

POLSON LTD

77th

ANNUAL REPORT

2017-2018

**77th ANNUAL REPORT &
ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018****DIRECTORS**

Sudhir Nevatia	Chairman, Independent Director
Sushila Kapadia	Non-Executive Director
Amol Kapadia	Managing Director
Pravin D. Samant	Executive Director
Dhau Lambore	Executive Director
Pradip Pai	Independent Director
Abhay Bhalerao	Independent Director
Chandrakant Gupte	Independent Director (appointed w.e.f. August 31, 2018)
Rajiv Agarwal	Independent Director (appointed w.e.f. August 14, 2018)

COMPANY SECRETARY

Mrs. Sampada Sawant

SOLICITORS

D.H. Nanavati

STATUTORY AUDITORS**R. G. B. & Associates, Chartered Accountant****INTERNAL AUDITORS**

Nirmal Nagpal

BANKERSCITI BANK N.A.
STANDARD CHARTERED
HDFC BANK LTD.
BANK OF INDIA**REGISTERED OFFICE**Ambaghat, Vishalgad, Taluka- Shahuwadi,
Dist- Kolhapur, Kolhapur-415 101, Maharashtra**CORPORATE OFFICE**615/616 Churchgate Chambers,
5 New Marine Lines Road,
Churchgate Mumbai-400 020**Email id:** compliance@polsonltd.com**Website:** www.polsonltd.com**CIN:** L15203PN1938PLC002879

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NOTICE

NOTICE is hereby given that the 77th Annual General Meeting (AGM) of Polson Ltd will be held on Monday, September 24, 2018 at 10.00 a.m. at the Registered Office of the Company situated at Chitra Kuti at Ambaghat, Vishalgad, Taluka-Shahuwadi, Dist. Kolhapur, Kolhapur-415 101 at to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2018, along with the Profit and loss Account for the year ended on that date and the Report of the Board of Directors' and Auditor's thereon.
2. To appoint a director in place of Mr. Dhau Lambore (DIN: 02274626) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:**3. To appoint Mr. Chandrakant Vinayak Gupte as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI Listing Obligation & Disclosure Requirements), 2015, including any statutory modifications or re-enactment thereof, Mr. Chandrakant Vinayak Gupte [(DIN 08019397) & aged 80 (Eighty) years old], who was appointed as an Additional Director w.e.f. August 31, 2018 & whose term expires at this AGM be and is hereby appointed as an Independent Director for a period of five years effective from August 31, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Mr. Rajiv Ghanshyamdas Agarwal as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 & SEBI Listing Obligation & Disclosure Requirements), 2015, including any statutory modifications or re-enactment thereof, Mr. Rajiv Ghanshyamdas Agarwal (DIN 00518199), Director of the Company, who was appointed as an Additional Director w.e.f. August 14, 2018 & whose term expires at this AGM be and is hereby appointed as an Independent Director for a period of five years effective from August 14, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approval & Ratification of Related Party Transactions:

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended

from time to time, read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), 2015, and pursuant to consent of Audit Committee and Board of Directors, the consent of the members is hereby accorded to ratify the related party transaction entered by the Company with BK Guilini Specialities Pvt Ltd (as detailed in the explanatory statement) in the previous financial years and further consent is accorded to enter into purchase & Sale Transaction with BK Guilini Specialities Pvt Ltd a related party transaction within the meaning of aforesaid law, on such terms and conditions as may be mutually agreed upon, upto maximum value of ₹ 20 Crore each p.a. from the F.Y. 2018-19 and there onwards.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

7. Approval of Related Party Transactions:

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), 2015, and pursuant to consent of Audit Committee and Board of Directors, the consent of the members is hereby accorded to enter into purchase & Sale Transaction with Atlas Refinery Private Limited, a related party transaction within the meaning of aforesaid law, on such terms and conditions as may be mutually agreed upon, upto maximum value of ₹ 20 Crore each p.a. from the F.Y. 2018-19 and there onwards.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

BY ORDER OF THE BOARD OF DIRECTORS
OF POLSON LTD

Place: Mumbai
Date: 31.08.2018

SUSHILA KAPADIA
Director (DIN 02105539)

: NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights, provided that 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 proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc must be supported by an appropriate Resolution/authority, as applicable.

The instrument appointing a proxy and the power of attorney, if any, under which it is signed, should be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

Members / Proxies / Authorised Representatives are requested to bring their attendance slip, duly filled in, for attending the Meeting.

In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.

Corporate members intending to send their authorised representative(s) 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 Annual General Meeting.

3. Documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of this meeting and will also be available for inspection.
4. Register of Members and Transfer Register will remain close from Friday, 14th September 2018 to Monday, 24th September 2018 (both days inclusive).
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the Company for doing their needful.
6. Members are requested to notify change in address, if any, immediately to Registrar and Transfer Agent of the Company quoting their folio numbers.
7. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
8. Members/ Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
9. To support the "Green Initiative", Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
10. The route map showing directions to reach the venue of the Seventy Seventh AGM is annexed.

INSTRUCTIONS FOR EVOTING

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to its members in respect of the business to be transacted at the Seventy Seventh Annual General Meeting to be held on Monday, the 24th day of September, 2018 at 10.00 a.m. at Chitra Kuti at Ambaghat, Vishalgad, Taluka – Shahuwadi, Dist – Kolhapur, Kolhapur – 415 101.
- ii. The facility for poll shall be made available at AGM & the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through poll paper.
- iii. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The E-voting period commences on Friday, 21st September, 2018 from 10.00 a.m. to Sunday, 23rd September, 2018 up to 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 18th September, 2018.
- vi. The Process and manner of e-voting is as under.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 21st September, 2018 at 10.00 am and ends on Sunday, 23rd September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “shareholders”.
- (iv) Now enter your user ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, than your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN filed. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant (Polson Limited) on which you choose to vote.
- (xii) On the voting page, you will see "Resolution Description" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non- Individual Shareholders & Custodians:

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

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

(xx) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares on cut-off date i.e. 18th September, 2018 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com

(xxi) Mr. Mihen Halani, Practicing Company Secretary has been appointed as the Scrutinizer for providing the facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

(xxii) Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2):

Name of the Director	*Mr. Dhau Lambore	**Chandrakant Vinayak Gupte	***Rajiv Ghanshyamdas Agarwal
Age	63 yrs	80 yrs	50 yrs
Director Identification Number (DIN)	02274626	08019397	00518199
Date of Appointment on the Board	12/05/2008	31/08/2018	14/08/2018
Qualifications	Mr. Dhau Lambore aged 63 years is under graduate.	Mr. Chandrakant Vinayak Gupte aged 80 yrs is commerce graduate.	Mr. Rajiv Agarwal is a Commerce Graduate. He has done his MMS (Finance and Marketing) from SPJIMR, and his PhD in Family Business from BITS Pilani. He has also done the Owner/President Management Program (OPM) at Harvard Business School and Fast Growth Program at Stanford Graduate School of Business

Name of the Director	*Mr. Dhau Lambore	**Chandrakant Vinayak Gupte	***Rajiv Ghanshyamdas Agarwal
Expertise in specific functional area	Mr. Dhau Lambore has overall work experience of nearly 38 years.	Mr. Chandrakant Vinayak Gupte was member of Central Board of Direct Tax and has vast experience in income tax related matters of more than 40 years. He has played the role of Income Tax Commissioner, Appellant Commissioner during his carrier with Income Tax Department.	Mr. Rajiv Agarwal has worked with 1500 families on various family and business issues during his tenure as an Associate Professor of Family Business at SP Jain Institute of Management & Research, (SPJIMR) Mumbai, a top 5 MBA school in India. He heads the Owners Management Program & the Women's Management Programs, and the SPJIMR Case Publishing House. His Ph.D. research is on the successors choices in joining family businesses in India. He teaches Family Business, Entrepreneurship and Strategy across programs including the full time MBA, Executive Education and part-time MBA programs. He is the first Indian to get dual certificates in both, Family Business Advising (CBFA) and Wealth Advising (CFWA), from the Family Firm Institute (FFI), Boston, USA, the most prestigious Association for Family Business professionals worldwide.
Number of shares held in the Company	Nil	Nil	Nil
Terms and Conditions	-	The terms and conditions of appointment has been laid down by the board of directors of the company and the same has been uploaded on the web site of the company www.polsonltd.com	The terms and conditions of appointment has been laid down by the board of directors of the company and the same has been uploaded on the web site of the company.
Justification for appointment of Independent Director	Not Applicable	Mr. Chandrakant Vinayak Gupte has vast experience in income tax related matters. He was the member of Central Board of Direct Tax. His experience in direct tax will be helpful to the company.	Mr. Rajiv Agrawal has worked as Family Business consultant since last 20 yrs. His vast experience in family business related issues will be helpful to the company.

Name of the Director	*Mr. Dhau Lambore	**Chandrakant Vinayak Gupte	***Rajiv Ghanshyamdas Agarwal
List of the directorships held in other listed entities	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report
Relationships between Directors inter-se	-	-	-

For other details of the aforesaid directors, please refer to the Corporate Governance Report.

** The Board of Directors proposes the re-appointment of Mr. Dhau Lambore as an Executive Director and recommends the resolution as set out in Item No. 2 of the Notice for the approval of the members at the ensuing Annual General Meeting.

BY ORDER OF THE BOARD OF DIRECTORS
OF POLSON LTD

Place: Mumbai
Date: 31.08.2018

SUSHILA KAPADIA
Director (DIN 02105539)

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 3- Appointment of Mr. Chandrakant Vinayak Gupte as an Independent Director of the Company**

The Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Chandrakant Vinayak Gupte [(DIN 08019397) an Additional Non-Executive independent Director of the company on August 31, 2018 for a term of five years, subject to the approval of the Members at the ensuing AGM of the Company. As an Additional Director, Mr. Chandrakant Gupte holds office up to the date of the forthcoming AGM of the Company.

As per Section 149, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Chandrakant Gupte has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirement) Reg., 2015.

In the opinion of the Board, Mr. Chandrakant Gupte fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and they are independent of the Management and propose his appointment as an Independent Director before the Members in General Meeting for their approval. The details of Mr. Chandrakant Gupte as required to be given pursuant to SEBI (Listing Obligation and Disclosure Requirement) Reg., 2015 and the Secretarial Standards are attached to the notice.

None of the directors are concerned or interested in this resolution. The Board recommends the Special Resolution set out at Item No. 3 of the AGM Notice.

Item no. 4- Appointment of Mr. Rajiv Ghanshyamdas Agarwal as an Independent Director of the Company

The Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajiv Ghanshyamdas Agarwal (DIN 00518199) as an Additional Non-Executive independent Director of the company on August 14, 2018 for a term of five years, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company. As an Additional Director, Mr. Rajiv Agarwal holds office up to the date of the forthcoming AGM of the Company.

As per Section 149, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Rajiv Agarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirement) Reg., 2015.

In the opinion of the Board, Mr. Rajiv Agarwal fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and they are independent of the Management and proposes his appointment as an Independent Director before the Members in General Meeting for their approval.

The details of Mr. Rajiv Agarwal as required to be given pursuant to SEBI (Listing Obligation and Disclosure Requirement) Reg., 2015 and the Secretarial Standards are attached to the notice.

None of the directors are concerned or interested in this resolution. The Board recommends the Ordinary Resolution set out at Item No.4 of the AGM Notice.

Item no. 5- Ratification & Approval of related Party Transaction

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 provides for board approval for the transactions which are in the Ordinary course of business and at Arm's Length price. Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), 2015 prescribes shareholders approval by way of resolution for all material transactions with related party even if the same are in Ordinary course of business and at Arm's Length price. The Regulation consider a transaction with a related party material if the transaction / transactions to be entered into individually

or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company has entered into transactions over a period of time with BK Guilini Specialities Pvt Ltd which were in the Ordinary course of business and at Arm's Length price. The Audit Committee & the Board of Directors of the Company have considered these Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements with the Related Party (ies) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014. The details of the transaction entered are under

Name of Related Party & nature of relationship	Nature of contracts/ arrangements/ transactions	Transactions value (in crores)	Duration of Transaction	Salient terms of transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any
BK Giulini Specialities Pvt Ltd, Fellow Subsidiary	Sale of goods	30.78	During the financial year 2014-15	The related party Transactions (RPTs) Entered during the year was in the ordinary course of business and at arms length price.	14.08.2014	NA
		30.79	During the financial year 2015-16		30.05.2015	
		25.99	During the financial year 2016-17		30.05.2016.	
		11	During the financial year 2017-18		30.05.2017	

*THE COMPANY HAS TAKEN REQUISITE APPROVAL FROM AUDIT COMMITTEE AS AND WHEN REQUIRED

Further, the company proposes to enter into sale & purchase transaction in future with BK Guilini Specialities Pvt Ltd not exceeding Rs 20 Crores (Rupees Twenty Crores Only) every year from the F.Y. 2018-19.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 5 in the accompanying Notice for ratification and approval of the members.

Item no. 6- Approval of related Party Transaction

The Company in its ordinary course of business and/or on arm's length basis sources material from different producers in India and outside India. The Company in its ordinary course of business and/or on arm's length basis sources material from different producers in India and outside India. The purchase of materials from Atlas Refineries Private Limited is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to this company.

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 provides for board approval for the transactions which are in the Ordinary course of business and at Arm's Length price. Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), 2015 prescribes shareholders approval by way of resolution for all material transactions with related party even if the same are in Ordinary course of business and at Arm's Length price. The Regulation consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such

resolutions. Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with Atlas Refineries Private Limited, the same is being sought as an abundant precautionary measure

The Board of Directors of the Company recommends the Resolution as set out at Item No. 6 in the accompanying Notice for approval of the members.

BY ORDER OF THE BOARD OF DIRECTORS
OF POLSON LTD

Place: Mumbai
Date: 31.08.2018

SUSHILA KAPADIA
Director (DIN 02105539)

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 77th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FINANCIAL

RESULTS:

(Amount in lakhs)

Particulars (Standalone)	Standalone	
	2017-18	2016-17
Total Income	11018	11341
Total Expenditure	9773	9899
Profit before exceptional item and tax	1245	1443
Exceptional item	565	144
Profit before tax	1810	1586
Provision for Tax	(461)	(478)
Less/Add Deferred Tax Liability	(234)	(75)
Prior year tax adjustments (net)	(24)	-
Profit after Tax	1090	1033
Add: Balance of Profit brought forward	6906.67	5778.04
Other Comprehensive Income	19.20	(1.54)
Profit available for appropriation :		
Less: Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to Reserves	-	-
Less: Short Provision for previous year adjusted		
Add: Adjusted Items	6.63	97.17
Surplus carried to the Balance Sheet	8010.15	6906.67
Earning per Equity Share (Face Value: ₹ 50/-)		
Basic	908.59	860.48
Diluted	908.59	860.48

The Company has adopted Indian Accounting Standards (Ind-As) as prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

2. DIVIDEND:

The Company would like to reserve its profits for its growth; and hence your Directors do not recommend dividend for the Financial Year.

3. RESERVES:

The appropriations for the year are:

Particulars	Standalone(in lakh)
Net Profit for the year	₹ 1090/-
Other comprehensive Income for the year	₹ 19.20/-
Balance of Reserve at the beginning of the year	₹6906.67/-
Transfer to General Reserve	-
Balance of Reserve at the end of the year	₹8009/-

4. INFORMATION ON THE STATE OF COMPANY'S AFFAIR

The Company achieved a turnover of ₹ 1,05,76,57,953/- during the current year, as against ₹ 1,08,27,58,016/- during the previous year. The profit during the year has been ₹ 10,90,31,213/- as against ₹ 10,32,58,046/- during the previous year 2016-17.

The Company is engaged only in one segment which is of manufacturing synthetic organic tanning substance.

5. MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

As per the clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors' state that:

- 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; and
- 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.
- 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.

7. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review, the Company does not have any subsidiary, associate Companies or Joint Venture the Company has a holding Company named AJI Commercial Private Limited.

8. DEPOSITS

Your Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposit under Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 was outstanding as on the date of the Balance Sheet.

9. RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Polson Management System (PMS) that governs how the Company conducts the business of the Company and manages associated risks.

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

According to Section 134 (5) (e) of the Companies Act, 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by a company 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, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies, standard operating procedures and audit and compliance by an in house internal audit division, supplemented by internal audit checks from Nirmal Nagpal, the Internal Auditor.

The Internal Auditor independently evaluated the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting to the Audit Committee of the Board. A MD and CFO Certificate, forming part of the Corporate Governance Report, further confirms the existence and effectiveness of internal controls and reiterates their responsibility to report deficiencies to the Audit & Committee and rectify the same. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

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

11. DIRECTORS:**A) Since last Report, following Changes in Directors and Key Managerial Personnel took place:**

- During financial year Mr. Milin Ramani resigned from the post of Company Secretary w.e.f June 30, 2017.
- During financial year Mrs. Sampada Sachin Sawant appointed as Company Secretary w.e.f. July 01, 2017.
- Post financial year Mr. Pradip Pai (DIN: 00107704) has stepped down from the Directorship due to pre-occupancy with effect from August 14, 2018.
- Post financial year Mr. Rajiv Agarwal (DIN: 00518199) was appointed as an Independent Director w.e.f August 14, 2018.
- Post financial year Mr. Chandrakant Gupte (DIN: 08019397) was appointed as an Independent Director w.e.f August 31, 2018.

Pursuant to provisions of section 152 of the Companies Act, 2013 and subject to Articles of Association, Mr. Dhau Lambore, Director of the Company is liable to retire by rotation at an ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The Board has recommended for the same. Details about the directors being appointment / re-appointment are given in the Notice of the 77th Annual General Meeting being sent to the members along with the Annual Report.

B) Declaration by an Independent Director(s) and re- appointment, if any

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

C) Annual Evaluation of the Board

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

D) Number of Meetings of the Board of Directors:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are prescheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the

Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The details of Board and Committee meetings held during the financial year 2017-18 are provided in Corporate Governance Report which forms a part of Annual Report.

E) Familiarisation Programme for Independent Directors

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the Corporate Governance report and are also available on our website (<https://www.polsonltd.com/investor.htm>). Further at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities.

12. COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees.

There are currently four Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

13. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has adopted vigil mechanism policy under the provision of Sec 177 of the Companies Act, 2013. The vigil mechanism provides adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and provides direct access to the Chairperson of the Audit Committee.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required by Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Management discussion and Analysis Report is enclosed as a part of this report .

15. CORPORATE GOVERNANCE CERTIFICATE

Your Company has complied with Regulation 34 of SEBI (Listing Obligations and Disclosure Regulations) Requirements, 2015 of the stock exchanges. A report on Corporate Governance as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Regulations) Requirements, 2015 along with Independent Auditor's Certificate on compliance with the Corporate Governance, forms part of this Annual Report.

Board diversity

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website (<https://www.polsonltd.com/investor.htm>)

Polson's Code of conduct for the prevention of insider trading

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

Policies

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<https://www.polsonltd.com/investor.htm>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

16. MANAGERIAL REMUNERATION:

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are detailed in Annexure A to this report.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The information as required under Section 134(3)(m) of the Companies Act, 2013 with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo are detailed in Annexure B to this report.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The provisions of Section 186 of the Companies Act, 2013 requiring disclosure in the financial statements giving particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security is not applicable to your company since no transactions of such nature has been undertaken or entered into by your company.

The amount of loan already given is within the limits prescribed u/s 186 of the Companies Act, 2013.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The CSR Policy of the Company and the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as Annexure D to this Report.

21. STATUTORY AUDITORS

The shareholder at their Seventy Sixth Annual General Meeting held on September 29, 2017 approved appointment of M/s. R. G. B. & Associates, chartered Accountants (FRN. 144967W) as Statutory Auditors of the Company for a period of five years from the conclusion of Seventy Sixth Annual General Meeting till the conclusion of the 81st Annual General Meeting . The Auditors have confirmed that they are not disqualified from continuing as auditors of the Company.

