



# **KAMA HOLDINGS LIMITED**

**ANNUAL REPORT  
2017-18**

## **BOARD OF DIRECTORS**

Mr. Kartik Bharat Ram, Chairman

Mr. Amitav Virmani

Mr. Dharendra Datta

Mr. Mukul Khandelwal

Ms. Ira Gupta

Ms. Vasvi Bharat Ram

Mr. Rajat Lakhanpal, Whole-time Director, Chief Financial Officer & Company Secretary

## **AUDITORS**

Luthra & Luthra LLP, Chartered Accountants, New Delhi

## **BANKER**

HDFC Bank Ltd.

## **REGISTERED OFFICE**

CIN :L92199DL2000PLC104779

The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road,  
Mayur Vihar Phase I Extn, Delhi- 110 091

Email : [info@kamaholdings.com](mailto:info@kamaholdings.com) Website: [www.kamaholdings.com](http://www.kamaholdings.com)

## **CORPORATE OFFICE**

Block C, Sector 45, Gurgaon – 122003 (Haryana), India

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## NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of KAMA Holdings Limited will be held on Friday, September 28, 2018 at 11.00 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 to transact the following businesses: -

### Ordinary Business

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended March 31, 2018 together with the Reports of the Auditor and Board of Directors' thereon.
2. To declare dividend on 8% Non-Cumulative Redeemable Preference Shares.
3. To appoint a Director in place of Ms. Vasvi Bharat Ram (DIN 00074849), who retires by rotation and being eligible, offers herself for re-election.

### Special Business

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

Re-appointment of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director, Chief Financial Officer and Company Secretary of the Company

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders be and is hereby accorded for re-appointment of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director, Chief Financial Officer & Company Secretary of the Company with executive powers, on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

#### Tenure

Five years with effect from 01.04.2018.

#### Functions

Subject to the direction, control and superintendence of the Board of Directors, Mr. Rajat Lakhanpal (DIN 00005664) shall have the overall responsibility for looking after the day-to-day business and affairs of the Company. He shall also discharge the responsibilities of the Chief Financial Officer and Company Secretary in compliance with the requirements of the Companies Act, 2013, Listing Regulations and other applicable laws.

#### Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Rajat Lakhanpal (DIN 00005664) shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination and Remuneration Committee within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

#### Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rajat Lakhanpal (DIN 00005664) shall be decided by the Nomination and Remuneration Committee subject to the provisions of the Companies Act, 2013 and such approvals, if any, as may be required.

#### Termination

The appointment of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director may be terminated by either party giving to the other one calendar month notice in writing.

In the event of termination of this appointment of Mr. Rajat Lakhanpal (DIN 00005664) by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 or any statutory amendment or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any further liberalisation/ revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorized to alter, vary and increase the remuneration of Mr. Rajat Lakhanpal (DIN 00005664), notwithstanding the overall remuneration set out above, as may then be prescribed/ permissible without requiring any further resolution or consent of or reference to the general meeting."

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

Appointment of Ms. Ira Gupta (DIN: 07517101) as an Independent Director

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Ms. Ira Gupta (DIN: 07517101) who was appointed as an Additional Director of the Company effective from May 30, 2018 in terms of Section 161(1) of the Act who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto March 31, 2023 and shall not be liable to retire by rotation."

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

Re-appointment of Mr. Amitav Virmani (DIN: 02169955) as an Independent Director

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Amitav Virmani (DIN: 02169955) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Mr. Dharendra Datta (DIN: 02376649) as an Independent Director

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Dharendra Datta (DIN: 02376649) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

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

Re-appointment of Mr. Mukul Khandelwal (DIN: 00662822) as an Independent Director

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Mukul Khandelwal (DIN: 00662822) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation."

By Order of the Board  
for KAMA Holdings Limited

Sd/-

Rajat Lakhanpal  
(DIN 00005664)

Whole Time Director, Chief Financial Officer  
& Company Secretary

Gurugram  
May 30, 2018

#### **NOTES**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the Meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY COMPLETED, TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

Corporate/Institutional Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. The requirement to place the matter relating to appointment of Auditors for ratification by members at

every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 28, 2017.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September 2018 to Friday, 28<sup>th</sup> September 2018 (both days inclusive) for the purposes of holding the Annual General Meeting.

The dividend when declared will be payable to the preference shareholders whose name stand on the Register of Preference Shareholders as on Friday, the 21<sup>st</sup> September, 2018.

5. Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under their signatures to Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Hyderabad - 500 032, Telangana, the Registrar & Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic mode are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form are requested to submit their PAN details to the RTA.
8. The Company has transferred the unpaid or unclaimed dividend declared up to the financial year 2007-08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28<sup>th</sup> September 2017 (date of last Annual General Meeting) on the website of the Company ([www.kamaholdings.com](http://www.kamaholdings.com)), as also on the website of the Ministry of Corporate Affairs.
9. Shareholders are advised that those who have not encashed their dividend warrant(s) for the dividend declared after April 1, 2012 (the Company has not declared any dividend on equity shares for the year 2008-09 to 2011-12) may send their outdated dividend warrants to the Company at its Corporate Office or to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited for issue of demand drafts in lieu thereof.

10. Members seeking any information regarding accounts to be given at the meeting are requested to write to the Company at its Corporate Office at Block C, Sector – 45, Gurugram-122 003 (Haryana) at least seven days before the date of the meeting so as to enable the management to keep the information ready.

11. **Voting through electronic Means:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). \

- i) The Company has fixed Friday, September 21, 2018, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date i.e. Friday, September 21, 2018 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 18<sup>th</sup> AGM on September 28, 2018.
- ii) The remote e-voting period commences on Tuesday, September 25, 2018 (10.00 AM IST) and ends on Thursday, September 27, 2018 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv) The members who have cast their votes through remote e-voting facility may also attend the general meeting but shall not be entitled to cast their vote again. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- v) The Company has appointed M/s Arvind Kohli & Associates, Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner.
- vi) The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### Procedure for remote e-voting:

(A). In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 4109 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK"

to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [arvindkohli@gmail.com](mailto:arvindkohli@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant (s)]:

- i. E-Voting Event Number – 4109 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(C) Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through Physical Ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

#### OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: **KAMA Holdings Limited**) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040-6716 1585 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of



- the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Friday, September 21, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:  
**MYEPWD <space> E-Voting\_Event\_Number+ Folio No. or DP ID Client ID to 9212993399**  
**Example for NSDL:**  
 MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)  
**Example for CDSL:**  
 MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)  
**Example for Physical:**  
 MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call Karvy's toll free number **1800-3454-001**.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
  - d. The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - e. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.kamaholdings.com](http://www.kamaholdings.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.
  12. Details in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
  13. Electronic copy of the Annual Report along with Notice of 18<sup>th</sup> Annual General Meeting are being sent to all the members holding shares in demat form and whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.
  14. The Notice of the 18<sup>th</sup> Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
  15. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
  16. The register(s) maintained under Section 189 of the Companies Act, 2013 shall be available at the venue of the annual general meeting from its commencement and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  17. Members are requested:
    - i) to quote their folio/identification Nos. in all correspondence.
    - ii) to bring their attendance slip along with their copy of Annual Report to the Meeting.
    - iii) to note that no gifts will be distributed at the meeting.
    - iv) in case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
  18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 & DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

**Item No. 3**

**Ms. Vasvi Bharat Ram**

Ms. Vasvi Bharat Ram (DIN 00074849) (47) earned a degree in Bachelors of Arts from Delhi University and did her post-graduation in Business of Fashion Management from the London College of Fashion in London. She is the Joint Vice-Chairperson of The Shriram Schools which is one of the premier educational institutions in India. She has been the Past President of FLO 2017-18, the women's wing of the Federation of Indian Chambers of Commerce and Industry (FICCI) and past Chairperson of Young FICCI Ladies Organisation (YFLO) in the year 2010-11. She is on the Board of the SRF Foundation and SAVE the Children India, both of which work, inter-alia, towards providing a better quality of life to the under privileged children of our country. She is a member of various Education Forums including the FICCI School Education Committee and the Forum of Progressive School

Ms. Vasvi Bharat Ram has no shareholding in the Company.

Ms. Vasvi Bharat Ram is Chairperson of Stakeholders Relationship Committee and member of Committee of Directors - Financial Resources Committee and Nomination and Remuneration Committee of the Board.

Ms. Vasvi Bharat Ram is not holding directorship in any other company.

Except Ms. Vasvi Bharat Ram and Mr. Kartik Bharat Ram who is related to her, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

**Item No. 4**

**Mr. Rajat Lakhanpal**

Mr. Rajat Lakhanpal (DIN 00005664) (45) is a qualified Company Secretary and law graduate and has an experience of around 20 years in the field of Corporate Laws, Merger and Amalgamations and other Corporate Restructuring.

By an Ordinary resolution dated 23.08.2013, the shareholders had appointed Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director & Company Secretary of the Company for a period of five years with effect from 1.4.2013 to 31.3.2018.

Board at its meeting held on 29.01.2015 on the recommendation of Audit and Nomination and Remuneration Committee also appointed Mr. Rajat Lakhanpal (DIN 00005664) as Chief Financial Officer and re-designated him as Whole-time Director, Chief Financial Officer and Company Secretary.

The existing tenure of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director continued upto 31.03.2018. The Board, upon recommendations of Audit Committee and Nomination

and Remuneration Committee, had at its meeting held on 22<sup>nd</sup> February 2018 reappointed him for a term of five years from 01.04.2018 subject to approval by the members.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution and are essentially the same as at present.

Mr. Rajat Lakhanpal's (DIN 00005664) reappointment as Whole-time Director, Chief Financial Officer & Company Secretary is in the ordinary course of business on an arms' length basis. He will not be entitled to any remuneration over and above the remuneration as a Whole time Director.

Mr. Rajat Lakhanpal (DIN 00005664) is also a Director in KAMA Realty (Delhi) Ltd. and SRF Intercontinental investment Pvt. Ltd. He is not holding any shares of the Company.

Except Mr. Rajat Lakhanpal (DIN 00005664), none of the other Directors or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

**Item No. 5**

**Ms. Ira Gupta**

In terms of the Nomination, Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Ms. Ira Gupta as Additional Director in the category of Independent Director, effective from May 30, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Ms. Ira Gupta holds office upto the date of this AGM and is eligible for appointment as Director of the Company. In accordance with the provisions of Section 149 of the Act, it is proposed to appoint Ms. Ira Gupta as an Independent Director who shall hold office upto a term ending on 31<sup>st</sup> March 2023 on the Board of a company and she shall not be liable to retire by rotation.

Notice along with deposit of the requisite amount stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Ms Ira Gupta for appointment as a Director of the Company. Ms. Ira Gupta has given her consent to act as Director. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration that she meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Board considers that continued association of Ms Ira Gupta would be of immense benefit to the Company and it is desirable to continue to avail her services as a Director of the Company. In the opinion of the Board of Directors, Ms. Ira Gupta fulfills the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for appointment as an Independent Director of the Company and she is independent of the management of the Company.

The terms and conditions of her appointment as a Director shall be open for inspection by the members at the Registered



Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturdays. The said terms and conditions are also posted on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com).

Ms. Ira Gupta (DIN 07517101) (44) is a MBA from XLRI, Jamdeshpur. At present she is heading the HR function of Microsoft across India. Prior to Microsoft, she has spent around 16 years at GlaxoSmithKline Consumer Healthcare Ltd. in various roles across multiple functions.

Ms. Ira Gupta has no shareholding in the Company. She does not hold directorship in any other Company.

Except Ms. Ira Gupta, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommend the resolution for approval of the members by way of ordinary Resolution.

#### **Item No. 6 to 8**

The Company had, pursuant to the provisions of Listing Regulations and Companies Act 2013, appointed Mr. Amitav Virmani, Mr. Dharendra Datta and Mr. Mukul Khandelwal as Independent Directors for a term of five years ending on March 31, 2019.

The Board has recommended the re-appointment of these directors as Independent Directors for a second term of 5 years from April 1, 2019 to March 31, 2024.

Aforesaid non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

Copies of the draft letters for re-appointment of Independent Directors would be available for inspection without any fee by the members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturdays.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be re-appointed is given below:

**Mr. Amitav Virmani** (46) holds a Master's degree in Business Administration in Marketing & General Management from University of North Carolina at Chapel Hill, NC and has 24 years of work experience. Amitav is Founder CEO, The Education Alliance, a non profit organisation based in India and works primarily as a facilitator of Public Private Partnerships in Education across the country. Prior to this Amitav was Country Director, Absolute Return for Kids (ARK), India, a UK based philanthropic co-operative founded in 2002.

He is actively involved in the capacity of Trustee/Director with various philanthropic organisations involving education, spirituality and children. He sits on the board of Central Square Foundation, AVPN India, Childrens Book Trust, CAPED and several other companies. Amitav is a member of the International Board of Advisors for Kenan Flagler Business School, UNC, Chapel Hill since 2010.

Mr. Amitav Virmani is Chairman of the Audit Committee and member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board and has no shareholding in the Company.

Details of his other Directorship and committee membership are as follows:

<b>Directorships in other companies</b>	<b>Committee Membership</b>
1. S.P. Virmani & Sons Pvt. Ltd.	-
2. Dhanpatmal Jawaladas Pvt. Ltd	-
3. Okara Flour & Genral Mills Ltd	-
4. Ramnarain Satyapaul Pvt. Ltd.	-
5. SRF Transnational Holdings Limited	Audit Committee Nomination & Remuneration Committee CSR Committee

Except Mr. Amitav Virmani, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommend the resolution for approval of the members.

**Mr. Mukul Khandelwal** (48) has done B.A.(Hons) in Economics from Shriram College of Commerce. He has been associated with garments business since 1993. He is currently running a buying agency dealing in garments and representing stores in Malaysia, Canada, Brazil, Austria, Switzerland and Australia.

Mr. Mukul Khandelwal is a member of the Audit Committee and Chairman of Nomination & Remuneration Committee of the Board and has no shareholding in the Company.

He is a Director of M.K. Collections Pvt. Ltd

Except Mr. Mukul Khandelwal, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

**Mr. Dharendra Datta** (71) is a qualified chartered accountant having an experience of 42 years.

Mr. Dharendra Datta is a member of the Audit Committee of the Company and has no shareholding in the Company.

Details of his other Directorship and committee membership are as follows:

Directorships in other companies	Committee Membership
KAMA Realty (Delhi) Limited	CSR Committee
Omar Milk Foods Private Limited	-
Summer Hill Nature Resorts India Pvt. Ltd	-
SRF Transnational Holdings Limited	Audit Committee* Nomination & Remuneration Committee* CSR Committee*

\* Chairman of the Committee

Keeping in view his vast experience in the field of Auditing, Accounting, and Taxation due to which he can provide able

guidance to the Board and its Committees in their discussions and deliberations, the Board do recommend his reappointment for a second term of five years as an Independent Director.

Except Mr Dharendra Datta, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

#### Important communication to members

The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Transfer agent M/s Karyv Computershare Pvt. Ltd.

**Route map of the venue of 18th Annual General Meeting of KAMA Holdings Limited to be held on Friday, September 28, 2018 at 11.00 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016**



## Board's Report

Dear Members,

Your Directors are pleased to present their eighteenth Annual Report on the business and operations of the Company and the statement of accounts for the year ended 31<sup>st</sup> March, 2018.

### FINANCIAL RESULTS

(Rs. Lakhs)

	2017-18	2016-17
Dividend and Other Income	3666.06	3608.68
<b>Profit Before Interest, Depreciation &amp; Tax (PBITD)</b>	3582.67	3547.42
Less: Interest & Finance Charges (Net)	-	-
Gross Profit	3582.67	3547.42
Less: Depreciation and amortization charge	-	-
<b>Profit before Tax (PBT)</b>	3582.67	3547.42
Less: Provision for Taxes (including provision for deferred tax)	11.47	0.86
<b>Net Profit after Tax (PAT)</b>	3571.20	3546.56
Add: Profit brought forward from previous year	24209.54	21734.23
<b>Surplus available for appropriation</b>	27780.75	25280.79

### Appropriations

Dividend on Preference Shares	-	103.36
Interim Dividend on Equity shares	967.89	967.89
Corporate tax on dividend	-	-
Amount transferred to General Reserve	-	-
<b>Profit carried to Balance Sheet</b>	26812.85	24209.54
<b>Total Appropriation</b>	27780.75	25280.79

### DIVIDEND

During the year, your Company has paid an interim dividend of Rs. 15 per equity share amounting to Rs. 967.89 Lakhs. No final dividend is recommended on Equity Shares.

Your Directors recommended payment of dividend on 8% Non-cumulative Redeemable Preference Shares.

### OPERATIONS REVIEW

Profit before Interest, Depreciation & Tax (PBITD) increased by 1.08% to Rs 3582.67 lakhs during 2017-18 from Rs 3547.42 lakhs during 2016-17. Profit after Tax increased by 0.78% to Rs. 3571.20 lakhs during 2017-18 from Rs 3546.56 lakhs during 2016-17 mainly on account of increase in Interest income.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2018, your company had the following subsidiaries :-

1. SRF Limited is a subsidiary of the Company engaged primarily in the manufacture of technical textiles, specialty chemicals, fluorochemicals and packaging films. It has five wholly owned subsidiaries out of which one wholly owned subsidiary is registered in India and remaining four are registered outside India. Two of these are direct wholly owned subsidiaries and the rest three are step down wholly owned subsidiaries of SRF Limited. The details of the business of these subsidiaries is more particularly given in the Annual Report of SRF Ltd. for 2017-18 which is available on the website [www.srf.com](http://www.srf.com)
2. SRF Transnational Holdings Ltd.(SRFT) is a registered non deposit taking NBFC engaged in the business of investment in shares and securities.
3. Shri Educare Ltd. (SEL) is a company engaged in the business of rendering assistance for establishing, managing and running of the schools including sub-licensing of copyrights, trademarks and software.
4. Shri Educare Maldives Pvt. Ltd. (SEMPL) is managing a school in a public-private partnership with Maldives Government.
5. KAMA Realty (Delhi) Ltd. (KRDL) is a company engaged in acquisition and rental of properties.
6. KAMA Real Estate Holdings LLP (KREHL) is a limited liability partnership between KAMA Realty (Delhi) Ltd. and Shri Educare Ltd. It is engaged primarily in acquisition and rental of properties.

The consolidated profit and loss account for the period ended March 31, 2018 includes the profit and accounts for these eleven subsidiaries for the complete financial year ended March 31, 2018

The consolidated financial statements of the Company prepared in compliance with applicable Accounting Standards and other applicable laws including all the above subsidiaries duly audited by the statutory auditors are presented in the Annual Report.

After the end of financial year 2017-18, a new wholly owned subsidiary by the name of SRF Europe Kft was incorporated by SRF Limited to undertake manufacture of packaging films in Hungary.

No other subsidiaries were divested or incorporated. No company has become/ceased to be a joint venture or associate during the year. A report on performance and financial position of each of the subsidiaries and associates is presented in a separate section in this Annual Report. Please refer (AOC-1) annexed to the financial statements in the Annual Report. The Policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link: [http://www.kamaholdings.com/Inv/Policy\\_MaterialSubsidiaryCompanies.pdf](http://www.kamaholdings.com/Inv/Policy_MaterialSubsidiaryCompanies.pdf)

The Company shall make available the annual accounts of the subsidiary companies to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the registered office of the Company and respective subsidiary companies. Further, the annual accounts of the subsidiaries are also available on the website of the Company viz. [www.kamaholdings.com](http://www.kamaholdings.com).

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

Ms. Vasvi Bharat Ram (DIN 00074849) is retiring at the forthcoming annual general meeting and being eligible offers herself for re-election.

Mr. Rajat Lakhanpal (DIN 00005664), Whole time Director, Chief Financial Officer and Company Secretary whose existing tenure as a Whole-time Director came to an end on 31<sup>st</sup> March 2018 was re-appointed by the Board for a term of five years w.e.f. 1<sup>st</sup> April 2018 subject to shareholders approval at this AGM.

The Members of the Company at the 14<sup>th</sup> Annual General Meeting held on September 2, 2014 had appointed Mr. Amitav Virmani, Mr. Dharendra Datta and Mr. Mukul Khandelwal as Independent Director(s) of the Company, whose term are due to expire on 31<sup>st</sup> March, 2019.

The Board has recommended the proposal for reappointment of Mr. Amitav Virmani, Mr. Dharendra Datta and Mr. Mukul Khandelwal for approval of the shareholders through special resolution(s) for a further period of 5 years w.e.f. 01.04.2019 to 31.03.2024.

Further, the Board had appointed Ms. Ira Gupta as an Additional Director (Independent) in its meeting held on May 30, 2018 and has recommended the members to appoint her as an Independent Director for their approval through ordinary resolution for a period upto 31.03.2023.

All the Independent Director(s) have submitted the declaration of meeting the criteria for independence as provided in section 149 (6) of the Companies Act, 2013 and Listing Regulations and are eligible for reappointment. They are also independent of the management.

Brief resumes of all the directors are given in the Notice of the 18<sup>th</sup> Annual General Meeting.

In accordance with the requirements of the Act and the Listing Regulations, the Company has formulated a Nomination, Appointment and Remuneration Policy. A copy of the Policy is enclosed as Annexure 1.

In accordance with the aforesaid Policy, the Nomination and Remuneration Committee (NRC) evaluates the performance of the Executive Director, Non- Independent non-executive Directors and Independent Directors. Board evaluates, its own performance on criteria like discharge of duties and responsibilities under the Companies Act, 2013 ("the Companies Act") and Listing Regulations, fulfilment of its role with respect to guiding corporate strategy, risk policy, business plans, corporate performance, monitoring company's governance practices etc. and number of meetings held during the year and the performance of its Committees on the criteria like fulfilment of role of the Committee with reference to its terms of reference, the Companies Act and the Listing Regulations and the number of committee meetings held during the year. Performance evaluation of individual Directors is done annually by the NRC as per the structure of performance evaluation prescribed in the Nomination, Appointment and Remuneration Policy.

NRC may recommend to the Board appropriate fees / commission to the non-executive directors for its approval. The Committee / Board shall inter alia, consider level of remuneration /commission payable by other comparable

companies, time devoted, experience, providing guidance on strategic matters and such other factors as it may deem fit.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link.

[http://www.kamaholdings.com/Inv/FamilizationIndependent\\_Directors.pdf](http://www.kamaholdings.com/Inv/FamilizationIndependent_Directors.pdf)

## **MEETINGS OF THE BOARD**

During the year 2017-18, five meetings of the Board of Directors were held. For further details, please refer to report on Corporate Governance on page no. 32 of this Annual Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, it is hereby confirmed:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- 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.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts/ arrangements/ transactions entered into by the Company during the financial year, with related parties, referred to in sub-section (1) of section 188 were in the ordinary course of business and on an arms' length basis and in accordance with the basis approved by the Audit Committee. During the year, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy on materiality of related party transactions.

Your Directors draw attention of the members to Note 18 to the notes to accounts forming part of the financial statements which sets out related party transaction disclosures.



**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Particulars of loans given, investments made, guarantees given and securities provided alongwith the purpose for which the loan or guarantee or security was proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 19 to the standalone financial statement).

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year, the Company was not required to undertake CSR obligations as it did not fulfill any of the criteria laid down under Section 135 of the Companies Act, 2013 and rules made thereunder.

**RISK MANAGEMENT**

The Company is a Core Investment Company within the meaning of Core Investment Companies (Reserve Bank) Directions, 2011

Investment business is always prone to various risks i.e. risk of capital market fluctuations, global developments, competition risk, interest rate volatility, economic cycles and political risks which can affect the fortunes of investment companies in both ways.

To manage these risks the Company is following a sound and prudent risk management policy. The aim of the policy is to minimize risk and maximize the returns.

In the opinion of your Board, none of the risks which have been identified may threaten the existence of the Company.

**INTERNAL FINANCIAL CONTROLS**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

**LISTING OF EQUITY SHARES**

KAMA's equity shares are listed at the BSE Limited.

**CORPORATE GOVERNANCE**

Certificate of the auditors of your Company regarding compliance of the conditions of corporate governance as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the report as Annexure II.

In compliance with the requirements of Regulation 17(8) of the aforesaid Regulations, a certificate from Whole Time Director, Chief Financial Officer and Company Secretary was placed before the Board.

All Board members affirmed compliance with the Code of Conduct for Board and Senior Management Personnel. A declaration to this effect duly signed by the Whole Time Director, Chief Financial Officer and Company Secretary is enclosed as a part of the Corporate Governance Report. A copy of the Code is also placed at the website of the Company ([www.kamaholdings.com](http://www.kamaholdings.com)).

**CONSOLIDATED FINANCIAL STATEMENT**

The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") and form part of the Annual Report and Accounts.

**AUDIT COMMITTEE**

The Audit Committee comprises of Independent Directors namely Mr. Amitav Virmani (DIN 02169955) (Chairman of the Committee), Mr. Mukul Khandelwal (DIN 00662822) and Mr. Dharendra Datta (DIN 02576649) as other members. All the recommendations made by the Audit Committee were accepted by the Board.

**ACCOUNTS AND AUDIT**

M/s. Luthra & Luthra LLP, Chartered Accountants, New Delhi (Registration No. 002081N) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 17<sup>th</sup> Annual General Meeting until the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company.

The observations of the Auditors are explained wherever necessary in appropriate notes to the accounts. The Auditors Report does not contain any qualification, reservation, adverse remark or disclaimer.

**VIGIL MECHANISM**

In compliance of provisions of the Companies Act, 2013 and Listing Regulations, the company has established a vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct.

The Vigil mechanism of the Company consists of Code of Conduct for Employees, Whistleblower Policy, Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Sr. Management Personnel. These taken together constitute the vigil mechanism through which Directors, employees and other stakeholders can voice their concerns. The Whistleblower Policy, Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Sr. Management Personnel can be accessed on the Company's website at the link <http://www.kamaholdings.com/InvCodesPolicies.aspx>.

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management discussion and analysis on matters as stipulated in Listing Regulations is given as a separate statement in the Annual report.

**SECRETARIAL AUDITOR**

The Board had appointed M/s Sanjay Grover & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018 is annexed herewith as Annexure III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**FIXED DEPOSITS**

Your company had discontinued acceptance/renewal of fixed deposits w.e.f. 1<sup>st</sup> April, 2009. As on 31<sup>st</sup> March, 2018, there are no deposits remaining unclaimed by depositors.

**PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, a statement showing the names and other particulars of the employees drawing remuneration required to be disclosed under the said rules are provided in Annexure IV.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are provided in Annexure V.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

As the Company is not carrying out any manufacturing activity, the disclosures as required under Section 134(3)(m) of the Companies Act, 2013 and the rules made thereunder have not been given.

**EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company is annexed herewith as Annexure VI.

**SECRETARIAL STANDARDS**

Applicable Secretarial Standards i.e. SS-1, SS-2 and SS-3, relating to 'Meeting of the Board of Directors', 'General Meetings' and Dividend respectively, have been duly followed by the Company.

**GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there was no transactions on these items during the year under review :-

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Whole-time Director, Chief Financial Officer and Company Secretary has not received any remuneration or commission from any of the Company's subsidiaries.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

As there are no women employees in the Company, the provisions of The Sexual Harassment of Women at Workplace (Prevention, prohibition and redressal) Act, 2013 are not applicable to the Company.

**ACKNOWLEDGEMENTS**

Your Directors acknowledge with gratitude the co-operation and assistance received from various stakeholders and statutory agencies. Your Directors thank the shareholders for their support.

**For and on behalf of the Board of Directors**  
**Kartik Bharat Ram**  
**Chairman**  
**(DIN 00008557)**

**Gurugram**  
**May 30, 2018**



**KAMA HOLDINGS LIMITED**  
**NOMINATION, APPOINTMENT AND REMUNERATION POLICY**

**A. Introduction**

This Policy on Nomination, Appointment and Remuneration of Directors and Key Managerial Personnel has been formulated in accordance with the provisions of Section 178 of the Companies Act, 2013 (the Act) and the Listing Regulations by the Nomination and Remuneration Committee of the Directors of the Company.

**B. Definitions**

Directors	Directors (other than Whole-time Director(s) appointed under the provisions of the Companies Act, 2013 and rules made thereunder.
Key Managerial Personnel	Whole-time Director(s), Chief Financial Officer and Company Secretary.

The terms "He" or "his" as mentioned in this Policy includes any gender.

**C. Terms of Reference**

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2014 reconstituted the existing Remuneration Committee of Directors as "Nomination and Remuneration Committee" of Directors (the Committee). The terms of reference of the Committee are as follows:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board
- Devising a policy on Board diversity.
- Formulation of policies for remuneration to Directors, Key Managerial Personnel, Sr. Management Personnel and functional heads and Other Employees.
- Identification and recommendation to Board of persons who are qualified to become Directors, Key Managerial Personnel, Sr. Management Personnel and functional heads in accordance with the criteria laid down.
- Recommend to the Board on appointment and removal of Directors, Key Managerial Personnel, Sr. Management Personnel and functional heads.
- Evaluation of the performance of Directors (other than independent directors).
- Evaluation of the performance of independent directors and make recommendations to Board.
- To develop a succession plan for the Directors, Key Managerial Personnel and Sr. Management Personnel and regularly review the plan.
- Formulation of criteria for making payment to non-executive Directors.

**D. Criteria for recommending a person to become Director**

The Committee shall take into consideration the following criteria of qualification, positive attributes and independence for recommending to the Board for appointment of a Director:-

**1. Qualification & Experience**

The incumbent shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.

**2. Attributes/Qualities**

The incumbent Director shall possess one or more of the following attributes/qualities :-

- Respect for and strong willingness to imbibe the Company's Core Values.
- Honesty and Professional integrity.
- Strategic capability with business vision.
- Entrepreneurial spirit and track record of achievement.
- Ability to be independent
- Capable of lateral thinking.
- Reasonable financial expertise.

- Association in the fields of business/corporate world/Finance/education/community service/Chambers of Commerce & industry.
  - Effective review and challenge to the performance of management.
3. In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the provisions of the Act, Listing Regulations and other applicable laws and regulations.
  4. The incumbent should not be disqualified for appointment as a Director pursuant to the provisions of the Act or other applicable laws & regulations.

#### **E. Directors' Compensation**

The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Regulations and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval by the Board.

The Committee will recommend to the Board appropriate fees / commission to the non-executive directors for its approval. The Committee / Board shall inter alia, consider level of remuneration /commission payable by other comparable companies, time devoted, experience, providing guidance on strategic matters and such other factors as it may deem fit.

#### **F. Evaluation**

The Committee will review the performance of Directors as per the structure of performance evaluation.

Performance evaluation of Executive Directors, Non-executive Directors, Independent Directors, Board as a whole, Board Committees and their members and Chairman shall be carried out in following manner:

- a) **Performance evaluation of all individual Directors:** It shall be done annually by the Nomination and Remuneration Committee (NRC) as per the structure of performance evaluation (as per Annexure I & II). The outcome of the evaluation shall be shared by the Chairman of NRC with the Board.
- b) **Performance evaluation of Independent Directors:** It shall be done, annually and at the time of their re-appointment, by NRC for deciding whether to extend or continue the term of appointment of independent directors. Based upon the recommendations of the NRC, the Board of Directors shall decide to continue their appointment or consider them for reappointment.

The performance evaluation of independent directors, in addition to feedback received from NRC, shall be done by the entire Board of Directors, excluding the director being evaluated as per the structure of performance evaluation (as per Annexure II).

