the management is hopeful of its recovery.

50. Deposit Payment (Refer Note no. 6(2)) includes security deposit of Rs. 210 lacs (Rs. 150 lacs) given by the company to M/s Brij Bhushan Enterprises for facilitating regular supply of Raw Material Cement.

51. Particulars of Loan, Guarantees and Investments under section 186 :

SL No.	Details of Borrower	Opening Balance on 01/04/2017	Loan Given During the year	Unsecured Loan Received back during the year	Total amount Outstanding at the end of F.Y. 2017 -18	Purpose for which the Loan is to be utilized by the recipient
1	Big Apple Real Estate Private Limited	NIL Interest Rs 11,84,570	NIL	NIL	NIL Interest Rs. 11,84,570	For Business Operation Purposes
2	Castmet Packagings Private Umlid	Rs.1,10,36,010 Interest Rs.15,89,186	NIL	NIL	Rs.1,10,36,010 Interest Rs. 15,89,185	For Business Operation Purposes
3	Pasondla Cables Pvt Ltd.	Rs.1,55,00,000	NIL	Rs. 73,37,000	Rs. 63,03,607	For Business Operation Purposes
4	Shn Ghala Mehndipur Balaji LLP	NIL	Rs.2,50,00,000	NIL	Rs.2,50,00,000	For Business Operation Purposes

### 52. Managerial Remuneration :

(a) Paid / Provided for during the year to the directors	2017-18 (Rs. Lacs)	2016-17 (Rs. Lacs)
(i) Salary & Allowance	45.00	42.00
(ii) Commission	5.14	-
(iii) Perquisites	2.62	2.66
	<u>52.76</u>	<u>44.66</u>
(b) Computation of Commission payable to Directors :		
Net Profit for the year before taxation as per Profit & Loss Account	465.91	-
Add : Director's Remuneration	<u>47.62</u>	<u>-</u>
	513.53	-
Add : Expenses / Income (-) relating to previous year	-	-
	<u>513.53</u>	<u>-</u>
Net Profit as per Section 198 of the Companies Act, 2018	513.53	-
Commission @ 1%	5.14	-

53. Earnings per share (EPS)

Particulars	31-Mar-18	31-Mar-17
Net profit / (loss) after tax for the year (Rs. in Lacs)	327.86	478.14
Weighted number of ordinary shares for basic EPS	9117130	9117130
Nominal value of ordinary share (in Rs. per share)	10/-	10/-
Basic and Diluted earnings for ordinary shares (in Rs. per share)	3.60	5.24

54. Financial Instruments

**Financial risk management objective and policies**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial assets and financial liabilities are disclosed in Note 1

**Financial assets and liabilities as at**

Particulars	March 31, 2018				
	FVTPL	FVTOCI	Amotised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and Cash Equivalents	-	-	139.75	139.75	139.75
Other bank balances	-	-	27.00	27.00	27.00
Non Current investments	-	<b>2.32</b>	-	4.20	<b>4.20</b>
Loans - current	-	-	436.99	436.99	<b>436.99</b>
Non current trade receivables	-	-	88.00	88.00	88.00
Current trade receivables	-	-	2,957.23	2,957.23	2,957.23
Other Non -current financial assets	-	-	1,185.25	1,185.25	1,185.25
Other Current financial assets	-	-	947.26	947.26	947.26
	-	<b>2.32</b>	<b>5,781.48</b>	<b>5,785.68</b>	<b>5,785.68</b>
<b>Financial Liabilities</b>					
Borrowings - Non Current	-	-	2,962.85	2,962.85	2,962.85
Borrowings - Current	-	-	3,834.79	3,834.79	3,834.79
Trade payables	-	-	614.17	614.17	614.17
Other Non -Current financial liabilities	-	-	40.00	40.00	40.00
Other Current financial liabilities	-	-	686.78	686.78	686.78
	-	-	<b>8,138.59</b>	<b>8,138.59</b>	<b>8,138.59</b>

Particulars	March 31, 2017				
	FVTPL	FVTOCI	Amotised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and Cash Equivalents	-	-	43.35	43.35	43.35
Other bank balances	-	-	319.75	319.75	319.75
Non Current investments	-	0.75	-	1.88	1.88
Loans - current	-	-	279.00	279.00	279.00
Non current trade receivables	-	-	565.60	565.60	565.60
Current trade receivables	-	-	3,076.16	3,076.16	3,076.16
Other Non -current financial assets	-	-	1,187.23	1,187.23	1,187.23
Other Current financial assets	-	-	635.20	635.20	635.20
	-	<b>0.75</b>	<b>6,106.29</b>	<b>6,108.17</b>	<b>6,108.17</b>
<b>Financial Liabilities</b>					
Borrowings - Non Current	-	-	2,790.77	2,790.77	2,790.77
Borrowings - Current	-	-	4,256.38	4,256.38	4,256.38
Trade payables	-	-	424.86	424.86	424.86
Other Non - Current financial liabilities	-	-	40.00	40.00	40.00
Other Current financial liabilities	-	-	1,102.23	1,102.23	1,102.23
	-	-	<b>8,614.24</b>	<b>8,614.24</b>	<b>8614.24</b>

