

KPL INTERNATIONAL LIMITED
chemistry of partnerships

ANNUAL REPORT
2018-19





KPL INTERNATIONAL LIMITED
chemistry of partnerships

BOARD OF DIRECTORS

R. V. KANORIA, Chairman
S. V. KANORIA
A. V. KANORIA
VAIDEHI KANORIA
ROHIT MUNDRA
VINAY KUMAR BAGLA
SURINDER KUMAR KAK, Managing Director

COMPANY SECRETARY

Payal Guglani

AUDITORS

Singhi & Co.
Chartered Accountants
New Delhi

BANKERS

HDFC Bank Ltd.
Vatika Atrium, Block A,
Sector- 53, Gurugram 122002

Yes Bank Ltd.,
D-12, South Extension,
Part – II, New Delhi- 110049

REGISTERED OFFICE

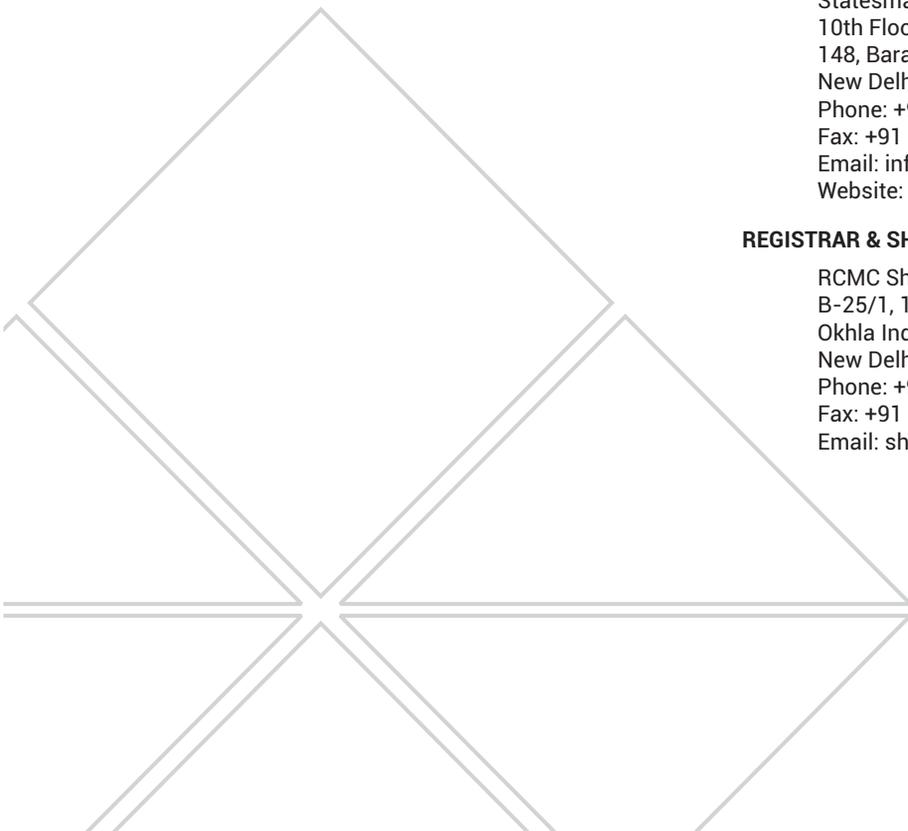
212A, 216 & 222, 2nd Floor, Indraprakash
21, Barakhamba Road
New Delhi - 110 001
CIN: U23209DL1974PLC029068
Phone: +91 11 43579200
Fax: +91 11 23717203

CORPORATE OFFICE

Statesman House
10th Floor, A-Wing
148, Barakhamba Road
New Delhi - 110 001
Phone: +91 11 43606200
Fax: +91 11 23355824
Email: info@kplintl.com
Website: www.kplintl.com

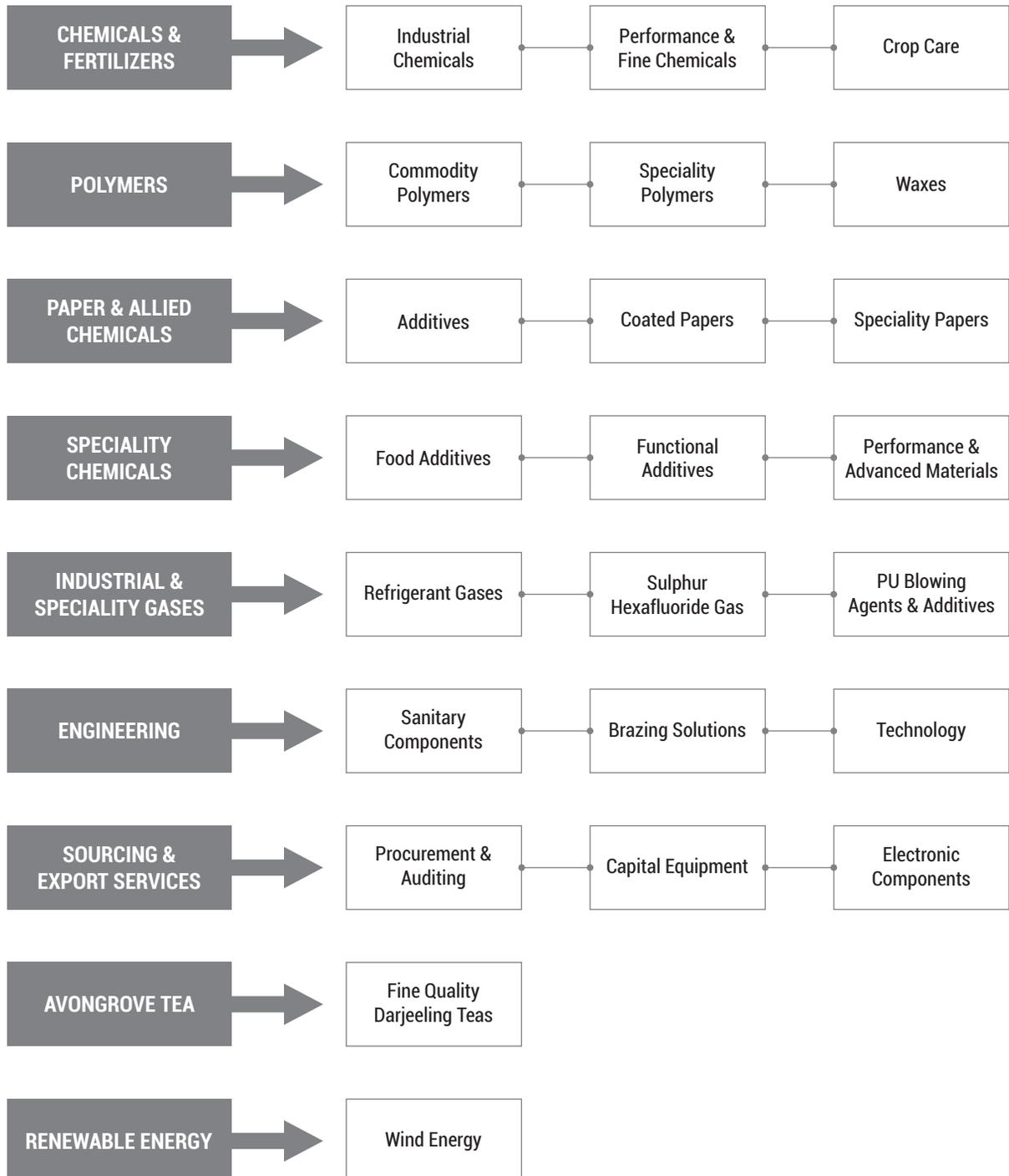
REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Private Limited
B-25/1, 1st Floor
Okhla Industrial Area, Phase – II
New Delhi – 110 020
Phone: +91 11 26387320
Fax: +91 11 26387322
Email: shares@rcmcdelhi.com



KPL INTERNATIONAL LIMITED

Business Divisions



KPL International Limited (KPL) specializes in the marketing of quality products in India, such as chemicals, polymers, paper and paper chemicals, industrial gases and allied products sourced from globally acclaimed manufacturers. ISO 9001 quality certification and process specialization in marketing, distribution and sourcing enables KPL to represent 35 global giants and over 3,500 customers that includes many of the finest Indian business houses. KPL provides a basket of services and end-to-end solutions to customers. For successive years, KPL has been ranked in the list of ICIS Global Top 100 chemical distributors.

KPL continues to grow in a variety of market segments by responding to the fast- changing needs of its customers with unrivalled customer service and satisfaction. It operates on a SAP ERP platform that helps the company in accessing critical business information in real time and managing this information as per global standards.

KPL has expanded its services to cover engineering products like brazing alloys that have high end application in automotive and aerospace industries for supply to companies across India. Another area of recent focus is bio-polymers that reduce the need for conventional plastics. And as an environment friendly product, application areas are expected to grow rapidly. KPL continues to develop these segments by way of establishing joint ventures, exclusive representation, distribution and business development for products directed at emerging markets.

As a part of its diversification plans, KPL acquired the Avongrove Tea Estate located near Darjeeling in the state of West Bengal. Apart from being certified as an organic tea estate under US Department of Agriculture (USA), Japanese Agricultural Standards (Japan) and National Programme for Organic Production (India & the EU), this business segment also received the Certificate of Fairtrade from Flo-Cert GmbH, Germany for conformation to labour and trade standards.

The Industrial Gas Division of KPL has set up a gas refilling plant at Ankleshwar in the state of Gujarat. The plant, in association with Daikin Refrigerants GmbH of Germany refills and distributes R134a gas used by the refrigeration industry. Last year, the company also set up an SF6 bottling plant in technical collaboration with Solvay fluor GmbH, Germany, this brings in operational efficiency to service our power sector customers.

KPL also has access to the R&D facilities of Group Company, Kanoria Chemicals & Industries Limited at Ankleshwar.

In recent years, the Company has made significant investment in the renewable energy sector. KPL presently has a generation capacity of 15.35 MW wind turbine electrical power, thereby becoming carbon neutral in its energy consumption.

Headquartered in Delhi; KPL has regional offices at Mumbai, Chennai and Kolkata, as well as an office in Bengaluru in India; and international offices in Shanghai (China), Dhaka (Bangladesh) and Dubai. It also has warehousing facilities in major Indian cities (Delhi, Sonapat, Palwal, Mumbai, Chennai, Ankleshwar and Kolkata).

DIRECTOR'S REPORT

TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the 45th Annual Report together with the Audited Annual Accounts of the Company for the year ended on 31st March, 2019.

FINANCIAL HIGHLIGHTS

During the year under review, the profit after tax was Rs. 2,503.96 Lakhs as against Rs. 671.28 Lakhs in the previous year.