- c) **Performance evaluation of the Board of Directors:** Board shall evaluate its own performance on criteria like discharge of duties and responsibilities under the Companies Act and Listing Regulations, fulfillment of its role with respect to guiding corporate strategy, risk policy, business plans, corporate performance, monitoring company's governance practices etc. and number of meetings held during the year as specified in annexure III (Part - A).
- d) **Performance evaluation of Board Committees:** The Board shall review the performance of all its committees annually on criteria for evaluation as specified in annexure III (Part - B).
- e) **Performance evaluation by independent directors at their separate meeting :** The Independent Directors in their separate meeting shall review performance of non-independent directors, Board as a whole, the Chairman of the company, taking into account the views of executive directors and non-executive directors;

The Chairman of meeting of Independent Directors or one selected by independent Directors shall share outcome of their abovementioned evaluations with the Chairman of the Board.

Chairman of the Board shall be responsible for giving feedback as and when required as a result of performance evaluation above and guide on preparation of a suitable action plan, if required.

#### **G. Board Diversity**

The Committee will review from time to time Board diversity to bring in professional experience in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy, education, community service and human resource management in the Company. The Committee will keep succession planning and Board diversity in mind in recommending any new name of Director for appointment to the Board.

#### **H. Eligibility criteria & Remuneration of Key Managerial Personnel, Senior Management Personnel and Functional Heads and other Employees**

The eligibility criteria for appointment of key managerial personnel shall be in accordance with the job description of the relevant position.

The remuneration structure for Key Managerial Personnel, shall be as per the Company's remuneration structure taking into account factors such as level of experience, qualification, performance and suitability which shall be reasonable and sufficient to attract, retain and motivate them.

The remuneration may consist of fixed and incentive pay/retention bonus reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The remuneration for the Employees other than Key Managerial Personnel is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions and his/her last drawn remuneration in the previous organization.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the respective reporting managers/HODs of various departments. Decision on annual increments shall be made on the basis of this appraisal. The remuneration would be benchmarked intermittently with a basket of identified companies comparable to the Company.

The remuneration may consist of fixed and incentive pay/retention bonus reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The aforesaid Key Managerial Personnel, Senior Management Personnel, Functional Heads and Other Employees may also be provided any facility, perquisites, commission, accommodation, interest free loans or loans at concessional rate in accordance with the policies framed for them or any category thereof.

However loan to the Directors who are KMPs shall be governed by such approvals as may be required by the Companies Act, 2013.

## Annexure I

### **Performance Evaluation of Executive Directors** **Financial Year/Period : .....**

**Name of Director :**

**Type of Directorship : Executive Director**

**Assessment of the following Roles/Attributes as performed by or observed in the Director whose performance is under evaluation :**

S. No.	Role/Attribute	Remarks (Y/N)
1.	Attendance and participation in meetings of the Board of Directors and of the Board Committees	
2.	Advises on implementation of good corporate governance practices.	
3.	Exercised his/her duties with due & reasonable care, skill and diligence.	
4.	Acted in good faith and in the best interests of the Company towards promotion of interest of the stakeholders.	
5.	Conduct in compliance with the policies of the Company viz. Code of Conduct, Code of Conduct for Prevention of Insider Trading, Whistleblower Policy etc.	
6.	Ensures compliance with applicable laws/ statutory obligations in the functioning of the Company.	
7.	Enhances Brand Equity	
8.	Encourages new initiatives/expansion/innovation	
9.	Encourages adherence to the principles of Quality, Cost, Delivery and Safety (QCDS)	
10.	Resolves Investor complaints	
11.	Ensures talent retention	
12.	Encourages awards & recognitions	
	Overall Performance (Remarks)	

**Name of Director :** .....

**Signature :** .....

**Date & Place :** .....

**Performance Evaluation of Independent Directors/ Non-Executive Directors**
**Financial Year/Period : .....**
**Name of Director :**
**Type of Directorship : Independent Directors/ Non-Executive Director**
**Assessment of the following Roles/Attributes as performed by or observed in the Key Managerial Personnel as a team whose performance is under evaluation :**

S. No.	Role/Attribute	Remarks (Y/N)
1.	Attendance and participation in meetings of the Board of Directors and of the Board Committees	
2.	Advises on implementation of good corporate governance practices.	
3.	Independent in judgement and actions	
4.	Exercised his/her duties with due & reasonable care, skill and diligence.	
5.	Acted in good faith and in the best interests of the Company towards promotion of interest of the stakeholders.	
6.	Conduct in compliance with the policies of the Company viz. Code of Conduct, Code of Conduct for Prevention of Insider Trading, Whistleblower Policy etc.	
	Overall Performance (Remarks)	

**Name of Director :** .....

**Signature :** .....

**Date & Place :** .....

**CRITERIA FOR EVALUATION OF THE BOARD OF DIRECTORS**
**A:**

Performance of	Evaluation Criteria
Board as a whole	<ul style="list-style-type: none"> <li>Discharge of duties and responsibilities under the Companies Act and Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>Fulfilment of role of the Board (for instance guiding corporate strategy, risk policy, business plans, corporate performance, monitoring company's governance practices etc.).</li> <li>Number of Board Meetings held during the year.</li> </ul>

**B:**

Performance of	Evaluation Criteria
Board Committees	<ul style="list-style-type: none"> <li>Fulfilment of role of the Committee with reference to its terms of reference, the Companies Act and the Listing Regulations.</li> <li>Number of Committee Meetings held during the year.</li> </ul>

**For and on behalf of the Board of Directors**
**Kartik Bharat Ram**  
**Chairman (DIN 00008557)**
**Gurugram**  
**May 30, 2018**

**TO THE MEMBERS OF  
KAMA HOLDINGS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT ON CORPORATE GOVERNANCE**

### **Independent Auditors' Report on Corporate Governance**

1. This report is issued in accordance with the terms of our engagement with Kama Holdings Limited ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### **Managements' Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### **Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this report and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Naresh Agrawal  
Partner  
M.No: 504922

Place: New Delhi  
Date : May 30, 2018

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**Kama Holdings Limited**  
(CIN: L92199DL2000PLC104779)  
The Galleria, DLF Mayur Vihar,  
Unit No. 236 & 237, 2<sup>nd</sup> Floor, Mayur Place,  
Mayur Vihar Phase-I Extension, New Delhi-110091.

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

**We report that-**

- a) 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.
- b) 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.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) 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.

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 31<sup>st</sup> March, 2018 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations 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, 2015;
  - (c) \*The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) \*The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
  - (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;
- (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- \*No event took place under these regulations during the audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India with which the company has generally complied with.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above.

- (vi) The Company is carrying on the business of investment in the shares of the group companies. As informed by the management, Master Circular on Regulatory Framework for Core Investment Companies (CICs) of Reserve Bank of India (RBI) is applicable on the Company, however, the Company is not required to register as CIC-ND-SI with the RBI as the Company is not accessing any public funds.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the audit period.

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

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No. P2001DE052900

New Delhi  
May 30, 2018

#### Annexure IV to the Board's Report

#### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S. No.	Name	Age	Designation	Remuneration (Rs. in Lakhs)	Qualification	Exp. (In Years)	Date of Joining	Last Employment
1.	Rajat Lakhanpal	45	Whole-time Director, Chief Financial Officer & Company Secretary	49.20	B.Com, ACS, LLB	19	1.4.2002	SRF Ltd.

Note : 1. Remuneration comprises salary, bonus, allowances, perquisites, leave encashment, retention pay and Company's contribution to Provident Fund and Gratuity. 2. All appointments are contractual in nature. 3. There are no employees in the services of the Company within the category covered by Section 197(12) read with rule 5(2)(i) to (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. 4. Mr. Rajat Lakhanpal, Whole-time Director, Chief Financial Officer & Company Secretary is not related to any other Director of the Company.

For and on behalf of the Board of Directors

Kartik Bharat Ram  
Chairman  
(DIN 00008557)

Gurugram  
May 30, 2018

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Whole Time Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 are as under:

S. N.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2017-18 (Rs./Lakhs)	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr Rajat Lakhanpal (Whole Time Director, Chief Financial Officer & Company Secretary)	49.20	14.44	1.00
2	Mr Kartik Bharat Ram (Non-Executive Chairman, & Promoter)	0.28	12.00	0.006
3	Mr Mukul Khandelwal (Non-Executive Independent Director)	0.20	0.00	0.004
4	Mr Amitav Virmani (Non-Executive Independent Director)	0.45	12.50	0.009
5	Mr Dharendra Datta (Non-Executive Independent Director)	0.25	13.64	0.005
6	Ms Vasvi Bharat Ram (DIN 00074849) (Non-Executive Director, & Promoter)	0.32	(3.03)	0.007

- (ii) The median remuneration of employees of the Company as on 31<sup>st</sup> March 2018 was Rs. 49.20 Lakhs as compared to Rs. 43.00 Lakhs as on 31<sup>st</sup> March, 2017. The increase in median remuneration was 14.44% as compared to 2016-17.
- (iii) There was one permanent employee on the rolls of the Company as on March 31, 2018.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Mr. Rajat Lakhanpal, Whole time Director, Chief Financial Officer & Company Secretary is the only employee of the Company. Hence, this is not applicable.

- v) It is hereby affirmed that the remuneration paid is as per the Nomination, Appointment and Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

**Kartik Bharat Ram**  
**Chairman**  
**(DIN 00008557)**

**Gurugram**  
**May 30, 2018**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2018

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

<b>I.</b>	<b>REGISTRATION AND OTHER DETAILS</b>	
i)	CIN	L92199DL2000PLC104779
ii)	Registration Date	28 <sup>th</sup> March, 2000
iii)	Name of the Company	KAMA Holdings Limited
iv)	Category/Sub-category of the Company	Public Company/Limited by shares
v)	Address of the Registered Office and contact details	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091 Tel : +91 11 49482870 Fax: +91 11 49482900
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower-B Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad 500 032 Tel No.: +91 040 6716 2222 Fax No. : +91 040 2300 1153 E-mail : <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a>
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
	All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	As per Attachment B
<b>IV.</b>	<b>SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
i)	Category-wise Share Holding	As per Attachment C
ii)	Shareholding of Promoters	As per Attachment D
iii)	Change in Promoter's Shareholding	As per Attachment E
iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V.</b>	<b>INDEBTEDNESS</b>	There is no indebtedness of the Company, including interest outstanding/accrued but not due for payment, as on 31 March, 2018
<b>VI.</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
i)	Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment H
ii)	Remuneration to other Directors	As per Attachment I
iii)	Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	There is no Key Managerial Personnel other than Mr. Rajat Lakanpal, Whole Time Director, Chief Financial Officer & Company Secretary
<b>VII.</b>	<b>PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>	As per Attachment J

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

All the business activities contributing 10% or more of the total turnover of the Company are given below :-

S. No.	Name and Description of main products /services	NIC Code of the product/ service *	% to total turnover of the Company
1.	Activities of Holdings Companies	642	98.36%

\*As per National Industrial Classification- Ministry of Statistics and Programme Implementation.

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

S. N.	Name of Company	Address of Company	CIN/GLN	Holding /Subsidiary /Associate	% of shares held	Applicable Section
1.	SRF Limited	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	L18101DL1970PLC005197	Subsidiary	52.33	2(87)(ii)
2.	SRF Transnational Holdings Ltd	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	U65993DL1984PLC196620	Subsidiary	100.00	2(87)(ii)
3.	KAMA Realty (Delhi) Ltd.	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	U70101DL2007PLC160735	Subsidiary	100.00	2(87)(ii)
4.	Shri Educare Ltd	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	U80903DL2008PLC183146	Subsidiary	100.00	2(87)(ii)
5.	Shri Educare Maldives Pvt. Ltd	Ghiyasuddin International School, Ameene Male', Maldives	N.A.	Subsidiary	100.00	2(87)(ii)
6.	SRF Global B.V.	Atrium Buiding, 8 <sup>th</sup> Floor, Strawinskylaan, 3127, 10772X, Amsterdam, The Netherlands	N.A.	Subsidiary	52.33	2(87)(ii)
7.	SRF Industries (Thailand) Ltd.	3, Map to Phut Industrial Estate, I -1 Road, Amphur Muang, P.O. Box – 61, Rayong Province, Thailand	N.A.	Subsidiary	52.33	2(87)(ii)
8.	SRF Flexipak (South Africa) (Pty) Ltd.	5, Eddie Hagan Drive, Cato Ridge, KwaZulu-Natal, South Africa	N.A.	Subsidiary	52.33	2(87)(ii)
9.	SRF Industex Belting (Pty) Ltd.	5, Eddie Hagan Drive, Cato Ridge, KwaZulu-Natal, South Africa	N.A.	Subsidiary	52.33	2(87)(ii)
10.	SRF Holiday Home Ltd.	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	U45200DL2006PLC156147	Subsidiary	52.33	2(87)(ii)
11.	KAMA Real Estate Holdings LLP	The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091	AAH-9970	Subsidiary	100.00	2(87)(ii)

**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 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	4839446	0	4839446	75.00	4839446	0	4839446	75.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp	0	0	0	0.00	6	0	6	0	0
e) Banks / FI	0	0	0	0.00	0	0	0	0	0
f) Any Other	0	0	0	0.00	0	0	0	0	0
Sub-total(A)(1):-	<b>4839446</b>	<b>0</b>	<b>4839446</b>	<b>75.00</b>	<b>4839452</b>	<b>0</b>	<b>4839452</b>	<b>0</b>	<b>0</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
h) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i)Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
j)Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
k) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):-	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	372	667	1039	0.02	25372	667	26039	0.40	0.39
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	486	0	486	0.01	4496	0	4496	0.07	0.06
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	<b>858</b>	<b>667</b>	<b>1525</b>	<b>0.02</b>	<b>29868</b>	<b>667</b>	<b>30535</b>	<b>0.47</b>	<b>0.45</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.	420261	3172	423433	6.56	500953	3199	504152	7.81	1.25
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	395793	87788	483581	7.49	329562	83453	413015	6.40	(1.09)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	58396	0	58396	0.90	23510	0	23510	0.36	(0.54)
c) Others (Specify)									
(i) Clearing Members	2347	0	2347	0.04	1527	0	1527	0.02	(0.01)
(ii) Non-Resident Indians	637449	248	637697	9.88	634887	248	635135	9.84	(0.04)
(iii) NRI Non-Repatriation	5492	0	5492	0.09	4576	0	4576	0.07	(0.01)

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(iv) Overseas Corporate Bodies	0	292	292	0.00	0	292	292	0.00	0.00
(v) Trusts	406	0	406	0.01	406	0	406	0.01	0.00
Sub-total (B)(2)	1520144	91500	1611644	24.98	1495421	87192	1582613	24.53	(0.45)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1521002	92167	1613169	25.00	1525289	87859	1613148	25.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>6360448</b>	<b>92167</b>	<b>6452615</b>	<b>100.00</b>	<b>6364741</b>	<b>87859</b>	<b>6452600</b>	<b>100.00</b>	

**ATTACHMENT D**
**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 01.04.2017			Shareholding at the end of the year - 31.03.2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	Mr. Arun Bharat Ram jointly with Mr. Ashish Bharat Ram jointly with Mr. Kartik Bharat Ram	12,09,863	18.75	0.00	12,09,863	18.75	0.00	0.00
	Mr. Arun Bharat Ram jointly with Mr. Kartik Bharat Ram jointly with Mr. Ashish Bharat Ram	12,09,863	18.75	0.00	12,09,863	18.75	0.00	0.00
	Mr. Ashish Bharat Ram jointly with Mr. Kartik Bharat Ram	12,09,860	18.75	0.00	12,09,860	18.75	0.00	0.00
	Mr. Kartik Bharat Ram jointly with Mr. Ashish Bharat Ram	12,09,860	18.75	0.00	12,09,860	18.75	0.00	0.00
	Karmav Real Estate Holdings LLP	-	-	-	2	0.00	0.00	0.00
	Karm Farms LLP	-	-	-	2	0.00	0.00	0.00
	Srishti Westend Greens Farms LLP	-	-	-	2	0.00	0.00	0.00
	<b>Total</b>	<b>48,39,446</b>	<b>75.00</b>	<b>0.00</b>	<b>48,39,452</b>	<b>75.00</b>	<b>0.00</b>	<b>0.00</b>

**ATTACHMENT E**
**iii. Change in Promoters' Shareholding**

Sr. No	Shareholder's Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Karmav Real Estate Holdings LLP	Nil	0.00	01-Apr-17			Nil	0.00
				29-Sep-17	2	Purchase	2	0.00
		2	0.00	31-Mar-18			2	0.00
2	Karm Farms LLP	Nil	0.00	01-Apr-17			Nil	0.00
				29-Sep-17	2	Purchase	2	0.00
		2	0.00	31-Mar-18			2	0.00
3	Srishti Westend Greens Farms LLP	Nil	0.00	01-Apr-17			Nil	0.00
				29-Sep-17	2	Purchase	2	0.00
		2	0.00	31-Mar-18			2	0.00



**iv. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No	Shareholder's Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	IL AND FS TRUST CO LTD	392583	6.08	01-Apr-17			392583	6.08
				07-Apr-17	3957	Transfer	396540	6.15
				14-Apr-17	1251	Transfer	397791	6.16
				21-Apr-17	3123	Transfer	400914	6.21
				28-Apr-17	1431	Transfer	402345	6.24
				05-May-17	10074	Transfer	412419	6.39
				12-May-17	11256	Transfer	423675	6.57
				19-May-17	1799	Transfer	425474	6.59
				26-May-17	1938	Transfer	427412	6.62
				02-Jun-17	701	Transfer	428113	6.63
				09-Jun-17	1269	Transfer	429382	6.65
				16-Jun-17	638	Transfer	430020	6.66
				23-Jun-17	1116	Transfer	431136	6.68
				30-Jun-17	780	Transfer	431916	6.69
				07-Jul-17	1529	Transfer	433445	6.72
				14-Jul-17	798	Transfer	434243	6.73
				21-Jul-17	65	Transfer	434308	6.73
				28-Jul-17	1617	Transfer	435925	6.76
				04-Aug-17	313	Transfer	436238	6.76
				11-Aug-17	3376	Transfer	439614	6.81
				18-Aug-17	4444	Transfer	444058	6.88
				25-Aug-17	600	Transfer	444658	6.89
				01-Aug-17	3863	Transfer	448521	6.95
				08-Sep-17	3567	Transfer	452088	7.01
				15-Sep-17	1568	Transfer	453656	7.03
				22-Sep-17	100	Transfer	453756	7.03
				29-Sep-17	271	Transfer	454027	7.04
				13-Oct-17	81	Transfer	454108	7.04
				20 Oct-17	829	Transfer	454937	7.05
				27-Oct-17	824	Transfer	455761	7.06
				31-Oct-17	220	Transfer	455981	7.07
				03-Nov-17	240	Transfer	456221	7.07
				10-Nov-17	518	Transfer	456739	7.08
				17-Nov-17	744	Transfer	457483	7.09
				24-Nov-17	547	Transfer	458030	7.10
				01-Dec-17	1242	Transfer	459272	7.12

Sr. No	Shareholder's Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
				08-Dec-17	275	Transfer	459547	7.12
				15-Dec-17	555	Transfer	460102	7.13
				22-Dec-17	1679	Transfer	461781	7.16
				29-Dec-17	515	Transfer	462296	7.16
				05-Jan-18	2941	Transfer	465237	7.21
				12-Jan-18	393	Transfer	465630	7.22
				19-Jan-18	1129	Transfer	466759	7.23
				26-Jan-18	418	Transfer	467177	7.24
				02-Feb-18	240	Transfer	467417	7.24
				09-Feb-18	1308	Transfer	468725	7.26
				16-Feb-18	1957	Transfer	470682	7.29
				23-Feb-18	2614	Transfer	473296	7.33
				02-Mar-18	476	Transfer	473772	7.34
				09-Mar-18	51	Transfer	473823	7.34
				16-Mar-18	2336	Transfer	476159	7.38
				23-Mar-18	864	Transfer	477023	7.39
				30-Mar-18	1866	Transfer	478889	7.42
		478889	7.42	31-Mar-18			478889	7.42
2	KESWANI HARESH	314,861	4.88	1-Apr-17			314861	4.88
				26-May-17	155	Purchase	315016	4.88
				23-Jun-17	155	Sale	314861	4.88
				16-Mar-18	38	Purchase	314899	4.88
		314,861	4.88	31-Mar-18			314899	4.88
3	RICKY ISHWARDAS KIRPALANI	310,157	4.81	1-Apr-17				
		310,157	4.81	31-Mar-18	-		310,157	4.81
4	AXIS BANK LIMITED	25000	0.39	1-Apr-17			25000	0.39
		25000	0.39	31-Mar-18	-	-	25000	0.39
5	KAVI KAPUR	22550	0.35	1-Apr-17			22550	0.35
				07-Apr-17	20	Transfer	22570	0.35
				14-Apr-17	15	Transfer	22585	0.35
				21-Apr-17	700	Transfer	23285	0.36
				28-Apr-17	50	Transfer	23235	0.36
				05-May-17	20	Transfer	23255	0.36
				19-May-17	45	Transfer	23300	0.36
				26-May-17	1015	Transfer	22285	0.35
				30-Jun-17	100	Transfer	22185	0.34
				14-Jul-17	100	Transfer	22285	0.35
				04-Aug-17	931	Transfer	23216	0.36

Sr. No	Shareholder's Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
				01-Sep-17	100	Transfer	23116	0.36
				27-Oct-17	105	Transfer	23221	0.36
				10-Nov-17	38	Transfer	23259	0.36
				22-Dec-17	20	Transfer	23279	0.36
				26-Jan-18	175	Transfer	23454	0.36
				02-Feb-18	10	Transfer	23464	0.36
				09-Feb-18	46	Transfer	23510	0.36
		23510	0.36	31-Mar-18			23510	0.36
6	SAMEER GUPTA	7800	0.12	1-Apr-17				
		7800	0.12	31-Mar-18	-	-	7800	0.12
7	BIPIN KOCHAR	7437	0.12	1-Apr-17			7437	0.12
				26-Jan-18	1	Transfer	7436	0.12
				09-feb-18	21	Transfer	7457	0.12
				02-March-18	16	Transfer	7441	0.12
				30-March-18	300	Transfer	7741	0.12
		7741	0.12	31-Mar-18	-	-	7741	0.12
8	U P STATE INDUSTRIAL DEVELOPMENT CORPORATION LIMIT	6665	0.10	1-Apr-17				
		6665	0.10	31-Mar-18	-	-	6665	0.10
9	URMIL BATRA	6332	0.10	1-Apr-17				
		6332	0.10	31-Mar-18	-	-	6332	0.10
10	RUPA MUKESH BHAYANI	6100	0.09	1-Apr-17				
		6100	0.09	31-Mar-18	-	-	6100	0.09

**ATTACHMENT G**
**v. Shareholding of Directors and Key Managerial Personnel**

Sr. No	Shareholder's Name	Shareholding		Date	Increase/Decrease in Shareholding No. of Shares	Reason	Cumulative Holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Mr. Kartik Bharat Ram jointly with Mr. Ashish Bharat Ram	12,09,860	18.75	01-Apr-17 31-Mar-18	0	Nil movement during the year	12,09,860	18.75

**V. INDEBTEDNESS**

There is no indebtedness of the Company, including interest outstanding/accrued but not due for payment, as on 31 March, 2018

**ATTACHMENT H**
**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**i. Remuneration to Managing Director, Whole-time Director and/or Manager**

(Rs./Lakhs)

S. No.	Particulars of Remuneration	Name of MD/WT/Manager	Total Amount
		Mr. Rajat Lakhanpal, Whole Time Director, Chief Financial Officer and Company Secretary	
1	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	44.08	44.08
	b) Value of perquisites u/s 17(2) of the Income – tax Act, 1961	1.48	1.48
	c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- As % of profit	-	-
	- Others	-	-
5	Others	3.81	3.81
	<b>TOTAL (A)</b>	<b>49.37</b>	<b>49.37</b>
	Ceiling as per the Act	Rs. 179.13 Lakhs (being 5% of the net profits of the Company calculated as per Section 197 of the Companies Act, 2013)	

**ATTACHMENT I**
**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**ii Remuneration to other Directors**

(Rs./Lakhs)

S. No.	Particulars of Remuneration	Kartik Bharat Ram	Mukul Khandelwal	Amitav Virmani	Dhirendra Datta	Vasvi Bharat Ram	Total
1	Independent Directors						
	-Fee for attending Board / committee meetings	-	0.20	0.45	0.25	-	<b>0.90</b>
	-Commission	-	-	-	-	-	-
	-Others	-	-	-	-	-	-
2	Other Non-Executive Directors						
	-Fee for attending Board / committee meetings	0.28	-	-	-	0.32	<b>0.60</b>
	-Commission	-	-	-	-	-	-
	-Others	-	-	-	-	-	-
	<b>TOTAL (B)=(1+2)</b>	<b>0.28</b>	<b>0.20</b>	<b>0.45</b>	<b>0.25</b>	<b>0.32</b>	<b>1.50</b>
	Ceiling as per the Act	Rs. 35.83 Lakhs (being 1% of the net profits of the Company calculated as per Section 197 of the Companies Act, 2013)					
	<b>TOTAL MANAGERIAL REMUNERATION*</b>	<b>50.87</b>					
	Overall Ceiling as per the Act	Rs. 394.09 Lakhs (being 11% of the net profits of the Company calculated as per Section 197 of the Companies Act, 2013)					

\* Total remuneration to Whole-time Director, Chief Financial Officer and Company Secretary and other Directors.

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/ compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
COMPANY					
Penalty	NIL				
Punishment					
Compounding					
DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year the Company had earned income by way of dividend and interest income aggregating to Rs. 3666.06 lakhs. Net profit for the year amounted to Rs. 3571.20 lakhs as compared to Rs. 3546.56 lakhs in the previous year. The share capital of the company as on 31st March, 2018 stood at Rs. 1937.20 lakhs and Reserves and Surplus at Rs. 52342.89 lakhs (including capital reserve of Rs. 20345.06 lakhs).

In FY 2017-18, India's economic performance remained resilient. The introduction of the landmark Goods and Services Tax (GST) brought in some uncertainties as businesses adjusted to the new regime. This however, did not take long, and from the fourth quarter onwards, signs of growth returning were evident. Further, the International Monetary Fund (IMF) expects economic activity to strengthen through 2018 in both advanced economies as well as the emerging markets.

### OUTLOOK

#### Major Activities

The Company is a Core Investment Company (CIC) within the meaning of Core Investment Companies (Reserve Bank) Directions, 2011 which does not require registration with Reserve Bank of India under the said Directions.

SRF Limited is a subsidiary of the Company which is a chemical based multi-business entity engaged in the manufacturing of industrial and specialty intermediates. It is widely recognized and well respected for its R&D capabilities globally, especially in the niche domain of chemicals. SRF Limited is a market leader in most of its business segments in India and commands a significant global presence in most of its businesses. It has operations in three countries namely, India, Thailand, South Africa and now in Hungary also and commercial interests in more than seventy-five countries. SRF Limited classifies its main businesses as Technical Textiles Business (TTB), Chemicals & Polymers Business (CPB) and Packaging Films Business (PFB).

The Company has five wholly owned subsidiaries viz. KAMA Realty (Delhi) Ltd. which is a company engaged in the business of acquisition and renting of properties. Shri Educare Ltd. which is engaged in the field of education, Shri Educare Maldives Pvt. Ltd. (a Wholly owned subsidiary of Shri Educare Ltd.) having a public private partnership with Government of Maldives for management of a Government School. SRF Transnational Holdings Ltd., a registered non-deposit taking NBFC engaged in the business of investment in shares and other securities and KAMA Real Estate Holdings LLP, a limited liability partnership between KAMA Realty (Delhi) Ltd. and Shri Educare Ltd.

The Company would continue to consolidate its stake in SRF and the aforesaid subsidiaries.

### Future Prospects

#### SRF Ltd. and its subsidiaries

The business prospects of SRF Ltd. and its subsidiaries has been discussed in the Management Discussion and Analysis forming part of the Directors' Report of that company in the Annual Report for 2017-18 which is available on its website [www.srf.com](http://www.srf.com).

#### Other subsidiaries

##### Shri Educare Ltd. (SEL)

During the year, SEL added 6 (six) K-12 schools in Gurugram, Dwarka Express Way, Mumbai, Palava & Panchkula and 2 (two) pre-schools in Palam Vihar & Dwarka Express Way to the portfolio of schools being managed by SEL.

Going forward, SEL plans to continue to expand in the school consultancy vertical, where the demand for quality schools, both in India and abroad, continues to be high. SEL plans to leverage this demand and plan to increase the number of schools under consultancy by at least five in 2018-19.

During the year, SEL has earned a revenue of Rs. 1460.97 lakhs mainly on account of project management fees and student fees and a profit after tax of Rs. 132.95 lakhs (including Deferred Tax and MAT Credit).

##### Shri Educare Maldives Pvt. Ltd. (SEMP)

SEMP has been managing a school under a public-private partnership with Maldives Government. This school is now a financially self-sufficient school and this has been possible because the school has managed to establish itself as one of the best school in Maldives.

During 2017-18, SEMPL earned a revenue of Rs. 1668.20 lakhs mainly on account of tuition fees and made a Profit of Rs. 129.51 lakhs.

##### KAMA Realty (Delhi) Ltd. (KRDL)

KRDL is a company engaged in acquisition and rental of properties. During 2017-18, KRDL has earned a revenue of Rs. 862.54 lakhs mainly on account of rental and interest income and profit after tax of Rs. 426.72 lakhs.

##### SRF Transnational Holdings Ltd. (SRFT)

SRFT is a registered non deposit taking NBFC engaged in the business of investment in shares and securities. During 2017-18, SRFT has earned a revenue of Rs. 1300.97 lakhs mainly on account of interest income and profit on sale of investments and profit after tax of Rs. 778.37 lakhs.

##### KAMA Real Estate Holdings LLP (KREHL)

KREHL is a limited liability partnership between KAMA Realty (Delhi) Ltd. and Shri Educare Ltd. It is engaged primarily in acquisition and rental of properties. During 2017-18, KREHL has earned a revenue of Rs. 25.94 lakhs mainly on account of dividend income and incurred loss of Rs. 16.07 lakhs.



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**OPPORTUNITIES AND THREATS**

The Company holds significant investment in shares of SRF Ltd. The value of these investments is dependent on the performance of the investee company.

**RISKS AND CONCERNS**

The Company is mainly exposed to the risk of reduction in value of investments in shares of SRF Ltd. due to fall in the share price and Investee Company's performance.

**HUMAN RESOURCES**

Employee relations continued to remain cordial during the year under review. As on March 31, 2018, there was one (1) employee who is a Key Managerial Personnel of the Company.

**ADEQUACY OF INTERNAL CONTROL SYSTEM**

Your Company's internal control systems and procedures are commensurate with the size of operations and adequate enough to meet the objectives of efficient use and safeguarding of assets, compliance with statutes, policies and procedures and proper recording of transactions.

**CAUTIONARY STATEMENT**

The Statement in this Management Discussion and Analysis Report describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

## REPORT ON CORPORATE GOVERNANCE-2018

### Philosophy of the Company on Corporate Governance

For KAMA Holdings Limited (KAMA), good corporate governance means adoption of best practices to ensure that the Company operates not only within the regulatory framework, but is also guided by broader business ethics. The adoption of such corporate practices — based on transparency and proper disclosures — ensures accountability of the persons in charge

of the Company and brings benefits to investors, customers, creditors, employees and the society at large.

