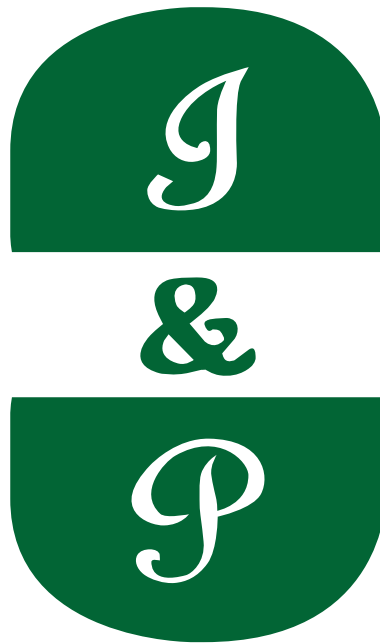


102nd
ANNUAL REPORT
2017-2018



*Industrial And Prudential
Investment Company Limited*

Company Information

Directors	:	MR. PROBIR ROY (DIN: 00033045) MR. DEBANJAN MANDAL (DIN: 00469622) MR. ANISH K. MODI (DIN: 00031232) MS. DEVINA SWARUP (DIN: 06831620) MR. VARUN SWARUP (DIN: 02435858) MR. GAURAV SWARUP (DIN: 00374298) (<i>Chairman and Managing Director</i>)
Executives	:	MR. ARUN K. SINGHANIA (Chief Financial Officer) MR. AYAN DATTA (Company Secretary)
Bankers	:	DEUTSCHE BANK HDFC BANK BANK OF INDIA
Auditors	:	LODHA & CO. Chartered Accountants
Registered Office	:	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700 027 Tel. No.: 033 40133000 Email: indpru@vsnl.net Website: www.industrialprudential.com CIN: L65990WB1913PLC218486
Registrars & Transfer Agents	:	LINK INTIME (INDIA) PVT. LTD. C - 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 Tel.: 022 4918 6000 Email: rnt.helpdesk@linkintime.co.in CIN: U67190MH1999PTC118368

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Notice to the Shareholders

NOTICE is hereby given that the 102nd Annual General Meeting of INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED will be held at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020 on Friday, 3rd August, 2018 at 3.00 p.m. to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and the Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Gaurav Swarup (DIN 00374298), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify appointment of Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E) of Kolkata in accordance with the section 139 of the Companies Act 2013 (the Act) as Statutory Auditors to audit the accounts for the Financial Years 2018-19 and to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint, in accordance with sub section 4 of section 161 and section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules, Mr. Varun Swarup (DIN 02435858) as a director, who was appointed on the 7th November, 2017 to fill the casual vacancy caused by the resignation of Mr. A V Setalvad (DIN 00056124) and holds office up to the ensuing annual general meeting, being the date up to which Mr. A V Setalvad would have held office, and in respect of his appointment a notice has been received from holding company under the Section 160 of the Act.
6. To appoint, in accordance with section 161 and section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules, Ms. Devina Swarup (DIN 06831620) as a director, who was appointed as an additional director on the 7th November, 2017 and holds office up to the ensuing annual general meeting, and in respect of her appointment a notice has been received from holding company under the Section 160 of the Act.
7. To consider and if, thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the regulations contained in the document submitted to this meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the present Articles of Association of the Company.”
8. To consider and if, thought fit, to pass with or without modification(s) the following resolution with Special Majority as per section 233(1)(b):

“RESOLVED THAT:

- A. Subject to
 - a. Approval of Central Government (power delegated to the Regional Director- Eastern Region, Ministry of Corporate affairs), pursuant to provisions of section 233 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as “the Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as “the Rules”)
 - b. Regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India (SEBI) to the Listed Companies from time to time,
 - c. Regulations/Notifications issued by the Reserve Bank of India, as may be applicable to Non Banking Financial Companies, from time to time
 - d. Memorandum and Articles of Association of the Company and
 - e. such other approvals, permissions, sanctions that may be required,

pursuant to the provisions of section 233 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the rules made there under, the Scheme of Amalgamation of New Holding and Trading Company Limited, the Company’s Wholly owned Subsidiary (WOS) (the Transferor) with the Company (the Scheme) be and is hereby approved on the terms and conditions mentioned in the draft Scheme of Amalgamation submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof.

- B. The Directors of the Company (including any Committee of the Board of Directors of the Company) and Key Managerial Personnel be and are hereby authorized to incorporate/modify the Scheme to comply with the suggestions and the objections, if any, that may be received from the Registrar of Companies (ROC) and Official Liquidator, in terms of section 233(1)(a) of the Act.
- C. The Board of Directors (including any Committee of the Board of Directors of the Company) be and are authorized to submit the scheme (after incorporating the suggestions/objections, if any, that may be received from the Registrar of Companies (ROC) Kolkata and Official Liquidator, Kolkata, in accordance with section 233 of the Act to the Regional Director- Eastern Region, Ministry of Corporate affairs for obtaining approval of the Central Government.
- D. On registration of the Scheme by the Central Government under section 233(3) of the Act or approval from the Hon'ble National Company Law Tribunal under section 233 (7) of the Act, as the case may be, New Holding and Trading Company Limited, the Company's Wholly owned Subsidiary, being the Transferor Company, shall be deemed to have been dissolved without the process of Winding Up.
- E. For the purpose of giving effect to this resolution, the Directors of the Company (including any Committee of the Board of Directors of the Company) and Key Managerial Personnel be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper to accept on behalf of the Company, such modification as may be suggested by the Central Government, ROC, Official Liquidator or such other authority as may be prescribed and to give such directions as may be necessary, to settle any question, difficulty or doubt that may arise in regard to the Scheme.
- F. The Directors of the Company (including any Committee of the Board of Directors of the Company) and Key Managerial Personnel be and are hereby authorised to appoint a Practising Company Secretary/ advocate/ such other consultants as may be required for appearance before appropriate authority for obtaining various approvals, as they deem appropriate.

NOTES:

- I. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 and the Rules made; circulars, notifications and orders issued from time to time thereunder (collectively referred to as "the Act") in respect of business under Items Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) of persons seeking appointment/re-appointment as Directors under Item No. 3, 5 and 6 is also annexed.
- II. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- III. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 28th July, 2018 to Friday 3rd August, 2018 (both days inclusive).
- IV. If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after Thursday 16th August, 2018 as under:
- (i) all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 27th July, 2018;
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 27th July, 2018;
- V. Pursuant to section 124 of the Act (as notified on 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central

Notice to the Shareholders

Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time.

The details of the said unclaimed dividends are available on the Company's website at www.industrialprudential.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.

- VI. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September 2016), the Company has transferred on due dates, the unpaid or unclaimed dividend amount for the financial year ended March 31, 2010 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 1st August, 2017 (date of the last Annual General Meeting) on the website of the Company (www.industrialprudential.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Other unpaid dividends that are due for transfer are detailed below:

SI. No.	Financial Year ended	Date of payment	Due for transfer on
1	31.03.2011	05/09/2011	04/09/2018
2	31.03.2012	13/08/2012	12/08/2019
3	31.03.2013	23/09/2013	22/09/2020
4	31.03.2014	01/10/2014	30/09/2021
5	31.03.2015	07/09/2015	06/09/2022
6	31.03.2016	18/07/2016	17/07/2023
7	31.03.2017	11/08/2017	10/08/2024

- VII. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Act are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
- VIII. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical mode should submit their PAN to the Company/Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (Link Intime).
- IX. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2011 onwards, are requested to make their claims to the Company accordingly, without any delay.
- X. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime [the Company's Registrars and Transfer Agents, Link Intime (India) Private Limited] to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Link Intime.
- XI. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.
- XII. Members holding shares in physical mode in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

Notice to the Shareholders

- XIII. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- XIV. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
- XV. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) and have given their positive consent to receive the same through electronic means. To members other than above, physical copies of the Annual Report are being sent in the permitted mode.
- XVI. Electronic copy of the Notice of the 102nd Annual General Meeting (hereinafter for brevity sake referred to as 102nd AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) and have given their positive consent to receive the same through electronic means. To members other than above, physical copies of the Notice of the 102nd AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Ballot Form and Proxy Form are being sent in the permitted mode.
- XVII. Members may also note that the Notice of the 102nd AGM and the Annual Report for 2017-18 will also be available on the Company's website <http://industrialprudential.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days and even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the Company's investor email id: indpru@vsnl.net.
- XVIII. **Voting through electronic means:**
1. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with the provisions of Regulation 44 of LODR the Company is pleased to provide shareholders facility to exercise their right to vote by electronic means. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the 102nd AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).
 2. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 102nd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the 102nd AGM.
 3. The Company has appointed Mr. Mayur Mehta, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the 102nd AGM in a fair and transparent manner. Scrutinizer will submit his report to the Chairman of the meeting not later than Saturday, 4th August, 2018. The result with the Scrutinizer's Report will be announced and displayed at the Registered Office. The said result would be available on the website of the Company www.industrialprudential.com and of LIPL. The same would be uploaded on the website of BSE in accordance with the LODR
 4. The Notice of the 102nd AGM inter alia indicating the process and manner of e-Voting can be downloaded from <https://instavote.linkintime.co.in>.
 5. The voting period begins on Tuesday, 31st July, 2018 at 9.00 a.m. and ends on Thursday, 2nd August, 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 i.e. 27th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting after 5.00 p.m. on 2nd August, 2018.

Notice to the Shareholders

6. The voting rights of the shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. 27th July, 2018.

Instructions for shareholders to vote electronically

- Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section' register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, password will be sent to the shareholders' registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security

Notice to the Shareholders

Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

• Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same. They may also send across a hard copy of the document to the Scrutinizer at: LIPL or send scanned copy to the Scrutinizer by e-mail to insta.vote@linkintime.co.in

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Registered Office:
Paharpur House,
8/1/B Diamond Harbour Road
Kolkata 700027
Date: 27th April, 2018

By Order of the Board of Directors
Ayan Datta
Company Secretary

Notice to the Shareholders

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Items No. 4 to 8 of the accompanying Notice:

Item 4

The explanatory statement for this item is provided though strictly not required as per section 102 of the Act.

In accordance with section 139 of the said Act read with rules made thereunder, the Company at the annual general meeting held on 1st August, 2017 appointed Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E), Kolkata as statutory auditors for a period of five years. The appointment was to be ratified by members at every annual general meeting thereafter.

In view of the above, it is proposed to ratify appointment of Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E), Kolkata Statutory Auditors in accordance with the first proviso to section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and to fix their remuneration for the financial year ending 31st March, 2019 Audit Committee has recommended ratification of the appointment.

In accordance with provisos of section 139 of the said Act, the Board of Directors has received consent and certificate of eligibility and compliance of criteria under Section 141 of the said Act from Messrs. Lodha & Co., Chartered Accountants.

None of the Directors or relatives of directors or KMP is concerned or interested in the Resolution at Item No. 4 of the Notice.

Documents referred to above are open for inspection by members at the Registered Office of the Company during normal business hours on any working day except Saturday.

Item 5

Mr. Varun Swarup (DIN 02435858) was appointed by the Board of Directors on the 7th November, 2017 as a Director in accordance with section 161 of the Act and the Article 115 of Articles of Association to fill the casual vacancy caused by resignation of Mr. A V Setalvad (DIN 00056124). In accordance with the proviso to Section 161(4) of the Companies Act 2013, Mr. Swarup holds office up to the ensuing Annual General Meeting, the date up to which Mr. Setalvad would have held if he had not resigned. As per the said section whenever a director fills casual vacancy the same shall be approved by members in the immediate next annual general meeting.

It is proposed to appoint Mr. Varun Swarup in accordance with sub section 4 of section 161 of the Companies Act, 2013 read with the relevant Rules as a director.

A notice has been received from a member under section 160 of the Act proposing appointment of Mr. Varun Swarup as a director in accordance with Sub section 4 of section 161 and section 152 and any other applicable provisions, if any, of the Act, read with the relevant Rules.

The Board of Directors recommends appointment of Mr. Varun Swarup as a director in the interest of the Company.

Mr. Varun Swarup is concerned or interested as it relates to his appointment.

Save as Mr. Varun Swarup, no other Directors or their relatives is concerned or interested in the Resolution at Item No. 5 of the Notice.

Documents referred to above are open for inspection by members at the Registered Office of the Company during normal business hours on any working day except Saturday and Sunday.

Brief Profile: Mr. Varun Swarup is Vice President - Marketing in Paharpur Cooling Towers Limited, holding company. He has a degree in Mechanical Engineering from Stanford University, USA. He has acquired experience in marketing and planning. Other details are given in Annexure to the Notice.

Item 6

Ms. Devina Swarup (DIN 06831620) was appointed by the Board of Directors on the 7th November, 2018 as an Additional Director in accordance with section 161 of the Act and the Article 115 of Articles of Association. Ms. Devina Swarup holds office up to the ensuing annual general meeting.

It is proposed to appoint Ms. Devina Swarup in accordance with the section 160 and 152 of the Act.

A notice has been received from a member under section 160 of the Act proposing appointment of Ms. Devina Swarup as a director in accordance with section 161 and section 152 and any other applicable provisions, if any, of the Act, read with the relevant Rules.

The Board of Directors recommends appointment of Ms. Devina Swarup as a director in the interest of the Company.

Ms. Devina Swarup is concerned or interested as it relates to her appointment.

Save as Ms. Swarup, no other Directors or their relatives is concerned or interested in the Resolution at Item No. 5 of the Notice.

Documents referred to above are open for inspection by members at the Registered Office of the Company during normal business hours on any working day except Saturday and Sunday.

Brief Profile: Ms. Devina Swarup is General Manager - Corporate affairs in Paharpur Cooling Towers Limited, holding company. She is Master of Science from Brown University, USA. She has acquired experience in management and corporate affairs. She takes active interest in planning the investment strategy of the Company. Other details are given in the Annexure to the Notice.

Item 7

The Company was incorporated on 26th August, 1913 under the Indian Companies Act, 1913, with the name Industrial and Prudential Assurance Company Limited. On the 11th July, 1959 the name was changed to Industrial & Prudential Investment Co. Ltd. The Company shifted its Registered Office from the State of Maharashtra to the State of West Bengal in accordance with the Order dated 7th November, 2016 of Regional Director, Western Region.

The Articles of Association were originally framed as per the Indian Companies Act, 1913 and they were suitably modified upon enactment of the Companies Act, 1956. The existing set of Articles of Association excludes Table A. With the enactment of the Companies Act, 2013 the existing Articles of Association require substantial changes. Table A of the Companies Act, 1956 has been replaced by Table F of Schedule I.

The Board of Directors is of the opinion that the existing Articles of Association be brought in line with the current Companies Act.

While carrying out amendments to the existing Articles of Association, the articles have been altered/substituted/deleted/added/renumbered as the case may be. Since the amendments are numerous and substantial, the Directors consider that instead of effecting piecemeal amendments to the existing Articles of Association, it would be desirable to adopt a new comprehensive set of Articles of Association in substitution for, and to the exclusion of, the present Articles of Association. A new set of Articles of Association with the Table showing amendments is given in Exhibit A to this notice.

The directors, therefore, recommend that the proposed new set of Articles of Association be adopted in place of the present Articles of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the Special Resolution at Item 7.

A proposed new set of Articles of Association along with the existing Articles of Association and a statement of particulars of changes are available for inspection to members during business hours on working days excluding Sundays and holidays.

Notice to the Shareholders

Item 8

In accordance with section 233 and section 230 (3) of the Act read with Rule 25(3)(a) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 the details are furnished below

Sr No		Particulars	Disclosure of Details	
			Transferor Company	Transferee Company
		Details of the Companies		
i.	a	CIN	U65990WB1981PLC218505	L65990WB1913PLC218486
	b	PAN	AAACN1925C	AAACT4014E
	c	Name of the Companies	New Holding and Trading Co Ltd	Industrial and Prudential Investment Co Ltd
	d	Date of Incorporation	31 st December, 1981	26 th August, 1913
	e	Type of the Company	Unlisted Public	Listed Public
	f	Registered Office & e mail address	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027 indpru@vsnl.com	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027 indpru@vsnl.com
	g	Summary of main Object and main business	Dealing in investments and securities	Dealing in investments and securities
	h	Details of change of name, registered office and objects of the Company during the last five years	There has been no change in the name and object clause during the last five years By order dated 07.11.2016 of RD registered office has been changed from the state of Maharashtra to the state of West Bengal.	There has been no change in the name and object clause during the last five years By order dated 07.11.2016 of RD registered office has been changed from the State of Maharashtra to the State of West Bengal.
	i	Name of the Stock Exchange where shares are listed	NA	BSE Limited
	j	Capital Structure	Face value of shares ₹ 10	Face value of shares ₹ 10
		Authorised	₹ 10,00,000	₹ 2,00,00,000
		Subscribed	₹ 5,02,500	₹ 1,74,53,400
		Paid-up	₹ 5,02,500	₹ 1,74,53,400
	k	Names and addresses of Promoters and Directors	Refer Appendix A	
ii		Number of Companies involved	There is amalgamation of wholly owned subsidiary with the holding Company	
iii		Date of Board Meeting approving the Scheme	27 th April, 2018 Approved by the Board unanimously	27 th April, 2018 Approved by the Board unanimously
iv		Explanatory Statement giving details of the Scheme	Refer Appendix B	
v		Disclosure about the effect of the Scheme	There will be no effect of the Scheme on 1. Key Managerial Personnel 2. Directors 3. Promoters 4. Non-promoter members 5. Employees of the Company (Transferor Company does not have any employee and Transferee Company has only one employee) 6. Creditors 7. The Company has not issued any debentures or accepted deposits	

Notice to the Shareholders

vi	Disclosure about material effect on directors and KMP	There will be no material effect. Directors / KMP / their relatives may be deemed to be concerned or interested in the scheme only to the extent of their shareholding, if any.	
vii	Amount due to unsecured creditors	₹ 37,000	₹ 12,51,000
viii	Valuation Report	As there is amalgamation of wholly owned subsidiary with the holding company no valuation report is required as no shares will be issued to the holding company.	
ix	Investigation or proceedings	None	None
x	Reserve Bank of India	Both the companies are registered with RBI as NBFC under section 45-IA of the Reserve Bank of India Act, 1934. Approval of RBI is being obtained	

APPENDIX A

Sr No	Names and Addresses of Promoters and Directors	Transferor Company New Holding & Trading Company Ltd.	Transferee Company Industrial & Prudential Investment Co. Ltd.
1	Promoters	Industrial and Prudential Investment Co Ltd Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027	Paharpur Cooling Towers Limited Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027
2	Directors	Mr. Siddharth Swarup 2B, Judges Court Road, Kolkata 700027 Mr. Varun Swarup 2B, Judges Court Road, Kolkata 700027 Ms. Devina Swarup White House Gardens, 17A, Alipore Road, Kolkata 700027	Mr. Gaurav Swarup White House Gardens 17A, Alipore Road Kolkata 700027 Mr. Varun Swarup 2B, Judges Court Road, Kolkata 700027 Ms. Devina Swarup White House Gardens, 17A, Alipore Road, Kolkata 700027 Mr. Anish K Modi 314 Shalaka 14 th Floor, Maharshi Karve Road Churchgate Mumbai 400020 Mr. Probir Roy 10, Sourin Roy Road, Kolkata 700034 Mr. Debanjan Mandal 93/3A/2, Acharya Prafulla Chandra Road, Kolkata 700009
3	Key Managerial Personnel		Arun Kumar Singhania Chief Financial Officer FE-133, Sector-III Salt Lake City, Bidhannagar (M), North 24 Parganas, Kolkata 700106 Ayan Datta Company Secretary Ashirbad, 53/1 Moiradanga Road, Kolkata 700036

APPENDIX B

Subject to various approvals, the Board of Directors of the Company (Transferee Company) at its meeting held on 27th April, 2018, approved the Scheme of Amalgamation of New Holding and Trading Co Limited, a wholly owned subsidiary (hereinafter referred to as the Transferor Company) as per the Scheme submitted to the meeting and subscribed by the Chairman of the Company. A copy of the Scheme is attached to the notice and marked Exhibit B.

Notice to the Shareholders

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

“Appointed Date” means 1st April, 2018 or such other date as may be approved by the Regional Director, Eastern Region (Ministry of Corporate Affairs)/National Company Law Tribunal under the Act or any other appropriate authority;

“Effective Date” means the last of the dates on which all the orders, sanctions, approvals, consents, conditions, matters or filings referred to in clause 1.6 hereof have been obtained or filed.

In order to avail of economic advantage and avoid duplication of administrative and managerial efforts, it is proposed to reorganize and consolidate the business operations of the Transferor Company and the Transferee Company in a manner that the value for the shareholders can be maximized. This will have extra potential for growth and profitability.

The amalgamation would help the Transferee Company to rationalise incidence of dividend distribution tax. Consequently this will enhance the value for the stakeholders. The proposed merger shall also lead to reduction in overheads and costs.

In accordance with section 233 of the Act read with the Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 a Notice inviting objections /suggestions read with the rules made there under, is required to be served on the Registrar of Companies, the Official Liquidator and any other person whose interest is likely to be affected from the proposed Scheme and the objections/suggestions so received shall be considered by the members of the Company.

It is proposed to authorise the Directors of the Company (including any Committee of the Board of Directors of the Company) and Key Managerial Personnel to incorporate/modify the Scheme to comply with the suggestions and the objections, if any, that may be received from the Registrar of Companies (ROC) and Official Liquidator, in terms of section 233(1)(a) of the Act.

Investment of Transferee Company in the Transferor Company would be cancelled. There is no exchange ratio and no valuation of shares would be required. Apart from the above, no capital or debt restructuring is proposed in the Scheme.

Note: - Members are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the Scheme.

The Directors, therefore, recommend passing of the resolution at Item 8 of the Notice with a special majority.

None of the directors, KMPs and their relatives is interested in the resolution.

In terms of Rule 6(3)(ix) of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 copies of the following documents are open for inspection by members at the Registered Office of the Company during normal business hours on any working day except Saturday and Sunday.

- Latest Audited Financial Statements of the Company including Audited Consolidated Financial Statements.
- Copy of the Scheme.
- Certificate issued by Auditors of the Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Act.

Registered Office:
Paharpur House,
8/1/B Diamond Harbour Road
Kolkata 700027
Date: 27th April, 2018

By Order of the Board of Directors

Ayan Datta
Company Secretary

ANNEXURE to the Notice of 102nd Annual General Meeting

Details of Directors seeking appointment/re-appointment

Sr No	Particulars	Mr. Gaurav Swarup	Ms Devina Swarup	Mr. Varun Swarup
1	Date of Birth	21/11/1956	17/03/1985	13/10/1983
2	Date of Appointment	17 th April, 1990	7 th November 2017	7 th November 2017
3	Qualifications	B.E., MBA (Harvard)	Masters of Science from Brown University, USA	Mechanical Engineering from Stanford University, USA
4	Expertise in specific functional areas	Vast experience in engineering industry	Management and Corporate Affairs	Marketing and Planning
5	Directorships held in other companies	1. Swadeshi Polytex Limited 2. Paharpur Cooling Towers Limited. 3. KSB Pumps Limited 4. TIL Limited 5. Graphite India Limited 6. Avadh Sugar & Energy Limited 7. Medica Synergie PvtLtd. 8. Garima Private Limited 9. Paharpur Mauritius Limited 10. Paharpur USA Inc. 11. Safind Forest Products (Pty) Limited 12. Paharpur Singapore Technologies (Pte) Ltd.	1. Floeter India Retort-Pouches Private Limited 2. Melvin Powell Vanaspati Engineering Industries Ltd 3. New Holding And Trading Company Limited 4. Paharpur Industries Limited	New Holding And Trading Company Limited
6	Memberships/Chairmanships of committees (includes only Audit Committees and Shareholders/Investor Grievance Committee)	Membership in 3 (three) Committees	NIL	NIL
7	Number of Shares held in the Company	3600	NIL	NIL

(The Company was incorporated on 26th August, 1913 under the Indian Companies Act, 1913, with the name **Industrial and Prudential Assurance Company Limited**. On the 11th July, 1959 the name was changed to **Industrial & Prudential Investment Co. Ltd.** The Company shifted its Registered Office from the State of Maharashtra to the State of West Bengal in accordance with the Order dated 7th November, 2016 of Regional Director Western Region).

(These Articles of Association were adopted by a Special Resolution passed at the 102nd Annual General Meeting of the Company duly convened and held on the 3rd August, 2018.)

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
INDUSTRIAL AND PRUDENTIAL INVESTMENT CO. LTD**

I. PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in or made applicable by Table "F" in the Schedule I to the Companies Act, 2013 and applicable to public companies (which regulations are hereinafter called Table "F") shall apply to the Company, but in case of variation or inconsistency between these Articles and Table "F", these Articles shall prevail.
2. The Central Government has notified commencement of majority of sections of the Companies Act, 2013 and its subsequent amendments in the years 2015 and 2017. Those notified provisions have been given effect to in these Articles. In case of any further notifications under the Companies Act, 2013 with regard to commencement of the said Act or part thereof, whereby
 - i. Any of the provision of these Articles becomes ineffective or redundant, that provision shall be considered as ineffective or redundant in these Articles.
 - ii. Any provision of these Articles require compulsory amendment or alteration, those amendments and alterations shall be deemed to have been so altered and amended and shall have effect as if the same are the part of these Articles.
 - iii. Any corresponding sections of the Companies Act, 1956 appearing in these Articles shall be deemed to have been replaced by the notified sections of the Companies Act, 2013 and its amendments.
3. Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then in that case this Article hereby authorises and empowers the Company to have such right privilege or authority and to carry such transaction as have been permitted by the Act without there being any specific regulation in that behalf herein provided.
4. Whenever the Central Government by way of notification(s) directs that any of the provisions of the Act shall not apply to the Company or shall apply with such exceptions, modifications and adaptations as the case may be, then in that case any of the Article under these Articles, which are contrary to the said notification(s) under the Act, shall be deemed to have been amended, modified or altered to that extent.

II. INTERPRETATION

5. In these Articles adopting the same
 - a. **"the Act"** means the Companies Act, 2013, Rules made thereunder and includes Circulars, Notifications, Orders and Clarifications issued by the Government in relation thereto and any statutory amendments, modifications or re-enactment thereof from time to time.
 - b. **"Alter" or "alteration"** includes the making of additions, omission and substitution.
 - c. **"Articles"** means the Articles of Association of the Company as originally framed or as altered from time to time.
 - d. **"Authorised capital" or "nominal capital"** means such capital as is authorised by the Memorandum of Association of the Company to be the maximum amount of share capital of the Company.

- e. **"Beneficial Owner"** means a person or persons whose name is recorded as such with a Depository;
- f. **"Board of Directors"** or **"Board"**, means the collective body of the directors of the Company.
- g. **"Book and paper"** and **"book or paper"** includes books of account, deeds, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form.
- h. **"Branch Office"** in relation to a company, means any establishment described as such by the Company.
- i. **"Chief Executive Officer"** means an officer of the Company, who has been designated as such by the Company.
- j. **"Chief Financial Officer"** means a person appointed as the Chief Financial Officer of the Company.
- k. **"Company Secretary" or "secretary"** means a Company Secretary as defined in clause (c) of sub-Section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of a company secretary under this Act;
- l. **"Depository"** means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.
- m. **"Director"** means a director appointed to the Board of the Company.
- n. **"Financial statement"** includes a balance sheet as at the end of the financial year, profit and loss account for the financial year, cash flow statement for the financial year, a statement of changes in equity and any other documents forming part of the same in accordance with the Act.
- o. **"Financial year"** means a period of twelve months commencing from 1st of April and ending on the succeeding 31st of March.
- p. **"Manager"** means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of a company, and includes a director or any other person occupying the position of a manager, by whatever name called, whether under a contract of service or not.
- q. **"Managing Director"** means a director who, by virtue of these Articles of the Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.
- r. **"Member"** means member who is subscriber to the Memorandum of Association of the Company; every other person who agrees in writing to become a member of the Company and whose name is entered in the register of members of the company and every person holding shares of the company in electronic mode and whose name is entered as a beneficial owner in the records of a depository.
- s. **"Memorandum"** means the Memorandum of Association of the Company framed or as altered from time to time in pursuance of any previous company law or of this Act.
- t. **"Office"** means the Registered Office for the time being of the Company.
- u. **"Ordinary or Special resolution"** means an ordinary resolution, or as the case may be, special resolution referred to in section 114 of the Act.
- v. **"Paid-up share capital" or "Share Capital Paid-up"** means as defined in section 2(6) of the Act.
- w. **"Prescribed"** means prescribed under the Act.
- x. **"Registered Office"** means the office of the Company registered with the concerned Registrar of Companies as the registered office of the Company.
- y. **"Seal"** means the Common Seal of the Company.
- z. **"SEBI"** means Securities Exchange Board of India established under section 3 of the Securities Exchange Board of India Act, 1992.

aa. **“Securities”** means the securities as defined in clause (h) of Section 2 of the securities Contracts (Regulation) Act, 1956.

bb. **“Subscribed capital”** means such part of the capital which is for the time being subscribed by the members.

‘In Writing’ and ‘Written’ includes printing, lithography, offset, computer printing and other modes of representing or reproducing words in visible forms by electronic means, emails, fax etc., as may be contemporaneously acceptable.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine gender.

Unless the context otherwise requires, words and expressions contained in this Regulations shall bear the same meaning as the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the Company.

III. SHARE CAPITAL

6. The Authorised Share Capital of the Company is ₹ 2,00,00,000 (Rupees Two Crore) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs. 10 (Rupees Ten) each. ¹
7. Except to the extent allowed by section 67 of the Act, none of the funds of the Company shall be employed in the purchase of, or lent on the security of shares of the Company.
8. If the Company shall offer any of its shares to the public for subscription, the Directors shall not make any allotment thereof unless the conditions specified in Chapter III of the Act and regulations issued by SEBI from time to time in this regard.
9. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at premium or at par as they may from time to time think fit and proper.
10. As regards all allotments from time to time made, the Directors shall duly comply with the provisions of section 39 of the Act.
11. In accordance with the section 40 of the Act the Company may commission to any person in connection with the subscription to its securities.
12. The Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, or for services rendered to the Company in or about the conduct of its business, and shares which may be allotted may be issued as fully paid up shares, and if so issued shall be deemed to be fully paid up shares subject to Article 8.