Particulars	April 1, 2016				
	FVTPL	FVTOCI	Amotised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and Cash Equivalents	-	-	61.71	61.71	61.71
Other bank balances	-	-	354.33	354.33	354.33
Non Current investments	-	0.91	-	1.13	1.13
Loans - current	-	-	128.60	128.60	128.60
Non current trade receivables	-	-	1,237.08	1,237.08	1,237.08
Current trade receivables	-	-	1,197.53	1,197.53	1,197.53
Other Non -current financial assets	-	-	1,307.46	1,307.46	1,307.46
Other Current financial assets	-	-	854.88	854.88	854.88
	-	<b>0.91</b>	<b>5,141.59</b>	<b>5,142.72</b>	<b>5,142.72</b>
<b>Financial Liabilities</b>					
Borrowings - Non Current	-	-	3,033.47	3,033.47	3033.47
Borrowings - Current	-	-	4,560.39	4,560.39	4,560.39
Trade payables	-	-	505.56	505.56	505.56
Other Non -Current financial liabilities	-	-	40.00	40.00	40.00
Other Current financial liabilities	-	-	1385.70	1385.70	1385.70
	-	-	<b>9,525.12</b>	<b>9,525.12</b>	<b>9,525.12</b>

#### Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below :

**Level 1** : Quoted prices (unadjusted) in active markets for identical assets and liabilities

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

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

Financial Instruments	March 31, 2018		
	Level1	Level2	Level3
<b>Financial Assets</b>			
- Investments at fair value through other comprehensive income	2.32	-	-
	2.32	-	-
Financial liabilities	-	-	-
<b>Total</b>			
Financial Instruments	March 31, 2017		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
Investments at fair value through other comprehensive income	.075	-	-
<b>Total</b>	<b>0.75</b>	-	-
	-	-	-
<b>Financial Liabilities</b>			
<b>Total</b>			
Financial Instruments	April 1, 2016		
	Level 1	Level2	Level3
<b>Financial assets</b>			
Investments at fair value through other comprehensive income	0.91	-	-
<b>Total</b>	<b>0.91</b>	-	-
	-	-	-
<b>Financial liabilities</b>			
<b>Total</b>			
The below table summarizes the fair value of financial liabilities which are carried at			
Financial Instruments	Level 1	Level2	Level3
<b>March 31, 2018</b>			
Current maturities of long term borrowings	-	314.75	-
<b>Total</b>	-	<b>314.75</b>	-
<b>March 31, 2017</b>			
Non current borrowings	-	2,790.77	-
Current maturities of long term borrowings	-	589.67	-
<b>Total</b>	-	<b>3,380.44</b>	-
<b>April 1, 2016</b>			
Non current borrowings	-	3,033.47	-
Current maturities of long term borrowings	-	972.69	-
<b>Total</b>	-	<b>4,006.16</b>	-

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values :

- Non-current borrowing including current maturity of long term borrowing : Fair value has been determined by the Company based on parameters such as interest rates, specific count risk factors, and the risk characteristics of the financed project.
- Other non-current financial assets and liabilities: Fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value.
- Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments. Fair value of investments are on the basis of quoted prices in active market on the balance sheet.

There has been no transfer between Level 1 & Level 2 during the above periods.

### **Financial Risk Management Objectives and Policies**

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

### **Market Risk**

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

The company manages market risk through a risk management committee engaged in, inter alia, evaluation and identification of risk factors with the object of governing/mitigating them according to Company's objectives and declared policies in specific context of impact thereof on various segments of financial instruments. The Board provides oversight and reviews the Risk management policy on a quarterly basis.

### **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is not exposed to significant interest rate risk as at the respective reporting dates.

### **Foreign Currency Risk**

The company does not have any exposure to foreign currency risk.

### **Credit Risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company.

The Company's concentration of risk with respect to trade receivables is low, as its customer's base is widely spread across the length and breadth of the country.

### **Liquidity Risk**

The Company's Current assets aggregate to Rs. 6776.10 lacs (2017-Rs. 7024.95 lacs; 2016-Rs. 6750.99 lacs) including Cash & cash equivalents and other bank balance balances of Rs. 166.75 lacs (2017-363.10 lacs; 2016-Rs. 416.04 lacs) against an aggregate Current liability of Rs. 5168.57 lacs (2017- Rs. 5811.33 lacs; 2016-Rs. 6477.92 lacs); Non-current liabilities amounting to Rs. 3350.99 lacs (2017-Rs. 3118.38 lacs; 2016-Rs. 3546.15 lacs) on the reporting date. Further, while the company's total equity stands Rs. 9536.12 lacs (2017-Rs. 9200.53 lacs; 2016-Rs. 8724.20 lacs), it has borrowing of Rs. 6797.65 lacs (2017-Rs. 7047.16 lacs; 2016-Rs. 7593.87 lacs). In such circumstances, liquidity risk or the risk that the company may not be able to settle or meet its obligations as they become due does not exist.