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

There are certain observation made in the Auditor's Report therefore call for further Comments under section 134 of the Companies Act,2013. The same are given as under;

Director's comment on Auditor's Observation

Auditor's observation	Director's comment
The company has not maintained proper records of Fixed Assets.	The Company is in process of maintaining records of fixed assets and the same will be updated shortly.
As the Company has not maintained the Fixed Asset Register, we are unable to get the list of all immovable properties held by the Company and its Title Deeds.	All the title deeds of immovable properties are held in the name of the Company. The Company is in process of maintaining records of fixed assets.
the Company has granted unsecured loan to one of its Group Company M/s. Dudhwala Builders Pvt Ltd to the tune of ₹ 10 Crores during mid of the year.	The amount was granted to meet the temporary business exigencies, but the amount has been received in full.
According to the information and explanation given to us, there are dues of income tax & tax deducted at source which have not been deposited with the appropriate authorities on account of dispute. The company has not paid outstanding Income Tax of ₹. 6,806 for the AY 2013-14 and ₹ 8,99,142 /- towards tax deducted at source for various years.	The Company is of the view that the said demand may or may not be payable as there might be errors occurred while filing TDS Returns. The Company is in the process of revising the old TDS returns and the demand which is required to be paid will be paid immediately after revision of the said returns. Appropriate steps have been taken by the company for rectifications applications with the appropriate authority which are pending decision.

22. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2018.

The Secretarial Audit Report is annexed and detailed in Annexure E to this report herewith. The qualifications provided in the report are self explanatory and along with explanation of Board are as follows.

COMMENTS ON QUALIFICATIONS IN SECRETARIAL AUDIT REPORT

Comments in Secretarial Audit Report	Directors Comment
Register of Charges with the details of current charges	The Company is in the process of complying and closure of register of charges with Registrar Office of Companies. The Company has made applications to the respective banks for their No due Certificate towards satisfaction of charges and awaiting their response on the same.
Non –maintenance of fixed asset register	The Company is in process of maintaining records of fixed assets and the same will be updated shortly.
Non Maintenance of Website as per SEBI (LODR) Regulations, 2015	The Company shall endeavor its best to make the compliance good
the Company has granted unsecured loan to one of its Group Company M/s. Dudhwala Builders Pvt Ltd to the tune of ₹ 10 Crores during mid of the year.	The amount was granted to meet the temporary business exigencies, but the amount has been received in full.

23. INTERNAL AUDITOR

The Board of Directors of the Company has appointed Mr. Nirmal Nagpal as an Internal Auditor of the Company. The auditor reports to the Audit Committee

24. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return has been annexed as Annexure 'F' to this report.

25. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of Seven years. Therefore there were no funds which were required to be transferred to investor Education and Protection Fund (IEPF).

26. COMPLIANCE WITH THE MINIMUM PUBLIC SHAREHOLDING (MPS) REQUIREMENTS

Our company is now MPS compliant. During the year, the Promoters of the company have sold 11,200 shares through "Offer For Sale" mechanism available with Bombay Stock Exchange.

27. MISCELLANEOUS

Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;

Your Company did not allot any equity share as sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014;

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

During the year under report, no significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future.

27. ACKNOWLEDGEMENTS

The Board of Directors wish to acknowledge the continued support and co-operation extended by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Ministry of Corporate Affairs, other government authorities, Bankers, material suppliers, customers and other stakeholders for their support and guidance.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company at all the levels.

For and on behalf of the Board of Directors

Sudhir Nevatia
Chairman
DIN: 00001258

Place: Mumbai
Date: 31.08.2018

ANNEXURE 'A': MANAGERIAL REMUNERATION:

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year- 14:86
 - b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	Remuneration (₹)		Increase %
		2017-18	2016-17	
Mr. Amol Kapadia	Managing Director	90,00,000	90,00,000	
Mr. Sushila Kapadia	Non-Executive Director	-	-	
Mr. Sudhir Nevatia	Independent Director	-	-	
Mr. Pravin D. Samant	Executive Director	-	-	
Mr. Dhau Lambore	Executive Director	-	-	
Mr. Pradip Pai	Independent Director	-	-	
Mr. Abhay Bhalerao	Independent Director			
Mr. Sanjay Bhalerao	CFO	11,23,980	9,43,980	16%
Ms. Sampada Sawant	CS	3,15,000	-	
Mr. Milin Ramani	CS	45000,	-	

- c) the percentage increase in the median remuneration of employees in the financial year-7%
- d) the number of permanent employees on the rolls of company-48 employees
- e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 7%..
- f) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

Name	Designation	Remuneration (₹)		Increase %
		2017-18	2016-17	
Mr. Amol Kapadia	Managing Director	90,00,000	90,00,000	
Mr. Sanjay Bhalerao	CFO	11,23,980	9,43,980	16%
Ms. Sampada Sawant	CS	3,15,000	-	
Mr. Milin Ramani	CS	-	45,000	

- g) the key parameters for any variable component of remuneration availed by the directors- The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for directors, Key Managerial Personnel.
- e) affirmation that the remuneration is as per the remuneration policy of the company-It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management adopted by the Company.

- B) Details of the every employee of the Company as required pursuant to 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: There are no employees who draw remuneration more than Rupees Sixty Lakh per annum of ₹ 5 lacs per month.
- C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report. (u/s 197)-The Company has not paid any commission to its director and managing director.
- D) The following disclosures are given in the Board of Director's report under the heading "Corporate Governance" attached to the financial statement:—
- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
 - (ii) details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) service contracts, notice period, severance fees;
 - (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

For and on behalf of the Board of Directors

Sudhir Nevatia
Chairman
DIN: 00001258

Place: Mumbai
Date: 31.08.2018

Annexure 'B':
Conservation of energy, technology absorption, foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Operations of the Company are not Energy Intensive. However, the Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid wastage and use latest technology and equipments, wherever feasible, to reduce energy consumption.

- (i) The steps taken or impact on conservation of energy: - Energy conservation dictates how efficiently a company can conduct its operations. Polson has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices that have reduced the growth environmental pollution and strengthened the Company's commitment towards becoming an environment friendly organization.

The Company continued using Natural Raw Materials like Hirda, Taming Testa etc in the manufacturing process. The residue of these raw materials is further used as FUEL for Boiler, thus reducing the consumption of Furnace Oil.

A dedicated "Energy Cell" is focusing on energy management and closely monitor energy consumption pattern across all manufacturing plants.

- (ii) The steps taken by the company for utilising alternate sources of energy: - The Company does not have alternate sources of energy.
- (iii) The capital investment on energy conservation equipment's:-Nil

(B) Technology absorption:

- i. The efforts made towards technology absorption-The Company has a Research Laboratory headed by professionals working on new product development for Global and Domestic markets. It undertakes projects in innovative research and technology for new chemicals used by leather industries.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution- Achieved to capture new clients and develop several new products and derived new advanced process.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
- a. the details of technology imported;
 - b. the year of import;
 - c. whether the technology been fully absorbed;
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;
- iv. The expenditure incurred on Research and Development. - During the year the Company has incurred ₹9,13,224/- on Research and Development.

(C) Foreign exchange earnings and Outgo:

Foreign exchange earnings and outgo (including dividend) during the year under review were ₹ 76,80,27,564/- (previous year: ₹ 8035.51/-) and ₹ 61265208/- (previous year ₹ 304.56/-) respectively.

For and on behalf of the Board of Directors

Sudhir Nevatia
Chairman
DIN: 00001258

Place: Mumbai
Date: 31.08.2018

ANNEXURE ‘C’: AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm’s length basis-N.A.

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm’s length basis-

Name of Related Party & nature of relationship	Nature of contracts/ arrangements/ transactions	Transactions value (in crores)	Duration of Transaction	Salient terms of transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any
BK Giulini Specialities Pvt Ltd	Sale of goods	10.93	During the financial year	The related party Transactions (RPTs) Entered during the year was in the ordinary course of business.	Since these RPTs are in the ordinary course of business and are at arms length basis, approval of the board is not applicable. However, necessary approvals were granted by the Audit committee from time to time	NA
	Purchase of goods	0.23				
	Sale of fixed assets	7.7				
The Board has decided to sale commercial premises of the company situated at Chennai to BK Giulini Specialities Pvt Ltd in its meeting held on February 14, 2017.						

For and on behalf of the Board of Directors

Sudhir Nevatia
Chairman
DIN: 00001258

Place: Mumbai
Date: 31.08.2018

;Annexure: D- CORPORATE SOCIAL RESPONSIBILITY

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

The Company is not only committee for doing Corporate Social Responsibility but it aimed at creating Corporate Social Value. The CSR vision is enshrined in the 3E's i.e.

- i. Education
- ii. Empowerment of women ; and
- iii. Environment and Health

2. The Composition of the CSR Committee.

The Committee of Corporate Social Responsibility comprises of three Directors:

- i. Mrs. Sushila J. Kapadia
- ii. Mr. Amol J. Kapadia
- iii. Mr. Pradip Pai (Independent Director)

3. Average net profit of the company for last three financial years: ₹ 11,46,75,589/-

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹22,93,512 /-.

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year: ₹ 23,50,000/-

(b) Amount unspent- The Company has paid additional amount of ₹ 56,488/- towards CSR. The Company has spent more amount than that of prescribed CSR Expenditure.

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

1	2	3	4	5	6	7	8
Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Location where the project undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Direct expenditure on project/ programme,	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*
1	Distribution of Uniforms and other materials at School in Chiplun and Ratnagiri district	Project "Hope" for upliftment of poor people in the district of Chiplun and Ratnagiri	Chiplun and Ratnagiri District	₹ 22,93,512/-	₹ 23,50,000/-	₹ 23,50,000/-	₹ 23,50,000/-

6. The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

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

Sushila J. Kapadia

Chairman of the Corporate Social Responsibility Committee
DIN: 02105539

Amol J. Kapadia

Managing Director
DIN: 01462032

ANNEXURE 'F': 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 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

I. REGISTRATION AND OTHER DETAILS		
i)	CIN	L15203PN1938PLC002879
ii)	Registration Date	21.12.1938
iii)	Name of the Company	Polson Ltd.
iv)	Category/Sub –Category of the Company	Public Company/Limited by shares
v)	Address of the Registered Office and contact details	Ambaghat Talluka Shahuwadi Kolhapur Maharashtra-415101 Tel: 022-22626437/39 Fax: 022-22626439
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt. J. R. BorichaMarg, Landmark: Behind Delisle Road HP Petrol Pump, Near Lodha Excelus, Lower Parel (E) Mumbai-400 011

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:-

Sr. No.	Name and Description of main product/ services	NIC Code of the product/service*	% to total turnover of the company#
1	Synthetic Organic Tanning Substance	Division 15 NIC Code- 99611716	100%

Manufacturing and selling of Synthetic Organic Tanning Substance

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of Company	Address of Company	CIN	Holding/ Subsidiary/ Associate	% of Shares held*	Applicable section
1.	AJI Commercial Private Limited	615/616 Churchgate Chambers 5 New Marine Lines Road Churchgate Mumbai-400 020	U51900MH1992PTC066518	Holding	53.62	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 [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0		0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	73189	0	73189	60.99%	73189	0	73189	60.99%	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other									
F(i) Director	28002	0	28002	23.34%	16802	0	16802	14.00%	-9.34%
Total shareholding of Promoter (A)	101191	0	101191	84.33%	89991	0	89991	74.99%	-9.34%
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	35	225	260	0.22%	35	225	260	0.22%	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Foreign Venture Capital Investors	75	0	75	0.0625%	0	0	0	0	-0.0625%
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	110	225	335	0.27	35	225	260	0.22%	-0.0625%
2. Non-Institutions									
a) Bodies Corp. & LLP									
i) Indian	809	83	892	0.74	1082	83	1165	0.97	0.23
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	3675	13300	16975	14.15	12881	13031	25912	21.59	7.44

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)									
Non Resident Indians (Repat& Non Repat)	30	142	172	0.1275	97	142	239	0.199	0.0725
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	75	0	75	0.06	0.06
Clearing Members	105	0	105	0.09	652		652	0.54	0.45
Trusts	0	58	58	0.05	0	58	58	0.05	0
Hindu Un-divided Family	272	0	272	0.23	1648	0	1648	1.37	1.15
Sub-total (B)(2):-	4891	13583	18474	15.46	16435	13314	29749	24.79	9.34
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5001	13808	18809	15.67	16470	13539	30009	25.01	9.34
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	106192	13808	120000	100	106461	13539	120000	100	0

ii. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 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	
1	AJI COMMERCIAL PRIVATE LIMITED	64339	53.62	0	64339	53.62	0	0
2	SUSHILA J. KAPADIA	12835	10.70	0	11222	9.35	0	-1.35
3	AMOL J. KAPADIA	12000	10	0	5580	4.65	0	-5.35
4	ORIENTAL PHARMACEUTICALS INDUSTRIES LIMITED	8849	7.37	0	8849	7.37	0	0
5	JAGDISH J. KAPADIA	3167	2.64	0	0	0	0	-2.64
6	NEW COMMERCIAL MILLS CO. LTD	1	0	0	1	0	0	0
	TOTAL	101191	84.33	0	89991	74.99	0	0

- iii. Change in Promoter's Shareholding-During the year the promoters of the company has sold 11200 shares through Offer for Sale mechanism available with Bombay Stock Exchange to comply with the provisions of Minimum Public Shareholding as stipulated under Rule 19(2) (b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.

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

SN	For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mehta Vijay Bharatbhai				
	Opening Balance	922	0.76%	922	0.76%
	Changes during the year	-	-	-	-
	Closing Balance	922	0.76%	922	0.76%
2	Ankita Vishal Shah				
	Opening Balance	782	0.65	782	0.65
	Changes during the year	-	-	-	-
	Closing Balance	782	0.65	782	0.65
3	Bijal Kishor Madhani				
	Opening Balance	400	0.33	400	0.33
	Changes during the year	-	-	-	-
	Closing Balance	400	0.33	400	0.33
4	Darayas Mino Mistry				
	Opening Balance	250	0.21	250	0.21
	Changes during the year	-	-	-	-
	Closing Balance	250	0.21	250	0.21
5	Patel Rajendrakumar Ramanlal				
	Opening Balance	225	0.19	225	0.19
	Changes during the year	-	-	-	-
	Closing Balance	225	0.19	225	0.19
6	Vikash Agarwal				
	Opening Balance	202	0.17	202	0.17
	Changes during the year	-	-	-	-
	Closing Balance	202	0.17	202	0.17

SN	For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Navel Nadirshah Mulla				
	Opening Balance	200	0.17	200	0.17
	Changes during the year	-	-	-	-
	Closing Balance	200	0.17	200	0.17
8	Nikunj Kaushik Shah				
	Opening Balance	200	0.17	200	0.17
	Changes during the year	-	-	-	-
	Closing Balance	200	0.17	200	0.17
9	Govinda Shares and Securities Pvt Ltd				
	Opening Balance	200	0.17	200	0.17
	Changes during the year	-	-	-	-
	Closing balance	200	0.17	200	0.17
10	Prakashchandra S. Seksaria				
	Opening Balance	200	0.17	200	0.17
	Changes during the year	-	-	-	-
	Closing Balance	200	0.17	200	0.17

v) Shareholding of Directors and Key Managerial Personnel

SN	For Each of the Top 10 Shareholding of each Directors and each Key Managerial Personnel	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Directors				
1	Amol Kapadia				
	Opening Balance	12000	10%	12000	10%
	Changes during the year	-	-	-	-
	Sale	609	0.50%	11391	9.49%
	Sale	1714	1.43%	9677	8.06%
	Sale	4097	3.41%	5580	4.65%
	Closing Balance	5580	4.65%	5580	4.65%

SN	For Each of the Top 10 Shareholding of each Directors and each Key Managerial Personnel	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Sushila Kapadia				
	Opening Balance	12835	10.6%	12835	10.6%
	Changes during the year	-	-	-	-
	Sale	683	0.57%	12152	10.13%
	Sale	4097	3.41%	8055	6.71
	Shares of Jagdish Kapadia transferred	3167	2.63%	11222	9.35%
	Closing Balance	11222	9.35%	11222	9.35%

V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	62,77,79,949	-	-	62,77,79,949
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition	1,25,70,166	-	-	1,25,70,166
* Reduction	1,02,93,991	-	-	1,02,93,991
Net Change	11,54,07,675	-	-	11,54,07,675
Indebtedness at the end of the financial year				
i) Principal Amount	74,19,26,924	-	-	74,19,26,924
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12,60,700	-	-	12,60,700
Total (i+ii+iii)	74,31,87,624	-	-	74,31,87,624

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD	Total Amount
1	Gross salary	Amol Kapadia	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,50,000 p.m.	7,50,000 p.m.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil -	Nil -
5	Others, please specify	Nil	Nil
	Total (A)	7,50,000 p.m.	7,50,000 p.m.
	Ceiling as per the Act	5% of Net Profit of the Company	5% of Net Profit of the Company

B. Remuneration to other directors- Company does not paid any remuneration including sitting fees to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	--	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	--	-

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-		-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	₹ 35000 p.m.	-	₹ 35000 p.m.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	Nil	-	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Nil	-	Nil
2	Stock Option	-	Nil	-	Nil
3	Sweat Equity	-	Nil	-	Nil
4	Commission	-	Nil	-	Nil
	- as % of profit	-	Nil	-	Nil
	Others (Consultancy Fees)	-	Nil	₹ 93,665/- p.m.	Nil
5	Others, please specify	-	Nil	-	Nil
	Total		₹ 35000 p.m.	₹ 93,665/- p.m.	₹ 35000 p.m.

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)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE 'E'- Form No. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

To,
The Members,
Polson Limited.

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

Based on our verification of the 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 my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 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 31st March, 2018 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the Company during the financial year)
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) 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;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(not applicable to the Company during the financial year) and

- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable to the Company during the financial year)
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (not applicable to the Company during the financial year)
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Employees State Insurance Act, 1948
- (8) Equal Remuneration Act, 1976
- (9) Maternity Benefits Act, 1961
- (10) Payment of Bonus Act, 1965
- (11) Payment of Gratuity Act, 1972
- (12) The Shop & Establishment Act, 1948
- (13) The Factories Act, 1948

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The company has not maintained register of charges as details regarding old charges are not available.
2. The company has not maintained Fixed Asset Register properly.
3. The Company has not maintained its website properly as required under Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015;
4. The expenditure made by the company towards CSR is not as per prescribed items falling under Schedule VII of the Companies Act, 2013. Further, no documentary proofs for expenditure were made available for the audit.
5. The company has appointed internal auditor for the financial year 2017-18 in its Board Meeting held on August 31, 2018.
6. The Company has entered into material related party transaction u/s 188 of Companies Act, 2013 and Regulation 23 of SEBI(LODR), 2015. However, the Company has not obtained members approval as required under Regulation 23 of SEBI (LODR) Regulation, 2015. The Company has not disclosed the material transaction in Form AOC2 for the FY 2016-17 thereby violating provision of Sec 134 of Companies Act, 2013.
7. the Company has granted unsecured loans to one of its Group Company Dudhwala Builders Pvt Ltd to the tune of ₹ 10 Crores during mid of the year, thereby violating Sec 185 of Companies Act, 2013

We further report that;

- a) the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least even days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members 'views are captured and recorded as part of the minutes.

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

We further report that during the audit period, the following event has taken place in the company;

- During the year, the Company has attained Minimum Public shareholding and thereby complied Regulation 38 of the SEBI (LODR) Regulations, 2015. (It mandates a listed entity to comply with the Minimum Public Shareholding requirements specified in rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time.)

We further report that during the audit period, the company has co-operated with us and have produced before us all the required forms information, clarifications, returns and other documents as required for the purpose of our audit.