¹ Article 6 was amended as follows:

- a. The capital of the Company was reduced from ₹ 25,00,000/- to ₹ 5,00,000/- by a Special Resolution with the Sanction of an Order of the High Court of Judicature at Bombay dated the 22nd April 1960 by which the minute following was interalia approved :-
 “The capital of the Company was by virtue of a Special Resolution of the Company with the sanction of an Order of the High Court of Judicature at Bombay dated the 22nd day of April 1960 reduced from ₹25,00,000/- divided in ₹ 50,000 shares of ₹ 50/- each to ₹5,00,000/- divided in ₹ 50,000 shares or Rs. 10/- each. At the date of the registration of this minute 36,450 of the said shares numbered 1 to 36450 both inclusive have been issued and are deemed to be fully paid up, and the remaining 13,550 shares of ₹ 10/- each are unissued.”
- b. The authorised capital of the Company was increased from ₹ 5,00,000/- divided into 50,000 equity shares to ₹10,00,000/- divided into 1,00,000 equity shares of ₹ 10/- by way of resolution passed at the extraordinary general meeting held on 12th August, 1966.
- c. The authorised capital of the Company was further increased from Rs.10,00,000/- divided into 1,00,000 equity shares to Rs.50,00,000/- divided into 5,00,000 equity shares of Rs. 10/- by way of resolution passed at the 69th annual general meeting held on 10th April, 1985.
- d. The authorised capital of the Company was further increased from ₹ 50,00,000/- divided into 5,00,000 equity shares to ₹1,00,00,000/- divided into 10,00,000 equity shares of ₹ 10/- by way of resolution passed at the extraordinary general meeting held on 30th April, 1992.
- e. The authorised capital of the Company was further increased from ₹1,00,00,000/- divided into 10,00,000 equity shares to ₹ 2,00,00,000/- divided into 20,00,000 equity shares of Rs. 10/- by way of resolution passed at the 100th annual general meeting held on 8th July, 2016.

13. Where any calls for further share capital are made on shares, such calls shall be made on an uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
14. If, by the conditions of allotment of any share, the whole or part of the amount or issue-price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his legal representative.
15. If any share stands in the names of two or more persons, the person first named in the Register of Members shall, as regard voting at the meeting, service of notice, and all or any other matter connected with the Company except the transfer of the share, the receipt of dividends and any other matter herein otherwise provided, be deemed the sole holder thereof, but joint holders of a share shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such share and for all incidents thereof according to the Articles.
16. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.
17. Subject to provisions of section 55 of the Act, the Company shall have power to issue preference shares which are, or at the option of the Company are liable to be redeemed and the Board resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
18. Regulations 2 to 4 and 6 to 8 of Table F with regard to issue of share certificates and variations of the rights of members respectively shall apply.

IV. CALLS

19. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares.
20. Each member shall upon receipt of notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
21. A call may be revoked or postponed at the discretion of the Board.
22. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
25. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, shall, for the purposes of these Regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
26. In case of non-payment of such sum as mentioned in Article 20 above, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
27. The Board may, if it thinks fit, receive from any member willing to advance, all or any part of the monies uncalled and unpaid upon any shares held by him. Interest shall be payable on the call received in advance as may be determined by the Board of Directors.
28. On the trial of hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the Register as holder or one of the holders of the shares in respect of which debt accrued and that the resolution making the call is duly recorded in the minute book and that notice of such call duly given to the member sued in pursuance of these Articles and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

29. Any money due from the Company to a member may without the consent of such member be applied by the Company in or towards payment of any money due from him to the Company for calls or otherwise.
30. Every member or his heirs, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares, which may, for the time being remain unpaid thereon, in such amounts at such time or times and in such manner as the Directors shall from time to time in accordance with the Company's regulations, require or fix for the payment thereof.

V. LIEN AND FORFEITURE OF SHARES

31. The Company shall have a first and paramount lien on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company. The Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. The Company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien.
32. Regulations 28 to 34 of Table F with regard to forfeiture of shares shall apply.

VI. TRANSFER OF SECURITIES

33. The Company shall not register a transfer of securities of the Company, other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer, in such form as may be prescribed, duly stamped, dated and executed by or on behalf of the transferor and the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the company by the transferor or the transferee within a period of sixty days from the date of execution, along with the certificate relating to the securities, or if no such certificate is in existence, along with the letter of allotment of securities:

Provided that where the instrument of transfer has been lost or the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

Provided further that, nothing in this Article shall prejudice the power of the Company to register, on receipt of an intimation of transmission of any right to securities by operation of law from any person to whom such right has been transmitted.

34. A transfer of securities or other interest in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.
35. An application for registration of a transfer of any share or shares may be made either by the transferor or by the transferee.
36. Where an application is made by the transferor alone and relates to partly paid shares, the transfer shall not be registered, unless the Company gives the notice of the application, in such manner as may be prescribed, to the transferee and the transferee gives no objection to the transfer within two weeks from the receipt of notice.
37. The instrument of transfer shall be in writing and in such form as may be prescribed. All the provisions of section 56 of the Act shall be duly complied with in respect of all transfers and of the registration thereof.
38. The Board may, subject to the right of appeal conferred by section 58 decline to register—
 - (a) the transfer of a share, not being a fully paid share or
 - (b) where the directors are of the opinion that the proposed transferee (not being already a member) is not a desirable person to be admitted to membership,
 - (c) any transfer of shares on which the Company has a lien, or

- (d) where it is not proved to the satisfaction of the Board that the proposed transferee is a person of sound mind.

Provided registration of a transfer shall not be refused on the ground of the transferor being indebted to the Company.

39. The Board may decline to recognise any instrument of transfer unless—
- (a) The instrument of transfer is in the form as prescribed in rules made under sub section (1) of section 56;
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
40. a) No transfer in any circumstances shall be made to any insolvent or person of unsound mind;
- b) The Company may transfer and register any fully paid-up share in the name of minors at the request of their natural guardian or their guardian appointed by a competent Court;
- c) The provisions of sub-article (b) hereof, shall not apply to shares which are not fully paid-up.
41. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
42. No fees shall be charged by the Company for the registration of transfer.
43. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
44. The executor or administrator of a deceased shareholder or a holder of a Succession Certificate or other legal representation in respect of shares of a deceased shareholder shall be the only person recognised by the Company as having any title to his share except in case of joint holders, in which case the surviving holder or holders or the executor or administrator of the last surviving holder shall be the only person entitled to be so recognized but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any shares jointly held by him. The Company shall not be bound to recognise such executor or administrator or holder unless he shall, have obtained probate or letters of administration or other legal representation as the case may be, from a duly constituted Court in India provided nevertheless that in special cases, and in such only it shall be lawful for the Directors to dispense with the production of such probate or letters of administration or other legal representation upon such terms as to indemnity or otherwise as to the Directors may seem fit subject to regulations made by SEBI.
45. Neither the Company nor the Board shall incur any liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purported to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of any person or persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company or the Board may have had notice of such equitable right, title or interest or notice of such notice referred thereto in any book of the Company and neither the Company nor the Board shall be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered to in some book of the Company, but the Board shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if in its absolute discretion shall so think fit.

VII. TRANSMISSION OF SECURITIES

46. Subject to provisions contained in these Articles, provisions contained in clauses 23 to 26 of Table F shall apply with regard to Transmission of Shares.

VIII. INCREASE, REDUCTION AND ALTERATION OF CAPITAL

47. The Company in general meeting may, from time to time, increase its authorised share capital by the creation of new shares of such amount as may be deemed expedient. The Company shall comply with the provisions of sections 61 of the Act.
48. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof or any subsequent general meeting before the issue thereof shall direct, and if no such directions be given, as the Directors shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the Company. Whenever the capital of the Company has been increased under the provisions of the Article, the Directors shall comply with the provisions of section 64 of the Act.
49. Where at any time the Company proposes to increase its subscribed capital by further issue of shares, the Board shall comply with the provisions of section 62 of the Act and regulations framed by SEBI in this regard.
50. In addition to and without derogating from the powers for the purpose conferred on the Directors under Article 9, the Company in general meeting may determine the terms of issue and to whom the shares to be issued.
51. Except so far as otherwise provided by the conditions of issue, or by these Articles, and capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien voting and otherwise.
52. The Company may, from time to time, by special resolution, reduce its capital and any capital redemption reserve fund in any manner and with and subject to any incident authorised and consent required by law. The Company shall comply with the provisions of section 66 of the Act.
53. Subject to the provisions of section 61, the company may, by ordinary resolution, —
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Convert all or any of its fully paid shares into stock, reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

IX. ISSUE OF SWEAT EQUITY SHARES

54. Subject to the provisions of section 54 of the Act, the Company shall have the power, by means of a special resolution to be passed at a general meeting of the Company, to issue sweat equity shares of a class of shares already issued.

X. CAPITALISATION OF PROFITS

55. Provisions contained in clauses 39 and 40 of Table F shall apply with regard to Capitalisation of profits.

XI. BUY BACK OF SHARES

56. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

XII. DEMATERIALISATION OF SHARES

57. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a Company in a dematerialized form pursuant to the Depositories Act, 1996.

58. Every person subscribing to securities offered by the Company shall have the option to receive security certificate or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the Applicable Law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities.
59. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

XIII. ISSUE OF BONUS SHARES

60. In accordance with section 63 of the Act, the Board of Directors duly authorised by members by resolution passed at the general meeting, may issue fully paid-up bonus shares to its members, in any manner whatsoever, by capitalising its
- Free reserves;
 - The securities premium account; or
 - The capital redemption reserve account

Provided that no issue of bonus shares shall be made by capitalising reserves created by revaluation of assets.

The Bonus shares shall not be issued in lieu of dividend.

XIV. BORROWING POWERS

61. Subject to the approval of members under section 180 of the Act, the Directors may, from time to time, at their discretion raise or borrow money by way of debentures, loans from banks and financial and credit institutions, deposits, if permissible under the Act and other credit instruments, for the purpose of the Company, on such terms and conditions and on such security as shall be thought fit in the best interest of the Company. The Borrowing shall be subject to regulations of the Reserve Bank of India with regard to Non-Banking Financial Companies (NBFC).
62. Subject to the provisions of Article 61 hereof, the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the shareholders in General Meeting shall prescribe, including by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
63. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
64. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
65. The Directors shall cause a proper register to be kept in accordance with the provision of section 85 of the Act of all mortgages and charges and shall duly comply with the requirements of the said Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or members or any other person, of the register of charges and of copies of instruments creating charges. The sum of rupees 200 shall be the sum payable by any person other than a creditor or member of the Company for each inspection of the register of mortgages and charges.

XV. GENERAL MEETINGS

66. In accordance with the provisions of section 96 of the Act, the Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting. Annual general meeting shall be held within a period of six months from the date of closing of the financial year and not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
67. Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday as declared by the Central Government and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.

68. All general meetings except the annual general meeting shall be called extra ordinary general meeting.
69. In accordance with section 100 of the Act, the Board may, whenever it deems fit, call an extra-ordinary general meeting. The Board shall also, at the requisition made by such number of members as specified in section 100(2)(a) of the Act, convene extra-ordinary general meeting in compliance with the Section 100 of the Act.
70. A general meeting of the Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode or through e-mail or as a notification providing electronic link or Uniform Resource Locator for accessing such notice in such a manner as may be prescribed.
71. A general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.
72. Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
73. The notice of every meeting of the Company shall be given to –
- (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member.
 - (b) the auditor or auditors of the Company;
 - (c) Secretarial Auditor, if any, and
 - (d) every director of the Company.
74. Any accidental omission to give notice to, or the non-receipt of such notice by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
75. In case of any general meeting (except annual general meeting) all business shall be deemed to be special. In accordance with section 102 of the Act, there shall be annexed to the Notice of general meeting a statement setting out the material facts concerning each item of special business to be transacted at the meeting and also
- (a) The nature of concern or interest, financial or otherwise, if any, in respect of each items of –
 - (i) Every director and the manager, if any;
 - (ii) Every other key managerial personnel; and
 - (iii) Relatives of the persons mentioned in sub-clauses (i) and (ii) ;
 - (b) Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
76. In the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than
- (i) The consideration of financial statements and the reports of the Board of directors and auditors.
 - (ii) The declaration of any dividend
 - (iii) The appointment of directors in place of those retiring.
 - (iv) The appointment of and the fixing of the remuneration of, the auditors.

XVI. PROCEEDINGS AT GENERAL MEETINGS

77. In accordance with section 103 of the Act, quorum shall be
- (i) Five members personally present if the number of members as on the date of the meeting is not more than one thousand;
 - (ii) Fifteen members personally present if the number of members as on the date of the meeting is more than one thousand but up to five thousand;
 - (iii) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
78. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

79. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be chairman.

XVII. ADJOURNMENT OF MEETINGS

80. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
81. If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the Company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
 - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled.
82. In case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the Company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.
83. If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.
84. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
85. Save as provided in the Article 82 when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

XVIII. VOTING RIGHTS

86. In accordance with the section 107 of the Act at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under Article 89 or the voting is carried out electronically in accordance with Article 87, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
87. In accordance with the section 108 of the Act, so long as the Company remains listed on any recognised national stock exchange it shall provide to its members facility to exercise their rights to vote on resolutions proposed to be considered at a general meeting by electronic means in such manner as may be prescribed.
88. In accordance with the section 110 of the Act and SEBI regulations so long as the Company remains listed on the recognised National Stock Exchange, the Company shall in respect of such items of business as may be prescribed transact through postal ballot. Such prescribed items of business may be transacted at a general meeting where the Company provides facility to member to vote by electronic means as provided in the Article 87.
89. Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by the members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such other higher amount as may be prescribed, has been paid-up.
90. The demand for a poll may be withdrawn at any time by the persons who made the demand.
91. (a) If a poll demanded on the election of a chairman or on a question of adjournment, it shall be taken forthwith.
- (b) A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman may direct.

92. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinise the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed.
93. The Chairman of the meeting shall have power to regulate the manner in which the poll shall be taken.
94. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
95. In the case of an equality of votes, whether on a show of hands, or on a poll or under electronic voting in accordance with Article 87, the chairman of the meeting shall be entitled to a second or casting vote in addition to the vote or vote to which he may be entitled as a member.
96. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
97. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
98. The voting rights of the members shall be as follows:-
 - (a) On a show of hands every member of the Company holding equity share capital therein and present in person shall have one vote on every resolution or question placed before the Company and upon a poll or where electronic voting facility has been provided his voting right or postal ballot shall be in proportion to his share of the paid-up equity capital of the Company ;
 - (b) In the event of the company at any time issuing preference share capital, every member of the Company holding any preference share capital shall in respect of such capital have a right to vote as provided for in section 47 of the Act.
99. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll or under electronic voting, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy; if any Member be a minor, the vote in respect of his share shall be by his guardian, or any one of his guardians, if more than one, to be elected in case of dispute by the Chairman of the Meeting.
100. Any person entitled under the transmission clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
101. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
102. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
103.
 - (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes;
 - (b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

XIX. PROXY

104. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

105. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.
106. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XX. BOARD OF DIRECTORS

107. Subject to the provisions of section 149 of the Act and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three or more than fifteen. The Company may in general meeting by special resolution increase or reduce the number of directors within the limit specified in this Article.
108. The Company may appoint more than fifteen directors after passing a special resolution.
109. The persons hereinafter named are the present Directors of the Company, that is to say: -
- I. Mr. Gaurav Swarup
 - II. Mr. Anish K Modi
 - III. Mr. Probir Roy
 - IV. Mr. Debanjan Mandal
 - V. Mr. Varun Swarup
 - VI. Ms. Devina Swarup
110. The Directors of the Company shall not be required to hold any qualification share.
111. The Directors shall liable to retire by rotation in accordance with the section 152 of the Act.
112. The Board shall have power to appoint additional directors within the limit specified in the Article 107.
113. The additional director appointed in terms of Article 112 shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held.
114. Save as provided in the Article 112 and the Act, every director shall be appointed by the Company in general meeting.
115. In accordance with Article 112, the Board may appoint any person as a director who has
- a. consented to act as such
 - b. been allotted Director's Identification Number (DIN), and
 - c. not been disqualified to act as such in accordance with the Act.
116. In accordance with section 161 of the Act the Board of Directors may appoint a person, not being a person holding any alternate directorship for any other director in the Company of holding directorship in the Company to act as an alternate director who for a director during his absence for a period of not less than three months from India. Such alternate director shall not hold office for a period longer than permissible to the director in whose place he has been appointed and shall vacate office if and when the original director returns to India. While appointing such alternate director the Board shall follow the conditions mentioned in Article 115.
117. In accordance with section 161 of the Act, the Board of Directors may fill the causal vacancy caused by the death, retirement, resignation or disqualification of a director who has been appointed at a general meeting. Appointment of such director shall be subsequently approved by members in immediate next general meeting.
118. Whenever the Directors enter into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of sections 149 and 161 of the Act, the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may

be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

119. If it is provided by the Trust Deed, security or otherwise, in connection with any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation. A Debenture Director shall not be bound to hold any qualification shares.
120. A director shall vacate the office in accordance with section 167 of the Act.
121. A director may resign from his office by giving a notice in writing to the Company. The Board shall on receipt of such notice take note of the same and the Company shall inform the Registrar in accordance with the Act.
122. Where all the directors of the Company resign from their offices in accordance with Article 120 or vacate their office in accordance with the Article 120, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the Company in general meeting.
123. Subject to Article 107 and provision of section 149 of the Act, the Board of Directors by passing a resolution in General Meeting shall appoint Independent Director(s) and woman director, if required by the Act.

XXI REMUNERATION OF DIRECTORS

124. The Directors shall be paid remuneration (including sitting fees) in such manner, periodicity and form as may be determined by the Board of Directors or by the members, if so required under the Act.
125. If any Director be called upon to perform extra services or special exertions or efforts the Board may determine extra remuneration for the same.

XXII. MANAGING DIRECTOR AND OTHER MANAGERIAL PERSONNEL

126. The Board of Directors shall have power to appoint from time to time any of its Member or Members as Managing Director(s) or Whole Time Director(s) or Manger of the Company (hereinafter referred to as "the Managerial Personnel")
127. The Managing Director or the Managing Directors shall, subject to such powers as the Act expressly directs or requires to be exercised or done by the Company in general meeting or by the Directors in the Board meeting, be entitled to the management of the whole affairs of the Company under the control and directions of the Board.
128. The Managing Director shall have the general management and control of the business affairs of the Company subject to supervision, control and direction of the Board of Directors.
129. The Managing Director(s) for the time being shall have substantial powers of the management of the affairs of the Company, power of engagement and dismissal of managers, engineers, assistants, clerks and labourers and the general direction and management of the business of the Company with full power to do all acts, matters and things deemed necessary proper or expedient for carrying on the business and concerns of the Company including the power to make such investments of the Company's funds as he shall think fit. The Managing Director may delegate all or any of the powers to such Managers, Agents or other persons as he may think fit, and shall have power to grant to any such persons such powers of attorney as he may deem expedient and such powers at pleasure to revoke.

XXIII. KEY MANAGERIAL PERSONNEL

130. The Board of Directors may, if required, from time to time appoint Key Managerial Personnel other than the Managerial Personnel as mentioned in Article 126 in accordance with section 203 of the Act and decide their remuneration and terms of appointment.

XXIV. DUTIES AND RESPONSIBILITIES OF DIRECTORS

131. A Director of the Company shall
- a. Act in accordance with the Articles of the Company.
 - b. Act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.
 - c. Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - d. Not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
 - e. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates
 - f. Not to assign his office.
 - g. To prepare and maintain accounts in accordance with the applicable accounting standards
 - h. To select such accounting policies and apply them consistently.
 - i. To give true and fair view of the state of affairs of the Company at the end of the financial year.
 - j. To take proper care for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
 - k. Act, Secretarial Standards, SEBI Regulations and all other laws applicable to the Company.
 - l. Such other duties as may be prescribed.

XXV. PROCEEDINGS OF THE BOARD

132. (a) The Board may elect a Chairman of its meetings and determine the period for which he is to hold office.
 (b) If no such Chairman is elected, or if at any meeting, the Chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.
133. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulates its meetings, as it thinks fit.
134. The Board of Directors shall meet time to time to transact the business of the Company. Four such meetings of the Board of directors shall be held every year in such a manner that not more than one hundred and twenty days' shall intervene between two consecutive meetings of the Board.
135. A director may and the manager or secretary, if any, on the requisition of a director shall, at any time, summon a meeting of the Board.
136. The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time.
137. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be called at shorter notice to transact urgent business in accordance with section 173 of the Act.
138. The quorum for a meeting of the Board of directors of the Company shall be one-third (any fraction of a number shall be rounded off as one) of its total strength (total strength shall not include directors whose places are vacant) or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.
139. Where the number of directors on the Board is reduced below the quorum fixed as per Article 138, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.

140. Where at any time the number of directors interested in accordance with section 184 of the Act, exceeds or is equal to two thirds of the total strength of the Board of directors, the number of non- directors present at the meeting, being not less than two, shall be the quorum during such time.
141. Where a meeting of the Board could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week.
142. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board, if any, shall be decided by a majority of votes.
143. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
144. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.
145. A committee may meet and adjourn as it thinks fit.
146. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present. If the Committee fails to arrive at a decision in the event of equality of votes the Chairman shall refer the matter to the Board.
147. Subject to provisions of sections 135, 177 and 178 of the Act, the Board of Directors shall constitute Corporate Social Responsibility Committee, Audit Committee and Nomination and Remuneration Committee respectively and such other committees as may be prescribed by SEBI so long as the securities of the Company are listed on any national recognised stock exchange.

XXVI. POWERS OF BOARD AND RESTRICTIONS

148. The Board of directors of a Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do, subject to the provisions contained in that behalf in the Act, or in the Memorandum or these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting.
149. The Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the Company or otherwise, to be exercised or done by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
150. Subject to Article 148, the Board of directors shall exercise the following powers on behalf of the Company by means of resolutions passed at meetings of the Board, namely: –
 - a. To make calls on shareholders in respect of money unpaid on their shares.
 - b. To issue securities, including debentures.
 - c. To borrow monies.
 - d. To invest the funds of the Company.
 - e. To grant loans or give guarantee or provide security in respect of loans.
 - f. To approve financial statement and the Board's report.
 - g. To diversify activities of the company.
 - h. To approve amalgamation, merger or reconstruction.
 - i. To take over a company or acquire a controlling or substantial stake in another company.
 - j. Any other matter which may be prescribed.

The Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the Company, the powers specified in clauses (c) to (e) on such conditions as it may specify.

151. The Board of Directors shall comply with the provisions of section 180 of the Act with regard to restrictions on its powers.
152. Subject to the Article 150, the directors may delegate any of the powers which are conferred on them under these Articles-

- (a) To such person or committee(s)
 - (b) By such means (including power of attorney)
 - (c) To such an extent
 - (d) In relation to such matters or territories, and
 - (e) On such terms and conditions;
- as it may think fit.

If the directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

153. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-
- (a) Meetings of directors or committees of directors.
 - (b) General meetings, or
 - (c) In exercise of their powers and the discharge of their responsibilities in relation to the Company.

XXV. SEAL

154. The Board shall provide for the safe custody of the Seal of the Company which shall not be affixed to any instrument except under the authority of a Resolution of the Board and except in the presence of at least one member of the Board and of such other person as the Board may appoint for such purpose and this one member and the person so appointed shall sign every instrument to which the Seal of Company is so affixed in their presence.

XXVI. DIVIDENDS AND RESERVES

155. Clauses 80 to 88 of Table F shall apply.

XXVII. ACCOUNTS

156. The Company shall prepare and keep at its registered office or such other place as may be decided by the Board, books of account and other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office(s), if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.
157. The Company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed.
158. The books of account and other books and papers maintained by the Company within India shall be open for inspection at the registered office of the Company or at such other place in India by any director during business hours.
159. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
160. The financial statements shall give a true and fair view of the state of affairs of the Company and comply with the accounting standards notified under section 133 of the Act and shall be in the Form as may be prescribed.
161. At every annual general meeting of a Company, the Board of directors of the Company shall lay before such meeting audited financial statements for the financial year, Board's Report and all other documents forming part of the same.

XXVIII. AUDIT

162. In accordance with the section 139(1) of the Act, Auditors shall be appointed by the members of the Company to hold office from the conclusion of that Meeting until the conclusion of the Annual General Meeting to be held next thereafter, or, as may be required under the Act, until the conclusion of the sixth annual general meeting, subject to provisions of ratification of appointment every year, if required. Members shall not re-appoint existing Auditors who has completed the maximum term as laid down in the section 139(2) of the Act.
163. The Board may fill any vacancy in the office of an auditor or auditors but while any such vacancy continued the remaining auditor or auditors if any, may act. Any Auditor appointed in any vacancy shall hold office until the conclusion of the next Annual General Meeting.
164. The remuneration of the auditor shall be fixed by the Company in the General Meeting or in such manner as the Company in the General Meeting may determine. In case, an auditor is appointed by the Board, his remuneration shall be fixed by the Board.
165. The Books of Accounts of the Company along with the vouchers and receipts and any statements of accounts shall be examined by the auditors appointed by the Company in an Annual General Meeting who shall report thereon to the Members of the Company.
166. The Auditors shall have the rights of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

XXIX. SERVICE OF DOCUMENTS

167. In accordance with section 20 of the Act, a Notice or any document may be given by the Company to any member by post, registered post, speed post, courier, hand delivery or electronic mode as may be prescribed.
168. In case of delivery by post, such service shall be deemed to have been effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the same is posted; and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

XXXII. WINDING UP

169. Clause 90 of Table F shall apply.

XXXIII. INDEMNITY

170. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

XXXIV. SECRECY

171. Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it may be in-expedient in the interest of the Company to communicate to the public.

XXXIV. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

172. Subject to relevant provisions of the Act, no Director of the Company shall be liable to the Company for:
- a. the act, receipts, neglects or defaults of any other Director or officer or employee;
 - b. any loss, damages or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company;
 - c. the insufficiency or deficiency of any Security in or upon which any of the monies of or belonging to the Company shall be placed out or invested;

- d. any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any money securities or effects shall be lodged or deposited;
 - e. any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, Securities or other assets belonging to the Company; or
 - f. any other loss damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto; unless the same happens by or through his negligence, default, misfeasance, breach of duty, breach of trust of which he may be guilty in relation to the Company or his failure to exercise the power in good faith with a view to the best interests of the Company with care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
173. Nothing herein contained shall relieve a Director or officer from the duty to act in accordance with the Act or relieve him from liability for a breach thereof.
174. Directors of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as are submitted to and authorised or approved by the Directors.
175. Subject to provisions of the Act, if any Director or officer of the Company is employed by or performs services for the Company otherwise than as a Director or officer or is a member of a firm or a Shareholder, Director or officer or officer of body corporate which is employed by or performs services for the Company, the fact of his being a Member, Director or officer of the Company shall not dis-entitle such Director or officer or such firm or body corporate, as the case may be from receiving proper remuneration for such services.

XXXVI. MISCELLANEOUS

176. The Board may, subject to provisions of the Act, as may be applicable. frame rules for any special matter not herein expressly provided for and may under like circumstances alter, vary or repeal any such rules.
177. The Company shall file, Annual Returns, Financial Statements with all the related documents and other forms and returns as required by the Act and the Rules in the manner permitted. Where the same are to be filed in the electronic mode under digital signature of the Director, or Company Secretary or such principal officer, the said person shall affix his digital signature under the authority of the Board of Directors by a resolution and cause the same to be filed in accordance with the Act and the Rules. Such persons shall keep their digital signature in safe custody.

