



TEXMACO INFRASTRUCTURE & HOLDINGS LTD.

Annual Report 2017-18

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CORPORATE INFORMATION

Directors

Mr S. K. Poddar, Chairman

Mr Utsav Parekh

Mr S. K. Rungta

Mr D. R. Kaarthikeyan

Mr Akshay Poddar

Ms Jyotsna Poddar

Mr N. Suresh Krishnan

Manager

Mr S. U. Khan[^]

CFO

Mr Kishor Kumar Rajgaria

Company Secretary

Mr Pratik Modi

Auditors

Messrs G. P. Agrawal & Co.

Bankers

State Bank of India

Registered Office

Belgharia, Kolkata 700 056

Phone: (033) 2569 1500

Fax: (033) 2541 2448

Website: www.texinfra.in

Email: texinfra_cs@texmaco.in

Corporate Office

Birla Lines, G. T. Karnal Road,
Delhi - 110 007

Phone: (011) 2382 0205

CIN: L70101WB1939PLC009800

[^] Appointed w.e.f. 16th October 2017.

REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders,

Your Directors have pleasure in presenting the 78th Annual Report of the Company along with the Audited Financial Statements for the year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

	(₹ in lakhs)	
	2017-18	2016-17
Operating Profit (PBIDT)	943.98	1173.05
Less: Interest (Net)	(454.74)	(687.04)
Gross Profit (PBDT)	1398.72	1860.09
Less: Depreciation	255.63	253.44
Profit before Taxation	1143.09	1606.65
Less: Tax Expenses		
Current Tax including tax related to earlier years	330.53	335.00
Deferred Tax	(151.93)	196.97
Profit after Taxation	964.49	1468.62

DIVIDEND

Your Directors have recommended payment of a dividend of 20% for the year ended 31st March 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

Your Company continues to derive its major income from leased properties, income from strategic investments and operations of a Mini Hydro Power Unit in the District-Darjeeling, West Bengal.

REAL ESTATE

DDA has now finalized the framework for conversion of land use and the Company is awaiting formal notification from the Ministry of Housing and Urban Affairs to initiate the project activity. In meanwhile, the design development, concept design work, etc., have been initiated.

MINI HYDRO POWER PROJECT

Your Company's 3 MW Mini Hydel Power Project located on the river Neora, District- Darjeeling, West Bengal could evacuate only 3.29 MU (net) against 9.56 MU of previous year. The power generation for most of the productive period i.e. monsoon was seriously impacted due to a prolonged agitation called by the Gorkha Janmukti Nari Morcha.

OTHERS

Your Company's property at Gurgaon has yielded satisfactory returns. The Company's dividend income is satisfactory.

HUMAN RELATIONS

Your Company continues to maintain its excellent record of human relations over the decades. Your Directors appreciate the commitment and dedication of its staffs and officers.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, a Corporate Social Responsibility Committee has been constituted in the year 2014 by the Board of Directors of the Company.

The composition of the Corporate Social Responsibility Committee is provided in the Report on Corporate Governance as attached to the Report of the Board of Directors.

Your Company has tied-up with various associations / organizations / trusts for pursuing the CSR activities as envisaged under the CSR policy of the Company and has identified the area of health and education as its major CSR activity. Your Company is committed to conduct its business in a socially responsible,

ethical and environmental friendly manner and to continuously work towards improving the quality of life of the communities in its operational areas.

As required under Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the report on CSR is enclosed as **Annexure A**.

GREEN INITIATIVES

Your Company has started a sustainability initiative with the aim of going green and minimizing the impact on environment. Your Company has already started sending Annual Report, Notices, etc., through e-mails to the Shareholders, whose e-mail IDs are registered with their Depository Participants / the Company. In case a Shareholder wishes to receive a printed copy, he / she may send a request to the Company, after which a printed copy of the Annual Report will be sent. Shareholders are requested to support this initiative by registering / updating their e-mail IDs for receiving Annual Report, Notices, etc., through e-mail.

PARTICULARS OF EMPLOYEES

The number of employees as at 31st March 2018 was 31. In terms of the provisions of Section 197(12) of the Companies Act, 2013 ('Act') read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as **Annexure B**.

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Meetings of the Board

During the year under review, four Board Meetings were held on 22nd May 2017, 24th July 2017, 16th October 2017 and 8th February 2018.

Changes in Directors and Key Managerial Personnel

Ms Jyotsna Poddar retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting. The Board has recommended her re-appointment. During the year, Mr Akshay Tandon had resigned as a Manager, Chief Executive Officer (RE- Division) of the Company with effect from 23rd September 2017 and Mr Sirajuddin Khan was appointed in his place as Manager & VP with effect from 16th October 2017.

Board Evaluation

The Company has formulated a Policy for performance evaluation of Independent Directors, Board Committees and other Directors, by fixing certain criteria, duly approved by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation include their functioning as Members of Board or Committees of the Directors.

A structured questionnaire, evolved through discussions within the Board, has been used for this purpose. Further, on the basis of recommendations of the Nomination and Remuneration Committee and the performance review by the Independent Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee has approved the criteria to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board of eminent Qualified Professionals, entrepreneurs with diverse backgrounds and experience in business, governance, education and public service.

Your Company has a well defined Remuneration Policy for Directors, KMP and other employees of the Company. The Nomination and Remuneration Committee periodically reviews the policy to ensure that it is aligned with the requirements under the applicable laws. During the year, there has been no change in the policy.

The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against set of objectives. The Policy is available on our website at the link http://www.texinfra.in/pdf/Remuneration_Policy.pdf

Declaration by Independent Directors

All Independent Directors of your Company have given declarations that they meet the criteria of independence as laid down under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE AND AUDITORS

Composition of Audit Committee

The composition of the Audit Committee is provided in the Report on Corporate Governance as attached to the Report of the Board of Directors.

Statutory Auditors

At the 77th Annual General Meeting (AGM) held in the year 2017, M/s G. P. Agarwal & Co., Chartered Accountants, the Statutory Auditors of the Company, were appointed by the

Shareholders to hold office as such from the conclusion of the 77th AGM till the conclusion of the 82nd AGM of the Company, subject to the ratification of their appointment at every AGM. The Ministry of Corporate Affairs vide its notification dated 7th May 2018 has omitted the requirement of Shareholders' ratification at every AGM and accordingly, the Auditors will continue to hold the office as such till the conclusion of the 82nd AGM of the Company.

Cost Auditors

Your Company has re-appointed M/s DGM & Associates, Cost Accountants, for conducting the Cost Audit for FY'19 in terms of the provisions of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014.

Secretarial Auditor

Your Company has appointed M/s S. R. Associates & Co., Company Secretaries, for conducting the Secretarial Audit for FY'18 in terms of the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report is enclosed as **Annexure D**.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. The system is commensurate with the size and the nature of operations of the Company.

The Audit Committee periodically reviews the internal control system to ensure that it remains effective and aligned with the business requirements.

The Risk Policy document, as approved by the Board of Directors has in its scope, the establishment of a process for risk assessment, identification of risks both internal and external, and a detailed process for evaluation and treatment of risks.

The Audit Committee also evaluates the risk management system. The objectives of the Audit Committee pertaining to Risk Management is to monitor and review the risk management plan for the Company including identification therein of elements of risks, if any, and such other related functions.

DISCLOSURES

- (a) There has been no change in the nature of business of the Company during the year under review.
- (b) There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.
- (c) There has been no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year and the date of this Report.

(d) Deposits

During the year, the Company has not accepted any Deposits under the Companies, 2013.

(e) Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013.

No complaints pertaining to sexual harassment were received during FY 2017-18.

(f) Whistle Blower Policy

The details of the Whistle Blower Policy are provided in the Report on Corporate Governance as attached to the Report of the Board of Directors.

(g) Disclosure with respect to compliance of Secretarial Standards

The Company has complied with the applicable provisions of the Secretarial Standards relating to the Board Meetings and the General Meetings as issued by the Institute of Company Secretaries of India.

OTHER INFORMATION

Extract of Annual Return

The extract of Annual Return in Form MGT - 9 as on the financial year ended 31st March 2018 is enclosed as **Annexure E** and forms a part of this report.

Corporate Governance

A report on Corporate Governance pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as a separate **Annexure F** and forms a part of this Report.

Particulars of Loans, Guarantees and Investments

The details of Loans, Corporate Guarantees and Investments made during the year under the provisions of Section 186 of the Companies Act, 2013 have been disclosed in the Note nos. 5, 39 and 49 respectively to the Financial Statements of the Company.

Related Party Transactions

All related party transactions are reported to and approved by the Audit Committee and the Board of Directors. Prior omnibus approval is obtained on annual basis for transactions which are of repetitive in nature and are foreseen. All related party transactions during the financial year were entered in the ordinary course of business and on arm's length basis. There were no materially significant related party transactions made by the Company with the promoters, directors, key managerial personnel which may have a potential conflict of interest with the Company at large and as such disclosure in Form AOC-2 is not required.