WORKING RESULTS

	(Rs. In Lakhs)
Profit before Interest, Depreciation & Tax	4,665.38
Less: Finance Cost	827.41
Depreciation & Amortization	1,284.49
Provision for Taxation (Including Deferred Tax)	49.52
	<hr/>
Profit for the year	2,503.96
Add: Balance as per last account	3,759.95
	<hr/>
Balance at the end of the year	6,263.91
	<hr/>

OPERATIONAL REVIEW

With its deep understanding of Indian and International markets, ISO 9001 quality certification and its process specialization in marketing, distribution and sourcing, the Company continues to nurture and capitalise upon its strength across all segments of its activities by deepening relationships and commitment to service excellence. This enables it in maintaining its position as one of the top Indenting and Distribution Companies in India for Chemicals and Polymers. KPL takes pride in informing that it was ranked 59th in the ICIS Top Chemical Distributor Listing and was ranked 18th within Asia.

The Company is a multi faceted enterprise which continues to grow in a variety of market segments responding to the fast-changing needs of its customers with unrivalled customer service and satisfaction. It operates on a SAP ERP platform that helps the company in managing information as per global standards.

The Revenue from Operations during the year was Rs. 51,010.81 Lakhs as against Rs. 43016.06 Lakhs in the previous year. The increase in turnover was despite the highly competitive business environment in which the Company operates. The revenue includes the income from commission as Rs. 1,840.69 Lakhs against Rs. 1,389.53 in the previous years.

The overall performance of the Company was satisfactory.

DIVIDEND

The Board of Directors recommends a dividend @ Rs. 7,500 per equity share of Rs. 1000/- each for the year ended on 31st March, 2019 for consideration of shareholders at the ensuing Annual General Meeting.

TRANSFER TO RESERVES

Your Company has not transferred any amount to the General Reserve for the financial year ended 31st March, 2019.

NEW PROJECTS

During the year, the Company successfully commissioned its SF6 gas bottling plant at Ankleshwar which shall enable the Company to refill such gas in marketable cylinders by importing in bulk. This shall increase the market share of SF6 gas in the coming days. Before the commissioning, the Company used to import SF6 Gas in marketable cylinders.

The Company is also exploring the possibility of carrying out a new business of effluent treatment of waste water through molecular unique separation technology. KPL is in discussion with MUST Water Technology AG (MUST) based in Switzerland which has specialisation in such technology and business. Initially with the support of MUST, KPL intends to carry out the testing for marketing in India of such technology by procuring an Industrial Plant from MUST and on successful testing of the same, KPL may go for a Joint Venture with MUST, thereafter.

MATERIAL CHANGES AND COMMITMENTS

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

DIRECTORS

Shri Saumya Vardhan Kanoria and Smt. Vaidehi Kanoria, Directors of the Company, retiring by rotation, at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

The Board confirms that it has the required number of Independent Directors as envisaged under section 149(4) of the Act and that all the Independent Directors have filed the requisite declarations with the Company as per Section 149(7) of the Act confirming that they meet with the criteria of Independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013.

MEETINGS OF BOARD OF DIRECTORS

During the year 2018-19, the Company held five meetings of the Board of Directors on 30th April, 2018, 20th June, 2018, 6th August, 2018, 15th October, 2018 and 28th January, 2019.

AUDIT COMMITTEE

The Audit Committee of the Company comprises of Shri Rohit Mundra and Shri Vinay Kumar Bagla as Independent Directors and Shri R. V. Kanoria, Director of the Company. The Committee's constitution, terms of reference and role are in compliance with the provisions of Companies Act, 2018.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company comprises of Shri Rohit Mundra and Shri Vinay Kumar Bagla as Independent Directors and Shri R. V. Kanoria, Director of the Company. The Committee's constitution, terms of reference and role are in compliance with the provisions of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee of the Company comprises of Shri Surinder Kumar Kak, Managing Director, Smt Vaidehi Kanoria, Director and Shri Vinay Kumar Bagla, Independent Director of the Company. The Committee's constitution, terms of reference and role are in compliance with the provisions of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

In terms of provisions of Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014, the Company has undertaken CSR activities, as per Annexure – I forming part of this report.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees or made any investment (other than in the units of mutual fund) as per the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions with related parties during the financial year were at arm's length basis and in the Company's ordinary course of business. None of the transactions with any of the related parties were in conflict with the Company's interest.

STATUTORY AUDITORS & THEIR REPORT

M/s Singhi & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the Company held on 10th September, 2015 for a period of 5 years on the recommendation of the Audit Committee and the Board of Directors. The observations made by the Auditors of the Company in their report are in the nature of general disclosure and are self explanatory.

SECRETARIAL AUDITORS & THEIR REPORT

The Board has appointed M/s Kavita Srivastava & Associates, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended 31st March, 2019 is annexed herewith marked as Annexure IV to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

SIGNIFICANT AND MATERIAL ORDERS

No orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operation in future.

RISK MANAGEMENT

The Company assesses the significant risks that might impact the achievement of the Company's objectives and develops risk management strategies to mitigate/minimize identified risks and designs appropriate risk management procedure.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with respect to financial statements. The policies and procedures adopted by the Company ensure prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial statements. No reportable material weakness in the design or operation was observed during the year.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return of the Company as on the financial year ended 31st March, 2019 as per Annexure II forming part of this report.

VIGIL MECHANISM

In compliance with the provisions of Section 177(9) of Companies Act, 2013, the company has in place a Whistle Blower Policy for its Directors and Employees to report genuine concerns or grievances. The reportable matters may be reported to the Audit Committee through the Nodal Officer and in exceptional cases, may also be reported to the Chairman of Audit Committee. The confidentiality of those reporting violations is maintained and they are not subject to any discriminatory practice. During the year under review, no employee was denied access to Audit Committee.

The Whistle Blower Policy may be accessed on the Company's website at the link:

<http://www.kplint.com/images/whistleblower%20policy.pdf>

DIRECTORS RESPONSIBILITY STATEMENT

A statement of Director's Responsibility as prescribed under Section 134 of the Companies Act, 2013 is given below:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DEPOSITS

The Company has not accepted any deposits from the public during the year and there is no sum remaining unpaid and unclaimed at the end of the year.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, no case was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

As required under Section 134 of the Companies Act, 2013 and the rules framed thereunder, the statement containing necessary information in respect of conservation of energy, technology absorption, foreign exchange and outgo is provided as Annexure III to this report.

QUALITY MANAGEMENT SYSTEM

The Company is effectively maintaining the Quality system as per the requirements of ISO 9001:2008, Certificate of Registration for which was granted by INTERTEK Quality Registrar.

ACKNOWLEDGMENT

Your Directors take this opportunity to thank the Company's suppliers, principals, customers, employees, bankers and investors for their continued and unstinted support.

Registered office:

212A, 216 & 222, 2nd Floor,
'Indraprakash'
21, Barakhamba Road,
New Delhi 110 001

For and on behalf of the Board

R. V. Kanoria
Chairman
Din: 00003792

Dated: 17.06.2019

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

CSR Initiatives taken by the Company during the year includes woman empowerment and promotion of vocational skills as well as promotion of education.

CSR Policy of the Company is available on the Company's website (www.kplintl.com/investors).

2. Composition of CSR Committee

Name of the member	Designation
Shri Vinay Kumar Bagla	Independent Director
Shri Surinder Kumar Kak	Managing Director
Smt. Vaidehi Kanoria	Director

3. Average net profit of the company for last three financial years :

Average Net Profit : Rs. 13,11,11,708/-

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above)

Total amount required to spend : Rs. 26,22,234/-

(Towards which Rs. 27 Lacs contributed by the Company to a Trust)

5. Details of CSR spend for the financial year :

a) Amount spent for the financial year : Rs. 33,33,352/-

(including Rs. 11,15,630 unspent in F.Y 2017-18)

b) Amount unspent, if any : Rs. 4,82,278/-

c) Manner in which the amount spent during the financial year : Detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (i) Local area or other (ii) Specify the state and district where project or programs was undertaken	Amount outlay (budget) project or program wise (in Rs.)	Amount spent on the project or programs Sub heads: (i) Direct expenditure on project (ii) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	HUNAR – Empowering Woman through Skills	Woman Empowerment & Promotion of Vocational Skills	All over Delhi	10,87,190	4,12,500	4,12,500	A Trust
2.	HUNAR – Empowering Woman through Skills	Woman Empowerment & Promotion of Vocational Skills	All over Delhi	41,45,040	20,72,520	20,72,520	A Trust
3.	Koshish - Skilling and Empowering Women with Disabilities	Woman Empowerment & Promotion of Vocational Skills	Delhi, Haryana, Chandigarh, Punjab, Madhya Pradesh, Maharashtra, Telangana, West Bengal and Rajasthan	4,50,000	30,000 Full & Final payment for Termination of the Project	30,000	A Trust

4.	Scholarship for Educational Promotion	Promotion of Education	All over India	1,80,375	1,80,375	1,80,375	A Trust
			Total	58,62,605	26,95,395	26,95,395	

Add:

Amount already spent by Sambhava Foundation in the previous financial years.

6,37,957

Total Amount Spent up to 31.03.2019

33,33,352

For and on behalf of the Board

Place : New Delhi
Date : 17.06.2019

R.V. Kanoria
Chairman
Din: 00003792

Surinder Kumar Kak
Managing Director &
Chairman CSR Committee
Din: 00044521

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

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

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	U23209DL1974PLC029068
ii)	Registration Date	17/04/1974
iii)	Name of the Company	KPL INTERNATIONAL LIMITED
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	212A, 216 & 222, 2nd Floor, Indraprakash, 21 Barakhamba Road, New Delhi 110 001
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent	RCMC Share Registry Private Limited B-25/1, 1st Floor, Okhla Industrial Area, Phase – II, New Delhi 110 020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product/ Service	% of total turnover of the Company
1.	Wholesale of Industrial Chemicals, polymers, etc.	4669	91.11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary Company	% of shares held	Applicable Section
1.	Vardhan Finvest Limited KCI Plaza, 7th Floor, 23C, Ashutosh Chowdhury Avenue, Kolkata 700019	U74140WB2006PLC108600	HOLDING COMPANY	93.29%	2(46)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
a) Individual/HUF	74	436	510	3.364	74	436	510	3.364	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	14,143	14,143	93.292	Nil	14,143	14,143	93.291	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	74	14,579	14,653	96.656	74	14,579	14,653	96.656	Nil
(2) Foreign									
a) NRIs – Individuals	15	436	451	2.975	15	436	451	2.975	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	15	436	451	2.975	15	436	451	2.975	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	89	15,015	15,104	99.631	89	15,015	15,104	99.631	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds / Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	34	20	54	0.356	34	18	52	0.343	-0.013
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (IEPF)*	2	Nil	2	0.013	4	Nil	4	0.026	0.013
d) NRI's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	36	20	56	0.369	38	18	56	0.369	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	36	20	56	0.369	38	18	56	0.369	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	125	15,035	15,160	100	127	15,033	15,160	100	Nil