Kolkata 700027
Date: 27th April, 2018

Gaurav Swarup
Chairman

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
I	Preliminary	I	Preliminary	Existing content shifted to Interpretation. New clauses added. Table F has been adopted to the extent applicable as against exclusion of Table A in the existing Articles of Association.
		II	Interpretation	Altered/substituted/and added. Marginal notes have been deleted.
		III	Capital	
4	Authorised Share capital	6	Authorised Share capital	No change. Renumbered
5	Company's Shares not to be purchased	7	Company's shares not to be purchased	Altered and renumbered
6	Restrictions on allotment	8	Restriction on allotment	Altered and renumbered
7	Allotment of shares	9	Shares under control of directors	Altered and renumbered
8	Returns of allotment	10	Returns of allotment	Altered and renumbered
9	Commission for placing shares	11	Commission for placing shares	Altered and renumbered
		12	Issue of shares other than cash	New article
10	Calls on shares to be on uniform basis	13	Calls on shares to be on uniform basis	Renumbered
11	Instalments on shares to be duly paid	14	Instalments on shares to be duly paid	Renumbered
12	Liability of joint holders of shares	15	Liability of joint holders of shares	Altered and renumbered
13	Trust not recognised	16		Renumbered
		17	Issue and redemption of preference shares	New article
14, 15 and 16	Certificates	18	Certificates	Altered and renumbered. Provisions of Table F to apply.
		IV	Calls	
17 to 24	Calls	19 to 30		Substituted/ Altered/ deleted and replaced.
		V	Lien and Forfeiture	
25 to 38	Forfeiture and Lien	31-32	Lien and Forfeiture	Substituted/ Altered/ deleted and renumbered. Provisions of Table F shall apply.
		VI	Transfer and Transmission	

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
39	Transfer not to be registered except on production of instrument of transfer	33	Transfer not to be registered except on production of instrument of transfer	Altered to bring in line with the section 56 of the Act. Renumbered
40	Transfer by legal representative	34	Transfer by legal representative	Renumbered
41	(a) Application for transfer	35	Application for transfer	Renumbered
	(b)	36		Altered and renumbered
42	Form of Transfer	37	Form of Transfer	Altered and renumbered
43	Directors may decline to register transfer	38	Directors may decline to register transfer subject to section 58	Altered and renumbered
44	Notice of refusal			Deleted
		39	The Board may decline to recognise any instrument of transfer	New article
45	Transfer to infant	40	Transfer to infant	Renumbered
46	When transfers retained			Deleted
		41	Execution of transfer deed	New
47	Transfer fee	42	Transfer fee	Renumbered
48	Closure of Register of Transfer	43		Altered and renumbered
49	Shares of Deceased shareholder	44	Shares of Deceased shareholder	Altered and renumbered
50	Transmission of shares			Incorporated in a separate article 46
51	The Company not liable for disregard of a notice prohibiting transfer of shares	45	The Company not liable for disregard of a notice prohibiting transfer of shares	Renumbered
		VII	Transmission	
		46	Transmission	In place of Article 50
		VIII	Increase, Reduction and Alteration of Capital	
52	Power to increase capital	47	Power to increase capital	Altered and renumbered
53	On what conditions new shares may be issued	48	On what conditions new shares may be issued	Altered and renumbered

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
54	Further issue of capital	49	Further issue of capital	Substituted and renumbered
55	Shares under control of general meeting	50	Shares under control of general meeting	Altered and renumbered
56	How far new shares to rank shares in original capital	51		Renumbered
57	Reduction of capital	52	Reduction of capital	Altered and renumbered
58	Sub division and consolidation of shares	53	Sub division and consolidation of shares	Substituted and renumbered
59	Sub-division into preferred and ordinary			Deleted
60	Power to modify rights			Deleted
		IX	Issue of Sweat Equity shares	
		54		New Article
		X	Capitalisation of Profit	
		55		Substituting articles 162,163,164 and 165
		XI	Buy back of shares	
		56		New Article
		XII	Dematerialisation of shares	
		57, 58 and 59		New Articles
		XIII	Issue of Bonus Shares	
		60		Substituting article 161
		XIV	Borrowing Powers	
61	Power to borrow	61	Power to borrow	Substituted
62	Conditions on which money may be borrowed	62	Power to borrow	Substituted
63	Securities may be assignable free from equity	63		No change

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
64	Issue at discount etc or with special privilege	64	Debenture under control of directors	Substituted
65	Register of Mortgage	65	Register of Mortgage	No change except inspection fee to others increased from Re 1 to Rs. 200
		X	General Meetings	
66	Annual General Meeting	66	Annual General Meeting	Substituted
67		67		Altered
68	Extra Ordinary General Meeting	68	Extra Ordinary General Meeting	No change
69	Calling of EGM	69	Calling of EGM	Altered
70	Notice of meetings	70	Notice of meetings	Altered
		71	Shorter Notice	New Article
71	Contents and manner of serving notice	72, 73 and 74	Contents and manner of serving notice	Substituted, added and renumbered
72	Explanatory Statement	75	Statement to be annexed to the Notice	Substituted and renumbered
		76	Ordinary business	New Article
73	Quorum	77	Quorum	Substituted and renumbered
74	Quorum to be present	78	Quorum to be present	No change and renumbered
75	Chairman of general meeting	79	Chairman of general meeting	No change and renumbered
76	When quorum not present meeting to be dissolved or when to be adjourned	80 to 85	Adjournment of meeting	Substituted, added and renumbered
77	What is to be evidence of the passing of resolution where poll is not demanded	86	Voting by show of hands	Substituted and renumbered
		87	Electronic voting	New Article
		88	Postal Ballot	
78	Demand for poll	89	Demand for poll	Substituted and renumbered
		90	Withdrawal of poll	New Article
79	Time of taking poll	91	Time of taking poll	No change and renumbered
80	Right of member to use his votes differently			Deleted
81	Scrutinisers at poll	92	Scrutinisers at poll	Substituted and renumbered
82	Manner of taking poll and result thereof	932 & 94	Manner of taking poll and result thereof	Substituted and renumbered

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
83	Power to adjourn general meeting			Deleted as already covered by Articles 80 to 85
84	Casting vote	95	Casting vote	Altered and renumbered
85	Business may proceed notwithstanding demand for poll	96		No change and renumbered
86	Chairman's decision conclusive	97	Chairman's decision conclusive	No change and renumbered
87 to 91				Deleted
92	Voting Rights	98		Altered and renumbered
93	Representation of corporation			Deleted
94	Member of unsound mind, etc how to vote	99		Altered and renumbered
95	Vote where shares under transmission	100		No change and renumbered
96	Joint holders	101	Joint Holders	Substituted and renumbered
97	Restriction on voting rights	102		No change and renumbered
98	Objection to vote	103		No change and renumbered
99 to 107	Proxy	104 to 106		Substituted and renumbered
108 to 125	Directors	107 to 153		They have been either altered, substituted, added new articles and renumbered.
126 to 141	Proceedings of Directors Meeting			They have been either altered, substituted, added new articles and renumbered.
142 to 145	Minutes			Deleted
146 to 147	Powers of Directors			They have been either altered, substituted, added new articles and renumbered.
148	Managing Director , Managing Agent & Secretaries & Treasurers			They have been either altered, substituted, added new articles and renumbered.
149 to 150	The Secretary			They have been either altered, substituted, added new articles and renumbered.
151	Registers			Deleted
152	Seal	154	Seal	Substituted and renumbered
153 to 171	Dividends	155	Dividends	Substituted and renumbered
172 to 174	Accounts	156 to 161	Accounts	Substituted and renumbered
175	Audit	162 to 166	Audit	Substituted, added new articles and renumbered

COMPARATIVE TABLE OF AMENDMENTS				
Existing Article No	Content	Revised Article No	Content	Remarks
176	Notices	167 & 168	Service of Documents	Substituted and renumbered
177	Winding up	169	Service of Documents	Substituted and renumbered
178 & 179	Indemnity	170 & 171		No change and renumbered
180	Secrecy clause	172		No change and renumbered
		173 to 176	For the protection of directors and officers	New Articles
		177 & 178	Miscellaneous	New Articles

SCHEME OF AMALGAMATION

BETWEEN
NEW HOLDING AND TRADING COMPANY LIMITED

...the Transferor Company

AND
INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED

...the Transferee Company

AND
THEIR RESPECTIVE SHAREHOLDERS

(Under sections 233 and other applicable sections of the Companies Act, 2013 read with read with the relevant Rules, Notifications, Circulars and Orders issued under the Companies Act, 2013)

PREAMBLE

A. An Overview of Scheme of Amalgamation

- This Scheme of Amalgamation is presented under the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2006 under fast track route for amalgamation of New Holding and Trading Company Limited (Transferor Company – or Wholly Owned Subsidiary) with Industrial and Prudential Investment Company Limited (Transferee Company).
- Transferor Company is a wholly owned subsidiary of Transferee Company. Therefore, Transferee Company will not issue any shares under the Scheme of Amalgamation. The existing holding of Transferee Company in Transferor Company shall stand cancelled under this Scheme of Amalgamation.
- In addition, the Scheme of Amalgamation also provides for various other matters consequential or otherwise integrally connected therewith.

B. Background and Description of Companies

1. New Holding and Trading Company Limited (Transferor Company)

The Transferor Company was incorporated on the 31st day of December, 1981 as a private limited company under the Companies Act, 1956 having jurisdiction of the Registrar of Companies, Maharashtra, Mumbai. It became a deemed public limited company from 14th June 1985 pursuant to Section 43A of the Companies Act 1956. It became full-fledged public limited by passing a special at an extra-ordinary general meeting of the Company held on 15th November 2002 to comply with the provisions of Section 3(1)(iv)(c) of the Companies Act 1956 as amended by the Companies Act, 2000.

By order dated 7th November, 2016 of the Regional Director (Western Region), the Registered Office of the Transferor Company was shifted from the State of Maharashtra to the State of West Bengal. In accordance with the said order of the Regional Director (Western Region), the Registrar of Companies, West Bengal, Kolkata issued a fresh Certificate of Incorporation registering the change of situation of registered office of the Company. The old CIN of the Transferor Company was U65990MH1981PLC025981. After shifting of the Registered Office the new CIN of the Company is U65990WB1981PLC218505.

The Transferor Company was registered as a Non Deposit accepting Non Banking Finance Company with the Reserve Bank of India, Mumbai Office bearing Registration Number 13.00331 dated 11th March 1998 After transfer of the Registered Office the Reserve Bank of India, Kolkata office issued a fresh Certificate of Registration bearing registration number B-05.07039 dated 29th March 2017.

The main objects of the Transferor Company are laid down in the Memorandum of Association in Clause III A.

- (1) To carry on business of an investment Company, and to invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture-stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature, whether incorporated or otherwise and wheresoever constituted or carrying on investment business, and shares, stocks, debentures, debenture-stock, bonds, notes, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioner, trust, municipal, local or other authority or body of whatever nature in India or abroad.
- (2) To acquire any shares, stocks, units, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, participation, tender, purchase exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to underwrite or guarantee the subscription thereof.

Transferor Company is a wholly owned subsidiary of the Transferee Company.

2. Industrial and Prudential Investment Company Limited (Transferee Company)

The Transferee Company was incorporated on the 26th day of August, 1913. At the time of incorporation its name was Industrial & Prudential Assurance Co. Ltd having registration no 374. Its object from Assurance business to Investment business was changed on 11th June, 1959. Consequently, its name was changed to Industrial & Prudential Investment Co. Ltd. on 11th day of July, 1959.

By order dated 7th November, 2016 of the Regional Director (Western Region) the Registered Office of the Transferee Company was shifted from the State of Maharashtra to the State of West Bengal. In accordance with the said order of the Regional Director (Western Region), the Registrar of Companies, West Bengal, Kolkata issued a fresh Certificate of Incorporation registering the change of situation of registered office of the Company. The old CIN of the Transferee Company was U65990MH1913PLC000374. After shifting of the Registered Office the new CIN of the Company is U65990WB1913PLC218486.

The Transferee Company was registered as a Non Deposit accepting Non Banking Finance Company with the Reserve Bank of India, Mumbai Office bearing Registration Number 13.00335 dated 11th March 1998 After transfer of the Registered Office the Reserve Bank of India, Kolkata office issued a fresh Certificate of Registration bearing registration number B-05.07057 dated 12th December 2017.

The Objects of the Transferee Company are laid down in the clause 3 of the Memorandum of Association. Principal objects inter alia are as follows.

- (a) To carry on the business of an Investment Trust Company and to undertake and to transact all kinds of trust and agency business.
- (b) To invest the capital and other monies of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stock, bonds, mortgagers, obligations and securities of any kind issued or guaranteed by any Company, corporation, firm or undertaking of whatever nature and wheresoever constituted or carrying on business and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any Government, Indian or otherwise Sovereign Ruler, Commissioners, Municipal, Local or other public authority or body of whatsoever nature, whether in India or elsewhere.
- (c) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities, by original subscription, participation in syndicates, tender, purchases, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

The Transferee Company is a listed company and its shares are listed on the Bombay Stock Exchange (BSE Ltd.)

C. RATIONALE OF THE SCHEME OF AMALGAMATION

1. The Transferor Company and the Transferee Company are registered with the Reserve Bank of India as Non-banking Finance Company (NBFC). Both are engaged in the business of dealing in investments in securities.

2. Both, the Transferor and the Transferee Companies are engaged in the same business. In order to avail of economic advantage and avoid duplication of administrative and managerial efforts, it is proposed to reorganize and consolidate the business operations of the Transferor Company and the Transferee Company in a manner that the value for the shareholder(s) can be maximized. This will have extra potential for growth and profitability.
3. The amalgamation would help the Transferee Company to rationalise incidence of dividend distribution tax. Consequently this will enhance the value for the stakeholders.
4. In view of the above, it is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company under section 233 and other applicable sections of the Companies Act, 2013 read with the relevant Rules, Notifications, Circulars and Orders issued under the Companies Act, 2013 (hereinafter collectively referred to as "the Act").
5. Amalgamation will take place from the appointed date and shall be in compliance with the relevant provisions of the Income-tax Act, 1961.

D. PARTS OF THE SCHEME

This Scheme of Amalgamation is divided into the following parts:

- (i) Part I deals with introduction of the Scheme
- (ii) Part II deals with the transfer and vesting of the Undertaking) of the Transferor Company to and in the Transferee Company, consideration, accounting treatment and legal covenants.
- (iii) Part III deals with taxation and other matters
- (iv) Part IV deals with reorganization of share capital of the Transferee Company
- (v) Part V deals with the general terms and conditions of the Scheme.

PART I

INTRODUCTION OF THE SCHEME

1. Definitions:

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- 1.1. **"Act"** means the Companies Act, 2013 read with read with the relevant Rules, Notifications, Circulars and Orders issued under the Companies Act, 2013.
- 1.2. **"Transferor Company Undertaking"** means and includes its all the business, assets and liabilities as on the Appointed Date including the assets and liabilities acquired/incurred on and from the Appointed Date up to the Effective Date, which inter-alia shall include without limitation:
 - i. all the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building, vehicles, fixed assets, work in progress, current assets, investments, reserves provisions, funds, licenses, registrations, memberships of professional associations, other associations and clubs, certificates, permissions, consents approvals from state, central municipal or any other authority for the time being in force, concessions (but not limited to income tax, GST, excise duty, service tax or customs, and other incentives of any other nature whatsoever), remissions, subsidies, guarantees, bonds, copyrights, patents, trade names, trademarks and other rights and licenses and including any applications in respect thereof, tenancy rights leasehold rights, premises, ownership flats, hire purchase, lending arrangements, benefits of security arrangements, security contracts, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, contracts, deeds, instruments, agreements and arrangements, powers, authorities, permits, registrations/licenses etc including pertaining to expatriates, allotments,

privileges, liberties, advantages, easements and all the right title interest, goodwill benefit and advantage, deposits, funds, cash bank balances accounts and all other rights benefits of all agreements, subsidies grants incentives tax credits (including but not limited to credits in respects of income tax, minimum alternate tax i e tax on book profits fringe benefit tax value added tax sales tax, service tax etc) tax benefits, tax, losses (unabsorbed allowances) and other claims and powers, all books of accounts, documents and records of whatsoever nature and where so ever situated belonging to or in the possession of granted in favour of or enjoyed by the Transferor Company as on date immediately preceding the Appointed Date

- ii. all the debts, present and future liabilities, payables, contingent liabilities, duties and obligations (including duties/ rights/ obligations under any agreement, contracts, applications, letters of intent or any other contracts) as on the date immediately preceding the Appointed Date; and
- iii. all employees on the rolls of the Transferor Company on the closing hours of the date immediately preceding the Effective Date.

- 1.3. **"Appointed Date"** means 1st day of April, 2018 or such other date as may be approved by the Regional Director, Eastern Region/National Company Law Tribunal under the Act or any other appropriate authority;
- 1.4. **"Board"** means the Board of Directors of the Transferor Company or of the Transferee Company as the context may require, and includes a committee of such Board, where the context so requires;
- 1.5. **"Control"** means and includes control as defined under section 2 sub section 27 of the Companies Act 2013.
- 1.6. **"Effective Date"** means the last of the dates on which all the orders, sanctions, approvals, consents, conditions, matters or filings referred to in Clause 10.3 hereof have been obtained or filed.

The Scheme set out herein in its present form or with any modification(s) and amendment(s) made and, approved or imposed or directed by the Regional Director, Eastern Region/National Company Law Tribunal under the Act or any other appropriate authority shall be effective from the Appointed Date but shall be made operative from the Effective Date;

- 1.7. **"Promoters"** means and includes the Holding Company.
- 1.8. **"Scheme"** means this Scheme of Amalgamation made under the Act
- 1.8 **"Shareholder"** means the Shareholders of the Transferor Company and the Transferee Company
- 1.9 **"Transferred Assets"** means the assets pertaining to the Transferor Company.
- 1.10 **"Transferred Liabilities"** means the liabilities pertaining to Transferor Company.

2. SHARE CAPITAL:

- 2.1. The Equity Share Capital of the Transferor Company as on 31st March, 2018 is as under:

Authorised Share Capital	Amount in Rupees
840 Non-cumulative Redeemable Preference Shares of ₹100 each	84,000
9035 Equity Shares of ₹ 100 each	9,03,500
125 Unclassified Equity Shares of ₹ 100 each	12,500
Total	10,00,000
Issued, Subscribed and Paid up Share Capital	Amount in Rupees
5,025 Equity shares of ₹ 100 each	5,02,500

At the Annual General Meeting held on 22nd May, 2018 the members by a special resolution reorganized the authorized share capital by converting

1. 840 Non-cumulative Redeemable Preference Shares of Rs. 100 each into 840 Equity Shares of ₹100 each and
2. 125 Unclassified Equity Shares of ₹ 100 each into 125 Equity Shares of ₹100 each.

Therefore, the current authorized share capital is 10,000 equity shares of ₹ 100 each aggregating ₹10,00,000.

The Issued, Subscribed and Paid-up Capital remains unchanged at 5,025 Equity Shares of ₹ 100 each aggregating ₹ 5,02,500.

Shareholding Pattern before amalgamation as at 31st March, 2018

Name of Shareholder	No. of Shares	Amount in Rupees
The Transferee Company	4,965	4,96,500
Six Nominees of the Transferee Company	60	6,000
Total	5,025	5,02,500

Sr No	Names of Nominees	No. of Shares	Amount in Rupees
1	Mr. Gaurav Swarup	10	1,000
2	Mr. Vikram Swaruup	10	1,000
3	Mr. Varun Swarup	10	1,000
4	Ms. Devina Swarup	10	1,000
5	Mr. Arun Singhanian	10	1,000
6	Mr. HIRAK GHOSH	10	1,000
	Total	60	6,000

2.2. The Equity Share Capital of the Transferee Company as on 31st March, 2018 is as under:

Authorized Share Capital	Amount in Rupees
20,00,000 Equity Shares of ₹10 each	2,00,00,000
Issued, Subscribed and Paid up Share Capital	Amount in Rupees
17,45,340 Equity Shares of ₹10 each	1,74,53,400

Shareholding Pattern before amalgamation as at 31st March, 2018

Sr No	Names of Nominees	No. of Shares	Amount in Rupees
1	Promoters	11,50,065	1,15,06,500
2	Public	5,95,275	59,52,750
	Total	17,45,340	1,74,53,400

2.3 As no shares will be issued on Amalgamation there will be no increase in Issued, Subscribed and Paid-up Capital of the Transferee Company.

PART II

AMALGAMATION

3. TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY TO TRANSFEREE COMPANY

- 3.1 With effect from the Appointed Date and subject to the Scheme, and subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to the Act and without any further act or deed, the Transferor Company Undertaking shall stand transferred to and vested in or be deemed to have been transferred from and transferred to and vested in as a going concern together with the Transferred Assets and Transferred Liabilities, so as to become as and from the Appointed Date, the undertaking of the Transferee Company with all the estate, assets, rights, title, interest authorities therein, licenses, approvals and permissions in respect of, or pertaining to the business of the Transferor more particularly described in the Part I.
- 3.2 In relation to the Transferred Assets belonging to the Transferor Company, which require separate documents of transfer, the Transferor and Transferee Company, in whose favor the Transferred Assets are proposed to be transferred, will execute separate deeds, documents or such other instruments or writings or create evidence, if any as may be necessary.

EXHIBIT B

Notice to the Shareholders

- 3.3 All assets, estate, rights, title, interest and authorities acquired by the Transferor Company after the Appointed Date and prior to the Effective Date for operation of the Transferor Company's undertaking shall also stand transferred to and vested in the Transferee Company upon the coming into effect of this Scheme.
- 3.4 Upon this Scheme coming into effect and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Company and which are subsisting or having effect immediately before the Effective Date, shall vest in favor of the Transferee Company, in the manner mentioned herein and may be enforced as fully and effectually, as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.
- 3.5 Without prejudice to the other provisions of this Scheme, the Transferee Company in whose favor the Transferor Company's Undertaking are proposed to be transferred, may, at any time, after the Scheme comes into effect if so required, under any law or otherwise, execute deeds, confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which Transferor Company is a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions the Transferor Company will, if necessary, also be a party to the above. The Transferee Company in whose favor the Transferred Asset is transferred, shall, under the provisions of this Scheme, be deemed to be authorized to execute any deeds, documents or such writings on behalf of Transferor Company with respect to that Transferred Asset and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
- 3.6 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon coming into effect of this Scheme, all consents, permissions, certificate, authorities given by, issued to or executed in favor of Transferor Company in respect of the Transferor Company's Undertakings shall stand transferred to and be available to the Transferee Company against its respective Transferred Assets, as if the same were originally given by, issued to or executed in favor of or for the Transferee Company and the rights and benefits under the same shall be available to the Transferee Company against its respective Transferred Assets.
- 3.7 It is hereby clarified that if any of the Transferred Assets (estate, rights, title, interest in or authorities relating to such or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Transferor Company's Undertakings which the Transferor Company owns or to which the Transferor Company is a party to, cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust and for the benefit of such Transferee Company until the same are transferred to and vested in to that Transferee Company.
- 3.8 It is clarified that, upon the Scheme coming into effect, the transferred liabilities and obligations of the Transferor Company, as on the Appointed Date shall be deemed to have been transferred to the Transferee Company in the manner herein and to the extent there are outstanding dues payable on the Appointed Date shall, without any further act or deed be and stand transferred to the Transferee Company and shall become the liabilities and obligation of the Transferee Company. Accordingly, the Transferee Company shall meet, discharge and satisfy the liabilities and such liability shall include:
- (i) the liabilities which arose, out of the activities or operations of the Transferor Company;
 - (ii) the loans or borrowings raised, incurred and utilized for the activities or operations of the Transferor Company; and
 - (iii) the liabilities that are incurred by the Transferor Company on and from to the Appointed Date till the Effective Date.
- 3.9 Where any of the Transferred Liabilities and obligations of the Transferor Company as on the Appointed Date are deemed to be transferred to the Transferee Company and such obligations will be discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company, and all loans raised and used and all liabilities and obligations incurred by the Transferor Company for the operations after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they

are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

- 3.10 This part of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the Income-tax Act, 1961. If any terms or provisions of the Scheme is / are inconsistent with the provisions of the Income-tax Act, 1961, the provisions of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent necessary to comply with provisions of the Income-tax Act, 1961; such modification not to affect other parts of the Scheme.

4. CONSIDERATION

- 4.1 Upon the Scheme coming in to effect, all equity shares of the Transferor Company (either directly or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Transferee Company in lieu of the Transferor Company.
- 4.2 Upon the Scheme coming in to effect, the shares or share certificates of the Transferor Company held by the Transferee Company shall without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect without any necessity of them being surrendered.

5 ACCOUNTING TREATMENT OF THE TRANSFEE COMPANY

- 5.1 As a part of the Scheme and consequent to the amalgamation:
- (a) The Accounting Treatments will be given in the Books of Accounts of the Transferor Company and the Transferee Company in accordance with the applicable IND-AS.
 - (b) The Assets and Liabilities of the Transferor Company shall be transferred at the values appearing in the books of the Transferor Company immediately before the amalgamation which are set forth in the books of accounts of the Transferor Company on the close of business hours as on 1st April, 2018.
 - (c) No shares will be issued by the Transferee Company under the Scheme as the Transferor Company is a wholly owned subsidiary of the Transferee Company. After amalgamation the issued, subscribed and paid up equity share capital of the Transferee Company shall remain unchanged at 17,45,340 Equity Shares of ₹10 each aggregating ₹ 1,74,53,400.

6 LEGAL COVENANTS

- 6.1 Upon the coming into effect of the Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company, whether pending on the Appointed Date, or which may be instituted any time in the future shall be continued and enforced by or against the Transferee Company after the Effective Date;
- 6.2 If proceedings are taken against the Transferor Company in respect of the matters referred to in Clause 6.1 above, it shall defend the same in accordance with the advice of the Transferee Company in whose favor the liabilities are transferred and at the cost of the Transferee Company, and the latter shall reimburse and indemnify and hold harmless the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof; and
- 6.3 The Transferee Company in whose favor the assets and liabilities are transferred undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 6.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company.
- 6.4 With effect from the Appointed Date and up to and including the Effective Date:
- (a) the Transferor Company shall be deemed to have been carrying on and to be carrying on all business

activities and stand possessed of all the estate, assets, rights, title, interest and authorities of the Transferor Company for and on account of and in trust for and the benefit of the Transferee Company; and

- (b) all profits accruing to the Transferor Company, or losses arising or incurred by it (including the effect of taxes, if any, thereon), relating to the Transferor Company shall for all purposes, be treated as the profits, taxes or losses, as the case may be, of that Transferee Company.

- 6.5 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Company shall conduct the operations in the ordinary course of business in trust for the Transferee Company. The Transferor Company undertakes that it will from the Appointed Date and up to and including the Effective Date preserve and carry on with diligence, and prudence and agrees that it will not, in any material respect without the prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose of the Transferor Company or recruit new employees or conclude settlements with union or employees, in each case except in the ordinary course of business or undertake substantial expansion of the Transferor Company, other than expansions which have already been commenced.
- 6.6 The transfer and vesting of the assets, liabilities and obligations of the Transferor Company Undertakings under Clause 3 and the continuance of the proceedings by or against the Transferee Company under Clause 6.1 hereof shall not affect any transaction or proceedings already completed by the Transferor Company on or before the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts deeds and things done and executed by and on behalf of the Transferee Company.

PART III

7 TAXATION AND OTHER MATTERS

- 7.1 With effect from the Appointed Date, all the profits or income accruing or arising to Transferor Company, and all expenditure or losses arising or incurred by Transferor Company shall, for all purposes, be treated (including all taxes, if any, paid or accruing in respect of any profits and income) and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of Transferee Company. Moreover, Transferee Company shall be entitled to revise its statutory returns relating to indirect taxes like sales tax/ service tax/excise, etc. and to claim refund/credits and/or set off all amounts under the relevant laws towards the transactions entered into by Transferee Company and Transferor Company which may occur between the Appointed Date and the Effective Date. The rights to make such revisions in the sales tax returns and to claim refunds/credits are expressly reserved in favour of Transferee Company.
- 7.2 Upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall be entitled, wherever necessary and pursuant to the provisions of this Scheme, to file or revise their financial statements, tax returns, tax deduction at source certificates, tax deduction at source returns, and other statutory returns, and shall have the right to claim refunds, advance tax credits, credit for Minimum Alternate Tax, carry forward of losses and unabsorbed depreciation, deductions, tax holiday benefits, deductions or any other credits and/ or set off of all amounts paid by the Transferor Company or the Transferee Company under the relevant laws relating to Income Tax, Value Added Tax, Service Tax, Central Sales Tax, Goods and service Tax or any other tax, as may be required consequent to the implementation of the Scheme.
- 7.3 Transferee Company shall be entitled to revise its all Statutory returns relating to Direct taxes like Income Tax and Wealth Tax and to claim refunds/advance tax credits and/or set off the tax liabilities of Transferor Companies under the relevant laws and its rights to make such revisions in the statutory returns and to claim refunds, advance tax credits and/or set off the tax liabilities is expressly granted.
- 7.4 It is expressly clarified that with effect from the Appointed Date, all taxes payable by Transferor Companies including all or any refunds of the claims/TDS Certificates shall be treated as the tax liability or refunds/claims/TDS Certificates as the case may be of Transferee Company.

- 7.5 It is expressly clarified that with effect from the Appointed Date, all taxes payable by Transferor Companies including all or any refunds of the claims/TDS Certificates shall be treated as the tax liability or refunds/claims/TDS Certificates as the case may be of Transferee Company.
- 7.6 From the Effective Date and till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Companies in the relevant bank's/DP's books and records, the Transferee Company shall be entitled to operate the bank/demat accounts of Transferor Companies in their existing names.
- 7.7 Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of Transferor Companies shall stand transferred by the order of the Regional Director to Transferee Company, Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning Regional Director (Central Government).

PART IV

REORGANISATION OF SHARE CAPITAL OF TRANSFEE COMPANY

8 COMBINATION OF AUTHORISED SHARE CAPITAL

- 8.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of Transferor Company as on the Effective Date and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders of Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under the applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duty and fees paid on the authorized share capital of Transferor Company Undertakings shall be utilized and applied to the increased authorized share capital of Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by Transferee Company for increase in the authorised share capital to that extent.
- 8.2 Accordingly, upon sanction of this Scheme, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of Transferee Company be and is hereby replaced with the following:

Clause V of the Memorandum of Association

- "5. The capital of the Company is ₹ 2,10,00,00 capable of being increased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf.
- "6. The said capital is divided into 21,00,000 shares of ₹ 10 each."

Article 4 of the Articles of Association.

- "4. The authorized Share Capital of the Company is ₹ 2,10,00,000 (Rupees Two Crore Ten Lakhs) divided into 21,00,000 (Twenty-One Lakh) Equity Shares of ₹ 10 (Rupees Ten) each."

9 DISSOLUTION OF TRANSFEROR COMPANY

- 9.1 On the Scheme becoming effective, Transferor Company shall stand dissolved without being wound-up.