For Mihen Halani & Associates
Practicing Company Secretaries

Mihen Halani
Proprietor
C.P. No.: 12015
ACS No: 32176

Date: 01.08.2018
Place: Mumbai

To,
The Members,
Polson Limited.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Mihen Halani & Associates**
Practicing Company Secretaries

Mihen Halani
Proprietor
C.P. No.: 12015
ACS No: 32176

Date: 01.08.2018
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Scenario: Global & Indian Chemical Industry

The global demand for specialty chemicals is expected to grow at a CAGR of 5.42% from 2015 to 2020. As per a recently published TechSci Research report, "India Leather Chemicals Market Forecast and Opportunities, 2019", the country's leather chemicals market revenues are projected to reach INR 2,800 crore (USD465 million) by 2019. Increasing demand for leather products is positively influencing the leather chemicals market in India. Chemicals required at different stages of leather processing, i.e., beamhouse, tanning and finishing, are expected to witness growing demand over the next five years.

The Asia-Pacific region remains the largest market for specialty chemicals, in terms of value followed by North America. The Asia-Pacific market is projected to register good growth on account of the growing end-user industries such as construction, automotive, plastic, and electronics.

The specialty chemicals market has emerged as one of the most crucial chemicals segment across the globe. The specialty chemicals market is dominated by large players who have diversified portfolios and employ sophisticated and modern management approach such as Dow Chemicals, BASF, DuPont, Akzo Nobel, and DSM. These market participants have been aggressive in their acquisitions and have been focusing on multi-chemical abilities, thus employing a commodity-based approach to the market.

"In India's leather chemicals market, finishing chemicals segment is projected to witness highest growth during the next five years. This can be majorly attributed to the government's favorable policy measures to boost exports of finished leather products. Anticipated growth of these specialty chemicals is expected to significantly influence the leather chemicals market during the forecast period", said Mr. Karan Chechi, Research Director with TechSci Research, a research based global management consulting firm.

"India Leather Chemicals Market Forecast and Opportunities, 2019" has analyzed the potential of the leather chemicals market and provides statistics and information on market sizes, shares and trends. The report will suffice in providing the intending clients with cutting-edge market intelligence and help them in taking sound investment evaluation. Besides, the report also identifies and analyzes the emerging trends along with essential drivers and key challenges faced by the leather chemicals industry in India.

The chemical industry has traditionally grown in developed countries of the West and Japan. However, changing market dynamics over the last ten years have resulted in global chemical production, moving to Asia, particularly in China and India. Specialty chemicals, which are consumed by the diverse end product markets, are the key contributors to this changing landscape. It is because the rise in the use of specialty chemicals has led to a higher level of commoditization, thereby compelling manufacturers to focus more on cost reduction.

The Indian chemical sector accounts for 13-14% of total exports and 8-9% of total imports of India. In terms of volume of production, it is the twelfth-largest in the world and the third-largest in Asia. Currently, the per capita consumption of products of the Indian chemical industry is one-tenth of the world average, which reflects the huge potential for further growth. The Indian advantage lies in the manufacturing of basic chemicals that are also known as commodity chemicals that account for about 57% of the total domestic chemical sector.

Specialty Chemical Segment

Specialty chemicals are synthetic products used as intermediates to manufacture various products ranging from pharmaceuticals to flavors and essences, and from agro chemicals to detergents. Unlike other chemical products, the specialty chemical segment has greater flexibility, small production volume and vast product categories.

Specialty chemicals are high-value added chemicals used to manufacture a wide range of products, including pharmaceuticals, fine chemicals, additives, advanced polymers, adhesives, sealants, paints,

pigments and coatings.

The demand from end-user industries has improved the growth prospects of several specialty chemicals segments in Asia. Currently, the Indian specialty chemicals industry is still at a nascent stage and is expected to grow rapidly over next couple of years as it moves toward higher-quality products and applications, in both industrial and consumer segments.

The demand for environment friendly solutions and stringent emission control legislations has opened up new frontiers especially for the specialty chemical industry. The greater emphasis on energy efficiency and curbing greenhouse emissions has also contributed to demand for specialty chemical products, such as photovoltaic solar cells, electrode materials, insulating materials and chemicals.

Indian chemical industry - Growth Scenario

The global economic environment has remained sluggish as growth in the major advanced economies decelerated due to a significant negative short-run effect of fiscal consolidation on domestic output, thereby resulting in subdued trade and languid labour markets, restraining the overall demand. Persistent recessionary conditions in the United States and Europe, and the fragility in some global key end markets have led to sinking demand for chemical products. Chemical companies located in the Asia-Pacific geographies faced the brunt of the economic conundrum mainly due to weaker demands in the West.

Amidst low levels of growth in the developed economies, global demand for chemicals is likely to remain downcast. However, with manufacturers shifting their focus on emerging economies, Indian chemical industry is poised to increase its share of global chemical industry pie.

Primarily being regarded as producer of basic chemicals, Indian chemical industry has forged ahead to earn a global repute as a manufacturer of specialty and high value-added chemicals on the back of strong R&D.

With significant labor cost advantages, rising domestic demand in end-user segments, expanding exports fueled by improved export competitiveness, new market opportunities, infrastructure investments along with regulatory reforms and the federal government's fiscal incentives- the growth of the Indian chemical industry is expected to continue.

According to estimates, the India's chemical industry is slated to grow at 11 percent year-on-year, to USD 134 billion by 2015 and USD 244 billion by 2017. India is also expected to evolve as a global chemical manufacturing hub.

Government Policies and FDI Investments:

Government recognizes Chemical industry as a key growth element of Indian economy. In Chemical Sector, 100% FDI is permissible. Manufacture of most of chemical products is delicensed. The entrepreneurs need to submit only IEM with the DIPP provided no locational angle is involved. Only the following items are covered in the compulsory licensing list because of their hazardous nature.

Hydrocyanic acid & its derivatives

Phosgene & its derivatives

Isocyanates & di-isocyanates of hydrocarbons

A number of initiatives have been proposed in the 12th 5-year plan (2012-2017) to boost the growth of Indian Chemical industry

Opportunities

The Company uses Natural Raw Materials like Hirda, Tamarind Testa etc in the manufacturing process. The residue of these raw materials is further used as FUEL for Boiler, thus reducing the consumption of Furnace Oil. Also today the company is Asia's largest manufacturer and exporter of natural based

vegetable tannin extracts and Eco-friendly leather chemicals.

Threats

The market for our product is positive. Over the years the company became a leading supplier of natural tannin materials and Eco-friendly leather chemicals of Indian origin to the international leather industry. Today the company has developed, established and maintained an untarnished track record of consistently meeting international quality standards.

Risks and Concerns

The Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid wastage and use latest technology and equipments, wherever feasible, to reduce energy consumption.

Human Resource:

Performance measurement is a fundamental principle of the management. The measurement of performance is important because it identifies current performance gaps between current and desired performance and provides indication of progress towards closing the gaps. The Human Resource Department has carefully selected key performance indicators and has taken necessary steps to improve performance of our workforce.

Internal Control System

The Company has in place internal control systems and procedures commensurate with the size and nature of its operations. Internal control processes, which consists of implementing and adopting appropriate management systems, are followed. These are aimed at giving the Audit Committee, reasonable assurance on the reliability of financial reporting, statutory and regulatory compliances, effectiveness and efficiency of the Company's operations. The internal control systems are reviewed periodically and revised to keep in tune with the challenging business environment. Internal audit focuses on control systems, optimum utilization of resources, prevention of frauds, adequacy of information system, security and control and compliance with risk management systems.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company' objectives, projections, estimates, expectations may be "forward- looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include climatic conditions, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

For and On behalf of the Board of Directors

Polson Limited

Sd/-

Sudhir Nevatia

Place: Mumbai
Date: 31.08.2018

REPORT ON CORPORATE GOVERNANCE

The Directors' Report on the compliance of the Corporate Governance Code is given below:

CORPORATE GOVERNANCE:

- **Company's Philosophy on Corporate Governance:**

The Company subscribes fully to the principles and spirit of sound Corporate Governance and embodies the principles of fairness, transparency, accountability and responsibility into the value systems driving the Company. The Company is committed to attain high standards of Corporate Governance by ensuring integrity in financial reporting, disclosure of material information, continuous improvements of internal controls and sound investor relations. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder's value over a sustained period of time. The Company has implemented the mandatory requirement of Corporate Governance as set out under Part C of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

BOARD OF DIRECTORS:

- **Composition of Board:**

The Company has a balanced Board with combination of Executive and Non-Executive Directors to ensure independent functioning and the current composition of the Board is in conformity with extant Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the company has changed its composition in compliance with regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Non-Executive Directors include independent professionals with experience in business, finance, taxation, technology and media.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As year ended on 31st March, 2018, the total Board strength comprises of the following:

Category	No. of Directors
Executive Directors (Including Managing Director)	3
Non Executive Independent Directors	3
Non Non-Executive Non Independent Directors	1
Total Strength	7

Directors are appointed or re-appointed with the approval of the shareholders. The Managing Director(s) and all the Non executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically approved by the shareholders.

As required under Section 149(3) of the Companies Act, 2013, Mrs. Sushila J. Kapadia, a woman Director is on the Board.

- Company Secretary of the Company is the Secretary of all Board and Board Committee meetings.

- **Profile of Directors**

- Mr. Amol Kapadia (Executive, Managing Director)**

Mr. Amol Jagdish Kapadia, aged 52 years is the Managing Director of the Company. He has completed his Masters in Business Administration from IMD, Lausanne, Switzerland and is a Graduate in Commerce from Sydenham College of Commerce & Economics. He has been associated as a 15 Director of the Company since 1987.

ii. Mrs. Sushila Kapadia (Non-Executive, Non-Independent)

Mrs. Sushila Jagdish Kapadia, aged 83 years is a graduate in Arts from Elphinstone College, Mumbai. She has earlier worked at the Government of India Tourist offices located in Mumbai, India and New York, USA. She is has been National Champion in Badminton three times and a Triple Crown holder in the nationals. She also represented India in the first International Ladies Badminton Championship – the Betty Uber Cup.

iii. Mr. Pradip Pai (Non-Executive, Independent Director)

Mr. Pradip Pai has done its Bachelor of Commerce from Sydenham College of Commerce, Mumbai. He was also management trainee from Mahindra & Mahindra Ltd. He is the promoter of Epic Financial Consultancy Services Pvt. Ltd, a Registrar & Transfer Agency. He is a promoter director of Mangal Keshav Securities Ltd, a premier Broker in the Equities & Derivatives Market in India. He is the owner of Health and Fitness Space. He involved in setting up a chain of Fitness & Yoga related studio's. Mr. Pradip Pai has resigned from the directorship of the Company w.e.f August 14, 2018.

iv. Mr. Sudhir Nevatia(Non-Executive, Independent Director)

Mr. Sudhir Nevatia is Bachelor of Commerce and Associate Member of Institute of Chartered Accountants of India. He has 12 years experience in the business of importing foods. Currently he is engaged in import and marketing of processed food products. Mr. SudhirNevatia was appointed as Independent Director with effect from June 21, 2013.

v. Mr. Pravin Samant (Executive Professional Director)

Mr. Pravin Samant aged 60 years is a graduate in Science. He has overall work experience of nearly 39 years. He is Executive, Non-Independent Director. Mr. Pravin Samant was appointed as Director with effect from April 1, 2004. He has appointed as a Whole Time Director of the Company with effect from August 01, 2008. Mr. Pravin Samant designation has been changed to Director with effect from August 01, 2013.

vi. Mr. Dhau Lambore(Executive Professional Director)

Mr. Dhau Lambore aged 63 years is undergraduate. He has overall work experience of nearly 38 years. He is Executive, Non-Independent Director. Mr. Dhau Lambore was appointed as a Whole Time Director of the Company with effect from May 12, 2008. Mr. Pravin Samant designation has been changed to Director with effect from May 12, 2013.

vii. Mr. Abhay Bhalerao (Non-Executive Independent Director)

Abhay Bhalerao aged 49 years is a Bachelor of Mechanical Engineering. He is promoter of Amrut Software Private Limited. He has experience of over 15 years and is being instrumental for opening up the Indian market to International software majors such as Allaire, Starbase, Empirix, Borland. He was earlier with Fouress engineering in Agar interface products and then with Infomatics SET Marketing for selling of Allairs Cold Fusion, Robohelp, Turbo Analyst, True Soft, Starteam, Empirix – eTest / eLoad etc. He specializes in Starteam, Empirix SA well as Rational's SQA. Currently he is on board of 'The barking deer' Brewpub in Mumbai and A Co-Promoter of 'That's Personal' a Personal Wellness Website. Mr. Abhay Bhalerao was appointed post financial year w.e.f. July 15, 2016.

viii. Mr. Chandrakant Gupte (Non-Executive Independent Director)

Mr. Chandrakant Gupte aged 80 years is a Commerce Graduate. He has overall work experience of nearly 40 years in income tax related matters. He was the member of Central Board of Direct Tax. His vast experience in direct and indirect tax will be helpful to the company. The Board has approved his appointment as an Independent Director in the Board Meeting

held on August 31, 2018 subject to approval from shareholders in the forthcoming Annual General Meeting.

ix. Mr. Rajiv Agarwal (Non-Executive Independent Director)

Mr. Rajiv Agarwal aged 50 yrs is Commerce Graduate. Rajiv Agarwal is a Family Business Consultant advising various families on family and business issues. He consults on family business and strategy and has worked with various families on issues of succession, business strategy and business continuity. He also has over 20 years' experience of working in his own family business which he was running when he also became interested in academics in 2013.

He has worked with 1500 families on various family and business issues during his tenure as an Associate Professor of Family Business at SP Jain Institute of Management & Research, (SPJIMR) Mumbai, a top 5 MBA school in India. He heads the Owners Management Program & the Women's Management Programs, and the SPJIMR Case Publishing House.

His Ph.D. research is on the successors choices in joining family businesses in India. He teaches Family Business, Entrepreneurship and Strategy across programs including the full time MBA, Executive Education and part-time MBA programs.

He is the first Indian to get dual certificates in both, Family Business Advising (CBFA) and Wealth Advising (CFWA), from the Family Firm Institute (FFI), Boston, USA, the most prestigious Association for Family Business professionals worldwide.

He has done his B.Com from Sydenham, MMS (Finance and Marketing) from SPJIMR, and his PhD in Family Business from BITS Pilani. He has also done the Owner/President Management Program (OPM) at Harvard Business School and Fast Growth Program at Stanford Graduate School of Business.

He has undergone training at the Harvard Business School, Indian School of Business, IIM Ahmedabad for Case Writing and Case teaching and has trained faculty at various institutions for case writing and Simulations. His eleven cases have been published at Richard Ivey School of Business, Canada, the second largest case Publishing House in the world. His cases are used by B-Schools extensively all over the world, including in China where his cases have been translated into Mandarin! He has also been recognized for having two of his cases amongst the top 20 cases sold annually, by Ivey for each of the last three years since 2014.

Besides SPJIMR, he is also a visiting Professor at Indian Institutes of Management at Kozhikode and Indore. He is an Expert Advisor on the Board of Academics, Department of Management, Nirma University, Ahmedabad.

He has published various articles on family business in The Economic Times, Hindustan Times, Business Line and in Business Magazines like Forbes and Business Today. He has been called upon, as an authority on Family Businesses, to comment on various family issues in the media, including the Economic Times and Hindustan Times. He has spoken on various forums on family businesses and family issues.

- **Directors Resigned / Retired during the year**

Post financial year, Mr. Pradip Pai has stepped down from the Directorship of the Company w.e.f August 14, 2018.

- **Board Training and Induction**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and other relevant regulations and his affirmation taken with respect to the same.

- **Meetings, agenda and proceedings etc. of the Board Meeting:**

The Board generally meets 4 times during the year. The yearly calendar of the meetings is finalized before the beginning of the year. Additional meetings are held when necessary. During the year ended on 31st March, 2018, the Board of Directors had 10 meetings. These were held on 30.05.2017, 01.07.2017, 14.08.2017, 01.09.2017, 14.09.2017, 30.10.2017, 13.11.2017, 27.11.2017, 14.12.2017 and 14.02.2018. The last Annual General Meeting (AGM) was held on 29.09.2017. The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2018, and at the last AGM is as under:-

Sr. No.	Name of the Director	Category	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. Amol J. Kapadia	Managing Director/ Executive Director	10 of 10	Yes
2.	Mrs. Sushila J. Kapadia	Chairman/Director	10 of 10	Yes
3.	Mr. Pravin D. Samant	Director	10 of 10	No
4.	Mr. Dhau Lambore	Director	10 of 10	No
5.	Mr. Sudhir Nevatia	Independent Director	10 of 10	Yes
6.	*Mr. Pradip Pai	Independent Director	10 of 10	Yes
7.	Mr. Abhay Bhalerao	Independent Director	10 of 10	Yes
8.	#Mr. Rajiv Agarwal	Independent Director	0 of 10	No
9	##Mr. Chandrakant Gupte	Independent Director	0 of 10	No

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

#Mr. Rajiv Agarwal has been appointed as Independent Director w.e.f August 14, 2018.

##Mr. Chandrakant Gupte has been appointed as Independent Director w.e.f August 31, 2018.

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on March 30, 2018 to review the performance of Non-independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for ratification / approval.

Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. She acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

- **Other Directorships etc.:**

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31st March, 2018, are given below:-

Sr. No.	Name of the Director	Other Directorship #	Committee Positions ##	
			Chairman	Member
1.	Mr. Amol J. Kapadia	4	1	3
2.	Mrs. Sushila J. Kapadia	4	Nil	1
3.	Mr. Pravin Samant	Nil	Nil	Nil
4.	Mr. Dhau Lambore	3	Nil	Nil
5.	Mr. Sudhir Nevatia	1	1	1
6.	*Mr. Pradip Pai	1	1	3
7.	Mr. Abhay Bhalerao	Nil	Nil	Nil

Includes Directorships of Public Limited Companies other than Polson Limited.

Includes only Audit Committee and Stakeholders' Relationship Committee of Public limited companies (whether Listed or not) other than Polson Ltd.

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company.

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

Prevention of Insider Trading Code:

As per SEBI (Prevention of Insider Trading) Regulation, 1992, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The Company has appointed Mrs. Sampada Sawant Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

COMMITTEES OF THE BOARD:

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings.

The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

a) Audit Committees – (Constituted on 21.06.2013)

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Audit Committee comprises three Non-Executive Directors and one Executive Director who are well versed with financial matters and corporate laws. The Audit Committee met four times in 2017-2018 financial year on 30.05.2017, 14.09.2017, 14.12.2017 and 14.02.2018. The necessary quorum was present for all the meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 29.09.2017.

The composition of the Committee during year ended March 31, 2018 and the details of meetings held and attended by the Directors are as under:

Name	Category	Position	Number of meetings during year ended March 31, 2018	
			Held	Attended
Mr. Sudhir Nevatia	Independent, Non-Executive	Chairman	4	4
*Mr. Pradip Pai	Independent, Non-Executive	Member	4	4
Mr. Amol Kapadia	Executive	Member	4	4
Mr. Abhay Bhalerao	Independent, Non-Executive	Member	4	4
#Mr. Rajiv Agarwal	Independent Non-Executive	Member	4	0

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

#Mr. Rajiv Agarwal has been appointed as Independent Director w.e.f August 14, 2018.

Role of the Audit Committee

The terms of reference for the Audit Committee are broadly as under:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommending the appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in Director's Responsibility Statement included in Board's report.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries based on exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- 6) Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilised for other purposes and report of monitoring agency;
- 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;

- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of CFO;
- 20) To review report submitted by Monitoring Agency informing material deviations in the utilisation of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable;
- 21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

b) Stakeholders' Relationship Committee (SRC) - (Constituted in 2013-2014)

In terms of Section 178(5) of the Companies Act, 2013, the Company has rechristened the Shareholders/Investors grievance Redressal Committee as "Stakeholders' Relationship Committee".

Pursuant to section 178 (5) of Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 stakeholder's relationship committee must fulfill below mentioned points:

- **chairman of this committee shall be a non-executive director.**

The Committee periodically reviews the status of Shareholders' Grievances and Redressal of the same. The Committee met 4 times in 2017-2018 on 30.05.2017, 14.09.2017, 14.12.2017, and 14.02.2018. The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 29.09.2017.