Your Company has also formulated a policy on dealing with Related Party transactions and the same is disclosed on the Company's website. The web link for accessing such policy is http://texinfra.in/related_party_transactions_policy.pdf

DIRECTORS' RESPONSIBILITY STATEMENT U/S 134 (5) OF THE COMPANIES ACT, 2013

Your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the accounting policies as adopted are applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

For and on behalf of the Board

S. K. Poddar
Chairman
DIN: 00008654

Place: Kolkata
Dated: 15th May 2018

ANNEXURE - A

Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

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

Our projects and initiatives are guided by our CSR Policy, and reviewed closely by the CSR Committee institutionalized and adopted by the Board of Directors as per the Section 135 of the Companies Act, 2013. The policy is available on the website of the Company www.texinfra.in. Driven by passion to make a difference to the society, your Company is committed to upholding the highest standards of CSR. Your Company has continued its progress on community initiatives with renewed vigour and devotion.

2. The Composition of the CSR committee (as on 31st March 2018):

- a) Mr N. Suresh Krishnan, *Non- Executive Director* Chairman
b) Mr Utsav Parekh, *Independent Director* Member
c) Mr Dipankar Chatterji, *Independent Director* Member

3. Average Net Profits of the Company for the last three financial years:

Average profit (₹ in lakhs) 1270.87

4. Prescribed CSR expenditure:

2% of the net profit (₹ in lakhs) 25.42

5. Details of CSR spent during the year :

(1) Sl. No.	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or Programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise (₹ In Lakhs)	(6) Amount spent on the projects or programs		(7) Amount spent: Direct or through implementing agency
					1) Direct expenditure on projects or Programs (₹ In Lakhs)	2) Overheads	
1	Promoting education, including special education and employment enhancing vocation skills specially among children, women, elderly, and the differently abled and livelihood enhancement projects.	Education	Local Area	25.42	27.03	-	Direct

6. In case the Company has failed to spend the 2% of the average net profit of the last 3 years or any part thereof, the Company shall provide the reasons for not spending the amount in the Board's Report.

The Company has spent more than 2% of the average net profit of last 3 years.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

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

S. K. Poddar
Chairman

N. Suresh Krishnan
Chairman of the Committee

ANNEXURE-B

Particulars of employees under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(1) Name	(2) Designation	(3) Age (Years)	(4) Remuneration (₹)	(5) Qualification	(6) Experience (Years)	(7) Date of Commencement of Employment	(8) Previous Employment
Top Ten Employees in terms of Remuneration drawn / employed throughout the year and employees in receipt of remuneration aggregating ₹1,02,00,000 or more for the year / ₹ 8,50,000 or more per month for the part of the year							
1. Agarwala Gaurav	CE (Neora div.)	45	64,25,613	BSBA, Boston	20	30-05-2005	Animark Enterprises Pvt. Limited
2. Tandon Akshay*	CEO	42	40,78,423	MBA	21	01-10-2016	Zuari Investment Limited
3. Samavedan Giri	AVP Projects	38	30,02,273	Ms in Civil Engineering	12	27-06-2016	AECOM India
4. Rajgaria Kishor Kumar	CFO	49	29,93,664	FCA, FCS & FCMA	25	01-08-2015	Hindustan Engineering & Industries Limited
5. Gambhir Raj Kumar	Chief Manager – Account & Finance	43	22,07,934	CA	16	08-08-2016	Ansal Properties & Infrastructure
6. Khan Sirajuddin#	Manager & VP	59	18,32,392	MBA	38	01-11-2017	Zuari Global Limited
7. Kumar Adesh	Chief Manager - HR & Administration	48	15,63,000	MBA	22	06-02-2017	ITPL Group, Delhi
8. Jain Lokendra Kumar	AVP	65	15,51,452	Msc, MBA	41	18-05-2011	Ruia Group
9. Aggarwal Mukul	Chief Manager - Legal	37	12,71,684	LLB	12	13-02-2017	Anant Raj Limited
10. Singh Garima	DY Project Architect	30	11,06,202	B.ARCH, MBEM	6	18-01-2016	Cushman & Wakefield India Pvt. Ltd.
11. Singh Randhir Bhadur	Deputy General Manager - Projects	48	8,43,919	M. Tech	24	01-12-2017	Zuari Infracore Limited

* Resigned w.e.f. 23rd September 2017.

Appointed w.e.f. 16th October 2017.

Notes:

- 1 Remuneration as shown above includes Salary, House Rent, LTA, Medical Benefits, Bonus, Contribution to Provident Fund, Superannuation Fund, etc., as per the Company's rules;
- 2 Mr Gaurav Agarwala is related to Mr S. K. Poddar
- 3 Employees named above are Whole-time / contractual employees of the Company;
- 4 Other terms and conditions are as per the Company's rules.

ANNEXURE-C

Disclosure relating to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. The ratio of remuneration of the Director(s) / KMP to the median remuneration of the employees of the Company for the financial year ended 31st March 2018 is as below:

Sl No.	Name of Director(s) / KMP	Designation	Ratio of Remuneration to Median Remuneration of all the employees	Increase in remuneration over previous Financial Year (in %)
(i)	Mr S. K. Poddar	Non-executive Chairman	1:1	-
(ii)	Mr Akshay Poddar	Non-executive & Non-independent Director	1:1	-
(iii)	Mr Gaurav Agarwala	Chief Executive	24:1	17
(iv)	Mr Akshay Tandon*	CEO	8:1	-
(v)	Mr D. R. Kaarthikeyan	Independent Director	1:1	-
(vi)	Mr Utsav Parekh	Independent Director	1:1	-
(vii)	Mr Dipankar Chatterji	Independent Director	1:1	-
(viii)	Mr S. K. Rungta	Independent Director	1:1	-
(ix)	Ms Jyotsna Poddar	Non-executive & Non-independent Director	1:1	-
(x)	Mr N. Suresh Krishnan	Non-executive & Non-independent Director	1:1	-
(xi)	Mr Kishor Kumar Rajgaria	Chief Financial Officer	7:1	10
(xii)	Mr Pratik Modi	Company Secretary	2:1	10
(xiii)	Mr S. U. Khan	Manager & VP	5:1	-
b.	The percentage increase in the median remuneration of employees in the financial year ended 31st March 2018: 10%			
c.	The number of permanent employees in the Company as at 31st March 2018: 31			
d.	- Median Remuneration and Average Remuneration of all employees have increased by 10%. - Average remuneration of employees excluding KMP has also increased by 10%, which is based on their performance. The increase in remuneration is in line with the market trends, internal parity and current salary of the employees. In order to ensure that remuneration reflects the Company's performance, the variable pay is linked to organization and business unit's performance, apart from individual's performance. - Remuneration of KMP has increased by 10%.			
e.	The remuneration of the Directors, KMP and other employees is in accordance with the Remuneration Policy of the Company. The same can be accessed on the website of the Company at the link http://www.texinfra.in/pdf/Remuneration_Policy.pdf			

*Resigned w.e.f. 23rd September 2017

ANNEXURE-D

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To
The Members
Texmaco Infrastructure & Holdings Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined books, papers, minute books, forms and returns filed and other records maintained by **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** for the financial year ended on 31st March 2018 according to the provisions of the following, in so far as they are applicable to the Company:

- The Companies Act, 2013 with Companies Act, 1956 (to the extent applicable) and the rules made thereunder the relevant Act;
- The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
- The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.
- The following other laws specifically applicable to the Company:
 - The Transfer of Property Act, 1882;
 - Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996.

We have also examined compliance with the applicable Clauses / Regulations of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

- the Board of Directors of the Company is duly constituted with proper balance of Manager, Non – Executive Directors and Independent Directors. There are 4 (Four) Independent Directors on the Board of Directors of the Company as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Companies Act, 2013.

- adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.
- unanimously / majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

For S R & Associates

Sd/-

Partner

Unique Code of Partnership Firm: **P2008WB016700**

Name of Company Secretary in Practice:

PAWAN KUMAR ANCHALIA

Membership No: **FCS 8789; C.P. No.: 8881**

Unique Code Number: **12010WB714700**

Place: Kolkata

Dated: 15th May 2018

Note: This report is to be read with Annexure which forms an integral part of this report.