PART V

10 GENERAL TERMS AND CONDITIONS

- 10.1 The Transferor Company and the Transferee Company shall make necessary applications before the Hon'ble

EXHIBIT B

Notice to the Shareholders

- Regional Director of Eastern Region (Ministry of Corporate Affairs) or National Company Law Tribunal for the sanction of this scheme under Sections 233 of the Act.
- 10.2 The Board of Transferor Company and the Board of Transferee Company shall be empowered to modify/amend the Scheme so as to remove such difficulties as may arise in the course of implementation of the Scheme including transfer of assets and liabilities, subject to such modifications as may be directed by the Hon'ble Regional Director of Eastern Region (Ministry of Corporate Affairs) or National Company Law Tribunal.
- 10.3 The Scheme is conditional upon and subject to:
- A. The Scheme being agreed to by the respective requisite majorities of members of the Transferor Company and the Transferee Company as required under the Act and requisite orders of the Hon'ble Regional Director (Eastern Region (Ministry of Corporate Affairs) is obtained.
- B. The certified copies of the Orders of the Regional Director (Eastern Region) referred to in this Scheme being filed with the Registrar of Companies, West Bengal, Kolkata.
- 10.4 The Boards of Transferor Company and the Board of Transferee Company, either by themselves or through a committee or any person authorised by them on their behalf, may, in their full and absolute discretion, assent to any alteration or modification to this Scheme which the Hon'ble Regional Director of Eastern Region (Ministry of Corporate Affairs) or National Company Law Tribunal, as may deem fit to approve or impose.
- 10.5 If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Company, and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of this Scheme.
- 10.6 All costs, charge, liens and expenses in relation to or in connection with or incidental to this Scheme or the implementation thereof shall be borne and paid by the Transferee Company.
- 10.7 In the event of this Scheme failing to take effect finally by 31st March, 2019 or by such later date as may be mutually agreed by the Board of respective Companies, this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by any of the Transferor Company and the Transferee Company or its shareholders or creditors or employees or any other person. In such case, the Transferor Company and the Transferee Company shall bear its own costs or as may be mutually agreed.

Kolkata 700027
Date: 27th April, 2018

Gaurav Swarup
Chairman

Directors' Report for the year ended 31st March, 2018

To

The Shareholders,

Your directors have pleasure in submitting the ANNUAL REPORT relating to the affairs of the Company together with Audited Financial Statements of the Company for the year ended March 31, 2018.

FINANCIAL RESULTS

₹ in lakhs

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
	Amount - ₹	Amount - ₹
Income	920.52	814.13
Expenditure		
(a) Expenses	51.41	76.73
(b) Provision for Corporate Social Responsibility	13.25	11.00
Profit before taxation	855.86	726.40
Provision for taxation		
Current tax		
--- For the year	40.00	31.00
--- Relating to earlier years	(7.92)	-
Total Tax	32.08	31.00
Net Profit after taxation	823.78	695.40
Dividend (Payable, if approved by members)	436.34	436.34
Tax on Proposed Dividend	88.83	88.83
Special Reserve (in terms of section 45-IC of RBI Act, 1934)	164.76	139.10

DIVIDEND

Board of Directors recommend dividend of ₹ 25 per share on 17,45,340 shares, which is same as per the last year.

HOLDING COMPANY

Paharpur Cooling Towers Limited (PCTL) controls the composition of the Board of Directors of the Company. Consequently, the Company in terms of section 2(87)(i) read with Explanation (b) of the Companies Act, 2013 (hereinafter referred to as "the Act"), is the subsidiary of PCTL.

SUBSIDIARY AND ASSOCIATE COMPANY

New Holding And Trading Company Ltd. is a wholly owned subsidiary of the Company. The Company holds 20.53% of share capital of KSB Pumps Limited, therefore, it is an Associate Company in terms of section 2(6) of the Act.

DIRECTORS

The Company has the following directors as at 31st March, 2018

Directors' Report for the year ended 31st March, 2018

Sr No	Name of the Director	DIN	Status	Date of Appointment
1	Mr. G Swarup	00374298	Chairman and Managing Director	17.04.1990
2	Mr. Varun Swarup	02435858	Non - Executive	07.11.2017
3	Ms. Devina Swarup	06831620	Non-Executive WD	07.11.2017
4	Mr. Anish K Modi	00031232	Non -Executive IND	24.09.2014
5	Mr. Probir Roy	00033045	Non -Executive IND	15.12.2017
6	Mr. Debanjan Mandal	00469622	Non -Executive IND	15.12.2017

Out of the above, three Independent directors are appointed for a period of five years. Mr. Varun Swarup has been appointed to fill casual vacancy caused by resignation of Mr. A V Setalvad who would have retired by rotation at the ensuing Annual General Meeting.

A. Resignation of Directors:

Mr. A. V. Setalvad (DIN 00056124), Mr. A. R. Broacha (DIN 00056291) and Ms. Binaisha Sundaram (DIN 06637130) have resigned during the year. The Board places on record its appreciation of their services rendered by these Directors to the Company during their tenure.

B. Appointment of Non-Executive Directors:

Mr. Varun Swarup (DIN 02435858) has been appointed on 7th November, 2017 to fill the casual vacancy caused by the resignation of Mr. A. V. Setalvad.

Ms. Devina Swarup (DIN 06831620) (Women Director) has been appointed on 7th November, 2017 as an Additional Director.

C. Appointment of Independent Directors

Mr. Probir Roy (DIN 00033045) and Mr. Debanjan Mandal (DIN 00469622) were appointed as Additional Directors on 7th November, 2017. By the process of Postal Ballot, both the Directors were appointed on the 15th December, 2017 as Independent Directors for a period of five years from 7th November 2017.

D. Confirmation of appointment Non-Executive Directors

As mentioned above, Mr. Varun Swarup (DIN 02435858) was appointed as a director, to fill the casual vacancy caused by the resignation of Mr. A V Setalvad (DIN 00056124). In accordance with the proviso to Section 161(4) of the Companies Act 2013, Mr. Swarup holds office up to the ensuing Annual General Meeting, the date up to which Mr. Setalvad would have held it he had not resigned. A notice has been received from the holding company in accordance with Section 160 of the Act in respect of appointment of Mr. Swarup. The members are requested to approve his appointment at the ensuing Annual General Meeting.

As mentioned above, Ms. Devina Swarup (DIN 06831620) (WD) was appointed as an Additional Director. Ms. Devina Swarup holds office up to the ensuing Annual General Meeting in accordance with Section 161 of the Companies Act 2013. A notice has been received from the holding company in accordance with Section 160 of the Act in respect of appointment of Ms. Devina Swarup. The members are requested to approve her appointment at the ensuing Annual General Meeting.

KEY MANAGERIAL PERSONNEL

The Company has the following Key Managerial Personnel (KMP) as at 31st March, 2018

Directors' Report for the year ended 31st March, 2018

- a. Mr. Gaurav Swarup, Managing Director.
- b. Mr. A. K. Singhania, Chief Financial Officer.
- c. Mr. Ayan Datta, Company Secretary and Compliance Officer from 2nd August 2017.

During the year Mr. Hirak Ghosh (also KMP of holding company) resigned as a Company Secretary and Compliance Officer from 1st August, 2017.

Mr. Gaurav Swarup and Mr. A. K. Singhania are also KMP of the PCTL (holding Company). Therefore, their appointments are covered by section 203(3) of the Act.

In compliance with the Act and as per SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 [LODR] the following reports are attached.

Sr. No.	Particulars	Annexure
1.	Corporate Governance Report with requisite certificate from the Practising Company Secretary (PCS)	A
2.	Management Discussion and Analysis Report	B
3.	Financial Summary/Highlights	C
4.	Secretarial Audit Report	D
5.	A Statement containing salient features of the financial statement of New Holding and Trading Co. Ltd. (wholly owned subsidiary) and KSB Pumps Limited (Associate Company) in Form AOC 1	E
6.	Extract of Annual Report in Form MGT 9	F
7.	Disclosure on related party as per LODR	G
8.	Corporate Social Responsibility report in accordance with Section 135 of the Act read with the Rules	H
9.	Consolidated Financial Statement	I

NUMBER OF MEETINGS OF THE BOARD

During the financial year under review the Board of Directors met 4 (four) times. The details are given in the Corporate Governance Report (Annexure A). All suggestions of the Audit Committee have been accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and sub section (5) of the Act, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (b) Appropriate accounting policies have been selected and applied consistently and that the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the affairs of the Company for the year ended March 31, 2018 and of the profit for the year under review.
- (c) Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) The annual accounts have been prepared on a 'going concern' basis.
- (e) Internal financial controls have been laid down and followed by the company and such internal financial controls are adequate and operating satisfactorily.
- (f) There is proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMPLIANCE OF SECRETARIAL STANDARDS

The Board of Directors has devised proper systems commensurate with the size and operations to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating adequately.

AUDIT COMMITTEE

During the year the Audit Committee was reconstituted on 7th November, 2017 as a result of resignation of Mr. A.R. Broacha, Mr. A. V. Setalvad and Ms. Binaisha Sundaram. In their place, Mr. Probir Roy, Mr. Debanjan Mandal and Ms. Devina Swarup were appointed. Details of the said committee are set out in the Corporate Governance Report (Annexure A).

A STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

Mr. Probir Roy, Mr. Debanjan Mandal and Mr. A K Modi, Independent Directors have furnished declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and of LODR.

POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND CRITERIA OF INDEPENDENCE OF DIRECTORS

Nomination and Remuneration Committee recommends to the Board for appointment of director.

With regard to remuneration, except Mr. G Swarup all the Directors are non- executive directors. Mr. Swarup does not draw any remuneration (except sitting fees). Non-executive Directors are paid sitting fee as well as commission based on the net profits of the Company. The members have approved payment of commission within the limit laid down in the Act.

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Act, the Board of Directors has appointed Mayur Mehta, PCS as Secretarial Auditor. Secretarial Audit Report received from Mayur Mehta is enclosed (Annexure D).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company's principal business is dealing in investments and securities and it is registered as NBFC with the Reserve Bank of India. In accordance with section 186(11) details are not required to be given. However, note 2.7 and 2.10 of the attached financial statement gives details of the same.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no material related party transactions during the year under review with the promoters, directors, Key Managerial Personnel and their relatives. Therefore, no details are required to be disclosed the Form AOC 2.

MATERIAL CHANGES AND FINANCIAL COMMITMENTS, IF ANY,

No material changes and financial commitments have occurred between the end of the financial year of the Company to which the balance sheet relates and the date of this Report.

Directors' Report for the year ended 31st March, 2018

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

There are no particulars to be disclosed with regard to

- conservation of energy,
- technology absorption and
- foreign exchange earnings and outgoings

RISK MANAGEMENT

The principal business of the Company is dealing in investments and securities which are subject to market risks. The Board of Directors/Committee of Directors take policy decision on deployment of funds of the Company in securities market based on investment climate and economic conditions in the country and movement in the stock markets. The investment portfolio is periodically reviewed by the Board of Directors and cautious approach is a key note of the policy to mitigate risks.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Articles of Association were originally framed as per the Indian Companies Act, 1913 and they were suitably modified upon enactment of the Companies Act, 1956. The existing set of Articles of Association excludes Table A. With the enactment of the Companies Act, 2013 the existing Articles of Association require substantial changes. Table A of the Companies Act, 1956 has been replaced by Table F of Schedule I. The Board of Directors is of the opinion that the existing Articles of Association be brought in line with the current Act.

The members are requested to approve the proposed new set of Articles of Association in place of the present Articles of Association of the Company.

AMALGAMATION OF NEW HOLDING & TRADING CO. LTD. (WOS)

The Board of Directors has approved on 27th April, 2018, subject to various approvals, a scheme of amalgamation of New Holding & Trading Co. Ltd., its Wholly Owned Subsidiary under Section 233 of the Act. The Board is of the opinion that the proposed scheme of amalgamation is in the interest of the Company. The members are requested to approve the same.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors reconstituted the Corporate Social Responsibility (CSR) Committee with effect from 7th November 2017, following the resignation of Mr. A. V. Setalvad and Mr. A.R. Broacha. Present members of the Committee are Mr. Gaurav Swarup, Mr. Probir Roy and Ms. Devina Swarup.

Based on the recommendation of Corporate Social Responsibility Committee, the Board has adopted CSR Policy. It is available on the Website of the Company.

As per the budget recommended by CSR Committee and approved by the Board of Directors, the Company has made provision of ₹ 13.25 lakhs for the financial year ended 31.03.2018. The total cumulative unspent amount is ₹ 35.50 lakhs. As recommended by the CSR Committee, the Company has undertaken a project of Vivekananda Vidyavikash Parishad, an arm of Vidya Bharati, for construction of new school building of "Saraswati Shishu Mandir"- in Gopalpur, West Bengal. The amount to be contributed for the project is Rs. 25.25 lakhs. The Company has already paid Rs. 10 lakhs. The balance will be paid in stages.

The CSR Committee is actively working for new projects which would take care of any unspent amount provided.

CHANGE IN BUSINESS

There has been no change in the nature of business of the Company.

DEPOSITS

The Company had no deposits at the beginning of the Financial Year. It has not accepted any deposits from its members/directors. The Company does not have any outstanding deposits at the end of the Financial Year.

SIGNIFICANT MATERIAL ORDERS

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

INTERNAL FINANCIAL CONTROL

The quality of internal financial procedure and control observed by the management and its officials are commensurate with the size and the operations of the Company.

DISCLOSURE OF REMUNERATION VIS A VIS EMPLOYEES

No disclosure is required to be made pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further non-executive directors are paid commission related to profits and fees. The Managing Director is not paid remuneration (except sitting fees).

The Company has no employees covered under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company has only one male employee.

UNCLAIMED SECURITIES

Members are requested to note that in accordance with the Regulation 39(4) read with the Schedule VI of LODR, the Company has transferred unclaimed equity shares to a separate account titled "Industrial Prudential Unclaimed Securities Suspense Account". Present outstanding is 26109 shares.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND

During the year, in accordance with Sections 124 and 125 of the and the Rules made thereunder, an amount of Rs. 2,92,032/- being unclaimed dividends up to the year 31st March, 2010, was transferred to the Investor Education & Protection Fund established by the Central Government.

TRANSFER OF SHARES UNDERLYING UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND

During the year the Company has transferred pursuant to Section 124 of the Act, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 3140 shares on which dividend had not been paid or claimed for seven consecutive years or more to an IEPF Account established by the Central Government.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

AUDITORS' REPORT

There are no qualifications or adverse remarks in the Auditors' Report.

AUDITORS

In accordance with Section 139 of the said Act read with rules made thereunder, the Company at the Annual General

Directors' Report for the year ended 31st March, 2018

Meeting held on 1st August, 2017 appointed Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E), Kolkata as statutory auditors for a period of five years. The appointment is to be ratified by members at every annual general meeting thereafter.

In view of the above, it is proposed to ratify appointment of Messrs. Lodha & Co., Chartered Accountants (Registration no. 301051E), Kolkata Statutory Auditors in accordance with the first proviso to section 139(1) of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and to fix their remuneration for the financial year ending 31st March, 2019.

In accordance with provisos of Section 139 of the said Act, the Board of Directors has received consent and certificate of eligibility and compliance of criteria under Section 141 of the said Act from Messrs. Lodha & Co., Chartered Accountants.

Members are requested to ratify the appointment of M/s. Lodha & Co. as Statutory Auditors at the ensuing Annual General Meeting.

Registered Office:
Paharpur House,
8/1/B Diamond Harbour Road
Kolkata 700027
Date: 27th April, 2018

On behalf of the Board of Directors

Gaurav Swarup
Chairman &
Managing Director

REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS

1. A Brief Statement on the Company's Philosophy on Code of Governance

The Company aims to achieve good corporate governance practice and to ensure compliance with the relevant laws and regulations. The Company is conducting its business efficiently, professionally and in the manner, which is fair and transparent. It always strives to meet its obligations to all stakeholders in a balanced and accountable manner.

2. Board of Directors

(i) Composition and Category of Directors

The Board of Directors comprises of six directors. During the year three directors resigned and four new directors were appointed.

(ii) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM): -

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM on 01.08.2017
Mr. G. Swarup	Chairman and Managing Director	4	Yes
Mr. A K Modi	NED- I	3	Yes

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM on 01.08.2017
A Directors resigned on 7th November, 2017			
Mr. A V Setalvad	Chairman NED	0	-
Mr. A R Broacha	NED - I	1	-
Mrs. Binaisha Sundaram	WD NED - I	3	Yes
B Directors appointed on 7th November, 2017			
Mr. Varun Swarup	NED	2	NA
Ms. Devina Swarup	WD - NED	2	NA
Mr. Probir Roy	NED - I	2	NA
Mr. Debanjan Mandal	NED - I	2	NA

NED - Non-Executive Director

NED- I – Non-Executive Director – Independent

WD – Woman Director

(iii) Number of other Boards or Board Committees in which he/she is a member or chairperson: -

Name of the Director	No. of Directorships in other Boards @	No. of Memberships in other Board Committees #	No. of Chairmanships in other Board Committees #
Mr. G. Swarup	12	3	2
Mr. A K Modi	4	-	-
A. Directors resigned on 7th November, 2017			
Mr. A V Setalvad	2	-	-
Mr. A R Broacha	2	1	-
Mrs. Binaisha Sundaram	-	-	-
B Directors appointed on 7th November, 2017			
Mr. Varun Swarup	1	-	-
Ms. Devina Swarup	4	-	-
Mr. Probir Roy	4	2	1
Mr. Debanjan Mandal	8	-	-

@ Directorships in Foreign Companies and Private Limited Companies are included in the above table.

Memberships in Committees other than Audit Committee/ Stakeholders' Relationship Committee/ of public limited companies and all Committees of private limited/foreign companies are excluded in the above table.

- (iv) Number of Board Meetings held during the year under review: -

Sr. No.	Date
1.	05.05.2017
2.	01.08.2017
3.	07.11.2017
4.	13.02.2018

The Company is managed by the Board of Directors and the Committees of Directors.

Key Managerial Personnel (KMP)

- a. Mr G. Swarup - Managing Director
- b. Mr. A. K. Singhania - Chief Financial Officer
- c. Mr. Hirak Ghosh - Company Secretary (up to 1st August, 2017)
- d. Mr. Ayan Datta – Company Secretary (From 2nd August, 2017)

Mr. G Swarup and Mr. A. K. Singhania are KMPs of the Company’s holding company viz. Paharpur Cooling Towers Limited (PCTL). They have been appointed under section 203(3) of the Companies Act, 2013. PCTL (unlisted public company) is a holding company in accordance with section 2 (87) (i) read with Explanation (B) of the Companies Act, 2013.

Mr. Hirak Ghosh, Company Secretary up to 1st August, 2017, a KMP of PCTL was appointed under section 203(3) of the Companies Act, 2013.

Mr. A V Setalvad (NED) was the Chairman of the Board up to 6th November, 2017. In his place Mr. G Swarup, Managing Director has been appointed as the Chairman. The composition of the Board of Directors is in conformity with the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Mr. G Swarup, Ms. Devina Swarup and Mr. Varun Swarup, Directors of the Company are inter se related.

Mr. G Swarup has been re-appointed with effect from 09.02.2017 up to 31.01.2022, concurrent with his tenure as a Managing Director in the holding company.

Independent Directors

- i. Brief Description of Terms of Reference

Independent Directors play an important role in the governance process of the Board by bringing their expertise and experience. Independent Directors have been appointed by the members at the general meeting/postal ballot for a period of five years from the date of appointment by the members.

None of the Independent Directors serves as “Independent Director” in more than seven listed companies.

The Independent Directors have confirmed that they meet the criteria of Independence laid down under the Act and LODR.

- ii. Composition, name of members and Chairperson

Names of the Members	Composition
Mr. A.R. Broacha (Up to 7 th November, 2017)	NED I
Mr. A K Modi	NED I
Mrs. Binaisha Sundaram (Up to 7 th November, 2017)	NED I WD
Mr. Probir Roy (From 7 th November, 2017)	NED I
Mr. Debanjan Mandal (From 7 th November, 2017)	NED I

During the financial year under review, the Independent Directors met on 24th March, 2018 in accordance with the Act and LODR to:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive director and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

All the Independent Directors were present throughout the meeting. They expressed satisfaction on all the issues which were reviewed and assessed.

All the Independent Directors are fully familiarised with the Company's business and the regulatory framework in which the Company operates.

4. Audit Committee

i. Brief Description of Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the Act and LODR.

ii. Composition, Name of Members and Chairperson and attendance during the year.

The Audit Committee was reconstituted by the Board of Directors at the meeting held on 7th November, 2017.

Composition up to 7th November, 2017

Names of the Members	Composition	No. of Meetings attended (including 7 th November, 2017)
Mr. A R Broacha, Chairman	NED I	1
Mr. A K Modi	NED I	3
Mr. A V Setalvad	NED	-
Mrs. Binaisha Sundaram	NED I	3

Composition after reconstitution on 7th November, 2017

Names of the Members	Composition	No. of Meetings attended (excluding 7 th November, 2017)
Mr. Probir Roy, Chairman	NED I	1
Mr. A K Modi	NED I	-
Mr. Debanjan Mandal	NED I	1
Ms. Devina Swarup	NED WD	1

All the members of the Audit Committee possess the requisite qualification for appointment on the Committee and have knowledge of finance, accounting practices and internal financial controls.

iii. Details of Audit Committee Meetings held during the year under review: -

Sr. No.	Date
1.	05.05.2017
2.	01.08.2017
3.	07.11.2017
4.	13.02.2018

5. Nomination and Remuneration Committee

i. Brief Description of Terms of Reference

The Nomination and Remuneration Committee has the power to perform the role and functions laid down in the Act and LODR.

The Nomination and Remuneration Committee was reconstituted by the Board of Directors at the meeting held on 7th November, 2017.

- ii. Composition up to 7th November, 2017

Names of the Members	Composition
Mr. A R Broacha, Chairman	NED I
Mr. A K Modi	NED I
Mr. A V Setalvad	NED

Composition after reconstitution on 7th November, 2017

Names of the Members	Composition
Mr. Probir Roy, Chairman	NED I
Mr. A K Modi	NED I
Ms. Devina Swarup	NED

- iii. Attendance during the year

One meeting was held on 2nd November, 2017 which was attended by Mr. A R Broacha and Mr. A V Setalvad. The said meeting was chaired by Mr. A R Broacha.

Another meeting was held on 13th February, 2018 after reconstitution. The same was attended by all the members except by Mr. A K Modi. The said meeting was chaired by Mr. Probir Roy. At the meeting, the Committee recommended revision of the sitting fees for directors and the commission to be paid to non- executive directors on a proportionate basis.

- iv. Remuneration policy

The Board of Directors decide the remuneration of non-executive directors which consists of a sitting fee as well as commission based on the net profits of the Company. At the Annual General Meeting held on 24th September, 2014, the members have approved payment of commission within the limit laid down in the Act.

- v. Details of remuneration to all the directors (including KMPs)

Except Mr. G Swarup, who is Managing Director, all other Directors are non executive. The Non-Executive Directors are paid sitting fees as well as commission based on the net profits of the Company within the limit approved by the members. Mr. G. Swarup is paid sitting fees for attending the Board Meetings and Committee Meetings.

Payments made/payable for the period from 01.04.2017 to 31.03.2018 is as under:

Names of Directors	Sitting Fees	Commission
Mr. A V Setalvad (up to 7 th November, 2017)	17,500	87,500
Mr. A R Broacha (up to 7 th November, 2017)	22,500	87,500
Mr. A K Modi	22,500	1,50,000
Mrs. Binaisha Sundaram (up to 7 th November, 2017)	22,500	87,500
Mr. G. Swarup	20,000	nil
Mr. Varun Swarup (from 7 th November, 2017)	10,000	46,875
Mr. Probir Roy (from 7 th November, 2017)	25,000	46,875
Mr. Debanjan Mandal (from 7 th November, 2017)	35,000	46,875
Ms. Devina Swarup (from 7 th November, 2017)	40,000	46,875
Total	2,15,000	6,00,000

The Managing Director and Chief Financial Officer are not paid any remuneration from the Company. Except Mr. A K Modi all the directors are paid Commission proportionate to their tenure during the year.

6. Stakeholders' Relationship Committee

- i. Brief Description of Terms of Reference

The Stakeholders' Relationship Committee has the power to perform the role and functions laid down in LODR. The Stakeholders' Relationship Committee was reconstituted by the Board of Directors at the meeting held on 7th November, 2017.

- ii. Composition up to 7th November, 2017

Names of the Members	Composition
Mr. A R Broacha, Chairman	NED I
Mr. A V Setalvad	NED

Composition after reconstitution on 7th November, 2017

Names of the Members	Composition
Mr. Debanjan Mandal, Chairman	NED I
Ms. Devina Swarup	NED WD

- ii. Compliance Officer:

Mr. HIRAK GHOSH, Company Secretary is a compliance officer up to 1st August, 2017. Thereafter Mr. Ayan Datta, Company Secretary, is a compliance officer.

- iii. Two meetings were held during the year which were attended by all members eligible to attend.

- iv. Complaints:

4 complaints were received during the year under review. All the complaints have been resolved to the satisfaction of the shareholders. There were no pending transfers as on 31.03.2018.

Subsidiary Company

The Company has one non-material unlisted subsidiary, viz. New Holding and Trading Company Limited. Mr A. V. Setalvad and Mr. A. R. Broacha resigned as directors of the subsidiary company from 22nd November, 2017. In their place Mr. Varun Swarup and Mr. Siddharth Swarup were appointed as directors from 22nd November, 2017. Ms. Devina Swarup is also a director of the subsidiary company.

The Company's policy on "material subsidiary" is placed on the Company's website www.industrialprudential.com

The Audited Financial Statement of the Subsidiary Company is tabled at the Audit Committee Meeting and Board Meeting.

7. General Body meetings

- (i) Location and time where last three Annual General Meetings were held: -

Financial Year	Date	Time	Venue
31.03.2015	31.08.2015	3.00 pm	Bajaj Bhavan, Nariman Point, Mumbai
31.03.2016	08.07.2016	2.00 pm	Indian Merchant Chambers' Building, Mumbai
31.03.2017	01.08.2017	3.00 pm	Shripati Singhania Hall, Rotary Sadan, Kolkata

- (ii) Special Resolution passed in the previous three Annual General Meetings: -

Financial Year	Special Resolution Passed
31.03.2015	None
31.03.2016	Yes (See Note)
31.03.2017	None

Note: - Special Resolutions for increasing Authorised Share Capital from ₹ 1,00,00,000 to ₹ 2,00,00,000 and consequential amendment of the Capital Clause of the Memorandum of Association.

(iii) Postal Ballot: -

The following ordinary resolutions were passed by means of a postal ballot on 15th December, 2017

- a. Appointment of Mr. Probir Roy as a Non-Executive Independent Director for a period of 5 years from 7th November, 2017 to 6th November, 2022.
- b. Appointment of Mr. Debanjan Mandal as a Non-Executive Independent Director for a period of 5 years from 7th November, 2017 to 6th November, 2022.

Mr. Mayur Mehta, PCS was appointed as a scrutinizer. The resolutions were passed with requisite majority.

8. Disclosures

- i. The particulars of transactions between the Company and its related parties in accordance with the Accounting Standard 18 are set out in Note no 2.18 to the Accounts. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.
- ii. There were no material pecuniary relationships or transactions with the directors other than payment of sitting fees, commission and investments, if any, in shares securities of the Company.
- iii. There were no material pecuniary transactions of the Company with its promoters, directors, KMP or their relatives other than investments, if any, in shares/securities of the Company that may have potential conflict with the interest of the Company at large.
- iv. In compliance with the Act and LODR, the Company has framed the following policies which are placed on the Company's website www.industrialprudential.com
 - a. Related Party Transactions
 - b. Determination of materiality of events or information
 - c. Insider trading
 - d. Code of conduct
 - e. Preservation of documents
 - f. Archival of documents
- v. With regard to compliance with the non-mandatory requirements the same have been disclosed separately.
- vi. The financial statements of the Company are prepared in accordance with the relevant Accounting Standards.
- vii. The principal business of the company is dealing in investments and securities which are subject to market risks. The Board of Directors/Committee of Directors take policy decision on deployment of funds of the Company in securities market based on investment climate and economic conditions in the country and movement in the stock markets. The investment portfolio is periodically reviewed by the Board of Directors/Committee of Directors and cautious approach is a key note of the policy to mitigate the risks.

8. Means of Communication-

i.	Quarterly Results	Published in the newspapers every quarter
ii.	Newspapers wherein results normally published	1. Financial Express 2. Dainik Statesman
iii.	Website, where results are displayed	www.industrialprudential.com
iv.	Whether website also displays official news releases	Yes
v.	The presentations made to Institutional Investors or to the Analysts	No presentation has been made to Institutional Investors or to the Analysts

9. General Shareholder Information

AGM: Date, Time and Venue	Friday, 3 rd August, 2018 at 3.00 p.m. Shripati Singhania Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020.
Financial Year	The financial year under review covers the period 1 st April, 2017 to 31 st March, 2018.
Date of Book Closure	From Saturday, 28 th July, 2018 to Friday, 3 rd August, 2018 (both days inclusive)
Dividend Payment date	16 th August, 2018 onwards
Listing on Stock Exchanges	1. BSE Limited (BSE) 2. The Company has paid the listing fees for the period 1st April 2018 to 31 st March 2019
Stock Code and ISIN	1. BSE : 501298 2. ISIN : INE 620D01011
Market Price Data: High, Low during each month in last Financial year	Please see Annexure 'A'
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	The performance of the Company's share relative to the BSE sensitive index is given in Annexure 'B'
Registrar and Transfer Agent	Link Intime (India) Pvt. Ltd.
Share Transfer System	All the transfers received are processed by the Registrar and Transfer Agent and approved by committee of directors at regular intervals. The Board of Directors had delegated to Mr. Hirak Ghosh, Company Secretary, authority to approve share transfers, transmission, sub-division and consolidation and rematerialisation of shares up to 1 st August, 2017 (being the date he ceased to be the Company Secretary.) From the 13 th February, 2018 the said power has been delegated by the Board of Directors to Ms. Devina Swarup, Additional Director. Report of the delegatee is confirmed at subsequent Board Meeting.
Distribution of Shareholding and Shareholding pattern as on 31.03.2018	Please see Annexure 'C'
Dematerialisation of shares and liquidity	15,99,652 shares were dematerialised as on 31.03.2018, representing 92.96 % of the total share capital.
Outstanding GDRs/ADRs/ Warrants or any Convertible instruments conversion date and likely impact on equity	Not issued
Plant Locations	The Company's main business is dealing in investments and securities
Address for correspondence	Shareholders should address correspondence to: Link Intime (India) Pvt. Ltd. C101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 40083 Tel: 022- 49186000 E-mail: rnt.helpdesk@linkintime.co.in

<p>Transfer of "Underlying Shares" into Investor Education and Protection Fund (IEPF)</p>	<p>Members are requested to note that in accordance with the Regulation 39(4) read with the Schedule VI of LODR, the Company has transferred unclaimed equity shares to a separate account titled "Industrial Prudential Unclaimed Securities Suspense Account". Present outstanding is 26109 (after bonus issue.) Voting rights are frozen.</p> <p>During the year the Company has transferred pursuant to Section 124 of the Act, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 3140 shares on which dividend had not been paid or claimed for seven consecutive years or more to an IEPF Account established by the Central Government. Voting rights are frozen.</p> <p>A shareholder entitled to the shares can claim the shares from Investor Education and Protection Fund in a prescribed manner.</p>
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B. NON-MANDATORY REQUIREMENTS UNDER REGULATION 27(I) READ WITH PART E OF SCHEDULE II OF LODR

a. The Board

A non-executive Chairman had been provided with the office at the Company's expense up to 6th November, 2017. Thereafter there has been no need to provide a separate office to the Chairman and Managing Director as he is also a KMP of PCTL, a holding company.

b. Shareholders' Rights

Under review

c. Audit Qualifications

The financial statements of the Company are unqualified.

d. Separate Posts of Chairman and CEO

The Company had a separate post of the Chairman and the Managing Director up to 7th November, 2017. Thereafter Mr. Gaurav Swarup is a Chairman and Managing Director. He does not draw any remuneration except sitting fees for attending the meeting. This would be reviewed in due course.

e. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

DECLARATION UNDER REGULATION 26(3) OF LODR REGARDING ADHERENCE TO THE CODE OF CONDUCT

I hereby confirm that, all the directors of the Company have affirmed compliance to the Code of Conduct for the financial year ended 31st March, 2018.