### Board of Directors

#### Composition of the Board

As on 31 March 2018, KAMAs' Board consisted of six Directors. One Director is executive of the Company, three are independent and two are non-executive promoters. Table 1 gives the details of the Board during the year 2017-18

**Table 1: Composition of the Board of Directors of KAMA Holdings Ltd.**

Sl. No.	Name of Director	Category of Director	No. of other Directorships* (other than KAMA)	No. of Board-level Committees where chairperson or member (including KAMA)	
				Chairperson	Member
1	Mr Kartik Bharat Ram	Non-Executive Chairman, promoter	2	-	5
2	Mr Rajat Lakhanpal	Executive	1	-	2
3	Mr Mukul Khandelwal	Independent	-	1	1
4	Mr Amitav Virmani	Independent	2	1	5
5	Mr Dharendra Datta	Independent	2	3	1
6	Ms Vasvi Bharat Ram	Non- Executive, promoter	-	1	2

Mr. Kartik Bharat Ram and Ms. Vasvi Bharat Ram are related to each other.

\* Directorship in Foreign companies, Indian private limited companies and companies under Section 8 of the Companies Act, 2013 are not included.

### Independent Directors on the Board are Non-Executive Directors

Our definition of 'Independence' of Directors is derived from Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than Mr. Kartik Bharat Ram and Ms. Vasvi Bharat Ram are Independent in terms of Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013.

None of the Directors is a member of more than ten Board level committees nor are they Chairperson of more than five committees in which they are members.

### Independent Directors' Meeting

In accordance with the applicable provisions of Companies Act, 2013 and Listing Regulations a meeting of the Independent Directors of the Company was held on January 16, 2018 without the attendance of Non-Independent Directors and members of the management.

### Familiarisation Programme

Your Company has put in place familiarisation programme for all its Directors including the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business

models of the Company etc. and the familiarisation programme for the Independent Directors is available on the website of the Company [www.kamaholdings.com](http://www.kamaholdings.com)

### Number of Board Meetings

During 2017-18, the Board of Directors met five times on the dates as referred below in Table 2. The gap between any two Board meetings did not exceed 120 days.

**Table 2: Attendance of directors in Board Meetings and Annual General Meeting (AGM) held during the year in 2017-18**

Name of the Director	Date of Board Meeting and Attendance of Directors					Attended last AGM
	May 30, 2017	July 25, 2017	Nov 7, 2017	Jan 16, 2018	Feb 22, 2018	
Mr Kartik Bharat Ram	Yes	Yes	Yes	Yes	Yes	Yes
Mr Rajat Lakhanpal	Yes	Yes	Yes	Yes	Yes	Yes
Mr Mukul Khandelwal	Yes	No	Yes	No	Yes	No
Mr Amitav Virmani*	Yes	Yes	Yes	Yes	Yes	Yes
Mr Dharendra Datta	Yes	Yes	Yes	Yes	Yes	Yes
Ms Vasvi Bharat Ram	Yes	No	Yes	Yes	Yes	Yes

\* Mr Amitav Virmani is the Chairman of Company's Audit Committee

### Remuneration of Directors

Table 3 gives the remuneration paid or payable to the Directors.

**Table 3: Remuneration Paid or Payable to Directors during 2017-18**
**(Rs./Lakhs)**

Name of Director	Salary & Perquisites#	Retention Bonus	Sitting fees for Board and Committee meetings*	Deferred Benefits (PF, superannuation and Gratuity)	Terminal Benefits	Total
Mr Kartik Bharat Ram	-	-	0.28	-	-	0.28
Mr Rajat Lakhanpal	42.59	2.80	-	3.81	-	49.20
Mr Mukul Khandelwal	-	-	0.20	-	-	0.20
Mr Amitav Virmani	-	-	0.45	-	-	0.45
Mr Dharendra Datta	-	-	0.25	-	-	0.25
Ms Vasvi Bharat Ram	-	-	0.32	-	-	0.32
Total	42.59	2.80	1.50	3.81	-	50.70

\* Includes sitting fee for attending the meetings of the Board of Director and Committee Meetings

# Value of perquisites on actual basis.

The criteria of making payment to Non-Executive Directors has been disclosed as a part of Boards' Report and has also been disclosed on the website of the Company [www.kamaholdings.com](http://www.kamaholdings.com)

**Table 4: Details of Service Contracts**

Name of Director	Tenure	Notice Period	Severance Fee
Mr Rajat Lakhanpal	5 years w.e.f. 1st April, 2018	1 month by either party	Nil

#### Shareholding of non-executive Directors

As on March 31, 2018, Mr Kartik Bharat Ram holds 12,09,860 fully paid equity shares and 31,94,325 fully paid up 8% Non-cumulative Redeemable Preference Shares of Rs. 10 each. None of the other non-executive director holds any shares of the Company.

#### Information Supplied to the Board

The Board has complete access to all information with the Company. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting:

- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and operating divisions and business segments.
- Minutes of the meetings of the audit committee and other committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view

regarding another enterprise that can have negative implications on the Company.

- Details of any joint venture or collaboration agreement
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

In addition to the above, the Board is also provided with the information as required by Companies Act, 2013.

The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

As per Regulation 24 of the Listing Regulations, the minutes of the Board meetings of a company's unlisted subsidiary companies and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are required to be placed before the Board.

SRF Ltd. which is a company listed on BSE Limited and National Stock Exchange of India Limited is one of the subsidiaries of the Company. Consequently, the subsidiaries of SRF Ltd., all of whom are unlisted are also subsidiaries of the Company. As per sub-regulation 7 to Regulation 24 of the Listing Regulations, where a listed holding company has a listed subsidiary which is itself a holding company, the provisions of Regulation 24 of the Listing Regulations shall

apply to the listed subsidiary in so far as its subsidiaries are concerned.

As such the information relating to the unlisted subsidiaries of SRF Ltd. were placed before the Board of that company.

#### Code of Conduct

The Company's Board has laid down a code of conduct for all Board members and senior management of the company. The Code of Conduct is available on the website of the Company, [www.kamaholdings.com](http://www.kamaholdings.com). All Board members have affirmed compliance with the code of conduct. A declaration signed by the Whole-time Director, Chief Financial Officer & Company Secretary to this effect is given at the end of this report.

#### Risk Management

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through means of a properly defined framework.

#### Statutory Committees of the Board

##### a) Audit Committee

##### i) Terms of Reference

The terms of reference of the Audit Committee are wide enough covering the matters as per the guidelines set out in the Listing Regulations read with Section 177 of the Companies Act, 2013. These broadly include approval of annual internal audit plan, review of financial reporting systems, ensuring compliance with regulatory guidelines, discussions on quarterly, half yearly and annual financial results, interaction with statutory and internal auditors, recommendation for appointment, remuneration and term of auditors, examination of financial statements and auditors' report thereon, review the functioning of the Vigil Mechanism, review and monitor the auditor's independence and performance and effectiveness of audit process, approval or any subsequent modification of transactions of the company with related parties, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the company, wherever it is necessary, evaluation of internal financial controls and risk management systems and reviewing with the management adequacy of internal control system.

In addition, the Committee also mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:

- (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

##### ii) Composition of Audit Committee and Attendance of members in Audit Committee Meeting held during the year

As on March 31, 2018, the Audit Committee of KAMA comprised of three Directors all of whom are independent. The constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013, as well as Regulation 18 of Listing Regulations.

Table 5 provides details of the Audit Committee meetings held during the year 2017-18 and attendance of its members.

**Table 5: Attendance Record of Audit Committee Meetings during 2017-18**

Name of Members	Category	Date of Audit Committee Meeting and Attendance of Members				
		May 30, 2017	July 25, 2017	November 07, 2017	January 16, 2018	February 22, 2018
Mr Amitav Virmani (Chairman)	Independent, Non-Executive	Yes	Yes	Yes	Yes	Yes
Mr Mukul Khandelwal	Independent, Non-Executive	Yes	No	Yes	No	Yes
Mr Dharendra Datta	Independent, Non-Executive	Yes	Yes	Yes	Yes	Yes

All the members of the Audit Committee are financially literate while Mr Amitav Virmani, Chairman of the Audit committee is a holder of Masters degree in Business Administration from University of North Carolina and has experience in the area of marketing and general management. Mr Rajat Lakhanpal, Whole time Director, Chief Financial Officer & Company Secretary, is the Secretary to the Committee.

##### b) Nomination and Remuneration Committee

##### i) Terms of Reference

The terms of reference of the Committee are wide enough covering the matters specified in Listing Regulations and the Companies Act, 2013 and terms of reference of the Committee briefly are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising a policy on Board diversity.
- Formulation of policies for remuneration to Directors, Key Managerial Personnel, Senior Management Personnel, functional heads and other Employees.
- Identification and recommendation to Board of persons who are qualified to become Directors, Key Managerial Personnel, Senior Management Personnel and functional heads in accordance with the criteria laid down.
- Recommend to the Board on appointment and removal of Directors, Key Managerial Personnel, Senior Management Personnel and functional heads

- Evaluation of the performance of Directors (other than independent directors).
- Evaluation of the performance of independent directors and make recommendations to Board.
- To oversee succession planning for Board of Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads.
- Formulation of criteria for making payment to Non-Executive Directors

**ii) Composition of Nomination and Remuneration Committee and Attendance of members in the meetings of the Nomination and Remuneration Committee held during the year**

As on March 31, 2018, this Committee comprised three Directors, Mr Mukul Khandelwal (Chairman), Mr Amitav Virmani and Ms Vasvi Bharat Ram, majority of whom are independent. The constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013.

Table 6 provides details of the Nomination and Remuneration Committee meetings held during the year 2017-18 and attendance of its members.

**Table 6: Attendance Record of Nomination and Remuneration Committee Meetings during 2017-18**

Name of Members	Category	Date of NRC Meeting and Attendance of Members	
		May 30, 2017	February 22, 2018
Mr Mukul Khandelwal (Chairman)	Independent, Non-Executive	Yes	Yes
Mr Amitav Virmani	Independent, Non-Executive	Yes	Yes
Ms Vasvi Bharat Ram	Non-executive, promoter	Yes	Yes

**iii) Annual Evaluation of Board, Committees and Individual Directors**

Pursuant to the provisions of the Companies Act, 2013, Listing Regulations and as per the Nomination, Appointment and Remuneration Policy, the Board of Directors/ Independent Directors/Nomination & Remuneration Committee ("NRC") (as applicable) has undertaken an evaluation of the Board's own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees.

Performance evaluation of independent directors is done by the Nomination and Remuneration Committee on criteria like attendance and participation in Board and committee meetings, advises on implementation of good corporate governance practices, diligence and independence in judgement and actions, good faith and interest of the stakeholders, etc. Based on the recommendations of the NRC, the Board of Directors decide to continue their appointment or consider them for reappointment.

**iv) Nomination, Appointment and Remuneration Policy**

The Company's Nomination, Appointment and Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads and other employees forms part of the Board's Report and is accessible on Company's website [www.kamaholdings.com](http://www.kamaholdings.com).

**c) Stakeholders Relationship Committee**

As on 31 March 2018, this Committee comprised of three members. Ms Vasvi Bharat Ram, Chairperson and Mr Kartik Bharat Ram, Member of the Committee are non-executive promoter Directors and Mr Amitav Virmani, member of the Committee is non-executive and independent Director. Table 7 provides details of the Stakeholders Relationship Committee meetings held during the year 2017-18 and attendance of its members.

**Table 7: Attendance Record of Stakeholders Relationship Committee Meetings during 2017-18**

Name of Members	Category	Date of Stakeholders Relationship Committee Meeting and Attendance of Members					
		11-May-17	28-Jun-17	3-Aug-17	26-Sep-17	21-Nov-17	04-Jan-18
Ms Vasvi Bharat Ram (Chairperson)	Non-executive, promoter	Yes	Yes	Yes	Yes	Yes	Yes
Mr Amitav Virmani	Independent, Non-Executive	Yes	Yes	Yes	Yes	Yes	Yes
Mr Kartik Bharat Ram	Non-executive, promoter	No	Yes	Yes	Yes	Yes	Yes

Mr Rajat Lakhanpal, Whole-time Director, Chief Financial Officer & Company Secretary, is the Compliance Officer. To expedite the process of transfer, Mr Rajat Lakhanpal, Whole-time Director, Chief Financial Officer & Company Secretary was authorised by the Board on 31 January, 2005 to consider and approve the registration of transfer and transmission of shares upto a limit of 500 shares in any one case.

As on 31 March 2018, no investor complaint was pending with the Registrar and Share Transfer Agent. Table 8 gives data on the shareholder/investor complaints received, and redressed, during the year 2017-18.

**Table 8: Shareholder and Investor Complaints received and redressed during 2017-18**

Total Complaints Received	Total Complaints Redressed	Complaints not solved to the satisfaction of Shareholders	Pending as on March 31, 2018
14	14	Nil	Nil

**d) Committee of Directors – Financial Resources**

As on March 31, 2018, this Committee comprised of three Directors— Mr. Kartik Bharat Ram, Ms. Vasvi Bharat Ram and Mr. Rajat Lakhanpal.

Table 9 provides details of the Committee of Directors-Financial Resources meetings held during the year 2017-18 and attendance of its members.

**Table 9: Attendance Record of Committee of Directors- Financial Resources Meetings during 2017-18**

Name of Members	Category	Date of Committee of Directors- Financial Resources Meeting and Attendance of Members
		28-Sep-17
Mr Kartik Bharat Ram	Non-executive, promoter	Yes
Ms Vasvi Bharat Ram	Non-executive, promoter	Yes
Mr Rajat Lakhanpal	Executive Whole Time Director	Yes

## Management

### Management Discussion and Analysis

This is given as a separate chapter in this Annual Report.

### Disclosure Requirements

- During the year 2017-18, the Company had not entered into any materially significant related party transaction. Transactions with related parties are disclosed in Note No 18 to the Financial Statements. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The said policies are available on the website of the Company at the <http://www.kamaholdings.com/InvCodesPolicies.aspx>. Policy of determining 'material subsidiaries' is available on the website of the Company at the <http://www.kamaholdings.com/InvCodesPolicies.aspx>.
- The equity shares of the Company are listed on BSE Limited and the Company has complied with all the applicable requirements of capital markets and no penalties or strictures have been imposed on the Company by Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- Vigil Mechanism Policy : Section 177 (9) of the Companies Act, 2013 and Regulation 22 of Listing Regulations requires that a Company shall have a vigil mechanism for directors and employees for reporting concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company is following such a policy and crux of which is disclosed by the Company on its website at the <http://www.kamaholdings.com/InvCodesPolicies.aspx>. No personnel has been denied access to the Audit Committee for raising his/her concern under this policy during financial year 2017-18.
- The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.
- This Corporate Governance Report of the Company for the year 2017-18 is in compliance with the requirements of Listing Regulations, as applicable.

### Non-Mandatory Requirement

The status of adoption of the non-mandatory requirements as

specified in Regulation 27 (1) of the Listing Regulations are as follows:

- The Board:** The Company has a non-executive Chairman. The Company is not maintaining his office or making any reimbursement of expenses incurred in performance of his duties;
- Shareholder Rights:** Half-yearly and other quarterly financial statements are published in newspapers, uploaded on Company's website [www.kamaholdings.com](http://www.kamaholdings.com)
- Modified opinion(s) in audit report:** The Company already has moved to a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements;
- Separate posts of Chairperson and CEO:** Mr. Kartik Bharat Ram is the Chairman and Mr. Rajat Lakhanpal is the Whole Time Director, Chief Financial Officer & Company Secretary of the Company; and
- Reporting of Internal Auditor:** The Internal Auditor of the Company has direct access to the Audit Committee.

### CEO/CFO certification

The Certificate in compliance with Regulation 17(8) of Listing Regulations was placed before the Board of Directors.

### Reappointment/Appointment of Directors

Ms. Vasvi Bharat Ram (DIN-00074849) is retiring by rotation and being eligible, offer herself for re-appointment.

Mr. Rajat Lakhanpal (DIN 00005664), Whole time Director, Chief Financial Officer and Company Secretary whose existing tenure came to an end on 31<sup>st</sup> March 2018 was re-appointed by the Board for a term of five years w.e.f. 1<sup>st</sup> April 2018 subject to shareholders approval at this AGM.

Ms. Ira Gupta (DIN: 07517101) was appointed as Additional Director (Independent) by the Board. Her appointment as an Independent Director for a term upto 31<sup>st</sup> March 2023 is for approval by the shareholders at this AGM.

The Members of the Company at the 14<sup>th</sup> Annual General Meeting held on September 2, 2014 had appointed Mr. Mukul Khandelwal (DIN 00662822), Mr. Amitav Virmani (DIN 02169955), Mr. Dharendra Datta (DIN 02376649) as Independent Director(s) of the Company, whose term are due to expire on 31<sup>st</sup> March, 2019. They are proposed to be reappointed for a second term of five years.

All the Independent Director(s) have submitted the declaration of meeting the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and rules applicable thereunder and as per the SEBI Regulations and are eligible for reappointment.

The Board recommends the aforesaid appointment/re-appointments for shareholders approval at this AGM.

Brief resumes of all the directors are given in the Notice of the 18<sup>th</sup> Annual General Meeting.

### Means of Communication with Shareholders

Quarterly and annual results of KAMA are published in two national dailies, generally The Pioneer (in English) and Veer



Arjun (in Hindi). In addition, these results are posted on the website of the Company, [www.kamaholdings.com](http://www.kamaholdings.com). The website also contains other information regarding KAMA available in the public domain.

During 2017-18, KAMA has not made any formal presentations to institutional investors or analysts. As and when it does, the presentations will also be posted on the Company's website.

#### Last three Annual General Body Meetings

The details of the last three AGMs are given in Table 10.

**Table 10 : Last three AGMs of the Company**

Year	Location	Date	Time	No. of Special Resolutions passed
2015	Modi Hall, PHD House 4/2, Siri Institutional Area August Kranti Marg ,New Delhi 110 016	04.09.2015	11.30 A.M	None
2016	Modi Hall, PHD House 4/2, Siri Institutional Area August Kranti Marg ,New Delhi 110 016	28.09.2016	11.30 A.M	None
2017	Modi Hall, PHD House 4/2, Siri Institutional Area August Kranti Marg ,New Delhi 110 016	28.09.2017	11.30 A.M	None

#### Postal Ballot

During the year, no resolution was passed through Postal Ballot.

#### Additional Shareholder Information

##### 18<sup>th</sup> Annual General Meeting

Day & Date Friday, 28<sup>th</sup> September, 2018

Time 11.00 A.M.

Venue Modi Hall, PHD House 4/2, Siri Institutional Area  
August Kranti Marg, New Delhi 110 016

#### Financial Year

April 1 to March 31

#### Tentative Financial Calendar for Results, 2018-19

First Quarter	Fourth Week of July 2018/ Second week of August 2018
Second Quarter	Second week of November 2018
Third Quarter	Second week of February 2019
Fourth Quarter and Annual	Fourth week of May 2019

#### Book Closure Date

The Share Transfer Register of KAMA Holdings will remain closed from Friday, 21<sup>st</sup> September, 2018, to Friday, 28<sup>th</sup> September, 2018 (both days inclusive). The dividend, when declared will be payable to the Preference Shareholders whose name stand on the Register of Preference Shareholders as on Friday, 21<sup>st</sup> September, 2018.

#### Interim Dividend Payment Date

Interim dividend of Rs. 15 per share (150 per cent) on the paid up equity capital of the Company absorbing Rs. 9.67 crores approx. were paid on 12.03.2018. No final dividend has been recommended on equity shares.

#### Listing on Stock Exchanges in India

The shares of KAMA Holdings Ltd are listed on BSE Ltd. (Stock Code: 532468). The Company has paid the listing fees to BSE for the year 2018-19.

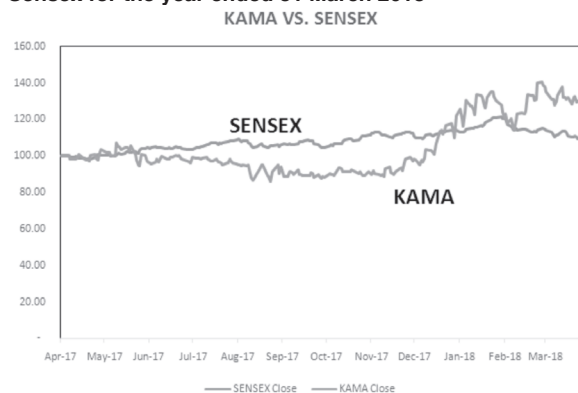
#### Stock Market Data

Table 11 gives the monthly high and low quotations as well as the volume of shares traded at BSE during 2017-18.

**Table 11: Monthly Highs and Lows and Volumes Traded at the BSE, 2017-18**

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (No.)
Apr-17	3329.75	2970.00	24764
May-17	3501.00	2870.00	22370
Jun-17	3200.05	2901.00	7318
Jul-17	3500.00	2899.60	7594
Aug-17	2989.90	2600.00	18842
Sep-17	2899.90	2650.00	11416
Oct-17	2944.95	2690.00	7700
Nov-17	3184.00	2705.00	6293
Dec-17	4005.00	2900.00	13978
Jan-18	4785.00	3550.00	11120
Feb-18	4599.00	3477.00	11168
Mar-18	4300.00	3850.00	10296

**Chart 1: Share prices of KAMA Holdings Ltd. Versus BSE Sensex for the year ended 31 March 2018**



Note: Both Sensex and KAMA Holdings Ltd share prices are indexed to 100 as on 1 April 2017

#### Registrar and Share Transfer Agents

M/s Karvy Computershare Private Ltd., Hyderabad are the Registrar and Share Transfer Agent of Company for handling both electronic and physical shares.

#### Share Transfer System in Physical Mode

Share certificates sent for transfer are received at the Registered Office/Corporate Office of the Company or the office of Karvy Computershare Pvt. Ltd. All valid transfer requests are processed. To expedite the process of share transfer, Mr. Rajat Lakanpal, Whole-time Director, Chief Financial Officer & Company Secretary has been authorised to consider and approve the registration of transfer and transmission of shares/debentures upto a limit of 500 shares/



debentures in any one case. For the shares above 500 cases, the Stakeholders Relationship Committee meets to approve valid transfer requests. After transfer, the physical shares are sent to the shareholders.

The total number of shares transferred in physical form during the period from 1 April 2017 to 31 March 2018 was 1138.

#### Depository System

Shareholders can trade in the Company's shares only in electronic form. The process for getting the shares dematerialised is as follows:

- Shareholder submits the shares certificate along with Dematerialisation Request Form (DRF) to Depository Participant (DP).
- DP processes the DRF and generates a unique Dematerialisation Request No.
- DP forwards the DRF and share certificates to the Registrar and Share Transfer Agent (RTA).
- RTA after processing the DRF confirms or rejects the request to Depositories
- If confirmed by the RTA, depositories give the credit to shareholder in his account maintained with DP.

This process takes approximately 10-15 days from the date of receipt of DRF.

As the trading in the shares of the Company can be done only in the electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialised.

#### Dematerialisation of shares & liquidity

As on March 31, 2018 there were 3,970 shareholders holding 63,64,756 shares in electronic form. This constitutes 98.64% of the total paid-up share capital of the Company.

#### Distribution of shareholding as on 31 March 2018\*

Table 12 gives the distribution of shares according to shareholding class, while Table 13 gives the distribution of shareholding by ownership.

**Table 12: Pattern of shareholding by share class as on 31 March, 2018**

No. of equity shares held	No. of share-holders	% of share-holders	No. of shares	% of share-holding
500	5,896	98.33	297,672	4.61
501- 1000	48	0.80	34,509	0.53
1001- 2000	19	0.32	29,462	0.46
2001- 3000	9	0.15	22,027	0.34
3001- 4000	4	0.07	13,428	0.21
4001- 5000	5	0.08	24,315	0.38
5001- 10000	6	0.10	39,301	0.61
10001 & Above	9	0.15	5,991,901	92.86
Total	5996	100	64,52,615	100

\* including holdings by NSDL and CDSL

**Table 13: Pattern of shareholding by ownership as on 31 March, 2018**

Category	Shareholding	
	Number of Shares Held	Shareholding %
Promoters	4,839,452	75.00
Banks, Financial Institutions, Insurance Companies	26054	0.40
Foreign Institutional Investors	4,496	0.07
Private Corporate Bodies	504,152	7.81
Indian Public	427,724	6.63
NRIs / OCBs	640,003	9.92
Others (including shares in transit)	10,734	0.17
Total	64,52,615	100.00

#### Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, their conversion dates and likely impact on equity

The Company has not issued any GDRs/ ADRs/ Warrants or other instruments, which are pending for conversion.

#### Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company is a core investment Company whose principal business is investment in shares of group Companies incorporated in India and as such it is not facing any commodity price risk and foreign exchange risk and accordingly has not undertaken any hedging activities.

#### Address for Correspondence

Registered Office	Corporate Office	Registrar & Share Transfer Agent
The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place, Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091 Tel. No : (+91-11) 49482870 Fax : (+91-11) 49482900	Block C, Sector 45, Gurgaon Haryana – 122 003 Tel No. (+91 -124) 4354400 Fax No : (+91-124) 4354500 e-mail : <a href="mailto:rlakhanpal@kamaholdings.com">rlakhanpal@kamaholdings.com</a>	<b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 Tele No : (+91- 40) 67162222 Fax : (+91- 40) 2300 1153 E-mail : <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a>

#### Declaration regarding Code of Conduct

I, Rajat Lakhanpal, Whole Time Director, Chief Financial Officer & Company Secretary of KAMA Holdings Limited declare that all Board members have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the year ended 31<sup>st</sup> March, 2018.

For and on behalf of the Board of Directors  
**Rajat Lakhanpal**  
 Whole Time Director, Chief Financial Officer  
 & Company Secretary

Date: May 30, 2018  
 Place: Gurugram



# Financials

## **INDEPENDENT AUDITOR'S REPORT**

To The Members of

Kama Holdings Limited

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Kama Holdings Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

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

### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give

a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

### **Other Matter**

The comparative financial information of the Company for the year ended March 31, 2017 included in these standalone financial statements, are based on the previously issued financial statement audited by the preceding auditor whose report for the year ended March 31, 2017 dated May 30, 2017 expressed an unqualified opinion on those financial statement.

### **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 A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and

the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statement- Refer note 15 to financial statements.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Naresh Agrawal  
Partner  
M.No: 504922

Place: New Delhi  
Date: May 30, 2018

#### **Annexure - A to the Independent Auditors' Report**

##### **The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2018**

- As the company does not hold any fixed assets, clause 3(i) of the order is not applicable to the Company.
- As the company does not hold any inventory, clause 3(ii) of the order is not applicable to the Company.
- The Company has granted unsecured loans to wholly owned subsidiaries companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act')
  - In our opinion terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
  - There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- In our opinion and according to the information and

explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loan, investment, guarantee and security.

- According to the information and explanations given to us the company has not accepted deposits.
- According to the information and explanation given to us, the Company is not required to be maintained cost records u/s 148(1) of the Companies Act, 2013.
- According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year.  
  
There were no undisputed amounts payable on account of the above dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable
  - According to the information and explanation given to us, there is no due on account of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of dispute other than given below:

Name of the Statute	Nature of the Dues	Amount (Rs. In Lakhs)	Financial year to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	5.57	2003-04	High Court
Income Tax Act, 1961	Income Tax	37.53	2007-08	Supreme Court
Income Tax Act, 1961	Income Tax	10.4	2003-10	Income Tax Appellate Tribunal (ITAT)
Income Tax Act, 1961	Income Tax	2.06	2014-15	Commissioner of Income Tax (Appeals)

- As per the information and explanation given to us, the Company has not taken any loans or borrowing to banks, Government or financial institutions. Accordingly, paragraph 3 (viii) of the Order is not applicable
- The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year.
- According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- According to the information and explanations give to us and based on our examination of the records of the

Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the 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 standalone financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Naresh Agrawal  
Partner  
M.No: 504922

Place: New Delhi  
Date: May 30, 2018

#### **Annexure - B to the Independent Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Kama Holdings Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

##### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

##### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial 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 March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Naresh Agrawal  
Partner  
M.No: 504922

Place: New Delhi  
Date: May 30, 2018

## KAMA HOLDINGS LIMITED

### BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	As at March 31, 2018 Rs./Lakhs	As at March 31, 2017 Rs./Lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	2	1,937.20	1,937.20
Reserves and surplus	3	52,342.89	49,739.58
		54,280.09	51,676.78
<b>Non-current liabilities</b>			
Long-term provisions	4(a)	17.60	14.97
		17.60	14.97
<b>Current liabilities</b>			
Other current liabilities	5	27.18	129.20
Short-term provisions	4(b)	0.47	0.39
		27.65	129.59
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>54,325.34</b>	<b>51,821.34</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Non-current investments	6	43,195.14	43,195.14
		43,195.14	43,195.14
<b>Current assets</b>			
Cash and bank balances	7	31.09	31.99
Short-term loans and advances	8	11,009.00	8,547.00
Other current assets	9	90.11	47.21
		11,130.20	8,626.20
<b>TOTAL ASSETS</b>		<b>54,325.34</b>	<b>51,821.34</b>

Notes 1 to 23 form part of financial statements

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal  
**Partner**  
M.No. 504922

Rajat Lakhanpal  
**Whole Time Director**  
**Chief Financial Officer,**  
**& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram  
**Chairman**  
(DIN:00008557)

Place : New Delhi  
Date : May 30, 2018

Dhirendra Datta  
**Director**  
(DIN: 02376649)

Amitav Virmani  
**Director**  
(DIN: 02169955)



**KAMA HOLDINGS LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	Year ended March 31, 2018 Rs./Lakhs	Year ended March 31, 2017 Rs./Lakhs
Revenue from Operations	10	3,666.06	3,605.88
Other Income	11	-	2.80
<b>TOTAL REVENUE</b>		<b>3,666.06</b>	<b>3,608.68</b>
<b>EXPENSES</b>			
Employee benefits expense	12	51.32	43.11
Other expenses	13	32.07	18.15
<b>TOTAL EXPENSES</b>		<b>83.39</b>	<b>61.26</b>
<b>Profit before tax expense</b>		<b>3,582.67</b>	<b>3,547.42</b>
Tax expense			
Current tax		11.47	0.86
		<b>11.47</b>	<b>0.86</b>
<b>Profit after tax</b>		<b>3,571.20</b>	<b>3,546.56</b>
<b>Earnings per equity share</b>			
Basic (Rs.)	14	55.34	53.36
Diluted (Rs.)		55.34	53.36

**Notes 1 to 23 form part of financial statements**

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal

**Partner**

M.No. 504922

Rajat Lakhanpal

**Whole Time Director  
Chief Financial Officer,  
& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram

**Chairman**

(DIN:00008557)

Place : New Delhi

Date : May 30, 2018

Dhirendra Datta

**Director**  
(DIN: 02376649)

Amitav Virmani

**Director**  
(DIN: 02169955)

**KAMA HOLDINGS LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2018**

	Year Ended March 31, 2018 Rs./lakhs	Year Ended March 31, 2017 Rs./lakhs
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	3,582.67	3,547.42
Adjustments for		
Income from Dividend on Shares	(3,605.88)	(3,605.88)
(Profit)/Loss on sale of Investments	-	(2.80)
Interest Income	(60.18)	-
<b>Operating Profit before working capital changes</b>	<b>(83.39)</b>	<b>(61.26)</b>
Adjustments for		
Trade Payables and Provisions	4.05	21.38
<b>Cash Generated from operations before tax</b>	<b>(79.34)</b>	<b>(39.88)</b>
Taxation	(11.47)	(0.86)
<b>Net Cash from operating activities (A)</b>	<b>(90.81)</b>	<b>(40.74)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Investments	-	(1,432.01)
Sale of Investments	-	1,434.79
Trade and Other Receivables	(2,504.90)	(2,471.58)
Income from Dividend on Shares	3,605.88	3,605.88
Interest Income	60.18	-
<b>Net Cash from Investment Activities (B)</b>	<b>1,161.16</b>	<b>1,137.08</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend on preference share paid	(103.36)	(103.36)
Interim dividend on equity shares paid	(967.89)	(967.89)
<b>Net cash used in/ from financing activities ( C )</b>	<b>(1,071.25)</b>	<b>(1,071.25)</b>
<b>Net increase in Cash and Cash Equivalents D=(A+B+C)</b>	<b>(0.90)</b>	<b>25.10</b>
<b>Cash &amp; Cash equivalents at the beginning of the year ( E )</b>	<b>31.99</b>	<b>6.89</b>
<b>Cash &amp; Cash equivalents at the close of the year F =(D+E)</b>	<b>31.09</b>	<b>31.99</b>

Notes 1 to 23 form part of financial statements

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal  
**Partner**  
M.No. 504922

Rajat Lakhanpal  
**Whole Time Director**  
**Chief Financial Officer,**  
**& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram  
**Chairman**  
(DIN:00008557)

Place : New Delhi  
Date : May 30, 2018

Dhirendra Datta  
**Director**  
(DIN: 02376649)

Amitav Virmani  
**Director**  
(DIN: 02169955)

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**Notes forming part of the financial statements for the year ended March 31, 2018****Note No. 1 - Significant Accounting Policies****a) Company Information**

Kama Holdings Limited (the Company) is a public limited company incorporated and domiciled in India on 28th March 2000. The equity shares of the Company are publicly traded in India on the Bombay Stock Exchange.