ANNEXURE

To

The Members

Texmaco Infrastructure & Holdings Limited

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S R & Associates

Sd/-

Partner

Unique Code of Partnership Firm: **P2008WB016700**

Name of Company Secretary in Practice:

PAWAN KUMAR ANCHALIA

Membership No: **FCS 8789; C.P. No.: 8881**

Unique Code Number: **12010WB714700**

Place: Kolkata

Dated: 15th May 2018

**ANNEXURE - F
Form MGT-9**

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2018

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN:	L70101WB1939PLC009800
ii.	Registration Date:	4th August, 1939
iii.	Name of the Company:	Texmaco Infrastructure & Holdings Limited
iv.	Category:	Public Company
v.	Sub-Category of the Company:	Limited by Shares
vi.	Address of the Registered office and contact details:	Belgharia, Kolkata – 700 056, Phone no. 033 2569 1500, Fax no. 033 2541 2448
vii.	Whether listed company:	Yes
viii.	Name, Address and Contact details of Registrar and Transfer Agent:	M/s Karvy Computershare Private Limited, Plot No. 31 & 32 Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 Phone no. 040-67162222

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1.	Real Estate	681	90.41
2.	Generation of Hydro-Electric Power	35101	9.59

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Addresses of the Company	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Sections
1.	Macfarlane & Company Limited 9/1, R. N. Mukherjee Road, Kolkata-700 001	L51909WB1919PLC003356	Subsidiary	74.53	2 (87)
2.	High Quality Steels Limited C/o Texmaco Rail & Engineering Limited, Agarpara works, Belgharia, Kolkata – 700056	U27101WB1964PLC026001	Subsidiary	100	2 (87)
3.	Topflow Buildcon Private Limited C/o Texmaco Rail & Engineering Limited, Agarpara works, Belgharia, Kolkata – 700056	U70109WB2012PTC178518	Wholly owned Subsidiary of High Quality Steels Limited	-	2 (87)

Sl. No.	Name and Addresses of the Company	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Sections
4.	Snowblue Conclave Private Limited C/o Texmaco Rail & Engineering Limited, Agarpara works, Belgharia, Kolkata – 700056	U70200WB2012PTC178460	Wholly owned Subsidiary of High Quality Steels Limited	-	2 (87)
5.	Startree Enclave Private Limited C/o Texmaco Rail & Engineering Limited, Agarpara works, Belgharia, Kolkata – 700056	U70200WB2012PTC178399	Wholly owned Subsidiary of High Quality Steels Limited	-	2 (87)
6.	Texmaco Rail & Engineering Limited Belgharia, Kolkata – 700056	L29261WB1998PLC087404	Associate	24.88	2 (6)
7.	Lionel India Limited 21, Old Court House Street, Kolkata - 700001	U52110WB1997PLC083860	Associate	50	2 (6)
8.	Sigma Rail Systems Private Limited* 238A A.J.C. Bose Road Unit-5D/2, 5th Floor, Kolkata - 700020	U74999WB2016PTC218655	Associate of High Quality Steels Limited	-	2 (6)

* Became associate of High Quality Steels Limited w.e.f. 12th January 2018.

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

(i) 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	8332313	-	8332313	6.54	8332313	-	8332313	6.54	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	69119351	-	69119351	54.24	69119351	-	69119351	54.24	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	77451664	-	77451664	60.78	77451664	-	77451664	60.78	-
(2) Foreign									
a) NRIs- Individuals	62122	-	62122	0.05	62122	-	62122	0.05	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	62122	-	62122	0.05	62122	-	62122	0.05	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	77513786	-	77513786	60.83	77513786	-	77513786	60.83	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	2777730	-	2777730	2.18	-	-	-	-	(2.18)
b) Banks / FI	3632995	-	3632995	2.85	2325969	-	2325969	1.83	(1.02)
c) Center Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-

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	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	14010	14010	0.01	-	14010	14010	0.01	-
g) FIs	3290000	-	3290000	2.58	7922067	-	7922067	6.22	3.64
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
j) Foreign Nationals	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	9700725	14010	9714735	7.62	10248036	14010	10262046	8.05	0.43
2. Non- Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	13220488	333481	13553969	10.64	12560866	251421	12812287	10.05	(0.59)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	12596223	949819	13546042	10.63	13042172	646779	13688951	10.74	0.11
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	11025561	-	11025561	8.65	9172449	286500	9458949	7.42	(1.23)
c) Others (specify)	-	-	-	-	-	-	-	-	-
NBFCs	45275	-	45275	0.04	71200	-	71200	0.06	0.02
Trusts	3706	-	3706	0.00	3706	-	3706	0.00	-
Non Resident Indians	612451	14840	627291	0.49	989334	14840	1004174	0.79	0.30
HUF	1294138	-	1294138	1.02	1471594	-	1471594	1.15	0.13
Clearing Members	97537	-	97537	0.08	1135347	-	1135347	0.89	0.81
Employees	-	-	-	-	-	-	-	-	-
Enemy Individuals	-	4550	4550	0.00	-	4550	4550	0.00	-
Sub-total (B)(2):-	38899929	1298140	40198069	31.55	38446668	1204090	39650758	31.12	(0.43)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	48600654	1312150	49912804	39.17	48694704	1218100	49912804	39.17	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	126114440	1312150	127426590	100.00	126208490	1218100	127426590	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1.	Mr Saroj Kumar Poddar	8149823	6.40	-	8149823	6.40	-	-
2.	Ms Puja Poddar	28570	0.02	-	28570	0.02	-	-
3.	Ms Jyotsna Poddar	121790	0.10	-	121790	0.10	-	-
4.	Mr Akshay Poddar	33552	0.03	-	33552	0.03	-	-
5.	Kumari Anisha Agarwala	32140	0.03	-	32140	0.03	-	-
6.	Kumari Aashti Agarwala	14280	0.01	-	14280	0.01	-	-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
7.	Ms Shradha Agarwala	14280	0.01	-	14280	0.01	-	-
8.	Zuari Investments Limited*	13413900	10.53	-	12810900	10.05	-	(0.48)
9.	Zuari Global Limited*	24157712	18.95	-	24760712	19.43	-	0.48
10.	Adventz Finance Private Limited	13436894	10.54	-	13436894	10.54	-	-
11.	Duke Commerce Limited	7726464	6.06	-	7726464	6.06	-	-
12.	Adventz Securities Enterprises Limited	3809140	2.99	-	3809140	2.99	-	-
13.	Adventz Investment Company Private Limited	3035710	2.38	-	3035710	2.38	-	-
14.	Texmaco Rail & Engineering Limited	2349809	1.84	-	2349809	1.84	-	-
15.	New Eros Tradecom Limited	738800	0.58	-	738800	0.58	-	-
16.	Premium Exchange & Finance Limited	188090	0.15	-	188090	0.15	-	-
17.	Jeewan Jyoti Medical Society	160500	0.13	-	160500	0.13	-	-
18.	Greenland Trading Private Limited	35000	0.03	-	35000	0.03	-	-
19.	Indrakashi Trading Company Private Limited	50762	0.04	-	50762	0.04	-	-
20.	Master Exchange & Finance Limited	15760	0.01	-	15760	0.01	-	-
21.	Eureka Traders Private Limited	530	0.00	-	530	0.00	-	-
22.	Abhishek Holdings Private Limited	280	0.00	-	280	0.00	-	-
	Total	77513786	60.83	-	77513786	60.83	-	

* 6,03,000 Equity Shares were inter-se transferred between Zuari Investments Limited and Zuari Global Limited

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	77513786	60.83		
	Increase / (Decrease) in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year			77513786	60.83

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

Sl. No.	For each of the top Ten 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.	Hridaynath Consultancy Private Limited				
	At the beginning of the year	6686132	5.25		
	Increase / (Decrease) in Shareholding during the year				
	07.04.17	107129	0.08	6793261	5.33
	21.07.17	(25000)	(0.02)	6768261	5.31
	04.08.17	(25000)	(0.02)	6743261	5.29
	13.10.17	(6740000)	(5.29)	3261	0.00
	27.10.17	4000	0.00	7261	0.01
	17.11.17	(2000)	(0.00)	5261	0.00
	01.12.17	(2000)	(0.00)	3261	0.00
	26.01.18	6740000	5.29	6743261	5.29
	02.02.18	(3497000)	(2.74)	3246261	2.55
	09.02.18	3000	0.00	3249261	2.55
	09.03.18	(3249261)	(2.55)	0	0.00
	30.03.18	64733	0.05	64733	0.05
	At the end of the year			64733	0.05
	2.	Life Insurance Corporation of India			
At the beginning of the year		3401081	2.67		
Increase / (Decrease) in Shareholding during the year					
13.10.17		(303035)	(0.24)	3098046	2.43
20.10.17		(140172)	(0.11)	2957874	2.32
27.10.17		(525324)	(0.41)	2432550	1.91
31.10.17	(231469)	(0.18)	2201081	1.73	
At the end of the year			2201081	1.73	
3.	Nimish P Desai				
	At the beginning of the year	3197269	2.51		
	Increase / (Decrease) in Shareholding during the year				
	07.04.17	31939	0.02	3229208	2.53
	14.04.17	52952	0.05	3282160	2.58
	21.04.17	106651	0.08	3388811	2.66
	28.04.17	170998	0.13	3559809	2.79
	05.05.17	61084	0.05	3620893	2.84
	12.05.17	195412	0.15	3816305	2.99
	19.05.17	197234	0.15	4013539	3.15
	26.05.17	285005	0.22	4298544	3.37
	02.06.17	86425	0.07	4384969	3.44
	09.06.17	64704	0.05	4449673	3.49
	16.06.17	44722	0.04	4494395	3.53
	23.06.17	(1928770)	(1.52)	2565625	2.01
	07.07.17	4181	0.00	2569806	2.01
	14.07.17	(962201)	(0.76)	1607605	1.25
	21.07.17	(688689)	(0.53)	918916	0.72
	28.07.17	(83022)	(0.07)	835894	0.65
	18.08.17	47087	0.04	882981	0.69
	01.09.17	9280	0.01	892261	0.70
	08.09.17	90000	0.07	982261	0.77
	29.09.17	260398	0.20	1242659	0.97
	17.11.17	3976	0.00	1246635	0.97
	24.11.17	(19000)	(0.01)	1227635	0.96
01.12.17	(10000)	(0.01)	1217635	0.95	
05.01.18	(32614)	(0.02)	1185021	0.93	
12.01.18	(61819)	(0.05)	1123202	0.88	
02.02.18	90776	0.07	1213978	0.95	
09.02.18	303129	0.24	1517107	1.19	
At the end of the year			1517107	1.19	