The composition of the Committee during year ended March 31, 2018 and the details of meetings held and attended by the Directors are as under:

Name	Category	Position	Number of meetings during year ended March 31, 2018	
			Held	Attended
*Mr. Pradip Pai	Independent, Non-Executive	Chairman	4	4
Mr. Amol Kapadia	Non-Independent & Executive	Member	4	4
Mr. Abhay Bhalero	Independent, Non-Executive	Member	4	4
#Mr. Rajiv Agarwal	Independent Non-Executive	Member	4	0

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

#Mr. Rajiv Agarwal has been appointed as Independent Director w.e.f August 14, 2018.

In accordance with Regulation 40(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board has authorised Mrs. Sampada Sawant, Company Secretary and Compliance Officer, to severally approve share transfers/transmissions, in addition to the powers with the members of the SRC. Share Transfer formalities are regularly attended to at least once a fortnight.

The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under:

Nature of Complaints	Opening	Received During the Year	Resolved	Pending Resolution
Non Receipt of Bonus Shares	Nil	Nil	Nil	Nil
Non Receipt of Transferred Shares	Nil	Nil	Nil	Nil
Non Receipt of Dividend	Nil	Nil	Nil	Nil
Non Receipt of Revalidated Dividend Warrants	Nil	Nil	Nil	Nil
Letters from SEBI / Stock Exchanges, Ministry of Corporate Affairs etc.	Nil	Nil	Nil	Nil
Demat Queries	Nil	Nil	Nil	Nil
Non-receipt of CAF's in Rights Issue	Nil	Nil	Nil	Nil
Non-receipt of Share Certificate	Nil	3	3	Nil

None of the complaints is pending for a period exceeding 30 days. All the requests for transfer of shares have been processed on time and there are no transfers pending for more than 15 days.

Over and above the aforesaid complaints, the Company and its Registrar & Share Transfer Agent have received letters / queries / requests on various matters such as change of address, change of bank particulars, ECS mandate, nomination request etc. and we are pleased to report that except for requests received during the year end which are under process, all other queries / requests have been replied on time.

c) Nomination and Remuneration Committee - (Constituted in 2013-2014)

Pursuant to Section 178(1) of the Companies Act, 2013, the Company has constituted the Committee titled "Nomination and Remuneration Committee.

Pursuant to section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, nomination and remuneration committee must fulfill below mentioned points:

- the committee shall comprise of at least three directors ;
- all directors of the committee shall be non-executive directors;
- at least fifty percent of the directors shall be independent directors.

During the year one meeting was held on July 01, 2017. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 29.09.2017 The composition of the Committee during year ended March 31, 2018 and the details of meetings held and attended by the Directors are as under:

Name	Category	Position	Number of meetings during the year ended March 31, 2018	
			Held	Attended
*Mr. Pradip Pai	Independent, Non-Executive	Chairman	1	1
Mr. Sudhir Nevatia	Non-Executive Independent	Member	1	1
Mr. Abhay Bhalerao	Independent, Non-Executive	Member	1	1
#Mr. Rajiv Agarwal	Independent Non-Executive	Member	1	0

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

#Mr. Rajiv Agarwal has been appointed as Independent Director w.e.f August 14, 2018.

The broad terms of reference of the Nomination and Remuneration Committee are:

- 1) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;
- 2) To formulate the criteria for evaluation of all the Directors on the Board;
- 3) To devise a policy on Board diversity; and
- 4) To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

In terms of the provisions of Section 178(3) of the Act and Part D of Schedule II of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted the Policy on Board Diversity and Director Attributes, which is reproduced in Annexure-I and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which is reproduced in Annexure-II to the Director's Report.

Remuneration Policy:

1) Remuneration to Non-Executive Directors

The Company has not paid any remuneration to Non-Executive Directors.

2) Managing Director and other employees of the Company

Remuneration of ₹ 90,00,000/- p.a. paid to Managing Director of the Company.

Sitting fees and commission paid to Non-Executive Directors

The Company has not paid sitting fees and commission to its Non-Executive Directors.

Remuneration paid to Managing Director for the year ended March 31, 2018

Name	NAME
Salary	90,00,000/- p.a.

d) Corporate Social Responsibility (CSR) Committee - (Constituted in 2015-16)

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted a “Corporate Social Responsibility Committee” on 14.02.2015 comprising three Directors including Mr. Pradip Pai Independent, Non-Executive Director – Mrs. Sushila Kapadia (Chairman) and Mr. Amol J. Kapadia.

Committee of the Board shall consist three or more Directors, out of at least one director shall be an Independent Director.

The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:

- Formulate, monitor and recommend to the Board, the CSR Policy
- Recommend to the Board, modifications to the CSR Policy as and when required
- Recommend to the Board, the amount of expenditure to be incurred on the activities undertaken
- Review the performance of the Company in the area of CSR including the evaluation of the impact of the Company’s CSR activities
- Review the Company’s disclosure of CSR matters
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation including the listing agreement, and the Companies Act, 2013.

The Committee members met once during the financial year 2017-18 on February 14, 2018. The composition of the Committee during the year is as follows:

Name	Category	Position	Number of meetings during the year ended March 31, 2018	
			Held	Attended
Mrs. Sushila Kapadia	Non-Independent, Non-Executive	Chairman	1	1
Mr. Amol J. Kapadia	Non-Independent, Executive	Member	1	1
*Mr. Pradip Pai	Independent Non-Executive	Member	1	1
#Mr. Rajiv Agarwal	Independent Non-Executive	Member	1	0

*Mr. Pradip Pai has resigned post financial year w.e.f. August 14, 2018.

#Mr. Rajiv Agarwal has been appointed as Independent Director w.e.f August 14, 2018.

The CSR Policy devised in accordance with Section 135 of the Companies Act, 2013 and the details about the development of CSR Policy and initiatives taken by the Company on CSR during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have also been appended as an Annexure to the Directors Report.

The activities undertaken by the Company pursuant to the CSR Policy have been outlined in the Corporate Sustainability Initiatives Report published elsewhere in this Annual Report.

e) Risk Management Committee

The Risk Management Committee does not applicable to our Company.

f) Independent Directors' Meeting

During the year under review, the Independent Directors met on 30.03.2018, inter alia, to discuss:

Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;

Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors;

Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

Name and Address- Mrs. Sampada Sawant
Company Secretary
Polson Ltd.
615/616 Churchgate Chambers
5 New Marine Lines Road,
Churchgate Mumbai-400 020
Email-sampada@polsonltd.com

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

GENERAL BODY MEETINGS:**(i) Annual General Meeting (AGM):**

The location, time and venue of the last three Annual General Meetings were as under:

Meeting	Date and Time Venue	Special resolutions passed
74th Annual General Meeting	Wednesday 30 th September 2015 at Chitra Kuti at Ambaghat Vishalgad, Taluka-Shahuwadi dist. Kolhapur-415 1010 at 11.30 a.m.	1. Adoption of new set of Articles of Association of the Company. 2. Appointment of Mr. Haren Sampat as an Independent Director for the Five years.
75th Annual General Meeting	*Friday 7 th October, 2016 at ChitraKuti at Ambaghat Vishalgad, Taluka-Shahuwadi dist. Kolhapur-415 1010 at 11.30 a.m.	1. Appointment of M/s G. N. N. & Associates, Chartered Accountant as Statutory Auditors of the Company for a term of 5 years until conclusion of the Annual General Meeting to be held for the FY 2021. 2. Appointment of Mr. Abhay Bhalerao as an Independent Director for the Five years.
76 th Annual General Meeting	Friday 29 th September, 2017 at ChitraKuti at Ambaghat Vishalgad, Taluka-Shahuwadi dist. Kolhapur-415 1010 at 11.30 a.m.	Re-appointment of Mr. Amol Kapadia as a Managing Director of the Company for a period of 5 years w.e.f April 01, 2017 and fix remuneration.

* 75th Annual General Meeting was adjourned due to lack of quorum and rescheduled on Friday October 7, 2016.

(ii) Extra Ordinary General Meeting (EGM):

No Extra Ordinary General Meeting held during the year.

In compliance with the law, all the members were given an option to vote through electronic means on all the resolutions of the Notice using the CDSL platform. The Company had also provided for ballot form (in lieu of e-voting) to shareholders who do not have access to e-voting. The approval of the equity shareholders at the above meeting was sought by conducting Polls as per the provisions of the Companies Act, 2013. The Board of Directors has appointed Mr. Mihen Halani, Practicing Company Secretary in whole time practice as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(iii) Postal Ballot:

During the year the Company has not conducted postal ballot.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

SUBSIDIARY COMPANY:

The Company does not have any direct subsidiary.

RELATED PARTY TRANSACTIONS:

For related party transactions, refer Note No. 48.i and 48.ii to Accounts annexed to the Financial Statements. The Company has adopted policy on dealing with Related Party Transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions.

There was no non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI), or any statutory authority on any matter related to the capital markets during the last three years.

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCLOSURES:

- i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.-

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives etc. during the financial year, that may have potential conflict with the interests of the Company at large.

- ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.-

There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.

- iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy has been posted on the Company's internet site. The Company affirms that no employee has been denied access to Audit Committee.

- iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

The Company is in compliance with the mandatory requirements mentioned under Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the extent applicable.

- v. Disclosures from key managerial personnel and senior management

The Board has received disclosures from key managerial personnel and senior management relating to material financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

vi. **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

vii. **Independent Director**

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CEO/CFO CERTIFICATION:

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:

i) **Shareholder Rights**

The Company posts the quarterly, half yearly and annual financial results on its website www.polsonltd.com

ii) **Audit qualifications**

During the financial year under review, there are some audit qualifications in the Company's financial statements on which directors have given their comments. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

iii) **The Board of Directors**

The Company's Board of Directors comprise of professionals with expertise in their respective fields and industry. They Endeavour to keep themselves updated with changes in the economy, legislation and technologies.

iv) **Mechanism for evaluation of Non-Executive Board Members (NEDs)**

The Board of Directors of the Company, at present, comprises three NEDs. The Directors appointed from diverse fields which are relevant to the Company's business and they have long standing experience and experts in their respective fields. They have gained considerable experience in managing large corporate and have been in public life for decades. The enormously rich and diverse background of the directors is of considerable value to the Company.

The NED's add substantial value through discussions and deliberations at the Board and Committee Meetings. Besides contributing at the Board and Committee meetings, the NED's also have detailed deliberations with the Management Team and add value through such deliberations.

v) **Reporting of Internal Auditor**

The internal auditor of the Company report directly to the audit committee.

MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in Free Press Journal and Nav Shakti.

These results are simultaneously posted on the website of the Company at www.polsonltd.com and also uploaded on the website of the Bombay Stock Exchange of India Ltd.

SEBI Complaints Redress System (SCORES)

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

Website

Comprehensive information about the, its business and operations, and Investor information can be viewed at the Company's website. The Investor Relations section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern, etc.

GENERAL INFORMATION TO SHAREHOLDERS1. Annual General Meeting (AGM)

Date	24th September 2018
Day	Monday
Time	10.00 a.m.
Venue	ChitraKuti at AmbaghatVishalgadTaluka-Shahuwadi Dist. Kolhapur-415 101

2. Financial Year:

Financial Year - 1st April, 2018 to 31st March, 2019.

3. Financial Calendar:

The Company follows the period of 1st April, 2018 to 31st March, 2019, as the Financial Year.

First quarterly results	On or before August 14, 2018
Second quarterly / Half yearly results	On or before November 14, 2018
Third quarterly results	On or before February 14, 2019
Annual results for the year ending on March 31, 2018	On or before May 30, 2019
Newspaper where the results are published	Free Press and Nav Shakti
Website where the financial results, shareholding pattern, annual report etc. are uploaded	www.polsonltd.com , www.bseindia.com

4. Date of Book Closure:

Friday, 14th September 2018 to Monday, 24th September, 2018. (both days inclusive)

5. Listing on Stock Exchange:

The Equity Shares of the Company are listed on:
 Bombay Stock Exchange Limited (BSE)
 Phiroze Jeejeebhoy Towers
 Dalal Street Mumbai – 400 001

The Company has paid listing fees to the exchange and has complied with the listing requirements. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

6. Stock Code:

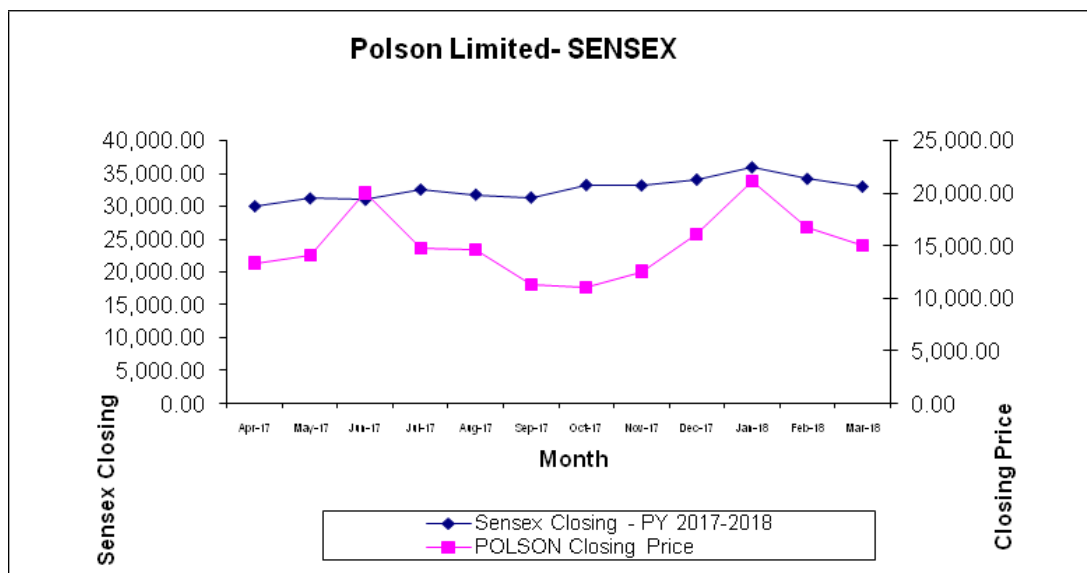
Stock Exchange	Code
BSE	507645
Demat ISIN Numbers in NSDL and CDSL	INE339F01021
CIN	L15203PN1938PLC002879

7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2018 at the Bombay Stock Exchange and at National Stock Exchange of India Ltd. were as under:-

Month	Bombay Stock Exchange (Face Value of ₹ 50/- Per Share)	
	High	Low
April 2017	14917.10	11621.90
May 2017	14535	12590
June 2017	20870.60	14714.15
July 2017	20870.60	14714.15
August 2017	18130	13885
September 2017	14999	10952.20
October 2017	14240	9997.30
November 2017	13500	10400
December 2017	16034.65	12300
January 2018	26336.55	16751
February 2018	20675.20	16635.60
March 2018	17352.05	14804.05

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX



10. Registrar and Share Transfer Agents:

M/s. Purva Sharegistry (India) Private Limited
 Unit No. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg,
 Landmark: Behind Delisle Road HP Petrol Pump Near Lodha Excelus,
 Lower Parel (East) Mumbai-400 011
 Email ID: purvashr@gmail.com

11. Investor's Complaints to be addressed to:

Registrar and Share Transfer Agents at the above mentioned addresses.

12. Share Transfer System:

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

13. Distribution of Shareholding as on March 31, 2018 is as under:

Category	Shareholders		Face Value of ₹ 50/- Per Share	
	Numbers	% of shareholders	Amount (₹)	% of Amount
1 – 5000	3557	99.24	1237150	20.62
5001 – 10000	16	0.45	124300	2.07
10001 – 20000	5	0.14	70450	1.17
20001-30000	1	0.03	22500	0.38
30001-40000	0	0.00	0	0
40001-50000	1	0.03	46100	0.77
50001-100000	0	0.00	0.00	0.00
100000 and above	4	0.11	4499500	74.99
TOTAL	3584	100.00	6000000	100.00

14. Dematerialization of Shares and Liquidity:

About 88.72% of total equity share capital is held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2018.

The break-up of Equity shares held in physical and Demat form as on March 31, 2018 is given below:

Particulars	Shares	%
Physical Shares	13539	11.28
Demat Shares		
NSDL	99198	82.67
CDSL	7263	6.05
Total	120000	100

For any assistance in converting physical shares in electronic form, investors may approach Registrar and Share Transfer Agents at the above mentioned addresses.

15. Compliance Officer:

Mrs. Sampada Sawant, Company Secretary
615/616 Churchgate Chambers, 5 New Marine Lines Road,
Churchgate Mumbai-400 020
Tel. No: 022-22626439 Fax : 022-22626437
Email ID: compliance@polsonltd.com

16. Bank Details for electronic shareholding:

Members are requested to notify their Depository Participant (DP) about the changes in the bank details. Members are requested to furnish complete details of their bank accounts, including MICR codes of their banks, to their DPs.

17. Shareholding Pattern as on March 31, 2018:

The shareholding of different categories of the shareholders as on March 31, 2018 is given below:-

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	89991	74.99%
2.	Mutual Funds and UTI	0	0.00%
3.	Banks, Financial Institutions, Insurance Companies and Venture Capital Fund	260	0.22%
4.	Foreign Venture Capital Investor	0	0.00%
5.	Private Corporate Bodies	1165	0.97%
6.	Indian Public	25912	21.59%
7.	NRIs/OCBs	239	0.19%
8.	Clearing Member	652	0.54%
9.	Others	1781	1.50%
	TOTAL	120000	100

18. Registered Office:

Ambaghat Vishalgad, Taluka-Shahuwadi,
Dist. Kolhapur, Kolhapur-415 101, Maharashtra

19. Permanent Account Number (PAN):

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

20. Pending Investors' Grievances:

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

21. Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

22. Half Yearly Certificates (Regulation 40 (9)& 40 (10) of SEBI (Listing Obligation and Disclosure Requirement) Regulations:

The Company has obtained and filed with the stock exchanges, the half yearly certificates received from Mr. Mihen Halani, Practicing Company Secretary for due compliance with shares transfer formalities as required under (Regulation 40 (9) & 40 (10) of SEBI (Listing Obligation and Disclosure Requirement) Regulations.

23. Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity: N.A

24. Addresses for Correspondence

Investor's Correspondence:

For transfer of shares in physical form, dematerialization and rematerialisation:

M/s. PurvaSharegistry (India) Private Limited
Unit No. 9, Shiv Shakti Ind. Estt. J. R. BorichaMarg,
Landmark: Behind Delisle Road HP Petrol Pump Near Lodha Excelus,
Lower Parel (East) Mumbai-400 011
Email ID: busicomp@vsnl.com

Any query on Annual Report:

Polson Limited
Corporate Office:
615/616 Churchgate Chambers
5, New Marine Lines Road
Churchgate Mumbai-400 020
Email ID: compliance@polsonltd.com

Declaration Regarding Code of Conduct

In accordance with Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel of the Company have confirmed compliance with the Code of conduct for the financial year ended March 31, 2018.

Mumbai, 31st August, 2018

Amol Kapadia
Managing Director

MD/CFO Certification

The Board of Directors
Polson Ltd.

We have reviewed the financial statements and the cash flow statement of M/s. Polson Ltd. for the year ended 31st March, 2018 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Sanjay Bhalerao
Chief Financial Officer

Mumbai, 31.08.2018

Certificate

The Board of Directors
POLSON LTD

We have examined the compliance of conditions of Corporate Governance by POLSON LIMITED for the year ended on 31st March, 2018, as per the relevant provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 (Listing Regulations) for the period 1st April, 2017 to 31st March, 2018.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has not complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and is in the process of compliance with the conditions of Listing Agreement.