The Company is a core investment company and operates under a single business and geographical segment.

**b) Basis Of Preparation Of Financial Statements:**

The financial statements have been prepared on the historical cost convention basis. The generally accepted accounting principles and the Accounting Standards referred under section 133 of the Companies Act, 2013 have been adopted by the Company and disclosures made in accordance with the requirements of Schedule III to the Companies Act, 2013 and Accounting Standards.

**c) Use of Estimates:**

The preparation of Financial Statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the Financial Statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in the preparation of the Financial Statements are prudent and reasonable. Actual results could differ from these estimates.

**d) Fixed Assets:**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. Cost of Acquisition or construction is inclusive of freight, duties, taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, upto the date of commissioning of the assets. There are no fixed assets and hence no depreciation also.

**e) Depreciation:**

Depreciation is provided on Straight-line method at rates based upon life determined by the management which are lower than the life determined based on the rates specified in Schedule II to the Companies Act, 2013. The depreciation rates based on useful life as estimated by the management are 19% for Vehicles, 19% for Mobiles (office equipment) and 31.33% for Computers (office equipment).

Depreciation is calculated on a pro rata basis except that, assets costing upto Rs. 5,000 each are fully depreciated in the year of purchase.

**f) Investments:**

Long term quoted investments are valued at cost unless there is a permanent fall in their value as at the date of Balance Sheet.

Unquoted investment in subsidiaries being of long term nature are valued at cost and no loss is recognized in the fall in their net worth, if any, unless there is permanent fall in their value.

**g) Provisions and Contingent liabilities:**

The Company recognised a provision when there is a present obligation as a result of past events and it is more likely than not that an outflow of resources would be required to settle the obligation and a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**h) Revenue Recognition:**

Revenue from operations and other income are recognized in accordance with the Accounting Standard (AS-9). Accordingly, wherever there are uncertainties in the ascertainment or realization of income such as interest from customers (including the financial condition of the person from whom the same is to be realized), the same is not accounted for.

Interim dividend income from investments is recognized in the Profit and Loss Account on receipt basis.

**i) Employee Benefits:**

Wages and salaries including non monetary benefits that are expected to be settled within the operating cycle after the end of the period in which the related services are rendered and are measured at the undiscounted amount expected to be paid.

In case of provident fund administered through Regional Provident Fund Commissioner, the Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident

fund scheme as an expense, when an employee renders the related service. The Company's contributions paid/payable during the year to provident fund administered through Regional Provident Fund Commissioner, Superannuation Fund and Employees' State Insurance Corporation are recognised in the Statement of Profit and Loss as an expense when employees have rendered services entitling them to contributions.

Provision for gratuity, compensated absences, provident fund for certain category of employees administered through a recognised provident fund trust and long term retention pay are determined on an actuarial basis at the end of the year and charged to Statement of Profit and Loss. The cost of providing these benefits is determined using the projected unit credit method.

**j) Taxation:**

The income tax liability is provided in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

**k) Earning Per Share:**

"The earnings considered in ascertaining the Company's Earnings Per Share ('EPS') comprise the net profit after tax after reckoning of dividend to preference shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares.

## Notes forming part of the financial statements for the year ended March 31, 2018

### 2. SHARE CAPITAL

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>AUTHORISED</b>		
10,000,000 (Previous Year - 10,000,000) Equity shares of Rs. 10 each	1,000.00	1,000.00
13,000,000 (Previous Year - 13,000,000) Preference Shares of Rs. 10 each	1,300.00	1,300.00
<b>Total Authorised Capital</b>	<b>2,300.00</b>	<b>2,300.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
6,452,615 (Previous Year - 6,452,615) Equity Shares of Rs. 10 each fully paid up	645.26	645.26
12,919,412 (Previous Year - 12,919,412) 8% Non-cumulative Redeemable Preference Shares	1,291.94	1,291.94
<b>Total Issued, Subscribed and Paid up capital</b>	<b>1,937.20</b>	<b>1,937.20</b>

a) There is no change in the share capital as compared to the previous year.

b) Terms/ rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

During the year ended March 31, 2018, the amount of interim dividend recognised as distributions to equity shareholders was Rs. 15 per share (2017 : Rs. 15 per share).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Terms/ rights attached to 8% Non-cumulative Redeemable Preference Shares:

8% Non-cumulative Redeemable Preference Shares are redeemable on or before 31-Mar-2031 at the discretion of the Board of Directors of the Company in accordance with Memorandum & Articles of Association.

d) Shareholders holding more than 5% shares in the Company:

Name of the shareholder			As at March 31, 2018		As at March 31, 2017	
			% age	(No. of shares)	% age	(No. of shares)
<b>Equity</b>						
Arun Bharat Ram	}	Promoters	37.50%	24,19,726	37.50%	24,19,726
Ashish Bharat Ram			18.75%	12,09,860	18.75%	12,09,860
Kartik Bharat Ram			18.75%	12,09,860	18.75%	12,09,860
<b>Preference</b>						
Arun Bharat Ram	}	Promoters	49.45%	63,88,650	49.45%	63,88,650
Ashish Bharat Ram			24.73%	31,94,325	24.73%	31,94,325
Kartik Bharat Ram			24.73%	31,94,325	24.73%	31,94,325

In the period of immediately preceding five years, the Company has not allotted any bonus shares.

**Notes forming part of the financial statements for the year ended March 31, 2018**
**3. RESERVES AND SURPLUS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Reserves</b>		
Capital reserve	20,345.06	20,345.06
General reserve	5,184.98	5,184.98
<b>Total</b>	25,530.04	25,530.04
Surplus	26,812.85	24,209.54
<b>Total Reserves and Surplus</b>	52,342.89	49,739.58

There is no change in the balances of Capital Reserves as compared to Previous year.

**Movement in Surplus**

As at the beginning of the year	24,209.54	21,734.23
Add: Profit after tax transferred from statement of Profit and Loss annexed	3,571.20	3,546.56
Less: Interim Dividends on equity shares	967.89	967.89
Less: Proposed dividend on preference shares	-	103.36
<b>Surplus as at the end of the year</b>	26,812.85	24,209.54

**4. PROVISIONS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>(a) Long-term provisions</b>		
Provision for Gratuity (non-funded)	9.94	8.27
Provision for leave encashment (non-funded)	7.66	6.70
<b>Total Long-term provisions</b>	17.60	14.97
<b>(b) Short-term provisions</b>		
Provision for Gratuity (non-funded)	0.24	0.19
Provision for leave encashment (non-funded)	0.23	0.20
<b>Total Short-term provisions</b>	0.47	0.39
<b>Total Provisions</b>	18.07	15.36

**5. OTHER CURRENT LIABILITIES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Expenses payable	2.79	2.67
Unclaimed dividends*	20.32	20.38
Proposed dividend on preference shares	-	103.36
Statutory dues	4.07	2.79
<b>Total Other current liabilities</b>	27.18	129.20

\*Will be credited to Investor Education and Protection Fund if not claimed within seven years from the date of issue of dividend/interest warrant.

**Notes forming part of the financial statements for the year ended March 31, 2018**
**6. INVESTMENTS**

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount Rs./lakhs	Qty. (Nos.)	Amount Rs./lakhs
<b>NON-CURRENT INVESTMENTS- Others</b>					
<b>Investments in Equity Instruments</b>					
<u>Quoted in subsidiary</u>					
SRF Limited	10	30,049,000	41,094.83	30,049,000	41,094.83
Total (A)			41,094.83		41,094.83
<b>Aggregate value of quoted investments</b>			41,094.83		41,094.83
<b>Market value of quoted investments</b>			587,503.02		488,942.30
<i>[Market value of Quoted Equity Investments Rs. 5,87,503.02 lakhs (previous year Rs 4,88,942.30 lakhs. ).]</i>					
<u>Unquoted in wholly owned subsidiaries</u>					
KAMA Realty (Delhi) Limited	10	60,020	5.00	60,020	5.00
SRF Transnational Holdings Ltd	100	3,254,184	1,144.31	3,254,184	1,144.31
Shri Educare Limited*	10	9,510,000	951.00	9,510,000	951.00
Total (B)			2,100.31		2,100.31
<b>Total of Investments in Subsidiaries (A+B=C)</b>			43,195.14		43,195.14
<i>*The diminution in value of investments, if any, is not considered as permanent.</i>					

Note: Long term investments are valued at cost unless there is a decline in value, other than temporary. Current investments are valued at lower of cost or fair value.

**7. CASH AND BANK BALANCES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Cash and cash equivalents</b>		
Balance with banks on		
Current accounts	10.77	11.60
Unclaimed dividends	20.31	20.38
Cash in hand	0.01	0.01
<b>Total Cash and bank balances</b>	<u>31.09</u>	<u>31.99</u>

**8. SHORT TERM LOANS AND ADVANCES**

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Loans and advances</b>		
To related party - considered good	1,700.00	-
To related party - considered good (Interest free)	9,309.00	8,547.00
<b>Total Short-term loans and advances</b>	<u>11,009.00</u>	<u>8,547.00</u>



**Notes forming part of the financial statements for the year ended March 31, 2018**
**Details of Related Parties**

Name of the Party	Nature of borrowing	Relationship	Amount	
			March 31, 2018 Rs./lakhs	March 31, 2017 Rs./lakhs
<b>Interest Bearing</b>				
KAMA Realty (Delhi) Limited	Unsecured	Subsidiary	1,700.00	-
		<b>Total</b>	1,700.00	-
<b>Interest Free</b>				
KAMA Realty (Delhi) Limited	Unsecured	Subsidiary	3,733.00	-
Shri Educare Ltd	Unsecured	Subsidiary	641.00	125.00
SRF Transnational Holdings Ltd	Unsecured	Subsidiary	4,935.00	8,422.00
		<b>Total</b>	9,309.00	8,547.00

**9. OTHER CURRENT ASSETS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
MAT credit available	29.23	29.23
Advance to Supplier	0.24	-
Amount receivable	-	2.15
Prepaid expenses	1.00	-
Interest receivable	44.16	-
Advance Tax (net of provisions and refunds)	15.48	15.83
<b>Total Other current assets</b>	<b>90.11</b>	<b>47.21</b>

**10. REVENUE FROM OPERATIONS**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Dividend from subsidiary	3,605.88	3,605.88
Interest received on loans	60.18	-
<b>Total Revenue from Operations</b>	<b>3,666.06</b>	<b>3,605.88</b>

**11. OTHER INCOME**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Gain on sale of Investments	-	2.80
<b>Total Other Income</b>	<b>-</b>	<b>2.80</b>

**12. EMPLOYEE BENEFITS EXPENSE**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Salaries and wages, including bonus	48.10	40.36
Contribution to provident and other funds	3.22	2.75
<b>Total Employee benefits</b>	<b>51.32</b>	<b>43.11</b>

**Notes forming part of the financial statements for the year ended March 31, 2018**
**13. OTHER EXPENSES**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Professional and legal charges	13.39	4.22
Payment to Auditors:		
for Audit fee	2.00	2.00
for limited review of unaudited financial results	1.00	1.50
for certification charges & others	-	0.05
for reimbursement of out of pocket expenses	0.10	0.37
Directors' sitting fees	1.50	1.40
Insurance Expenses	0.46	-
Rates & Taxes	3.81	2.40
Miscellaneous expenses	9.81	6.22
<b>Total Other expenses</b>	<b>32.07</b>	<b>18.15</b>

**14. EARNINGS PER SHARE:**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Profit after tax	3,571.20	3,546.56
Less: Dividend to Preference Shareholders	-	103.36
<b>Profit attributable to Equity Shareholders</b>	<b>3,571.20</b>	<b>3,443.20</b>
Weighted average number of equity shares outstanding (in lakhs)	64.53	64.53
Earnings per share in rupees (face value- Rs. 10 per share)*	55.34	53.36

\*No Instrument has been issued which is likely to dilute the earnings per share.

**15. CONTINGENT LIABILITIES:**

- (i) Claims against the Company not acknowledged as debts on account of:

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Income Tax	55.46	55.46
Under Business Transfer Agreement with SRF Limited for Excise Duty/ Sales Tax	2102	2102

There details of dues of Income-tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on March 31, 2018 on account of disputes :

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates	Amount* (Rs. in lakhs)
Income Tax Laws	Income Tax	Commissioner of Income Tax(Appeals)	2014-15	2.06

\*amount as per demand orders including interest wherever quantified in the Order.

**Notes forming part of the financial statements for the year ended March 31, 2018**

The following matters, which have been excluded from the above, have been decided in favour of the Company but the department has preferred appeals at higher levels. The details are given below:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates	Amount* (Rs. in lakhs)
Income Tax Laws	Income Tax	Supreme Court	2007-08	37.43
		High Court	2003-04	5.57
		Income Tax Appellate Tribunal (ITAT)	2003-10	10.4

- (ii) Guarantees provided on behalf of wholly-owned subsidiary KAMA Realty (Delhi) Limited for repayment of loans and interest thereon amount to Rs. Nil (Previous Year Rs Rs 1925 Lakhs) which is a related party.

**16. KEY MANAGEMENT PERSONNEL COMPENSATION:**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Salary including allowances	48.10	40.36
Contribution to provident and superannuation funds	3.22	2.75
<b>Total</b>	<b>51.32</b>	<b>43.11</b>

**17. POST-EMPLOYMENT BENEFIT PLANS:**
**(a) Defined Contribution Plans:**

Contributions paid / payable to defined contribution plans comprising of provident fund, pension fund, superannuation fund etc., in accordance with the applicable laws and regulations are recognised as expenses during the period when the contributions to the respective funds are due.

A sum of Rs. 3.22 lakhs (Previous Year Rs. 2.75 lakhs) has been charged to the Statement of Profit & Loss in this respect

**(b) Defined Benefit Plans:**

The Company has defined benefit plan, namely gratuity. As per scheme, an employee who has completed five years or more of service gets gratuity equivalents to 15 days salary (last drawn salary) for each completed year of service.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

**Net Benefit Expenses**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Current service cost	0.57	0.50
Interest cost on benefit obligation	0.62	0.53
Expected return on plan assets	-	-
Net actuarial(gain)/loss recognised	0.53	0.83
<b>Annual expenses</b>	<b>1.72</b>	<b>1.86</b>
<b>Benefit Asset/ (Liability)</b>		
Defined benefit obligation	10.17	8.46
Fair value of plan assets	-	-
<b>Benefit Asset/ (Liability)</b>	<b>(10.17)</b>	<b>(8.46)</b>

**Changes in the present value of the defined benefit obligation:**

**Notes forming part of the financial statements for the year ended March 31, 2018**

	<b>Year ended March 31, 2018 Rs./lakhs</b>	<b>Year ended March 31, 2017 Rs./lakhs</b>
Opening defined benefit obligation	<b>8.46</b>	6.60
Interest cost	<b>0.62</b>	0.53
Current service cost	<b>0.57</b>	0.50
Benefits Paid	-	-
Net actuarial(gain)/loss recognised in year	<b>0.53</b>	0.83
<b>Closing defined benefit obligation</b>	<b>10.17</b>	<b>8.46</b>

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

Discount rate	<b>7.63%</b>	7.35%
Future salary increases	<b>7.50%</b>	7.50%
Mortality table used	<b>IALM (2006-08)</b>	IALM (2006-08)

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

	<b>Rs./lakhs</b>				
<b>Gratuity (Funded Plan)</b>	<b>As at March 31, 2018</b>	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Defined benefit commitments	<b>10.17</b>	8.46	6.60	4.71	3.72
Plan assets	-	-	-	-	-
(Surplus) / Deficit	<b>10.17</b>	8.46	6.60	4.71	3.72

	<b>Rs./lakhs</b>				
<b>Gratuity (Funded Plan)</b>	<b>As at March 31, 2018</b>	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Experience adjustments on plan commitments	<b>(0.81)</b>	(0.27)	(0.72)	(0.32)	(0.11)
Experience adjustments on plan assets	-	-	-	-	-

Company estimated contribution for next year is Rs. 1.83 lakhs (previous year Rs.1.53 lakhs)

**18. RELATED PARTY TRANSACTIONS**

(i) List of related parties and relationships :

(a)	Enterprises that directly, or indirectly through one or more intermediaries are controlled by the reporting enterprise	(i) KAMA Realty (Delhi) Limited
		(ii) Shri Educare Limited
		(iii) SRF Limited
		(iv) SRF Transnational Holdings Limited
(b)	Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual	(v) Arun Bharat Ram
		(vi) Ashish Bharat Ram
		(vii) Kartik Bharat Ram
		(viii) Vasvi Bharat Ram
(c)	Key Management Personnel	(ix) Rajat Lakhnpal, Whole Time Director, Chief Financial Officer & Company Secretary

**Notes forming part of the financial statements for the year ended March 31, 2018**

## (ii) Transactions During the year with related parties :

	<b>Year ended March 31, 2018 Rs./lakhs</b>	<b>Year ended March 31, 2017 Rs./lakhs</b>
<b>Loan/ICD given :</b>		
KAMA Realty (Delhi) Limited	<b>13,493.00</b>	21.00
Shri Educare Limited	<b>516.00</b>	125.00
SRF Transnational Holdings Limited	<b>7,432.00</b>	3,925.00
<b>Loan/ICD refund received :</b>		
KAMA Realty (Delhi) Limited	<b>8,060.00</b>	451.00
SRF Transnational Holdings Limited	<b>10,919.00</b>	1,151.00
<b>Dividend received :</b>		
SRF Limited	<b>3,605.88</b>	3,605.88
<b>Interest received :</b>		
KAMA Realty (Delhi) Limited	<b>60.18</b>	-
<b>Remuneration:</b>		
Rajat Lakhanpal	<b>51.32</b>	43.11
<b>Directors sitting fee :</b>		
Kartik Bharat Ram	<b>0.28</b>	0.25
Vasvi Bharat Ram	<b>0.33</b>	0.33

## (iii) Balances at year end with related parties :

	<b>As at March 31, 2018 Rs./lakhs</b>	<b>As at March 31, 2017 Rs./lakhs</b>
<b>Loan Receivable</b>		
KAMA Realty (Delhi) Limited	<b>5,433.00</b>	-
Shri Educare Limited	<b>641.00</b>	125.00
SRF Transnational Holdings Limited	<b>4,935.00</b>	8,422.00
<b>Interest Receivable</b>		
KAMA Realty (Delhi) Limited	<b>44.16</b>	-
<b>Equity Investment</b>		
SRF Limited	<b>41,094.83</b>	41,094.83
KAMA Realty (Delhi) Limited	<b>5.00</b>	5.00
SRF Transnational Holdings Limited	<b>1,144.31</b>	1,144.31
Shri Educare Limited	<b>951.00</b>	951.00

Notes forming part of the financial statements for the year ended March 31, 2018

**19. DETAIL OF LOANS, INVESTMENTS AS SECURITIES AND GUARANTEES GIVEN ON BEHALF OF OTHER COMPANIES ARE AS UNDER:-**

Nature of Transaction	Details of Transaction	Purpose
Guarantees	Refer note 15	To guarantee the borrowings of the wholly owned subsidiary to be utilised by it for funding its principal business activities.
Investments (Non-current)	Refer note 6	Long term investments in subsidiaries.
Loans and Advances	Refer note 8	Funding of the principal business activities of the subsidiaries.

**20. TAX ON DISTRIBUTED PROFITS**

The interim dividend to equity shareholders (Rs.967.89 lakhs) as well as proposed dividend to preference shareholders (NIL) is paid out of dividend received from the subsidiary (Rs.3605.88 lakhs). No tax is payable under section 115-O of the Income Tax Act, 1961 and hence no provision has been made for dividend distribution tax.

- 21.** The company is a Core Investment Company (CIC) within the meaning of Core Investment Companies (Reserve Bank) Directions, 2011 and does not require registration with Reserve Bank of India under the said directions.
- 22.** The company has only one segment i.e. Core Investments.
- 23.** Previous year figures have been regrouped/ rearranged to accord with current year classification.

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal  
**Partner**  
M.No. 504922

Rajat Lakhanpal  
**Whole Time Director**  
**Chief Financial Officer,**  
**& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram  
**Chairman**  
(DIN:00008557)

Place : New Delhi  
Date : May 30, 2018

Dhirendra Datta  
**Director**  
(DIN: 02376649)

Amitav Virmani  
**Director**  
(DIN: 02169955)

## **INDEPENDENT AUDITOR'S REPORT**

To The Members of  
Kama Holdings Limited  
**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Kama Holdings Limited (hereinafter referred to as "the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

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

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

### **Auditor's Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal

financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to below in the Other Matters paragraph, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31<sup>st</sup> March, 2018, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matter**

- a) We did not audit the financial statements / financial information of 7 subsidiaries included in the consolidated financial results, whose financial statements / financial information reflect total assets of Rs. 849,730 lacs as at March 31, 2018, total revenues of Rs. 572,792 lacs and total net profit after tax of Rs. 44,985 lacs for the year ended on that date, as considered in the consolidated financial results. Financial statements and other financial information of these subsidiaries have been prepared in accordance with Indian Accounting Standard (Ind AS)/ International Financial Reporting Standard (IFRS) and have been audited by other Auditors. The Company's management has converted the financial statements and other financial information of such subsidiaries from Ind AS/IFRS to IGAAP. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the amount and disclosure included in respect of these subsidiaries is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.
- b) The comparative financial information of the Group for the year ended March 31, 2017 included in these consolidated financial statements, are based on the previously issued consolidated financial statement audited by the preceding auditor whose report for the year ended March 31, 2017 dated May 30, 2017 expressed an unqualified opinion on those financial statement.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statements referred in the Other Matters paragraph, we report that to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and



belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Parent as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors of the Parent, none of the directors of the parent is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of Parent and its subsidiary Companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigation on its consolidated financial position of the Group- Refer Note 31 of the consolidated financial statements
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary company incorporated in India.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Naresh Agrawal  
Partner  
M.No: 504922

Place: New Delhi  
Date: May 30, 2018

#### **Annexure - A to the Independent Auditors' Report**

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

In conjunction with our audit of the consolidated financial statements of the Parent, we have audited the internal financial controls over financial reporting of Kama Holdings Limited

(hereinafter referred to as "the Company") and its subsidiary companies, which are company incorporated in India, as of that date.

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

The respective Board of Directors of the Parent, its subsidiary company which are company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, 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 to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor referred to in the Other Matters paragraph below, the Parent, its subsidiary companies, incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Parent, insofar as it relates to these two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies in India.

For Luthra & Luthra LLP  
Chartered Accountants  
FRN: 002081N/N500092

Place: New Delhi  
Date: May 30, 2018

Naresh Agrawal  
Partner  
M.No: 504922

## KAMA HOLDINGS LIMITED

### CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	3	1,937.20	1,937.20
Reserves and surplus	4	194,284.80	184,579.54
		<b>196,222.00</b>	<b>186,516.74</b>
<b>Minority interest</b>	5	<b>162,385.11</b>	<b>130,807.43</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	190,144.54	142,774.11
Long-term liabilities	7	2,739.17	2,604.08
Deferred tax liabilities (net)	8	57,849.66	48,138.14
Long-term provisions	9	3,251.81	3,393.89
		<b>253,985.18</b>	<b>196,910.22</b>
<b>Current liabilities</b>			
Short-term borrowings	6	85,287.85	54,935.08
Trade payables	10	104,424.20	80,889.79
Other current liabilities	11	63,177.80	64,725.36
Short-term provisions	9	503.43	331.54
		<b>253,393.28</b>	<b>200,881.77</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>865,985.57</b>	<b>715,116.16</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	12		
Tangible assets		502,577.87	434,134.00
Intangible assets		11,440.05	8,227.13
Capital work-in-progress		58,038.80	27,027.44
Non-current investments	13A	11,159.38	12,065.23
Long-term loans and advances	14	35,678.06	25,654.90
Other non-current assets	15	2,585.27	698.58
		<b>621,479.43</b>	<b>507,807.28</b>
<b>Current assets</b>			
Current investments	13B	10,784.35	16,960.00
Inventories	16	95,855.41	83,832.67
Trade receivables	17	68,141.68	65,807.22
Cash and cash equivalents	18	9,999.41	9,784.59
Short-term loans and advances	19	57,666.67	30,526.36
Other current assets	20	2,058.62	398.04
		<b>244,506.14</b>	<b>207,308.88</b>
<b>TOTAL ASSETS</b>		<b>865,985.57</b>	<b>715,116.16</b>

Notes 1 to 40 form part of financial statements

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal  
**Partner**  
M.No. 504922

Rajat Lakhanpal  
**Whole Time Director**  
**Chief Financial Officer,**  
**& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram  
**Chairman**  
(DIN:00008557)

Place : New Delhi  
Date : May 30, 2018

Dhirendra Datta  
**Director**  
(DIN: 02376649)

Amitav Virmani  
**Director**  
(DIN: 02169955)

**KAMA HOLDINGS LIMITED**
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
<b>REVENUE FROM OPERATIONS</b>			
Sale of products (gross)		561,580.79	506,549.00
Less: Excise Duty		9,583.52	31,479.00
Sale of products (net)		551,997.27	475,070.00
Other operating revenues	21	11,290.47	11,368.07
		563,287.74	486,438.07
<b>Other Income</b>	22	12,320.45	3,579.37
<b>TOTAL REVENUE</b>		575,608.19	490,017.44
<b>EXPENSES</b>			
Cost of materials consumed	23	301,570.79	238,918.00
Purchase of traded goods	24	4,739.80	5,107.00
(Increase)/Decrease in inventories of finished goods, stock-in-process and traded goods	25	(3,110.04)	(2,194.11)
Employee benefits	26	49,461.05	45,019.27
Finance costs	27	12,553.39	10,269.05
Depreciation and amortisation	28	33,256.84	29,714.61
Other expenses	29	118,759.11	99,103.47
<b>TOTAL EXPENSES</b>		517,230.94	425,937.29
<b>Profit before tax</b>		58,377.25	64,080.15
Tax expense			
Current tax		10,973.48	11,416.00
MAT credit		(4,910.02)	(5,174.00)
Current tax relating to prior years		(3,702.35)	(55.00)
Deferred tax charge		9,744.33	7,794.00
Other tax expenses		515.99	-
		12,621.43	13,981.00
<b>Profit before share of Minority interest</b>		45,755.82	50,099.15
Less: Share of profit/(loss) transfer to minority		(21,382.15)	(17,979.01)
<b>Profit for the Year</b>		24,373.67	32,120.14
<b>Earnings per share</b>	30		
Basic/Diluted (Rs.)		377.73	496.18

**Notes 1 to 40 form part of financial statements**

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal

**Partner**

M.No. 504922

Rajat Lakhanpal

**Whole Time Director  
Chief Financial Officer,  
& Company Secretary**  
(DIN:00005664)

Kartik Bharat Ram

**Chairman**

(DIN:00008557)

Place : New Delhi

Date : May 30, 2018

Dhirendra Datta

**Director**  
(DIN: 02376649)

Amitav Virmani

**Director**  
(DIN: 02169955)

**KAMA HOLDINGS LIMITED**
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2018**

Particulars	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	58,377.25	64,080.15
Adjustments for		
Interest & Finance Charges	12,553.39	10,269.05
Depreciation and amortisation	33,256.84	29,714.61
Exchange currency fluctuation (net)	150.75	760.00
Provision for diminution in value of Investment	100.00	438.00
Income from dividend	(61.25)	(39.55)
Interest Income	(444.37)	(497.69)
(Profit)/Loss on sale/written off fixed assets	(182.72)	424.17
(Profit)/Loss on sale of investments	(1,434.07)	(514.54)
<b>Operating Profit before working capital changes</b>	<b>102,315.82</b>	<b>104,634.20</b>
Adjustments for		
Trade and other receivables, inventories and other assets	(42,422.01)	(48,804.74)
Trade payables and provisions and other current liabilities	23,357.74	19,536.14
<b>Cash Generated from operations before tax</b>	<b>83,251.55</b>	<b>75,365.61</b>
Taxation	(12,621.72)	(11,836.59)
<b>Net Cash from operating activities (A)</b>	<b>70,629.83</b>	<b>63,529.02</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale/(Purchase) of Investments (net)	8,415.57	(21,980.94)
Capital Expenditure (net of Sale, advances and Payable)	(140,103.48)	(114,429.24)
Proceeds from sale of Fixed Assets & CWIP	2,347.19	4,141.88
Proceeds from sale of subsidiaries	-	62,755.00
Grant received from Govt	-	364.36
Interest Income	472.69	496.16
Income from dividend on shares	61.25	39.55
Decrease/(Increase) in Other Bank Balances	(124.15)	4,069.31
<b>Net Cash used in/from Investment Activities (B)</b>	<b>(128,930.93)</b>	<b>(64,543.92)</b>

Particulars	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayment) of long term borrowings (net)	43,872.03	(45,909.01)
Proceeds/(Repayment) of short term borrowings (net)	30,352.77	38,667.95
Dividend paid on equity shares to Minority	(4,252.47)	(4,252.47)
Dividend paid on preference shares	(103.36)	(103.35)
Corporate dividend tax paid	(1,402.74)	(1,402.74)
Finance cost	(10,943.66)	(11,269.10)
<b>Net cash used in/ from financing activities ( C )</b>	<b>57,522.57</b>	<b>(24,268.72)</b>
<b>Net increase in Cash and Cash Equivalents D=(A+B+C)</b>	<b>(778.33)</b>	<b>(25,283.62)</b>
<b>Cash &amp; Cash equivalents at the beginning of the year (E)</b>	<b>9,784.59</b>	<b>34,199.21</b>
<b>Cash &amp; Cash equivalents at the close of the year (D+E)</b>	<b>9,006.26</b>	<b>8,915.59</b>

**Notes 1 to 40 form part of financial statements**

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal

**Partner**

M.No. 504922

Rajat Lakhnarpal

**Whole Time Director**

**Chief Financial Officer,**

**& Company Secretary**

(DIN:00005664)

Kartik Bharat Ram

**Chairman**

(DIN:00008557)

Place : New Delhi

Date : May 30, 2018

Dhirendra Datta

**Director**

(DIN: 02376649)

Amitav Virmani

**Director**

(DIN: 02169955)

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

### 1 Corporate Information:

Kama Holdings Limited (the Company) is a public limited company incorporated and domiciled in India on March 28, 2000. The equity shares of the Company are publicly traded in India on the Bombay Stock Exchange.