* During the year, two shares of Shri Jayantilal Khetshi Shah has been transferred to IEPF Account.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Anand Vardhan Kanoria	15	0.099	Nil	15	0.099	Nil	Nil
2.	Anand Vardhan Kanoria	436	2.876	Nil	436	2.876	Nil	Nil
3.	Madhuvanti Kanoria	59	0.389	Nil	59	0.389	Nil	Nil
4.	Saumya Vardhan Kanoria	15	0.099	Nil	15	0.099	Nil	Nil
5.	Saumya Vardhan Kanoria	436	2.876	Nil	436	2.876	Nil	Nil
6.	Vardhan Finvest Limited	7,768	51.240	Nil	7,768	51.240	Nil	Nil
7.	Vardhan Finvest Limited	6,370	42.017	Nil	6,370	42.017	Nil	Nil
8.	Vardhan Finvest Limited with S. N. Patodia	1	0.007	Nil	1	0.007	Nil	Nil
9.	Vardhan Finvest Limited with S. K. Kak	1	0.007	Nil	1	0.007	Nil	Nil
10.	Vardhan Finvest Limited with Sandeep Soni	1	0.007	Nil	1	0.007	Nil	Nil
11.	Vardhan Finvest Limited with M. L. Agarwal	1	0.007	Nil	1	0.007	Nil	Nil
12.	Vardhan Finvest Limited with Rajeev Datta	1	0.007	Nil	Nil	Nil	Nil	-0.007
13.	Vardhan Finvest Limited with Manoj Kumar Verma	Nil	Nil	Nil	1	0.007	Nil	0.007
	Total	15,104	99.631	Nil	15,104	99.631	Nil	Nil

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vardhan Finvest Limited with Rajeev Datta				
	At the beginning of the year	1	0.007	1	0.007
	03.07.2018 Transfer	(-1)	(-).007	Nil	Nil
	At the end of the year			Nil	Nil
2.	Vardhan Finvest Limited with Manoj Kumar Verma				
	At the beginning of the year	Nil	Nil	Nil	Nil
	03.07.2018 Transfer	(+1)	0.007	1	0.007
	At the end of the year			1	0.007

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mayur Saraf	8	0.053	8	0.053
2.	Chirayush Pravin Vakil	6	0.040	6	0.040
3.	Renu Gupta	5	0.033	5	0.033
4.	Investor Education and Protection Fund'	2	0.013	4	0.026
5.	R G Nayak	3	0.020	3	0.020
6.	Suresh Kumar	3	0.020	3	0.020
7.	Sureshchandra Jayantilal Doshi	3	0.020	3	0.020
8.	R G Nayak	2	0.013	2	0.013
9.	Pushpinder Kaur Dhillon	2	0.013	2	0.013
10.	Suman Pandey	1	0.007	1	0.007

* During the year, two shares of Shri Jayantilal Khetshi Shah has been transferred to IEPF Account.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anand Vardhan Kanoria				
	At the beginning of the year	451	2.975	451	2.975
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	451	2.975	451	2.975
2.	Saumya Vardhan Kanoria				
	At the beginning of the year	451	2.975	451	2.975
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	451	2.975	451	2.975

V. INDEBTEDNESS (Rs. In Lakhs)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,527.09	-	-	11,527.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	56.07	-	-	56.07
Total (i+ii+iii)	11,583.16	-	-	11,583.16
Change in Indebtedness during the financial year				
Addition	9,702.36	1,972.55	-	11,674.91
Reduction	12,468.75	1,910.75	-	14,379.50
Net Change	(2,766.39)	61.80	-	(2,704.59)
Indebtedness at the end of the financial year				
i) Principal Amount	8,760.70	61.80	-	8,822.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	24.23	-	-	24.23
Total (i+ii+iii)	8,784.93	61.80	-	8,846.73

* Net change of Cash Credit facility has been taken

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Amount
Surinder Kumar Kak - Managing Director		
1.	Gross salary	84,23,345
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit	47,49,041
5.	Others, please specify	4,89,600
	Total (A)	1,36,61,986
	Ceiling as per the Act	5% of the profits calculated under Section 198 of the Companies Act, 2013

B. Remuneration to other directors: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Director					
		Rajya Vardhan Kanoria	Saumya Vardhan Kanoria	Vaidehi Kanoria	Anand Vardhan Kanoria	Vinay Kumar Bagla	Rohit Mudra
1.	Independent Directors Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	90,000	90,000
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	90,000	90,000
2.	Other Non-Executive Directors						
	Fee for attending board / committee meetings	95,000	50,000	60,000	10,000	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	95,000	50,000	60,000	10,000	Nil	Nil
	Total (B)=(1+2)	95,000	50,000	60,000	10,000	90,000	90,000
	Total Managerial Remuneration	95,000	50,000	60,000	10,000	90,000	90,000
	Overall Ceiling as per the Act	-	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		NOT APPLICABLE		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit			
5.	Others, please specify	Nil	Nil	Nil
	Total (C)	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Place : New Delhi
Date : 17.06.2019

For and on behalf of the Board

R. V. Kanoria
Chairman
Din: 00003792

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE,
EARNING AND OUTGO ARE:**

Information on conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy :

- (i) the steps taken or impact on conservation of energy : The Company has opted for the use of Liquefied Petroleum Gas in place of coal for Drying of leaves, which resulted in saving in conventional energy.
- (ii) the steps taken by the Company for utilizing alternate sources of energy : Nil
- (iii) the capital investment on energy conservation equipments : Nil

(B) Technology Absorption :

- (i) The efforts made towards technology absorption : Nil
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : Nil
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : Nil
- a) The details of Technology imported : Nil
- b) The year of import : Nil
- c) Whether the technology been fully absorbed: : Nil
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : Nil
- (iv) The expenditure incurred on Research and Development : Nil

(C) Foreign Exchange Earnings and Outgo

- : The Foreign Exchange Earnings and Outgo are given in Note No. 27.07 and 27.08 in Other Notes to Accounts.

Place : New Delhi
Dated : 17.06.2019

For and on behalf of the Board

R. V. Kanoria
Chairman
Din: 00003792

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KPL International Limited
212A, 216 & 222, 2nd Floor
Indraprakash, 21, Barakhamba Road
New Delhi – 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KPL International Limited (hereinafter called "the Company") (CIN: U23209DL1974PLC029068). Secretarial Audit was 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period) complied with the statutory provisions listed hereunder and also that the Company has 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 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
During the period under review, the Company has complied with the provisions of the aforesaid Act and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - **Not Applicable to the Company during the Audit Period.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

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

Not Applicable to the Company during the Audit Period as the Company is an Unlisted Public Company.

(vi) The Company has identified the following laws as specifically applicable to the Company in respect of which, the Company holds the valid licenses and/or certificate of registration during the audit period:

1. Food Safety and Standard Act, 2006 and rules made there under.
2. Drugs and Cosmetics Act, 1940 and Rules made thereunder
3. Gas Cylinder Rules, 2004
4. Indian Explosives Act, 1884
5. Static & Mobile Pressure Vessel (Unfired) Rules, 1981
6. Tea (Distribution & Export) Control Order 2005
7. Tea (Marketing) Control Order, 2003

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted.

In respect of other laws specifically applicable to the Company, we have relied on the information/records produced by the Company during the course of our audit and the reporting is limited to that extent only.

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

- (i) Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable: **Not Applicable to the Company during the Audit Period as the Company is an Unlisted Public Company.**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc as 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 as on 31st March, 2019.
 - Adequate notice is given to all directors to schedule the Board Meetings and agenda were sent at least seven days in advance. As explained by the management, 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.
- On the basis of Minutes of Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views and hence, no recording was done in this regard as part of the minutes.

We further report that -

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion & on review of compliance mechanism established by the Company and on the basis of certificate issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines & general laws like various labour laws, competition law, environmental laws, etc.

We further report that -

The Compliance by the Company of applicable labor laws, financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that during the audit period except the following events:

- (i) Annual increment to the remuneration paid to Mr. Surinder Kumar Kak, Managing Director of the company.
- (ii) Transfer of unclaimed and unpaid dividend relating to financial year 2010-11 to Investor Education Protection Fund.
- (iii) Two shares of Shri Jayantilal Khetshi Shah on which the dividend remained unpaid and unclaimed for seven years has been transferred to Investor Education Protection Fund.
- (iv) Company has sold its investment held in its Subsidiary Company namely KPL Logistic Limited to Vardhan Finvest Limited, holding company of KPL International Limited.

There were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, having a major bearing on the Company's Affairs.

For Kavita Srivastava & Associates

(CS Kavita Srivastava)

Practising Company Secretary

M. No. : F6260

C. P. No. : 9393

Place : New Delhi

Date : 17.06.2019

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

"ANNEXURE A"

To,
The Members,
KPL International Limited
(CIN: U23209DL1974PLC029068)
212A, 216 & 222, 2nd Floor
Indraprakash, 21, Barakhamba Road
New Delhi – 110001

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, taxation compliance and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Kavita Srivastava & Associates

(CS Kavita Srivastava)

Practising Company Secretary
M. No. : F6260
C. P.No. : 9393

Place : New Delhi
Date : 17.06.2019

INDEPENDENT AUDITOR'S REPORT

To the Members of KPL International Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of KPL International Limited ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, and its cash flows for the year ended on that date.

Basis of Opinion

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

Responsibilities of Management 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 financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in "Annexure A". This description forms part of our auditor's report.

The company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

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 Companies Act 2013, we give in the Annexure B, 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 and proper returns adequate for the purpose of our audit have been received from branches/depots not visited by us.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from other branches/depots not visited by us.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the 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 C".
 - g. Based on our examination of the books and record of the Company and according to the information and explanation given to us, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
 - h. 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 (as amended), 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 financial statements – **Refer Note No. 27.01(c) & (d)** to the Financial Statements;
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education & Protection Fund by the company.

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E

B.L. Choraria
Partner
Membership No. 022973

Place : Noida (Delhi NCR)
Date : 17.06.2019

Responsibilities for Audit of Financial Statement

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E

Place : Noida (Delhi NCR)
Date : 17.06.2019

B.L. Choraria
Partner
Membership No. 022973

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements

Re: KPL International Limited

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. As informed to us, the company has a phased programme of physical verification of its fixed assets, which in our opinion, is reasonable having regard to the size of the company and the nature of its fixed assets. Management has physically verified fixed assets during the year and as informed to us, no material discrepancies were noticed as compared to books of accounts.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, inventories were physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act' 2013, therefore provisions of this clause are not applicable to the company.
- (iv) According to the information and explanation given to us, the Company has not given any loans, made investments, given guarantee or securities during the year under the provisions of section 185 and 186 of the Act, therefore provision of this clause is not applicable to the company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and hence provisions of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder with regard to the deposits accepted from the public are not applicable to the company.
- (vi) Rules made by the central government for the maintenance of cost records under sub-section (1) of section 148 of the Act are not applicable to the company.
- (vii) a. According to the records of the Company, the Company is regular in depositing material undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- b. According to the information and explanation given to us and records of the Company, there are no dues outstanding of sales tax, income tax, service tax, custom duty, wealth tax, excise duty on account of any dispute, other than the following:

NATURE OF DUES	Amount Involved (Rs.)	Amount Paid (Rs.)	Forum where the dispute is pending	Period
Income Tax	52,68,773	19,97,083	Commissioner of Income Tax (Appeals)	A.Y 2013-14
	64,98,439	33,62,390	Commissioner of Income Tax (Appeals)	A.Y 2014-15
	1,79,75,365	1,84,950	Commissioner of Income Tax (Appeals)	A.Y 2016-17
Sales Tax (including penalty Rs. 42,32,336)	88,39,933	-	Madras High Court	2004-05
	2,93,444	1,00,000	Jt. Commissioner (Appeal), Thane, Maharashtra	2011-12
	5,35,866	3,00,626	Jt. Commissioner (Appeal), Thane, Maharashtra	2013-14
	4,54,904	50,000	Additional Commissioner, Delhi	2011-12
Goods & Service Tax	72,000	72,000	Goods & Service Tax Appellate Authority, Moradabad	2018-19

- (viii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to a financial institutions, banks and government. Company has not issued any debenture.
- (ix) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company for the purpose for which loans were obtained. The company has not raised any moneys by way of Public issue/ Follow-on offer.
- (x) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees, has been noticed or reported during the year.
- (xi) Based on our examination of the books and records of the Company and according to the information and explanations given to us, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company, therefore provisions of this clause are not applicable to the company.
- (xiii) Based on our examination of the books and records of the Company, all 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.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, therefore provisions of this clause are not applicable to the company.
- (xv) To the best of our knowledge and belief and according to the information and explanations given to us, the company hasn't entered into any non-cash transactions with directors or persons connected with him, therefore provisions of this clause are not applicable to the company.
- (xvi) Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, therefore provisions of this clause are not applicable to the company.