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

For **Mihen Halani & Associates**
Practicing Company Secretary

Mihen Halani
Proprietor
CP No. 12015

Date: 31.08.2018
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

To the Members of Polson Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Polson Limited ("the Company"), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 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 Rules thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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,

- a. In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2018.
- b. In the case of Statement of Profit and Loss, of the Profit of the Company for the year ended on that date.
- c. In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far, 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 account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rules thereunder.
 - e) On the basis of written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Separate Annexure of this report
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R G B & Associates
Chartered Accountants
Firm Reg. No.: 144967W

(Bharat R. Kriplani)
Partner
Membership No. 134969

Place: Mumbai
Dated: 30th May 2018.

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. (a) According to information and explanations given to us, the Company has not maintained proper records of fixed assets.
- (b) According to information and explanations given to us, the fixed assets have been physically verified by the management at reasonable intervals. As informed to us, no material discrepancies have been noticed by the management on such verification during the year.
- (c) According to information and explanations given to us, title deeds of immovable properties are held in the name of the Company. However we were unable to verify the title deeds of immovable properties held by the Company during the course of our Audit, as the Company has not maintained the Fixed Asset Register.

2. According to information and explanations given to us, the inventory has been physically verified by the management at regular intervals during the year. Few discrepancies were noticed on physical verification of inventory as compared to book records and the same has been properly dealt with in the books of accounts.

3. According to the information and explanations given to us, company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, this point is not applicable to the Company.

With exception to above there are few transactions with the parties as covered u/s 189 of the act to meet the temporary business exigencies, but the amount has been squared up at the end of the financial year.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans granted, investments made, guarantees and security given.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 and 74 or any other relevant provisions of the Act and the rules framed thereunder during the year.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. (a) According to the information and explanation given to us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable to the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute, except as under:

Name of the statute	Nature of Dues	Amount (₹)	Period to which it relates	Forum where dispute is pending	VIEW OF COMPANY
Income Tax Act, 1961	Tax deducted at source	8,99,620/-	A.Y 2018-19 and earlier years.	Traces Website.	The Company is of the view that the said demand may or may not be payable as there might be errors occurred while filing TDS Returns. The Company is in the process of revising the old TDS returns and the demand which is required to be paid will be paid immediately after revision of the said returns.
Income Tax Act, 1961	Income Tax	6,806	A.Y. 2013-14	As per Income Tax Website.	The said demand will be paid in FY 2018-19.

8. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the banks or to debenture holders.
9. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans have been applied for the purposes for which such loans are raised.
10. According to the information and explanation given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year, nor have we been informed of any such cases by the management.
11. According to the information and explanations given to us, the Company has paid or provided managerial remuneration as per provisions of Section 197 read with Schedule V of the Act during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
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 financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment / private placement of shares or debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
16. In our opining and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For R G B & Associates
Chartered Accountants
Firm Reg. No.: 144967W

(Bharat R. Kriplani)
Partner

Membership No. 134969

Place: Mumbai
Dated: 30th May 2018.

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

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

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 Polson Limited ("the Company") as of 31 March 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. 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 The Institute of Chartered Accountants of India (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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R G B & Associates
Chartered Accountants
Firm Reg. No.: 144967W

(Bharat R. Kriplani)
Partner
Membership No. 134969

Place: Mumbai
Dated: 30th May 2018.

BALANCE SHEET AS AT 31 MARCH 2018

Particulars	Note No.	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
ASSETS				
Non-current assets				
Property, Plant and Equipment	4(a)	92,56,44,720	83,09,84,190	83,87,06,951
Investment Property	4(b)	1,72,79,741	1,78,33,177	1,83,86,613
Biological assets other than bearer plant	4(c)	27,22,083	27,28,958	28,64,200
Financial Assets				
(i) Investments	5	3,099	1,575	1,794
(ii) Other financial assets	6	17,77,58,972	17,85,89,232	12,54,80,019
Other non-current assets	7	1,76,37,279	7,48,55,279	7,08,98,135
Total Non-current assets		1,14,10,45,894	1,10,49,92,411	1,05,63,37,712
Current assets				
Inventories	8	16,78,53,106	7,23,77,347	2,80,88,761
Financial Assets				
(i) Trade receivables	9	23,86,65,516	28,37,70,417	25,55,03,283
(ii) Cash and cash equivalents	10(a)	72,30,799	56,67,790	67,00,274
(iii) Bank balances other than (ii) above	10(b)	15,10,60,500	5,10,60,500	1,94,60,500
(iv) Loans	11	26,46,575	1,27,00,580	9,26,92,227
(v) Other financial assets	12	45,48,408	34,14,019	1,45,34,744
Other current assets	13	8,53,40,666	10,48,05,730	6,38,62,244
Total Current Assets		65,73,45,570	53,37,96,383	48,08,42,033
Total Assets		1,79,83,91,464	1,63,87,88,794	1,53,71,79,745
EQUITY AND LIABILITIES				
Equity				
a) Equity Share Capital	14	60,00,000	60,00,000	60,00,000
b) Other Equity	15	80,10,15,667	69,06,24,613	57,78,04,410
Total Equity		80,70,15,667	69,66,24,613	58,38,04,410
Non-current liabilities				
Financial Liabilities				
(i) Borrowings	17	47,81,38,586	40,77,49,672	44,18,20,381
(ii) Other financial liabilities	16	38,46,000	49,56,150	61,62,008
Provisions	18	13,30,023	27,18,430	22,21,079
Deferred tax liabilities (Net)	19	10,54,11,523	8,13,31,254	7,38,38,087
Total non-current liabilities		58,87,26,132	49,67,55,506	52,40,41,555
Current liabilities				
Financial Liabilities				
(i) Borrowings	20	21,44,31,869	19,14,03,524	21,03,47,785
(ii) Trade payables	21	12,47,35,045	13,49,07,823	14,98,49,773
(iii) Other financial liabilities	22	5,06,17,169	2,86,26,753	2,34,17,646
Other current liabilities	23	31,72,466	7,73,59,375	33,90,052
Provisions	24	16,187	47,758	51,922
Current tax liability (net)	25	96,76,929	1,30,63,442	4,22,76,602
Total current liabilities		40,26,49,665	44,54,08,675	42,93,33,780
Total Liabilities		99,13,75,797	94,21,64,181	95,33,75,335
Total Equity and Liabilities		1,79,83,91,464	1,63,87,88,794	1,53,71,79,745
Significant accounting policies	2-3			

The accompanying notes form an integral part of the standalone Ind AS financial statements

For R G B & Associates

Chartered Accountants

Firm's Registration No.144967W

Bharat Kriplani

Partner

Membership No. 134969

Mumbai; Dated: 30th May 2018

For and on behalf of the Board of Directors

Sushila Kapadia

Chairman

Sanjay Bhalerao

Chief Financial Officer

Mumbai; Dated: 30th May 2018

Amol Kapadia

Managing Director

Sampada Sawant

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018

Particulars		Note No.	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
I	Revenue from operations	26	1,05,76,57,953	1,08,27,58,016
II	Other income	27	4,41,14,518	5,13,53,321
III	Total Revenue		1,10,17,72,471	1,13,41,11,337
IV	Expenses			
	Cost of raw materials consumed	28	61,19,15,636	60,29,25,811
	Changes in inventories of finished goods/traded goods and work-in-progress	29	(5,06,97,969)	(11,35,128)
	Employee benefits expense	30	6,31,98,243	5,10,96,161
	Finance costs	31	6,70,38,768	6,53,13,618
	Depreciation and amortisation expense		3,68,20,412	3,25,44,164
	Other expenses	32	24,89,84,596	23,91,16,711
	Total expenses		97,72,59,686	98,98,61,337
V	Profit before exceptional item and tax		12,45,12,785	14,42,50,000
VI	Exceptional item			
	Profit on sale of property, plat and equipment		5,64,55,881	1,43,94,900
VII	Profit before tax		18,09,68,666	15,86,44,900
VIII	Income tax expense:			
	Current tax		(4,60,38,053)	(4,78,40,147)
	Deferred tax		(2,34,16,275)	(75,46,707)
	Prior year tax adjustments (net)		(23,79,427)	-
			(7,18,33,755)	(5,53,86,854)
IX	Profit for the year		10,91,34,911	10,32,58,046
X	Other comprehensive income/(Loss)			
	Items that will not be reclassified to statement of profit and loss			
	Remeasurement of defined employee benefit plans		19,18,613	(1,54,705)
	Fair value changes on Equity Instruments carried at fair value through OCI;		1,524	(219)
	Tax impact of items that will not be reclassified to statement of profit and loss		(6,63,994)	53,540
	Total comprehensive income for the year		11,03,91,054	10,31,56,662
	Earnings per equity share			
	(1) Basic		909.46	860.48
	(2) Diluted		909.46	860.48
	Nominal value of equity shares		50	50
	Significant accounting policies	2-3		

The accompanying notes form an integral part of the standalone Ind AS financial statements

For R G B & Associates

Chartered Accountants
Firm's Registration No.144967W

Bharat Kriplani

Partner
Membership No. 134969

Mumbai; Dated: 30th May 2018

For and on behalf of the Board of Directors

Sushila Kapadia
Chairman

Amol Kapadia
Managing Director

Sanjay Bhalerao
Chief Financial Officer

Sampada Sawant
Company Secretary

Mumbai; Dated: 30th May 2018

STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 MARCH 2018

A Equity

Particulars	Amount (₹)
Balance as at 1 April 2016	60,00,000
Changes in equity share capital during the year	-
Balance as at 31 March 2017	60,00,000
Changes in equity share capital during the year	-
Balance as at 31 March 2018	60,00,000

B Other Equity

Particulars	Reserves and Surplus				Items of Other Comprehensive Income			Total (₹)
	Securities Premium (₹)	General Reserve (₹)	Capital Reserve (₹)	Retained Earnings (₹)	Equity instrument fair value (₹)	Remeasurement of defined benefit plans (₹)		
Balances at 1 April 2016	21,14,000	7,79,26,512	74,46,247	49,04,56,772	(40,276)	(98,845)	57,78,04,410	
Profit for the year	-	-	-	10,32,58,046	-	-	10,32,58,046	
Other Comprehensive Income for the year	-	-	-	-	(219)	(1,54,705)	(1,54,924)	
Prior year tax adjustment	-	-	-	96,63,541	-	-	96,63,541	
Transfer from OCI to retained earnings	-	-	-	-	-	-	-	
Tax impact of items not classified to statement of profit and loss	-	-	-	-	-	53,540	53,540	
Balance at 31 March 2017	21,14,000	7,79,26,512	74,46,247	60,33,78,359	(40,495)	(2,00,010)	69,06,24,613	
Profit for the year	-	-	-	10,91,34,911	-	-	10,91,34,911	
Other Comprehensive Income for the year	-	-	-	-	1,524	19,18,613	19,20,137	
Prior year tax adjustment	-	-	-	-	-	-	-	
Transfer from OCI to retained earnings	-	-	-	-	-	-	-	
Tax impact of items not classified to statement of profit and loss	-	-	-	-	-	(6,63,994)	(6,63,994)	
Balance at 31 March 2018	21,14,000	7,79,26,512	74,46,247	71,25,13,270	(38,971)	10,54,609	80,10,15,667	

Significant accounting policies 2-3

The accompanying notes form an integral part of the standalone Ind AS financial statements

For R G B & Associates

Chartered Accountants
Firm's Registration No.144967W

For and on behalf of the Board of Directors

Sushila Kapadia Chairman
Amol Kapadia Managing Director
Sanjay Bhalerao Chief Financial Officer
Sampada Sawant Company Secretary

Bharat Kriplani

Partner
Membership No. 134969

Mumbai; Dated: 30th May 2018

Mumbai; Dated: 30th May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

Particulars		Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Cash flow from/(used in) operating activities			
Profit before tax		18,09,68,666	15,86,44,900
Adjustment for:			
Interest expense		6,16,60,653	6,00,66,472
Interest income on deposits		(63,83,599)	(18,20,436)
Depreciation and amortization		3,68,20,412	3,25,44,164
(Profit)/Loss from sale of property, plant and equipment		(5,52,14,502)	(1,44,09,181)
Fair value on change of equity instruments		1,524	(219)
Remeasurement of defined employee benefit plans		19,18,613	(1,54,705)
Operating profit before working capital changes		21,97,71,767	23,48,70,995
Movement in working capital:			
(Increase)/decrease in trade receivables		4,51,04,901	(2,82,67,134)
(Increase)/decrease in inventories		(9,54,75,759)	(4,42,88,586)
(Increase)/decrease in loans		1,00,54,005	7,99,91,647
(Increase)/decrease in other current assets		1,94,65,064	(4,09,43,486)
Increase/(decrease) in trade payables		(1,01,72,778)	(1,49,41,950)
Increase/(decrease) in other current liability		(7,41,86,909)	7,39,69,323
Increase/(decrease) in provision		(14,19,978)	4,93,187
Cash generated/(used) in operations		11,31,40,313	26,08,83,996
Income taxes paid		(5,18,03,993)	(6,73,89,766)
Net Cash flow from operating activities	(A)	6,13,36,320	19,34,94,230
Cash flow from/(used) investing activities			
Payments property, plant and equipment		(9,65,04,860)	(2,85,35,933)
Interest received		52,49,210	1,29,41,161
Proceeds from sale of property, plant and equipment		7,80,09,856	1,47,20,003
(Increase)/decrease in biological assets		6,875	1,35,242
(Increase)/decrease in deposit		(2,79,890)	(5,43,15,071)
(Increase)/decrease in fixed deposit with bank		(10,00,00,000)	(3,16,00,000)
(Increase)/decrease in Investment		(1,524)	219
Cash generated/(used) in investing activities	(B)	(11,35,20,333)	(8,66,54,379)
Cash flow from/(used in) financing activities			
Proceed/(repayment) of borrowings (net)		11,54,07,675	(4,78,05,863)
Interest paid		(6,16,60,653)	(6,00,66,472)
Cash generated/(used) in financing activities	(C)	5,37,47,022	(10,78,72,335)
Net increase/(decrease) in cash and cash equivalents	(A+B+C)	15,63,009	(10,32,484)
Cash and cash equivalent at beginning of year		56,67,790	67,00,274
Cash and cash equivalent at end of year		72,30,799	56,67,790
Net increase/(decrease) as disclosed above		15,63,009	(10,32,484)
Significant accounting policies	2-3		

Significant accounting policies 2-3

The accompanying notes form an integral part of the standalone Ind AS financial statements

For R G B & Associates

Chartered Accountants

Firm's Registration No.144967W

Bharat Kriplani

Partner

Membership No. 134969

 Mumbai; Dated: 30th May 2018

For and on behalf of the Board of Directors
Sushila Kapadia

Chairman

Sanjay Bhalerao

Chief Financial Officer

Amol Kapadia

Managing Director

Sampada Sawant

Company Secretary

 Mumbai; Dated: 30th May 2018

Notes to the Standalone Financial Statements for the year ended 31 March 2018**1 Corporate information**

Polson Limited ("The Company") was incorporated on 21st December, 1938 by Mr. Pestonji Edulji Dalal and others. The management of the Company taken over by Late Mr. Jagdish Kapadia, Former Chairman and Mr. Amol Kapadia, Managing Director in 1970. The Company is engaged in business of Manufacturing and selling of Synthetic Organic Tanning Substance for Domestic and Export market. The registered office is at Ambaghat Taluka Shahuwadi Kolhapur - 415101.

2 Basis of preparation of financial statements

These financial statements, for the year ended 31 March 2018 and 31 March 2017 are prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read with relevant rules issued thereunder.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

3.01 Functional and presentation currency

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

3.02 First-time adoption of Ind AS

Ind AS 101 requires that all Ind AS effective for the first Ind AS financial statements, be applied consistently and retrospectively for all fiscal years presented. However, this standard has some exception and exemption to this general requirement in specific cases. The application of relevant exception and exemption are:

Exceptions to retrospective application of other Ind AS

- (a) Estimates: An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is an objective evidence that those estimates were in error.
- (b) Ind AS 109-Financial Instruments (Derecognition of previously recognised financial assets / financial liabilities): An entity shall apply the derecognition requirements in Ind AS 109 in financial instruments prospectively for transactions occurring on or after the date of transition. The Company has applied the derecognition requirements prospectively.
- (c) Ind AS 109-Financial Instruments (Classification and measurement financial assets): Classification and measurement shall be made on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Company has evaluated the facts and circumstances existing on the date of transition to Ind AS for the purpose of classification and measurement of financial assets and accordingly has classified and measured the financial assets on the date of transition.

Exemptions from retrospective application of Ind AS

- (a) Ind AS 40 Investment Property :If there is no change in the functional currency an entity may elect to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the date of transition.
- (b) Ind AS 17 Leases: An entity shall determine based on facts and circumstances existing at the date of transition to Ind AS whether an arrangement contains a Lease and when a lease includes both land and building elements, an entity shall assess the operating lease. The Company has used this exemption and assessed all arrangements based on conditions existing as at the date of transition.
- (c) Ind AS 109-Financial Instruments: Ind AS 109 permits an entity to designate a financial liabilities and financial assets (meeting certain criteria) at fair value through profit or loss. A financial liability and financial asset shall be designated at fair value through profit or loss, on the basis of facts and circumstances that exist at the date of transition.

3.03 Use of estimates

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

Valuation of financial instruments

Valuation of derivative financial instruments

Useful life of property, plant and equipment

Useful life of investment property

Provisions

Recoverability of trade receivables

Summary of significant accounting policies

3.04 Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

3.05 Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions.

Financial instruments (including those carried at amortised cost).

3.06 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sale of goods

Revenue from export sales is recognised when delivery of goods is physically given to Customs authorities. Revenue from domestic sales is recognised when goods are delivered to the customer and the title of goods passes to the customers.

Interest and dividend income

The interest and dividends are recognised only when no uncertainty as to measurability or collectability exists. Interest on fixed deposits is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

3.07 Inventories:

- i) Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary.

3.08 Foreign currency transactions and translation

- i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated in functional currency at closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items recognised in statement of profit and loss.
- iii) The Company is primarily engaged in business of imports and exports. It has availed foreign currency denominated credit facilities for the purpose of its export and import business. As the Company enters into business transactions based on the prevailing exchange rates, the gain/(loss) on this account is considered to be an integral part of the operations of the Company in accordance with industry practice and to avoid distortion of operating performance.

3.09 Taxes**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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

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

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

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

3.10 a) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Cost

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

b) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

Depreciation and amortisation

The depreciation on tangible assets except windmill is calculated on SLM method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 as follows:

Asset class	Useful life as per management
Plant and machinery:	15 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years
Furniture and fixtures	10 years
Electrical installation	10 years
Office premises	60 years
Residential premises	60 years
Factory Building	30 years

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

Derecognition of assets

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

3.11 Investment property

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintainance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated using SLM method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises. Investment properties include:(i)Office premises.

3.12 Borrowing costs

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

3.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in books of account but its existence is disclosed in financial statements.

3.14 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

3.15 Biological assets

The biological assets of the Group comprise Eucalyptus Plantations, Other Plantation in Progress and Live Stock.

As the fair value could not be reliably measured, Biological asset are measured at its cost less any accumulated depreciation and any accumulated impairment losses. Once the fair value of such a biological asset becomes reliably measurable, Company will measure it at its fair value less costs to sell

3.16 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

3.17 Financial instruments**Initial recognition**

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

Subsequent measurement**(A) Non derivative financial instruments****(i) Financial Assets at amortised cost**

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

(iii) Financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

(a) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

(b) Trade & other payables

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(B) Derivative financial instruments

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

The company have derivative financial assets/financial liabilities which are not designated as hedges;

Derivatives not designated are initially recognised at the fair value and attributable transaction cost are recognised in statement of profit and loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit and loss. Asset/ Liabilities in this category are presented as current asset/current liabilities.