Sl. No.	For each of the top Ten 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	
4.	Leman Diversified Fund					
	At the beginning of the year	3000000	2.35			
	Increase / (Decrease) in Shareholding during the year	Nil	Nil			
	At the end of the year			3000000	2.35	
5.	Bharat Jayantilal Patel					
	At the beginning of the year	2926152	2.30			
	Increase / (Decrease) in Shareholding during the year					
	01.09.17	2384152	1.87	5310304	4.17	
	01.09.17	(2384152)	(1.87)	2926152	2.30	
	At the end of the year			2926152	2.30	
6.	ICICI Prudential Dynamic Plan					
	At the Beginning of the year	2777730	2.18			
	Increase / (Decrease) in Shareholding during the year					
		01.12.17	(129675)	(0.10)	2648055	2.08
		08.12.17	(42414)	(0.03)	2605641	2.05
		15.12.17	(77434)	(0.06)	2528207	1.99
		12.01.18	(156353)	(0.12)	2371854	1.87
		19.01.18	(6084)	(0.00)	2365770	1.87
		23.02.18	(22590)	(0.02)	2343180	1.85
		02.03.18	(370178)	(0.30)	1973002	1.55
		09.03.18	(158545)	(0.13)	1814457	1.42
		16.03.18	(640183)	(0.50)	1174274	0.92
		23.03.18	(673454)	(0.53)	500820	0.39
		30.03.18	(500820)	(0.39)	0	0.00
		At the end of the year			0	0.00
	7.	The Punjab Produce and Trading Private Limited				
		At the beginning of the year	1018000	0.80		
Increase / (Decrease) in Shareholding during the year		Nil	Nil			
	At the end of the year			1018000	0.80	
8.	R Jagadish					
	At the beginning of the year	633938	0.50			
	Increase / (Decrease) in Shareholding during the year					
		01.09.17	(90000)	(0.07)	543938	0.43
		22.09.17	(311451)	(0.24)	232487	0.19
		29.09.17	(6760)	(0.01)	225727	0.18
		17.11.17	(25000)	(0.02)	200727	0.16
	24.11.17	(200727)	(0.16)	0	0.00	
	At the end of the year			0	0.00	
9.	Bakliwal Fincom Private Limited					
	At the beginning of the year	572865	0.45			
	Increase / (Decrease) in Shareholding during the year					
		24.11.17	25000	0.02	597865	0.47
		19.01.18	(30000)	(0.02)	567865	0.45
	At the end of the year			567865	0.45	

Sl. No.	For each of the top Ten 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	
10.	Hypnos Fund Limited					
	At the beginning of the year	0	0.00			
	Increase / (Decrease) in Shareholding during the year					
		23.06.17	1000000	0.78	1000000	0.78
		30.06.17	1000000	0.78	2000000	1.56
		24.11.17	(1000000)	(0.78)	1000000	0.78
		01.12.17	(500000)	(0.39)	500000	0.39
	30.03.18	3749999	2.94	4249999	3.34	
	At the end of the year			4249999	3.34	
11.	Finquest Securities Private Limited					
	At the beginning of the year	0	0.00			
	Increase / (Decrease) in Shareholding during the year					
		23.06.17	500000	0.39	500000	0.39
		30.06.17	(500000)	(0.39)	0	0.00
		14.07.17	25724	0.02	25724	0.02
		21.07.17	26076	0.02	51800	0.04
		28.07.17	(50357)	(0.04)	1443	0.00
		04.08.17	(1443)	(0.00)	0	0.00
		01.09.17	90000	0.07	90000	0.07
		08.09.17	(90000)	(0.07)	0	0.00
		22.09.17	10000	0.01	10000	0.01
		29.09.17	(10000)	(0.01)	0	0.00
		17.11.17	400000	0.31	400000	0.31
		24.11.17	(307575)	(0.24)	92425	0.07
		01.12.17	7546	0.01	99971	0.08
		01.12.17	(92425)	(0.07)	7546	0.01
		08.12.17	11431	0.01	18977	0.01
		15.12.17	(11431)	(0.01)	7546	0.01
		05.01.18	11130	0.01	18676	0.01
		12.01.18	(2886)	(0.00)	15790	0.01
		19.01.18	(8244)	(0.01)	7546	0.01
		09.02.18	7	0.00	7553	0.01
	09.03.18	115700	0.09	12353	0.10	
	23.03.18	1250000	0.98	1373253	1.08	
	30.03.18	2791649	2.19	4164902	3.27	
	30.03.18	(590472)	(0.46)	3574430	2.81	
	At the end of the year			3574430	2.81	
12.	Finquest Financial Solutions Private Limited					
	At the beginning of the year	0	0.00			
	Increase / (Decrease) in Shareholding during the year					
		13.10.17	7300000	5.73	7300000	5.73
		24.11.17	30030	0.02	7330030	5.75
		01.12.17	130838	0.10	7460868	5.85
		08.12.17	(43377)	(0.03)	7417491	5.82
		15.12.17	(81874)	(0.06)	7335617	5.76
		05.01.18	(30293)	(0.03)	7305324	5.73
		26.01.18	(6740000)	(5.29)	565324	0.44
		02.02.18	2977700	2.34	3543024	2.78
		09.02.18	180654	0.14	3723678	2.92
		16.02.18	108859	0.09	3832537	3.01
		23.02.18	(9313)	(0.01)	3823224	3.00
		02.03.18	10382	0.01	3833606	3.01
		09.03.18	(287700)	(0.23)	3545906	2.78
		30.03.18	(600000)	(0.47)	2945906	2.31
		At the end of the year			2945906	2.31

Sl. No.	For each of the top Ten 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
13.	Shivani Tejas Trivedi				
	At the beginning of the year	0	0.00		
	Increase / (Decrease) in Shareholding during the year				
	16.03.18	66439	0.05	66439	0.05
	23.03.18	1069569	0.84	1136008	0.89
	At the end of the year			1136008	0.89
14.	Tejas Bhalchandra Trivedi	0	0.00		
	16.03.18	36169	0.03	36169	0.03
	23.03.18	47995	0.04	84164	0.07
	30.03.18	530761	0.41	61492	0.48
	At the end of the year			61492	0.48

Note: These data are as on Benpos Date as provided by NSDL / CDSL.

(v) Shareholding of Directors and Key Managerial Personnel

Mr S. K. Poddar, Non-Executive Chairman

For Each of the Directors and KMP	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
At the beginning of the year	8149823	6.40		
Increase / (Decrease) in Shareholding during the year	Nil	Nil	Nil	Nil
At the end of the year			8149823	6.40

Mr Akshay Poddar, Non-executive & Non-independent Director

For Each of the Directors and KMP	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
At the beginning of the year	33552	0.03		
Increase / (Decrease) in Shareholding during the year	Nil	Nil	Nil	Nil
At the end of the year			33552	0.03

Ms Jyotsna Poddar, Non-executive & Non-independent Director

For Each of the Directors and KMP	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
At the beginning of the year	121790	0.10		
Increase / (Decrease) in Shareholding during the year	Nil	Nil	Nil	Nil
At the end of the year			1,21,790	0.10

M/s Utsav Parekh, Dipankar Chatterji, S.K. Rungta, D. R. Kaarthikeyan, N. Suresh Krishnan, Directors, Mr S. U. Khan Manager, Mr K. K. Rajgaria, CFO and Mr Pratik Modi, Company Secretary do not hold Shares of the Company.