The Company is a core investment company and operates under a single business and geographical segment.

### 2 Significant Accounting Policies

#### (a) Basis Of Preparation Of Financial Statements

The consolidated financial statements of the Company and its subsidiaries (together the Group) have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

#### (i) Principles of consolidation:

- The consolidated financial statements relate to KAMA Holdings Limited ("the Company") and its subsidiary companies mentioned below. The consolidated financial statements have been prepared on the following basis:
- The financial statements of the company and its subsidiary companies have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra group transactions, resulting in unrealised profit or losses.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the companies separate financial statements.
- The excess of Company's portion of the equity of the subsidiary over the cost to the company of its investment in the subsidiary company at the date on which investment in subsidiary is made is recognized in the financial statements as capital reserve. Similarly the excess of cost to the company of its investment in a subsidiary company over the Company's portion of the equity of the subsidiary at the date on which investment in subsidiary is made is recognized in the financial statements as goodwill.
- Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- Minority interest's share of net profit of consolidated subsidiaries for the year or a part of the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

#### (ii) The subsidiaries considered in the preparation of these consolidated financial statements are:

Name of the direct subsidiaries of the company:

S. No.	Indian subsidiaries	Country of Incorporations	Proportion of ownership as on March 31, 2018	Proportion of ownership as on March 31, 2017
1	SRF Limited	India	52.33%	52.33%
2	Shri Educare Limited*	India	100.00%	100.00%
3	KAMA Realty (Delhi) Limited	India	100.00%	100.00%
4	SRF Transnational Holdings Limited	India	100.00%	100.00%

Name of the direct subsidiaries of SRF Limited which is the direct subsidiary of the company:

S. No.	Subsidiaries	Country of Incorporations	Proportion of ownership as on March 31, 2018	Proportion of ownership as on March 31, 2017
5	SRF Holiday Home Limited	India	100.00%	100.00%
6	SRF Global BV	Netherlands	100.00%	100.00%



**Notes to Consolidated Financial Statements for the year ended March 31, 2018**

**Name of the direct subsidiaries of Shri Educare Limited which is the direct subsidiary of the company:**

S. No.	Subsidiaries	Country of Incorporations	Proportion of ownership as on March 31, 2018	Proportion of ownership as on March 31, 2017
7	Shri Educare Maldives Pvt. Ltd.	Maldives	100.00%	100.00%

**Name of the direct subsidiaries of SRF Global BV which is the direct subsidiary of SRF Limited.**

S. No.	Foreign subsidiaries	Country of Incorporations	Proportion of ownership as on March 31, 2018	Proportion of ownership as on March 31, 2017
8	SRF Industries (Thailand) Limited	Thailand	100.00%	100.00%
9	SRF Industex Belting (Pty) Limited	Republic of South Africa	100.00%	100.00%
10	SRF Flexipak (South Africa) (Pty) Limited	Republic of South Africa	100.00%	100.00%

**Name of the direct subsidiary of KAMA Realty (Delhi) Limited**

S. No.	Subsidiaries	Country of Incorporations	Proportion of ownership as on March 31, 2018	Proportion of ownership as on March 31, 2017
11	KAMA Real Estate Holdings LLP**	India	90%	90%

\* Shri Educare Limited has made an agreement with the Government of Maldives to run a school jointly in Maldives. For this, Shri Educare Limited has incorporated a wholly owned subsidiary in Maldives namely Shri Educare Maldives Private Limited.

\*\* Incorporated from 13th Dec 2016.

**(b) Use Of Estimates**

The preparation of Consolidated financial statements in conformity with the Indian GAAP requires the management of the Company to make estimates and assumptions that affect the reported balance of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

**(c) Property Plant And Equipment**

Property Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation except for certain fixed assets which were revalued (before the time of acquisition) and are therefore, stated at their revalued book values. Cost of acquisition or construction is inclusive of freight, duties, taxes, incidental expenses and interest on loans attributable to the acquisition of qualifying assets, up to the date of commissioning of the assets.

The Group has adopted the provisions of para 46A of AS 11 "The Effect of Changes in Foreign Exchange Rates", accordingly exchange differences arising on restatement /settlement of long term foreign currency monetary items related to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Capital Work in Progress: Project under which tangible/intangible fixed assets are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest.

#### (d) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight line method on the basis of useful life of assets determined by the Companies concerned which are different from the useful life as prescribed in Schedule II of 2013 Act. The useful life of the assets have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. and are as under:

Roads	: 40 - 50 years
Buildings	: 30 - 60 years
Plant & Machinery	: 2 - 30 years
Furniture & Fixtures	: 15 years
Office Equipment*	: 3 - 20 years
Vehicles	: 4 - 5 years
Leasehold Land	: Over the lease period and if lease is perpetual no amortization is made

\*Includes Data Processing whose life is considered to be 3 years, General Office Equipment whose life is considered to be 10 years and Heat Ventilation Air Conditioner to be 20 years.

Depreciation is calculated on a pro rata basis except that, assets costing up to Rs. 5,000 each are fully depreciated in the year of purchase.

On assets sold, discarded, etc. during the year, depreciation is provided up to the date of sale / discard.

In case of perpetual lease, no write off is made in respect of leasehold land and in other nature of leases, leasehold land is amortised over the period of the lease.

#### (e) Foreign Currency Transactions And Translation

Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

The exchange differences relating to non-integral foreign operations are accumulated in a "Foreign currency translation reserve".

The exchange differences arising on settlement / restatement of long term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / up to the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss. The unamortised exchange difference is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon, where applicable.

The Group uses foreign exchange forward and option contracts to hedge its exposure to movements in foreign exchange rates relating to certain firm commitments and highly probable forecast transactions. The Group designates such contracts in a cash flow hedge relationship.

Forward and option contracts are fair valued at each reporting date. The resultant gain or loss from these contracts that are designated and effective as hedges of future cash flows are recognised directly in Cash Flow Hedge Reserve under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in Statement of Profit and Loss.

Amount accumulated in Cash Flow Hedge Reserve are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects the profit and loss.

Hedge Accounting is discontinued when the hedging instrument expires, or is sold or terminated or exercised or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument recognised in Cash Flow Hedge Reserve is retained there until the forecasted transaction occurs.

If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss is immediately transferred from the Cash Flow Hedge Reserve to the Statement of Profit and Loss.

Contracts that are not designated as hedges of future cash flows are fair valued at each reporting date and the resultant gain or loss is recognised in the Statement of Profit and Loss.

**(f) Research And Development**

Expenditure on research and development of products is included under the natural heads of expenditure in the year in which it is incurred except which relate to development activities whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes. Such costs are capitalized if they can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and to use or sell the asset.

Capital expenditure on research and development includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use and is treated in the same manner as expenditure on other fixed assets and depreciated as per Company policy.

**(g) Inventories**

Inventories are valued at cost or net realisable value, whichever is lower. The basis of determining the cost for various categories of inventory are as follows:

Stores, spares and raw materials	: Weighted average rate
Stock in trade, process stocks and finished goods	: Direct cost plus appropriate share of overheads and excise duty, wherever applicable
By products	: At estimated realizable value

**(h) Employee Benefits**

Contributions paid / payable during the year to provident fund administered through Regional Provident Fund Commissioner, Superannuation Fund and Employees' State Insurance Corporation are recognized in the statement of profit and loss.

Provision for gratuity, compensated absences, provident fund for certain category of employees administered through a recognized provident fund trust and long term retention pay are determined on an actuarial basis at the end of the year and charged to revenue each year.

The employee benefits of employees of the subsidiary companies incorporated outside India are accounted for as per the requirements of their local laws.

**(i) Investments**

Long term quoted investments are valued at cost unless there is a permanent fall in their value as at the date of Balance Sheet.

Current investments are stated at lower of cost or fair value.

**(j) Revenue Recognition**

Sale of goods is recognised, net of returns and trade discounts on the transfer of significant risks and rewards of ownership to the buyer which generally coincides with the dispatch of goods to customers. Gross sales are inclusive of excise duty and net of value added tax / sales tax.

Revenue from investments are recognized in accordance with the provisions of Non- Systematically Important Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015. Income not covered by the NBFC Rules as stated above are accounted in accordance with the Accounting Standard (AS-9) issued by the Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the ascertainment/ realization of income, the same is not accounted for.

Other items of revenue are recognized in accordance with the Accounting Standard (AS-9). Accordingly, wherever there are uncertainties in the ascertainment-realisation of income such as interest from customers (including the financial condition of the person from whom the same is to be realized), the same is not accounted for.

Dividend including interim dividend income is accounted for when the right to receive is established.

**(k) Reserves**

Revaluation reserve represents the difference between the revalued amount of the assets and the written down value of the assets on the date of revaluation net of withdrawals therefrom.

Capital receipts are credited to capital reserve.

Cash flow hedge reserve represents the gain or loss arising out of adjusting the hedging instruments to mark to market net of applicable deferred income taxes.

**(l) Taxation**

The income tax liability is provided in accordance with the provisions of the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realizability.

**(m) Borrowing Cost**

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets.

**(n) Provisions And Contingent Liabilities**

The Group recognizes a provision when there is a present obligation as a result of past events and it is more likely than not that an outflow of resources would be required to settle the obligation and a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**(o) Lease**

Finance leases which effectively transfer to the company substantial risks and benefits incidental to ownership of the leased item, are capitalized and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Leases where the Lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on the straight line basis over the lease term.

**(p) Government Grant**

“Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

A government grant that becomes receivable as compensation for expenses or losses incurred in a previous period. Such a grant is recognised in profit or loss of the period in which it becomes receivable

Government grants shall be recognised in profit or loss on a systematic basis over the periods in which the group recognizes as expenses the related costs for which the grants are intended to compensate.

Government grants related to assets are presented in the balance sheet as deferred income and is recognised in profit or loss on a systematic basis over the expected useful life of the related assets.”

**(q) Earning Per Share**

The earnings considered in ascertaining the Company's Earnings Per Share ('EPS') comprise the net profit after tax after reckoning of dividend to preference shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is not calculated since the company has not issued any financial instrument which have an effect of diluting the earning of equity.

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

### 3. SHARE CAPITAL

#### a) Details of Share Capital

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Authorised</b>		
10,000,000 (Previous Year - 10,000,000) Equity shares of Rs. 10 each	1,000.00	1,000.00
13,000,000 (Previous Year - 13,000,000) Preference Shares of Rs. 10 each	1,300.00	1,300.00
	<b>2,300.00</b>	<b>2,300.00</b>
<b>Issued, Subscribed And Paid Up</b>		
6,452,615 (Previous Year - 6,452,615) Equity Shares of Rs. 10 each fully paid up	645.26	645.26
12,919,412 (Previous Year - 12,919,412) 8% Non-cumulative Redeemable Preference Shares	1,291.94	1,291.94
	<b>1,937.20</b>	<b>1,937.20</b>

a) There is no change in the share capital as compared to the previous year.

#### b) Terms/ rights attached to equity shares:

The parent has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The group declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the group.

During the year ended March 31, 2018, the amount of interim dividend recognised as distributions to equity shareholders was Rs.15 per share (2017 : Rs.15 per share).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### c) Terms/ rights attached to 8% Non-cumulative Redeemable Preference Shares:

8% Non-cumulative Redeemable Preference Shares are redeemable on or before 31-Mar-2031 at the discretion of the Board of Directors of the Company in accordance with Memorandum & Articles of Association.

#### d) Shareholders holding more than 5% shares in the Company:

Name of the shareholder		As at March 31, 2018		As at March 31, 2017	
		% age	(No. of shares)	% age	(No. of shares)
Equity					
Arun Bharat Ram	} Promoters	37.50%	24,19,726	37.50%	24,19,726
Ashish Bharat Ram		18.75%	12,09,860	18.75%	12,09,860
Kartik Bharat Ram		18.75%	12,09,860	18.75%	12,09,860
Preference					
Arun Bharat Ram	} Promoters	49.45%	63,88,650	49.45%	63,88,650
Ashish Bharat Ram		24.73%	31,94,325	24.73%	31,94,325
Kartik Bharat Ram		24.73%	31,94,325	24.73%	31,94,325

In the period of immediately preceding five years, the Company has not allotted any bonus shares.

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**4. Reserves And Surplus**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
General reserve	62,562.59	57,562.59
Retained earnings	77,235.55	75,852.29
Cash flow hedging reserve	(681.87)	1,053.65
Capital redemption reserve	1,048.10	1,048.10
Capital reserve	41,662.02	41,578.83
Debenture redemption reserve	7,500.00	5,000.00
Foreign currency translation reserve	2,563.56	402.26
Amalgamation Reserve	252.58	252.58
Special Reserve u/s 45-IC of RBI Act, 1934	155.67	-
Deferred Government Grant	1,986.60	1,829.24
	<u>194,284.80</u>	<u>184,579.54</u>

**Movement in Reserves & Surplus**
**General reserve**

Balance at beginning of year	57,562.59	57,562.59
Add: Transfer from Debenture redemption reserve	5,000.00	-
	<u>62,562.59</u>	<u>57,562.59</u>

The general reserve is created from time to time on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another, items included in general reserve will not be reclassified subsequently to profit and loss.

**Retained Earnings**

Balance at beginning of year	75,852.29	46,206.14
Add: Profit for the year	24,373.67	32,120.14
Less: Interim dividend on equity shares	(967.89)	(967.89)
Less: Proposed dividend on preference shares	-	(103.36)
Less: Dividend distribution tax	(218.08)	(1,402.74)
Less: Previous year adjustment	(14,148.77)	-
Less: Transfer to Debenture redemption reserve	(7,500.00)	-
Less: Transfer to Special Reserve u/s 45-IC of RBI Act, 1934	(155.67)	-
	<u>77,235.55</u>	<u>75,852.29</u>

**Cash Flow Hedging Reserve**

Balance at beginning of year	1,053.65	58.00
Recognized/(reclassified) during the year	(2,668.21)	1,522.58
Income tax related to above	932.69	(526.93)
	<u>(681.87)</u>	<u>1,053.65</u>

**Capital Redemption Reserve**

Balance at beginning of year	1,048.10	1,048.10
Movement	-	-
	<u>1,048.10</u>	<u>1,048.10</u>

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**Capital Reserve**

Balance at beginning of year	41,578.83	41,578.83
Add/(Less): Adjustment of Goodwill	83.19	-
	<u>41,662.02</u>	<u>41,578.83</u>

**Debenture Redemption Reserve**

Balance at beginning of year	5,000.00	5,000.00
Transfer from Retained Earning	7,500.00	-
Less: Transfer to General Reserve	(5,000.00)	-
	<u>7,500.00</u>	<u>5,000.00</u>

**Foreign Currency Translation Reserve**

Balance at beginning of year	402.26	1,964.78
Exchange differences arising on translation of foreign operations	2,161.30	(1,562.52)
	<u>2,563.56</u>	<u>402.26</u>

**Amalgamation Reserve**

Balance at beginning of year	252.58	252.58
Movement	-	-
	<u>252.58</u>	<u>252.58</u>

**Special Reserve u/s 45-IC of RBI Act, 1934**

Balance at beginning of year	-	-
Transfer from surplus	155.67	-
	<u>155.67</u>	<u>-</u>

**Deferred Government Grant**

Balance at beginning of year	1,829.24	1,418.12
Add: Grant Received during the year	-	364.12
Less: Recognised in the statement of profit & loss	(77.36)	(75.00)
Add: Effect of exchange currency fluctuation	234.72	122.00
	<u>1,986.60</u>	<u>1,829.24</u>

**5. MINORITY INTEREST**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
As at the beginning of the year	130,807.43	116,113.00
Add: Profit for the year	21,382.15	17,979.01
Less: Dividend paid to minority during the year	(3,284.58)	(3,284.58)
Less: DDT (minority share)	(668.67)	-
Add: Prior period adjustment	14,148.77	-
	<u>162,385.11</u>	<u>130,807.43</u>



**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**6. BORROWINGS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Long Term Borrowings</b>		
<b>Secured</b>		
3,000 Nos., 7.33% (2017: 2,000 Nos. 9.80%), listed, Secured Redeemable Non-convertible debentures of Rs. 10 lakhs each [1]	30,000.00	20,000.00
Term Loans from Banks [2]	151,210.87	110,702.16
Term Loans from Others [3]	47,607.27	54,622.00
	<b>228,818.14</b>	<b>185,324.16</b>
Less: Current maturities of long term borrowings	(38,673.60)	(42,550.05)
<b>Net Long Term Borrowings (a)</b>	<b>190,144.54</b>	<b>142,774.11</b>
<b>Short Term Borrowings</b>		
<b>Secured</b>		
Term Loans from Banks [4]	10,474.94	23,111.05
Term Loans from Financial Institution [4]	210.00	-
Cash Credit from Banks [4]	9,499.10	2,214.00
	<b>20,184.04</b>	<b>25,325.05</b>
<b>Unsecured</b>		
Term Loan From Banks*	62,105.09	29,610.03
Cash Credits from Banks	2,998.72	-
	<b>65,103.81</b>	<b>29,610.03</b>
<b>Total Short Term Borrowings (b)</b>	<b>85,287.85</b>	<b>54,935.08</b>
<b>Total borrowings (a+b)</b>	<b>275,432.39</b>	<b>197,709.19</b>

\*Includes Rs. 10,000 Lakhs (As on March 31, 2017 - Nil) for Commercial Paper issued by the group. The maximum amount due during the year is Rs. 30,000 Lakhs (2016-17 - Rs. 12,500 Lakhs)

**6.1 Details of security of the secured loans:**

Loan	As at March 31, 2018	As at March 31, 2017	Security
1 2,000 (Previous Year –2,000), 9.80%, Listed, Secured Redeemable Non-Convertible Debentures of Rs. 10 lakhs each	-	20,000.00	Debentures are secured by legal mortgage in English form on certain immoveable properties of the Company situated in Gujarat. In addition, these debentures are secured by hypothecation of Company's moveable properties, both present and future, situated at Manali, Viralimalai and Gummidipoondi in the State of Tamil Nadu, Jhiwana in the State of Rajasthan, Malanpur and Special Economic Zone, Indore in the State of Madhya Pradesh, Pantnagar, Kashipur in the State of Uttarakhand and Dahej in the State of Gujarat (excluding certain assets) and an equitable mortgage of Company's immoveable properties, both present and future, situated at Viralimalai, Gummidipoondi (freehold land) in the State of Tamil Nadu, Jhiwana in the State of Rajasthan and Kashipur in the State of Uttarakhand.
<b><u>Terms and conditions</u></b>			
a) Redeemable at face value in one single instalment at the end of 3 <sup>rd</sup> year from the date of allotment.			
b) Coupon is payable Semi-annually on 25 <sup>th</sup> March and 25 <sup>th</sup> September every year.			



Loan	As at		Security
	March 31, 2018	March 31, 2017	
3,000 (Previous Year –Nil), 7.33%, Listed, Secured Redeemable Non-Convertible Debentures of Rs. 10 lakhs each	<b>30,000.00</b>	-	Debentures are secured by hypothecation of Company's moveable properties, both present and future, situated at Manali, Viralimalai and Gummidipoondi in the State of Tamil Nadu, Jhiwana in the State of Rajasthan, Malanpur and Special Economic Zone, Indore in the State of Madhya Pradesh, Pantnagar, Kashipur in the State of Uttarakhand and Dahej in the State of Gujarat (excluding certain assets) and an equitable mortgage of Company's immoveable properties, both present and future, situated at Viralimalai, Gummidipoondi (freehold land) in the State of Tamil Nadu, Jhiwana in the State of Rajasthan and Kashipur in the State of Uttarakhand.
<b><u>Terms and conditions</u></b>			
a) Redeemable at face value in one single installment at the end of 3 <sup>rd</sup> year from the date of allotment.			
b) Coupon is payable annually on 30th June every year.			
2 (i) Term loan from Banks	<b>119,283.21</b>	74,548.37	<p>(a)(i) Out of the loans as at 2(i), loans aggregating to Rs. 1,02,994.46 lakhs (Previous Year – Rs. 51,871.87 lakhs) are secured by hypothecation of Company's moveable properties, both present and future, situated at Manali, Viralimalai and Gummidipoondi in the State of Tamil Nadu, Jhiwana in the State of Rajasthan, Malanpur and Special Economic Zone, Indore in the State of Madhya Pradesh and Kashipur, Pantnagar in the State of Uttarakhand and Dahej in the State of Gujarat (save and except certain assets).</p> <p>Out of the loans as at 2(i)(a)(i), loans aggregating to Rs. 16,288.79 lakhs (Previous Year – Rs. 22,676.50 lakhs) are to be additionally secured by hypothecation of Company's moveable properties both present and future, at Dahej in the State of Gujarat (save and except certain assets).</p> <p>(a)(ii) Out of the loans as at 2(i) loans aggregating to Rs. 1,19,283.21 lakhs (Previous Year – Rs. 74,548.37 lakhs) are secured by equitable Mortgage of Company's immoveable properties, both present and future, situated at Viralimalai, Gummidipoondi (freehold land) in the State of Tamil Nadu and Kashipur in the State of Uttarakhand.</p> <p>Out of the loans as at 2(i)(a)(ii) loans aggregating to Rs. 1,14,433.21 lakhs (Previous Year – Rs. 69,548.37 lakhs) are additionally secured by equitable Mortgage of Company's immoveable properties, both present and future, situated at Jhiwana in the State of Rajasthan.</p> <p>Out of the loans as at 2(i)(a)(ii) loans aggregating to Rs. 42,605.56 lakhs (Previous Year – Rs. 54,646.67 lakhs) are additionally secured by equitable Mortgage of Company's immoveable properties, both present and future, situated at Malanpur in the State of Madhya Pradesh (save and except superstructures).</p> <p>Out of the loans as at 2(i)(a)(ii), the term loans aggregating to:</p> <p>a) Rs. 3,631.97 lakhs (Previous Year – Rs. 7,601.65 lakhs) are to be further secured by equitable mortgage of Company's immoveable properties, both present and future, situated at Gummidipoondi (leasehold land) in the State of Tamil Nadu, Special Economic Zone, Indore in the State of Madhya Pradesh and at Pantnagar in the state of Uttarakhand.</p>

Loan	As at		Security
	March 31, 2018	March 31, 2017	
			(b) Rs. 4,850.00 lakhs (Previous Year – Rs. 5,000.00 lakhs) are to be further secured by equitable mortgage of Company's immoveable properties, both present and future, situated at Jhiwana in the State of Rajasthan.
(ii) Term loans from banks	<b>26,062.00</b>	25,820.00	Term loan in SRF Global BV of USD 40 million (Previous Year- USD 40 million) is secured by a Standby Documentary Credit of USD 40.50 million issued by The HongKong & Shanghai Banking Corporation Limited, India which is to be secured by an equitable mortgage of the immoveable properties of SRF Limited in Manali in the State of Tamil Nadu.
(iii) Term loans from banks	<b>5,865.66</b>	8,424.38	Term loans from banks aggregating to Rs. 5,865.66 lakhs (Previous Year – Rs. 8,424.38 lakhs) are secured by hypothecation of Company's certain moveable assets situated at Dahej in the State of Gujarat.
(iv) Term loans from banks	-	2,286.48	Term loan secured by first charge by way of an equitable mortgage by deposit of title deeds of the immovable property of the KAMA Realty (Delhi) Ltd situated at Gurgaon, Haryana and Corporate Guarantee executed by KAMA Holdings Limited.
3 (i) Term loans from others	9,819.21	13,706.39	Term loan in SRF Industries (Thailand) Limited of USD 45 million from International Finance Corporation, Washington is secured by pledge of that company's machineries and by mortgage on that company's land and building.
(ii) Term loan from others	11,726.24	14,999.61	Term loan in SRF Flexipak (South Africa) (Pty) Limited of USD 40 million from International Finance Corporation, Washington is secured by continuing coverage mortgage bond over the land and general notarial bond over the property of that company.
(iii) Term loans from others	26,062.00	25,916.00	Loan of Rs. 26,062.00 lakhs (Previous Year – Rs. 25,916.00 lakhs) is secured by the hypothecation and equitable mortgage of Company's moveable and immoveable properties at Dhar in the State of Madhya Pradesh.
4 (i) Cash credit/working capital demand loans	9,498.91	2,214.49	Secured by hypothecation of stocks, stores and book debts (current assets), both present and future at Manali, Viralimalai and Gummidipoondi in the State of Tamil Nadu, Jhiwana in the State of Rajasthan, Malanpur and Indore in the State of Madhya Pradesh, Kashipur and Pantnagar in the State of Uttarakhand.
(ii) Term loan from banks	10,474.94	22,733.49	
(iii) Term loan from others	210.00	-	Term loan secured by first charge by way of an equitable mortgage by deposit of title deeds of the immovable property of the KAMA Realty (Delhi) Ltd situated at Gurgaon, Haryana and Corporate Guarantee executed by KAMA Holdings Limited.
	<b><u>249,002.18</u></b>	<b><u>210,649.21</u></b>	

Such hypothecation and equitable mortgage rank pari-passu between term loans from banks / other (save and except hypothecation of certain movable assets at Dahej in the State of Gujarat in favour of a bank as at 2(ii) above and hypothecation and equitable mortgage of certain moveable and immovable assets at Dhar in the State of Madhya Pradesh in favour of others as at 3 above).

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

### 6.2 Terms of repayment of loan

Loan Category	Frequency of principal repayments	Interest rate	Up to March 31, 2019	Up to March 31, 2020	Up to March 31, 2021	From 2022 to 2027
Redeemable Non-Convertible Debentures	Redeemable at face value in one instalment at the end of third year	7.33%	-	-	30,000.00	-
Rupee term loans	Half yearly instalments	8.60% to 11.00%	981.82	496.71	500.00	3,850.00
	Quarterly instalments	7.05%	30.00	2,505.00	4,980.00	7,470.00
Foreign Currency Term loans	Quarterly	0.94%	-	-	6,356.23	34,000.77
	Half yearly instalments	Libor plus interest rate spread ranging from 1.30 % to 1.85%	19,418.68	23,329.59	15,211.03	17,594.46
	One instalment a year	Libor plus interest rate spread of 1.60%	3,257.75	-	-	-
	Bullet	Fixed 0.05% to Libor plus interest rate spread of 2.25%	14,985.65	16,288.75	26,062.00	1,500.00
			<b>38,673.90</b>	<b>42,620.05</b>	<b>83,109.26</b>	<b>64,415.23</b>

### 7. LONG TERM LIABILITIES

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Deferred grant *	1,439.69	-
Payables for fixed assets	1,299.48	2,604.08
	<b>2,739.17</b>	<b>2,604.08</b>

\* The SRF Limited has recognized grant in respect of duty paid on procurement of capital goods under EPCG scheme of Central Government which allows refund of the such duty in the form of freely transferable duty credit scrips of upon meeting of requisite export obligation. The Company expects to meet its export obligations in future years. Export obligation as on March 31, 2018 is Rs. 14,568 Lakhs (Previous Year - Rs. 10,493 Lakhs).

Further, the group has received financial assistance from the Industrial Development Corporation of South Africa for the development of the clothing and textiles competitiveness programme - RCF in respect of its property plant and equipment. The Group has received a Manufacturing Investment Programme ("MIP") grant from the Department of Trade and Industry ("DTI") South Africa for costs incurred in the construction of its manufacturing assets. There are no unfulfilled conditions or contingencies attached to these grants. In the current year the Board of Directors of SRF Industex Belting Pty. Limited (SRFIB), a wholly owned step down subsidiary of the company had decided to close its technical textile business.

### 8. DEFERRED TAX LIABILITIES (NET)

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Deferred Tax Liabilities</b>		
Difference between book and tax depreciation	57,821.52	49,850.17
Research and development expenditure and others	3,586.74	5,051.30
	<b>61,408.26</b>	<b>54,901.47</b>
<b>Less: Deferred Tax Assets</b>		
Provision for bad and doubtful debts	58.36	54.16
On account of WDV	-	(65.60)
Accrued expenses deductible on payment	1,704.00	3,438.56
Brought forward business losses*	1,796.24	3,336.21
	<b>3,558.60</b>	<b>6,763.33</b>
	<b>57,849.66</b>	<b>48,138.14</b>

\*The deferred tax assets have been recognised keeping in view the concept of prudence and on the basis of virtual certainty that sufficient future taxable income will be available against which deferred tax assets will be realised.

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**9. PROVISIONS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Long Term Provision</b>		
Employee benefits	3,251.81	3,393.89
	<u>3,251.81</u>	<u>3,393.89</u>
<b>Short Term Provisions</b>		
Employee benefits	466.95	625.47
Provision for tax (net of payments)	36.48	(293.93)
	<u>503.43</u>	<u>331.54</u>

**10. TRADE PAYABLES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Outstanding dues to Micro and Small enterprises #	1,935.03	745.00
Outstanding dues to parties other than Micro and Small enterprises	102,489.17	80,144.79
	<u>104,424.20</u>	<u>80,889.79</u>

**#Dues To micro, small and medium enterprises**

Sundry Creditors include the following dues to micro and small enterprises covered under "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED) to the extent such parties have been identified from the available information.