Derecognition

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

3.18 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

3.19 Employee Benefits**i) Defined contribution plans (Provident Fund)**

In accordance with Indian Law, eligible employees receive benefits from Provident Fund, which is defined contribution plan. Both the employee and employer make monthly contributions to the plan, which is administrated by the Government authorities, each equal to the specific percentage of employee's basic salary. The Company has no further obligation under the plan beyond its monthly contributions. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

ii) Defined benefit plans (Gratuity)

In accordance with applicable Indian Law, the Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees, at retirement or termination of employment, and amount based on respective last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the Gratuity Plan is calculated by estimating the amount of future benefits that the employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service cost and the fair value of plan assets are deducted. The discount rate is yield at reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service cost and the present value of the economic benefits available in the form of any future refunds from the plan or reduction in future contribution to the plan.

The Company recognises all Remeasurement of net defined benefit liability/asset directly in other comprehensive income and presented within equity.

iii) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.20 Lease**Operating lease:**

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments / revenue under operating leases are recognised as an expense / income on accrual basis in accordance with the respective lease agreements.

3.21 Earnings per share

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

4 a) Property, Plant and Equipment

Particulars	Land	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Total
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Gross Block (At cost)							
As at 01 April 2016	1,95,12,401	87,04,19,766	9,36,42,947	1,18,62,095	1,84,78,781	2,30,02,641	1,03,69,18,631
Additions	-	1,58,76,387	33,03,828	10,83,726	31,24,848	11,90,000	2,45,78,789
Deductions/ Adjustments	-	-	-	-	-	7,00,000	7,00,000
Regrouping	-	(37,067)	11,175	37,293	(11,401)	-	-
As at 31 March 2017	1,95,12,401	88,62,59,086	9,69,57,950	1,29,83,114	2,15,92,228	2,34,92,641	1,06,07,97,420
Additions	-	11,15,78,208	2,51,11,234	23,45,188	15,02,151	1,31,86,079	15,37,22,860
Deductions/ Adjustments	32,09,243	2,47,43,794	-	-	-	47,91,706	3,27,44,743
As at 31 March 2018	1,63,03,158	97,30,93,500	12,20,69,184	1,53,28,302	2,30,94,379	3,18,87,014	1,18,17,75,537
Depreciation/ amortisation							
As at 01 April 2016	-	10,11,36,164	6,40,48,833	81,86,236	1,08,77,556	1,39,62,890	19,82,11,680
For the year	-	2,31,55,412	47,45,626	10,49,390	12,07,191	18,33,110	3,19,90,728
Deductions/ Adjustments	-	-	-	-	-	3,89,178	3,89,178
As at 31 March 2017	-	12,42,91,576	6,87,94,459	92,35,626	1,20,84,747	1,54,06,822	22,98,13,230
For the year	-	2,45,52,129	58,75,383	13,05,229	14,92,220	30,42,015	3,62,66,976
Deductions/ Adjustments	-	74,08,918	-	-	-	25,40,471	99,49,389
As at 31 March 2018	-	14,14,34,787	7,46,69,842	1,05,40,855	1,35,76,967	1,59,08,366	25,61,30,816
Net Block							
At 01 April 2016	1,95,12,401	76,92,83,602	2,95,94,113	36,75,859	76,01,225	90,39,751	83,87,06,951
At 31 March 2017	1,95,12,401	76,19,67,510	2,81,63,491	37,47,487	95,07,483	80,85,819	83,09,84,190
At 31 March 2018	1,63,03,158	83,16,58,713	4,73,99,343	47,87,446	95,17,412	1,59,78,648	92,56,44,720

Note :

- The Company used carrying amount as per previous GAAP as on 1 April 2016 in its opening Ind AS statement of financial position as deemed cost for an item of property, plant and equipment. Following are the disclosure with regard to its gross block value, accumulated depreciation and net block value as per previous GAAP.

Particulars	1 April 2016		
	Original Cost	Accumulated Depreciation	Net Block
Land	1,95,12,401	-	1,95,12,401
Buildings	87,04,19,766	10,11,36,164	76,92,83,602
Plant and equipment	9,36,42,947	6,40,48,833	2,95,94,113
Office equipment	1,18,62,095	81,86,236	36,75,859
Furniture and fixtures	1,84,78,781	1,08,77,556	76,01,225
Vehicles	2,30,02,641	1,39,62,890	90,39,751
	1,03,69,18,631	19,82,11,679	83,87,06,951

b) Investment Property

	Buildings (₹)	Total (₹)
Gross Block (At cost)		
As at 01 April 2016	2,08,03,864	2,08,03,864
Additions	-	-
Deductions	-	-
As at 31 March 2017	2,08,03,864	2,08,03,864
Additions	-	-
Deductions	-	-
Reclassified as held for sale	-	-
As at 31 March 2018	2,08,03,864	2,08,03,864
Depreciation/amortisation		
Up to 01 April 2016	24,17,251	24,17,251
For the year	5,53,436	5,53,436
Deductions	-	-
Up to 31 March 2017	29,70,687	29,70,687
For the year	5,53,436	5,53,436
Deductions	-	-
Reclassified as held for sale	-	-
Up to 31 March 2018	35,24,123	35,24,123
Net Block		
At 01 April 2016	1,83,86,613	1,83,86,613
At 31 March 2017	1,78,33,177	1,78,33,177
At 31 March 2018	1,72,79,741	1,72,79,741

Reconciliation of changes in the fair value of Investment property

Particulars	Buildings (₹)	Total (₹)
As at 1 April 2016	2,49,64,637	2,49,64,637
Changes in the fair value	12,48,232	12,48,232
Closing balance as on 31 March 2017	2,62,12,869	2,62,12,869
Changes in the fair value	18,34,901	18,34,901
Closing balance as on 31 March 2018	2,80,47,769	2,80,47,769

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent.

The Company used carrying amount as per previous GAAP as on 1 April 2016 in its opening Ind AS statement of financial position as deemed cost for an item of property, plant and equipment. Following are the disclosure with regard to its gross block value, accumulated depreciation and net block value as per previous GAAP.

Particulars	1 April 2016		
	Original Cost (₹)	Accumulated Depreciation (₹)	Net Block (₹)
Buildings	2,08,03,864	24,17,251	1,83,86,613
	2,08,03,864	24,17,251	1,83,86,613

The future minimum lease receipts under operating leases in the aggregate is as follows:

Particular	As at 31-03-2018 (₹)	As at 31-03-2017 (₹)	As at 01/04/2016 (₹)
Not later than one year	46,69,521	83,65,477	79,67,116
Later than one year and not later than five year	15,64,362	62,33,883	1,45,99,360
Later than five year	-	-	-

c) Biological assets

Particular	Eucalyptus Plantations (₹)	Other Plantation in Progress (₹)	Live Stock (₹)	Total (₹)
As at 01 April 2016	1,13,033	22,08,289	5,42,878	28,64,200
Additions	-	-	-	-
Deductions	-	-	1,35,242	1,35,242
As at 31 March 2017	1,13,033	22,08,289	4,07,636	27,28,958
Additions	-	-	-	-
Deductions	-	-	6,875	6,875
As at 31 March 2018	1,13,033	22,08,289	4,00,761	1,13,033
Depreciation/amortisation				
Up to 01 April 2016	-	-	-	-
For the year	-	-	-	-
Deductions	-	-	-	-
Up to 31 March 2017	-	-	-	-
For the year	-	-	-	-
Deductions	-	-	-	-
Up to 31 March 2018	-	-	-	-
Net Block				
At 01 April 2016	1,13,033	22,08,289	5,42,878	28,64,200
At 31 March 2017	1,13,033	22,08,289	4,07,636	27,28,958
At 31 March 2018	1,13,033	22,08,289	4,00,761	27,22,083

5 Non Current Investments:

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
A. Investments in equity instruments			
Other Investments - Quoted - measured at Fair Value through Other Comprehensive Income			
4,000 (as at 31.03.2017: 4000; as at 01.04.2016: 4,000) Equity Shares of Vallabh Glass Works Ltd at Book value ₹ 10 each.	-	-	-
20 shares of NELCO at Book Value of ₹ 104 each (Market Value at at 31-3-2008 ₹5,866/- , Previous Year ₹ 5,866/)	3,099	1,575	1,794
Total	3,099	1,575	1,794

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Aggregate amount of quoted investments	3,099	1,575	1,794
Aggregate amount of unquoted investments	-	-	-
Market value of quoted investments	3,099	1,575	1,794
Aggregate provision for diminution in value of investments	-	-	-

6 Other Financial Assets

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Security Deposits	17,77,58,972	17,85,89,232	12,54,80,019
Total	17,77,58,972	17,85,89,232	12,54,80,019

7 Other Non- Current Assets

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Capital advances	1,76,37,279	7,48,55,279	7,08,98,135.00
Total	1,76,37,279	7,48,55,279	7,08,98,135

8 Inventories

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Raw Materials	7,08,39,041	3,49,32,326	48,12,433
Finished Products	6,42,32,977	58,48,753	1,50,58,635
Work in Process	63,50,752	1,40,37,007	36,91,997
Consumables/Stores/Fuel/Packing Material	2,64,17,336	1,75,46,260	45,12,696
Cans & Trays	13,000	13,000	13,000
Total	16,78,53,106	7,23,77,347	2,80,88,761

9 Trade Receivables

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
(Unsecured, considered good)			
Debts outstanding for a year exceeding six months from the date they are due for payment	-	-	-
Others debts	23,73,42,445	28,24,47,346	25,41,80,212
(Unsecured, considered doubtful)			
Debts outstanding for a year exceeding six months from the date they are due for payment	13,23,071	13,23,071	13,23,071
Others debts	-	-	-
Total	23,86,65,516	28,37,70,417	25,55,03,283

10 a) Cash and Cash Equivalents

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Balances with banks	68,38,192	55,30,120	59,88,738
Cash on hand	3,92,607	1,37,670	7,11,536
Total	72,30,799	56,67,790	67,00,274
Other bank balances:			
Bank deposits with original maturity less than three months	-	-	-
Total	72,30,799	56,67,790	67,00,274

10 b) Bank balances other than (a) above

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
In fixed deposits			
Deposits with original maturity of more than three months but less than twelve months	15,10,60,500	5,10,60,500	1,94,60,500
Total	15,10,60,500	5,10,60,500	1,94,60,500

11 Loans

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
(Unsecured and considered good)			
Loans/Advance to others	-	1,10,00,000	9,09,94,470
Advances to employees	26,46,575	17,00,580	16,97,757
Total	26,46,575	1,27,00,580	9,26,92,227

12 Others Financial Assets

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Unsecured, Considered good			
Interest accrued but not due	45,48,408	34,14,019	1,45,34,744
Total	45,48,408	34,14,019	1,45,34,744

13 Other Current Assets

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Unsecured, Considered good			
Advances to suppliers	53,28,496	4,08,00,577	1,55,23,783
Balances with Government & Local Authorities	7,52,35,673	5,34,99,070	4,72,81,088
Advances recoverable in cash or in kind or for value to be received	-	5,22,000	5,22,000
Other receivable - Rent	26,497	2,34,083	5,35,373
Receivable towards sale of property, plant and equipments	47,50,000	97,50,000	-
Total	8,53,40,666	10,48,05,730	6,38,62,244

14 Equity Share Capital

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Authorised:			
4,00,000 (as at 31 March 2017: 4,00,000; as at 1 April 2016: 4,00,000) Equity shares of 50 each	2,00,00,000	2,00,00,000	2,00,00,000
50,000, 6% Cumulative Redeemable Preference Share of ₹ 100 each (as at 31 March 2017: 50,000 ; as at 1 April 2016: 50,000) of ₹100 each.	50,00,000	50,00,000	50,00,000
	2,50,00,000	2,50,00,000	2,50,00,000
Issued, subscribed and paid up:			
1,20,000 (as at 31 March 2017: 1,20,000; as at 1 April 2016: 1,20,000) Equity shares of ₹50 each fully paid up	60,00,000	60,00,000	60,00,000
Total Equity	60,00,000	60,00,000	60,00,000

a) Details of reconciliation of the number of shares outstanding:

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	₹	No. of shares	₹	No. of shares	₹
Equity Shares:						
Shares outstanding at the beginning of the year	1,20,000	60,00,000	1,20,000	60,00,000	1,20,000	60,00,000
Add: Shares issued during the year	-	-	-	-	-	-
Less: Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	1,20,000	60,00,000	1,20,000	60,00,000	1,20,000	60,00,000

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the 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) Details of the shares held by holding company:

Name of Shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Equity Shares :						
AJI Commercial Private Limited	64,339	53.62%	64,339	53.62%	64,339	53.62%

d) Details of shares in the company held by each shareholder holding more than 5 percent:

Name of Shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
AJI Commercial Pvt. Ltd	64,339	53.62%	64,339	53.62%	64,339	53.62%
Mr. Amol J. Kapadia (Managing Director)	12,000	10.00%	12,000	10.00%	12,000	10.00%
Mrs. Sushila J. Kapadia (Director)	12,835	10.70%	12,835	10.70%	12,835	10.70%

e) The Company has neither issued any shares for consideration other than cash or as bonus shares nor any shares issued had been bought back by the Company during the last five years.

15. Other Equity

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Equity instruments through other comprehensive income			
Balance as per last financial statement	(40,495)	(40,276)	(40,276)
Addition during the year (net of tax)	1,524	(219)	-
Transfer to retained earning realised (gain)/ Loss	-	-	-
Closing balances	(38,971)	(40,495)	(40,276)
Retained earning			
Balance as at beginning of the year	60,31,78,348	49,03,57,926	49,04,56,771
Profit for the year	10,91,34,911	10,32,58,046	-
Prior year tax adjustment	-	96,63,541	-
Transfer from Other Comprehensive income	-	-	-
Remeasurements of the net defined benefit plans net of tax	12,54,619	(1,01,165)	(98,845)
Total retained earning	71,35,67,878	60,31,78,348	49,03,57,926
Securities premium account	21,14,000	21,14,000	21,14,000
	21,14,000	21,14,000	21,14,000
Capital Reserve	74,46,248	74,46,248	74,46,248
	74,46,248	74,46,248	74,46,248
General reserves	7,79,26,512	7,79,26,512	7,79,26,512
	7,79,26,512	7,79,26,512	7,79,26,512
Total	80,10,15,667	69,06,24,613	57,78,04,410

16 Other Financial Liabilities

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Security deposits	38,46,000	49,56,150	61,62,008
Total	38,46,000	49,56,150	61,62,008

17 Borrowings (non current)

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Financial Liabilities at amortised cost			
Secured			
Term Loan - from banks - in Indian rupees			
Term loans secured against freehold properties	43,13,01,747	37,77,35,672	41,66,06,381.00
Term loans secured against vehicles	44,46,973	-	-
(Term loans from banks are secured against property, plant and equipments of the Company, repayable in 116-231 monthly installments and carries interest at the rate of 9.00% p.a. to 11.00% p.a.)			
Term Loan - from banks - in foreign currency			
Term loans for capital expenditure	1,71,75,866	48,00,000	-
(Term loans from banks are secured against property, plant and equipments of the Company, repayable in 35 months and carries interest at the rate of Libor plus spread of 3.00% to 7.50%)			
LIC Loan against Keyman Insurance Policy			
Loan from LIC	2,52,14,000	2,52,14,000	2,52,14,000
(Loan from LIC is secured against keyman insurance policy of managing director of the Company and carries interest at the rate of 10% p.a.)			
Total	47,81,38,586	40,77,49,672	44,18,20,381

18 Provisions

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Provision for employee benefits			
Gratuity (Unfunded)	13,30,023	27,18,430	22,21,079
Total	13,30,023	27,18,430	22,21,079

19 Deferred tax liabilities (Net)

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Deferred tax liabilities			
Depreciation on property, plant and equipments	10,48,53,381	8,14,37,106	7,38,90,399
	10,48,53,381	8,14,37,106	7,38,90,399
Deferred tax assets			
Provision for gratuity	(5,58,142)	1,05,852	52,312
	(5,58,142)	1,05,852	52,312
Total	10,54,11,523	8,13,31,254	7,38,38,087

20 Borrowings - Current

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Financial Liabilities at amortised cost			
Secured			
From banks - in Indian rupees	-		
Cash Credit with Bank	2,98,11,464	(6,28,78,703)	2,70,76,581
Working capital term loan	-	3,00,00,000	1,00,00,000
From banks - in foreign currency			
Packing credit with Bank	1,61,09,380	1,53,25,835	91,72,236
Export Bills Discounted/ Purchased by Bank	10,74,55,862	10,02,30,782	5,29,24,546
FCNR Loans (Cash credit, overdraft facility, working capital loans, packing credits, export bills discounted and FCNR loans from banks are secured by hypothecation of current assets (first pari passu) of the Company.	6,10,55,163	10,87,25,610	11,11,74,422
Total	21,44,31,869	19,14,03,524	21,03,47,785

21 Trade Payables

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Financial Liabilities at amortised cost			
Trade payables	12,47,35,045	13,49,07,823	14,98,49,773
Total	12,47,35,045	13,49,07,823	14,98,49,773

The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence, interest if, any payable as required under Act has not been provided and the information required to be given in accordance with Section 22 of the said Act, is not ascertainable and hence, not disclosed.

22 Other Financial Liabilities

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Financial Liabilities at amortised cost			
Others			
Current maturities of long-term debt (Rupee loans)	4,31,35,568	2,86,26,753	2,34,17,646
Current maturities of long-term debt (Foreign currency loans)	62,20,901	-	-
Interest accrued on LIC loan	12,60,700		
Total	5,06,17,169	2,86,26,753	2,34,17,646

23 Other Current Liabilities

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Advances from customers	1,63,438	1,72,942	19,14,792
Employee dues payable	10,26,823	2,89,815	-
Statutory dues payable	19,82,205	11,26,618	14,75,260
Advance towards sale of property, plant and equipments	-	7,57,70,000	-
Total	31,72,466	7,73,59,375	33,90,052

24 Provisions

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Provision for employee benefits			
Gratuity (unfunded)	16,187	47,758	51,922
Total	16,187	47,758	51,922

25 Current tax liabilities (net)

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Provision for income tax (net)	96,76,929	1,30,63,442	4,22,76,602
Total	96,76,929	1,30,63,442	4,22,76,602

26 Revenue From Operations

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Sale of Products - Finished Goods		
Domestic sales	28,96,30,389	27,92,06,776
Export sales	76,80,27,564	80,35,51,240
Total	1,05,76,57,953	1,08,27,58,016

27 Other Income

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Interest income:		
On fixed deposit with banks	48,49,768	14,43,102
On security deposit	2,54,780	-
On loans	-	3,77,334
On sales tax refund	12,79,051	-
Others:		
Rent received	83,65,475	1,17,50,017
Duty drawback received	1,14,59,123	1,22,90,988
FPS License fee	1,82,43,439	1,48,69,132
Modvat credit	-	78,67,814
Profit on sale of fixed assets	-	14,281
Sundry balances written back/(write-off)	(4,99,090)	19,24,722
Miscellaneous income	1,61,972	8,15,931
Total	4,41,14,518	5,13,53,321

28 Cost of Raw Materials Consumed

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Raw materials consumed :		
Opening stock	3,49,32,326	48,12,433
Add: Purchases	55,26,10,969	55,70,63,564
Less: Closing stock	7,08,39,041	3,49,32,326
Total (a)	51,67,04,254	52,69,43,671
Consumables/Stores/Fuel/Packing Material		
Opening stock	1,75,46,260	45,12,696
Add: Purchases	10,40,82,459	8,90,15,704
Less: Closing stock	2,64,17,336	1,75,46,260
Total (b)	9,52,11,383	7,59,82,140
Total (a+b)	61,19,15,636	60,29,25,811

29 Changes In Inventories of Finished Goods and Work-In-Progress

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
a) Changes in inventories of finished goods		
Opening stock of finished goods	58,48,753	1,50,58,635
Less: Closing stock of finished goods	6,42,32,977	58,48,753
Total (a)	(5,83,84,224)	92,09,882
b) Changes in work in progress		
Opening stock of work in progress	1,40,37,007	36,91,997
Less: Closing stock of work in progress	63,50,752	1,40,37,007
Total (b)	76,86,255	(1,03,45,010)
Total (a+b)	(5,06,97,969)	(11,35,128)