V. INDEBTEDNESS

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY	120.45	-	-	120.45
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	120.45	-	-	120.45
Change in Indebtedness during the financial year Addition / (Reduction)	2773.23	-	-	2773.23
Net Change	2773.23	-	-	2773.23
Indebtedness at the end of the FY				
i) Principal Amount	2893.68			2893.68
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	2893.68	-	-	2893.68

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr Akshay Tandon#	Mr S. U. Khan*	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	11.60	7.04	18.64
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	27.78	10.44	38.22
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission			
	i) as % of profit			
	ii) Others, specify			
5.	Others			
	i) Co's Contribution to PF / Pension Fund	1.40	0.84	2.24
	ii) Value of Furniture			
	iii) Superannuation			
	Total (A)	40.78	18.32	59.10
	Ceiling as per the Act			-

Resigned w.e.f. 23rd September 2017.

* Appointed w.e.f. 16th October 2017.

B. Remuneration to other Directors

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount	
		Mr S. K. Poddar	Mr Akshay Poddar	Mr Dipankar Chatterji	Mr Utsav Parekh	Mr D. R. Kaarthikeyan	Ms Jyotsna Poddar	Mr S. K. Rungta		Mr N. Suresh Krishnan
1. Independent Directors										
	Fee for attending board / committee meetings			1.50	1.10	0.70		1.40		4.70
	Commission			1.00	1.00	1.00		1.00		4.00
	Others, specify									
	Total(1)			2.50	2.10	1.70		2.40		8.70
2. Other Non-executive Directors										
	Fee for attending board / committee meetings	0.80	1.40				0.80		0.90	3.90
	Commission	1.00	1.00				1.00		1.00	4.00
	Others, specify									
	Total(2)	1.80	2.40				1.80		1.90	7.90
	Total(B)=(1+2)	1.80	2.40	2.50	2.10	1.70	1.80	2.40	1.90	16.60
	Ceiling as per the Act									74.42

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. K. K. Rajgaria CFO	Mr. Pratik Modi Company Secretary	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income- Tax Act, 1961	11.01 16.85	1.38 2.05	12.39 18.90
2.	Stock Option			
3.	Sweat Equity			
4	Commission i) as % of profit ii) others, specify			
5	Others i) Co's Contribution to PF / Pension Fund ii) Superannuation	2.07	0.22	2.29
	Total	29.93	3.65	33.58

VII. There were no penalties / punishment / compounding of offences under the Companies Act, 1956 / 2013 for the year ended 31st March 2018.

ANNEXURE F

REPORT ON CORPORATE GOVERNANCE

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Company's philosophy on Code of Governance

The core values of the Company's Corporate Governance are transparency, professionalism, accountability, customer focus, teamwork, quality, fairness and social responsibility. Your Company is committed to fulfill these objectives and enhance the wealth generating capacity, keeping in mind the long-term interest of the shareholders, employees and the society. The Company believes in adopting and adhering to the best Corporate Governance practices and continuously benchmarking itself against the best practices in the industry.

2. Board of Directors

The Company's Board comprises eight Directors, representing the optimum mix of professionalism, knowledge and experience. Four Directors of the current strength of the Board are Independent Directors as on 31st March 2018. The category of Directorship, number of Board Meetings attended, attendance at the last Annual General Meeting (AGM), number of Directorships in other companies, number of Committees in which such Director is a Chairperson or Member, are mentioned below :-

Name of the Director	Category of Directorship	Director Identification Number (DIN)	No. of Board Meetings attended	Attendance at the last AGM	No. of Directorships in other companies #	No. of Chairpersonship / Membership of Board Committees in companies ^	
						Chairman	Member
Mr S. K. Poddar	Non-executive - Chairman - Promoter	00008654	4	Yes	12	-	-
Mr Akshay Poddar*	Non-executive & Non-independent - Promoter	00008686	4	No	17	1	3
Mr D. R. Kaarthikeyan	Independent	00327907	3	Yes	6	-	4
Mr Utsav Parekh	Independent	00027642	3	No	9		2
Mr Dipankar Chatterji*	Independent	00031256	4	Yes	11	4	3
Mr S. K. Rungta	Independent	00053824	4	No	18	-	1
Ms Jyotsna Poddar†	Non-executive & Non-independent - Promoter	00055736	4	No	10	-	-
Mr N. Suresh Krishnan	Non-executive & Non-independent	00021965	4	No	9	1	6

* Mr Akshay Poddar and Ms Jyotsna Poddar are relatives of Mr S. K. Poddar.

† Resigned w.e.f. 15th May 2018.

Excluding Foreign Companies.

^ Membership / Chairpersonship in Audit Committee and Stakeholders Relationship Committee, including those in the Company.

No Director of the Company was a member of more than ten Committees or Chairperson of more than five Committees across all the Public / Listed Companies in which he / she was a Director. Four Meetings of the Board of Directors were held during the year 2017 – 18. The details are given below:

22nd May 2017	24th July 2017
16th October 2017	8th February 2018

3. Audit Committee

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Audit Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013.

The Audit Committee comprises the following four Directors, and their attendance in the Committee Meetings is given hereunder:

Name of the Director	Category of Directorship	No. of Meeting(s) attended
Mr Utsav Parekh, Chairman	Independent	3
Mr Akshay Poddar	Non-executive & Non-Independent	4
Mr Dipankar Chatterji	Independent	4
Mr S. K. Rungta	Independent	4

Four Meetings of the Audit Committee were held during the year 2017-18. The details are given below:

22nd May 2017	24th July 2017
16th October 2017	8th February 2018

The details of remuneration paid to the Directors during the year 2017-18 are as follows:

i) Non-executive Directors

Name of the Directors	Sitting Fee for the year (₹)	Commission for the year (₹)	Total (₹)	No. of Equity Shares held in the Company
Mr S. K. Poddar	80,000	1,00,000	1,80,000	8149823
Mr Akshay Poddar	1,40,000	1,00,000	2,40,000	33552
Mr Utsav Parekh	1,10,000	1,00,000	2,10,000	-
Mr Dipankar Chatterji	1,50,000	1,00,000	2,50,000	-
Ms Jyotsna Poddar	80,000	1,00,000	1,80,000	121790
Mr S. K. Rungta	1,40,000	1,00,000	2,40,000	-
Mr D. R. Kaarthikeyan	70,000	1,00,000	1,70,000	-
Mr N. Suresh Krishnan	90,000	1,00,000	1,90,000	-

4. Nomination and Remuneration Committee

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Nomination and Remuneration Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises the following three Directors, and their attendance in the Committee Meeting is given hereunder:

Name of the Director	Category of Directorship	No. of Meeting(s) attended
Mr Utsav Parekh, Chairman	Independent	1
Mr Akshay Poddar	Non-executive & Non-Independent	1
Mr Dipankar Chatterji	Independent	1

The Nomination and Remuneration Committee met once during the year on 16th October 2017.

Remuneration of Directors

The Remuneration of Executive Directors is fixed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee. Non-executive Directors are eligible for sitting fee and a commission not exceeding 1% of the net profit of the Company for each year, with a ceiling of ₹ 1,00,000/- per annum on commission for each Director. The sitting fee for attending the Board Meeting is ₹ 20,000/- and the sitting fee for attending the Committee / Sub-committee Meetings is ₹ 10,000/- as approved by the Board of Directors. The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company at the link http://www.texinfra.in/pdf/Remuneration_Policy.pdf

5. Stakeholders Relationship Committee

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Stakeholders Relationship Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises the following three Directors, and their attendance in the Committee Meeting is given hereunder:

Name of the Director	Category of Directorship	No. of Meeting(s) attended
Mr Utsav Parekh, Chairman	Independent	0
Mr Akshay Poddar	Non-executive & Non-Independent	1
Mr S. K. Rungta	Independent	1

The Stakeholders Relationship Committee met once during the year on 8th February 2018.

Mr Pratik Modi, Company Secretary is the Compliance Officer of the Company.

The grievances received are dealt by the Stakeholders Relationship Committee / Registrar & Share Transfer Agent / Compliance Officer of the Company.

In order to provide quick service to Investors, the Board has delegated certain powers to few Senior Executives to deal with various matters including transfer and transmission of Equity Shares, etc. During the year, 5 complaints were received from the Shareholders, which were resolved within the stipulated time period.

There was no request for transfer or transmission of Equity Shares of the Company pending at the closure of the financial year.

6. CSR Committee

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the CSR Committee under Section 135 of the Companies Act, 2013.

The CSR Committee comprises the following three Directors, and their attendance in the Committee Meeting is given hereunder:

Name of the Director	Category of Directorship	No. of Meeting(s) attended
Mr N. Suresh Krishnan, Chairman	Non-executive & Non-Independent	1
Mr Dipankar Chatterji	Independent	1
Mr Utsav Parekh	Independent	0

The CSR Committee met once during the year on 8th February 2018.