Amount remaining unpaid to suppliers under MSMED (suppliers) as at the end of year

- Principal amount	4,240.00	2,149.00
- Interest due thereon	70.40	19.00

Amount of payments made to suppliers beyond the appointed day during the year

- Principal amount	3,159.89	2,804.00
- Interest actually paid under section 16 of MSMED	-	-

Amount of interest due and payable for delay in payment (which has been paid but beyond the appointed day during the year) but without adding interest under MSMED

37.61	51.00
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Interest accrued and remaining unpaid at the end of the year

- Interest accrued during the year	108.01	70.00
- Interest remaining unpaid as at the end of the year	219.01	111.00

Interest remaining disallowable as deductible expenditure under the Income-tax Act, 1961

108.01	70.00
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**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**11. OTHER CURRENT LIABILITIES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Current maturities of long term borrowings	<b>38,673.60</b>	42,172.00
Interest accrued but not due on borrowings	<b>2,510.50</b>	900.57
Unclaimed dividend*	<b>652.77</b>	652.00
Unclaimed fixed deposits (including interest)*	<b>0.74</b>	1.25
Proposed dividend on preference shares	-	103.36
Security Deposits	<b>755.19</b>	720.20
Income received in advance	<b>3,374.54</b>	2,976.38
Acceptances for fixed assets	<b>5.77</b>	-
Payables for fixed assets		
- Outstanding dues to Micro and Small enterprises	<b>2,524.29</b>	1,474.00
- Outstanding dues to parties other than Micro and Small enterprises	<b>7,684.74</b>	6,975.00
Gratuity	<b>675.02</b>	624.13
Statutory dues and other taxes payable	<b>6,086.57</b>	7,676.13
Other payables	<b>234.07</b>	450.34
	<b>63,177.80</b>	64,725.36

*\*Will be credited to Investor Education and Protection Fund if not claimed within seven years from the date of issue of dividend/interest warrant and the date of maturity of fixed deposits.*

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

### 12. FIXED ASSETS

Particulars	Gross Block				Depreciation/ amortization				Net Block			
	As at April 1, 2017	Additions (refer note 12 below)	Translation/ adjustment/ net revaluation	Disposals/ Deductions/ Transfers	As at March 31, 2018	Up to March 31, 2017	For the year	Translation/ adjustment	Disposals/ Deductions/ Transfers	Up to March 31, 2018	As at March 31, 2018	As at March 31, 2017
<b>Tangible assets</b>												
Land												
Freehold	11,085.64	-	414.26	(25.56)	11,474.34	-	-	-	-	-	11,474.34	11,085.64
Leasehold	11,119.61	332.39	76.32	-	11,528.32	692.80	1.75	-	-	694.55	10,833.77	10,426.81
Roads	6,139.44	415.77	129.06	(24.00)	6,660.27	623.09	140.75	12.13	(3.66)	772.31	5,887.96	5,516.35
Buildings	100,712.10	6,439.22	2,886.75	(179.07)	109,859.00	26,381.20	2,429.51	1,154.70	(8.51)	29,956.90	79,902.10	74,330.90
Books	1.03	0.37	-	-	1.40	1.00	0.37	-	-	1.37	0.03	0.03
Plant and machinery	610,151.18	83,246.36	16,409.29	(4,193.09)	705,613.74	283,551.20	27,375.49	9,953.13	(2,539.48)	318,340.34	387,273.40	326,599.98
Furniture and fixtures	4,120.30	465.72	64.91	(60.82)	4,590.11	2,053.40	297.61	40.73	(60.01)	2,331.73	2,258.38	2,066.90
Office equipments	6,543.40	1,173.67	137.38	(363.13)	7,491.32	4,207.20	845.26	111.07	(291.82)	4,871.71	2,619.61	2,336.20
Data processing	112.20	18.82	-	(0.57)	130.45	77.50	21.28	-	(0.56)	98.22	32.23	34.70
Vehicles	3,654.10	1,447.15	12.57	(762.35)	4,351.47	1,917.61	671.82	7.36	(541.37)	2,055.42	2,296.05	1,736.49
<b>Sub-total</b>	<b>753,639.00</b>	<b>93,539.47</b>	<b>20,130.54</b>	<b>(5,608.59)</b>	<b>861,700.42</b>	<b>319,505.00</b>	<b>31,783.84</b>	<b>11,279.12</b>	<b>(3,445.41)</b>	<b>359,122.55</b>	<b>502,577.87</b>	<b>434,134.00</b>
Previous year	700,944.07	55,918.19	3,487.74	(6,711.00)	753,639.00	295,459.24	27,868.06	(3,822.30)	-	319,505.00	434,134.00	405,485.66
<b>Intangible assets</b>												
Goodwill	369.00	-	-	-	369.00	301.81	36.85	-	-	338.66	30.34	67.19
Trade marks & copyrights	8,379.00	81.53	-	-	8,460.53	1,575.09	356.32	-	-	1,931.41	6,529.12	6,803.91
Technical knowhow	914.00	4,156.30	-	-	5,070.30	831.15	156.60	-	-	987.75	4,082.55	82.85
Software	4,159.00	449.38	-	(168.85)	4,439.53	3,335.00	509.07	-	(167.56)	3,676.51	763.02	824.00
Others	2,044.00	-	-	-	2,044.00	1,594.82	414.16	-	-	2,008.98	35.02	449.18
<b>Sub-total</b>	<b>15,865.00</b>	<b>4,687.21</b>	-	<b>(168.85)</b>	<b>20,383.36</b>	<b>7,637.87</b>	<b>1,473.00</b>	-	<b>(167.56)</b>	<b>8,943.31</b>	<b>11,440.05</b>	<b>8,227.13</b>
Previous year	15,392.00	473.00	-	-	15,865.00	5,791.32	1,846.55	-	-	7,637.87	8,227.13	9,601.15
<b>Grand total</b>	<b>769,504.00</b>	<b>98,226.68</b>	<b>20,130.54</b>	<b>(5,777.44)</b>	<b>882,083.78</b>	<b>327,142.87</b>	<b>33,256.84</b>	<b>11,279.12</b>	<b>(3,612.97)</b>	<b>368,065.86</b>	<b>514,017.92</b>	<b>442,361.13</b>
Previous year (Net Total)	716,336.07	56,391.19	3,487.74	(6,711.00)	769,504.00	301,250.56	29,714.61	(3,822.30)	-	327,142.87	442,361.13	415,086.81
										<b>Capital Work in Progress</b>	<b>58,038.80</b>	<b>27,027.44</b>

(i) The amount of borrowing cost capitalised to capital work in progress during the year Rs. 3125.27 lakhs (Previous Year - Rs. 1185.19 lakhs) by SRF Limited.

(ii) The deed of assignment in respect of free hold land at Manali, Chennai has been executed in respect of 135.02 acres (Previous Year - 135.02 acres). In addition to aforesaid extent, 0.79 acres were handed over to SRF Limited under a land delivery receipt. During the year, SRF Limited has sold 1.03 acres of land. Thus, the SRF Limited is in possession of 136.49 acres of industrial land at Manali, Chennai.

(iii) Conveyancing of buildings and other superstructures located at SRF Limited's plant at Malanpur in the state of Madhya Pradesh including immovable machinery is linked to the Stamp Duty matter.

(iv) Out of the Industrial Free hold land measuring 32.41 acres at the SRF Limited's plant in Gummidipoondi, the SRF Limited does not have clear title to 2.43 acres.

(v) Capital expenditure incurred during the year includes Rs. 1603 Lakhs (2017 - Rs. 6527 lakhs) on account of research and development. Depreciation for the year includes depreciation on assets deployed in research and development as per note 43(a) below.

(vi) Capital work in progress includes pre-operative expenses Rs. 1457.10 lakhs (Previous Year - Rs. 6527.15 lakhs) by SRF Limited.

(vii) Leasehold land amounting to Rs. 165 Lakhs taken by Shri Educare Limited is valid for the period 95 years commencing from 19th October 2011.

(viii) Trademarks and Copyright of Shri Educare Limited amounting to Rs. 89.73 lakhs is under the process of registration.



**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**13(A) NON-CURRENT INVESTMENTS**

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
NON-CURRENT INVESTMENTS- Others					
Investments in Equity Instruments					
Quoted - Direct Equity					
Mawana Sugars Ltd.	10	2,901	0.48	2,901	0.48
Power Finance Corporation Ltd	10	32,000	28.41	-	-
		Total (A)	28.89		0.48
Quoted - Portfolio Management Services (PMS)					
ASK PMS-Indian Entrepreneur Portfolio			0.19		386.64
ASK PMS-Eagle			208.95		198.44
Quest PMS			225.16		210.63
Reliance PMS-Growth			305.92		247.11
Reliance PMS-Alpha Cap Pro-I			17.40		17.23
Reliance PMS-Alpha Cap Pro-II			8.67		8.59
Reliance PMS-Emerging Business Opportunities			185.76		298.47
Reliance PMS-Alpha Multipler			100.12		-
Reliance PMS [NCD]			120.00		120.00
Unifi PMS-Spinsoff and Hold Co.			370.46		348.05
Kotak PMS-Special Situation Value Strategy			131.35		124.24
ASK PMS-Emerging Opportunities			294.61		-
ASK PMS-Growth			297.64		-
ENAM PMS-India Core Equity			690.80		-
JM PMS -Focus			203.54		-
Kotak PMS-Special Situation Value Strategy			302.08		-
Laburnum PMS			103.90		-
Reliance PMS-Alpha Multipler			500.67		-
Reliance PMS-Qore			299.17		-
Unifi PMS-Blended Fund			199.63		-
	As per Schedule 12(c )	Total (B)	4,566.02		1,959.40

**Investments in Equity Instruments**
Unquoted - Direct Equity

Malanpur Captive Power Limited	10	4,221,535	422.00	4,221,535	422.00
Less : Provision for diminution in value			(422.00)		(422.00)
			-		-
OPGS Power Gujrat Pvt Limited	0.19	475,000	1.00	475,000	1.00

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Vaayu Renewable Energy (Tapti) Private Limited	10	50,000	5.00	50,000	5.00
Suryadev Alloys & Power Private Limited	10	4,000	6.00	4,000	6.00
NSE Limited	1	100,000	890.57		-
Sanghi Spinners India Limited	10	670,000	12.00	670,000	12.00
Less : Provision for diminution in value			(12.00)		(12.00)
		<b>Total (C)</b>	<b>902.57</b>		<b>12.00</b>

#### Investments in Convertible Preference Shares

##### Unquoted

SARG Media Holdings Private Limited	1,000	50,000	500.00	50,000	500.00
		<b>Total (D)</b>	<b>500.00</b>		<b>500.00</b>

#### Investments in Bonds, Debentures and Commercial Paper

##### Quoted

HUDCO Tax Free Bonds 8.20%, 2027*	1,000	42,500	448.13	42,500	448.13
NTPC Tax Free Bonds 8.66%, 2033*	1,000	6,333	61.93	6,333	61.93
REC Tax Free Bonds 8.12%, 2027*	1,000	25,000	249.21	25,000	249.21
IDBI Bank Limited	1,000,000	-	-	20	200.19
Reliance Capital Ltd	100,000	-	-	2,500	2,500.00
		<b>Total (E)</b>	<b>759.27</b>		<b>3,459.45</b>

\*Securities pledged by SRF Transnational Holdings Ltd (subsidiary) to HDB Financial Services Ltd against credit facility of Rs. 5.90 crores to Shri Educare Ltd

##### Unquoted

Ansal Hi-Tech Township Ltd	100,000	1,000	1,000.00	1,000	1,000.00
Less: Provision for doubtful in investments			(100.00)		-
			900.00		1,000.00
Orris Infrastructure Pvt Ltd	791,500	2	143.62	2	202.00
VGN Developers Pvt Ltd	1,000,000	-	-	100	770.00
Omkar Realtors Andheri Projects Pvt Ltd	6,469,927	-	-	3	119.37
Reliance Infrastructure Limited	500,000	-	-	260	1,269.18
		<b>Total (F)</b>	<b>1,043.62</b>		<b>3,360.55</b>

#### Investments in Mutual Funds

##### Quoted

Birla Sun Life Frontline Equity Fund - Dividend	10	-	-	161,970	50.00
HDFC Infrastructure Fund - Growth	10	-	-	685,394	100.00
ICICI Prudential Value Discovery Fund - Growth	10	-	-	56,484	50.00
ICICI Prudential Focussed Bluechip Fund - Dividend	10	-	-	441,306	100.00
ICICI Prudential Infrastructure Fund - Growth	10	-	-	261,375	100.00
IDFC Infrastructure Fund - Growth	10	-	-	482,245	50.00
IDFC Premier Equity Fund - Growth	10	-	-	92,776	50.00
IDFC Sterling Equity Fund - Growth	10	-	-	177,891	50.00
		<b>Total (G)</b>	<b>-</b>		<b>550.00</b>

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Investments in Other Instruments					
Unquoted-Private Equity Fund/Alternative Investment Fund/Real Estate Fund					
Carpediem Capital Partners Fund	10,000	1,950	195.00	750	75.00
[Total commitment Rs.300.00 lakhs]					
Exfinity Technology Fund	1,000,000	30	105.00	30	60.00
(paid up to the extent of 350,000 per unit (pr. Yr.. 2,00,000 per unit)					
[Total commitment Rs.300.00 lakhs]					
BPEA Credit - India Fund II	100	183,000	183.00	-	-
[Total commitment Rs. 300.00 lakhs]					
Phi Capital Growth Fund	100,000	53	53.03	15.8	15.79
[Total commitment Rs.500.00 lakhs]					
Reliance Yield Maximiser AIF Scheme-III			210.00		60.00
[Total commitment Rs.300.00 lakhs]					
ASK Real Estate Special Situations Fund-I	100,000	30.00	30.00	7.50	7.50
[Total commitment Rs. 150.00 lakhs]					
Edelwiss Real Estate Opportunities Fund	10,000	713	71.25	480	48.00
[Total commitment Rs. 150.00 lakhs]					
Milestone Commercial Advantage Fund	100,000	120	120.00		-
[Total commitment Rs.200.00 lakhs]					
Reliance Equity Opportunities AIF Scheme-III			90.00		-
[Total commitment Rs.300.00 lakhs]					
Indiabulls Dual Advantage Commercial Asset Fund			200.00		-
Indiabulls High Yield Fund			150.00		75.00
Asian Healthcare Fund	60.44	125,000	110.00	125,000	110.00
Reliance Yield Maximiser AIF Scheme-II			500.00		500.00
Strugence Debt Fund	100,000	200	200.00	200	200.00
Zodius Technology Fund	10	2,560,933	286.18	3,000,000	303.37
India Whizdom Fund			202.50		102.50
KAE Capital Fund	100,000	300	300.00	200	200.00
ICICI Prudential Venture Capital Fund	10	470,911	47.09	767,818	76.78
TVS Shriram Growth Fund Scheme 1B	1,000	30,609	305.96	34,774	389.40
		Total (H)	3,359.01		2,223.34
Aggregate value of non-current investments		(Total A to H)	11,159.38		12,065.23
Aggregate value of quoted investments =Total (A+B+E+G)			5,354.18		5,969.33
Aggregate value of quoted investments (Market Value)			5,907.90		6,624.41
Aggregate value of unquoted investments = Total (C+D+F+H)			5,805.20		6,095.89

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**13(B) CURRENT INVESTMENTS**

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
CURRENT INVESTMENTS					
Debt Instruments					
Reliance Capital Limited	100,000	2,500	2,500	-	-
Investments in Mutual Funds					
Quoted					
DSP Black Rock Ultra Short Term Fund-WDR	1,000	-	-	5,239,049.272	761.49
Less: Diminution in Value of Investment					(0.08)
Kotak Floater Short Term-Growth	1,000	-	-	18,937.651	501.59
DSP Black Rock Liquidity Fund-Regular Plan-WDR	10	32,956.723	330.52	-	-
Less: Diminution in Value of Investment			(0.17)		-
			330.35		
Reliance Infrastructure Limited	500,000		-	500	2,440.00
ICICI Prudential P1543 Saving Fund-Growth Plan	100	3,612,365	7,954.00	3,612,365	7,954.00
Religare Invesco Credit Opprtunities Fund-Growth Plan	1,000	-	-	312,529	5,303.00
	Aggregate value of quoted investments		10,784.35		16,960.00
	Market Value of quoted investments		12,500.35		18,342.13

**13(C) INVESTMENTS**

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
NON-CURRENT INVESTMENTS- Others					
Investments in Equity Instruments					
<u>Quoted - Equity PMS</u>					
<u>ASK PMS-Indian Entrepreneur Portfolio</u>					
Lupin Ltd	2	-	-	1,709	24.67
Page Industries Ltd	10	-	-	176	18.99
PI Industries Ltd	1	-	-	3,343	19.57
Pidilite Industries Ltd	1	-	-	2,731	14.63
Motherson Sumi Systems Ltd	1	-	-	7,594	21.17
Havells India Ltd.	1	-	-	5,359	17.60
Bajaj Finance Ltd	10	-	-	2,793	15.32
Asian Paints Ltd	1	-	-	2,162	19.10

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Ajanta Pharma Ltd	2	-	-	929	10.65
Amara Raja Batteries Ltd	1	-	-	2,621	20.84
Kotak Mahindra Bank Ltd	5	-	-	2,505	13.44
Astral Poly Technik Ltd	1	-	-	4,146	17.51
Indusind Bank Ltd	10	-	-	2,080	21.37
Shree Cements Ltd	10	-	-	125	16.19
Welsun India Ltd	1	-	-	15,173	13.58
Eicher Motors Ltd	10	-	-	102	18.84
Britannia Industries Ltd	2	-	-	806	26.37
Bajaj Finserv Ltd	5	-	-	884	21.41
Choldamandalam Investment and Finance Company Ltd	10	-	-	1,995	19.79
MRF Ltd	10	-	-	44	23.73
Cash & Cash Equivalent*			<b>0.19</b>		<b>11.85</b>
<b>Total</b>			<b>0.19</b>		<b>386.64</b>

#### ASK PMS-EAGLE

Bajaj Finance Ltd	2	<b>1423</b>	<b>12.49</b>	1,851	16.25
Emami Ltd	1	<b>1676</b>	<b>17.93</b>	1,703	18.34
Gujarat Gas Ltd	10	<b>2098</b>	<b>18.10</b>	-	-
Himatsingka Seide Ltd	5	<b>6025</b>	<b>17.32</b>	5,579	15.78
Hindustan Petroleum Corporation Ltd	10	<b>5633</b>	<b>16.59</b>	3,674	16.53
Honeywell Automation India Ltd	10	<b>65</b>	<b>10.74</b>	-	-
MRF Ltd	10	<b>32</b>	<b>18.37</b>	32	18.37
Maruti Suzuki Ltd	5	<b>241</b>	<b>12.00</b>	333	16.59
Nilkamal Ltd	10	<b>1205</b>	<b>17.41</b>	985	13.40
PI Industries Ltd	1	<b>2314</b>	<b>18.58</b>	2,226	17.91
Repco Home Finance Ltd	10	<b>2103</b>	<b>12.51</b>	2,697	15.07
Sharda Cropchem Ltd	10	<b>3949</b>	<b>15.57</b>	4,063	15.87
Solar Industries India Ltd	2	<b>2148</b>	<b>14.75</b>	2,200	14.85
Va Tech Wabag Ltd	2	-	-	3,308	16.48
			<b>6.59</b>		<b>3.00</b>
<b>Total</b>			<b>208.95</b>		<b>198.44</b>

#### QUEST PMS

Greaves Cotton Ltd	2	-	-	9,011	12.13
KEC International Ltd	2	<b>9,460</b>	<b>12.69</b>	11,872	15.90
Adita Birla Fashion and Retail Ltd	10	<b>2,490</b>	<b>3.27</b>	2,490	3.27
Carborundum Universal Ltd	1	<b>6,544</b>	<b>16.01</b>	6,544	16.01
Container Corporation of India Ltd	10	<b>1,181</b>	<b>14.91</b>	-	-
The Federal Bank Ltd	2	<b>14,111</b>	<b>9.99</b>	10,164	5.52
Kirloskar Ferrous Industries Ltd	5	-	-	18,145	12.13
TV 18 Broadcast Ltd	2	<b>12,417</b>	<b>6.70</b>	-	-
Gujarat Gas Ltd	10	<b>1,455</b>	<b>8.95</b>	1,455	8.95
Kotak Mahindra Bank Ltd	5	<b>649</b>	<b>4.66</b>	649	4.66

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
S P Apparels Ltd	10	-	-	6,956	23.08
Sundram Finance Limited	10	790	10.79	790	11.49
Sundram Finance Holdings Limited	5	790	0.70	-	-
Biocon Ltd	5	-	-	871	4.05
Coromandel Intl. Ltd	1	3,692	8.47	4,561	10.80
Kalpatataru Power Transmission Ltd	2	7,641	19.83	6,806	16.13
Va Tech Wabag Ltd	2	1,175	6.93	-	-
Ramco Cements Ltd	1	1,612	7.58	1,612	7.58
Simplex Infra Ltd	2	5,086	14.43	5,086	14.43
Tech Mahindra Ltd	5	3,650	16.62	3,650	16.63
Tata Communications Ltd	10	3,017	22.32	2,312	17.41
Thomas Cook (India) Limited	1	4,705	9.80	-	-
Voltas Ltd	1	-	-	898	2.77
Cash & Cash Equivalent*			30.50		7.69
	<b>Total</b>		<b>225.16</b>		<b>210.63</b>
<b><u>RELIANCE PMS-Growth</u></b>					
Adani Power Ltd	10	-	-	21,273	8.22
Adani Transmission Ltd	10	-	-	11,400	6.85
Arihant Superstructures Limited	10	2,252	3.94	-	-
Automotive Axles Limited	10	769	9.34	-	-
Alphageo India Ltd	10	436	4.21	399	3.85
Ashapura Intimates Fashion Limited	10	1,594	7.21	-	-
APL Apollo Tubes Ltd	10	1,317	6.74	2,071	9.60
Allsec Technologies Ltd	10	656	3.04	-	-
Avanti Feeds Ltd	2	845	7.68	776	4.53
Bajaj Finance Ltd	2	1,398	2.56	1,758	5.50
Bhansali Engineering Polymers Limited	1	4,640	7.37	-	-
Bodal Chemicals Ltd	2	-	-	8,432	7.24
Control Print Ltd	10	1,675	8.26	-	-
Can Fin Homes Ltd	10	-	-	1,008	11.94
Caplin Point Laboratories Ltd	2	788	3.36	479	1.95
CMI Ltd	10	-	-	2,169	3.57
Datamatics Global Services Ltd	5	-	-	4,157	4.10
Deep Industries Ltd	10	-	-	2,946	8.28
Dhampur Sugar Mills Ltd	10	-	-	2,051	4.70
DCM Shriram Ltd	2	744	3.88	-	-
Eicher Motors Ltd	10	14	2.21	66	10.64
Edelweiss Financial Services Ltd.	1	2,873	8.25	-	-
Fineotex Chemical Ltd	2	-	-	14,671	5.13

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Garware Wall Ropes Ltd	10	-	-	3,591	13.64
Gic Housing Finance Ltd	10	-	-	340	1.00
IFGL Refractories Ltd	10	-	-	998	1.87
IIFL Holdings Ltd	2	2,629	13.82	2,284	7.66
IG Petrochemicals Limited	10	1,667	13.30	-	-
JK Paper Ltd	10	-	-	2,848	2.59
Kajaria Ceramics Ltd	1	-	-	621	2.32
JM Financial Limited	1	5,448	8.32	-	-
Kisan Mouldings Ltd	10	2,935	4.40	-	-
KNR Constructions Ltd	2	-	-	2,214	3.88
KRBL Ltd	1	-	-	1,214	4.05
Manappuram Finance Ltd	2	-	-	5,694	5.06
Minda Corporation Ltd	2	-	-	2,337	2.54
Minda Industries Ltd	2	1,475	3.50	6,396	13.40
Maithan Alloys Limited	10	2,941	20.05	-	-
Motilal Oswal Financial Services Ltd	1	1,713	8.27	2,155	10.39
Meghmani Organics Limited	1	7,560	8.58	-	-
Man Industries India Ltd.	5	3,516	4.19	-	-
National Fertilizers Ltd	10	-	-	3,161	1.36
Nila Infrastructures Ltd	1	-	-	20,037	3.46
Nitin Spinners Ltd	10	-	-	2,825	2.72
PI Industries Ltd	1	-	-	1,047	5.09
Phillips Carbon Black Limited	2	948	13.51	-	-
Panama Petrochem Limited	2	5,510	12.07	-	-
Polyplex Corporation Ltd	10	-	-	1,131	4.19
PNB Housing Finance Limited	10	112	1.65	-	-
RBL Bank Ltd	10	2,180	7.71	2,742	9.41
Rama Steel Tubes Limited	5	981	1.96	-	-
Shakti Pumps India Limited	10	841	4.80	-	-
Sonata Software Ltd	1	-	-	1,955	4.07
Som Distilleries and Breweries Limited	10	1,634	4.42	-	-
Syngene International Ltd	10	-	-	3,085	12.91
5Paisa Capital Limited	10	78	0.49	-	-
Tata Elxsi Ltd	10	-	-	58	0.73
The Byke Hospitality Ltd	10	-	-	4,735	7.19
Thirumalai Chemicals Ltd.	10	391	7.56	-	-
Ujaas Energy Ltd	1	-	-	15,685	7.63
Vakrangee Ltd	1	2,746	3.71	1,373	3.71
Venky's (India) Ltd	10	403	3.33	403	3.32
Veto Switchgears And Cables Ltd	10	3,332	6.11	2,802	4.40



Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Varun Beverages Limited	10	1,097	7.97	-	-
Cash & Cash Equivalent*			68.15		12.42
<b>Total</b>			<b>305.92</b>		<b>247.11</b>
<u>RELIANCE PMS-Apha Pro-I</u>					
Alphageo India Ltd	10	184	1.64	184	1.64
APL Apollo Tubes Ltd	10	322	1.91	322	1.91
Bajaj Finance Ltd	2	340	1.89	340	1.89
Can Fin Homes Ltd	10	965	1.91	193	1.91
Deep Industries Ltd	10	487	1.42	487	1.42
Manappuram Finance Ltd	2	1,613	1.43	1,613	1.43
Minda Industries Ltd	2	330	0.85	330	0.85
Motilal Oswal Financial Services Ltd	1	246	1.60	246	1.60
National Fertilizers Ltd	10	3,793	1.70	3,793	1.70
Cash & Cash Equivalent*			3.05		2.88
<b>Total</b>			<b>17.40</b>		<b>17.23</b>
<u>RELIANCE PMS-Apha Pro-II</u>					
Alphageo India Ltd	10	90	0.80	90	0.80
APL Apollo Tubes Ltd	10	122	0.95	122	0.95
Bajaj Finance Ltd	2	150	0.95	150	0.95
Can Fin Homes Ltd	10	450	0.95	90	0.95
Deep Industries Ltd	10	218	0.64	218	0.64
Manappuram Finance Ltd	2	757	0.68	757	0.67
Minda Industries Ltd	2	160	0.41	160	0.42
Motilal Oswal Financial Services Ltd	1	157	0.95	157	0.95
National Fertilizers Ltd	10	1,859	0.83	1,859	0.83
Cash & Cash Equivalent*			1.51		1.43
<b>Total</b>			<b>8.67</b>		<b>8.59</b>
<u>RELIANCE PMS-EBOP</u>					
Nitin Spinners Ltd	10	-	-	22,232	24.24
Dhampur Sugar Mills Ltd	10	-	-	10,637	24.27
Ruchira Papers Ltd	10	-	-	10,445	15.64
NCL Industries Ltd	10	-	-	8,117	16.02
Bharat Rasayan Ltd	10	308	9.09	550	15.35
Ashiana Housing Ltd	2	-	-	7,050	15.65
Phillips Carbon Black Limited	2	1,149	11.55	-	-
Bhansali Engineering Polymers Limited	1	7,052	10.98	-	-
Automotive Axles Limited	10	822	10.05	-	-
Maithan Alloys Limited	10	1,245	9.13	-	-
Contol Print Limited	10	2,244	11.06	-	-

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Som Distilleries and Breweries Limited	10	3,447	6.85	-	-
Thirumalai Chemicals Ltd.	10	406	6.52	-	-
Panama Petrochem Limited	2	2,976	6.08	-	-
Minda Industries Ltd	2	559	2.45	3,518	15.41
Man Industries India Ltd.	5	4,733	5.39	-	-
Indian Hume Pipe Company Limited	2	1,809	10.00	-	-
TGV Sraac Ltd	10	7,094	4.33	-	-
Meghmani Organics Limited	1	3,618	3.79	-	-
Thangamayil Jewellery Limited	10	596	2.65	-	-
Jindal Worldwide Limited	5	406	2.46	-	-
IG Petrochemicals Limited	10	391	2.39	-	-
MAS Financial Services Ltd	10	379	2.47	-	-
Pondy Oxides and Chemicals Ltd	10	390	2.83	-	-
Vindhya Telelinks Ltd.	10	178	2.28	-	-
Sun Flag Iron and Steel Co Ltd	10	2,298	2.22	-	-
Indian Metals and Ferro Alloys Limited	10	397	2.98	-	-
Arihant Superstructures Limited	10	1,489	2.60	-	-
Allsec Technologies Ltd	10	395	1.94	-	-
Kingfa Science and Technology (India) Ltd	10	127	1.44	-	-
Gravita India Ltd.	2	611	1.15	-	-
Rama Steel Tubes Limited	5	270	0.53	-	-
Muthoot Capital Services Limited	10	46	0.34	-	-
Shakti Pumps India Limited	10	11	0.06	-	-
Jindal Saw Ltd	2	-	-	18,649	15.15
Gic Housing Finance Ltd	10	-	-	4,234	14.82
Deep Industries Ltd	10	-	-	4,666	15.13
Alphageo India Ltd	10	954	8.62	1,704	15.87
JK Paper Ltd	10	-	-	16,042	15.63
Avanti Feeds Ltd	2	336	2.36	1,294	8.37
Garware Wall Ropes Ltd	10	-	-	1,307	8.80
APL Apollo Tubes Ltd	10	342	4.02	780	9.00
Venky's (India) Ltd	10	377	3.18	672	5.61
National Fertilizers Ltd	10	-	-	8,797	6.06
Alkyl Amines Chemicals Ltd	5	-	-	1,457	5.80
Nilkamal Ltd	10	229	4.34	327	6.01
The Byke Hospitality Ltd	10	-	-	3,318	5.76
Lumax Industries Ltd	10	-	-	270	3.13
Sterling Tools Ltd	2	-	-	1,594	3.10
IFGL Refractories Ltd	10	-	-	1,566	3.06
SVP Global Ventures Ltd	10	-	-	1,277	3.31

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
CMI Ltd	10		-	1,848	3.20
Fineotex Chemical Ltd	2		-	8,985	3.24
Nila Infrastructures Ltd	1		-	18,051	2.96
Datamatics Global Services Ltd	5		-	1,367	2.08
Excel Crop Care Ltd	5		-	59	1.04
Ujaas Energy Ltd	1		-	2,926	1.38
Cash & Cash Equivalent*			<b>27.63</b>		13.38
<b>Total</b>			<b>185.76</b>		<b>298.47</b>
<u>RELIANCE PMS-Alpha Mupltiper</u>					
Reliance Home Finance Limited SR-38 NCD 13DC27	500,000	20	100.00	-	-
Cash & Cash Equivalent*			0.12		-
<b>Total</b>			<b>100.12</b>		-
<u>RELIANCE NCD</u>					
ECLF Market Linked NCD	100,000	120	120.00	120	120.00
<b>Total</b>			<b>120.00</b>		<b>120.00</b>
<u>UNIFI PMS</u>					
<u>SPINOFF</u>					
Crompton Greaves Consumer Electricals Ltd	2	12,500	22.26	12,500	22.26
Mastek Ltd	5	8,225	12.63	14,500	18.80
Sintex Industries Ltd	1	-	-	20,800	18.45
Sintex Plastic Technology Ltd	1	20,800	11.74	-	-
CG Power And Industrial Solutions Ltd	2	26,500	19.89	26,500	19.89
KPIT Technologies Ltd	2	3,550	6.99	-	-
Reliance Capital Ltd	10	4,025	22.32	-	-
Aarti Industries Ltd	5	1,375	9.91	2,669	19.66
Greenply Industries Ltd	1	6,900	20.24	6,900	20.23
Gulf Oil Lubricants India Ltd	2	2,600	19.15	2,600	19.15
TI Financial Holdings Ltd	1	3,200	20.25	-	-
Intellect Design Arena Ltd	5	16,813	26.77	13,700	24.09
Majesco Ltd	5	5,950	25.85	4,500	19.79
Reliance Home Finance Ltd	10	1,725	0.16	-	-
Greenlam Industries Ltd (Greenply De-merger)	5	25	0.17	25	0.17
<u>Hold Co.</u>					
Bombay Burmah Trading Corp Ltd	2	2,950	14.96	2,950	14.96
Alembic Limited	2	55,300	21.08	55,300	21.08
Ramco Industries Limited	1	8,450	14.99	8,450	14.99
Maharashtra Scooters Ltd	10	950	14.95	950	14.95
Summit Securities Limited	10	3,307	14.85	3,307	14.86