30 Employee Benefits Expense

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Salaries, wages, bonus, commission and allowances	4,89,98,875	3,82,89,268
Directors' remuneration	90,00,000	90,00,000
Contribution to provident and other funds	14,21,852	13,21,703
Apprentices' stipend	8,80,635	5,23,992
Gratuity	6,50,232	5,40,609
Staff welfare expenses	22,46,649	14,20,589
Total	6,31,98,243	5,10,96,161

31 Finance Costs

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Interest expenses on		-
Cash credit	78,52,348	49,34,549
Export finance	68,73,013	73,57,975
Term loans	4,62,18,420	4,69,58,169
Others	7,16,872	8,15,779
Other borrowing costs	53,78,115	52,47,146
Total	6,70,38,768	6,53,13,618

32 Other Expenses

Particulars	Current Year 2017-18 (₹)	Previous Year 2016-17 (₹)
Freight & Forwarding	5,11,69,992	5,18,11,430
Carriage Inward	2,39,36,925	1,87,27,344
Freight - Ocean	1,28,55,824	1,31,67,125
Factory Electricity	95,39,903	90,36,380
Electricity & Water Expenses	14,53,341	15,86,844
Travelling Exp (includes Director's travelling)	2,27,52,153	2,34,41,737
Factory Travelling Expenses	2,03,557	3,38,636
Conveyance	8,30,524	7,50,613
Repairs & Maintenance (Building & others)	1,03,23,669	84,37,635
Repairs & Maintenance (Machinery)	12,17,475	5,32,681
Computer Maintenance	1,76,812	1,45,157
Rent, Rates & Taxes	4,59,30,414	4,69,61,189
Professional Fees	1,85,81,727	1,80,43,773
Legal Exp	2,57,128	5,74,421
Exchange Difference	1,63,57,632	1,18,16,052
Commission	63,48,268	63,83,450
Business Promotion	38,24,304	40,19,953
Diwali Gifts & others	21,001	3,43,926
Advertisement	1,54,251	4,75,796
Expenditure related to Corporate Social Responsibility	23,50,000	30,00,000
Donation	1,05,000	50,000
Vehicle Expenses	37,61,956	37,76,536
Loss on sale of propert, plant and equipment	12,41,379	-
Insurance	12,18,821	9,53,117
Transit Insurance	-	84,981
Factory Telephone Exp	20,994	81,595
Telephone Exp.	11,39,019	14,90,331
Internet charges	1,84,616	2,61,041
Security Expenses	7,46,026	10,88,903
Postage & Courier	14,00,488	10,00,208
Garden, landscaping expenses	6,40,842	8,88,856
Share Transfer Fee	23,12,500	-
General Expenses	5,77,458	6,86,748
Research & Development	9,13,224	5,47,578
Printing & Stationery	16,65,715	15,75,602
Auditors Fee For Audit	7,50,000	7,50,000
Auditors Fee - For Corporate & other matters	1,50,000	3,00,000
Membership & Subscription	4,68,757	20,79,708
ROC/ BSE / SEBI - Listing/Filing fees	5,09,560	3,97,400
Office Expenses	16,79,560	24,90,237
Miscellaneous expenses	12,13,779	10,19,728
Total	24,89,84,596	23,91,16,711

33 Contingent liability

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)	As at 1 April 2016 (₹)
Disputed Claims (The Company has filed two suits against Modipon Ltd for unlawful termination of agreement for a sum aggregating to ₹3,26,60,748/-. The said Company has made counter claim for ₹4,76,30,583/-. The case is pending before the Court.)	4,76,30,583	4,76,30,583	4,76,30,583
Tax Deducted at Source (TDS) liabilities for various years	8,28,892	8,09,142	8,09,142
Income tax liability AY 2013-14 (Appropriate steps have been taken by the Company for rectification applications with the appropriate income tax authorities which are pending for decision.)	6,806	6,806	6,806

34 Employee benefit obligations
i. Defined Contribution Plans:

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

Particulars	Current year 2017-2018 (₹)	Previous year 2016-2017 (₹)
Contribution to provident fund	14,21,852	13,21,703

ii. Defined Benefit Plan:

The Company has a unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972 with total ceiling on gratuity of ₹20,00,000.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Particulars	Current year 2017-2018 (₹)	Previous year 2016-2017 (₹)
Statement of profit and loss		
Net employee benefit expense recognised in the employee cost		
Current service cost	3,89,760	3,11,022
Past service cost	59,233	-
Interest cost on defined benefit obligation	2,00,239	1,75,941
(Gain) / losses on settlement	-	-
Total expense charged to profit and loss account	6,49,232	4,86,963
Amount recorded in Other Comprehensive Income (OCI)		
Opening amount recognised in OCI outside profit and loss account		
Remeasurement during the period due to :		
Actuarial loss / (gain) arising from change in financial assumptions	(19,18,613)	1,54,705
Actuarial loss / (gain) arising from change in demographical assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	-	-
Closing Amount recognised in OCI outside profit and loss account	(19,18,613)	1,54,705
Reconciliation of net liability / asset		
Opening defined benefit liability / (assets)	27,67,188	22,73,001
Expense charged to profit & loss account	6,49,232	4,86,963
Amount recognised in outside profit and loss account	(19,18,613)	1,54,705
Benefit Paid	(1,51,597)	(1,47,481)
Closing net defined benefit liability / (asset)	13,46,210	27,67,188

Movement in benefit obligation and balance sheet
A reconciliation of the benefit obligation during the inter-valuation period:

Particulars	Current year 2017-2018 (₹)	Previous year 2016-2017 (₹)
Opening defined benefit obligation	27,67,188	22,73,001
Current service cost	3,89,760	3,11,022
Past service cost	59,233	-
Interest on defined benefit obligation	2,00,239	1,75,941
Remeasurement during the period due to :		
Actuarial loss / (gain) arising from change in financial assumptions	(19,18,613)	1,54,705
Actuarial loss / (gain) arising from change in demographic assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	-	-
Benefits paid	(1,51,597)	(1,47,481)
Closing defined benefit obligation [liability / (asset)] recognised in balance sheet	13,46,210	27,67,188

Net liability is bifurcated as follows :	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)
Current	16,187	47,758
Non-current	13,30,023	27,19,430
Net liability	13,46,210	27,67,188

The principal assumptions used in determining gratuity benefit obligation for the company's plans are shown below:

Discount rate	7.67%	7.44%
Expected rate of return on plan assets (p.a.)	0.00%	0.00%
Salary escalation rate (p.a.)	10.00%	10.00%
Withdrawal rate	5% at younger age reducing to 1% at older ages	5% at younger age reducing to 1% at older ages
Attrition rate (p.a.)	-1.00%	-1.00%
Mortality rate	25% at younger age reducing to 1% at older ages	25% at younger age reducing to 1% at older ages
Mortality pre-retirement	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

A quantitative analysis for significant assumption is as shown below:

Indian gratuity plan:

Particulars	Current year 2017-2018 (₹)	Previous year 2016-2017 (₹)
Assumptions -Discount rate		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	11,54,805	23,98,161
Impact on defined benefit obligation -decrease of sensitivity level	15,80,317	32,11,452
Assumptions -Future salary escalations rates		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation-increase of sensitivity level	15,17,187	31,95,861
Impact on defined benefit obligation-decrease of sensitivity level	11,58,051	24,02,984

The following payments are expected contributions to the defined benefit plan in future years.

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)
Within 1 year	16,187	47,758
1-2 year	29,851	64,192
2-3 year	45,406	1,30,878
3-4 year	84,290	1,25,837
4-5 year	78,951	1,63,631
5-10 year	8,40,843	13,70,666

The average duration of the defined benefit plan obligation at the end of the reporting period is 21.60 years.

35 Segmental Information

In accordance with IND AS 108 "Operating segment" - The Company used to present the segment information identified on the basis of internal report used by the Company to allocate resources to the segment and assess their performance. The Board of Directors of the Company is collectively the Chief Operating Decision Maker (CODM) of the Company.

The chief operating decision maker monitors the operating results of its segment separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated on the basis on profit and loss.

Summary of the segment Information as follows:

Particulars	As at 31 March 2018 (₹)	As at 31 March 2017 (₹)
Segment revenue		
Sales and income from operations		
Within India	289,630,389	279,206,776
Outside India	768,027,564	803,551,240
Total	1,057,657,953	1,082,758,016
Carrying amount of assets by geographical location of assets		
Segment assets		
Within India	1,798,391,464	1,638,788,794
Outside India	-	-
Total	1,798,391,464	1,638,788,794
Additions to fixed assets (including intangible assets and capital work in progress)		
Within India	130,968,430	23,166,091
Outside India	22,754,429	1,412,698
Total	153,722,860	24,578,789

36. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care including preventive health care, ensuring environmental sustainability education, promoting gender equality and empowering women and other activities. The amount has to be expended on the activities which are specified in Schedule VII of the Companies Act, 2013.

Details of CSR expenditure required to be spent and amount spent are as under:

Particulars	Current year 2017-18 (₹)	Previous year 2016-17 (₹)
Gross amount required to be spent by the company during the year as per Section 135 of the Companies Act, 2013 read with schedule VII	22,93,512	29,47,000
Amount spent during the year	23,50,000	30,00,000
Cumulative CSR Expenditure required to be spent/(excess)	(1,09,488)	(53,000)

37 Financial Instruments

Financial instrument by category

The carrying value and fair value of financial instrument by categories as of 31 March 2018 were as follows

Particulars	at amortised cost (₹)	at fair value through profit and loss (₹)	at fair value through OCI (₹)	Total Carrying value (₹)	Total fair value (₹)
Assets:					
Cash and cash equivalents	72,30,799	-	-	72,30,799	72,30,799
Other bank balance	15,10,60,500	-	-	15,10,60,500	15,10,60,500
Trade receivables	23,86,65,516	-	-	23,86,65,516	23,86,65,516
Other financial assets	18,23,07,380	-	-	18,23,07,380	18,23,07,380
Loans	26,46,575	-	-	26,46,575	26,46,575
Investments	-	-	3,099	3,099	3,099
	58,19,10,770	-	3,099	58,19,13,869	58,19,13,869
Liabilities:					
Borrowing	69,25,70,455	-	-	69,25,70,455	69,25,70,455
Trade and other payables	12,47,35,045	-	-	12,47,35,045	12,47,35,045
Other financial liabilities	5,44,63,169	-	-	5,44,63,169	5,44,63,169
	87,17,68,669	-	-	87,17,68,669	87,17,68,669

The carrying value and fair value of financial instrument by categories as of March 31, 2017 were as follows

Particulars	at amortised cost (₹)	at fair value through profit and loss (₹)	at fair value through OCI (₹)	Total Carrying value (₹)	Total fair value (₹)
Assets:					
Cash and cash equivalents	56,67,790	-	-	56,67,790	56,67,790
Other bank balance	5,10,60,500	-	-	5,10,60,500	5,10,60,500
Trade receivables	28,37,70,417	-	-	28,37,70,417	28,37,70,417
Other financial assets	18,20,03,251	-	-	18,20,03,251	18,20,03,251
Loans	1,27,00,580	-	-	1,27,00,580	1,27,00,580
Investments	-	-	1,575	1,575	1,575
	53,52,02,538	-	1,575	53,52,04,113	53,52,04,113
Liabilities:					
Borrowing	59,91,53,196	-	-	59,91,53,196	59,91,53,196
Trade and other payables	13,49,07,823	-	-	13,49,07,823	13,49,07,823
Other financial liabilities	3,35,82,903	-	-	3,35,82,903	3,35,82,903
	76,76,43,922	-	-	76,76,43,922	76,76,43,922

The carrying value and fair value of financial instrument by categories as of April 1, 2016 were as follows

Particulars	at amortised cost (₹)	at fair value through profit and loss (₹)	at fair value through OCI (₹)	Total Carrying value (₹)	Total fair value (₹)
Assets:					
Cash and cash equivalents	67,00,274	-	-	67,00,274	67,00,274
Other bank balance	1,94,60,500	-	-	1,94,60,500	1,94,60,500
Trade receivables	25,55,03,283	-	-	25,55,03,283	25,55,03,283
Other financial assets	14,00,14,763	-	-	14,00,14,763	14,00,14,763
Loans	9,26,92,227	-	-	9,26,92,227	9,26,92,227
Investments	-	-	1,794	1,794	1,794
	51,43,71,047	-	1,794	51,43,72,841	51,43,72,841
Liabilities:					
Borrowing	65,21,68,166	-	-	65,21,68,166	65,21,68,166
Trade and other payables	14,98,49,773	-	-	14,98,49,773	14,98,49,773
Other financial liabilities	2,95,79,654	-	-	2,95,79,654	2,95,79,654
	83,15,97,593	-	-	83,15,97,593	83,15,97,593

38 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

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

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2018:

Particulars	As at 31 March 2018 (₹)	Fair value measurement at end of the reporting year using		
		Level I (₹)	Level 2 (₹)	Level 3 (₹)
Assets /Liabilities measured at fair value				
Financial Assets:				
Non current investments	3,099	3,099	-	-
Financial Liabilities:				
Borrowings	47,81,38,586	-	-	47,81,38,586
Other Financial Liabilities	38,46,000	-	-	38,46,000

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2017:

Particulars	As at 31 March 2017 (₹)	Fair value measurement at end of the reporting year using		
		Level 1 (₹)	Level 2 (₹)	Level 3 (₹)
Assets /Liabilities measured at fair value				
<u>Financial Assets:</u>				
Non current investments	1,575	1,575	-	-
<u>Financial Liabilities:</u>				
Borrowings	40,77,49,672	-	-	40,77,49,672
Other Financial Liabilities	49,56,150	-	-	49,56,150

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 1 April 2016:

Particulars	As at 1 April 2016 (₹)	Fair value measurement at end of the reporting year using		
		Level 1 (₹)	Level 2 (₹)	Level 3 (₹)
Assets /Liabilities measured at fair value				
<u>Financial Assets:</u>				
Investments	1,794	1,794	-	-
<u>Financial Liabilities:</u>				
Borrowings	44,18,20,381	-	-	44,18,20,381
Other Financial Liabilities	61,62,008	-	-	61,62,008

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

39 Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Non current investment	3,099	1,575	1,794
Cash and cash equivalent	72,30,799	56,67,790	67,00,274
Bank balances other than above	15,10,60,500	5,10,60,500	1,94,60,500
Trade receivables	23,86,65,516	28,37,70,417	25,55,03,283
Loans	26,46,575	1,27,00,580	9,26,92,227
Other financial assets	18,23,07,380	18,20,03,251	14,00,14,763
At end of the year	58,19,13,869	53,52,04,113	51,43,72,841
Financial liabilities			
Borrowings	69,25,70,455	59,91,53,196	65,21,68,166
Trade payables	12,47,35,045	13,49,07,823	14,98,49,773
Other financial liabilities	5,44,63,169	3,35,82,903	2,95,79,654
At end of the year	87,17,68,669	76,76,43,922	83,15,97,593

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

As disclosed in Note 10 (b), cash and cash equivalents balances generally represent short term deposits with a less than 180-day maturity.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 90-360 days. But some customers take a longer period to settle the amounts.

Exposure to credit risk

Financial asset for which loss allowance is measured using expected credit loss model

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Non current investment	3,099	1,575	1,794
Cash and cash equivalent	72,30,799	56,67,790	67,00,274
Bank balances other than above	15,10,60,500	5,10,60,500	1,94,60,500
Trade receivables	23,86,65,516	28,37,70,417	25,55,03,283
Loans	26,46,575	1,27,00,580	9,26,92,227
Other financial assets	18,23,07,380	18,20,03,251	14,00,14,763
At end of the year	58,19,13,869	53,52,04,113	51,43,72,841

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Trade receivables:			
Less than 90 days	22,93,04,337	25,67,71,182	20,81,86,257
90 to 180 days	80,38,108	2,56,76,164	4,59,93,955
Over 180 days	13,23,071	13,23,071	13,23,071
	23,86,65,516	28,37,70,417	25,55,03,283

In the opinion of management, trade receivable, financial assets, cash and cash equivalent, balance with bank, loans and other financial assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

The Company has not recognised any loss allowance as the Company expect that there is no credit loss on trade receivables.

Foreign currency risk

The Company operates internationally and the major portion of business is transacted in USD. The Company has Sales, Purchase, Borrowing (etc.) in foreign currency. Consequently, the Company is exposed to foreign exchange risk.

Foreign exchange exposure is partially balanced by purchasing in goods, commodities and services in the respective currencies.

The company evaluate exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Foreign currency exposures not specifically covered by forward exchange contracts as at year end are as follows:

Currency	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Foreign currency	Indian Rupees	Foreign currency	Indian Rupees	Foreign currency	Indian Rupees
USD - Trade receivables	23,59,041	15,34,41,723	27,97,961	8,14,19,800	20,49,217	13,59,30,513
USD - Trade payables	1,07,803	70,11,939	1,05,119	68,15,939	1,83,885	1,21,97,616
EUR - Trade payables	-	-	-	-	9,700	7,28,470
USD - Term loans for capital exp.	2,64,065	1,71,75,866	74,028	48,00,000	-	-
USD - Packing credit with bank	2,47,669	1,61,09,380	2,36,364	1,53,25,835	1,38,276	91,72,236
USD - Export bills discounted	16,52,046	10,74,55,862	15,45,817	10,02,30,782	7,97,863	5,29,24,546
USD - FCNR loans	9,38,673	6,10,55,163	16,76,829	10,87,25,610	16,76,007	11,11,74,422

Foreing currency sensitivity

1 % increase or decrease in foreign exchange rates will have the following impact on profit before tax

Currency	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	1 % increase (₹)	1 % decrease (₹)	1 % increase (₹)	1 % decrease (₹)	1 % increase (₹)	1 % decrease (₹)
USD - Trade receivables	(15,34,417)	15,34,417	(18,14,198)	18,14,198	(13,59,305)	13,59,305
USD - Trade payables	(70,119)	70,119	(68,159)	68,159	(1,21,976)	1,21,976
USD - Term loans for capital exp.	(1,71,759)	1,71,759	(48,000)	48,000	-	-
USD - Packing credit with bank	(1,61,094)	1,61,094	(1,53,258)	1,53,258	(91,722)	91,722
USD - Export bills discounted	(10,74,559)	10,74,559	(10,02,308)	10,02,308	(5,29,245)	5,29,245
USD - FCNR loans	(6,10,552)	6,10,552	(10,87,256)	10,87,256	(11,11,744)	11,11,744

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate are disclosed in the respective notes to the financial statements of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Interest bearing - Fixed interest rate			
- Non current investment			
- Non current fixed deposit	17,77,58,972	17,85,89,232	12,54,80,019
- Current fixed deposit	15,10,60,500	5,10,60,500	1,94,60,500
Financial Liabilities			
Interest bearing			
Borrowings - Floating interest rate			
- Working capital loan	45,29,24,586	38,25,35,672	41,66,06,381
Borrowings - Fixed interest rate			
- Other Loans	2,52,14,000	2,52,14,000	2,52,14,000

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Increase in 100 bps points			
Effect on profit before tax	(45,29,246)	(38,25,357)	(41,66,064)
Decrease in 100 bps points			
Effect on profit before tax	45,29,246	38,25,356.72	41,66,063.81

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company maximum exposure to credit risk for the components of the balance sheet at 31 March 2018 and 31 March 2017 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analysis financial liabilities by remaining contractual maturities:

Particulars	On demand (₹)	Less than 3 months (₹)	3 to 12 months (₹)	1 to 5 years (₹)	> 5 years (₹)	Total (₹)
Year ended 31 March 2018						
Borrowings	-	21,44,31,869	-	47,81,38,586	-	69,25,70,455
Other financial liabilities	-	5,06,17,169	-	38,46,000	-	5,44,63,169
Trade and other payables	-	12,34,30,497	4,77,969	8,26,579	-	12,47,35,045
	-	38,84,79,535	4,77,969	48,28,11,165	-	87,17,68,669
Year ended 31 March 2017						
Borrowings	-	19,14,03,524	-	40,77,49,672	-	59,91,53,196
Other financial liabilities	-	2,86,26,753	-	49,56,150	-	3,35,82,903
Trade and other payables	-	13,40,08,353	2,41,171	6,58,299	-	13,49,07,823
	-	35,40,38,630	2,41,171	41,33,64,121	-	76,76,43,922