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E

Place : Noida (Delhi NCR)
Date : 17.06.2019

B.L. Choraria
Partner
Membership No. 022973

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

We have audited the internal financial controls over financial reporting of KPL International Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E

Place : Noida (Delhi NCR)
Date : 17.06.2019

B.L. Choraria
Partner
Membership No. 022973

KPL INTERNATIONAL LIMITED
BALANCE SHEET AS AT 31st MARCH 2019

Particulars	Note No.	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,51,60,000	1,51,60,000
(b) Reserves and Surplus	3	93,84,31,375	68,80,35,747
		95,35,91,375	70,31,95,747
(2) Non-current Liabilities			
(a) Long-term Borrowings	4	36,32,18,539	47,97,02,444
(b) Deferred Tax Liabilities (Net)	5	7,64,75,440	7,15,34,644
(c) Other Long-term Liabilities	6	1,24,85,587	1,55,12,245
(d) Long-term Provisions	7	59,05,072	54,34,816
		45,80,84,638	57,21,84,149
(3) Current Liabilities			
(a) Short-term Borrowings	8	40,25,47,772	55,65,22,697
(b) Trade Payables	9		
(i) Dues of Micro, Small & Medium Enterprises		24,49,823	27,39,621
(ii) Dues of Others		38,22,68,075	37,77,77,858
(c) Other Current Liabilities	10	24,26,08,034	22,62,59,801
(d) Short-term Provisions	7	20,81,663	36,09,722
		1,03,19,55,367	1,16,69,09,699
TOTAL		2,44,36,31,380	2,44,22,89,595
II. ASSETS			
(1) Non-current Assets			
(a) Property, Plant & Equipments	11		
(i) Tangible Assets		1,05,82,28,304	1,15,47,14,660
(ii) Capital Work-in-Progress		-	1,75,14,026
(iii) Intangible Assets		10,88,230	68,77,655
		1,05,93,16,534	1,17,91,06,341
(b) Non-current Investments	12	7,50,00,000	7,56,02,750
(c) Long-term Loans & Advances	13	15,17,65,133	9,76,43,498
		1,28,60,81,667	1,35,23,52,589
(2) Current Assets			
(a) Inventories	14	30,53,42,655	29,42,03,517
(b) Trade Receivables	15	68,35,66,374	49,09,16,866
(c) Cash and Cash Equivalents	16	6,45,29,012	16,98,05,337
(d) Short-term Loans & Advances	13	9,64,29,071	12,78,73,367
(e) Other Current Assets	17	76,82,601	71,37,920
		1,15,75,49,713	1,089,937,007
TOTAL		2,44,36,31,380	2,44,22,89,595
Significant Accounting policies	1		
Contingent Liabilities and Commitments	27		
Other Notes to Accounts	28		
<i>The accompanying notes are an integral part of the Financial Statements</i>			

This is the Balance Sheet referred to in our report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L. Choraria
Partner
Membership No. 022973

Place : Noida (Delhi NCR)
Dated : 17.06.2019

For and on behalf of the Board,

Surinder Kumar Kak
Managing Director
DIN No. 00044521

R.V. Kanoria
Chairman
DIN No. 00003792

Payal Guglani
Company Secretary

KPL INTERNATIONAL LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st MARCH 2019

Particulars	Note No.	For the year ended 31.03.2019 (Rs.)	For the year ended 31.03.2018 (Rs.)
I. Revenue from Operations (Net)	18	5,10,10,81,381	4,29,95,71,414
II. Other Income	19	3,91,94,058	3,57,53,352
III. Total Revenue (I+II)		5,14,02,75,439	4,335,324,766
IV. Expenses:			
Cost of Materials Consumed	20	6,66,77,668	3,53,02,791
Purchases of Stock-in-Trade	21	4,25,48,76,385	3,60,92,82,638
Change in Inventories of finished goods, work-in-progress and Stock-in-Trade	22	(95,31,821)	(2,12,25,748)
Employee Benefits Expense	23	16,85,16,458	14,17,34,606
Finance Cost	24	8,27,40,936	11,01,54,684
Depreciation & Amortization Expense	25	12,84,48,663	14,47,56,296
Other Expenses	26	19,31,99,471	18,37,01,391
Total Expenses		4,88,49,27,760	4,203,706,658
V. Profit before Tax (III-IV)		25,53,47,679	13,16,18,108
VI. Tax Expense			
(a) Current Tax		5,47,58,430	29,795,213
(b) MAT Credit		(5,47,58,430)	(29,795,213)
(c) Deferred Tax		49,40,796	6,39,03,978
(d) For earlier years		11,253	5,86,298
		49,52,049	6,44,90,276
VII. Profit for the Year (V-VI)		25,03,95,630	6,71,27,832
Earning per Equity Share of Rs 1000/- each	28.09		
Basic & Diluted		16,517	4,428
Significant Accounting policies	1		
Other Notes to Accounts	28		
<i>The accompanying notes are an integral part of the Financial Statements</i>			

This is the Statement of Profit and Loss referred to in our report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L. Choraria
Partner
Membership No. 022973

Place : Noida (Delhi NCR)
Dated : 17.06.2019

For and on behalf of the Board,

Surinder Kumar Kak
Managing Director
DIN No. 00044521

R.V. Kanoria
Chairman
DIN No. 00003792

Payal Guglani
Company Secretary

KPL INTERNATIONAL LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31st MARCH 2019

	<i>For the year ended 31.03.2019 (Rs.)</i>	<i>For the year ended 31.03.2018 (Rs.)</i>
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and exceptional items	25,53,47,679	13,16,18,108
Adjustments for:		
Depreciation & Amortisation Expense	12,84,48,663	14,47,56,296
Sundry Balances Written off	6,19,045	11,37,232
(Profit) / Loss on Sale of Fixed Assets (Net)	27,32,628	(681,980)
Finance Cost	7,37,79,248	100,027,194
Provision for doubtful debts	5,69,818	8,59,278
Dividend Income from Investments	(68,444)	(290,641)
Provision for Income Tax Earlier years	(11,253)	(586,298)
Income from Investments	(8,63,727)	(34,813)
Liability no longer required written back	(16,3,515)	(24,84,474)
Interest Income	(26,84,007)	(72,90,091)
Unrealised Foreign Exchange Fluctuation (Net) loss / (gain)	(15,45,482)	11,86,897
Prior Period Adjustment	-	35,915
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	45,47,20,653	36,82,52,623
(Increase) / Decrease in Trade Receivables	(19,60,35,679)	(32,855,614)
(Increase) / Decrease in Inventories	(1,11,39,138)	(2,43,41,792)
(Increase) / Decrease in Loan & Advances	(3,36,11,869)	(12,45,20,021)
Increase / (Decrease) in Liabilities	2,50,55,606	10,97,69,305
CASH GENERATED FROM OPERATIONS	30,62,13,312	29,63,04,501
Direct Tax Paid	5,70,48,439	27,747,557
CASH FROM OPERATING ACTIVITIES BEFORE PRIOR PERIOD ITEMS	24,91,64,872	26,85,56,944
Prior Period Items	-	35,915
NET CASH GENERATED FROM OPERATIONS	24,91,64,872	26,85,21,029
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,37,20,626)	(2,49,19,272)
Purchase / Sale of Investments (Net)	6,02,750	-
Dividend and Interest Income from Investments	29,67,001	62,65,563
Fixed Deposit (Net) (Increase)/Decrease	7,54,85,542	(8,33,38,036)
Income from Investments	8,63,727	34,813
Net Proceeds from Sale of Fixed Assets	23,29,141	10,60,610
NET CASH FROM INVESTING ACTIVITIES	6,85,27,535	(10,08,96,322)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowing from Bank Increase/ (Decrease)	(15,39,74,925)	11,90,44,407
Interest Paid	(7,70,14,360)	(9,99,62,302)
Dividend Paid (including DDT & Unpaid Dividend)	-	(11,86,00,657)
Long Term Borrowing Increase/(Decrease) due within 12 months	-	2,35,31,593
Long Term Borrowings Increase/(Decrease)	(11,64,83,905)	(7,97,01,006)
NET CASH (USED)/FROM FINANCING ACTIVITIES	(34,74,73,190)	(15,56,87,965)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(2,97,80,783)	1,19,36,742
Cash and cash equivalent as at 31.03.2018	4,75,09,150	3,55,72,409
Cash and cash equivalent as at 31.03.2019	1,77,28,367	4,75,09,150
Cash and Cash equivalents includes		
Cash and Bank Balances (Refer Note 16)	6,45,29,012	16,98,05,337
Less: Other Bank Balances	4,68,00,645	12,22,96,187
Cash and Cash Equivalents	1,77,28,367	4,75,09,150
Notes : 1. The cash flow statement has been prepared under indirect method as per accounting standard (AS-3).		
2. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable.		

This is the Cash Flow Statement referred to in our report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L. Choraria, Partner
Membership No. 022973

Place : Noida (Delhi NCR)
Dated : 17.06.2019

For and on behalf of the Board,

Surinder Kumar Kak
Managing Director
DIN No. 00044521

R.V. Kanoria
Chairman
DIN No. 00003792

Payal Guglani
Company Secretary

NOTES TO FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

A ACCOUNTING CONVENTION

- i) The financial statements of the company have been prepared in accordance with generally accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material aspects with the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 (The 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Act, to the extent notified. The financial statements have been prepared under the historical cost convention on an accrual basis. The Accounting Policies applied by the company are consistent with those used in the previous year.
- ii) All items of Income & Expenditure is recognized on accrual basis, except Insurance claims & claims of Customers or Principals being accounted for as and when settled on account of uncertainty involved.
- iii) Income/Expenditure from venture capital investment is recognised on the basis of statement received from them up to the date of finalisation of accounts.