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Aditya Birla Nuvo Limited	10	-	-	1,145	15.97
Aditya Birla Capital Limited	10	2,403	0.85	-	-
Grasim Industries Ltd	2	1,717	15.12	-	-
Bajaj Holdings & Investments Ltd	10	750	15.93	750	15.93
Kirloskar Industries Limited	10	880	8.97	1,444	14.71
Cash & Cash Equivalent*		-	30.43	-	38.10
	<b>Total</b>		<b>370.46</b>		<b>348.05</b>
<u>KOTAK PMS</u>					
KRBL Ltd	1	3,465	10.21	3,465	10.21
Chambal Fertilisers & Chemicals Ltd	10	-	-	8,700	6.19
Shriram City Union Finance Ltd	10	282	4.81	350	5.97
Karur Vysya Bank Ltd	2	7,998	7.33	6,856	6.46
Magma Fincorp Limited	2	3,669	3.84	6,421	6.76
ICICI Bank Ltd	2	2,640	6.18	2,400	6.18
VST Industries Ltd	10	273	6.15	273	6.15
Greaves Cotton Ltd	2	-	-	4,000	4.92
D. B. Corp Limited	10	1,810	6.44	1,810	6.44
TV Today	5	-	-	80	0.22
Repco Home Finance Limited	10	1,209	7.21	1,021	6.19
Wim Plast Ltd	10	422	6.23	422	6.23
Avanti Feeds Ltd	2	330	2.20	383	2.55
Coal India Ltd	10	5,159	13.98	-	-
J B Chemicals & Pharamaceuticals Ltd	2	-	-	1,841	6.33
InterGlobe Aviation Ltd	2	365	4.56	-	-
FDC Ltd	1	2,890	6.48	2,890	6.48
Power Finance Corporation Ltd	1	33	0.04	-	-
Welspun Corp Ltd	5	4,143	5.19	-	-
Aarti Drugs Ltd	10	829	5.28	829	5.28
Himatsingka Seide Ltd	5	751	2.92	-	-
NIIT Ltd	2	7,022	5.70	6,328	5.15
Siyaram Silk Mills Ltd	10	2,500	6.11	500	6.11
RSWM Ltd	10	1,321	5.95	1,390	6.26
Cash & Cash Equivalent*			14.54		14.16
	<b>Total</b>		<b>131.35</b>		<b>124.24</b>
<u>ASK PMS-Emerging Opportunities</u>					
Bajaj Finserv Ltd	5	412	21.04	-	-
Bajaj Finance Ltd	2	1,068	17.83	-	-
Relaxo Footwears Ltd	1	2,778	18.41	-	-
Gujarat Gas Ltd	10	2,165	18.08	-	-

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Motherson Sumi Systems Ltd	1	5,733	21.48	-	-
Symphony Ltd	2	990	15.87	-	-
Balkrishan Industries Ltd	2	1,626	20.05	-	-
Hindustan Petroleum Corporation Ltd	10	4,965	21.42	-	-
Vardhman Textiles Ltd	10	1,369	18.08	-	-
AIA Engineering Ltd	2	1,135	18.24	-	-
Minda Industries Ltd	2	1,489	16.91	-	-
Timken India Ltd	10	2,086	18.21	-	-
Sundaram Finance Ltd	10	804	14.16	-	-
Greenlam Industries Ltd	5	1,098	13.03	-	-
Nilkamal Ltd	10	764	15.44	-	-
J K Paper Ltd	10	7,841	10.51	-	-
Tasty Bite Eatables Ltd	10	54	3.61	-	-
Siyaram Silk Mills Ltd	2	573	3.60	-	-
Sundaram Finance Holdings Ltd	5	804	0.92	-	-
Cash and cash equivalent*			7.72		-
		<b>Total</b>	<b>294.61</b>		-
<u>ASK PMS-Growth</u>					
Asian Paint Ltd	1	1,202	13.73	-	-
Bajaj Finance Ltd	2	1,136	19.25	-	-
Bajaj Finserv Ltd	5	284	14.66	-	-
Britannia Industries Ltd	2	333	15.88	-	-
Echier Motors Ltd	10	49	14.32	-	-
Gruh Finance Ltd	2	3,240	16.47	-	-
Havells India Ltd	1	2,867	15.59	-	-
HDFC Bank Ltd	2	999	18.52	-	-
HDFC Standard Life Insurance Company Ltd	10	1,501	6.67	-	-
Hindustan Petroleum Corporation Ltd	10	3,798	16.17	-	-
Indusind Bank Ltd	10	1,034	17.13	-	-
Kaveri Seed Company Ltd	2	2,128	11.47	-	-
MRF Ltd	10	22	14.99	-	-
Maruti Suzuki India Ltd	5	165	15.44	-	-
Motherson Sumi Systems Ltd	1	4,890	18.42	-	-
NBCC (India) Ltd	2	5,937	14.87	-	-
P I Industries Ltd	1	1,662	15.96	-	-
Petronet LNG Ltd	10	4,730	11.87	-	-
Ramco Cements Ltd	1	1,495	11.04	-	-
Supreme Industries Ltd	2	1,273	15.68	-	-
Cash and cash equivalent*			(0.49)		-

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
		<b>Total</b>	<b>297.64</b>		<b>-</b>
<u>ENAM PMS</u>					
Sun TV Network Ltd	5	8,875	74.27	-	-
Indusind Bank Ltd	10	3,600	55.30	-	-
UPL Ltd	2	7,325	58.52	-	-
Bajaj Electricals Ltd	2	7,775	25.39	-	-
Divi's Laboratories Ltd	2	3,825	25.45	-	-
Aegis Logistics Ltd	1	14,800	29.30	-	-
Dalmia Bharat Ltd	2	1,325	34.32	-	-
ICICI Bank Ltd	2	13,375	38.97	-	-
Bharti Airtel Ltd	5	8,925	37.20	-	-
Bajaj Finance Ltd	2	1,775	25.03	-	-
Maruti Suzuki India Ltd	5	350	26.03	-	-
Supreme Industries Ltd	2	2,375	26.18	-	-
Kotak Mahindra Bank Ltd	5	2,600	24.95	-	-
Vedanta Ltd	1	9,550	25.17	-	-
Cadila Healthcare Ltd	1	6,150	28.67	-	-
Balkrishna Industries Ltd	2	2,125	17.49	-	-
Bajaj Auto Ltd	10	825	23.27	-	-
Sundram Fasteners Ltd	1	4,050	16.84	-	-
Indo Count Industries Ltd	2	16,400	27.30	-	-
Bharat Financial Inclusion Ltd	10	1,000	10.93	-	-
Cash and cash equivalent*			60.22		-
		<b>Total</b>	<b>690.80</b>		<b>-</b>
<u>JM Focus-PMS</u>					
Dalmia Bharat Ltd	2	633	16.19	-	-
Ashok Leyland Ltd	1	12,285	15.20	-	-
Aarti Industries Ltd	5	1,520	15.84	-	-
Apar Industries Ltd	10	2,250	17.23	-	-
NBCC (India) Ltd	2	8,275	20.93	-	-
Bajaj Finserv Ltd	5	300	15.79	-	-
Shankara Building Products Ltd	10	871	12.45	-	-
Britannia Industries Ltd	2	285	12.50	-	-
Maruti Suzuki India Ltd	5	158	12.50	-	-
APL Aollo Tubes Ltd	10	665	13.17	-	-
Equitas Holdings Ltd	10	8,700	12.59	-	-
Asian Granito India Ltd	10	2,605	12.96	-	-
Capital First Ltd	10	1,670	13.37	-	-
Pricol Ltd	1	10,734	13.14	-	-
Cash and cash equivalent*			(0.32)		-

Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
		<b>Total</b>	<b>203.54</b>		<b>-</b>
<u>Kotak PMS</u>					
Coal India Ltd	10	10,158	25.71	-	-
D. B. CORP LIMITED	10	4,000	15.20	-	-
FDC Ltd	1	7,569	13.91	-	-
Himatsingka Seide Ltd	5	3,769	12.51	-	-
Huhtamaki PPL Limited	2	3,276	11.44	-	-
ICICI Bank Ltd	2	5,300	15.92	-	-
InterGlobe Aviation Limited	10	855	11.21	-	-
Karur Vysya Bank Ltd	2	13,700	17.95	-	-
KRBL	1	6,050	28.47	-	-
Magma Fincorp Limited	2	5,892	9.96	-	-
NIIT Ltd	2	11,663	10.44	-	-
Power Finance Ltd	10	14,732	18.75	-	-
Repco Home Finance Ltd	10	2,695	19.47	-	-
Shriram City Union Finance Ltd	10	473	10.78	-	-
Siyaram Silk Mills Ltd	2	1,721	9.15	-	-
VST Industries Ltd	10	440	14.03	-	-
Welcorp Ltd	5	12,776	15.14	-	-
Wim Plast Ltd	10	1,157	16.55	-	-
Cash and cash equivalent*			25.49		-
		<b>Total</b>	<b>302.08</b>		<b>-</b>
<u>Laburnum PMS</u>					
Apollo Pipes Limited	10	230	1.33	-	-
City Union Bank Limited	1	1,068	1.44	-	-
Federal Bank Limited	2	6,015	6.04	-	-
Fortis Healthcare Limited	10	861	1.35	-	-
Firstsource Solutions Limited	10	26,299	9.96	-	-
GE Power India Limited	10	326	2.19	-	-
HDFC Limited	2	675	10.37	-	-
HDFC Bank Limited	2	663	10.35	-	-
ICICI Bank Limited	2	1,284	3.51	-	-
5Paisa Capital Limited	10	55	0.47	-	-
IIFL Holdings Limited	2	348	1.56	-	-
Jubilant Life Sciences Limited	1	181	1.32	-	-
Merck Limited	10	808	10.45	-	-
Oriental Carbon and Chemicals Limited	10	285	2.73	-	-
Rain Industries Limited	2	931	2.69	-	-
Satin Creditcare Network Limited	10	341	1.07	-	-



Scrip	Par Value (Rs.)	As at March 31, 2018		As at March 31, 2017	
		Qty. (Nos.)	Amount (Rs./lakhs)	Qty. (Nos.)	Amount (Rs./lakhs)
Strides Shasun Limited	10	495	3.59	-	-
Take Solutions Limited	1	2,049	3.26	-	-
Vesuvius India Limited	10	315	3.97	-	-
Cash and cash equivalent*			26.25		-
		<b>Total</b>	<b>103.90</b>		-
<u>Reliance PMS-Alpha Multiplier</u>					
Reliance Home Finance Limited SR-38 NCD 13DC27	500,000	100	500.00	-	-
Cash and cash equivalent*			0.67		-
		<b>Total</b>	<b>500.67</b>		-
<u>Reliance PMS-Qore</u>					
Hindustan Unilever Limited	1	2,253	29.62	-	-
Rajesh Exports Ltd.	1	4,057	32.19	-	-
Gillette India Ltd.	10	457	30.12	-	-
Indiabulls Ventures Limited	2	9,348	22.97	-	-
Tata Consultancy Services Ltd.	1	781	23.40	-	-
Mphasis Limited	10	2,533	21.91	-	-
Jubilant Foodworks Limited	10	799	16.03	-	-
Britannia Industries Ltd.	2	323	15.83	-	-
Glaxosmithkline Consumer Healthcare Ltd	10	250	16.66	-	-
Mindtree Limited	10	1,676	13.59	-	-
InterGlobe Aviation Limited	10	934	11.92	-	-
Wipro Ltd.	2	3,482	10.15	-	-
Kotak Mahindra Bank Ltd.	5	890	9.37	-	-
Reliance Industries Ltd.	10	986	9.03	-	-
Gruh Finance Ltd.	2	1,382	7.47	-	-
Balkrishna Industries Ltd	2	617	6.93	-	-
Cash and cash equivalent*			21.98		-
		<b>Total</b>	<b>299.17</b>		-
<u>Unifi PMS-Blended</u>					
Garware wallropes Ltd	2	2,124	19.87	-	-
HCL Technologies Ltd	2	2,100	20.04	-	-
Intellect Desing Arena Ltd	5	2,500	4.89	-	-
Interglobe Aviation Ltd	10	1,525	19.81	-	-
Muthoot Finance Ltd	10	5,100	19.98	-	-
Panama Petrochem Ltd	2	5,401	10.13	-	-
Petronet PNG Ltd	10	8,200	20.00	-	-
Shreyas Shipping and Logistics Ltd	10	1,775	9.98	-	-
Shriram Transport Fin Co. (Eq)	10	750	10.08	-	-
Time Technoplast Ltd	1	6,100	9.84	-	-
Cash and cash equivalent*			55.01		-
		<b>Total</b>	<b>199.63</b>		-
<b>Total</b>			<b>4,566.02</b>		<b>1,959.40</b>

\*Not included in cash balance under current assets since they are with Portfolio Managers concerned.

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**14. LONG TERM LOANS AND ADVANCES**

(Unsecured considered goods, unless otherwise stated)

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Capital advances	6,187.03	3,900.30
Security deposits	2,470.68	3,733.00
Loans to employees	717.18	710.60
Prepaid expenses	3.66	10.00
MAT credit entitlement	23,536.15	14,717.00
Cenvat Credit Recoverable	2,763.36	1,959.00
Other loans and advances (unsecured):		
Considered good	-	625.00
Considered doubtful	15.31	15.31
Less : Provision for doubtful advances	(15.31)	(15.31)
	<u>35,678.06</u>	<u>25,654.90</u>

**15. OTHER NON-CURRENT ASSETS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Unamortised upfront fees on loans	905.68	698.58
Other non-current assets	1,679.59	-
	<u>2,585.27</u>	<u>698.58</u>

**16. INVENTORIES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Raw material	48,195.02	41,441.00
Stock in progress	11,096.56	10,145.00
Finished goods	19,496.34	18,182.00
Stores and spares	16,629.24	13,859.00
Traded goods	401.04	187.00
Stock of Books & Uniform	37.21	18.67
	<u>95,855.41</u>	<u>83,832.67</u>
<b>Includes above, Goods in transit:</b>		
Raw materials in transit	17,460.59	15,219.00
Stock-in-process in transit	8.19	104.00
Finished goods in transit	3,119.85	1,330.00
Stores and spares in transit	5.12	20.00
	<u>20,593.75</u>	<u>16,673.00</u>

**Notes:**

- The cost of inventories recognised as an expense during the year is Rs. 4,53,941 Lakhs (2017: Rs. 3,80,683 Lakhs)
- The cost of inventories recognised as an expense includes Rs. 187 Lakhs (2017: Rs. 264 Lakhs) in respect of write-downs of inventory to net realisable value.
- Refer to Note 6.1 for information on inventories pledged as security by the group
- The method of valuation of inventory has been stated in note 2

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**17. TRADE RECEIVABLES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Unsecured, considered good	68,141.68	65,807.22
Unsecured, considered doubtful	1,582.39	1,515.00
Less: Allowance for doubtful debts	(1,582.39)	(1,515.00)
	<b>68,141.68</b>	<b>65,807.22</b>

**Notes**

(i) The credit period generally allowed on sales varies, on case to case basis, business to business, based on market conditions. Maximum credit period allowed is up to 120 days

(ii) Age of receivables :	As at March 31, 2018	As at March 31, 2017
Within the credit period	51,280.23	58,655.64
1 to 180 days past due	16,708.88	6,715.06
More than 180 days past due	1,734.96	1,951.53

(iii) The Company has entered into receivables purchase agreements with banks to unconditionally and irrevocably sell, transfer, assign and convey all the rights, titles and interest of the Company in the receivables as identified. Receivables sold as on March 31, 2018 are of Rs. 43,772 Lakhs (March 31, 2017: Rs. 18,546 Lakhs). The Company have derecognized these receivables as it has transferred its contractual rights to the banks with substantially all the risks and rewards of ownership and retain no control over these receivables as the banks have the right to further sell and transfer these receivables with notice to the Company. Under these agreements, the banks have the right to serve notice of recovery to the Company only in the case of performance disputes. The Company is of view that there is no such condition of 'performance default' and therefore there would not be any recourse on the Company, accordingly these receivables have been netted off.

(iv) There are no major customer who represent more than 10% of the total balances of trade receivables.

**18. CASH AND CASH EQUIVALENTS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Cash in hand	57.51	64.64
Balance with Banks		
Current accounts	5,598.86	4,511.94
Exchange Earners Foreign Currency (EEFC) accounts	2,368.35	803.01
Savings accounts	981.54	3,536.00
<b>Other bank balances</b>		
In earmarked accounts		
Margin money	340.39	217.00
Unclaimed dividend accounts	652.76	652.00
	<b>9,999.41</b>	<b>9,784.59</b>

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**19. SHORT TERM LOANS AND ADVANCES**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Unsecured considered goods, unless otherwise stated		
Loans to employees	608.69	625.19
Prepaid expenses	1,245.28	863.50
Deposits with customs and excise authorities	1,438.80	764.29
Security deposits	651.05	540.34
Claims recoverable	13,795.25	9,755.00
Advance to suppliers	8,278.35	3,762.90
CENVAT/Service tax/VAT recoverable	29,588.45	11,662.04
	<u>55,605.87</u>	<u>27,973.26</u>
Other loans and advances		
Secured - considered good	-	150.00
Unsecured - considered good	2,060.80	2,403.10
- considered doubtful	279.34	279.34
	<u>2,340.14</u>	<u>2,832.44</u>
Less : Provision for doubtful advances	<u>(279.34)</u>	<u>(279.34)</u>
	<u>2,060.80</u>	<u>2,553.10</u>
	<u>57,666.67</u>	<u>30,526.36</u>

**20. OTHER CURRENT ASSETS**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Unamortised upfront fees on loans	240.74	290.00
Interest accrued but not due on investments	19.48	37.48
Interest accrued but not received on investments	-	10.32
MAT credit available	93.25	45.68
Maintenance Deposits	-	8.25
Advance tax (net of provisions)	1,691.49	-
Others	13.66	6.31
	<u>2,058.62</u>	<u>398.04</u>

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**21. OTHER OPERATIVE REVENUE**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Claims	189.08	94.00
Interest on loans, deposits and investments	54.75	21.11
License fee	9.60	9.59
Project management fee	953.75	697.22
Annual maintenance fee	49.72	34.15
Student fee	1,946.94	1,806.70
Export incentives	4,569.84	4,469.00
Scrap sales	1,957.92	1,062.00
Other operating income	1,558.87	3,174.30
	<u>11,290.47</u>	<u>11,368.07</u>

**22. OTHER INCOME**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Dividend on investments	61.25	39.55
Profit on sale of investments	1,434.07	514.54
Exchange Foreign Currency Fluctuation	4,631.47	-
Profit on sale of fixed assets	830.98	(219.58)
Interest income		
- From Customers	9.34	60.00
- On Loan and Deposits	92.80	131.00
- On Others	342.23	306.69
Other non-operating income	2,218.28	2,615.08
Provision no longer required written back	2,700.03	132.09
	<u>12,320.45</u>	<u>3,579.37</u>

**23. COST OF RAW MATERIAL CONSUMED**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Opening stock of Raw Materials	41,441.52	32,349.00
Add : Purchase of Raw Materials	<u>308,324.29</u>	<u>251,352.00</u>
	349,765.81	283,701.00
Less : Closing Stock of Raw Materials	<u>48,195.02</u>	<u>44,783.00</u>
	<u>301,570.79</u>	<u>238,918.00</u>

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**24. PURCHASE OF STOCK IN TRADE**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Purchase of stock in trade	4,739.80	5,107.00
	<u>4,739.80</u>	<u>5,107.00</u>

**25. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND TRADED GOODS**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Opening Stock		
Stock-in-Process	(10,145.39)	(7,708.07)
Finished goods	(18,182.31)	(18,163.00)
Traded goods	(186.84)	(264.00)
Excise duty on finished goods	1,430.23	-
	<u>(27,084.31)</u>	<u>(26,135.07)</u>
Effects of change in exchange currency rates		
Stock-in-Process	330.60	90.05
Finished goods	469.19	95.31
	<u>799.79</u>	<u>185.36</u>
Closing Stock		
Stock-in-Process	11,096.76	10,145.39
Finished goods	19,496.34	18,182.31
Traded goods	401.04	186.84
Excise duty on finished goods	-	-
	<u>30,994.14</u>	<u>28,514.54</u>
<b>Net (Increase)/Decrease</b>	<u><b>(3,110.04)</b></u>	<u><b>(2,194.11)</b></u>

**26. EMPLOYEE BENEFITS**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Salaries, wages, bonus, etc.	41,485.02	37,522.17
Contribution to provident and other funds	3,197.98	2,967.55
Workmen and staff welfare expenses	4,778.05	4,529.55
	<u>49,461.05</u>	<u>45,019.27</u>

**27. FINANCE COSTS**

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Interest cost	10,424.31	8,463.05
Other borrowing costs	1,518.96	1,539.00
Net (gain)/loss on foreign currency transactions and translation (considered as finance cost)	610.12	267.00
	<u>12,553.39</u>	<u>10,269.05</u>

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**
**28. DEPRECIATION AND AMORTISATION**

	<b>Year ended March 31, 2018 Rs./lakhs</b>	<b>Year ended March 31, 2017 Rs./lakhs</b>
Depreciation on tangible assets	<b>31,784.00</b>	27,868.06
Amortization on intangible assets	<b>1,472.84</b>	1,846.55
	<b>33,256.84</b>	<b>29,714.61</b>

**29. OTHER EXPENSES**

	<b>Year ended March 31, 2018 Rs./lakhs</b>	<b>Year ended March 31, 2017 Rs./lakhs</b>
Stores and Spares consumed	<b>5,500.27</b>	4,485.00
Power and Fuel	<b>50,079.40</b>	41,780.00
Rent	<b>2,153.03</b>	1,673.07
Repairs and Maintenance		
Buildings	<b>523.24</b>	481.18
Plant and machinery	<b>13,472.14</b>	12,343.00
Other Maintenance	<b>3,600.78</b>	3,431.95
Insurance	<b>2,188.18</b>	1,855.66
Rates and taxes	<b>818.61</b>	1,705.52
Freight	<b>20,911.32</b>	15,386.00
Expenditure on Corporate Social Responsibility	<b>520.98</b>	778.40
Professional and legal charges	<b>3,511.22</b>	2,754.80
Contract conversion charges	<b>255.94</b>	335.00
Travel and conveyance	<b>1,865.59</b>	2,078.23
Directors' sitting fees	<b>20.20</b>	30.00
Selling commission	<b>1,256.28</b>	974.00
Increase / (decrease) in excise duty on closing stock	-	41.00
Provision for doubtful debts / advances	<b>137.17</b>	(40.00)
Bad debts / advances written off	<b>321.96</b>	68.59
Fixed assets/inventory provided written off	<b>648.26</b>	258.17
Auditors' Remuneration*		
Audit Fees	<b>123.52</b>	116.19
For limited review of unaudited financial results	<b>57.14</b>	69.05
For corporate governance, consolidated financial statements and other certificates	<b>15.39</b>	10.23
For tax audit	<b>24.10</b>	23.30
Reimbursement of out of pocket	<b>6.18</b>	2.69
Exchange currency fluctuation	<b>0.60</b>	(2,745.62)
Provision for associates/investments	-	422.00
Loss on disposal of investment in subsidiary	-	383.00
Miscellaneous expenses	<b>10,747.61</b>	10,403.06
	<b>118,759.11</b>	<b>99,103.47</b>

\*includes fees paid to auditors of subsidiaries companies



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

### 30. EARNINGS PER SHARE

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
Net Profit for the Year	24,373.67	32,120.14
Less: Dividend to Preference Shareholder	-	(103.36)
Profit attributable to equity holders of the group used in calculating basic earning per share and diluted earning per share	24,373.67	32,016.78
Weighted average number of equity shares of the group used in calculating basic earning per share and diluted earning per share (nos.)	6,452,615	6,452,615
Basic/Diluted Earnings per share	377.73	496.18

### 31. CONTINGENT LIABILITIES

- (i) Claims against the Company not acknowledged as debts on account of:

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
Excise duty, customs duty and service tax*	2,294.26	7,012.00
Sales tax**	6,319.14	12,426.00
Income tax****	913.81	848.82
Stamp duty*****	2,881.00	2,881.00
Others***	94.43	101.00

\*Amount deposited Rs. 748.54 Lakhs (previous year Rs. 860.11 Lakhs).

\*\*Amount deposited Rs. 2176.17 Lakhs (previous year Rs.1238.60 Lakhs).

\*\*\*Amount deposited Rs. 8.08 Lakhs (Previous Year – Rs. 8.00 Lakhs)

\*\*\*\*Amount deposited Rs. 606.57 Lakhs (Previous year – Rs. 648.46 Lakhs)

\*\*\*\*\* In the matter of acquisition of the Tyrecord Division at Malanpur from Ceat Limited the Collector of Stamps, Bhind (Madhya Pradesh) has by his order dated 07.11.2001 assessed the value of the subject matter of the Deed of Conveyance dated 13.06.1996 at Rs. 30300.00 lakhs and levied a stamp duty of Rs. 2,372.50 lakhs and imposed a penalty of Rs. 509.05 lakhs. The said demand was challenged before the High Court of Madhya Pradesh Bench at Gwalior. The High Court accepted the case of the Company that the subject matter of the Deed of Conveyance dated 13.06.1996 is only the superstructures valued at Rs. 2,776.18 lakhs and not the entire undertaking valued at Rs. 30,300.00 lakhs as claimed by the State. Consequently, the High Court of Madhya Pradesh quashed the order and demands issued by the Collector of Stamps, Bhind (Madhya Pradesh) and allowed the writ petition by an order dated 29th November 2004. Against the said order, the State of Madhya Pradesh preferred a Special Leave Petition before the Hon'ble Supreme Court which the State of Madhya Pradesh has withdrawn to enable it to approach the Hon'ble High Court of Madhya Pradesh at Gwalior in view of the change in law in the State of Madhya Pradesh relating to Letters Patent Appeal.

All the above matters are subject to legal proceedings in the ordinary course of business. In the opinion of the management, the legal proceedings, when ultimately concluded, will not have a material effect on the results of the operations or financial position of the Company.

- (ii) SRF Limited had received demand for payment of Central Sales Tax (CST), Value Added Tax (VAT) and Entry Tax aggregating to Rs. 12311 lakhs including interest and penalty of Rs. 3438 lakhs for the period from 2004 to 2013 in respect of sales from its manufacturing unit facility in Special Economic Zone (SEZ) in Madhya Pradesh to the Domestic Tariff Area (DTA).

SRF Limited had already paid on the same products Rs. 5137 lakhs as Additional Countervailing Duty (ACVD) to the Central Government. SRF Limited had filed writ petitions against all such demands, on which the Hon'ble High Court of Madhya Pradesh ("Court") has granted stay.

In respect of such demands, SRF Limited made representation to Government of Madhya Pradesh and its regulatory authorities, based on such representation the Company is allowed certain benefits and concessions in respect of such demand.

The Management of SRF Limited is of view that the overall matter has been resolved and no material liability is likely to fructify on the Company.

- (iii) In SRF Limited, Liability on account of Bank Guarantees Rs. 12,378.70 lakhs (previous year Rs. 12,013 lakhs).

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

- (iv) Guarantees given to banks for repayment of financial facilities as at the year-end is Rs. Nil (previous year Rs. 1,925.00 lakhs).
- (v) SRF Limited has been served with show cause notices regarding certain transactions as to why additional customs / excise duty and service tax amounting to Rs. 2,351.38 lakhs (Previous year - Rs. 2,394.80 lakhs) should not be levied. SRF Limited has been advised that the contention of the department is not tenable and hence the show cause notice may not be sustainable.
- (vi) The amounts shown above represents the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the SRF Limited or the claimants as the case may be and therefore cannot be predicted accurately or relate to a present obligations that arise from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate cannot be made. SRF Limited engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes.

### 32. CAPITAL COMMITMENTS

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
(i) The estimated amount of contracts remaining to be executed on capital account and not provided for	14,196.82	40,950.26
(ii) The group has other commitments, for purchases / sales orders which are issued after considering requirements per operating cycle for purchase / sale of goods and services, employee benefits including union agreements in normal course of business. The group does not have any long term contracts including derivative contracts for which there will be any material foreseeable losses.		
(iii) SRF Limited has recognized grant in respect of duty paid on procurement of capital goods under EPCG scheme of Central Government which allows refund of the such duty in the form of freely transferable duty credit scrips of upon meeting of requisite export obligation. The Company expects to meet its export obligations in future years. Export obligation as on March 31, 2018 is Rs. 14,568 Lakhs (Previous Year – Rs. 10,493 Lakhs).		

### 33. OPERATING LEASES

The group has entered into operating lease agreements for various premises taken for accommodation of Company's officers/ directors and various offices of the Companies. These arrangements are both cancellable and non-cancellable in nature and range between two to ten years. Future minimum lease payments under non-cancellable operating leases as set out below:

	Year ended 31-Mar-18 Rs./lakhs	Year ended 31-Mar-17 Rs./lakhs
Total of future minimum lease payments under non-cancellable operating leases for each of the following periods:		
- Not later than one year	286.29	1,271.81
- Later than one year and not later than five years	749.89	786.61
- Later than five years	151.00	300.98
Lease rent recognized in the statement of profit and loss	2,153.03	1,673.07

### 34. RELATED PARTY DISCLOSURES

- (i) List of related parties and relationships :

a)	Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual	<div style="border: 1px solid black; padding: 2px;">Arun Bharat Ram</div> <div style="border: 1px solid black; padding: 2px;">Ashish Bharat Ram</div> <div style="border: 1px solid black; padding: 2px;">Kartik Bharat Ram</div> <div style="border: 1px solid black; padding: 2px;">Vasvi Bharat Ram</div>
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b)	Key Management Personnel and their relatives	Rajat Lakhanpal, Whole Time Director, Chief Financial Officer & Company Secretary (Kama Holdings Ltd.)
		Arun Bharat Ram, Chairman (SRF Ltd.)
		Ashish Bharat Ram, Managing Director (SRF Ltd.)
		Kartik Bharat Ram, Deputy Managing Director (SRF Ltd.)
		K Ravichandra, Whole Time Director (SRF Ltd.) (till March 31, 2017)
		Pramod Gopaldas Gujarati, Whole Time Director(SRF Ltd.)
		Narandera Kumar Gupta, Whole Time Director (SRF Transnational Holdings Ltd.)
		Ekta Maheshwari, Whole Time Director (Shri Educare Ltd.) (till January 31, 2018)
c)	Enterprises over which any person described in (a) or (b) is able to exercise significant influence	Karm Farms LLP
		Srishti Westend Greens Farms LLP
		Karmav Real Estate Holdings LLP
		SRF Welfare Trust
		SRF Foundation
		Statkraft BLP Solar Solutions Private Limited

(ii) Transactions During the year with related parties :

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
<b>Purchase of fixed asset :</b>		
Statkraft BLP Solar Solutions Private Limited	2,340.00	-
<b>Rent Paid :</b>		
Karm Farms LLP	60.00	60.00
Srishti Westend Greens Farms LLP	60.00	60.00
SRF Welfare Trust	36.34	27.00
Arun Bharat Ram	24.00	24.00
Ashish Bharat Ram	2.40	2.40
Kartik Bharat Ram	2.40	2.40
<b>Managerial Remuneration :</b>		
Arun Bharat Ram	503.92	486.51
Ashish Bharat Ram	510.75	441.78
Kartik Bharat Ram	502.71	442.47
K. Ravichandra	-	17.85
Pramod Gopaldas Gujarati	18.00	-
Narander Kumar Gupta	7.20	1.20
Rajat Lakhanpal	51.32	43.11
Ekta Maheshwari	11.61	12.17
<b>Donations :</b>		
SRF Foundation	513.00	771.40
<b>Training Expense :</b>		
SRF Foundation	1.25	-

	Year ended March 31, 2018 Rs./lakhs	Year ended March 31, 2017 Rs./lakhs
<b>Sitting Fees</b>		
Vasvi Bharat Ram	0.33	0.33
Kartik Bharat Ram	0.28	0.25
<b>Security Deposit :</b>		
SRF Welfare Trust	4.51	-
<b>Interest Paid</b>		
Arun Bharat Ram	-	-
Karmav Real Estate Holdings LLP	-	0.13
<b>Loan Received :</b>		
Karmav Real Estate Holdings LLP	-	0.25
<b>Loan Repaid :</b>		
Karmav Real Estate Holdings LLP	-	0.25

(iii) **Balances at year end with related parties :**

	As at March 31, 2018 Rs./lakhs	As at March 31, 2017 Rs./lakhs
<b>Commission Payable :</b>		
Arun Bharat Ram	225.00	225.00
Ashish Bharat Ram	160.00	160.00
Kartik Bharat Ram	160.00	160.00
<b>Security Deposit :</b>		
Karm Farms LLP	60.00	60.00
Srishti Westend Greens Farms LLP	60.00	60.00
Arun Bharat Ram	12.00	12.00
Ashish Bharat Ram	0.60	0.60
Kartik Bharat Ram	0.60	0.60
SRF Welfare Trust	18.17	13.66

35. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount (Rs. in lakhs)	As % of consolidated profit or loss	Amount (Rs. in lakhs)
I. Parent-KAMA Holdings Limited	0%	32	0%	(95)
II. Subsidiaries				
A. Indian				
KAMA Realty (Delhi) Limited	1%	3,395	-1%	(299)
SRF Transnational Holdings Limited	2%	7,840	2%	778
Shri Educare Limited	0%	678	1%	246
SRF Limited	91%	327,050	86%	39,450

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount (Rs. in lakhs)	As % of consolidated profit or loss	Amount (Rs. in lakhs)
SRF Holiday Home Limited	0%	383	0%	(5)
KAMA Real Estate Holdings LLP	2%	6,373	0%	(16)
B. Foreign				
Shri Educare Maldives P Ltd	0%	241	0%	130
SRF Global BV	6%	21,082	12%	5,514
Adjustment arising out of consolidation	-2%	(8,466)	0%	52
<b>Total</b>	<b>100%</b>	<b>358,607</b>	<b>100%</b>	<b>45,756</b>
Minority Interest in all subsidiaries	45%	162,385	46.73%	21,382

36. The Holding Company is a Core Investment Company (CIC) within the meaning of Core Investment Companies (Reserve Bank) Directions, 2011 and does not require registration with Reserve Bank of India under said directions.