The Managing Director and CFO have provided the compliance certificate to the Board of Directors as specified in Part B of Schedule II of LODR.

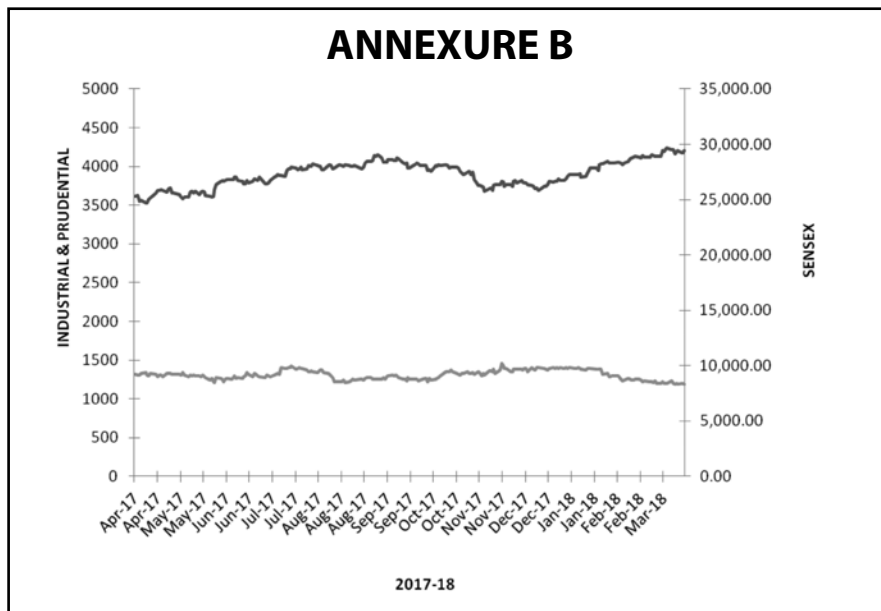
Kolkata, 27th April, 2018

On behalf of the Board of Directors
Gaurav Swarup
 Chairman and Managing Director

ANNEXURE A

Price and volume of shares traded

Month/Year	High (₹)	Low (₹)	Volume Traded
BSE LTD			
2017			
April	1425	1205	2579
May	1345	1211	4523
June	1370	1240	3650
July	1499	1286	3016
August	1394	1192	2837
September	1330	1230	3088
October	1389	1200	2956
November	1460	1255	3680
December	1445	1261	4876
2018			
January	1466	1365	20289
February	1393	1200	8486
March	1245	1165	3141



ANNEXURE C

Distribution of Shareholding as on 31st March, 2018

Number of shares held	Members		Shares	
	Number	%	Number	%
1-500	1690	89.38	116666	6.68
501-1000	88	4.49	59625	3.41
1001-2000	50	2.55	69043	3.96
2001-3000	20	1.02	49162	2.82
3001-4000	15	0.77	53680	3.07
4001-5000	4	0.20	18177	1.04
5001-10000	18	0.92	125585	7.19
10001 and above	13	0.66	1253402	71.82
Total	1889	100.00	1745340	100.00

Shareholding pattern as on 31st March, 2018

Category	No. of Members	No. of Shares held	% to the Capital
Indian Promoters	8	1150065	65.89
Foreign Promoters	0	0	0.00
Mutual Funds & UTI	0	0	0.00
Banks, Financial Institutions and Insurance Companies	1	1200	0.07
Central Government/State Government	2	3308	0.19
Foreign Institutional Investors	0	0	0.00
Private Corporate Bodies	45	24166	1.38
Indian Public/ Trust	1788	538892	31.03
Foreign Nationals/ NRIs	45	27709	1.59
Total	1889	1745340	100

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Registration No: L65990WB1913PLC218486
Nominal Capital: ₹ 2,00,00,000
Paid up Capital: ₹ 1,74,53,400

To
The Members
Industrial and Prudential Investment Company Limited

I have examined all relevant records of Industrial and Prudential Investment Company Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR) for the financial year 1st April, 2017 to 31st March, 2018. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate 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. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned LODR.

Based on the representation received from the Company and certified by the Registrar and Transfer Agent, no investor grievance is pending for a period exceeding one month as on 31st March, 2018, against the Company.

For Mayur Mehta
Company Secretary

Kolkata
Date: 27th April, 2018

Mayur Mehta
Practicing Company Secretary
C. P. No 9952
Membership No. A3132

Management Discussion & Analysis Report

Global Economy

The growth of the global economy, especially that of US and Europe, has continued to improve this past year. The United States' administration's move to curb imports to reduce trade deficits and to support their local industries will impact the developing economies of India and China. China has taken a drastic step to reduce pollution by shutting down environmentally hazardous industries across the country and the subsequent rise in prices of metals and other products is supporting many Indian industries. However, rising oil prices and US bond yields may impact FII inflows into emerging economies.

Indian Economy

GST was finally implemented in India and had its initial disruption on the Indian economy. The GST collections are now stabilising and improving, and combined with the *Make In India* initiative, are likely to have a positive impact on the economy. The GDP growth has been stable and inflation has remained relatively flat. However with rising oil prices and dollar appreciation, the current account deficit is likely to start widening again. The government is likely to support GDP growth in FY19 through increased infrastructure and rural spends in light of an upcoming General Election.

Financial Performance

The activities of the Company comprise of investment mainly in equity shares and are directly related to the performance of the stock market. With improving economic indicators and easy liquidity, markets are likely to be stable. The Company is, however, trying to invest its funds into diversified mutual funds to minimise market risk.

The company has improved its financial performance in the year under review, with significant unrealised gains in its investment portfolio.

Opportunities, Threats, Risks and Concerns

The pump industry, in which the Company has significant exposure, is likely to benefit from the improving industrial scenario in the country. However, there is exposure to market risks and short-term volatility from rising oil prices, withdrawal of FIIs from the Indian markets and liquidity tightening can adversely impact the Company's investments. The Company is continuously reviewing its portfolio to reduce or limit its risk to the extent possible.

DISCLAIMER

The information and opinion expressed in this section of the Annual Report may contain certain statements, which the Management believes are true to the best of its knowledge at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.

For and on behalf of the Board of Directors

Kolkata
Date: 27th April, 2018

GAURAV SWARUP
Chairman & Managing Director

Financial Summary/Highlights

In ₹ thousand

Particulars	31/03/18	31/03/17	31/03/16
Balance Sheet Items			
Paid-up Capital	1,74,56	1,74,56	58,21
Reserve & Surplus	36,73,64	33,75,02	27,95,98
Non-Current Investments	37,91,23	34,16,17	34,25,26
Current Investments	-	-	44,10
Profit and Loss Accounts			
Revenue from Operations	9,20,52	8,14,13	7,57,13
Expenses	64,66	87,73	1,10,06
Profit before tax	8,55,86	7,26,40	6,47,07
Dividend	4,36,33	4,36,34	5,81,78
Retained Earnings	16,15,49	14,81,63	9,25,33
Earnings per Share	47.20	39.84	109.16
Dividend per Share	25.00	25.00	100.00

*Proposed

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018****[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

The Members,
Industrial And Prudential Investment Company Limited

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

Based on my verification of Industrial And Prudential Investment Company Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 generally 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 hereunder:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Industrial And Prudential Investment Company Limited, ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye –laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Regulations, Circulars, Notifications and Guidelines issued by the Reserve Bank of India in relation to the Non Banking Financial Companies as applicable to the Company.

I 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 (Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st December, 2015, as amended from time to time.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that during the period under review, the Board of Directors of the Company is duly constituted with proper balance of executive directors, non- executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors of schedule of the Board meetings, agenda and detailed notes on agenda were sent in advance in accordance with the applicable Secretarial Standards, 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.

I further report that during the period under review the Company had duly conducted postal ballot process for the appointment of two independent directors.

All the decisions were carried out unanimously; therefore, there was no question of recording dissenting members' views in the minutes.

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

I further report that during the audit period there were no events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. such as

- i. Public/Right/Preferential Issue of shares/debentures /sweat equity, etc.
- ii. Redemption/buy-back of securities
- iii. Major decisions taken by members pursuant to section 180 of the Companies Act, 2013
- iv. Merger/Amalgamation/reconstruction, etc.
- v. Foreign technical collaborations

Place: Kolkata
Date: 27th April, 2018

Mayur Mehta
Practicing Company Secretary
C. P. No 9952
Membership No. A3132

To
The Members
Industrial And Prudential Investment Co Ltd

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I follow provide a responsible basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Place: Kolkata
Date: 27th April, 2018

Mayur Mehta
Practicing Company Secretary
C. P. No 9952
Membership No. A3132

FORM AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiary

New Holding & Trading Co. Ltd		
SI No	Particulars	₹ in thousand
1	Reporting period	31.03.2018
2	Share Capital	5,02
3	Reserve & Surplus	4,60,03
4	Total assets	4,66,10
5	Total Liabilities	4,66,10
6	Investments	4,10,90
7	Revenue from Operations	21,24
8	Profit before taxation	20,19
9	Provision for tax	-
10	Proposed Dividend	-
11	% of shareholding	100

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

SI No	Particulars	(₹ in thousand)
1	Name of Associates/Joint Ventures	KSB Pumps Limited
2	Shares of Associate//Joint Ventures held by the company	
	No. Holding (Including Holding by Subsidiary Company)	74,00,000
	Amount of Investment in Associates//Joint Ventures	28,409
	Extend of Holding %	21.2595
3	Description of how there is significant influence	Control of 20% of Total Share Capital
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	15,10,315
6	Profit/Loss for the year	
	i) Considered in Consolidation	15,58,39
	ii) Not Considered in Consolidation	Not Applicable

For and on behalf of the Board of Directors

Gaurav Swarup
Managing Director

Devina Swarup
Director

Place: Kolkata
Date: 27th April, 2018

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr No	Particulars	Details
i.	CIN	L65990WB1913PLC218486
ii	Registration Date	26/08/1913
iii	Name of the Company	Industrial and Prudential Investment Co Ltd
iv	Category / Sub-Category of the Company	Listed
v	Address of the Registered Office and Contact Details	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700027
vi	Whether Listed Company	YES
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 Phone: 022 49186000 E-mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment	-	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Paharpur Cooling Towers Limited 8/1/B Diamond Harbour Road, Kolkata 700027	U02005WB1949PLC018363	Holding	44	2(87)(i) read with explanation
2	New Holding and Trading Co Ltd Paharpur House, 8/1/B, Diamond Harbour Road, Kolkata 700027	U65990MH1981PLC025981	Wholly owned subsidiary	100	2(87)(ii)
3	KSB Pumps Limited 126, Maker Chambers III Nariman Point, Mumbai 400021	L29120MH1960PLC011635	Associate	20.53	2(6) read with explanation

Annexure F

Extract of Annual Return

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	56814	0	56814	3.2552	56814	0	51814	3.2552	0.0000
b) Central Govt.or State Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corporates	1093251	0	1093251	62.6383	1093251	0	1093251	62.6383	0.0000
d) Bank/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB TOTAL:(A) (1)	1150065	0	1150065	65.8935	1150065	0	1150065	65.8935	0.0000
(2) Foreign									
a) NRI- Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Other Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corp.	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other...	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB TOTAL (A) (2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1150065	0	1150065	65.8935	1150065	0	1150065	65.8935	0.0000
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Banks/FI	0	1200	1200	0.0688	0	1200	1200	0.0688	0.0000
c) Central govt	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) State Govt.	0	168	168	0.0096	3140	168	3308	0.1895	0.1799
e) Venture Capital Fund	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
g) FII/S	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Unit Trust of India	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB TOTAL (B)(1):	0	1368	1368	0.0784	3140	168	3308	0.2583	0.1799
(2) Non Institutions									
a) Bodies corporates									
i) Indian	27527	1324	28851	1.653	22842	1324	24166	1.3846	-0.2684
ii) Overseas	0	0	0	0.0000		0		0.0000	0.0000
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	276668	105363	382031	21.8886	322601	92617	415218	23.7901	1.9015

Extract of Annual Return

Annexure F

ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	95063	47919	142982	8.1922	48326	47919	96245	5.5144	-2.6778
c) Others (specify)		0				0	0	0.0000	0.0000
Non Resident Indians (Repat)	689	1424	2113	0.3632	389	1424	1813	0.3116	-0.0516
Foreign Nationals	1524	0	1524	0.0873	1524	0	1524	0.0873	0.0000
Hindu Undivided Family	19615	0	19615	1.1238	20449	0	20449	1.1716	0.0478
Non Resident Indians (Non Repat)	7230	0	7230	0.4142	19613	0	19613	1.1237	0.7095
Foreign Company		0	0	0.0000	0	0	0	0.0000	0.0000
Clearing Member	1097	0	1097	0.1886	50	0	50	0.0086	-0.1800
Directors / Relatives	5850	0	5850	0.3352	5850	0	5850	0.3352	0.0000
Trust	600	0	600	0.0344	600	0	600	0.0344	0.0344
SUB TOTAL (B)(2):	436841	157066	593907	34.0282	446447	144320	590767	33.8482	-0.1800
Total Public Shareholding									
(B)= (B)(1)+(B)(2)	436841	158434	595275	34.1065	449587	145688	595275	34.1065	0
C. Shares held by Custodian for									
GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1586906	158434	1745340	100.000	1599652	145688	1745340	100.0000	0

(ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Paharpur Cooling Towers Ltd.	746901	42.7940	0.0000	746901	42.7940	0.0000	0.0000
2	Paharpur Corporation Limited	191550	10.9749	0.0000	191550	10.9749	0.0000	0.0000
3	Melvin Powel Vanaspati & Engg. Industries Ltd.	154800	8.8693	0.0000	154800	8.8693	0.0000	0.0000
4	Vikram Swarup	27348	1.5669	0.0000	27348	1.5669	0.0000	0.0000
5	Kevic Anant Setalvad	13452	0.7707	0.0000	13452	0.7707	0.0000	0.07707
6	Bindu V. Swarup	9000	0.5157	0.0000	9000	0.5157	0.0000	0.0000
7	Gaurav Swarup	3600	0.2063	0.0000	3600	0.2063	0.0000	0.0000
8	Parul Swarup	3414	0.1956	0.0000	3414	0.1956	0.0000	0.0000
	Total	1150065	65.8935	0.0000	1141065	65.3778	0.0000	0.0000

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

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year				

Annexure F

Extract of Annual Return

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment /transfer / bonus/ sweat equity etc):				
	At the End of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment /transfer / bonus/ sweat equity etc):				

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

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	PAVANKUMAR SANWARMAL				
	At the beginning of the year	43560	2.4958	43560	2.4958
	15 Dec 2017 (Market purchase)	4530		48090	2.7553
	22 Dec 2017 (Market Sell)	- 26280		21810	1.2496
	At the end of the year (or on the date of separation, if separated during the year)			21810	1.2496
2	SITA ATUL SETALVAD				
	At the beginning of the year	19146	1.097	19146	1.097
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			19146	1.097
3	VIPUL RAMESHCHANDRA SHAH				
	At the beginning of the year	15264	0.8746	15264	0.8746
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			15264	0.8746
4	VINOD DADLANI				
	At the beginning of the year	10968	0.6284	10968	0.6284
	07 Apr 2017 (Market purchase)	266		11234	0.6437
	14 Apr 2017 (Market purchase)	40		11274	0.6459
	21 Apr 2017(Market purchase)	133		11407	0.6536
	28 Apr 2017(Market purchase)	33		11440	0.6555
	05 May 2017(Market purchase)	-85		11355	0.6506
	12 May 2017(Market purchase)	164		11519	0.66
	19 May 2017(Market purchase)	15		11534	0.6608
	26 May 2017(Market purchase)	59		11593	0.6642
	02 Jun 2017(Market purchase)	77		11670	0.6686
	09 Jun 2017(Market purchase)	10		11680	0.6692
	16 Jun 2017(Market purchase)	28		11708	0.6708
	23 Jun 2017(Market purchase)	36		11744	0.6729
	30 Jun 2017(Market purchase)	172		11916	0.6827
	07 Jul 2017(Market purchase)	98		12014	0.6883
	14 Jul 2017(Market purchase)	60		12074	0.6918

Extract of Annual Return

Annexure F

	21 Jul 2017(Market purchase)	232		12306	0.7051
	28 Jul 2017(Market purchase)	39		12345	0.7073
	04 Aug 2017(Market purchase)	336		12681	0.7266
	11 Aug 2017(Market purchase)	39		12720	0.7288
	25 Aug 2017(Market purchase)	137		12857	0.7366
	01 Sep 2017(Market purchase)	20		12877	0.7378
	08 Sep 2017(Market purchase)	15		12892	0.7387
	15 Sep 2017(Market purchase)	20		12912	0.7398
	22 Sep 2017(Market purchase)	21		12933	0.741
	29 Sep 2017(Market purchase)	46		12979	0.7436
	06 Oct 2017(Market purchase)	20		12999	0.7448
	13 Oct 2017(Market purchase)	32		13031	0.7466
	20 Oct 2017(Market purchase)	38		13069	0.7488
	27 Oct 2017(Market purchase)	37		13106	0.7509
	03 Nov 2017(Market purchase)	44		13150	0.7534
	10 Nov 2017(Market purchase)	6		13156	0.7538
	17 Nov 2017(Market purchase)	72		13228	0.7579
	24 Nov 2017(Market purchase)	25		13253	0.7593
	01 Dec 2017(Market purchase)	35		13288	0.7613
	15 Dec 2017(Market purchase)	19		13307	0.7624
	22 Dec 2017(Market purchase)	57		13364	0.7657
	29 Dec 2017(Market purchase)	55		13419	0.7688
	05 Jan 2018(Market purchase)	156		13575	0.7778
	12 Jan 2018(Market purchase)	484		14059	0.8055
	19 Jan 2018(Market purchase)	70		14129	0.8095
	26 Jan 2018(Market purchase)	192		14321	0.8205
	02 Feb 2018(Market purchase)	341		14662	0.8401
	09 Feb 2018(Market purchase)	101		14763	0.8459
	16 Feb 2018(Market purchase)	50		14813	0.8487
	23 Feb 2018(Market purchase)	298		15111	0.8658
	16 Mar 2018(Market purchase)	25		15136	0.8672
	23 Mar 2018(Market purchase)	90		15226	0.8724
	At the end of the year (or on the date of separation, if separated during the year)			15226	0.8724
5	Archana S Desai				
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0
	08 Dec 2017 (Market purchase)	12384			
		12384	0.7095		
	At the end of the year (or on the date of separation, if separated during the year)			12384	0.7095
6	HEMANG RAJNIKANT MANIAR				
	At the beginning of the year	12000	0.69	12000	0.69
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			12000	0.69
7	JANAK MATHURADAS				
	At the beginning of the year	9600	0.55	9600	0.55

Annexure F

Extract of Annual Return

	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			9600	0.55
8	PANKAJ PREMJI				
	At the beginning of the year	9291	0.5323	9291	0.5323
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year)			9291	0.5323
9	SUBHASH B MHAMBREY				
	At the beginning of the year	7800	0.4469	7800	0.4469
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			7800	0.4469
10	YOGESH MATHURADAS				
	At the beginning of the year	10818	0.62	10818	0.62
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			10818	0.62
11	PRAVIN KANTILAL VAKIL				
	At the beginning of the year	10722	0.61	10722	0.61
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			10722	0.61
12	KOKILA RAJNIKANT MANIAR				
	At the beginning of the year	3380	0.58	3380	0.58
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			3380	0.58
13	DIPAK KANAYALAL SHAH				
	At the beginning of the year	15000	0.8594	15000	0.8594
	29 Sep 2017 (Market sell)	-15000	-0.8594		
	At the end of the year (or on the date of separation, if separated during the year)			0	0.00
14	SADHANA DESAI AHUJA				
	At the beginning of the year	12384	0.71	12384	0.71
	08 Dec 2017 (Market sell)	12384	0.71	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year Mr. Gaurav Swarup	3600	0.2063	3600	0.2063
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment /transfer / bonus/ sweat equity etc):				
	At the End of the year	3600	0.2063	3600	0.2063

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	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition				
• Addition				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr No	Particulars of Remuneration	Name of Managing Director	Total Amount
		G Swarup	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(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, specify...	NIL	NIL
5.	Others, please specify - setting fees	20,000	20,000
	Total (A)	NIL	NIL
	Ceiling as per the Act	20,000	20,000

Annexure F

Extract of Annual Return

B. Remuneration of Other Directors

Particulars of Remuneration	Names of Directors								
	A R Broacha	A K Modi	Binaisha Sundaram	Probir Roy	Debanjan Mandal	A V Setalvad	Varun Swarup	Devina Swarup	Total amount in ₹
	NED-I	NED-I	NED-I	NED-I	NED-I	NED	NED	NED	
Up to	07.11.2018	-	07.11.2018	-	-	07.11.2018	-	-	-
From	-	-	-	07.11.2018	07.11.2018	-	07.11.2018	07.11.2018	-
Independent Directors (NED-I)									
Sitting Fees	22,500	22,500	22,500	25,000	35,000	-	-	-	1,27,500
Commission	87,500	1,50,000	87,500	46,875	46,875	-	-	-	4,18,750
Others (Please specify)	-	-	-	-	-	-	-	-	-
Total (1)	1,10,000	1,72,500	1,10,000	71,875	81,875	0	0	0	5,46,250
Other Non- Exe Directors (NED)									
Sitting Fees	-	-	-	-	-	17,500	10,000	40,000	67,500
Commission	-	-	-	-	-	87,500	46,875	46,875	1,81,250
Others (Please specify)	-	-	-	-	-	-	-	-	-
Total (2)						1,05,000	56,875	86,875	2,48,750
Total (B) 1+2	1,10,000	1,72,500	1,10,000	71,875	81,875	1,05,000	56,875	86,875	7,95,000
Total Managerial Remuneration									
Commission to NED	-	-	-	-	-	-	-	-	6,00,000
Overall ceiling as per the Act	-	-	-	-	-	-	-	-	8,77,000

Note: Mr. G Swarup was appointed as a Managing Director w.e.f. 09.02.2017. Commission and sitting fees have been paid to him during his tenure as a Non- executive director.

Extract of Annual Return

Annexure F

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SI No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	₹3,62,720	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	Stock Option	NIL	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- Others, specify...	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	₹3,62,720	NIL

VI. 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	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
A. DIRECTORS					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

Annexure G

Disclosure under Regulation 34 (3) read with Schedule V with regard to "Related Party Disclosures"

Sr. No.	Disclosures of amounts at the year end and the maximum amount of loans/ advances /investment outstanding during the year	As at 31.03.2018 ₹	Maximum amount during the financial year in ₹.
1	Loans and advances in the nature of loans to New Holding and Trading Co Ltd. (WOS)	NIL	NIL
2	Loans and advances in the nature of loans to KSB Pumps Ltd (associate company)	NIL	NIL
3	Loans and advances in the nature of loans to firms/ companies in which directors	NIL	NIL

ANNUAL REPORT ON CSR ACTIVITIES FORMING PART OF THE BOARD'S REPORT 2017-18

Sr. No.	Particulars				Remarks		
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and reference to the web-link to the CSR policy and projects or programs				To achieve one or more activities or programs laid down in Schedule VII of the Act in general and promotion of education, health care and sanitation and rural development in particular		
2.	Composition of CSR committee				Constituted on 11.02.2015. Reconstituted on 07.11.2017 Members: Mr. Probir Roy (In place of A V Setalvad) Mr. Devina Swarup (In place of A R Broacha) Mr. Gaurav Swarup		
3.	Average net profits of the Company for last three financial years				₹ 6.62 crores		
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)				₹ 13.25 lakhs (rounded)		
5.	Details of CSR spent during the year				₹ 13.25 lakhs. This amount has been provided in the accounts. ₹ 25.50 lakhs up to the financial year 2017-18 During the year ₹ 10 lakhs have been spent on the project of school building. The Company is looking for various projects for CSR activities to spend balance amount by F Y 2018-19.		
a.	Total amount to be spent for the financial year ended 31.03.2018						
b.	Amount unspent, if any						
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 or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) Project or programs-wise	Amount spent on the projects or program sub heads 1. Direct expenditure on projects or program 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Project of school building	Education and Schedule VII	West Bengal	₹ 25.25 lakhs	Direct ₹ 10 lakhs	Direct ₹ 10 lakhs	Direct ₹ 10 lakhs

6. Reason for not spending is given in the Board's Report.

7. Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Kolkata
27th April, 2018

Gaurav Swarup
Member of CSR Committee

Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Members of Industrial And Prudential Investment Company Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other notes for the year ended on that date.

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 Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 auditors' 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 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in

terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the company as we consider appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet, Statement of Profit and loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act; read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditors' 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 does not have any pending litigations which would impact its financial position as on 31st March 2018.
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended on 31st March 2018.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Place: Kolkata
Date: 27th April, 2018

Boman R Parakh
Partner
Membership No: 053400

Independent Auditors' Report

"Annexure A" to the Auditor's Report of even date:

(Annexure referred to in paragraph 1 to 'Report on Other Legal and Regulatory Requirement' Section of our report of even date).

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. As explained to us, Physical Verification of Fixed Asset was conducted by the management during the year. No material discrepancies were noticed on such physical verification.
- c. As explained to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company as disclosed in Note 2.6.
- ii) The Company is in the business of investing activity and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to the Company.
- iii) The Company has not granted any loans, secured or unsecured, during the year to Companies, Firms, Limited Liability Partnerships or other parties covered in the registered maintained under Section 189 of the Act. Accordingly, sub-clauses (a), (b and (c) are not applicable to the company.
- iv) Being Investment Company clause(iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits from public. Therefore, the question of complying with the directives issued by Reserve Bank Of India and the provision of Sections 73 to 76 of the Act and rules framed thereunder do not arise.
- vi) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the product and services of the Company.
- vii) a. According to the information and explanations given to us, during the year, the Company has generally been regular in depositing to the appropriate authorities undisputed statutory dues including Income Tax, Service Tax, GST, Cess and other statutory dues as applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remain outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.
- b. According to the records made available to us and the information and explanations given by the management, there are no dues of Income Tax, Service Tax, Cess and other statutory dues which have not been deposited on account of any dispute.
- viii) The Company has not taken any loans from any banks or financial institutions and has not issued any debentures.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not availed any Term Loans
- x) During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud by the Company or on the Company by its officers or employees nor have we been informed of any such cases by the management.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the compliance of requirements of Section 42A of the Act are not applicable.