7. Independent Directors Meeting

A meeting of the Independent Directors of the Company was held on 24th March 2018 during the year 2017-18. All the Independent Directors attended the Meeting. The matters discussed at the Meeting of the Independent Directors, inter alia, included the evaluation of the performance of Non-independent Directors including the Chairman of the Company.

8. Induction & Training of Board Members

To provide insights into the Company's operations, the Company periodically familiarizes its Independent Directors through presentations, briefings, meetings, etc.

The details of programmes for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are put up on the website of the Company at the link: http://www.texinfra.in/pdf/Familiarisation_Programme_for_Independent_Directors.pdf

9. Whistle Blower Policy

The Company believes in promoting ethical behaviour and accordingly there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against the Company's Code of Conduct. The objective of the policy is to provide adequate safeguard measures against victimization. The Company has a Whistle Blower Policy under which the employees are free to report any such grievances to the Nodal Officer appointed for the purpose. Mr Pratik Modi, Company Secretary & Compliance Officer of the Company is the Nodal Officer appointed for this purpose. In certain circumstances, employees may also report to the Chairman of the Audit Committee. The Policy is also placed on the website of the Company at the link: http://www.texinfra.in/pdf/Whistle_Blower_Policy.pdf

10. Internal Control System

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency.

The findings of the Internal Audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee. The Audit Committee reviews such audit findings and the adequacy of the Internal Control System.

11. Policy on Material Subsidiary

The Company has five subsidiaries namely Macfarlane & Company Limited, High Quality Steels Limited, Topflow Buildcon Private Limited, Snowblue Conclave Private Limited and Startree Enclave Private Limited. The Company has a policy to determine its material subsidiary. The policy is also placed on the website of the Company at the link: http://www.texinfra.in/pdf/Policy_for_Material_Subsiidiary_Company.pdf

12. General Body Meetings

Details of date and time of the Annual General Meeting (AGM) held in the last three years are given below:

Financial Year	Date and time of the AGM	Venue	No. of Special Resolutions approved at the AGM
2016-2017	16th September, 2017 at 4.00 P.M.	K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata- 700 056	2
2015-2016	26th September, 2016 at 4.00 P.M.		1
2014-2015	28th September, 2015 at 4.15. P.M.		-

Whether Special Resolutions-

A	were put through Postal Ballot last year	No
B	are proposed to be conducted through postal ballot	No

13. Disclosure

There are no materially significant related party transactions entered into the Company with its Promoters, Directors or Senior Management Personnel, Associates, etc., that may have potential conflict with the interests of the Company at large. Transactions carried out with the related parties are disclosed in Note No.39 to the Audited Financial Statements.

During the last three years, there were no strictures or penalties imposed either by the SEBI or the Stock Exchanges or any other Statutory Authorities for non-compliance of any matter related to the Capital Market.

14. Reconciliation of Share Capital Audit Report

A qualified practicing Chartered Accountant carried the Quarterly Share Capital Audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed Equity Share Capital. The audit confirms that the total issued / paid up Equity Share Capital is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialised form held with NSDL and CDSL.

15. Means of Communication

The Quarterly Un-audited Financial Results and the Annual Audited Financial Results as taken on record and approved by the Board of Directors of the Company are published generally in English and Vernacular newspapers namely The Financial Express and Aajkal. It is also sent immediately to all the Stock Exchanges with which the Equity Shares of the Company are listed.

These results are also posted on Company's website www.texinfra.in

Management Discussion & Analysis Report forms part of the Annual Report.

16. General Shareholder Information

AGM : Date, Time & Venue	Tuesday, 4th September 2018 at 4:30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056
Financial Calendar (Tentative)	1st April 2018 to 31st March 2019 First Quarter Results – Last week of July. Second Quarter Results – First week of November. Third Quarter Results – First week of February Results for the year ending 31st March 2019 – By Last week of May 2019
Dividend Payment Date	End September 2018
Date of Book Closure	Thursday, 30th August 2018 to Tuesday, 4th September 2018 (both days inclusive)
Listing on Stock Exchanges	1. National Stock Exchange of India Limited, Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051 2. BSE Limited, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 3. The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata – 700 001 The Company has paid listing fees for the period 1st April 2018 to 31st March 2019.
CIN of the Company	L70101WB1939PLC009800
Stock Code	
National Stock Exchange of India Limited	TEXINFRA
BSE Limited	505400
The Calcutta Stock Exchange Limited	30044
Demat ISIN No. for NSDL/CDSL	INE 435C01024

High / Low market prices of the Company's Equity Shares of ₹ 1/- each traded on National Stock Exchange of India Limited and BSE Limited during the period April 2017 to March 2018 are furnished hereunder:

Period	National Stock Exchange of India Limited		BSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2017	44.50	40.40	44.50	40.25
May 2017	47.90	41.05	47.80	41.40
June 2017	44.40	42.00	44.50	41.45
July 2017	58.25	41.45	58.80	42.20
August 2017	53.80	45.05	53.50	45.20
September 2017	57.50	47.50	57.55	47.55
October 2017	53.90	47.50	54.05	48.00
November 2017	78.80	46.50	78.80	47.00
December 2017	74.90	67.30	75.50	66.40
January 2018	73.65	60.00	73.75	60.45
February 2018	67.50	56.10	68.50	56.15
March 2018	65.90	54.55	66.25	54.55

Note: There was no trading in the Equity Shares of the Company during the year on The Calcutta Stock Exchange Limited.

Registrar & Share Transfer Agent (RTA)	M/s Karvy Computershare Private Limited Plot No: 31- 32, Gachibowli Financial District, Nanakramguda, Hyderabad - Telangana: 500032	Phone: 040-67162222 Fax No: 040-23001153 E-mail: einward.ris@karvy.com Website: www.karvycomputershare.com
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Share Transfer System

Request for transfer of Equity Shares held in physical form may be lodged with M/s Karvy Computershare Private Limited, RTA at Hyderabad or may be sent to the Company Secretary & Compliance Officer at the Registered office of the Company at Kolkata. Share transfers are registered within 15 days from the date of lodgment, provided documents are complete in all respects.

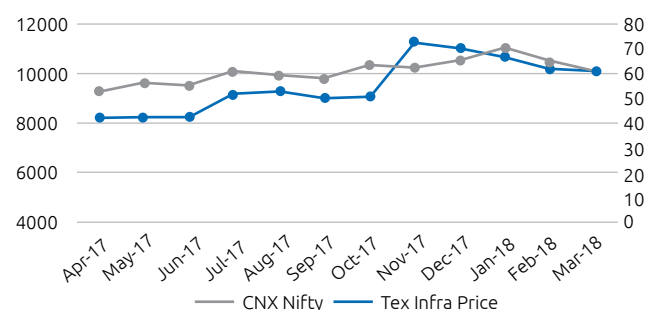
Distribution of Shareholding as on 31st March 2018

No. of Equity Shares held	No. of Folios	%	No. of Equity Shares	%
Upto 5000	20726	97.19	8245863	6.47
5001 to 10000	272	1.28	2107726	1.65
10001 to 20000	130	0.61	1897901	1.49
20001 to 30000	54	0.25	1366663	1.07
30001 to 40000	28	0.13	986993	0.78
40001 to 50000	22	0.10	1018680	0.80
50001 to 100000	36	0.17	2518446	1.98
100001 and above	58	0.27	109284318	85.76
Total	21326	100.00	127426590	100.00

Shareholding Pattern as on 31st March 2018

Category	No. of Shares	%
Promoters	77513786	60.83
Banks, Insurance Cos., and FIs	2339979	1.84
Mutual Funds and U.T.I.	0	0.00
NRI / OCB / FIIs	8926241	7.01
Corporate Bodies	12812287	10.05
Indian Public	23147900	18.17
Others	2686397	2.10
Total	127426590	100.00

Texmaco Share Price vis a vis Nifty



Closing price of the Company's Equity Shares and Nifty has been considered for this purpose.

Dematerialization of Shares as on 31st March 2018 and Liquidity

The Company's Equity Shares are generally traded in dematerialised form on both the Depositories in India - NSDL and CDSL. 12,62,08,490 Equity Shares of the Company representing 99.04% of the Company's Equity Share Capital are dematerialised as on 31st March 2018.

Code of Conduct and Ethics and Insider Trading:

The Company has adopted a Code of Conduct and Ethics (Code) for the members of Board of Directors and Senior Management Personnel of the Company. The essence of the Code is to conduct the business of the Company in an honest, fair and ethical manner, in compliance with the applicable laws and in a way that excludes considerations for personal advantage. All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Manager, is attached to this report.

The Company has also adopted the Code as framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, prohibiting Insider Trading in the Equity Shares of the Company.

Location of the Plant

The Company's Hydel Power Plant is located at Neora, District- Darjeeling, West Bengal.