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

40 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars		As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Borrowings		69,25,70,455	59,91,53,196	65,21,68,166
Trade payables		12,47,35,045	13,49,07,823	14,98,49,773
Other financial liabilities		5,44,63,169	3,35,82,903	2,95,79,654
Less: cash and cash equivalents		(72,30,799)	(56,67,790)	(67,00,274)
Net debt	(a)	86,45,37,870	76,19,76,132	82,48,97,319
Total equity				
Total member's capital		80,70,15,667	69,66,24,613	58,38,04,410
Capital and net debt	(b)	1,67,15,53,537	1,45,86,00,745	1,40,87,01,729
Gearing ratio (%)	(a/b)*100	51.72	52.24	58.56

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

41 Income tax

The major components of income tax expense for the years are:

Particulars	As at 31 March 2018	As at 31 March 2017
Current income tax:		
Current income tax charge	4,60,38,053	4,78,40,147
Adjustments in respect of previous year	23,79,427	-
MAT credit entitlement	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	2,34,16,275	75,46,707
Income tax expense reported in the statement of profit or loss	7,18,33,755	5,53,86,854

A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follow:

Particulars	As at 31 March 2018	As at 31 March 2017
Profit before income tax	18,09,68,666	15,86,44,900
Rate of Income tax	34.61%	34.61%
Computed expected tax expenses	6,26,29,636	5,49,03,827
Additional allowances for tax purpose/Considered Separately	(3,76,21,570)	(2,27,54,911)
Additional Tax for capital gain	4,15,685	-
Additional Tax for Other Sources	22,09,236	-
Additional Tax for House Property	20,45,615	28,33,778
Deduction u/s 80G	(4,06,644)	(5,19,120)
Expenses not allowed for tax purposes/Considered Separately	1,60,85,633	1,29,81,936
Other Adjustment	-	-
Interest on late payment of advance tax	6,80,461	3,94,637
Additional Tax payable due to MAT provisions	-	-
Income tax expense reported in the statement of profit or loss	4,60,38,053	4,78,40,147

Applicable statutory tax rate for financial year 2017-18 is 34.608% (Previous year 2016-17 is 34.608%)

The Gross movement in the current income tax asset/(Liability) for the year ended March 31, 2018 and March 31, 2017 is as follows

Particulars	As at 31 March 2018	As at 31 March 2017
Net current income tax asset/(liability) at the beginning	(1,30,63,442)	(4,22,76,602)
Income tax paid	5,18,03,993	6,73,89,766
Current tax expenses	(4,60,38,053)	(4,78,40,147)
MAT credit entitlement	-	-
Excess short provision of earlier year	(23,79,427)	96,63,541
Net current income tax asset/(liability) at the end	(96,76,929)	(1,30,63,442)

- 42 The Ministry of Corporate Affairs (MCA) vide its notification in the Official Gazette dated February 16, 2015 notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS would replace the existing Indian GAAP prescribed under section 133 of The Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. For Suashish Diamonds Limited and its subsidiaries, Ind AS would be applicable for the accounting period beginning April 1, 2016, with a transition date of April 1, 2016.

A. Reconciliation of Balance Sheet as at 01 April 2016

Particulars	Note	As at 1 April 2016			As at 31 March 2017		
		IGAAP (₹)	Ind AS (₹)	Regrouping / Change (₹)	IGAAP (₹)	Ind AS (₹)	Regrouping / Change (₹)
ASSETS							
Non-current assets							
Property, plant and equipment	4	85,70,93,565	83,87,06,951	1,83,86,614	84,88,17,367	83,09,84,190	1,78,33,177
Investment Property	5	-	1,83,86,613	(1,83,86,613)	-	1,78,33,177	(1,78,33,177)
Biological assets other than bearer plant	6	-	28,64,200	(28,64,200)	-	27,28,958	(27,28,958)
Financial Assets							
(i) Investments	1	42,070	1,794	40,276	42,070	1,575	40,495
(iii) Other financial assets		12,54,80,019	12,54,80,019	-	17,85,89,232	17,85,89,232	-
Other non-current assets		7,08,98,135	7,08,98,135	-	7,48,55,279	7,48,55,279	-
Total non-current assets		1,05,35,13,789	1,05,63,37,712	-28,23,923	1,10,23,03,948	1,10,49,92,411	(26,88,463)
Current Assets							
Inventories	6	3,09,52,961	2,80,88,761	28,64,200	7,51,06,304	7,23,77,347	27,28,957
Financial Assets							
(i) Trade receivables		25,55,03,283	25,55,03,283	-	28,37,70,417	28,37,70,417	-
(ii) Cash and cash equivalents		67,00,274	67,00,274	-	56,67,790	56,67,790	-
(iii) Bank balances other than (ii) above		1,94,60,500	1,94,60,500	-	5,10,60,500	5,10,60,500	-
(iv) Loans		9,26,92,227	9,26,92,227	-	1,27,00,580	1,27,00,580	-

Particulars	Note	As at 1 April 2016			As at 31 March 2017		
		IGAAP (₹)	Ind AS (₹)	Regrouping / Change (₹)	IGAAP (₹)	Ind AS (₹)	Regrouping / Change (₹)
(v) Other financial assets		1,45,34,744	1,45,34,744	-	34,14,019	34,14,019	-
Other current assets		6,38,62,244	6,38,62,244	-	10,48,05,730	10,48,05,730	-
Total current assets		48,37,06,233	48,08,42,033	28,64,200	53,65,25,340	53,37,96,383	27,28,957
TOTAL ASSETS		1,53,72,20,022	1,53,71,79,745	40,277	1,63,88,29,288	1,63,87,88,794	40,494
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity share capital		60,00,000	60,00,000	-	60,00,000	60,00,000	-
(b) Other equity	2	61,44,59,446	57,78,04,410	3,66,55,036	72,73,07,626	69,06,24,613	3,66,83,013
TOTAL EQUITY		62,04,59,446	58,38,04,410	3,66,55,036	73,33,07,626	69,66,24,613	3,66,83,013
Non-current liabilities							
Financial liabilities							
(i) Borrowings		44,18,20,381	44,18,20,381	-	40,77,49,672	40,77,49,672	-
(ii) Other Financial liabilities		61,62,008	61,62,008	-	49,56,150	49,56,150	-
Provisions		22,21,079	22,21,079	-	27,18,430	27,18,430	-
Deferred tax liabilities (Net)	7	3,72,23,328	7,38,38,087	(3,66,14,759)	4,46,88,735	8,13,31,254	(3,66,42,519)
Total non-current liabilities		48,74,26,796	52,40,41,555	(3,66,14,759)	46,01,12,987	49,67,55,506	(3,66,42,519)
Current liabilities							
Financial Liabilities							
(i) Borrowings		21,03,47,785	21,03,47,785	-	19,14,03,524	19,14,03,524	-
(ii) Trade payables		14,98,49,773	14,98,49,773	-	13,49,07,823	13,49,07,823	-
(iii) Other financial liabilities		2,34,17,646	2,34,17,646	-	2,86,26,753	2,86,26,753	-
Other current liabilities		33,90,052	33,90,052	-	7,73,59,375	7,73,59,375	-
Provisions		51,922	51,922	-	47,758	47,758	-
Current tax liability (net)		4,22,76,602	4,22,76,602	-	1,30,63,442	1,30,63,442	-
Total current liabilities		42,93,33,780	42,93,33,780	-	44,54,08,675	44,54,08,675	-
TOTAL LIABILITIES		91,67,60,576	95,33,75,335	(3,66,14,759)	90,55,21,662	94,21,64,181	(3,66,42,519)
TOTAL EQUITY AND LIABILITIES		1,53,72,20,022	1,53,71,79,745	40,277	1,63,88,29,288	1,63,87,88,794	40,494

The Previous GAAP figures have been reclassified to confirm to Ind As presentation requirements for the purpose of this note.

B Reconciliation of equity

Particulars	Note No.	As at 31 March 17 (₹)	As at 1 April 16 (₹)
As reported under IGAAP			
Equity capital		60,00,000	60,00,000
Reserves		72,73,07,626	61,44,59,446
		73,33,07,626	62,04,59,446
Adjustments:			
Re-measurement of Investments through Other Comprehensive Income	1	(40,495)	(40,276)
Re-measurement of Investments through statement of profit & Loss		-	-
Changes in Deferred Tax as per IAS 12	7	(3,66,42,518)	(3,66,14,760)
Deferred tax liabilities as per Ind AS 12 on above		-	-
As reported under Ind AS (Total)		69,66,24,613	58,38,04,410
Comprises of:			
Equity capital		60,00,000	60,00,000
Other equity		69,06,24,613	57,78,04,410
		69,66,24,613	58,38,04,410

C Reconciliation of profit and loss for the year ended 31 March 2017

Particulars	Note No.	2016-2017 (₹)
Profit /(loss) as reported under IGAAP		10,33,13,157
Adjustments:		
Re-measurement of Investments through Other Comprehensive Income	1	(219)
Re-measurement of Investments through statement of profit & Loss		-
Depreciation on Property, Plant	4	(1,28,512)
Changes in Deferred Tax as per IAS 12	7	(27,765)
Total comprehensive income as per Ind AS		10,31,56,662

D Reconciliation of cash flow for the year ended 31 March 2017

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

Notes:
1 Fair valuation of financial assets

The company has valued equity shares, mutual funds, venture funds, preference shares and government security at fair value and the same has been recognised in financials.

2 Remeasurement of defined benefit plans

Both under Indian GAAP and Ind AS, the Company recognised costs related to its

postemployment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

3 Classification and presentation of assets and liabilities

Under previous GAAP, the Company was not required to present its assets and liabilities bifurcating between financial assets / financial liabilities and non financial assets / non financial liabilities. Under Ind AS, the Company is required to present its assets and liabilities bifurcating between financial assets / financial liabilities and non financial assets / non financial liabilities. Accordingly, the Company has classified and presented its assets and liabilities.

4 Property, plant and equipment

Under previous GAAP, the fixed assets of the Company were revalued and a revaluation reserve was created. Under Ind AS, the Company has adopted previous GAAP carrying value as deemed cost for PPE as on transition date and accordingly revaluation reserve has been transferred to retained earnings.

5 Investment Property

Under previous GAAP, Investment Properties of the Company were presented as part of Fixed Assets. Under Ind AS, Investment properties are required to be separately presented on the face of balance sheet. There is no impact on total equity or profit as a result of this adjustment.

6 Biological assets other than bearer plant

Under previous GAAP, Biological Assets of the Company were presented as part of Inventories. Under Ind AS, Biological Assets are required to be separately presented on the face of balance sheet. There is no impact on total equity or profit as a result of this adjustment.

7 Deferred tax

Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. In addition, the various transitional adjustments lead to temporary differences.

8 Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or profit or loss as per Ind AS.

43 Estimates

The estimates at 1 April 2016 and at 31 March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

44 Balances in the accounts of trade receivables, loans and advances, trade payables and other current liabilities are subject to confirmation / reconciliation, if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.

45 There was no impairment loss on the fixed assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS)–36 ‘Impairment of Assets.

46 Lease disclosure

The company has entered into agreement for obtaining office premises on rent which are in nature of operating leases. Amount paid/payable in respect of such leases are charged to profit and loss on accrual basis.

47 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	As at 31 March 18	As at 31 March 17
Profit attributable to equity holders of the parent for basic earnings (₹)	10,91,34,911	10,32,58,046
Weighted average number of equity shares for basic and diluted earning per share	1,20,000	1,20,000
Face value per share	50	50
Basic earning per share	909.46	860.48
Diluted earning per share	909.46	860.48

48 Related Party Disclosures

i. Related party relationships:

Particulars	Name of Related Parties (FY 2017-2018 & FY 2016-17)
Holding Company	AJI Commercial Private Limited
Fellow Subsidiary	BK Giulini Specialities Private Limited Europa Chemicals Private Limited
Key management personnel	Mr. Amol Kapadia - Managing Director
Fellow Associates	New Commercial Mills Limited Oriental Pharmaceutical Industries Limited New Commercial Investment & Trading Limited
Enterprises on which key management personnel have significant influence	Atlas Refinery Private Limited AJI Investment Private Limited AJK Investments Private Limited

Notes:

- 1 The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' and the same have been relied upon by the auditors.
- 2 The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

ii. Transactions with related parties for the year ended 31st March 2018:

Nature of transactions	Name of related party	Transaction during the period (₹)	Year ended 31 st March 2018 (₹)
Sale of goods	BK Guilini Specialities Pvt Ltd	10,92,94,258	
	Atlas Refinery Private Limited	8,63,59,779	
Purchase of goods	BK Guilini Specialities Pvt Ltd	22,66,735	
	Atlas Refinery Private Limited	1,70,32,829	
Remuneration paid	Mr. Amol Kapadia	90,00,000	
Deposit received back	Oriental Pharmaceutical Industries Limited	24,00,000	
Sale of fixed assets	B.K. Giulini Specialities Private Limited	7,70,00,000	
Reimbursements received against expenses paid on behalf	Atlas Refinery Private Limited	89,05,635	
	AJI Investment Pvt.Limited.	10,52,546	
	AJK Investment Pvt.Limited	9,61,394	
	Mr. Amol Kapadia	28,81,927	
Outstanding Balances at the end of the year	AJI Investment Pvt.Limited.		48,00,000
	AJK Investment Pvt.Limited		48,00,000
	Europa Chemicals Asia Private Limited		7,89,589
	B.K. Giulini Specialities Private Limited		17,07,381
	Atlas Refinery Private Limited		3,12,39,994

iii. Transactions with related parties for the year ended 31st March 2017:

Nature of transactions	Name of related party	Transaction during the period (₹)	Year ended 31 st March 2017 (₹)
Sale of goods	BK Guilini Specialities Private Limited	25,98,09,542	
	Europa Chemicals Asia Private Limited	68,85,547	
	Europa Chemicals Private Limited	1,49,319	
Purchase of Goods	BK Guilini Specialities Private Limited	72,99,288	
	Europa Chemicals Private Limited	13,18,830	
Remuneration paid	Mr. Amol Kapadia	90,00,000	
Deposit received	Europa Chemicals Private Limited	47,00,000	
Loans and advances given	AJK Investment Private Limited	38,43,319	
	AJI investment Private Limited	10,47,233	
	Dudhwala Builders Private Limited	28,03,874	
Advance Received Against Sale of Property	BK Guilini Specialities Private Limited	7,57,70,000	
Outstanding Balances at the end of the year	BK Guilini Specialities Private Limited		4,71,16,303
	Europa Chemicals Asia Private Limited		7,89,589
	Europa Chemicals Private Limited		(3,94,573)
	AJI Investment Pvt.Limited.		48,00,000
	AJK Investment Pvt.Limited		48,00,000
	Oriental Pharmaceuticals Industries Limited		24,00,000

49 Events after the end of the reporting year

No subsequent event has been observed which may required an adjustment to the statement of financial position.

50 In the opinion of the Director, current assets, loans, advances and deposits are approximately of the value stated, if realised in the ordinary course of business and are subject to confirmation.

Signatures to Notes 1 to 50

For R G B & Associates
Chartered Accountants
Firm's Registration No.144967W

Bharat Kriplani
Partner
Membership No. 134969

Mumbai; Dated: 30th May 2018

For and on behalf of the Board of Directors

Sushila Kapadia
Chairman

Sanjay Bhalerao
Chief Financial Officer

Mumbai; Dated: 30th May 2018

Amol Kapadia
Managing Director

Sampada Sawant
Company Secretary

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POLSON LIMITED

Regd. Off: Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

CIN: L15203PN1938PLC002879

PROXY FORM

[Pursuant to sec 105(6) of Companies Act, 2013 and rule 19(3) of Companies (Management & Administration) Rules, 2014]

Name of Member(s): _____

Registered Address of Member(s): _____

E-mail id: _____

Folio No. / Client ID: _____

DP ID: _____

I/We, being the member(s) of POLSON LIMITED, holding _____ Equity Shares hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Seventh Annual General Meeting of the Company to be held on Monday, September 24, 2018 at 10.00 a.m. at the Registered Office of the Company situated at Chitra Kuti at Ambaghat, Vishalgad, Taluka-Shahuwadi, Dist. Kolhapur, Kolhapur-415 101 and at any adjournment thereof in respect of such resolutions as are indicated below:

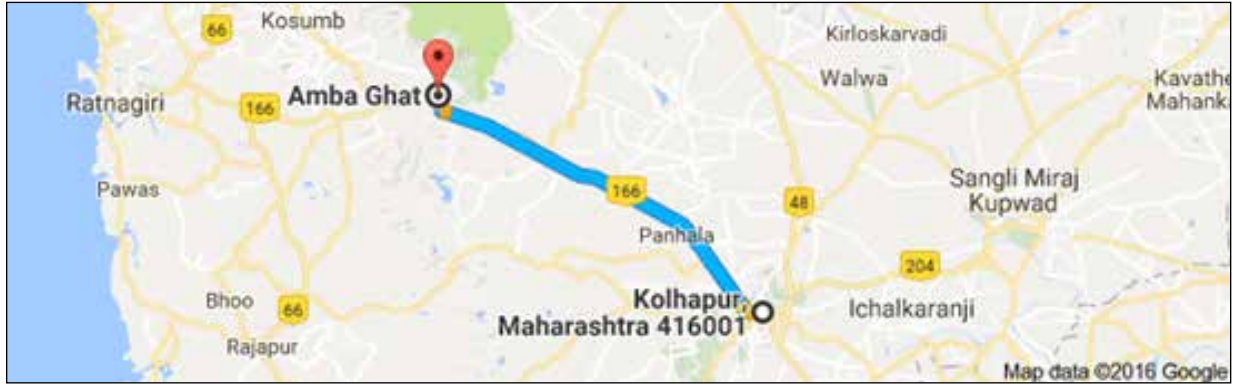
Sr. No.	Resolution	Vote (Optional see Note)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2018, together with the Reports of the Directors and the Auditors thereon			
2.	To appoint a director in place of Mr. Dhau Lambore (DIN: 02274626) who retires by rotation and being eligible offers himself for re-appointment.			
Special Business				
3	To appoint Mr. Chandrakant Vinayak Gupte (DIN 08019397) as an Independent Director of the Company			
4	To appoint Mr. Rajiv Ghanshyamdas Agarwal (DIN 00518199) as an Independent Director of the Company			

Signed this _____ day of _____ 2018

Signature of the memberAffix
revenue
stamp of
not less
than Rs, 1_____
Signature of 1st proxy holder_____
Signature of 1st proxy holder_____
Signature of 1st proxy holder

Note: This form in order to be effective should be duly stamped, completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map to the Venue of the 77th Annual General Meeting



POLSON LIMITED

Regd. Off: Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101
CIN: L15203PN1938PLC002879

ATTENDANCE SLIP

Annual General Meeting to be held on Monday, September 24, 2018 at 10.00 A.M. at Chitra Kuti at Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

Regd. Folio No. _____

Certify that I am a registered Shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting to be held on Monday, September 24, 2018 at 10.00 A.M. at Chitra Kuti at Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

Member's / Proxy Name (in Block Letter) _____

Member's / Proxy Signature _____

Note: Please fill this attendance slip and hand it over at the ENTRANCE

IF UNDELIVERED, PLEASE RETURN TO:

Purva Sharegistry (India) Pvt. Ltd.

Unit: **POLSON LIMITED**

Unit no. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg,

Landmark: Behind Delisle Road HP Petrol Pump, Near Lodha Excelus,

Lower Parel (E), Mumbai 400 011