B REVENUE RECOGNITION

- i) Revenue from sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with the delivery and is net of trade discount/rebate etc.
- ii) Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- iii) Export entitlements under the duty drawback scheme are recognised in the statement of Profit and Loss when the right to receive as per the terms of the scheme is established.

C TANGIBLE ASSETS AND DEPRECIATION

- i) Tangible Assets are stated at cost, net of accumulated depreciation and net accumulated impairment losses, if any. Cost comprise purchase price and directly attributable costs of bringing the assets to its working condition for the intended use.
- ii) Capital Work in Progress is stated at cost including applicable expenses.
- iii) In respect of tangible assets, depreciation has been charged over useful lives on Written Down Value Method (WDV) as prescribed in Schedule II as notified under the Companies Act, 2013.
- iv) Leasehold lands are amortized over the period of lease on straight line basis.

D INTANGIBLE ASSETS AND AMORTISATION

- i) Intangible Assets are stated at acquisition cost, net of accumulated amortisation and net accumulated impairment losses, if any.
- ii) Intangible Assets are amortised over their estimated useful life on Written Down Value method as per applicable Accounting Standard 26 (Intangible Assets).

E VALUATION OF INVENTORIES

Inventories are valued at cost or net realisable value, whichever is lower. Cost is computed on the basis of weighted average cost. Cost comprises relevant expenditure incurred in the normal course of business in bringing such inventories to its locations.

F INVESTMENTS

Long term investments are stated at cost. The company provides for diminution, other than temporary, in the value of long term investments. Current investments are valued at lower of cost or market value.

G BORROWING COST

Interest and other costs in connection with borrowed funds to the extent related to the acquisition of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use. Other borrowing costs are charged to statement of Profit and Loss.

H FOREIGN CURRENCY TRANSACTIONS

- i) All Assets and Liabilities in foreign currency including currency hedging contracts outstanding at the close of the year are converted into Indian Currency at the rates of exchange prevailing on the date of the Balance Sheet and difference is adjusted in the statement of Profit and Loss. In respect of transactions covered under forward foreign exchange contracts, the difference between the forward rate and exchange rate at the inception of the contract is recognised as expense or income over the life of the contract.
- ii) On transactions completed during the year, gains/losses arising out of fluctuations in exchange rate are recognized in the statement of Profit and Loss in the period they arise.

I RETIREMENT BENEFITS

- i) The liability towards leave encashment at the year end is accounted for on actuarial valuation basis.
- ii) Company makes annual contribution of gratuity to Group Gratuity Policy with Life Insurance Corporation of India, a scheme created for the purpose of qualifying employees.

J TAXATION

- i) Current tax is the provision made for the amount of income tax payable in respect of taxable income for the financial year.
- ii) Deferred tax is recognised on timing differences between taxable income and accounting income which are capable of being reversed in one or more subsequent periods subject to consideration of prudence.
- iii) Deferred tax assets on unabsorbed depreciation and carry forward of losses are recognized to the extent of the virtual certainty that there will be sufficient future taxable income available to realize such deferred assets.
- iv) Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date.
- v) Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

K IMPAIRMENT

Impairment loss is recognised wherever the carrying amount of an assets is in excess of its recoverable amount and the same is recognised as an expense in the statement of Profit and Loss, and carrying amount of the assets is reduced to its recoverable amount, Reversal of impairment losses recognised in prior years recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased.

L PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)															
2. SHARE CAPITAL																	
(a) AUTHORISED																	
99,700 Equity Shares of Rs. 1,000/- each	9,97,00,000	9,97,00,000															
3,000 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each	3,00,000	3,00,000															
	10,00,00,000	10,00,00,000															
(b) ISSUED																	
15,160 Equity Shares of Rs. 1,000/- each fully paid up	1,51,60,000	1,51,60,000															
(c) SUBSCRIBED AND PAID UP																	
15,160 Equity Shares of Rs. 1,000/- each fully paid up	1,51,60,000	1,51,60,000															
Add: Forfeited Equity Shares (Amount Originally paid up)	-	26,500															
Less: Transferred to Capital Reserve	-	(26,500)															
	1,51,60,000	1,51,60,000															
(d) Reconciliation of Equity Shares (Nos.)																	
Balance as at the beginning of the financial year	15,160	15,160															
Balance as at the end of the financial year	15,160	15,160															
(e) Terms/ rights attached to equity shares																	
The Company has one class of Equity Share having par value of Rs. 1000/- per share. Each holder of Equity Share is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.																	
(f) 14143 (Previous Year 14143) Nos of equity shares of the company held by its Holding Company Vardhan Finvest Limited																	
(g) Details of Share held by shareholders holding more than 5 % of the aggregate Equity Shares in the Company :																	
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;"></th> <th colspan="2" style="text-align: center;">As at 31.03.2019</th> <th colspan="2" style="text-align: center;">As at 31.03.2018</th> </tr> <tr> <th style="text-align: left;">Name of shareholder</th> <th style="text-align: center;">Nos.</th> <th style="text-align: center;">% of Holding</th> <th style="text-align: center;">Nos.</th> <th style="text-align: center;">% of Holding</th> </tr> </thead> <tbody> <tr> <td>Vardhan Finvest Limited</td> <td style="text-align: center;">14,143</td> <td style="text-align: center;">93.29</td> <td style="text-align: center;">14,143</td> <td style="text-align: center;">93.29</td> </tr> </tbody> </table>			As at 31.03.2019		As at 31.03.2018		Name of shareholder	Nos.	% of Holding	Nos.	% of Holding	Vardhan Finvest Limited	14,143	93.29	14,143	93.29
	As at 31.03.2019		As at 31.03.2018														
Name of shareholder	Nos.	% of Holding	Nos.	% of Holding													
Vardhan Finvest Limited	14,143	93.29	14,143	93.29													
	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)															
3. RESERVES AND SURPLUS																	
(a) CAPITAL RESERVE																	
As per last financial statements	26,500	-															
Add: Transfer from Forfeited Equity Shares Capital	-	26,500															
	26,500	26,500															
(b) CAPITAL REDEMPTION RESERVE																	
As per last financial statements	4,750	4,750															
	4,750	4,750															
(c) GENERAL RESERVE																	
As per last financial statements	31,20,09,913	31,20,09,913															
	31,20,09,913	31,20,09,913															
(d) SURPLUS IN STATEMENT OF PROFIT AND LOSS																	
Balance as at the beginning of the financial year	37,59,94,583	42,74,67,179															
Profit for the year	25,03,95,629	6,71,27,832															
Less: Appropriations																	
Dividend on Equity Shares	-	6,06,40,000															
Interim Dividend on Equity Shares	-	3,79,00,000															
Dividend Distribution Tax	-	2,00,60,427															
Balance as at the end of the financial year	62,63,90,212	37,59,94,584															
Total	93,84,31,375	68,80,35,747															

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2019 (Rs.)		As at 31.03.2018 (Rs.)	
4. LONG-TERM BORROWINGS				
	Non-current		Current maturities	
	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
SECURED				
Term Loans: From bank				
(a) From HDFC Bank	36,32,18,539	47,97,02,444	11,64,83,908	11,64,83,908
Less :- Amount disclosed under the head "other current liabilities" (Note no. 10)			11,64,83,908	11,64,83,908
	36,32,18,539	47,97,02,444	-	-
(i) Loan from HDFC Bank amounting to Rs. 2,25,00,000 (Previous financial year Rs.3,75,00,000), repayable in 20 quarterly installments started at beginning from 31st December 2015 and ending on 30.09.2020. The loan is secured by equitable mortgage of office premises situated at "Prestige Shantiniketan", Bangalore.				
(ii) Loan from HDFC Bank amounting to Rs. 36,40,29,548 (Previous year Rs. 44,06,67,347), repayable in 26 quarterly installments started at beginning from 24 th July, 2017 and ending on 24.10.2023. The loan is secured by exclusive charge on movable fixed assets and current assets of wind turbines located at Vejalpar and Jamanvada site, Gujarat and equitable mortgage of office space premises at 10th Floor, Statesman House, Barakhamba Road, New Delhi.				
(iii) Loan from HDFC Bank amounting to Rs. 9,31,72,899 (Previous year Rs. 11,80,19,005), repayable in 19 quarterly installments started at beginning from 8 th June, 2018 and ending on 08.12.2022. The loan is secured by exclusive charge on movable fixed assets and current assets of wind turbines located at Matalpar, Gujarat and equitable mortgage* of office space premises at 7 th and 8 th Floor, Block 4B, Corporate Park, DLF City, Phase-3, Gurgaon, Haryana.				
* Since created on 28.05.2018				
	As at 31.03.2019		As at 31.03.2018	
5. DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liability				
Difference between written down value of block of assets as per income tax laws and book written down value of the fixed assets		22,62,62,791		21,91,07,986
(a)		22,62,62,791		21,91,07,986
Deferred Tax Assets				
Employee Benefits		27,90,885		27,94,762
Unabsorbed Business Losses		12,87,12,183		12,89,50,949
Others		1,82,84,283		1,58,27,631
(b)		14,97,87,351		14,75,73,342
(a-b)		7,64,75,440		7,15,34,644
6. OTHER LONG-TERM LIABILITIES				
Security Deposits		1,24,85,587		1,55,12,245
		1,24,85,587		1,55,12,245
7. PROVISIONS	Long-term		Short-term	
	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits:				
For Gratuity	-	-	-	18,53,657
For Accrued Leave	59,05,072	54,34,816	20,81,663	17,56,065
	59,05,072	54,34,816	20,81,663	36,09,722