Address for Correspondence
Shareholders may contact Mr Pratik Modi, Company Secretary & Compliance Officer at the Registered Office of the Company for any assistance. Telephone No : (033) 2569-1500 E-mail : pratik.modi@texmaco.in Shareholders holding Equity Shares in Electronic mode should address all their correspondence to their respective Depository Participants.

Investor Education and Protection Fund (IEPF)

Information under Section 124 of the Companies Act, 2013, read with the Rules thereunder in respect of Unclaimed Dividend, when due for transfer to the said Fund, is given below:

Financial year ended	Date of declaration of Dividend	Last date for claiming Un-paid Dividend	Due date for transfer to IEPF
31.03.2017	16.09.2017	21.10.2024	21.11.2024
31.03.2016	26.09.2016	02.11.2023	02.12.2023
31.03.2015	28.09.2015	02.11.2022	02.12.2022
31.03.2014	04.09.2014	09.10.2021	09.11.2021
31.03.2013	14.09.2013	19.10.2020	19.11.2020
31.03.2012	29.08.2012	03.10.2019	03.11.2019
31.03.2011	01.09.2011	06.10.2018	06.11.2018
31.03.2010	12.08.2010	17.09.2017	17.10.2017

Further, IEPF Rules mandate to transfer of Equity Shares of Shareholders whose dividends remain unpaid / unclaimed for a continuous period of seven (7) years to the demat account of IEPF Authority. Communication are being sent to the concerned Shareholders advising them to write to RTA or to the Company to claim the dividend. Members may note that the Equity Shares as well as Unclaimed Dividends transferred to IEPF Authority can be claimed back as per the procedure prescribed under IEPF Rules.

17. Adoption of mandatory and non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with applicable mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has adopted the following non-mandatory requirements.

(i) The Board:

The Company is headed by the Non - executive Chairman.

(ii) Shareholder Rights:

The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.

(iii) Audit Qualifications:

There are no audit qualifications on the Company's Financial Statements for the year ended 31st March 2018.

(iv) Separate posts of Chairman and CEOs:

The Company has appointed separate persons to the post of Chairperson and CEOs.

(v) Reporting of Internal Auditor:

The Internal Auditor may report directly to the Audit Committee as and when required.

18. CEO and CFO Certification

The CEO and the CFO of the Company has given a certificate on financial reporting and internal controls to the Board in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is attached to this Report.

19. Retirement of Directors by rotation and re-appointment

Ms Jyotsna Poddar is due for retirement by rotation and is eligible for re-appointment in the ensuing Annual General Meeting (AGM). The Board has recommended re-appointment of Ms Poddar as the Non-executive and Non-independent Director. Brief particulars regarding Ms Poddar is given in the Notice calling AGM of the Company.

Declaration by the CEOs

To the Members of
Texmaco Infrastructure & Holdings Limited

In compliance with the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, we confirm that, on the basis of confirmations / declarations received, all the Directors and Senior Management Personnel of the Company have complied with the Code of Conduct and Ethics as adopted by the Board of Directors of the Company.

For Texmaco Infrastructure & Holdings Limited

Gaurav Agarwala
CEO (Neora Unit)

Sirajuddin Khan
Manager

Place: Kolkata
Dated: 15th May 2018

CEOs and CFO Certification

We certify that:

- a. we have reviewed Financial Statements and Cash Flow Statement for the year ended 31st March 2018 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. During the year, we have not come across any reportable instances relating to deficiencies in design or operation of such internal controls.
- d. we have indicated to the Auditors and the Audit Committee that:
 - (1) there are no significant changes in internal control over financial reporting during the year;
 - (2) there are no significant changes in accounting policies during the year; and
 - (3) there are no instances of significant fraud of which we have become aware.

For Texmaco Infrastructure & Holdings Limited

Gaurav Agarwala
CEO (Neora Unit)

K. K. Rajgaria
CFO

Place: Kolkata
Dated: 15th May 2018

Certificate

To the Members of
Texmaco Infrastructure & Holdings Limited

1. We, G. P. Agrawal & Co., Chartered Accountants, the Statutory Auditors of Texmaco Infrastructure & Holdings Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Managements' Responsibility

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

Auditor's Responsibility

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

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For G. P. Agrawal & Co.
Chartered Accountants
Firm Registration No. 302082E

Ajay Agrawal
Partner

Membership No. 017643

Place: Kolkata
Dated: 15th May 2018

Independent Auditor's Report

To
The Members of
Texmaco Infrastructure & Holdings Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of **Texmaco Infrastructure & Holdings Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (Including Other Comprehensive Income), cash flows and changes in the Equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified in the Companies (Indian Accounting Standards) Rules, 2015 (As amended) under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 (As amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31st March, 2018, and its profit including other comprehensive income, its cash flows and changes in Equity 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 Subsection (11) of Section 143 of the Act, we give in the "**Annexure A,**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143 (3) of the Act, we report that:
 - 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.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

- With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"; and
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company did not have any pending litigations which requires disclosure in its Standalone Ind AS Financial Statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

(CA. Ajay Agrawal)

Place: Kolkata
Date: 15th May, 2018

Partner
Membership No. 017643

ANNEXURE- A: To The Independent Auditors' Report to the Members of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

as referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements in 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, the Company has a system of verifying all its major fixed assets over a period of three years. The fixed assets so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) The title deeds of immovable properties of the company are held in the name of the Company.
- (ii) As per information furnished, inventories have been physically verified by the management at reasonable intervals and the discrepancies noticed have been properly dealt with in the books of accounts.
- (iii) a) The Company has granted unsecured loans to two Companies (wholly owned subsidiary and other Company) covered in the register maintained under section 189 of the Act which is not prejudicial to the interest of the Company.
- b) The schedule of repayment of Principal and Interest of the above loans has been stipulated and the Company is regular in receipt of the same.
- c) There is no amount over due of more than 90 days in respect of recovery of principal and interest of the above loan.
- (iv) In our opinion and according to the information given to us, in respect of loans, investments, guarantees and security, provisions of section 185 and 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified and as such the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under section 148(1) of the Companies Act, 2013 for any products of the Company except for generation of hydro- electric power in respect of its unit Neora Hydro. We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, as not required, not made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, goods & service tax, cess and other material statutory dues, to the extent applicable to it, with the appropriate authorities. According to the information and explanations given to us, no undisputed statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no disputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, goods & service tax, cess and other material statutory dues. Hence, provisions of clause (vii)(b) of paragraph 3 of the Order are not applicable to the Company.
- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. However, the Company has not taken any loans or borrowings from any financial institution or Government. Also, there are no dues to debenture holders.
- (ix) The Company has not raised any money by way of initial public offer or further public offer. During the year, the Company has raised fund through term loan for ₹29.50 crores from Federal Bank and have been applied for the purpose for which it has been obtained.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Ind

AS Financial Statements and as per the information and explanations given to us, we report that no material fraud by the Company or on the Company by its officers and employees has been noticed or reported during the course of our audit.

- (xi) The managerial remuneration has been paid or provided by the Company in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company. Hence, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) All transactions of the Company with the related parties are in compliance with sections 177 & 188 of the Companies Act, 2013, where applicable, and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares of fully or partly convertible

debentures during the year under review. Hence, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

(xv) The Company has not entered into any non cash transactions with its directors or persons connected with them and as such the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

(xvi) The Company is not a non-banking financial company and hence the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

(CA. Ajay Agrawal)
Partner
Membership No. 017643

Place: Kolkata
Date: 15th May, 2018

Annexure - B To the Independent Auditors' Report on even date on the financial statements of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

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 **Texmaco Infrastructure & Holdings Limited** ("the Company"), as of March 31, 2018, in conjunction with our Audit of 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 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 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 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 evaluation 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 Standalone Ind AS 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 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 internal 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 period are subject to the risk that the internal financial 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, 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 **G. P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

(CA. Ajay Agrawal)