### 37. EMPLOYEE BENEFITS

#### a) Defined contribution plans:

Amounts recognized in the statement of profit and loss are as under:

Indian Entities	For the year ended March 31, 2018	For the year ended March 31, 2017
Superannuation fund (Refer to note (i) below)	92.79	73.53
Provident fund administered through Regional Provident Fund Commissioner (Refer to note (ii) below)	968.53	873.11
Employees' State Insurance Corporation	159.40	80.56
	<b>1,220.72</b>	<b>1,027.20</b>
Foreign Entities	For the year ended March 31, 2018	For the year ended March 31, 2017
Contribution to provident fund	246.96	265.37
Skill and development & Social Security Fund	145.35	148.09
Pension fund	115.79	108.15
	<b>508.11</b>	<b>521.60</b>

The expenses incurred on account of the above defined contribution plans have been included in Note 26 "Employee Benefits Expenses" under the head "Contribution to provident and other funds"

#### (i) Superannuation fund

The group makes contributions to a Trust which in turn contributes to ICICI Prudential Life Insurance company Limited. Apart from being covered under the Gratuity Plan described below, the employees of the group also participate in a defined contribution superannuation plan maintained by the group. The group has no further obligations under the plan except making annual contributions based on a specified percentage of each covered employee's salary. From November 1, 2006, the group provided an option to the employees to receive the said benefit as cash compensation along with salary in lieu of the superannuation benefit. Thus, no contribution is required to be made for the category of employees who opted to receive the benefit in cash.

#### (ii) Provident fund administered through Regional Provident Fund Commissioner

All employees are entitled to Provident Fund benefits as per the law. For certain category of employees the group administers the benefits through a recognized Provident Fund Trust. For other employees contributions are made to the Regional Provident Fund Commissioners as per law. The Government mandates the annual yield to be provided to the employees on their corpus. This plan is considered as a Defined Contribution Plan. For the first category of employees (covered by the Trust), the group has an obligation to make good for the shortfall, if any, between the yield on the investments of the trust and the yield mandated

by the Government and these are considered as Defined Benefit Plans accounted for on the basis of an actuarial valuation.

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

### b) Defined benefit plans

The group sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by separate funds which are legally separate from the group. These plans are:

- (a) Gratuity
- (b) Provident fund for certain category of employees administered through a recognized provident fund trust
- (c) Legal Severance pay & Health care (Unfunded) as applicable with respect to foreign subsidiaries
- (i) The principal assumption used for the purpose of the actuarial valuation were as follows:

Indian Entities	As at March 31, 2018		As at March 31, 2017	
	Gratuity	Provident Fund	Gratuity	Provident Fund
Discount Rate	7.74%	7.74%	7.35%	7.35%
Salary increase	7.50%	7.50%	7.50%	7.50%
Retirement Age(years)	58	58	58	58
Mortality Rates	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
<b>Withdrawal Rate</b>				
Upto 30 years	10.00%	10.00%	10.00%	10.00%
31 to 44 years	5.00%	5.00%	5.00%	5.00%
Above 44 years	2.00%	2.00%	2.00%	2.00%

Foreign Entities	As at March 31, 2018		As at March 31, 2017	
	Legal Severance Pay	Health Care (Unfunded)	Legal Severance Pay	Health Care (Unfunded)
Discount Rate	2.88%/3.07	0.00%	3.13%/3.32%	9.80%
Salary increase	5.00%/5.00%	0.00%	5.00%/4.85%	
In service mortality	TMO 2017	SA	TMO 2008	SA 85-90
Retirement Age	60 / 55	-	60 / 55	60 - 65
Withdrawal Rate				
- up to 20 years	55/20	-	55/25	15
21-30	45/17		45/20	
31-40	17/12		20/12.5	
41-50	7/3		10/5	
51 onwards	3/2		4/0	

The cost of the defined benefit plans and other long term benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rate. Due to these complexity involved in the valuation it is highly sensitive to the changes in these assumptions. All assumptions are reviewed at each reporting date.

The present value of defined benefit obligation and the related current service cost and past service cost were measured using projected unit credit method.

**Notes to Consolidated Financial Statements for the year ended March 31, 2018**

(ii) Amounts recognized in statement of profit an loss in respect of these benefit plans are as follows:

Indian Entities	For the year ended March 31, 2018		For the year ended March 31, 2017	
	Gratuity	Provident Fund	Gratuity	Provident Fund
Current Service cost	550.87	537.00	514.91	468.00
Net interest expenses	48.66	-	63.10	-
Actuarial loss/(gain)	179.93	-	644.42	-
Expected Return on Plan Assets	(102.00)	-	(587.00)	-
	<u>677.46</u>	<u>537.00</u>	<u>635.43</u>	<u>468.00</u>

Foreign Entities	For the year ended March 31, 2018		For the year ended March 31, 2017	
	Legal Severance Pay	Health Care (Unfunded)	Legal Severance Pay	Health Care (Unfunded)
Current Service cost	132.02	19.09	118.95	4.00
Net interest expenses	18.84	-	10.50	17.00
Provision no longer required*		(196.94)		
	<u>150.85</u>	<u>(177.86)</u>	<u>129.45</u>	<u>21.00</u>

(iii) The amount included in balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Indian Entities	As at March 31, 2018		As at March 31, 2017	
	Gratuity	Provident Fund	Gratuity	Provident Fund
Present value of funded defined benefit obligation	6,260.02	10,525.00	5,788.64	9,331.00
Fair Value of Plan Assets	5,539.24	10,683.00	5,129.24	9,348.00
<b>Surplus / (Deficit)</b>	<u>(720.78)</u>	<u>158.00</u>	<u>(659.40)</u>	<u>17.00</u>
Effect of asset ceiling, if any	-	(158.00)	-	(17.00)
<b>Net asset / (liability)</b>	<u>(720.78)</u>	<u>-</u>	<u>(659.40)</u>	<u>-</u>

Foreign Entities	As at March 31, 2018		As at March 31, 2017	
	Legal Severance Pay	Health Care (Unfunded)	Legal Severance Pay	Health Care (Unfunded)
Present value of funded defined benefit obligation	809.41	-	545.01	185.85
Fair Value of Plan Assets	-	-	-	-
<b>Net asset / (liability)</b>	<u>(809.41)</u>	<u>-</u>	<u>(545.01)</u>	<u>(185.85)</u>

(iv) Movements in the present value of defined benefit obligation are as follows:

Indian Entities	As at March 31, 2018		As at March 31, 2017	
	Gratuity	Provident Fund	Gratuity	Provident Fund
Opening defined benefit obligation	5,788.64	9,331.00	4,879.34	7,938.00
Current Service Cost	550.87	537.00	514.91	468.00
Interest Cost	425.66	682.00	391.10	629.00
Actuarial (gain)/losses arising from changes in financial assumptions	179.93	-	644.42	-
Benefits paid	(685.08)	(1,182.00)	(641.13)	(513.00)
Contribution by plan participants / employees	-	811.00	-	652.00
Settlement / transfer in	-	346.00	-	157.00
<b>Closing defined benefit obligation</b>	<b>6,260.02</b>	<b>10,525.00</b>	<b>5,788.64</b>	<b>9,331.00</b>

**Movements in the present value of defined benefit obligation are as follows:**

Foreign Entities	As at March 31, 2018		As at March 31, 2017	
	Legal Severance Pay	Health Care (Unfunded)	Legal Severance Pay	Health Care (Unfunded)
Opening defined benefit obligation	545.01	185.85	492.00	159.00
Current Service Cost*	132.00	(177.86)	118.95	4.49
Interest Cost	19.00	-	10.50	16.76
Actuarial (gain)/losses arising from changes in financial assumptions	18.00	-	(48.28)	-
Actuarial (gain)/losses arising from changes in experience adjustments & demographic assumption	38.00	-	(34.16)	-
Exchange difference on foreign plans	46.33	-	6.00	11.00
Benefits paid/Settled	11.07	(8.00)	-	(5.40)
<b>Closing defined benefit obligation</b>	<b>809.41</b>	<b>-</b>	<b>545.01</b>	<b>185.85</b>

\* Provision reversal due to closure of business operations in South Africa.

**(v) Movements in the fair value of plan assets are as follows:**

	As at March 31, 2018		As at March 31, 2017	
	Gratuity	Provident Fund	Gratuity	Provident Fund
Opening fair value of plan assets	5,129.24	9,348.00	4,092.24	7,955.00
Return on plan assets (excluding amounts included in net interest expenses)	479.00	823.00	915.00	629.00
Others(describe)	-	-	-	-
Contributions from employer	624.00	537.00	761.00	468.00
Contributions from plan participants	-	811.00	-	652.00
Exchange difference on foreign plans	-	-	-	-
Benefits paid	(693.00)	(1,182.00)	(639.00)	(513.00)
Settlement / Transfer in	-	346.00	-	157.00
Asset Loss	-	-	-	-
<b>Closing fair value of plan assets</b>	<b>5,539.24</b>	<b>10,683.00</b>	<b>5,129.24</b>	<b>9,348.00</b>

Plan assets comprises of HDFC Group Unit Linked Plan fund, Government of India securities and bank balances. The average duration of defined benefit obligation is 23 years ( 2017: 23 years). The company expects to make a contribution of Rs 654 lakhs (2017: Rs 595 lakhs) to the defined benefit plans during next financial year.



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

### 38. SEGMENTS REPORTING

Based on the guiding principles laid down in Accounting Standard (AS) - 17 "Segment Reporting", The Group business segments include:

- Technical textiles business: includes nylon tyre cord fabric, belting fabric, coated fabric, laminated fabric, polyester tyre cord fabric and industrial yarns and its research and development
- Chemicals and Polymers business: includes refrigerant gases, chloromethanes, pharmaceuticals, certified emissions reductions & allied products, engineering plastics business and its research and development.
- Packaging film business includes polyester films.

Segment revenue, Results and Capital Employed include the respective amounts identifiable to each of the segments. Other unallocable expenditure includes expenses incurred on common services provided to the segments, which are not directly identifiable.

In addition to the significant accounting policies applicable to the business segments as set out in note 1 above, the accounting policies in relation to segment accounting are as under:

**Segment revenue and expenses** - Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

**Segment assets and liabilities** - Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities and do not include deferred income taxes. While most of the assets / liabilities can be directly attributed to individual segments, the carrying amount of certain assets / liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis.

#### Information about Business Segments

#### Segment Revenue, Results, Assets, Liabilities and Capital Employed

	Year ended March 31, 2018 (Rs. Lakhs)	Year ended March 31, 2017 (Rs. Lakhs)
<b>Segment Revenue</b>		
a) Technical Textiles Business (TTB)		
- External sales	203,099.28	186,906.66
- Inter-segment sales	283.38	255.61
<b>Total (a)</b>	<b>203,382.66</b>	<b>187,162.27</b>
b) Chemicals and Polymers Business (CPB)		
- External sales	180,902.18	163,970.49
- Inter-segment sales	-	-
<b>Total (b)</b>	<b>180,902.18</b>	<b>163,970.49</b>
c) Packaging Films Business (PFB)		
- External sales	175,817.99	135,055.40
- Inter-segment sales	206.24	171.39
<b>Total (c)</b>	<b>176,024.23</b>	<b>135,226.79</b>
d) Others	4,484.29	3,628.00
<b>Total Segment revenue (a+b+c+d)</b>	<b>564,793.36</b>	<b>489,987.55</b>
Less: Inter Segment revenue	489.63	426.65
Add: Unallocable Income	11,304.66	456.55
<b>Total Revenue</b>	<b>575,608.39</b>	<b>490,017.45</b>
<b>Segment Results</b>		
(Profit / (Loss) before finance costs and tax from each segment)		
a) Technical Textiles Business (TTB)	24,768.40	24,258.49
b) Chemicals and Polymers Business (CPB)	29,065.17	32,234.59

	Year ended March 31, 2018 (Rs. Lakhs)	Year ended March 31, 2017 (Rs. Lakhs)
c) Packaging Films Business (PFB)	22,556.27	19,647.39
d) others	2,042.11	1,371.00
<b>Total Segment results</b>	<b>78,431.95</b>	<b>77,511.47</b>
Less: i) Finance Costs	12,553.59	10,329.00
Less: ii) Other Unallocable expenses net of income	7,501.11	3,102.00
<b>Total Profit before tax</b>	<b>58,377.25</b>	<b>64,080.47</b>
Less: Provision for taxation	12,621.43	13,981.32
<b>Profit after tax</b>	<b>45,755.82</b>	<b>50,099.15</b>
	As at March 31, 2018 (Rs. Lakhs)	As at March 31, 2017 (Rs. Lakhs)
<b>Segment Assets</b>		
a) Technical Textiles Business (TTB)	142,793.81	148,891.27
b) Chemicals and Polymers Business (CPB)	406,323.62	310,001.61
c) Packaging Films Business (PFB)	247,965.13	190,482.26
d) Others	16,719.20	16,478.81
<b>Total</b>	<b>813,801.76</b>	<b>665,853.95</b>
Add: Unallocable Assets	52,183.81	49,262.21
<b>Total Assets</b>	<b>865,985.57</b>	<b>715,116.16</b>
<b>Segment Liabilities</b>		
a) Technical Textiles Business (TTB)	46,662.42	42,956.92
b) Chemicals and Polymers Business (CPB)	39,148.06	33,244.67
c) Packaging Films Business (PFB)	42,144.36	28,674.92
d) Others	1,114.62	213
<b>Total</b>	<b>129,069.46</b>	<b>105,089.51</b>
Add: Unallocable Liabilities	378,309.00	4,303.93
<b>Total Liabilities</b>	<b>507,378.46</b>	<b>109,393.44</b>
<b>Segment Capital Employed</b>		
<b>(Segment assets less segment liabilities)</b>		
a) Technical Textiles Business (TTB)	96,131.39	105,934.35
b) Chemicals and Polymers Business (CPB)	367,175.56	276,756.94
c) Packaging Films Business (PFB)	205,820.77	161,807.34
d) Others	15,604.58	16,265.81
<b>Total</b>	<b>684,732.30</b>	<b>560,764.44</b>
Add : Unallocable assets less liabilities	-326,125.19	44,958.28
<b>Total capital employed</b>	<b>358,607.11</b>	<b>605,722.72</b>
<b>Capital Expenditure</b>		
a) Technical Textiles Business (TTB)	5,594.28	1,457.00
b) Chemicals and Polymers Business (CPB)	93,628.16	34,182.00
c) Packaging Films Business (PFB)	27,489.12	34,892.00

	As at March 31, 2018 (Rs. Lakhs)	As at March 31, 2017 (Rs. Lakhs)
d) Unallocated	2,526.48	1,701.00
<b>Total Capital Expenditure</b>	<b>129,238.04</b>	72,232.00
<b>Depreciation</b>		
a) Technical Textiles Business (TTB)	5,630.00	5,987.00
b) Chemicals and Polymers Business (CPB)	19,340.96	17,033.00
c) Packaging Films Business (PFB)	6,976.63	5,421.00
d) Unallocated	1,080.87	1,092.61
d) Others	228.38	181.00
<b>Total Depreciation</b>	<b>33,256.84</b>	29,714.61
	Year ended March 31, 2018 (Rs. Lakhs)	Year ended March 31, 2017 (Rs. Lakhs)
<b>Revenue</b>		
Within India	321,844.41	294,806.44
Outside India	253,763.98	195,211.00
<b>Total</b>	<b>575,608.39</b>	490,017.44
<b>Carrying Amount of Segment Assets</b>		
Within India	753,150.03	607,002.00
Outside India	112,835.54	108,114.16
<b>Total</b>	<b>865,985.57</b>	715,116.16
<b>Addition to Fixed Assets and Intangible Assets</b>		
Within India	131,769.84	70,036.00
Outside India	(2,531.80)	2,196.00
<b>Total</b>	<b>129,238.04</b>	72,232.00

### 39. FOREIGN CURRENCY EXPOSURE

SRF Limited has three diverse businesses with transactions both in the nature of imports and exports. This provides a natural hedge against the exchange rate fluctuations. As per the board mandated policy, hedging is done on basis of net exposure. Further, with respect to volatility in interest rates, certain hedging transactions are entered into by the company (i.e. SRF Limited). Various kind of instruments are used for hedging which are mandated as per regulatory requirements and board guidelines.

- a) The details of category-wise quantitative data about derivative instruments as at March 31, 2018 are as under (figures given in the format are current year, previous year):

Nature of Derivative	Foreign Currency (In Millions) As at		Amount (Rs. Lakhs) As at	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
USD / INR buy forward	-	15.48	-	10,028.47
USD/INR Sell forward	60.50	50.00	39,418.78	32,395.00
EUR/USD sell forward	3.90	6.30	3,147.85	4,362.19
EUR/INR Buy forward	7.32	4.80	5,905.21	3,323.57
EUR/USD Buy forward	-	14.95	-	10,350.50
GBP/USD Buy forward	-	1.88	-	1,523.36
EUR/ZAR Sell Forward	-	0.70	-	484.69
USD/THB Buy Forward	2.27	2.80	1,476.18	1,814.12
USD/ZAR Buy Forward	1.50	1.25	977.33	809.88
USD/ZAR Sell Forward	-	0.30	-	194.37
Interest Rate Swap	40.21	51.33	26,198.83	33,260.00

b) Foreign Currency Exposures that are not hedged by derivative instruments or otherwise are as follows:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Foreign Currency (in Millions)	Amount in INR (Rs. In Lakhs)	Foreign Currency (in Millions)	Amount in INR (Rs. In Lakhs)
Term Loans-USD	168.89	1,100.40	193.33	1,252.61
Term Loans-EUR	50.00	403.57	-	-
PCFC-USD	38.50	250.85	40.00	259.16
Buyer's Credit-USD	5.77	46.54	-	-

40. Previous year figures have been regrouped/ rearranged to accord with current year classification/disclosures. Figures pertaining to subsidiaries have been reclassified wherever considered necessary to bring them in line with the Holding Company's financial statements.

As per our report of even date attached

**For Luthra and Luthra LLP**

Chartered Accountants

Reg. No. 002081N/N500092

Naresh Agrawal

**Partner**

M.No. 504922

Rajat Lakhanpal

**Whole Time Director  
Chief Financial Officer,  
& Company Secretary**

(DIN:00005664)

Kartik Bharat Ram

**Chairman**

(DIN:00008557)

Place : New Delhi

Date : May 30, 2018

Dhirendra Datta

**Director**  
(DIN: 02376649)

Amitav Virmani

**Director**  
(DIN: 02169955)

Statement pursuant to first proviso to sub section(3) of section 129 of Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in prescribed form AOC-1 relating to Subsidiaries/Associates Companies/Joint Ventures.

**A. Statement showing salient features of the financial statements of subsidiaries.**

**Indian subsidiaries**

S. No.	Particulars	(1)	(2)	(3)
		SRF Limited	SRF Transnational Holdings Limited	Shri Educare Limited
		Rs./Lakhs	Rs./Lakhs	Rs./Lakhs
(a)	Reporting Period	1 April 2017 to 31 March, 2018	1 April 2017 to 31 March, 2018	1 April 2017 to 31 March, 2018
(b)	Date since when subsidiary was acquired	03.08.2012	01.04.2014	29.09.2009
(c)	Reporting currency	INR	INR	INR
(d)	Exchange Rate	-	-	-
(e)	Share Capital	5,843.56	3,254.18	951
(f)	Reserve and Surplus	321,812.02	(356.53)	(280.27)
(g)	Total Assets	736,510.92	7,863.54	2,380.47
(h)	Total	354,579.38	4,965.89	1709.74
	Liabilities (external liabilities)			
(i)	Investment	18,825.41	7096.68	1,117.78
(j)	Turnover	459,125.33	1,300.97	1,460.97
(k)	Profit/(loss) Before Taxation	49,755.91	995.25	138.6
(l)	Tax expense/(income)	10,460.65	216.88	5.65
(m)	Profit/(Loss) After Taxation	39,295.26	778.37	132.95
(n)	Proposed Dividend	6,890.46	-	-
(o)	% of Shareholding	52.33%	100%	100%

S. No.	Particulars	(4)	(5)	(6)
		SRF Holiday Home Limited(Subsidiary of SRF Limited)	KAMA Realty (Delhi) Limited	KAMA Real Estate Holdings LLP (Subsidiary of KAMA Realty (Delhi) Limited)
		Rs./Lakhs	Rs./Lakhs	Rs./Lakhs
(a)	Reporting Period	1 April 2017 to 31 March, 2018	1 April 2017 to 31 March, 2018	1 April 2017 to 31 March, 2018
(b)	Date since when subsidiary was acquired	30.01.2008	30.11.2009	13.12.2016
(c)	Reporting currency	INR	INR	INR
(d)	Exchange Rate	-	-	-
(e)	Share Capital/Contribution	400.00	6.00	6,389.02
(f)	Reserve and Surplus	(16.92)	3,911.75	(16.06)
(g)	Total Assets	3.88	9,780.52	6,376.03
(h)	Total	0.70	5,862.77	3.07
	Liabilities (external liabilities)			

S. No.	Particulars	(4)	(5)	(6)
		SRF Holiday Home Limited (Subsidiary of SRF Limited)	KAMA Realty (Delhi) Limited	KAMA Real Estate Holdings LLP (Subsidiary of KAMA Realty (Delhi) Limited)
		Rs./Lakhs	Rs./Lakhs	Rs./Lakhs
(i)	Investment	-	5,903.16	4,221.02
(j)	Turnover	-	862.54	25.94
(k)	Profit/(loss) Before Taxation	(0.05)	540.72	(13.58)
(l)	Tax expense/(income)	-	114.00	2.49
(m)	Profit/(Loss) After Taxation	(0.05)	426.72	(16.07)
(n)	Proposed Dividend	-	-	-
(o)	% of Shareholding	100%	100%	100%

**Foreign subsidiaries**

S. No.	Particulars	(7)		(8)	
		SRF Global BV# (Subsidiary of SRF Limited)		SRF Flexipak (South Africa)(Pty) Limited# (subsidiary of SRF Global BV)	
		USD	Rs./Lakhs	Rand	Rs./Lakhs
(a)	Reporting Period	1 April 2017 to 31 March, 2018		1 April 2017 to 31 March, 2018	
(b)	Date since when subsidiary was acquired	20.10.2008		26.10.2011	
(c)	Reporting currency	USD		Rand	
(d)	Exchange Rate	65.16	65.16	4.859	4.859
(e)	Share Capital	18315664	11934.49	100	.01
(f)	Reserve and Surplus	(20,026,493)	(13049.26)	76,622,909	(4216.56)
(g)	Total Assets	64,205,016	41835.99	810,714,400	44613.61
(h)	Total Liabilities (external liabilities)	65,915,845	42950.76	734,091,391	40,397.05
(i)	Investment	*	*	-	-
(j)	Turnover	1,180,662	769.32	698,566,916	38,442.14
(k)	Profit/(loss) Before Taxation	(3,182,775)	(2073.90)	128,146,780	7,051.92
(l)	Tax expense/(income)	-	-	(36,066,287)	(1984.73)
(m)	Profit/(Loss) After Taxation	(3,182,775)	(2073.90)	92,080,493	5,067.19
(n)	Proposed Dividend	-	-	-	-
(o)	% of Shareholding	100%	100%	100%	100%

\* Investment in subsidiary USD 8343300 (Equivalent to Rs. 5436.49 Lakhs)

S. No.	Particulars	(9)		(10)	
		SRF Industries (Thailand) Limited# (subsidiary of SRF Global BV)		SRF Industex Belting (Pty) Limited# (subsidiary of SRF Global BV)	
		Baht	Rand	Rs./Lakhs	Rs./Lakhs
(a)	Reporting Period	1 April 2017 to 31 March, 2018		1 April 2017 to 31 March, 2018	
(b)	Date since when subsidiary was acquired	08.09.2008		13.06.2008	
(c)	Reporting currency	THB		Rand	
(d)	Exchange Rate	2.084	2.084	5.503	5.503
(e)	Share Capital	100,000,000	13,320,202	733.01	2084.01
(f)	Reserve and Surplus	761,227,285	(44,565,250)	(2452.43)	15863.98
(g)	Total Assets	3,164,042,735	98,54,949	542.32	65938.65
(h)	Total Liabilities (external liabilities)	2,302,815,150	41,099,997	2261.73	47990.67
(i)	Investment	-	-	-	-
(j)	Turnover	3,373,668,337	90,181,904	4962.71	70307.25
(k)	Profit/(loss) Before Taxation	310,118,775	(32,063,493)	(1764.45)	6462.88
(l)	Tax expense/(income)	(1,666,425)	5,434,016	299.03	(34.73)
(m)	Profit/(Loss) After Taxation	311,785,200	(37,497,509)	(2063.46)	6497.60
(n)	Proposed Dividend	-	-	-	-
(o)	% of Shareholding	100%	100%	100%	100%

S. No.	Particulars	(11)	
		Shri Educare Maldives Private Limited# (subsidiary of Shri Educare Limited)	
		MVR	Rs./Lakhs
(a)	Reporting Period	1 April 2017 to 31 March, 2018	
(b)	Date since when subsidiary was acquired	16.12.2009	
(c)	Reporting currency	MVR	
(d)	Exchange Rate	4.130315	4.130315
(e)	Share Capital	137.95	569.78
(f)	Reserve and Surplus	(104.74)	(432.60)
(g)	Total Assets	111.92	462.28
(h)	Total Liabilities (external liabilities)	78.71	325.10
(i)	Investment	-	-

S. No.	Particulars	(11)	
		Shri Educare Maldives Private Limited# (subsidiary of Shri Educare Limited)	
		MVR	Rs./Lakhs
(j)	Turnover	403.89	1,668.20
(k)	Profit/(loss) Before Taxation	31.31	129.33
(l)	Tax expense/(income)		
(m)	Profit/(Loss) After Taxation	31.31	129.33
(n)	Proposed Dividend	-	-
(o)	% of Shareholding	100%	100%

\* Includes Deferred Tax Assets

# For the limited purpose of disclosure as addition information as required by Schedule-III of the Companies Act, 2013, the financial statements of the foreign subsidiaries have been converted into Indian Rupees on the basis of following exchange rates prevailing as at 31<sup>st</sup> March 2018:

- (i) 1 USD = Rs. 65.16
- (ii) 1 Baht = Rs. 2.084
- (iii) 1 Rand = Rs. 5.503
- (iv) 1 MVR = Rs. 4.130315

**Part "B": Associates and Joint Ventures-N.A.**

<p>Place : Gurugram Date : May 30, 2018</p>	<p>Rajat Lakhanpal <b>Whole Time Director</b> <b>Chief Financial Officer,</b> <b>&amp; Company Secretary</b> (DIN:00005664)</p> <p>Dhirendra Datta <b>Director</b> (DIN: 02376649)</p>	<p>Kartik Bharat Ram <b>Chairman</b> (DIN:00008557)</p> <p>Amitav Virmani <b>Director</b> (DIN: 02169955)</p>
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## KAMA HOLDINGS LIMITED

(CIN : L92199DL2000PLC104779)

Email : info@kamaholdings.com website : www.kamaholdings.com Phone : 011-49482870

Regd. Office : The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place,  
Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091

Corp. Office : Block-C, Sector-45, Gurgaon-122 003, Haryana

### ADMISSION SLIP

MODI HALL, PHD HOUSE,

4/2 SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110 016

Friday, 28 September 2018

11.00 A.M.

### PARTICULARS TO BE COMPLETED BY SHAREHOLDER/PROXY

I /We hereby record my/our presence at the 18<sup>th</sup> Annual General Meeting of KAMA Holdings Limited

DP Id/Client Id/ Registered Folio No.....

Name of the Shareholder/Proxy.....

No. of shares held.....

Signature(s) of person(s) attending

Notes:

1. Please produce this admission slip duly completed at the entrance for admission to the meeting hall.
2. The attendance counter will open at 10.30 a.m.
3. Tea, coffee and cold drinks will be served at the meeting.
4. Please bring your copy of the Annual Report to the meeting.

## KAMA HOLDINGS LIMITED

(CIN : L92199DL2000PLC104779)

Email : info@kamaholdings.com website : www.kamaholdings.com Phone : 011-49482870

Regd. Office : The Galleria, DLF Mayur Vihar, Unit No. 236 & 237, Second Floor, Mayur Place,  
Noida Link Road, Mayur Vihar Phase I Extn, Delhi- 110 091

Corp. Office : Block-C, Sector-45, Gurgaon-122 003, Haryana

### PROXY FORM

Name of the Member(s) : .....

Registered Address:.....

E-mail ID:.....

Folio No./Client ID:.....

DP ID:.....

I/We being the member(s) of ..... shares of the above named Company hereby appoint :

- (1) Name ..... Address.....  
E-Mail ..... Signature..... or failing him/her
- (2) Name ..... Address.....  
E-Mail ..... Signature..... or failing him/her
- (3) Name ..... Address.....  
E-Mail ..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of **KAMA HOLDINGS LIMITED** to be held on Friday, 28 September 2018 at 11.00 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 and at any adjournment thereof in respect of such resolutions as are contained in Notice.

Signed this.....day of ..... 2018

Signature of Shareholder.....

Signature of Proxy holders (s) .....

Notes:

1. A Proxy in order to be effective must reach the Registered Office of the Company not less than 48 hours before the scheduled time of the meeting
2. The member himself or his constituted attorney may sign the proxy
3. Where a proxy is appointed, the member should hand over the attached admission slip to the proxy
4. The Company reserves the right to ask for identification of the proxy
5. A proxy cannot speak at the meeting or vote on a show of hands.
6. Shareholder may vote either for or against each resolution.



**KAMA Holdings Limited**

**Registered Office**

The Galleria, DLF Mayur Vihar, Unit No.  
236 & 237, Second Floor, Mayur Place,  
Noida Link Road, Mayur Vihar Phase I  
Extn, Delhi- 110 091

*If undelivered, please return to:-*

**Corporate Office**

Block C, Sector - 45,  
Gurgaon 122 003 (Haryana)  
Tel: +91-124-4354 400  
Fax: +91-124-4354 500