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
8. SHORT-TERM BORROWINGS		
<u>From Banks:</u>		
(a) Cash Credit Facilities from HDFC Bank Repayable on Demand (Secured) (Secured by the first exclusive charge on entire Current Assets and first Pari Passu charge on the entire movable fixed assets of the company other than the current and the movable fixed assets of the Wind Turbine at Jamanwada, Vejalpar and Matalpar, Gujarat And equitable mortgage on the Property located at 7 th & 8 th Floor, Block 4B, Corporate Park, DLF City Gurgaon, Haryana)	17,63,68,241	15,11,32,088
(b) Buyer's Credit (Secured)		
(i) From Yes Bank (Rs. Nil (Previous year Rs. 9,82,75,202/-) Secured by equitable mortgage on office premises located at Universal Business Park, Mumbai and "Golden Heights", Rajajinagar, Bangalore and subservient charge on the current assets except the current assets of wind turbines located at Jamanvada and Vejalpar site in Gujarat. Balance Rs. Nil (Previous year Rs 10,87,31,049/-) Secured by Fixed Deposit and subservient charge on current assets except the current assets of wind turbines located at Jamanvada and Vejalpar site in Gujarat.	-	20,70,06,251
(ii) From HDFC Bank (Secured by the first exclusive charge on entire Current Assets and first Pari Passu charge on the entire movable fixed assets of the company other than the current and the movable fixed assets of the Wind Turbine at Jamanwada, Vejalpar and Matalpar, Gujarat And equitable mortgage on the Property located at 7 th & 8 th Floor, Block 4B, Corporate Park, DLF City Gurgaon, Haryana)	-	19,83,84,358
(c) Bill Discounted (Unsecured)	61,79,531	-
(d) Short Term Loan from HDFC Bank (Secured by the first exclusive charge on entire Current Assets and first Pari Passu charge on the entire movable fixed assets of the company other than the current and the movable fixed assets of the Wind Turbine at Jamanwada, Vejalpar and Matalpar, Gujarat And equitable mortgage on the Property located at 7 th & 8 th Floor, Block 4B, Corporate Park, DLF City Gurgaon, Haryana)	22,00,00,000	-
	40,25,47,772	55,65,22,697
9 TRADE PAYABLES		
(a) Micro, Small and Medium Enterprises (Refer note no 28.11)	24,49,823	27,39,621
(b) Other Entities (Goods and Services)	38,22,68,075	37,77,77,858
10. OTHER CURRENT LIABILITIES		
(a) Current maturities of Long term debts (Refer note no. 4)	11,64,83,908	11,64,83,908
(b) Interest accrued but not due on Buyer's Credit and Term Loan	24,25,495	56,60,607
(c) Unpaid Dividend*	3,80,500	3,90,500
(d) Advance From Customers	3,84,83,153	3,32,93,338
(e) Employee related liabilities	2,46,90,033	1,34,01,773
(f) Statutory dues	4,16,07,018	4,30,15,552
(g) Security & Trade deposits	27,39,516	49,90,398
(h) Amount payable for Capital Goods	14,66,349	16,10,533
(i) Other liabilities	1,43,32,062	74,13,192
	24,26,08,34	22,62,59,801
*There is no amount due and outstanding to be credited to Investor Education and Protection Fund under sub section 5 of section 124 of the Act as at the year end.		

NOTES TO THE FINANCIAL STATEMENTS

11. Property, Plant and Equipments

PARTICULARS	GROSS BLOCK		DEPRECIATION AND AMORTISATION				NET BLOCK			
	Cost as on 01.04.2018 Rs.	Addition During the year Rs.	Sales/ adjustment During the year Rs.	Cost as on 31.03.2019 Rs.	Depreciation upto 31.03.2018 Rs.	Depreciation For the Year Rs.	Sales/ Adjustment During the year Rs.	Depreciation Upto 31.03.2019 Rs.	WDV as on 31.03.2019 Rs.	WDV as on 31.03.2018 Rs.
Tangible Assets										
Land	15,00,000	-	-	15,00,000	-	-	-	-	15,00,000	15,00,000
Leasehold Land	1,60,10,000	-	-	1,60,10,000	17,01,071	7,26,605	-	24,27,676	1,35,82,324	1,43,08,929
Tea Plantation	2,06,76,296	1,63,350	-	2,08,39,646	-	-	-	-	2,08,39,646	2,06,76,296
Buildings*	43,38,37,298	7,96,569	-	43,46,33,867	13,94,68,999	1,44,42,717	-	15,39,11,716	28,07,22,151	29,43,68,299
Roads	8,61,581	-	-	8,61,581	8,18,502	-	-	8,18,502	43,079	43,079
Plant & Machinery	1,02,81,61,296	2,74,73,842	9,88,543	1,05,46,46,595	22,97,67,938	10,37,18,341	8,49,197	33,26,37,082	72,20,09,513	79,83,93,358
Furniture and Fittings	1,97,62,285	74,000	56,698	1,97,79,587	1,37,86,981	15,48,644	50,173	1,52,85,452	44,94,135	59,75,303
Office Equipment	1,71,60,879	1,59,310	97,261	1,72,22,928	1,03,82,840	20,85,267	91,619	1,23,76,488	48,46,440	67,78,040
Motor Vehicles	2,85,57,285	8,69,783	56,50,313	2,37,76,755	1,73,67,281	33,90,956	51,62,223	1,55,96,014	81,80,741	1,11,90,004
Computers and data processing units	1,50,84,370	12,01,042	25,000	1,62,60,412	1,37,35,811	6,70,611	23,750	1,43,82,672	18,77,740	13,48,559
Electrical Installations & Equipment	26,50,814	-	-	26,50,814	25,18,021	258	-	25,18,279	1,32,535	1,32,793
Total (A)	1,58,42,62,103	3,07,37,896	68,17,815	1,60,81,82,185	42,95,47,444	12,65,83,399	61,76,962	54,99,53,881	1,05,82,28,304	1,15,47,14,660
Intangible Assets										
Computer Softwares	79,88,227	4,96,756	-	84,84,983	71,70,236	2,26,517	-	73,96,752	10,88,230	8,17,990
Intellectual Property & Rights	3,07,68,540	-	3,07,68,540	-	2,47,08,877	16,38,747	2,63,47,624	-	-	60,59,665
Total (B)	3,87,56,767	4,96,756	3,07,68,540	84,84,983	3,18,79,113	18,65,264	2,63,47,624	73,96,752	10,88,230	68,77,655
Total C= (A+B)	1,62,30,18,870	3,12,34,652	3,75,86,355	1,61,66,67,168	46,14,26,557	12,84,48,663	3,25,24,586	55,73,50,633	1,05,93,16,534	1,16,15,92,315
Capital Work in Progress	-	-	-	-	-	-	-	-	-	1,75,14,026
Total (D)	-	-	-	-	-	-	-	-	-	1,75,14,026
Grand Total (C+D)	1,62,30,18,870	3,12,34,652	3,75,86,355	1,61,66,67,168	46,14,26,557	12,84,48,663	3,25,24,586	55,73,50,633	1,05,93,16,534	1,17,91,06,341
Figures for the Corresponding Previous year	1,61,99,93,498	74,05,245	43,79,874	1,62,30,18,869	32,06,71,505	14,47,56,296	40,01,244	46,14,26,556	1,17,91,06,341	1,29,93,21,993

*Above Fixed Assets includes Let out Property having Cost of Rs. 22,88,69,339/- and WDV Rs. 15,37,40,075/-

NOTES TO THE FINANCIAL STATEMENTS

		As at 31.03.2019 (Rs.)		As at 31.03.2018 (Rs.)		
12. INVESTMENTS						
NON CURRENT		Face Value (Rs.)	No.	Amount	No.	Amount
NON TRADE INVESTMENTS (Valued at Cost unless stated otherwise)						
a) QUOTED						
INVESTMENT IN EQUITY INSTRUMENTS						
Federal Bank Ltd. (Fully Paid Up)						
		2	-	-	7,110	1,02,750
Number of units						
	As at 01.04.2018	Purchased/ addition during the year	Sold during the year	As at 31.03.2019		
b) UNQUOTED EQUITY INSTRUMENTS						
INVESTMENT IN SUBSIDIARY COMPANY						
KPL Logistics Limited (Fully Paid Up)						
(Face value of Rs. 10/- per unit)						
				-	50,000	5,00,000
INVESTMENT IN VENTURE CAPITAL FUND						
ASK Pravi Private Equity Opportunities Fund						
(Face value of Rs. 1,00,000/- per unit)						
750.00 (750.00)	-	-	-	750.00 (750.00)	7,50,00,000	7,50,00,000
				<u>7,50,00,000</u>	<u>7,56,02,750</u>	
		As at 31.03.2019		As at 31.03.2018		
		Book Value	Market Value	Book Value	Market Value	
Aggregate amount of:-						
Quoted Investments		-		1,02,750	6,34,212	
Unquoted Investments		<u>7,50,00,000</u>	-	<u>7,55,00,000</u>	-	
		<u>7,50,00,000</u>		<u>7,56,02,750</u>		
Note:- Figures in bracket pertain to previous year						
		Long-term		Short-term		
		As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)	
13. LOANS AND ADVANCES						
Advance recoverable in cash or in kind						
(a) Security Deposits						
	66,36,607	59,42,669	4,14,500	16,47,254		
(Unsecured, considered good)						
(b) Other Loans and Advances :						
(Unsecured, considered good)						
Prepaid Expenses						
	59,474	45,343	44,91,826	2,21,88,317		
Balance with Central Excise and other Government Authorities						
	-	-	6,87,48,767	8,43,29,813		
Income Tax Payments and Tax deducted at Source less Provision						
	-	-	93,76,509	70,86,500		
MAT Credit Receivable						
	14,46,27,592	8,98,68,746	-	-		
Advance to Employees						
	16,660	5,000	4,40,481	5,00,518		
Advance to Suppliers						
	-	-	1,17,12,255	1,06,36,241		
Capital Advance						
	4,24,800	17,81,740	-	-		
Other Advance						
	-	-	12,44,733	14,84,724		
		<u>15,17,65,133</u>	<u>9,76,43,498</u>	<u>9,64,29,071</u>	<u>12,78,73,367</u>	

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
14. INVENTORIES		
(As taken, valued and certified by the Management)		
(a) Raw Materials	73,36,854	54,32,620
(b) Stores and Spare Parts	3,07,431	6,04,348
(c) Finished Goods	1,36,27,965	67,72,052
(d) Stock In Trade (Chemicals, Polymer & Others)	28,40,70,405	28,13,94,497
(Includes Goods in Transit Rs. 1,29,14,770/-, previous year Rs. 80,80,692/-)	30,53,42,655	29,42,03,517
Details of Finished Goods / Raw Materials	Finished Goods	Raw Materials
	As at	As at
	31.03.2019	31.03.2018
	As at	As at
	31.03.2019	31.03.2018
Refrigerant Gas & Kansol	1,03,11,833	44,80,243
Tea	33,16,132	-
	1,36,27,965	67,72,052
	73,36,854	54,32,620
15. TRADE RECEIVABLES		
(Unsecured, considered good unless otherwise stated)		
(a) Outstanding for a period exceeding six months from due date		
Unsecured, Considered Good	2,05,74,952	1,01,18,385
Unsecured, Considered Doubtful	11,90,541	40,42,449
Unsecured, under litigation	5,11,33,985	4,71,79,657
Less: Provision	5,23,24,526	5,12,22,106
	2,05,74,952	1,01,18,385
(b) Other		
Unsecured, under litigation	54,89,639	-
Unsecured, Considered Good	65,75,01,783	48,07,98,481
	66,29,91,422	48,07,98,481
	68,35,66,374	49,09,16,866
16. CASH AND CASH EQUIVALENTS		
(A) CASH AND CASH EQUIVALENTS		
(a) Cash in hand	72,380	1,85,610
(b) Balances with Banks		
In Current Account	11,70,274	2,94,67,740
In EEFC Account	1,00,12,060	1,20,68,781
In Current Account (Foreign Countries)	38,17,850	57,87,019
Cheque in hand	26,55,803	-
Total (A)	1,77,28,367	4,75,09,150
(B) OTHER BANK BALANCES		
(a) Earmarked Balances With Banks		
In Unpaid Dividend Account	3,80,500	3,90,500
(b) Margin Money held as Securities	4,64,20,145	12,19,05,687
Total (B)	4,68,00,645	12,22,96,187
Total (A+B)	6,45,29,012	16,98,05,337
17. OTHER CURRENT ASSETS		
Unsecured, Considered Good unless otherwise stated		
(a) Export Benefits Receivable	3,44,872	3,55,937
(b) Dividend & Interest Receivable	43,46,347	45,60,897
(c) Other Receivable (amount paid under protest Rs. 4,50,626/-, previous year Rs. 6,19,000/-)	29,91,382	22,21,086
	76,82,601	71,37,920