Independent Auditors' Report

- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934 and the certificate has been obtained.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.: 301051E

Place: Kolkata
Date: 27th April, 2018

Boman R Parakh
Partner
Membership No: 053400

Independent Auditors' Report

"Annexure B" referred to in 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 Industrial And Prudential Investment Company Limited ("the Company") as at March 31, 2018 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion

Independent Auditors' Report

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

Balance Sheet as at 31st March, 2018

In ₹ thousand

Particulars	Note No.	As at 31.03.2018		As at 31.03.2017	
I. EQUITY AND LIABILITIES					
(1) SHAREHOLDERS' FUNDS					
(a) Share Capital	2.1	1,74,56		1,74,56	
(b) Reserves and Surplus	2.2	36,73,64		33,75,02	
			38,48,20		35,49,58
(2) CURRENT LIABILITIES					
(a) Trade payables	2.3				
Total Outstanding dues of micro enterprises and small enterprises.		-			
Total Outstanding dues of creditors other than micro enterprises and small enterprises		12,14		10,43	
(b) Other Current Liabilities	2.4	78,26		66,03	
(C) Short-term provisions	2.5	25,50		62,74	
			1,15,90		1,39,20
TOTAL			39,64,10		36,88,78
II. ASSETS					
(1) NON-CURRENT ASSETS					
(a) Fixed assets	2.6				
(i) Tangible assets		45		26	
(b) Non-Current Investments	2.7	37,91,23		34,16,17	
(c) Other Non Current assets	2.8	7		7	
			37,91,75		34,16,50
(2) CURRENT ASSETS					
(a) Cash and Cash equivalents	2.9	1,19,19		2,49,72	
(b) Short-term loans and advances	2.10	53,16		21,07	
(c) Other Current assets	2.11	-		1,49	
			1,72,35		2,72,28
TOTAL			39,64,10		36,88,78

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Statement of Profit and loss for the year ended 31st March, 2018

In ₹ thousand

Particulars	Note No.	For the year ended 31.03.2018	For the year ended 31.03.2017
Revenue			
Revenue from Operations	2.12	9,19,47	8,08,17
Other Income	2.13	1,05	5,96
(I) Total Revenue		9,20,52	8,14,13
Expenses			
Employee Benefits expense		6,58	14,94
Depreciation and amortisation expenses	2.6	9	1,29
Other expenses	2.14	57,99	71,50
(II) Total Expenses		64,66	87,73
(III) Profit before tax (I - II)		8,55,86	7,26,40
(IV) Tax expenses:			
Current tax		40,00	31,00
Income tax for earlier years		(7,92)	-
Deferred tax		-	-
(V) Profit after Tax		8,23,78	6,95,40
(VI) Earnings per equity share (in ₹) Basic and Diluted		47.20	39.84

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Cash Flow Statement for the year ended 31st March, 2018

In ₹ thousand

	For the year ended			
	31 st March 2018		31 st March 2017	
A) Cash Flow from operating activities:				
Net Profit before tax		8,55,86		7,26,40
Adjustments for:				
Depreciation	9		1,29	
Profit on sale of investment	(2,31,87)		(2,11,45)	
Provision for diminution in value of investment	(49,98)		-	
		(2,81,76)		(2,10,16)
Operating profit before working capital changes		5,74,10		5,16,24
Adjustments for changes in working capital				
(Increase)/Decrease in Trade & other receivables	(30,60)		(1,52)	
Increase/(Decrease) in trade payables & other liabilities	(11,37)	(41,97)	12,29	10,77
		5,32,13		5,27,01
Less: Tax Paid		(44,00)		(31,00)
Net Cash generated from operations		4,88,13		4,96,01
B) Cash flow from Investing activities				
Purchase of Fixed Assets (Including Advances)	(28)		-	
Purchase of Investments	(5,83,50)		(7,30,00)	
Sale of Investments	4,90,28	(93,50)	9,94,64	2,64,64
Net as generated from/used in investing activities		(93,50)		2,64,64
C) Cash flow from Financing activities				
Payment of Dividend	(4,36,33)		(5,65,33)	
Payment of Corporate Dividend Tax	(88,83)	(5,25,16)	(1,18,44)	(6,83,77)
Net Cash generated from/used in Financing activities		(5,25,16)		(6,83,77)
Net Increase/(decrease) in cash & cash equivalents (A+B+C)		(1,30,53)		76,88
Opening Cash & Cash Equivalents		2,49,72		1,72,84
Closing Cash & Cash Equivalents		1,19,19		2,49,72
Net increase/(decrease) in cash & cash equivalents		(1,30,53)		76,88

The above cash flow statement has been prepared under the 'Indirect Method' as set out in the accounting standard 3 on "Cash Flow statements"

Note:

1. Previous year figures have been regrouped wherever necessary.
2. All figures in brackets are outflows.

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Note 1**SIGNIFICANT ACCOUNTING POLICIES****(a) Basis of Preparation**

The financial statements have been prepared on historical cost convention and on accrual basis. The financial statements have been prepared in accordance with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 and as per Section 129 and 133 of the Companies Act, 2013.

(b) Property Plant and Equipment

Fixed assets are stated at cost less depreciation. Cost comprises the cost of acquisition and any asset attributable costs of bringing the to the condition for its intended use.

(c) Depreciation

Depreciation is provided on the written down value method prescribed in Schedule II of the Companies Act, 2013.

(d) Investments

- (i) Investments have been categorised as Long Term or Current by the Board of Directors
- (ii) Long Term Investments are stated at cost plus brokerage and other relevant charges. A Provision for diminution is made to recognise a decline, other than temporary, if any
- (iii) Current Investments are valued at lower of Cost or Market value in accordance with the guidance prescribed by Reserve Bank of India.

(e) Revenue Recognition

Dividend Income from Investment is recognised when right to receive the payment is established. Interest income is accounted on accrual basis. Insurance claim are being accounted on cash basis

(f) Retirement Benefits

The Company has provided gratuity based on the assumption that the employee will retire as at the balance sheet date.

(g) Taxes on Income:

(i) Current Tax:

Provision for Income Tax is determined in accordance with the provisions the Income Tax Act, 1961

(ii) Deferred Tax:

Deferred tax is recognised on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s).

(h) Provisions and Contingent Liabilities:

(i) A provision is recognised when there is present obligation as a result of past event and it is obligation probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

(ii) A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of out flow of resources is remote, no provision or disclosure is made.

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.1 SHARE CAPITAL

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
Authorised Capital 20,00,000 (Previous Year 20,00,000) Equity Shares of ₹ 10 each	2,00,00	2,00,00
Issued, Subscribed and Paid-up		
17,45,340 (Previous Year 17,45,340) Equity shares of ₹ 10 each fully paid up	1,74,53	1,74,53
Forfeited Shares	3	3
	1,74,56	1,74,56

a) Reconciliation of the number of shares outstanding

Particulars	31 st March 2018		31 st March 2017	
	No of Shares	Amount	No of Shares	Amount
As at the beginning of the year	17,45,340	174,53	5,81,780	58,18
Add: Shares issued during the year (bonus)	-	-	11,63,560	1,16,35
As at the end of the year	17,45,340	1,74,53	17,45,340	1,74,53

b) Terms and Right attached to equity shareholders

The Company has only One class of Equity Share having par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Share holders have all other right as available to equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company , as applicable.

c) Holding Company

In accordance with Section 2(87) (i) of the Companies Act, 2013 Paharpur Cooling Towers Limited is a Holding Company as it is deemed to control the Composition of the Board of Directors.

d) Name of the Shareholder holding more than 5 % Equity Shares

Name of the Shareholder	31 st March 2018		31 st March 2017	
	No of Shares	In %	No of Shares	In %
Paharpur Cooling Towers Limited	7,46,901	42.79	7,46,901	42.79
Melvin Powell Vanaspati & Engineering Industries Limited	1,54,800	8.87	1,54,800	8.87
Paharpur Corporation Limited	1,91,550	10.97	1,91,550	10.97

e) During the previous year 2016-17, the Company has issued in the ratio of two bonus equity shares for every one equity share of ₹ 10 each by capitalising of ₹ 1,16,35 thousand from General Reserve to Paid up equity share capital.

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.2 RESERVES AND SURPLUS

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
Capital Reserve	65	65
General Reserve		
At the beginning of the year	5,27,64	6,44,00
Less: Issue of Bonus Shares	-	1,16,36
At the end of the year	5,27,64	5,27,64
Special Reserve		
(In terms of Section 45-IC of Reserve Bank of India Act, 1934)		
At the beginning of the year	13,65,10	12,26,00
Add: Transferred from Surplus	1,64,76	1,39,10
At the end of the year	15,29,86	13,65,10
Surplus		
At the beginning of the year	14,81,63	9,25,33
Add: Profit for the year as per Statement of Profit and Loss	8,23,78	6,95,40
Less: Amount transferred to Special Reserve	1,64,76	1,39,10
Less: Final Dividend paid @ ₹25 per share	4,36,33	-
Less: Tax on Final Dividend	88,83	-
At the end of the year	16,15,49	14,81,63
At the end of the year	36,73,64	33,75,02

2.3 TRADE PAYABLES

Particulars	As at	
	31 st March 2018	31 st March 2017
Sundry Creditors - goods and services	12,14	10,43
	12,14	10,43

Disclosure of Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" (the Act). There are no delays in payment made to such suppliers. There is no amount outstanding as at the Balance Sheet date.

2.4 OTHER CURRENT LIABILITIES

Particulars	As at	
	31 st March 2018	31 st March 2017
Unclaimed Dividend	77,41	65,41
Tax Deducted at Source	85	62
	78,26	66,03

2.5 SHORT TERM PROVISIONS

Particulars	As at	
	31 st March 2018	31 st March 2017
Provision for Taxation (Net of Advance Tax)	-	16,18
Provision towards Corporate Social Responsibility	25,50	22,25
Retirement Benefits	-	24,31
	25,50	62,74

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.6 Fixed Assets		In ₹ thousand										
		GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK
DESCRIPTION	1	2	3	4	5	6	7	8	9	10	11	
		COST AS ON APRIL 01, 2017	ADDITIONS	SALES / ADJUSTMENTS	COST AS ON MARCH 31 st , 2018	UPTO MARCH 31 st , 2017	FOR THE YEAR	SALES / ADJUSTMENTS	UPTO MARCH 31 st , 2018	AS ON MARCH 31 st , 2018	AS ON MARCH 31 st , 2017	
Tangible Assets												
BUILDING		1,52	-	-	1,52	1,31	2	-	1,33	19	21	
FURNITURE AND FIXTURES		3,80	-	-	3,80	3,80	-	-	3,80	-	-	
OFFICE EQUIPMENTS		1,17	-	-	1,17	1,17	-	-	1,17	-	-	
OTHERS - COMPUTERS		5,53	28	-	5,81	5,48	7	-	5,55	26	5	
Sub-total		12,02	28	-	12,30	11,76	9	-	11,85	45	26	
Intangible Assets												
COMPUTER SOFTWARE		2,02	-	-	2,02	2,02	-	-	2,02	-	-	
Sub-total		2,02	-	-	2,02	2,02	-	-	2,02	-	-	
Grand Total		14,04	28	-	14,32	13,78	9	-	13,87	45	26	
PREVIOUS YEAR		14,04	-	-	14,04	12,50	1,29	-	13,78	26		

Note : Building includes Rupees Two hundred fifty (Previous year Rupees Two hundred fifty) being the cost of shares in Co-operative Society.

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.7 Non -Current Investments
(Fully paid up except otherwise stated)

In ₹ thousand

	Face Value	As at 31 st March 2018		As at 31 st March 2017	
		Number	Value	Number	Value
(I) In Equity Shares					
Quoted					
(a) Associate					
KSB PUMPS LIMITED	10	71,40,000	1,74,01	71,40,000	1,74,01
Total (a)			1,74,01		1,74,01
(b) Others					
3I INFOTECH LIMITED	10	-	-	95,000	26,66
ACC LIMITED	10	7,000	4,38	7,000	4,38
AMARA RAJA BATTERIES LIMITED	1	1,05,000	10,04	1,05,000	10,04
ASHAPURA MINECHEM LIMITED	2	-	-	62,000	25,37
ASHOK LEYLAND LIMITED	1	27,000	20,05	27,000	20,05
BASF INDIA LIMITED	10	10,000	32,03	10,000	32,03
BEML LIMITED	10	8,500	18,77	8,500	18,77
BHARAT ELECTRONICS LIMITED	1	99,000	11,96	90,000	11,96
BHARAT FORGE LIMITED	2	32,000	13,83	16,000	13,83
BHARTI AIRTEL LIMITED	5	17,500	22,74	17,500	22,74
BOSCH LIMITED	10	2,000	11	2,000	,11
BSE LIMITED	2	6,750	30,78	6,750	30,78
CAIRN INDIA LTD (Refer Note No: 2.7.1)	10	-	,	4,400	14,84
CENTURY TEXTILES & INDUSTRIES LIMITED	10	4,500	23,94	4,500	23,94
DR REDDY'S LABORATORIES LIMITED	5	4,000	20,29	4,000	20,29
GAIL (INDIA) LIMITED	10	38,000	43,22	38,000	43,22
GE T&D INDIA LIMITED	2	50,000	7,88	50,000	7,88
HDFC BANK LIMITED	2	2,000	21,96	2,000	21,96
HEIDELBERG CEMENT INDIA LIMITED	10	-	-	25,000	17,86
HINDUSTAN UNILEVER LIMITED	1	73,000	1,91	73,000	1,91
IDBI BANK LIMITED	10	-	-	15,000	11,70
INDIA CEMENTS LIMITED	10	-	-	26,000	21,95
INFOSYS LIMITED	5	4,32,000	21,11	4,32,000	21,11
ITC LIMITED	1	27,000	11,27	27,000	11,27
KOKUYO CAMLIN LIMITED	1	-	-	20,000	20,59
MONSANTO INDIA LIMITED	10	1,600	6,73	1,600	6,73
NESTLE INDIA LIMITED	10	14,000	1,78	14,000	1,78
NTPC LIMITED	10	-	-	21,000	16,84
ORIENT REFRACTORIES LIMITED	10	90,000	4,01	90,000	4,01
PIRAMAL ENTERPRISES LIMITED	2	20,500	15,57	20,500	15,57
RELIANCE INDUSTRIES LIMITED	10	32,000	14,55	16,000	14,55
SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED	2	-	-	50,000	2,37
SELAN EXPLORATION TECHNOLOGY LIMITED	10	-	-	11,000	8,05
SIEMENS LIMITED	2	25,000	1,95	25,000	1,95
STATE BANK OF INDIA	1	38,000	21,56	38,000	21,56
SUN PHARMACEUTICAL INDUSTRIES LIMITED	1	8,000	32,24	8,000	32,24
TATA CONSULTANCY SERVICES LIMITED	1	14,000	66,71	14,000	66,71
TATA MOTORS LIMITED	2	21,100	8,83	21,100	8,83
TATA MOTORS LIMITED -NEW NPP	2	41,500	40,05	41,500	40,05

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

TATA STEEL LIMITED	10	12,600	36,82	10,800	27,64
TECH MAHINDRA LIMITED	5	12,000	19,43	12,000	19,43
THE GREAT EASTERN SHIPPING COMPANY LIMITED	10	30,400	50,57	30,400	50,57
THE INDIAN HOTELS COMPANY LIMITED	1	-	-	97,020	24,88
THE KARUR VYSYA BANK LIMITED	2	2,22,000	60,23	1,90,000	35,91
THE TATA POWER COMPANY LIMITED	1	2,70,000	28,84	2,70,000	28,84
TIMKEN INDIA LIMITED	10	7,000	14,33	7,000	14,33
TITAN COMPANY LIMITED	1	3,10,500	49,94	3,10,500	49,94
VEDANTA LIMITED (Refer Note No: 2.7.1)	10	4,400	14,84	-	,
VIKAS W.S.P LIMITED	1	-	-	80,000	32,16
ZEE ENTERTAINMENT ENTERPRISES LIMITED	1	20,808	7,99	20,808	7,99
Total			8,13,24		9,88,16
Less: Provision for Diminution in value of Investments			-		49,98
Total (b)			8,13,24		9,38,18
Unquoted					
(C) In Subsidiary					
New Holding and Trading Company Limited	100	5,025	3	5,025	3
Total (C)			3		3
(D) In Others					
Niyuprene Plastics Company Limited	10	1,000	-	1,000	-
Siltronics India Limited (In liquidation)	10	30	-	30	-
Total (D)			-		-
Total (I)			9,87,28		11,12,22
(II) In Preference Shares					
Quoted					
6% ZEE ENTERTAINMENT ENTERPRISES LIMITED (Redeemable on 14 th March 2022)	10	43,696	-	43,696	-
7.50% Vedanta Limited (Refer Note No:2.7.1) (Redeemable after 18 month from the date of issuance on 27 th October 2018)	10	17,600	-	-	-
Total (II)			-		-
(III) In Debentures					
Quoted					
NTPC Limited - SR-54 8.49% Non Convertible (Redeemable on 25th March 2025)	12.5	21,000	-	21,000	-
Total (III)			-		-
(IV) In Mutual Fund					
Birla Sunlife Mutual Fund Balance 95 Fund - Growth - Regular Plan	10	30,066.77	1,66,56	30,067	1,66,56
DSP BR Focus 25 Fund -Regular Plan - Growth	10	7,32,837	1,25,00	7,32,837	1,25,00
DSP BR Balanced Fund - Regular Plan - Growth	10	1,18,760	1,40,00	1,18,760	1,40,00
Franklin India Balance Fund	10	1,08,369	1,00,00	1,08,369.00	1,00,00
Reliance Mutual Fund ETF - Liquid Bees	10	0.04	-	0.04	-
HDFC Mutual Fund - Balance Fund Growth -Regular Plan	10	1,92,535.79	2,00,00	1,92,535.79	2,00,00
ICICI Prudential Mutual Fund - Balance Fund Regular Plan - Growth	10	2,11,874	1,89,60	2,11,874	1,89,60
IL & FS Milestone Fund - II	1000	104	1,04	104	1,04

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

IDFC Dynamic Equity Fund Regular Plan-Growth	10	13,97,436	1,50,00	13,97,436	1,50,00
JM Mutual Fund - G-Sec Fund- Regular Plan Growth	10	2,72,977	1,08,50	2,72,977	1,08,50
Kotak Select Focus Fund - Growth	10	5,50,758	1,25,00	5,50,758	1,25,00
Kotak Equity Arbitrage Fund	10	4,21,414	1,00,00	-	-
L&T India Prudence Fund - Growth	10	4,82,393	1,00,00	4,82,393	1,00,00
Reliance Regular Saving Fund-Balanced Plan-Dividend	10	10,59,073	1,80,00	10,59,073	1,80,00
Reliance Pharma Fund - Dividend Plan Dividend Payout*	10	62,468	25,00	62,468	25,00
Reliance Liquid Fund- Treasury Plan-Direct Growth Plan-Growth Option	10	9,448	4,00,00	-	-
SBI Magnum Balanced Fund - Growth	10	2,92,634	2,90,00	2,92,634	2,90,00
Tata Balanced Fund - Growth	10	1,16,481	2,00,00	1,16,481	2,00,00
UTI BOND FUND - Bluechip Flexicap - Dividend Payout Plan	10	1,66,857	33,25	1,66,857	33,25
UTI BALANCED FUND - Growth	10	1,30,507	1,70,00	1,30,507	1,70,00
Total (IV)			28,03,95		23,03,95
Total (I+II+III+IV)			37,91,23		34,16,17
Aggregate amount of Quoted Investments					
- Equity			9,87,25		11,12,19
- Preference Shares			-		-
- Debentures			-		-
			9,87,25		11,12,19
Aggregate amount of Market Value Quoted Investments					
- Equity			723,46,98		651,50,82
- Preference Shares			5,07		4,13
- Debentures			2,68		2,72
			723,54,73		651,57,67
Aggregate amount of Unquoted Investments					
- Equity			3		3
- Mutual Fund			28,03,95		23,03,95
			28,03,98		23,03,98
Net Asset Value of Mutual Fund					
			34,08,75		26,86,63

2.7.1. Pursuant to the scheme of arrangement approved by the Hon'ble High court of Mumbai, The Cairn India Limited has been amalgamated with Vedanta Limited with effect from April 11,2017. Consequent to the same, the company has received 1 equity share of ₹ 10 each and 4 7.50% Redeemable Preference share of ₹ 10 each of Vedanta Limited for every 1 equity share of ₹ 10 each held by them in Cairn India Limited.

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.8 OTHER NON CURRENT ASSETS

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
Security deposit	7	7
	7	7

2.9 CASH AND CASH EQUIVALENTS

Particulars	As at	
	31 st March 2018	31 st March 2017
Cash and Cash Equivalents		
In current account with Banks	41,92	1,84,31
Cash on Hand (Previous Year denotes balance less than ₹ 500)	-	0
Earmarked balance with Banks in Dividend Accounts	77,27	65,41
	1,19,19	2,49,72

2.10 SHORT TERM LOANS AND ADVANCES

Particulars	As at	
	31 st March 2018	31 st March 2017
UNSECURED (CONSIDERED GOOD)		
Advance Income Tax (Net of Provision)	17,05	-
MAT Credit Entitlement	46	20,78
Balances with Government Authorities	-	29
Others	35,65	-
	53,16	21,07

2.10.1. Entitlement credit in respect of Minimum Alternate Tax (MAT) amounting to ₹ 40,00 thousand (Previous year ₹ 31,00 thousand) has not been recognised in these financial statements considering the concept of prudence and convincing evidence of realisation thereof during the specified period.

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.11 OTHER CURRENT ASSETS

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
UNSECURED (CONSIDERED GOOD)		
Dividend Receivable	-	1,49
	-	1,49

2.12 REVENUE FROM OPERATIONS

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Dividend Income		
- Long Term	6,32,46	5,91,53
Income from Mutual Fund	-	4,97
Interest Income on debenture	22	22
Profit on sale of Long Term Investments	2,31,87	2,11,45
Provision for diminution in the value of Investments written back	49,98	-
Sale of right entitlements (Refer Note No: 2.12.1)	4,94	-
	9,19,47	8,08,17

2.12.1: represents proceeds from sale of entitlements of equity shares in The Indian Hotels Company Limited and Tata Steel Limited.

2.13 OTHER INCOME

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Miscellaneous Income	1,05	5,96
	1,05	5,96

2.14 OTHER EXPENSES

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Repair & Maintainence	2,34	2,44
Rates & Taxes	2,88	2,73
Directors' Fees	2,15	3,00
Commission to Directors	6,00	6,00
Corporate Social Responsibility	13,25	11,00
Expense of Mutual Fund Scheme	-	8,20
Service charges and fees	12,90	16,11
Printing & Stationery	2,32	3,25
Miscellaneous expenses	16,15	18,77
	57,99	71,50

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

Notes forming part of then financial statements for the Financial Year ended 31st March 2018

Note No 2.15: Contingent Liabilities and commitments (to the extent not provided for)

Claim against the Company not acknowledged as debt: NIL

Note No 2.16: Proposed Dividend

In respect of the year ended March 31, 2018, the Board of Directors has proposed a final dividend of ₹ 25.00 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend to be paid is ₹ 4,36,33 thousand and the dividend distribution tax thereon amounts to ₹ 88,83 thousand.

Note No 2.17: Segment Reporting

The investment activity is considered as a single activity in accordance with the Accounting Standard (AS-17) "Segment Reporting"

Note No 2.18: Related Party Disclosure

A. Name of the related party and nature of relationship where control exists:

Name of the Related Party	Nature of Relationship
Paharpur Cooling Towers Limited	Holding Company
New Holding & Trading Company Limited	Subsidiary Company
Key Managerial Personnel	Mr Gaurav Swarup – Managing Director Mr A K Singhania – Chief Financial Officer Mr Ayan Datta – Company Secretary
Mrs. Gyan Mahendra Swarup Mrs Bindu Swarup Mrs Parul Swarup Mr Vikram Swarup Ms Devina Swarup Mr Varun Swarup	Relatives of Key Management Personnel
KSB Pumps Limited	Associate Company
Paharpur Corporation Limited Melvin Powell Vanaspati & Engineering Industries Limited.	Enterprise over which Key Managerial Personnel having significant influence

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

B. Related Party Transactions:

In ₹ thousand

Nature of Transaction	Holding Company	Subsidiary Company	Key Management Personnel	Relatives of Key Management Personnel	Associates Company	Enterprise over which key Management Personnel having significant influence	Total
Dividend Paid	1,86,73 (2,48,97)	- (-)	90 (12)	9,94 (13,25)	- (-)	86,59 (1,15,45)	2,84,16 (3,77,79)
Dividend Received	- (-)	- (-)	- (-)	- (-)	3,92,70 (3,92,70)	- (-)	3,92,70 (3,92,70)
Director Sitting Fees	- (-)	- (-)	20 (8)	50 (-)	- (-)	- (-)	70 (8)
Director Commission	- (-)	- (-)	- (-)	94 (-)	- (-)	- (-)	94 (-)

Notes:

- a) There is no provision for doubtful debts as at the end of the year in respect of related parties.
- b) There are no amounts written off or written back during the year in respect of debts due from or to related parties.
- c) Figures within brackets represents figures of previous year.

Note No 2.19: Earning per Share

- a) The amount used as the numerator in calculating basic and diluted earnings per share is the Net Profit for the year disclosed in the statement of Profit and loss.
- b) The weighted average number of equity shares used as denominator in calculating both basic and diluted earnings per share is 17,45,340 (Previous Year 17,45,340)

Note No 2.20: Employee Benefits

Employee Benefits expenses includes provision for gratuity ₹ NIL (Previous Year ₹ 3,69 thousand)

Note No 2.21: Corporate Social Responsibility

As per Section 135 of the Companies Act 2013, company is required to spend at least 2 percent of the average net profits made during the three immediately preceding financial years in corporate social Responsibility (CSR) projects. Accordingly, the company provides for the expenditure on CSR based on the amount determined as above as per the provisions of Section 135 of the Companies Act 2013. The accumulated unspent amount during the year are carried forward and are spent upon selection of the suitable project.

- a) Gross amount required to be spent by the company during the year: ₹ 35,50 thousand (including ₹ 22,25 thousand lying unspent from earlier years).
- b) Amount spent during the year to support project of school at Gopalpur by Vivekananda VidyaVikash Parishad ₹ 10,00 thousand (excluding ₹22,25 thousand already carried in the Books of Account)

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

(In ₹ thousand)

Particulars	Year ended 31 st March,2018			Year ended 31 st March,2017		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	-	-	-	-	-	-
On purpose other than above	10,00	15,25	25,25	-	22,25	22,25
Total	10,00	15,25	25,25	-	22,25	22,25

Note No 2.22: Auditors' remuneration includes:

(In ₹ thousand)

Particulars	31 st March 2018	31 st March 2017
Audit Fees	₹ 2,00	₹ 1,20
Other services (Limited Review and other certification)	₹ 98	₹ 30
Total	₹ 2,98	₹ 1,50

Note No 2.23

Previous year's figures have been regrouped wherever necessary, to conform, to current year's classification.

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

For and on behalf of the Board of Directors

Boman R Parakh
Partner
Membership No: 053400

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Place: Kolkata
Date: 27th April, 2018

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Schedule to the Balance Sheet of a Non-Banking Financial Company

(as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

	Particulars	(In ₹ thousands)	
		Amount Outstanding	Amount Overdue
(1)	Liabilities side: Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not paid: (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits* (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Public Deposits* (g) Other Loans (specify nature) * Please see Note 1 below	NIL	NIL
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive Of interest accrued thereon but net paid): (a) In the form of Unsecured debentures (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security (c) Other public deposits * Please see Note 1 below	NIL	NIL
	Assets side:		
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]: (a) Secured (b) Unsecured	NIL	
(4)	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards (i) Lease assets including lease rentals under sundry debtors; (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Hypothecation loans counting towards EL/HP activities: (a) Loans where assets have been repossessed (b) Loans other than (a) above	NIL	

	Particulars	(In ₹ thousands)		
(5)	Break-up of Investments: Current Investments:			
	1. Quoted:			
	(i) Shares: (a) Equity			-
	(b) Preference			-
	(ii) Debentures and Bonds			-
	(iii) Units of mutual funds			-
	(iv) Government Securities			-
	(v) Others (please specify)			-
	2. Unquoted			
	(i) Shares: (a) Equity			-
	(b) Preference			-
	(ii) Debentures and Bonds			-
	(iii) Units of mutual funds			-
	(iv) Government Securities			-
	(v) Others (please specify)			-
	Long Term Investments: (AT COST)			
	1. Quoted:			
	(i) Shares: (a) Equity			9,87,25
	(b) Preference			-
	(ii) Debentures and Bonds			-
	(iii) Units of mutual funds			-
	(iv) Government Securities			-
	(v) Others (please specify)			-
	2. Unquoted:			
	(i) Shares: (a) Equity			3
	(b) Preference			-
	(ii) Debentures and Bonds			-
	(iii) Units of mutual funds			28,03,95
	(iv) Government Securities			-
	(v) Others (please specify)			-
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances: Please see Note 2. Below			
		Amount Net of Provision		
	Category	Secured	Unsecured	Total
	1. Related Parties**	-	-	-
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related parties	-	-	-
	TOTAL	-	-	-

Particulars		(In ₹ thousands)	
(7)	Investor group-wise classification of all investment (current and long term) in shares and securities (both quoted and unquoted) Please see Note 3 below		
	Category	Amount Net of Provision	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties**	-	-
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	20,73,89	1,10,08
	2. Other than related parties	6,55,63	3,00,82
	TOTAL	27,29,52	4,10,90
(8)	Other information		
	(i) Gross Non-Performing Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
	(ii) Gross Non-Performing Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
	(iii) Assets acquired in satisfaction	NIL	

Notes:

1. As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
3. All Accounting Standards and Guidance Notes issued by CAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break unfair value/NAV in respect of unquoted investments should be disclosed in respective of whether they are classified as long term or current in column (5) above.

STATEMENT OF NET OWNED FUNDS AS ON MARCH 31, 2018

₹ In Thousands.

i	Paid-up Equity Capital	1,74,56
ii	Free Reserves	21,43,13
iii	Total (i + ii)	23,17,69
iv	Accumulated balance of loss	-
v	Deferred Revenue Expenditure	-
vi	Other intangible assets	-
vii	Total (iv + v + vi)	-
viii	Owned Funds (iii – vii)	23,17,69
ix	Investment in shares of:	
	a. Subsidiaries	3
	b. Companies in the same Group	-
	c. Other non-banking financial companies	-
x	The book value of debentures, bonds, outstanding loans and advances made to and deposits with:	
	a. Subsidiaries	-
	b. Companies in the same Group	-
xi	Total {ix (a) + ix (b) + ix (c) + x (a) + (b)}	3
xii	Amount of item xi in excess of 10% of item viii above	-
xiii	Net Owned Funds (viii-xii)	23,17,66

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

INDEPENDENT AUDITORS' REPORT

To the Members of Industrial And Prudential Investment Company Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Industrial And Prudential Investment Company Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and Associate which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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

in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2018, their consolidated Profit and their consolidated Cash Flows for the year ended on that date.