**55. First time adoption of Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements as at and for the year ended 31 March 2017 and in the preparation of the opening Ind AS balance sheet at 1 April 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 section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP').

a) The Company has applied Ind AS 16 retrospectively for its property, plant and equipments, from the date of their acquisition.

b) Reconciliations between previous GAAP and Ind AS

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

**I Reconciliation of Equity between IND - AS and previous GAAP**

Nature of Adjustment	31-Mar-17	01-Apr-16
Shareholder's Equity as per previous GAAP	8,284.30	7 809.66
<b>Adjustments</b>	-	
Fair Valuation for Defined Benefit Obligation	3.28	1.91
Fair Valuation for Equity Instruments	1.66	0.91
Deferred Tax Adjustment on above	(0.42)	-
Shareholder's Equity as per Ind AS	8,288.82	7,812.48

In line with Ind AS 101, the above adjustments have been carried out through retained earnings in Reserves and Surplus.

**II Reconciliation of Profit / (loss) after tax between IND-AS and previous GAAP****31-Mar-17**

Net profit / (loss) as per Previous GAAP	478.14
Add: Other comprehensive income	
Fair Valuation for Defined Benefit Obligation	1.37
Fair Valuation for Equity Instruments	0.75
Deferred Tax Adjustment on above	(0.42)
<b>Total comprehensive income / (loss) as per Ind AS</b>	<b>479.84</b>

**III Reconciliation of cash flows for the year ended March 31, 2016**

The transition from previous GAAP to Ind AS has not made a material impact on the statement of cash flows.

**IV Notes on adjustments :**

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

(ii) Under Ind AS, the entity can make an irrevocable option to classify equity instrument which are not held for trading at fair value through other comprehensive income (FYTOCI). Adjustment made by the company includes the same

(iii) Under Ind AS, remeasurement of net defined benefit liabilities 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 instead of statement of profit or loss. Under the previous GAAP, these remeasurement were forming part of the profit or loss for the year.

(iv) Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty of sale of goods paid/ provided is presented in the statement of profit and loss as part of expenses. There is no impact on the total equity and profit due to the said change.

56. Previous year figures have been regrouped / reclassified to make it comparable with current year's figures.

57. Figures in brackets relate to the previous year.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018**  
(Pursuant to Listing Agreement with Stock Exchange)

	2018		2016-17	
	Rs.	Rs.	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
<b>NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS AS PER STATEMENT OF PROFIT &amp; LOSS</b>		465.91		287.06
Adjustment for :				
Depreciation and amortisation expense (Net of Excess Depreciation written back)	412.49		403.09	
Finance Cost	686.09		855.34	
Bad Debts Written off	36.84		-	
Actual Gain / (Loss) on defined benefit plan	12.90		-	
Profit / (Loss) on fair valuation of Investment	2.32		-	
Foreign Exchange (+)Loss/ (-)Gain	5.89		(24.83)	
(Profit)/ Loss on Sale of Fixed assets (Net)	(0.35)		(0.03)	
Interest Earned	(153.05)		(146.12)	
Dividend Earned	(0.05)	1,003.08	(0.04)	1,087.40
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>1,468.99</b>		<b>1,374.46</b>
Adjustment for :				
Increase (-)/ Decrease in Trade and other Receivables	9.99		(1,391.83)	
Increase (-)/Decrease in Inventories	406.73		1,478.03	
Increase/ Decrease (-) in Trade Payables, current liabilities and provisions	114.34	<b>531.06</b>	21.90	108.10
<b>CASH GENERATED FROM OPERATIONS</b>		<b>2,000.05</b>		<b>1,482.56</b>
Direct Tax Refund (Net of Tax Paid)		(65.91)		111.59
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>1,934.14</b>		<b>1,594.15</b>
Exceptional Item ( Profit on Sale of Equity Shares)		-		-
<b>NET CASH FROM OPERATING ACTIVITIES AFTER EXCEPTIONAL ITEM</b>		<b>1,934.14</b>		<b>1,594.15</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets		(1,068.58)		(33.16)
Proceeds from sale of Fixed Assets		1.40		0.14
Interest Received		153.05		146.12
Dividend Received		0.05		0.04
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>(914.08)</b>		<b>113.14</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Long Term Borrowing and other borrowings (net of repayment)		(524.43)		(929.73)
Finance cost		(686.09)		(855.34)
Foreign Exchange (-)Loss/ (+)Gain		(5.89)		24.83
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(1,216.41)</b>		<b>(1,760.23)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		(196.35)		(52.94)
CASH AND BANK BALANCE AS AT BEGINNING OF THE YEAR		363.10		416.04
CASH AND BANK BALANCE AS AT END OF THE YEAR		166.75		363.10