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31.03.2019 (Rs.)	For the year ended 31.03.2018 (Rs.)
18. REVENUE FROM OPERATIONS		
(a) Sale of Products		
Tea (Including Export Sales of Rs. 93,77,748, Previous Year Rs. 46,52,872)	4,44,06,321	1,67,63,073
Refrigerant Gas & Kansol	7,02,24,753	4,03,19,054
Wind Power	<u>15,29,99,027</u>	<u>15,09,29,574</u>
Traded Goods (Chemicals, Polymers & Others) (Including Export Sales / SEZ of Rs. 50,18,74,589, Previous Year - Rs. 28,88,95,202)	4,64,75,84,827	3,94,22,43,831
	<u>4,91,52,14,928</u>	<u>4,15,02,55,532</u>
(b) Commission Income (Refer Note no- 28.01 of Other Notes to Account)	18,40,69,379	13,89,53,268
(c) Solar Training	-	1,07,65,034
(d) Other Operating Revenue		
Export Benefits	<u>17,97,074</u>	<u>16,33,102</u>
Revenue from operations (Gross)	<u>5,10,10,81,381</u>	<u>4,30,16,06,937</u>
Less:- Excise Duty	-	20,35,523
Revenue from operations (Net)	<u>5,10,10,81,381</u>	<u>4,29,95,71,414</u>
19. OTHER INCOME		
Interest Income		
From Fixed Deposit	21,10,672	72,90,091
From Others	5,73,335	-
Dividend Income		
On long term Investments	68,444	2,90,641
Income from Investments	8,63,727	34,813
Exchange Rate Fluctuation - Net	62,29,142	-
Rent Income	2,68,08,528	2,48,66,139
Liabilities No longer required written back	16,03,515	24,84,474
Subsidy	3,13,824	61,257
Profit on Sale of Fixed Assets - Net	-	6,81,980
Miscellaneous receipts	<u>6,22,871</u>	<u>43,957</u>
	<u>3,91,94,058</u>	<u>3,57,53,352</u>
20. COST OF RAW MATERIAL CONSUMED		
Refrigerant Gas & Kansol	<u>6,66,77,668</u>	<u>3,53,02,791</u>
	<u>6,66,77,668</u>	<u>3,53,02,791</u>
21. PURCHASES OF STOCK IN TRADE		
Traded Goods (Chemicals, Polymers & Others)	<u>4,25,48,76,385</u>	<u>3,60,92,82,638</u>
	<u>4,25,48,76,385</u>	<u>3,60,92,82,638</u>
22. CHANGE IN INVENTORIES		
Finished Goods		
Opening Stock	67,72,052	41,02,892
Closing Stock	<u>1,36,27,965</u>	<u>67,72,052</u>
Decrease / (Increase)	<u>(68,55,913)</u>	<u>(26,69,160)</u>
Stock in Trade		
Opening Stock	28,13,94,497	26,28,37,909
Closing Stock	<u>28,40,70,405</u>	<u>28,13,94,497</u>
Decrease / (Increase)	<u>(26,75,908)</u>	<u>(1,85,56,588)</u>
Change in inventory	<u>(95,31,821)</u>	<u>(2,12,25,748)</u>

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31.03.2019 (Rs.)	For the year ended 31.03.2018 (Rs.)
23. EMPLOYEES BENEFITS EXPENSE		
Salaries, Wages, Bonus & Gratuity etc.	14,44,14,452	12,52,34,827
Managerial Remuneration	1,36,61,986	80,04,117
Contribution to Provident Fund	90,27,436	75,60,819
Staff Welfare	14,12,584	9,34,843
	16,85,16,458	14,17,34,606
24. FINANCE COST		
Interest Paid to Bank	2,78,38,875	1,18,51,494
Interest on Term Loan	4,59,40,373	8,81,75,720
Other Borrowing cost (including Bank Charges)	89,61,688	1,01,27,470
	8,27,40,936	11,01,54,684
25. DEPRECIATION AND AMORTISATION		
Depreciation	12,77,22,059	14,40,24,056
Amortisation	7,26,604	7,32,240
	12,84,48,663	14,47,56,296
26. OTHER EXPENSES		
Consumption of Stores & Spare parts etc.	17,94,152	6,63,776
Power & Fuel	60,66,026	40,65,060
Rent	1,77,80,992	1,57,89,417
Repairs to Plant & Machinery	84,50,807	17,78,914
Repairs to Buildings	35,89,985	35,98,792
Repairs to Others	77,28,723	62,51,663
Insurance	37,39,146	35,33,416
Rates & Taxes	54,11,785	44,32,046
Auditors' Remuneration		
Audit Fees	6,30,000	5,75,000
Tax Audit Fees	50,000	50,000
Certification Fees	30,000	60,000
Reimbursement of Expenses	15,126	12,580
Premium on currency hedging Contracts	1,59,83,649	1,55,66,971
Exchange Rate difference - Net	-	27,92,432
Selling & Distributing Expenses	6,95,93,215	6,50,29,744
Directors Sitting Fees	3,95,000	4,65,500
Travelling Expenses	1,19,93,248	1,24,63,044
Bad Debt	6,19,045	11,81,225
Provision for Bad & Doubtful Debts	19,73,923	16,61,822
Donation	1,50,000	-
Loss on Sale of Fixed Assets-Net	27,32,628	-
Corporate Social Responsibility Expenses (Refer Note No. 28.12)	27,00,000	29,00,000
Previous Year Expenses	-	35,915
Miscellaneous Expenses	3,17,72,021	4,07,94,074
	19,31,99,471	18,37,01,391

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)		
27. CONTINGENT LIABILITIES & COMMITMENTS :				
27.01 CONTINGENT LIABILITIES				
(a) Bank Guarantees given to various Govt. Authorities	3,56,50,982	8,20,05,717		
(b) Letter of Credit	28,56,34,078	18,49,37,561		
(c) (i) Income Tax demand under appeal (amount paid under protest Rs.55,44,420/-, previous year Rs. 41,80,543/-)	2,97,42,577	1,17,67,212		
(ii) Sales Tax demand including penalty Rs 42,32,336 (amount paid under protest Rs. 4,50,626/-, previous year Rs. 6,19,000/-)	1,01,24,147	1,05,82,836		
(d) Goods & Service Tax under appeal (amount paid under protest Rs. 72,000/-)	72,000	-		
27.02 OTHER LITIGATIONS				
The Company has filed law suit against certain customers for recovery of Rs. 5,66,23,624/- (Previous Year Rs. 4,71,79,657/-) appearing in Trade receivables (Refer Note No. 15)				
27.03 COMMITMENTS				
Estimated amount of Contract remaining to be executed on Capital Account and not provided for (Net of Advance) Rs. 8,40,000/- (Previous Year Rs. 80,51,174/-)				
28 OTHER NOTES TO ACCOUNTS				
28.01 Commission Income includes shipments made earlier years but advice received in Current Year Rs. 73,36,568/- (Previous year 59,28,145/-).				
28.02 Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits: - In respect of Leave Encashment & Gratuity, a defined benefit scheme (based on Actuarial Valuation)-		(Amount in Rs.)		
	2018-19	2017-18		
PARTICULARS	GRATUITY (FUNDED)	LEAVE ENCASH (UNFUNDED)	GRATUITY (FUNDED)	LEAVE ENCASH (UNFUNDED)
A RECONCILIATION OF OPENING AND CLOSING BALANCES OF DEFINED BENEFIT OBLIGATION				
DEFINED BENEFIT OBLIGATION AS ON 01-04-2018	2,85,83,366	71,90,881	1,99,21,792	68,54,062
EMPLOYER SERVICE COST	19,76,929	15,73,589	20,95,969	13,80,563
INTEREST COST	21,50,770	5,55,800	16,26,683	5,05,122
ACTUARIAL (GAINS) / LOSSES	44,54,410	(5,11,653)	58,58,602	(10,11,132)
BENEFITS PAID	(34,85,648)	(8,21,882)	(9,19,680)	(5,37,734)
PRESENT VALUE OF DEFINED BENEFIT OBLIGATION AS ON 31-03-2019	3,36,79,827	79,86,735	2,85,83,366	71,90,881
B RECONCILIATION OF OPENING AND CLOSING BALANCES OF FAIR VALUE OF PLAN ASSETS				
FAIR VALUE OF ASSETS AT THE BEGINNING OF THE YEAR	2,67,29,710	-	1,33,13,821	-
EXPECTED RETURN ON PLANNED ASSETS	23,20,712	-	14,94,418	-
CONTRIBUTION	1,22,08,890	-	1,28,41,150	-
BENEFITS PAID	(34,85,648)	-	(9,19,680)	-
ACTUARIAL (GAINS) / LOSSES	-	-	-	-
FAIR VALUE OF PLAN ASSETS AT YEAR END	3,77,73,664	-	2,67,29,709	-
C RECONCILIATION OF FAIR VALUE OF ASSETS & OBLIGATION				
FAIR VALUE OF PLAN ASSETS AS AT 31.03.2019	3,77,73,664	-	2,67,29,709	-
FAIR VALUE OF OBLIGATION AS AT 31.03.2019	3,36,79,827	79,86,735	2,85,83,366	71,90,881
D EXPENSES RECOGNISED DURING THE YEAR				
CURRENT SERVICE COST	19,76,929	15,73,589	20,95,969	13,80,563
INTEREST COST	21,50,770	5,55,800	16,26,683	5,05,122
EXPECTED RETURN ON PLANNED ASSETS	(23,20,712)	-	(14,94,418)	-
ACTUARIAL (GAINS) / LOSSES	44,54,410	(5,11,653)	58,58,602	(10,11,132)
TOTAL	62,61,397	16,17,736	80,86,836	8,74,553
E ACTUARIAL ASSUMPTIONS				
MORTALITY TABLE (L.I.C. 1994-96)				
DISCOUNT RATE (PER ANNUM)	7.50%	8%	8%	8%
RATE OF ESCALATION IN SALARY	6.00%	6%	6%	6%

NOTES TO THE FINANCIAL STATEMENTS

<p>28.03 Related Party Disclosure (To the extent Identified by the company)# Name & Relationship of the Related Parties:</p> <p>I. Enterprises where control exists: a) Vardhan Finvest Limited - Holding Company b) KPL Logistics Limited - Subsidiary Company till dated 25.02.2019</p> <p>II. Enterprises over which promoters directly or indirectly have significant influence : a) Kanoria Chemicals & Industries Limited b) Suprawin Technologies Limited c) Breaking Wave Software Private Limited d) Kirtivardhan Finvest Services Limited e) Kanoria Africa Textiles PLC, Ethiopia f) Apag Elektronik CORP g) Apag Elektronik AG, Switzerland h) Apag Elektronik S.R.O. I) Intrust Global eServices Private Limited j) Ludlow Jute & Specialities Limited k) Sambhava Foundation - Charitable Trust</p> <p>III. Key Managerial Personnel: Mr. Surinder Kumar Kak, Managing Director IV. Relative of Directors: Mrs. Madhuvanti Kanoria</p>

Transactions with Related Parties during the year : (Amount in Rs.)