Other Matters

We did not audit the financial statements of the Subsidiary, New Holding and Trading Company Limited, whose financial Statements reflect total Assets of ₹466.10 Lakhs as at 31st March 2018, Total revenues of ₹ 21.24 Lakhs and Net Cash Flows amounting to ₹14.83 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's share on net profit of Rs.1558.39 Lakhs for year ended 31st December 2017, as considered in the Consolidated Financial Statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Consolidated Financial Statements , in so far as it relates to the amount and disclosures included in respect of the subsidiary and associates, and our report in terms of Sub-Section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiary and Associates, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the Other Auditor;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the Consolidated Balance Sheet, Consolidated Statement of Profit and loss and Consolidated Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act;

Annexure I

Independent Auditors' Report on the Consolidated Financial Statements

- e) On the basis of the written representations received from the directors of the Holding Company and the subsidiary company incorporated in India, as on March 31, 2018, taken on record by the Board of Directors of the Company and the subsidiary company incorporated in India, none of the directors of the company and its subsidiary company incorporated in India is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the Holding Company, Subsidiary Company and Associate Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There are no pending litigations which would impact the Consolidated Financial Position of the Group.
 - ii. The Group does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group and the Associate.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.: 301051E

Place: Kolkata
Date: 27th April, 2018

Boman R Parakh
Partner
Membership No: 053400

"Annexure A" referred to in 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")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Industrial And Prudential Investment Company Limited (herein referred to as "the Holding Company") and Subsidiary Company and its Associate Company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance

Annexure I

Independent Auditors' Report on the Consolidated Financial Statements

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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its Subsidiary Company incorporated in India ,have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.: 301051E

Place: Kolkata
Date: 27th April, 2018

Boman R Parakh
Partner
Membership No: 053400

Consolidated Balance Sheet as at 31st March, 2018

In ₹ thousand

Particulars	Note No.	As at 31.03.2018		As at 31.03.2017	
I. EQUITY AND LIABILITIES					
(1) SHAREHOLDERS' FUNDS					
(a) Share Capital	2.2	1,74,56		1,74,56	
(b) Reserves and Surplus	2.1	196,51,33		182,64,01	
			198,25,89		184,38,57
(2) CURRENT LIABILITIES					
(a) Trade payables	2.3	12,51		10,52	
Total Outstanding dues of micro enterprises and small enterprises.					
Total Outstanding dues of creditors other than micro enterprises and small enterprises					
(b) Other Current Liabilities	2.4	78,26		66,03	
(C) Short-term provisions	2.5	25,50		63,43	
			1,16,27		1,39,98
			199,42,16		185,78,55
II. EQUITY AND LIABILITIES					
(1) NON-CURRENT ASSETS					
(a) Fixed assets	2.6				
(i) Tangible assets			45		26
(b) Non-Current Investments	2.7		197,14,78		182,65,58
(c) Other Non Current assets	2.8		7		7
			197,15,30		182,65,91
(2) CURRENT ASSETS					
(a) Cash and Cash equivalents	2.9	1,73,70		2,89,41	
(b) Short-term loans and advances	2.10	53,16		21,74	
(c) Other Current assets	2.11	-		1,49	
			2,26,86		3,12,64
			199,42,16		185,78,55

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Consolidated Statement of Profit and loss for the year ended 31st March, 2018

				In ₹ thousand
Particulars	Note No.	As at 31.03.2018		As at 31.03.2017
Revenue				
Revenue fro Operations	2.12	5,33,71		8,28,73
Other Income	2.13	1,05		5,96
(I) Total Revenue		5,34,76		8,34,69
Expenses				
Employee Benefits expense		6,58		14,94
Depreciation and amortisation expenses	2.6	9		1,29
Other expenses	2.14	59,06		73,98
(II) Total Expenses		65,73		90,21
(III) Profit before tax (I - II)		4,69,03		7,44,48
(IV) Tax expenses:				
Current tax		40,00		31,00
Income tax for earlier years		(7,92)		-
Deferred tax		-		-
(V) Profit ater Tax		4,36,95		7,13,48
Add: Share of Profit in respect of investment in Associate Company	2.26	15,58,39		13,88,22
Profit for the year		19,95,34		21,01,70
(XII) Earnings per equity share (in ₹) Basic nd Diluted		114.32		120.42

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2018

In ₹ thousand

	For the year ended			
	31 st March 2018		31 st March 2017	
A) Cash Flow from operating activities:				
Net Profit before tax		4,69,03		7,44,48
Adjustments for:				
Depreciation	9		1,29	
Profit on sale of investment	(2,31,87)		(2,11,45)	
Provision for diminution in value of investment	(49,98)		-	
Share of Profit received from associate	4,07,00			
		1,25,24		(210,16)
Operating profit before working capital changes		5,94,27		5,34,32
Adjustments for changes in working capital				
(Increase)/Decrease in Trade & other receivables	(29,92)		(1,52)	
Increase/(Decrease)in trade payables & other liabilities	(11,79)	(41,71)	12,24	10,72
		5,52,56		5,45,04
Less: Tax Paid		44,00		31,00
Net Cash generated from operations		5,08,56		5,14,04
B) Cash flow from Investing activities				
Purchase of Fixed Assets (Including Advances)	(28)		-	
Purchase of Investments	(5,89,12)		(7,30,00)	
Sale of Investments	4,90,29	(99,11)	9,94,64	2,64,64
Net as generatedfrom/used in investing activities		(99,11)		2,64,64
C) Cash flow from Financing activities				
Payment of Dividend	(4,36,33)		(5,65,33)	
Payment of Corporate Dividend Tax	(88,83)	(5,25,16)	(1,18,44)	(6,83,77)
Net Cash generated from/used in Financing activities		(5,25,16)		(6,83,77)
Net Increase/(decrease) in cash & cash equivalents (A+B+C)		(1,15,71)		94,91
Opening Cash & Cash Equivalents		2,89,41		1,94,50
Closing Cash & Cash Equivalents		1,73,70		2,89,41
Net ncrease/(decrease) in cash & cash equivalents		(1,15,71)		94,91

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

As per our report attached.

For Lodha & Co
Chartered Accountants
Firm's ICAI Registration No: 301051E

Boman R Parakh
Partner
Membership No: 053400

Place: Kolkata
Date: 27th April, 2018

For and on behalf of the Board of Directors

Gaurav Swarup
Chairman & Managing Director

Devina Swarup
Director

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

1. Notes forming part of the financial statements for the year ended 31st March 2018**SIGNIFICANT ACCOUNTING POLICIES**

- (a) The Consolidated Financial Statements comprise the financial statement of the Industrial & Prudential Investment Company Limited, its wholly owned subsidiary "New Holding and Trading Company Limited" and its Associate Company KSB Pumps Ltd. which are incorporated in India.

(b) Basis of Preparation

"The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects the Accounting Standards ('AS') notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the business carried out by the company, operating cycle has been considered to be twelve months for the purpose of current/non-current classification of its assets and liabilities."

- (c) The financial statements of the Company and its subsidiary company have been consolidated on a line-by-line basis in accordance with the Accounting Standard 21 on "Consolidated Financial Statements" notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 by adding together the book value of items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or unrealised cash losses.

- (d) The financial statements of the Company and its associate Company have been consolidated in accordance with AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements." notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014

(e) Property Plant and Equipment

Fixed assets are stated at cost less depreciation. Cost comprises the cost of acquisition and any other cost attributable to bringing the asset to the condition for its intended use.

(f) Depreciation

Depreciation is provided on the written down value method over the useful life of the asset as prescribed in Schedule II of the Companies Act, 2013.

(g) Investments

(i) Investments maturing within twelve months from the date of acquisition and investments made with the specific intention to dispose off within twelve months from the date of acquisition are classified as short-term/current investments and are carried at their cost or market value/net realisable value, whichever is lower.

(ii) Investments other than short-term/current investments are carried at their cost of acquisition. Long-term investments maturing within twelve months from the close of the year (i.e. current maturities) are reclassified as current investments. Provision for diminution in value of long term investments, if any, is made if, in the opinion of the Management, such diminution is other than temporary.

(h) Revenue Recognition

Dividend Income from Investment is recognised when right to receive the payment is established. Interest income is accounted on accrual basis. Insurance claim are being accounted on cash basis.

(i) Retirement Benefits

Gratuity liabilities, as applicable is provided on estimated basis.

CONSOLIDATED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

(j) Taxes on Income:

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961. Deferred tax resulting from timing differences between book profits and tax profits is accounted for at the current rate of tax or the substantively enacted rate of tax to the extent the timing differences are expected to crystallise in assets or liabilities with reasonable certainty. However, deferred tax asset arising on account of unabsorbed depreciation and business losses are recognised only if there is virtual certainty supported by convincing evidence that there would be adequate future taxable income against which the same can be realised/set off

(k) Provisions and Contingent Liabilities:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a realisable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2. NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March 2018

2.1 SHARE CAPITAL

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
Authorised Capital 20,00,000 (Previous Year 20,00,000) Equity Shares of ₹ 10 each	2,00,00	2,00,00
	2,00,00	2,00,00
Issued, Subscribed and Paid-up 17,45,340 (Previous Year 17,45,340) Equity shares of ₹ 10 each fully paid up	1,74,53	174,53
Forfeited Shares	3	3
	1,74,56	174,56

a) Reconciliation of the number of shares outstanding

Particulars	31 st March 2018		31 st March 2017	
	No of Shares	Amount	No of Shares	Amount
As at the beginning of the year	17,45,340	174,53	5,81,780	58,18
Add: Shares issued during the year (bonus)	-	-	11,63,560	1,16,35
Less: Shares bought back during the year	-	-	-	-
As at the end of the year	17,45,340	1,74,53	17,45,340	174,53

b) Terms and Right attached to equity shareholders

The Company has only One class of Equity Shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Share holders have all other right as available to equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company , as applicable.

c) Holding Company

In accordance with Section 2(87) (i) of the Companies Act, 2013 Paharpur Cooling Towers Limited is a Holding Company as it is deemed to control the Composition of the Board of Directors.

d) Name of the Shareholder holding more than 5 % Equity Shares

Name of the Shareholder	31 st March 2018		31 st March 2017	
	No of Shares	In %	No of Shares	In %
Paharpur Cooling Towers Limited.	7,46,901	42.79	2,48,967	42.79
Melvin Powell Vanaspati & Engineering Industries Limited	1,54,800	8.87	51,600	8.87
Paharpur Corporation Limited	1,91,550	10.97	63,850	10.97

e) During the previous year 2016-17, the Company has issued in the ratio of two bonus equity shares for every one equity share of ₹ 10 each by capitalising of ₹ 1,16,35 thousand from General Reserve to Paid up equity share capital.

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

In ₹ thousand

2.2 RESERVES AND SURPLUS

Particulars

	As at	
	31st March 2018	31st March 2017
Capital Reserve	65	65
General Reserve		
At the beginning of the year	6,48,94	7,65,30
Less: Issue of Bonus Share	-	1,16,36
At the end of the year	6,48,94	6,48,94
Special Reserve		
(In terms of Section 45-IC of Reserve Bank of India Act, 1934)		
At the beginning of the year	14,60,87	13,18,15
Add: Transferred from Surplus	1,66,61	1,42,72
At the end of the year	16,27,48	14,60,87
Surplus		
At the beginning of the year	161,53,55	141,94,57
Add: Profit for the year as per Statement of Profit and Loss	19,95,34	21,01,70
Less: Amount transferred to Special reserve	1,66,61	1,42,72
Less: Final Dividend paid @ ₹ 25 per share	4,36,33	-
Less: Tax on Final Dividend	88,83	-
Less: Tax on Final Dividend received from Associate	82,86	-
At the end of the year	173,74,26	161,53,55
At the end of the year	196,51,33	182,64,01

2.3 TRADE PAYABLES

Particulars

	As at	
	31st March 2018	31st March 2017
Sundry Creditors - goods and services	12,51	10,52
	12,51	10,52

Disclosure of Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" (the Act). There are no delays in payment made to such suppliers. There is no amount outstanding as at the Balance Sheet date.

2.4 OTHER CURRENT LIABILITIES

Particulars

	As at	
	31st March 2018	31st March 2017
Unclaimed Dividend	77,41	65,41
Tax Deducted at Source	85	62
	78,26	66,03

2.5 SHORT TERM PROVISIONS

Particulars

	As at	
	31st March 2018	31st March 2017
Provision for Taxation (Net of Advance Tax)	-	16,87
Provision towards Corporate Social Responsibility	25,50	22,25
Retirement Benefits	-	24,31
	25,50	63,43

2.6 Fixed Assets		GROSS BLOCK							DEPRECIATION / AMORTISATION				NET BLOCK	
		1	2	3	4	5	6	7	8	9	10	11		
DESCRIPTION	COST AS ON APRIL 01, 2017	ADDITIONS	SALES / ADJUSTMENTS	COST AS ON MARCH 31 st , 2018	UPTO MARCH 31 st , 2017	FOR THE YEAR	SALES / ADJUSTMENTS	UPTO MARCH 31 st , 2018	AS ON MARCH 31 st , 2018	AS ON MARCH 31 st , 2017				
1	2	3	4	5	6	7	8	9	10	11				
Tangible Assets														
BUILDING	1,52	-	-	1,52	1,31	2	-	1,33	19	21				
FURNITURE AND FIXTURES	3,80	-	-	3,80	3,80	-	-	3,80	-	-				
OFFICE EQUIPMENTS	1,17	-	-	1,17	1,17	-	-	1,17	-	-				
OTHERS - COMPUTERS	5,53	28	-	5,81	5,48	7	-	5,55	26	5				
Sub-total	12,02	28	-	12,30	11,76	9	-	11,85	45	26				
Intangible Assets														
COMPUTER SOFTWARE	2,02	-	-	2,02	2,02	-	-	2,02	-	-				
Sub-total	2,02	-	-	2,02	2,02	-	-	2,02	-	-				
Grand Total	14,04	28	-	14,32	13,78	9	-	13,87	45	26				
PREVIOUS YEAR	14,04	-	-	14,04	12,50	1,29	-	13,78	26	-				

Note : Building includes Rupees Two hundred fifty (Previous year Rupees Two hundred fifty) being the cost of shares in Co-operative Society.

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

2.7 Non -Current Investments

(Fully paid up except otherwise stated)

In ₹ thousand

	Face Value	As at 31st March 2018		As at 31st March 2017	
		Number	Value	Number	Value
(I) In Equity Shares					
(a) Quoted - Associates					
KSB PUMPS LIMITED					
Cost of Acquisition:	10	74,00,000	2,84,09	74,00,000	2,84,09
Add: Share of Profit till date	2.7.2		155,12,68		144,44,15
Total (a)			157,96,77		147,28,24
(b) Quoted - Others					
3I INFOTECH LIMITED	10	-	-	95,000	26,66
ACC LIMITED	10	7,000	4,38	7,000	4,38
AMARA RAJA BATTERIES LIMITED	1	1,05,000	10,04	1,05,000	10,04
ASHAPURA MINECHEM LIMITED	2	-	-	62,000	25,37
ASHOK LEYLAND LIMITED	1	27,000	20,05	27,000	20,05
BASF INDIA LIMITED	10	10,800	41,24	10,800	41,24
BEML LIMITED	10	8,500	18,77	8,500	18,77
BHARAT ELECTRONICS LIMITED	1	99,000	11,96	90,000	11,96
BHARAT FORGE LIMITED	2	32,000	13,83	16,000	13,83
BHARTI AIRTEL LIMITED	5	17,500	22,74	17,500	22,74
BOSCH LIMITED	10	2,000	11	2,000	11
BSE LIMITED	2	6,750	30,78	6,750	30,78
CAIRN INDIA LTD (Refer Note No: 2.7.1)	10	-	-	4,400	14,84
CENTURY TEXTILES & INDUSTRIES LIMITED	10	4,500	23,94	4,500	23,94
DR REDDY'S LABORATORIES LIMITED	5	4,000	20,29	4,000	20,29
GAIL (INDIA) LIMITED	10	38,000	43,22	38,000	43,22
GE T&D INDIA LIMITED	2	50,000	7,88	50,000	7,88
HDFC BANK LIMITED	2	2,000	21,96	2,000	21,96
HEIDELBERG CEMENT INDIA LIMITED	10	-	-	25,000	17,86
HINDUSTAN UNILEVER LIMITED	1	73,000	1,91	73,000	1,91
IDBI BANK LIMITED	10	-	-	15,000	11,70
INDIA CEMENTS LIMITED	10	-	-	26,000	21,95
INFOSYS LIMITED	5	4,51,200	52,57	4,51,200	52,57
ITC LIMITED	1	27,000	11,27	27,000	11,27
KOKUYO CAMLIN LIMITED	1	-	-	20,000	20,59
MONSANTO INDIA LIMITED	10	1,600	6,73	1,600	6,73
NESTLE INDIA LIMITED	10	14,000	1,78	14,000	1,78
NTPC LIMITED	10	-	-	21,000	16,84
ORIENT REFRACTORIES LIMITED	10	90,000	4,01	90,000	4,01
PIRAMAL ENTERPRISES LIMITED	2	20,500	15,57	20,500	15,57
RELIANCE INDUSTRIES LIMITED	10	32,000	14,55	16,000	14,55
SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED	2	-	-	50,000	2,37
SELAN EXPLORATION TECHNOLOGY LIMITED	10	-	-	11,000	8,05
SIEMENS LIMITED	2	25,000	1,95	25,000	1,95
STATE BANK OF INDIA	1	71,000	39,47	71,000	39,47
SUN PHARMACEUTICAL INDUSTRIES LIMITED	1	8,000	32,24	8,000	32,24
TATA CONSULTANCY SERVICES LIMITED	1	14,000	66,71	14,000	66,71
TATA MOTORS LIMITED	2	21,100	8,83	21,100	8,83

					In ₹ thousand
TATA MOTORS LIMITED -NEW NPP	2	41,500	40,05	41,500	40,05
TATA STEEL LIMITED	10	20,587	52,22	17,686	37,43
TECH MAHINDRA LIMITED	5	12,000	19,43	12,000	19,43
THE GREAT EASTERN SHIPPING COMPANY LIMITED	10	30,400	50,57	30,400	50,57
THE INDIAN HOTELS COMPANY LIMITED	1	-	-	97,020	24,88
THE KARUR VYSYA BANK LIMITED	2	2,22,000	60,23	1,90,000	35,91
THE TATA POWER COMPANY LIMITED	1	2,70,000	28,84	2,70,000	28,84
TIMKEN INDIA LIMITED	10	7,000	14,33	7,000	14,33
TITAN COMPANY LIMITED	1	3,10,500	49,94	3,10,500	49,94
VEDANTA LIMITED (Refer Note No: 2.7.1)	10	4,400	14,84	-	-
VIKAS W.S.P LIMITED	1	-	-	80,000	32,16
ZEE ENTERTAINMENT ENTERPRISES LIMITED	1	20,808	7,99	20,808	7,99
Total				8,87,22	10,56,53
Less: Provision for Diminution in value of Investments				-	49,98
Total (b)				8,87,22	10,06,55
(c) Unquoted					
Niyuprene Plastics Company Limited	10	1,000	-	1,000	-
Siltronics India Limited (In liquidation)	10	30	-	30	-
Total (c)				-	-
Total (I)				166,83,99	157,34,79
(II) In Preference Shares					
6% ZEE ENTERTAINMENT ENTERPRISES LIMITED (Redeemable on 14 th March 2022)	10	43,696	-	43,696	-
7.50% Vedanta Limited (Refer Note No:2.7.1) (Redeemable after 18 month from the date of issuance on 27 th October 2018)	10	17,600	-	-	-
Total (II)				-	-
(III) In Debentures					
NTPC Limited - SR-54 8.49% Non Convertible (Redeemable on 25th March 2025)	12.5	21,000	-	21,000	-
Total (III)				-	-
(IV) In Mutual Fund					
Birla Sunlife Mutual Fund Balance 95 Fund - Growth - Regular Plan	10	30,067	1,66,56	30,067	1,66,56
DSP BR Focus 25 Fund -Regular Plan - Growth	10	7,32,837	1,25,00	7,32,837	1,25,00
DSP BR Balanced Fund - Regular Plan - Growth	10	1,18,760	1,40,00	1,18,759.81	1,40,00
Franklin India Balance Fund	10	1,08,369	1,00,00	1,08,369	1,00,00
Reliance Mutual Fund ETF - Liquid Bees	10	0.04	-	0.04	-
HDFC Mutual Fund - Balance Fund Growth -Regular Plan	10	1,92,536	2,00,00	1,92,536	2,00,00
ICICI Prudential Mutual Fund - Balance Fund Regular Plan - Growth	10	2,11,874	1,89,60	2,11,874	1,89,60
IL & FS Milestone Fund - II	1000	104	1,04	104	1,04

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

				In ₹ thousand	
IDFC Dynamic Equity Fund Regular Plan-Growth	10	13,97,436	1,50,00	13,97,436	1,50,00
JM Mutual Fund - G-Sec Fund- Regular Plan Growth	10	4,02,216	1,59,87	4,02,216	1,59,87
Kotak Select Focus Fund - Growth	10	5,50,758	1,25,00	5,50,758	1,25,00
Kotak Equity Arbitrage Fund	10	4,21,414	1,00,00	-	-
L&T India Prudence Fund - Growth	10	4,82,393	1,00,00	4,82,393	1,00,00
Reliance Regular Saving Fund-Balanced Plan-Dividend	10	10,59,073	180,00	10,59,073	1,80,00
Reliance Pharma Fund - Dividend Plan Dividend Payout*	10	62,468	25,00	62,468	25,00
Reliance Liquid Fund- Treasury Plan-Direct Growth Plan-Growth Option	10	9,448	4,00,00	-	-
SBI Magnum Balanced Fund - Growth	10	2,92,634	2,90,00	2,92,634	2,90,00
Tata Balanced Fund - Growth	10	1,45,885	2,50,00	1,45,885	2,50,00
UTI BOND FUND - Bluechip Flexicap - Dividend Payout Plan	10	1,66,857	33,25	1,66,857	33,25
UTI BALANCED FUND - Growth	10	2,30,934	2,95,47	2,30,934	2,95,47
Total (IV)			30,30,79	25,30,79	
Total (I+II+III+IV)			197,14,78	182,65,58	
Aggregate amount of Quoted Investments					
- Equity			166,83,99	157,34,79	
- Preference Shares			-	-	
- Debentures			-	-	
			166,83,99	157,34,79	
Aggregate amount of Market Value Quoted Investments					
- Equity			747,81,64	673,76,89	
- Preference Shares			5,07	4,13	
- Debentures			2,68	2,72	
			747,89,39	673,83,74	
Aggregate amount of Unquoted Investments					
- Equity			-	-	
- Mutual Fund			30,30,79	25,30,79	
			30,30,79	25,30,79	
Net Asset Value of the Mutual Fund			37,03,60	29,64,20	

2.7.1. Pursuant to the scheme of arrangement approved by the Hon'ble High court of Mumbai, The Cairn India Limited has been amalgamated with Vedanta Limited with effect from April 11,2017. Consequent to the same, the company has received 1 equity share of ₹ 10 each and 4 7.50% Redeemable Preference share of ₹ 10 each of Vedanta Limited for every 1 equity share of Rs ₹ each held by them in Cairn India Limited.

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

In ₹ thousand

2.8 OTHER NON CURRENT ASSETS

Particulars	As at	
	31 st March 2018	31 st March 2017
Security deposit	7	7
	7	7

2.9 CASH AND CASH EQUIVALENTS

Particulars	As at	
	31 st March 2018	31 st March 2017
Cash and Cash Equivalents		
In current account with Banks	96,43	2,23,98
Cash on Hand	-	2
(Previous Year denotes balance less than ₹ 500)		
Earmarked balance with Banks in Dividend Accounts	77,27	65,41
	1,73,70	2,89,41

2.10 SHORT TERM LOANS AND ADVANCES

Particulars	As at	
	31 st March 2018	31 st March 2017
UNSECURED (CONSIDERED GOOD)		
Advance Income Tax (Net of Provision)	16,37	-
MAT Credit Entitlement	1,14	21,45
Balances with Government Authorities	-	29
Others	35,65	-
	53,16	21,74

2.10.1. Entitlement credit in respect of Minimum Alternate Tax (MAT) amounting to ₹ 40,00 thousand (Previous year ₹ 30,00 thousand) has not been recognised in these financial statements considering the concept of prudence and convincing evidence of realisation thereof during the specified period.

2.11 OTHER CURRENT ASSETS

Particulars	As at	
	31 st March 2018	31 st March 2017
UNSECURED (CONSIDERED GOOD)		
Dividend Receivable	-	1,49
	-	1,49

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

In ₹ thousand

2.12 REVENUE FROM OPERATIONS

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Dividend Income		
- Long Term	2,46,70	6,12,09
Income from Mutual Fund	-	4,97
Interest Income on debenture	22	22
Profit on sale of Long Term Investments	2,31,87	2,11,45
Provision for diminution in the value of Investments written back	49,98	-
Sale of right entitlements (Refer Note No: 2.12.1)	4,94	-
	5,33,71	8,28,73

2.12.1: represents proceeds from sale of entitlements of equity shares in The Indian Hotels Company Limited and Tata Steel Limited.

2.13 OTHER INCOME

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Miscellaneous Income	1,05	5,96
	1,05	5,96

2.14 OTHER EXPENSES

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Repair & Maintenance	2,34	2,44
Rates & Taxes	2,88	2,74
Directors' Fees	2,35	3,25
Commission to Directors	6,00	6,00
Corporate Social Responsibility	13,25	11,00
Expense of Mutual Fund Scheme	-	8,20
Service charges and fees	12,93	17,43
Printing & Stationery	2,32	3,25
Miscellaneous expenses	16,99	19,67
	59,06	73,98

Note No 2.15: Contingent Liabilities and commitments (to the extent not provided for)

Claim against the Company not acknowledged as debt: NIL

Note No 2.16: Proposed Dividend

In respect of the year ended March 31, 2018, the Board of Directors has proposed a final dividend of ₹ 25.00 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend to be paid is ₹ 4,36,33 thousand and the dividend distribution tax thereon amounts to ₹ 88,83 thousand.

Note No 2.17: Segment Reporting

The investment activity is considered as a single activity in accordance with the Accounting Standard (AS-17) "Segment Reporting"

Note No 2.18 Related Party Disclosure**A. Name of the related party and nature of relationship where control exists:**

Name of the Related Party	Nature of Relationship
Paharpur Cooling Towers Limited	Holding Company
New Holding & Trading Company Limited	Subsidiary Company
Key Management Personnel	Mr Gaurav Swarup – Managing Director Mr A K Singhania – Chief Finance Officer Mr Ayan Datta – Company Secretary
Mrs. Gyan Mahendra Swarup Mrs Bindu Swarup Mrs Parul Swarup Mr Vikram Swarup Ms Devina Swarup Mr Varun Swarup	Relatives of Key Management Personnel
KSB Pumps Limited	Associate Company
Paharpur Corporation Limited	Enterprise over which Key Management
Melvin Powell Vanaspati & Engineering Industries Limited.	Personnel having significant influence

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

B. Related Party Transactions:

In ₹ thousand

Nature of Transaction	Holding Company	Subsidiary Company	Key Management Personnel	Relatives of Key Management Personnel	Associate Company	Enterprise over which key Management Personnel having significant influence	Total
Dividend Paid	1,86,73 (2,48,97)	- (-)	90 (12)	9,94 (13,27)	- (-)	86,59 (1,15,45)	2,84,16 (3,77,79)
Dividend Received	- (-)	- (-)	- (-)	- (-)	4,07,00 (4,07,00)	- (-)	4,07,00 (4,07,00)
Director Sitting Fees	- (-)	- (-)	20 (8)	64 (2)	- (-)	- (-)	84 (10)
Director Commission	- (-)	- (-)	- (-)	94 (-)	- (-)	- (-)	94 (-)

Notes:

- There is no provision for doubtful debts as at the end of the year in respect of related parties.
- There are no amounts written off or written back during the year in respect of debts due from or to related parties.
- Previous year figures are shown within brackets.

Note No 2.19: Earning per Share

- The amount used as the numerator in calculating basic and diluted earnings per share is the Net Profit for the year disclosed in the Profit and loss account.
- The weighted average number of equity shares used as denominator in calculating both basic and diluted earnings per share is ₹17,45,340 (Previous Year ₹5,81,780)

Note No 2.20: Employee Benefits

Employee Benefits expense includes provision for gratuity ₹NIL (Previous Year ₹3,69 thousand)

Note No 2.21: Corporate Social Responsibility

As per Section 135 of the Companies Act 2013, company is required to spend at least 2 percent of the average net profits made during the three immediately preceding financial years in corporate social Responsibility (CSR) projects. Accordingly, the company provides for the expenditure on CSR based on the amount determined as above as per the provisions of Section 135 of the Companies Act 2013. The accumulated unspent amount during the year are carried forward and are spent upon selection of the suitable project.

- Gross amount required to be spent by the company during the year: ₹35,50 thousand (including ₹22,25 thousand lying unspent from earlier years).
- Amount spent during the year to support project of school at Gopalpur by Vivekananda VidyaVikash Parishad ₹10,00 thousand (excluding ₹22,25 thousand already carried in the Books of Account)

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

(In ₹ thousand)

Particulars	Year ended 31 st March 2018			Year ended 31 st March 2017		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
Construction/acquisition of any asset	-	-	-	-	-	-
On purpose other than above	10,00	15,25	25,25	-	22,25	22,25
Total	10,00	15,25	25,25	-	22,25	22,25

Note No 2.22: Auditor remuneration includes:

In ₹ thousand

Particulars	31 st March 2018	31 st March 2017
Audit Fees	₹2,20	₹1,20
Other services (Limited Review and other certification)	₹98	₹43
Total	₹3,18	₹1,63

Note No 2.23

The Consolidated financial statements have been prepared in accordance with the Accounting Standard (AS-21) on "Consolidated Financial Statements". The subsidiary considered in the Consolidated Financial Statement is:

Name of the Company	Country of Incorporation	% of voting power held	
		As at 31 st March 2018	As at 31 st March 2017
New Holding And Trading Company Limited	India	100	100

Note No 2.24

Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates/ Joint Ventures

Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹in thousand)	As % of consolidated profit or loss	Amount (₹in thousand)
Parent Industrial And Prudential Investment Company Limited	17.98	35,64,07	21.60	4,31,06
Subsidiary – Indian New Holding And Trading Company Limited	2.34	4,65,05	0.30	5,89
Associate- Indian (Investment as per equity method) KSB Pumps Limited	79.68	157,96,77	78.10	15,58,39
Total	100.00	198,25,89	100.00	19,95,34

Note No 2.25

- a) In accordance with provisions of Section 2(6) of the Companies Act 2013 KSB Pumps Limited is an Associate Company, hence Company's Share of the profits of Investments in associates is given below. In drawing Consolidated Financial Statements, financial statements on 31st December 2017 of the associate Company are considered. There are no significant events or transactions between the Company and its associate that have occurred between the dates of the associates financial statements and 31st March, 2018 which require any adjustments.