Nature of Transaction	Holding / Subsidiary		Enterprises over which promoters directly or indirectly have significant influence		Key Management Personnel* and Relative of Directors	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1. Managerial Remuneration Mr. Surinder Kumar Kak	-	-	-	-	1,36,61,986	80,04,117
2. Dividend paid Vardhan Finvest Limited	-	9,19,29,500	-	-	-	-
3. Interest paid Kirtivardhan Finvest Services Limited	-	-	1,19,84,931	81,38,356	-	-
4. Loan Received Kirtivardhan Finvest Services Limited	-	-	10,00,00,000	10,00,00,000	-	-
5. Loan repaid Kirtivardhan Finvest Services Limited	-	-	10,00,00,000	10,00,00,000	-	-
6. Commission Income Kanoria Chemicals & Industries Limited	-	-	2,46,07,319	20,64,673	-	-
Apag Elektronik S.R.O.	-	-	24,97,105	17,61,481	-	-
7. Rent Received Suprawin Technologies Limited	-	-	10,77,600	10,77,600	-	-
Intrust Global eServices Private Limited	-	-	9,60,000	9,10,720	-	-
8. Rent Paid Kanoria Chemicals & Industries Limited	-	-	10,20,000	6,21,600	-	-
9. Sale of Investment Vardhan Finvest Limited	8,15,000	-	-	-	-	-
10. (a) Sale of Goods Kanoria Africa Textiles PLC, Ethiopia	-	-	13,93,21,013	17,21,50,383	-	-
Apag Elektronik S.R.O.	-	-	5,84,04,386	2,68,13,784	-	-
Apag Elektronik CORP	-	-	9,09,93,787	-	-	-
Apag Elektronik AG	-	-	1,09,565	-	-	-
(b) Reimbursements Apag Elektronik S.R.O.	-	-	-	1,64,401	-	-
Suprawin Technologies Limited	-	-	1,63,609	-	-	-
Intrust Global eServices Private Limited	-	-	1,44,733	-	-	-
11. Purchase (Other) Ludlow Jute & Specialities Limited	-	-	16,530	1,01,059	-	-
12. Website Development Paid Breaking Wave Software Private Limited	-	-	-	41,400	-	-
13. Services Charge Kanoria Africa Textiles PLC, Ethiopia	-	-	1,17,338	-	-	-
14. CSR Paid Sambhava Foundation	-	-	27,00,000	29,00,000	-	-
15. Retainership Fee Paid Mrs. Madhuvanti Kanoria	-	-	-	-	-	40,07,500
16. Salary Paid Mrs. Madhuvanti Kanoria	-	-	-	-	67,20,000	20,16,000

NOTES TO THE FINANCIAL STATEMENTS

Nature of Transaction	Holding / Subsidiary		Enterprises over which promoters directly or indirectly have significant influence		Key Management Personnel* and Relative of Directors	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Balance outstanding as on Balance Sheet date						
Receivable - Kanoria Chemicals & Industries Limited	-	-	99,17,760	14,74,066	-	-
- Kanoria Africa Textiles PLC	-	-	6,24,70,380	3,99,97,105	-	-
- APAG Elektronik S.R.O	-	-	1,58,66,369	22,42,951	-	-
- APAG Elektronik A.G.	-	-	1,09,565	-	-	-
Managerial Remuneration payable	-	-	-	-	47,49,041	-

* Excluding Actuarial Valuation of Gratuity & Leave Encashment.

All the above transactions are net of Taxation wherever is required

	For the year ended 31.03.2019 (Rs.)		For the year ended 31.03.2018 (Rs.)	
28.04 Value of Import on CIF basis				
Raw Materials		6,45,38,409		3,49,09,516
Trading Goods		3,92,83,64,909		3,07,82,63,599
		3,99,29,03,318		3,11,31,73,115
		For the year ended 31.03.2019		For the year ended 31.03.2018
	Value (Rs.)	%	Value (Rs.)	%
28.05 Value of Imported and Indigenous Raw Material Consumed and Percentage Thereof.				
Imported	6,66,77,668	100%	3,53,02,791	100%
	6,66,77,668	100%	3,53,02,791	100%
28.06 Value of Consumables and Stores & Spare parts (Excluding charged to other heads)				
Indigenous	17,94,152	100%	6,63,776	100%
	17,94,152	100%	6,63,776	100%
		For the year ended 31.03.2019 (Rs.)		For the year ended 31.03.2018 (Rs.)
28.07 Expenditures in Foreign Exchange				
Foreign Travelling		6,29,120		6,66,567
Third Country Purchases		35,94,10,225		18,41,73,435
Finance cost		78,81,886		-
Professional Services		4,96,270		4,74,697
Others		1,80,84,489		1,25,77,256
		38,65,01,990		19,78,91,955
28.08 Earnings in Foreign Exchange				
Commission Income		15,84,68,213		13,28,15,086
FOB Value of Export		10,88,16,330		8,84,51,195
Third Country Sales		37,99,30,569		20,07,63,824
		64,72,15,112		42,20,30,105
28.09 Earning Per Share				
Profit for the year (Rs.)		25,03,95,630		67,127,832
Weighted average number of Equity Shares		15,160		15,160
Basic & Diluted earning per share of Rs. 1000/- each		16,517		4,428

NOTES TO THE FINANCIAL STATEMENTS

28.10 SEGMENT REPORTING						
A) Primary Segment Information (by Business Segment)						
(Amount in Rs.)						
Business Segment	2018-2019			2017-2018		
	Wind Turbine	Other than Wind Turbine	Total	Wind Turbine	Other than Wind Turbine	Total
Segment Revenue						
Revenue from operations (net of excise)	15,29,99,027	4,94,80,82,354	5,10,10,81,381	15,09,29,574	4,14,86,41,840	4,29,95,71,414
Segment Result	3,72,87,122	28,53,05,279	32,25,92,401	2,92,89,922	21,24,82,870	24,17,72,792
less : (i) Finance Cost	2,92,26,758	5,35,14,178	8,27,40,936	5,44,69,618	5,56,85,067	11,01,54,685
(ii) Exceptional items			-			-
(iii) Other Un-allocable expenditure			-			-
net off Un-allocable income			1,54,96,214			1,16,38,747
Profit before Tax	80,60,364	23,17,91,101	25,53,47,679	2,51,79,696	15,67,97,804	13,16,18,108
Tax Expense :						
For earlier years			11,253			5,86,298
Current Tax			5,47,58,430			2,97,95,213
MAT credit			(5,47,58,430)			(2,97,95,213)
Deferred Tax			49,40,796			6,39,03,978
Net Profit :			25,03,95,630			6,71,27,832
Other Information						
Segment Assets	72,62,83,799	1,48,39,97,133	2,21,02,80,932	80,99,15,148	1,45,52,55,555	2,26,51,70,703
Un-allocable Corporate Assets			23,33,50,448			17,71,18,893
Total Assets :			2,44,36,31,380			2,44,22,89,596
Segment Liabilities	46,74,17,721	65,94,03,745	1,12,68,21,466	56,29,52,857	69,64,38,547	1,25,93,91,404
Un-allocable Corporate Liabilities			21,09,90,446			1,82,46,825
Total Liabilities :			1,33,78,11,912			1,27,76,38,229
Segment Capital Employed	-	1,10,58,19,468	1,10,58,19,468	-	96,83,25,890	96,83,25,890
Un-allocable Capital Employed			-			-
Total Capital Employed :			1,10,58,19,468			96,83,25,890
Capital Expenditure	-	3,12,34,652	3,12,34,652	-	74,05,245	74,05,245
Un-allocable Capital Expenditure			-			-
Total Capital Expenditure :			3,12,34,652			74,05,245
Depreciation & Amortization	10,14,33,510	2,70,15,150	12,84,48,660	11,62,16,778	2,85,39,518	14,47,56,296
Un-allocable Depreciation			-			-
Total Depreciation & Amortization :			12,84,48,660			14,47,56,296
Other Non-cash expenses (included in Exceptional items)						
(B) Secondary Segment Information						
Not applicable, as Export Sale does not constitute 10% or more of total Revenue of the Company.						
(C) Note on Segment information :						
1. Segments have been identified in accordance with the Accounting Standard on Segment Reporting (AS-17). Business Segments have been considered as primary segments.						
2. Segment Accounting Policies The accounting policies adopted for segment reporting are in line with the accounting policies of the company.						
3. Type of products included in each reported business segment: Wind Turbine Business includes Power generation from wind energy. And others includes Tea, Refrigerant Gas, Indenting & Traded Goods.						

NOTES TO THE FINANCIAL STATEMENTS

	31st March, 2019 (Rs.)	31st March, 2018 (Rs.)
<p>28.11 The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:</p>		
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	24,49,823	27,39,621
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1,794	53,47,800
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-
<p><i>The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.</i></p>		
<p>28.12 CSR Expenditure</p> <p>The Company undertook Corporate Social responsibility ('CSR') programme and activities through a Trust registered under the Income Tax Act, 1961.</p>		
(a) Gross Amount required to be spent by the company to the trust during the year	26,22,234	28,29,463
(b) Amount contributed by the company during the year	27,00,000	29,00,000
(c) Amount Spent on account of the company by the trust:		
Construction/acquisition of any assets	-	-
On purpose other than above (Including Rs. 11,15,630/- unspent in F.Y. 2017-18 previous year Rs. 30,76,118/-)	33,33,352	48,60,480
(d) Yet to be Spent	4,82,278	11,15,630
<p>28.13 Proposed Dividend</p> <p>The Board of Directors of the company has recommended a dividend of Rs. 7,500/- per equity share of Rs 1,000/- each subject to the approval of the shareholders at the ensuing Annual General Meeting.</p>		
<p>28.14 During the year the Company has swapped the Rupee loan taken from HDFC Bank into equivalent notional Euro 62,44,943.29 as per details given below :</p>		
Date of Swap Agreement	Principal outstanding on the date of Swap	Principal outstanding as on 31.03.19
25.07.2018	Rs. 402348447	Rs. 364029548
04.01.2019	Rs. 93172899	Rs. 93172899
<p><i>The Company pays interest and installments as per terms of original Rupee Term loan agreements. However, such payment of interest and installments are credited back by HDFC Bank to the Company's account, and simultaneously the Company pays interest and installments in equivalent Euro as per terms of Swap agreements.</i></p>		
<p>28.15 Previous Year figures have been regrouped and rearranged where ever required.</p>		

Signatures to Notes 1 to 28.15
In terms of our Report of even date attached.

As per our report annexed
For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L. Choraria
Partner
Membership No. 022973

Place : Noida (Delhi NCR)
Dated : 17.06.2019

For and on behalf of the Board,

Surinder Kumar Kak
Managing Director
DIN No. 00044521

R.V. Kanoria
Chairman
DIN No. 00003792

Payal Guglani
Company Secretary