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Notes Forming Part of the Financial Statements for the year ended 31st March, 2018

- b) The Investment in associate is accounted for in accordance with AS-23 "Accounting for Investment in Associates in Consolidated Financial Statements". The details of associates ownership interest etc. is given below:

₹ in thousand

Particulars	31 st March 2018	31 st March 2017
Name of Associate and Country of Incorporation	KSB Pumps Limited, India	
Ownership Interest (including of Subsidiary)	21.26%	21.26%
Original Cost of investment	2,84,09	2,84,09
Capital Reserve	22,26,75	22,26,75
Share of accumulated profit as at year end.	155,12,68	144,44,15
Carrying Cost of Investments	157,96,77	147,28,24

Note No 2.26

Share of Profit in respect of investment in Associate Company includes dividend of ₹4,07,00 thousand received against the said investment.

Note No 2.27

Previous year's figures have been regrouped wherever necessary, to conform, to current year's classification.

As per our report attached.

For Lodha & Co.,
Chartered Accountants
Firm's ICAI Registration No: 301051E

For and on behalf of the Board of Directors

Boman R Parakh
Partner
Membership No: 053400

Gaurav Swarup
Managing Director

Devina Swarup
Director

Place: Kolkata
Date: 27th April, 2018

Arun Kumar Singhania
Chief Financial Officer

Ayan Datta
Company Secretary

COMPANY INFORMATION

Directors	MS. DEVINA SWARUP (DIN 06831620) MR. VARUN SWARUP (DIN 02435858) MR. SIDDHARTH SWARUP (DIN 07204764)
Bankers	DEUTSCHE BANK
Auditors	C. M. GABHAWALA & CO. Chartered Accountants
Registered Office	Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700 027. Tel No 40133000 Email:indpru@vsnl.net Website:www.industrialprudential.com CIN:U65990WB1981PLC218505

Directors' Report for the year ended 31st March, 2018

To,
The Shareholders,

Your directors have pleasure in submitting the ANNUAL REPORT relating to the affairs of the Company together with Audited Financial Statements of the Company for the year ended 31st March, 2018.

FINANCIAL RESULTS

Particulars	₹ in lakhs	
	Year ended 31.03.2018	Year ended 31.03.2017
Income	21.24	20.56
Expenses	1.05	2.48
Profit before taxation	20.19	18.08
Provision for taxation	-	-
Net Profit after taxation	20.19	18.08
Special Reserve (in terms of Section 45-IC of RBI Act, 1934)	4.04	3.62

HOLDING COMPANY

The Company is wholly owned subsidiary of Industrial And Prudential Investment Co. Ltd.

DIRECTORS

A. Resignation of Directors:

Mr. A. V. Setalvad (DIN 00056124) and Mr. A. R. Broacha (DIN 00056291) have resigned during the year. The Board places on record its appreciation of their services rendered by these Directors to the Company during their tenure.

B. Appointment of Directors to Fill Casual vacancy:

Mr. Varun Swarup (DIN 02435858) has been appointed on 22nd November, 2017 to fill the casual vacancy caused by the resignation of Mr. A. V. Setalvad.

Mr. Siddharth Swarup (DIN 07204764) has been appointed on 22nd November, 2017 to fill casual vacancy caused by the resignation of Mr. A R Broacha.

C. Confirmation of appointment Non-Executive Directors

Ms. Devina Swarup (DIN 06831620) was appointed as a director, to fill the casual vacancy caused by the resignation of Mr. G Swarup (DIN 00374298) on 27th March, 2015. In accordance with the proviso to Section 161(4) of the Act Ms. Devina Swarup holds office up to the ensuing Annual General Meeting, the date up to which Mr. G swarup would have held it he had not resigned. A notice has been received from the holding company in accordance with Section 160 of the Act in respect of appointment of Ms. Devina Swarup. The members are requested to approve her appointment at the ensuing Annual General Meeting

As mentioned above, Mr. Varun Swarup (DIN 02435858) was appointed as a director, to fill the casual vacancy caused by the resignation of Mr. A V Setalvad (DIN 00056124). In accordance with the proviso to Section 161(4) of the Act, Mr. Swarup holds office up to the ensuing Annual General Meeting. A notice has been received from the holding company in accordance with Section 160 of the Act in respect of appointment of Mr. Swarup. The members are requested to approve his appointment at the ensuing Annual General Meeting.

As mentioned above, Mr. Siddharth Swarup (DIN 07204764) was appointed as a director, to fill the casual vacancy caused by the resignation of Mr. A. R. Broacha (DIN 00056291). In accordance with the proviso to Section 161(4) of the Act, Mr. Swarup holds office up to the ensuing Annual General Meeting. A notice has been received from the holding company in accordance with Section 160 of the Act in respect of appointment of Mr. Swarup. The members are requested to approve his appointment at the ensuing Annual General Meeting.

EXTRACT OF ANNUAL RETURN

The extract of annual return as at 31st March, 2018 in Form MGT 9 is available for inspection at the Registered Office of the Company.

NUMBER OF MEETINGS OF THE BOARD

During the financial year under review the Board of Directors met four times.

REORGANISATION OF SHARE CAPITAL

As per the proposed scheme of amalgamation with the holding company, the authorised share capital of the Company would be merged with the holding company. The holding company has only one type of share capital i.e. equity shares. In order to facilitate the proposed amalgamation, it is proposed to reclassify authorised share capital as mentioned below by amending the Capital Clause of the Memorandum of Association.

- a. 840 Non-cumulative Redeemable Preference Shares of Rs. 100 each into 840 Equity Shares of Rs. 100 each and
- b. 125 Unclassified Equity Shares of Rs 100 each into 125 Equity Shares of Rs 100 each.

within the overall Authorised Share Capital of Rs. 10,00,000.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and sub-section (5) of the Act, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (b) Appropriate accounting policies have been selected and applied consistently and that the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the affairs of the Company for the year ended March 31, 2018 and of the profit for the year under review.
- (c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the annual accounts have been prepared on a 'going concern' basis.
- (e) there is proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMPLIANCE OF SECRETARIAL STANDARDS

The Board of Directors has devised proper systems commensurate with the size and operations to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating adequately.

POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND CRITERIA OF INDEPENDENCE OF DIRECTORS

All the Directors are non- executive directors. Directors are paid sitting fees, for attending meetings of the Board and Committees thereof.

AUDITORS' REPORT

The same is attached to the financial statement. There are no qualifications, reservations or adverse remarks in the Auditors' Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company's principal business is dealing in investments and securities and it is registered as NBFC with the Reserve Bank of India. As nothing in section 186 except sub section (1) of the Act applies, in accordance with section 186(11) details are not required to be given. However, note 2.5 of the attached financial statement gives details of the same.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no material related party transactions during the year under review with the promoters, directors, and their relatives. Therefore, no details are required to be disclosed in the Form AOC 2.

MATERIAL CHANGES AND FINANCIAL COMMITMENTS, IF ANY,

No material changes and financial commitments have occurred between the end of the financial year of the Company to

Directors' Report for the year ended 31st March, 2018

which the balance sheet relates and the date of this Report.

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

There are no particulars to be disclosed with regard to

- conservation of energy,
- technology absorption and
- foreign exchange earnings and outgoings

RISK MANAGEMENT

The principal business of the company is dealing in investments and securities which are subject to market risks. The Board of Directors takes policy decision on deployment of funds of the Company in securities market based on investment climate and economic conditions in the country and movement in the stock markets. The investment portfolio is periodically reviewed by the Board of Directors and cautious approach is a key note of the policy to mitigate the risks.

FINANCIAL SUMMARY /HIGHLIGHTS

Financial Summary/ Highlights for the last three years is enclosed. (Annexure)

CHANGE IN BUSINESS

There has been no change in the nature of business of the Company.

AMALGAMATION OF WITH HOLDING COMPANY

The Board of Directors has approved on 27th April, 2018, subject to various approvals, a scheme of amalgamation of the Company with its holding company viz., Industrial And Prudential Investment Co Ltd. The Board is of the opinion that the proposed scheme of amalgamation is in the interest of the Company. The members are requested to approve the same.

DEPOSITS

The Company had no deposits at the beginning of the Financial Year. It has not accepted any deposits from its members/ directors. The Company does not have any outstanding deposits at the end of the Financial Year.

SIGNIFICANT MATERIAL ORDERS

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

INTERNAL FINANCIAL CONTROL

The quality of internal financial procedure and control observed by the management and its officials are commensurate with the size of the operations of the Company.

DISCLOSURE OF REMUNERATION VIS A VIS EMPLOYEES

No disclosure is required to be made pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as there are no employees of the Company.

AUDITORS

In accordance with Section 139 of the said Act read with rules made thereunder, the Company at the annual general meeting held on 24th September, 2014 appointed Messrs. C. M. Gabhawala & Co., Chartered Accountants, (FRN: 102870W) the existing statutory auditors for a period of five years. The appointment is to be ratified by members at every annual general meeting thereafter.

In accordance with provisions of Section 139 of the Act, the Board of Directors has received consent and certificates of eligibility and compliance of criteria under Section 141 of the said Act from Messrs. C. M. Gabhawala & Co., Chartered Accountants, Mumbai. Members are requested to ratify the appointment of the existing statutory auditors Messrs. C. M. Gabhawala & Co., Chartered Accountants, and fix their remuneration.

On behalf of the Board of Directors

Kolkata
Date: 27th April, 2018

Devina Swarup
Chairperson

Directors' Report for the year ended 31st March, 2018

Financial Summary/Highlights

In ₹ thousand

Particulars	31-03-2018	31-03-2017	31-03-2016
Balance Sheet Items			
Paid-up Capital	5,02	5,02	5,02
Reserve & Surplus	4,60,03	4,39,84	4,21,76
Non-Current Investments	4,10,90	4,05,29	4,05,29
Profit and Loss Accounts			
Revenue from Operations	21,24	20,56	48,80
Expenses	1,05	2,48	1,63
Profit before tax	20,19	18,08	47,17
Retained Earnings	20,19	18,08	45,15
Earnings per Shares	401.78	359.78	898.46

Independent Auditors' Report

To the Members of New Holding And Trading Company Private Limited.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by The Institute of Chartered Accountants of India, as specified under 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 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 control relevant to the Company's preparation of the financial statements that give a true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (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 the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of 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 control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - 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, C. M. Gabhawala & Co.
FRN: 102870W
Chartered Accountants

Deven Gabhawala

Partner

M. No. 100275

Place: Kolkata

Date: 27th April, 2018

Independent Auditors' Report

Annexure A to the Independent Auditors' Report

The Annexure referred to in paragraph [1] under Report on Legal and Other Regulatory Requirements of our report of even date.

Re: New Holding & Trading Company Ltd ('the Company').

- 1) The Company does not have any fixed assets. Accordingly paragraphs 3(i)(a), (b) and (c) are not applicable to the Company and not commented upon.
- 2) The Company is in the business of rendering services. Accordingly, it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable and not commented upon.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order is not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanation given to us, there are no loans, investment, guarantees, and security in accordance with section 185 & 186 of Companies Act, 2013. Thus paragraph 3(iv) of the Order is not applicable to the Company and not commented upon.
- 5) In our opinion and According to the information and explanations given to us, the company has not accepted any deposit within the meaning of section 73 to 76 of the act or any other provision of the companies Act, 2013 and the rules framed there under, hence paragraph 3(v) of the order is not applicable to the company and not commented upon.
- 6) To the best of our knowledge & as explained, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the Company.
- 7)
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income tax, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of including income tax, service tax, cess and other material statutory dues were in arrears as at year end for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, the Company did not have any disputed dues on account of income tax, service tax or cess.
- 8) The company has not taken any loans from financial Institutions, banks and nor has it issued any debentures, thus the paragraph 3 (viii) of the order is not applicable to the Company and not commented upon.
- 9) According to the information and explanations given by the management, the Company have not raised any money by way of initial public offer or further public offer (including debt instrument), thus reporting under paragraph 3(ix) of the Order is not applicable to the Company and not commented upon.
- 10) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanation given by the management, we report that no fraud by the company or fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- 11) In our opinion and according to the information and explanation given to us, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- 12) The company is not a Nidhi Company, thus the paragraph 3(xii) of the Order is not applicable to the Company & hence not commented upon.

Independent Auditors' Report

- 13) In our opinion and according to information and explanation given to us transaction with related party are in compliance with section 177 & 188 of the Act, where applicable and details have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review. Thus paragraph 3(xiv) of the Order is not applicable to the Company and not commented upon.
- 15) In our opinion and according to information and explanation given to us the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.
- 16) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

For, **C.M. Gabhawala & Co.**
FRN: 102870W
Chartered Accountants

Deven Gabhawala
Partner
M.No. 100275
Place: Kolkata
Date: 27th April, 2018

Independent Auditors' Report

Annexure B to the Independent Auditor's Report of even date on the financial statements of New Holding and Trading Company Limited

Report on the Internal Financial Controls over Financial Reporting 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 New Holding & Trading Company Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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 specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an

understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **C.M. GABHAWALA & CO**
Chartered Accountants
Firm Registration No: 102870W

Deven Gabhawala
Partner
M.No. 100275
Place: Kolkata
Date: 27th April, 2018

Balance Sheet as at 31st March, 2018

		In ₹ thousand			
Particulars	Note No.	As at 31.03.2018		As at 31.03.2017	
I. EQUITY AND LIABILITIES					
(1) SHAREHOLDERS' FUNDS					
(a) Share Capital	2.1	5,02		5,02	
(b) Reserves and Surplus	2.2	4,60,03		4,39,84	
(2) CURRENT LIABILITIES			4,65,05		4,44,86
(a) Trade Payables	2.3	37		12	
(b) Short-term Provisions	2.4	68		68	
			1,05		80
TOTAL			4,66,10		4,45,66
II. ASSETS					
(1) NON-CURRENT ASSETS					
Non-Current Investments	2.5		4,10,90		4,05,29
			4,10,90		4,05,29
(2) CURRENT ASSETS					
(a) Cash and Cash equivalents	2.6	54,52		39,69	
(b) Short-term loans and advances	2.7	68		67	
TOTAL			55,20		40,37
			4,66,10		4,45,66

Significant Accounting Policies (Note No.1) and other Notes form an integral part of the Financial Statements

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

				In ₹ thousand
Particulars	Note No.	For the year ended 31.03.2018		For the year ended 31.03.2017
Revenue				
Revenue from Operations	2.8	21,24		20,56
Total Revenue (I)		21,24		20,56
Expenses				
Other expenses	2.9	1,05		2,48
Total Expenses (II)		1,05		2,48
Profit before tax (I-II)		20,19		18,08
Tax expense:				
Current tax				
for the year		-		-
Mat Credit Entitlement		-		-
Profit for the year		20,19		18,08
Earnings per equity share (in ₹)				
Basic and Diluted	2.13	401.78		359.78

As per our report attached.

For and on behalf of the Board of Directors

For C. M. Gabhawala & Co
Chartered Accountants
ICAI Firm Registration No 102870W

Devina Swarup
Chairperson

Varun Swarup
Director

Deven C Gabhawala
Partner
Membership No: 100275

Kolkata

Date: 27th April, 2018

Cash Flow Statement for the year ended 31st March, 2018

In ₹ thousand

	For the year ended			
	31 st March 2018		31 st March 2017	
A) Cash Flow from operating activities:				
Net Profit before tax		20,19		18,08
Adjustments for:				
Investment Income		-		-
Operating profit before working capital changes		20,19		18,08
Adjustments for changes in working capital				
Increase/(Decrease) in trade payables & other liabilities		26		(5)
Less: Tax Paid				
Net Cash generated from operations		20,45		18,03
B) Cash flow from Investing activities				
Purchase of Investments		(5,62)		-
Dividends received		-		(5,62)
Net cash generated from/used in investing activities		(5,62)		-
C) Cash flow from Financial activities				
Finance Cost		-		-
Net cash generated from/used in Financial activities		-		-
Net Increase/(decrease) in cash & cash equivalents(A+B+C)		14,83		18,03
Opening Cash & Cash Equivalents		39,69		21,66
Closing Cash & Cash Equivalents (Refer Note 2.6)		54,52		39,69
Net Increase/(decrease) in cash & cash equivalents		14,83		18,03

Note: The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3 (AS-3) "Cash Flow Statement" as prescribed by the Companies (Accounting Standard) Rules, 2006, issued by the Central Government.

As per our report attached.

For and on behalf of the Board of Directors

For C. M. Gabhawala & Co
Chartered Accountants
ICAI Firm Registration No 102870W

Devina Swarup
Chairperson

Varun Swarup
Director

Deven C Gabhawala
Partner
Membership No: 100275

Kolkata

Date: 27th April, 2018

Notes forming Part of the Financial Statements for the year ended 31st March 2018**1 SIGNIFICANT ACCOUNTING POLICY STATEMENT****a) Fixed Assets**

The Company does not have Fixed Assets.

(b) Depreciation

There are no fixed asset hence no depreciation has been provided.

(c) Investments

Investments are valued of cost of acquisition plus brokerage and stamp charges. The Company in accordance with Accounting Standard 13 has made a provision for permanent diminution in the value of investments to account for a decline in value of long term investments.

(d) Inventories

There are no inventories.

(e) System of Accounting

The Company generally adopts accrual system of accounting on a going concern basis. Dividend income from investments is recognised on accrual basis, as and when the owner gets the right to receive payment.

(f) Miscellaneous expenditure

There are no Preliminary Expenses.

(g) Gratuity

Payment of Gratuity Act does not apply.

(h) Earning Per Share:

Earnings per share has been calculated and disclosed as per the Accounting Standard 20 "Earnings Per Share" issued by The Institute of Chartered Accountants of India.

(i) System of Accounting Taxes on Income:

(i) Current Tax

Provision for current income tax is made on taxable income using the applicable tax rates and tax laws.

(ii) Deferred Tax

Deferred tax is recognised on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

(j) Provisions and Contingent Liabilities:

(i) A provision is recognised when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

(ii) A disclosure for a contingent liability is made when there is a possible or present obligation that may but probably will not require an outflow of resources. When there is a possible obligation in respect likelihood of resources is remote, no provision or disclosure is made.

Notes forming Part of the Financial Statements for the year ended 31st March 2018

2.1 SHARE CAPITAL

In ₹ thousand

Particulars	As at	
	31 st March 2018	31 st March 2017
Authorised Capital		
840 Non-Cumulative Redeemable Preference Shares if ₹ 100 each	84	84
9,035 Equity Shares of ₹ 100 each	9,03	9,03
125 Unclassified Equity Shares of ₹ 100 each	13	13
	10,00	10,00
Issued, Subscribed and Paid-up		
5,025 (Previous Year 5,025) Equity shares of ₹ 100/- each fully paid up	5,02	5,02

The entire share capital is held by Industrial & Prudential Investment Company Limited and its nominees.

2.2 RESERVES AND SURPLUS

Particulars	As at	
	31 st March 2018	31 st March 2017
General Reserve		
At the beginning of the year	1,16,30	1,16,30
Add: Transferred from Surplus	-	-
At the end of the year	1,16,30	1,16,30
Special Reserve		
At the beginning of the year	95,77	92,15
Add: Transferred from Surplus	4,04	3,62
At the end of the year	99,81	95,77
Surplus		
At the beginning of the year	2,27,77	2,13,31
Add: Profit for the year as per Statement of Profit and Loss	20,19	18,08
Less: Amount transferred to Special reserve	(4,04)	(3,62)
Less: Interim dividend		
Less: Proposed dividend		
At the end of the year	2,43,92	2,27,77
At the end of the year	4,60,03	4,39,84

2.3 TRADE PAYABLES

Particulars	As at	
	31 st March 2018	31 st March 2017
For Services	37	12
	37	12

2.4 SHORT TERM PROVISIONS

Particulars	As at	
	31 st March 2018	31 st March 2017
Provision for Taxation (Net of Advance Tax)	68	68
	68	68

Notes forming Part of the Financial Statements for the year ended 31st March 2018

2.5 Non -Current Investments (Fully paid up except otherwise stated)	In ₹ thousand				
	As at 31 st March 2018			As at 31 st March 2017	
	Face Value	Number	Value	Number	Value
(A) In Equity Shares					
Quoted					
BASF INDIA LIMITED	10	800	9,21	800	9,21
INFOSYS LIMITED	5	19,200	31,46	19,200	31,46
KSB PUMPS LIMITED	10	2,60,000	1,10,08	2,60,000	1,10,08
STATE BANK OF INDIA	1	33,000	17,91	33,000	17,91
TATA STEEL LIMITED	10	7,987	15,40	6,886	9,79
Total (Quoted)			1,84,06		1,78,45
(B) Mutual Funds					
Unquoted					
JM G SEC FUND - GROWTH OPTION	10	1,29,239	51,37	1,29,239	51,37
TATA BALANCED FUND GROWTH	10	29,404	50,00	29,404	50,00
UTI BALANCED FUND GROWTH	10	1,00,427	1,25,47	1,00,427	1,25,47
Total (b)			2,26,84		2,26,84
Total (a+b)			4,10,90		4,05,29
Aggregate amount of Quoted Investments					
- Equity Shares			1,84,06		1,78,45
			1,84,06		1,78,45
Aggregate amount of Unquoted Investments					
- In Mutual Funds			2,26,84		2,26,84
			2,26,84		2,26,84
Aggregate amount of Market value of Quoted Investments					
- Equity Shares			24,34,66		22,26,07
			24,34,66		22,26,07

Notes forming Part of the Financial Statements for the year ended 31st March 2018

In ₹ thousand

2.6 CASH AND CASH EQUIVALENTS

Particulars	As at	
	31 st March 2018	31 st March 2017
Cash and Cash Equivalents		
Balance with Banks	54,52	39,67
Cash on Hand		2
	54,52	39,69

2.7 SHORT TERM LOANS AND ADVANCES

Particulars	As at	
	31 st March 2018	31 st March 2017
UNSECURED (CONSIDERED GOOD) Mat Credit Entitlement	68	68
	68	68

2.8 REVENUE FROM OPERATIONS

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Dividend Income	21,24	20,56
	21,24	20,56

2.9 OTHER EXPENSES

Particulars	For the year ended	
	31 st March 2018	31 st March 2017
Director's Sitting Fees	20	26
Auditor Remuneration		
- Audit Fees	27	13
Professional Fees	3	1,32
Miscellaneous expenses	55	77
	1,05	2,48

Notes forming Part of the Financial Statements for the year ended 31st March 2018

Note No 2.10: Contingent Liabilities and commitments (to the extent not provided for)

Claim against the Company not acknowledged as debt: NIL

Note No 2.11: Segment Reporting

The investment activity is considered as a single activity in accordance with the Accounting Standard (AS-17) "Segment Reporting"

Note No 2.12: Related Party Disclosure

A. Name of the related party and nature of relationship where control exists:

Name of the Related Party	Nature of Relationship
Industrial and Prudential Investment Company Ltd	Holding Company
Devina Swarup	Director
Varun Swarup	Director
Siddharth Swarup	Director

B. Related Party Transactions:

In ₹ thousand

Nature of Transaction	Holding Company	Key Management Personnel	Total
Director Sitting Fees	-	14	14
	(-)	(2)	(2)

Note: Figures within brackets represents figures of previous year.

Note No 2.13: Earning per Share

Particulars	March 31, 2018	March 31, 2017
Profit after tax (₹ in thousand)	20,19	18,08
Weighted Average Number of Equity Shares	5,025	5,025
Earnings Per Share Basic and Diluted (in ₹)	401.78	359.78
Face value per Equity Share (in ₹)	100	100

Note No 2.14

Previous year's figures have been regrouped wherever necessary, to conform, to current year's classification.

As per our report attached.

For and on behalf of the Board of Directors

For C. M. Gabhawala & Co
Chartered Accountants
ICAI Firm Registration No 102870W

Devina Swarup
Chairperson

Varun Swarup
Director

Deven C Gabhawala
Partner
Membership No: 100275

Kolkata

Date: 27th April, 2018

Schedule to the Balance Sheet of a Non-Banking Financial Company

(as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

	Particulars	(In ₹ thousands)	
		Amount Outstanding	Amount Overdue
(1)	Liabilities side: Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not paid: (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits* (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Public Deposits* (g) Other Loans (specify nature) * Please see Note 1 below	NIL	NIL
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive Of interest accrued thereon but net paid): (a) In the form of Unsecured debentures (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security (c) Other public deposits * Please see Note 1 below	NIL	NIL
	Assets side:		
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]: (a) Secured (b) Unsecured	NIL	
(4)	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards (i) Lease assets including lease rentals under sundry debtors; (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Hypothecation loans counting towards EL/HP activities: (a) Loans where assets have been repossessed (b) Loans other than (a) above	NIL	

	Particulars	(In ₹ thousands)	
		Amount Outstanding	Amount Overdue
(5)	<p>Break-up of Investments:</p> <p>Current Investments:</p> <p>1. Quoted:</p> <p>(i) Shares: (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p> <p>2. Unquoted</p> <p>(i) Shares: (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p> <p>Long Term Investments: (AT COST)</p> <p>1. Quoted:</p> <p>(i) Shares: (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p> <p>2. Unquoted:</p> <p>(i) Shares: (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p>	NIL	NIL
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances: Please see Note 2. Below		
	Category	Amount Net of Provision	
		Secured	Unsecured
		Total	
	1. Related Parties**	-	-
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	-	-
	TOTAL	-	-

	Particulars	(In ₹ thousands)	
(7)	Investor group-wise classification of all investment (current and long term) in shares and securities (both quoted and unquoted) Please see Note 3 below		
	Category	Amount Net of Provision	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties**	-	-
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	20,73,89	1,10,08
	2. Other than related parties	6,55,63	3,00,82
	TOTAL	27,29,52	4,10,90
(8)	Other information		
	(i) Gross Non-Performing Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
	(ii) Gross Non-Performing Assets	NIL	
	(a) Related parties		
	(b) Other than related parties		
	(iii) Assets acquired in satisfaction	NIL	

Notes:

- As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by CAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break unfair value/NAV in respect of unquoted investments should be disclosed in respective of whether they are classified as long term or current in column (5) above.

STATEMENT OF NET OWNED FUNDS AS ON MARCH 31, 2018

₹ In Thousand

i	Paid-up Equity Capital	5,02
ii	Free Reserves	3,60,22
iii	Total (i + ii)	3,65,24
iv	Accumulated balance of loss	-
v	Deferred Revenue Expenditure	-
vi	Other intangible assets	-
vii	Total (iv + v + vi)	-
viii	Owned Funds (iii – vii)	3,65,24
ix	Investment in shares of:	
	a. Subsidiaries	-
	b. Companies in the same Group	-
	c. Other non-banking financial companies	-
x	The book value of debentures, bonds, outstanding loans and advances made to and deposits with:	
	a. Subsidiaries	-
	b. Companies in the same Group	-
xi	Total {ix (a) + ix (b) + ix (c) + x (a) + (b)}	-
xii	Amount of item xi in excess of 10% of item viii above	-
xiii	Net Owned Funds (viii-xii)	3,65,24

As per our report attached.

For and on behalf of the Board of Directors

For C. M. Gabhawala & Co
Chartered Accountants
ICAI Firm Registration No 102870W

Devina Swarup
Chairperson

Varun Swarup
Director

Deven C Gabhawala
Partner
Membership No: 100275

Kolkata

Date: 27th April, 2018

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Industrial And Prudential Investment Company Limited

CIN: L65990WB1913PLC218486

Paharpur House,

8/1/B Diamond Harbour Road,

Kolkata 700 027.

Tel No 40133000

Dear Sir/ Madam,

Pursuant to the Green Initiative in the Corporate Governance initiated by the Ministry of Corporate Affairs (MCA) vide Circular dated 21/04/2011 we propose to send the Notice/Annual Report/ documents through electronic mode to our shareholders.

This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment.

To Support this green initiative in full measure, shareholders who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holding with the Depository through their concerned Participants. Shareholders who hold shares in physical form are requested to fill and send the 'e-Communication Registration Form' to the Company at its Registered Office or to its Registrar & Transfer Agent: Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 Email ID: rnt.helpdesk@linkintime.co.in for sending the future communication through Email.

Please note that, even if you subscribe to the e-mail option, the Company shall furnish, without charge, copy of Notice-Annual Report and other documents upon receipt of a requisition from you, at anytime, as a Shareholder of the Company.

We are sure you would join the Company in making the "Green Initiative" of MCA a grand success.

Thanking you,

Kolkata

Date: 27th April, 2018

For and on behalf of the Company,

AYAN DATTA

Company Secretary

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E-COMMUNICATION REGISTRATION FORM



To,
Link Intime India Private Limited,
Unit: Industrial And Prudential Investment Co. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai 400083

Dear Sir/Madam,

Re.: Green initiative in Corporate Governance

I agree to receive all documents like notices, annual reports etc. Form the Company in electronic mode. Please register my e-mail id in your records for sending all the notices/ documents etc. Through e-mail.

Folio No./DPID & Client ID :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Registered Address :

E-Mail ID :

Date: Signature of the 1st Shareholder

Note:

1. Shareholders are requested to inform the Company as and when there are any changes in the e-mail address. Unless the E-mail ID given is changed by you, by sending another communication in writing, the Company will continue to send notices/documents to you on the above mentioned e-mail ID.
2. If shares are held electronic mode, kindly register your e-mail ID with your DP.



NOTES

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