Partner

Place: Kolkata

Date: 15th May, 2018

Membership No. 017643

Balance Sheet as at 31 March 2018

Particulars	Note No.	(₹ in Lakhs)	
		As at 31.03. 2018	As at 31.03. 2017
I ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(i)	6,764.00	6,817.79
(b) Capital work-in-progress	3(ii)	233.05	91.41
(c) Investment property	3(iii)	6,662.60	6,788.72
(d) Financial assets			
(i) Investments	4	24,066.03	15,880.64
(ii) Loans	5	57.92	57.73
(iii) Others	6	4.33	4.56
(e) Deferred tax assets (net)	7	1,505.27	1,353.33
		39,293.20	30,994.18
(2) Current assets			
(a) Inventories	8	11.62	10.08
(b) Financial assets			
(i) Investments	9	3,148.05	4,190.00
(ii) Trade receivables	10	69.75	45.17
(iii) Cash and cash equivalents	11	129.27	318.93
(iv) Bank balances other than (iii) above	12	10.01	16.73
(v) Loans	13	7,025.76	5,768.17
(c) Current tax assets (Net)	14	664.88	737.39
(d) Other current assets	15	217.15	208.55
		11,276.49	11,295.02
TOTAL ASSETS		50,569.69	42,289.20
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	16	1,274.28	1,274.28
(b) Other equity	17	45,193.90	39,974.83
		46,468.18	41,249.11
(2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	2,608.97	69.96
(ii) Other financial liabilities	19	523.12	522.99
(b) Provisions	20	29.10	22.22
(c) Other non current liabilities	21	374.83	140.79
		3,536.02	755.96
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	-	1.32
(ii) Trade payables	23	58.15	23.75
(iii) Other financial liabilities	24	364.53	144.57
(b) Provisions	25	5.60	14.10
(c) Other current liabilities	26	137.21	100.39
		565.49	284.13
TOTAL EQUITY AND LIABILITIES		50,569.69	42,289.20

The accompanying notes 1 to 51 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar**

} Directors

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

Particulars	Note No.	(₹ In Lakhs)	
		Year Ended 31.03. 2018	Year Ended 31.03. 2017
I Revenue from operations	27	1,244.05	1,457.99
II Other income	28	1,169.23	1,232.06
III Total income (I+II)		2,413.28	2,690.05
IV Expenses			
Employee benefits expense	29	370.37	304.50
Finance costs	30	222.52	7.44
Depreciation and amortization expense	3	255.63	253.44
Other expenses	31	421.67	518.02
Total expenses (IV)		1,270.19	1,083.40
V Profit / (loss) before tax (III-IV)		1,143.09	1,606.65
VI Tax expense:			
(a) Current tax including tax related to earlier years	32	330.53	335.00
(b) Deferred tax		(151.93)	(196.97)
VII Profit for the year (V-VI)		964.49	1,468.62
VIII Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plans		0.38	9.28
- Equity instruments through Other Comprehensive Income		4,812.32	7,888.22
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
IX Total comprehensive income for the year		5,777.19	9,366.12
X Earnings per equity share (Par value of ₹ 1/- each)			
1) Basic	41	0.76	1.15
2) Diluted		0.76	1.15

The accompanying notes 1 to 51 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar**

} Directors

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

Particulars	(₹ In Lakhs)	
	Year Ended 31.03. 2018	Year Ended 31.03 2017
A) Cash Flows From Operating Activities:		
Net Profit before Taxation & Exceptional Items	1143.09	1606.65
Adjustments for:		
Depreciation	255.63	253.44
Interest Paid	222.52	7.44
Provision and excess liabilities written back	-	(29.06)
Interest received	(677.26)	(694.48)
Income from Investments	(216.18)	(191.09)
Profit on sale of Investments-Current (Net)	(133.68)	(236.56)
Gain on Fair Value of bonds/mutual funds	(133.30)	(72.19)
Government grant	(8.67)	(8.63)
Loss/(Profit) on sale of Property, plant and equipment (Net)	0.03	10.54
	(690.91)	(960.59)
Operating Profit before Working Capital Changes & Exceptional Items	452.18	646.06
(Increase)/Decrease in Trade & Other Receivables	(33.90)	(61.47)
(Increase)/Decrease in Inventories	(1.54)	(10.08)
Increase/(Decrease) in Trade Payables & Other Liabilities	288.11	(478.00)
	252.67	(549.55)
Cash Generated from Operations	704.85	96.51
Direct Taxes Paid	(258.02)	(335.94)
Cash Flow before Exceptional Items	446.83	(239.43)
Exceptional Items	-	-
Net Cash from Operating Activities	446.83	(239.43)
B) Cash Flows From Investing Activities		
Purchase of Property, plant & equipments	(219.12)	(413.35)
Sale of Property, plant & equipments	1.71	24.76
Purchase of Long Term Investment	(3,373.06)	0.00
(Purchase)/Sale of Current Investments (Net)	1,308.93	304.43
Loan to Subsidiaries/ Body Corporates (Net)	(1,003.00)	(300.00)
Bank Deposits(Includes having original maturity more than three months)	6.72	(1.63)
Interest Received	423.43	739.36
Dividend Received	216.18	191.09
Net Cash used in Investing Activities	(2638.21)	544.66
C) Cash Flows From Financing Activities		
Receipt/(Payment) of Long Term Borrowings	2,539.01	51.24
Receipt/(Payment) of Short Term Borrowings	(1.32)	(0.02)
Interest Paid	(222.52)	(7.44)
Dividend Paid	(313.45)	(305.09)
Net Cash used in Financing Activities	2001.72	(261.31)
Net Increase / (Decrease) in Cash and Cash Equivalents	(189.66)	43.92
Cash and Cash Equivalents at the beginning of the period	318.93	275.01
Cash and Cash Equivalents at the end of the period (note 11)	129.27	318.93

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 (Statement of Cash Flow)

The accompanying notes 1 to 51 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar** } Directors

Statement of Changes in Equity

a. Equity Share Capital

Particulars	(₹ In Lakhs)		
	Balance at the begin- ning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
For the year ended 31st March, 2017	1,274.28	-	1,274.28
For the year ended 31st March, 2018	1,274.28	-	1,274.28

b. Other Equity

Particulars	Reserves and Surplus				Items of other comprehensive income	Total
	Capital reserve (including subsidiaries)	Securities premium reserve	General reserve	Retained earnings		
Balance as at 1st April, 2016	675.07	52.57	18,512.36	14,516.87	(2,832.80)	30,924.07
Profit for the year	-	-	-	1,468.62	-	1,468.62
Other Comprehensive Income for the year	-	-	-	9.28	7,888.22	7,897.50
Dividend & Tax on Dividend	-	-	-	(306.73)	-	(306.73)
Transfer to subsidy based on the actual life of the asset	(8.63)	-	-	-	-	(8.63)
Transfer to/from retained earnings	-	-	200.00	(200.00)	-	-
Balance as at 31st March, 2017	666.44	52.57	18,712.36	15,488.04	5,055.42	39,974.83
Profit for the year	-	-	-	964.49	-	964.49
Other Comprehensive Income for the year	-	-	-	0.38	4,812.32	4,812.70
Dividend & Tax on Dividend	-	-	-	(306.75)	-	(306.75)
Transfer to Liabilities	(251.37)	-	-	-	-	(251.37)
Transfer to/from retained earnings	-	-	200.00	(200.00)	-	-
Balance as at 31st March, 2018	415.07	52.57	18,912.36	15,946.16	9,867.74	45,193.90

The accompanying notes 1 to 51 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar** } Directors

Notes on Financial Statement

1. General Corporate Information

Texmaco Infrastructure & Holdings Limited, founded in 1939, has demerged its Heavy Engineering and Steel Foundry businesses, constituting the major part of its operations, into a separate company called Texmaco Rail & Engineering Limited.

Texmaco Infrastructure & Holdings Limited is presently concentrated in the businesses of Real Estate, Mini Hydel Power and Investments. The demerger of the Company was with the prime objective of each constituent company being able to focus in the core areas of its respective business segments.

The Company is a public limited company incorporated and domiciled in India. The address of its corporate office is Belgharia, Kolkata-700 056.

2. Significant Accounting Policies

(i) Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the Management to

make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy has been explained under note 2 (xvii) (b).

(iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

Notes on Financial Statement

The Company, based on technical assessment made by technical expert and management estimate, depreciates Electricals over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

• Buildings & Roads	30 to 60 years
• Plant & Equipment	15 years
• Electricals	20 years (As per technical assessment)
• Furniture	10 years
• Office Equipment	5 years
• Computers	3 years
• Motor Vehicles	8 years

Capital work-in-progress is stated at the amount expended upto the date of Balance Sheet for the cost of fixed assets that are not yet ready for their intended use.

The Company assesses at each balance sheet date whether there is any indication that a Property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipment. If such recoverable amount of the Property, plant and equipment or the recoverable amount of the cash generating unit to which the Property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(v) Derivative Financial Instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency

exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in the statement of profit and loss immediately.

(vi) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

a. Financial assets carried at amortised cost

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

b. Investment in Equity Instruments at fair value through other comprehensive income

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

Notes on Financial Statement

c. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d. Financial liabilities

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

e. Investment in Subsidiaries and Associates

Investment in Subsidiaries and Associates are carried at cost in the Financial Statements.

f. Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(vii) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(viii) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of Sales Tax, VAT & GST, trade discounts, rebates. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties.

a. Revenue from Operations

Revenue is recognized when all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rent income / lease rentals are recognized on accrual basis in accordance with the terms of the respective agreement.

Notes on Financial Statement

b. Other Income

Other income comprises of primarily of Interest, Dividend, Gain/ (Loss) on sale of investments, and Claims, if any.

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Gain/(Loss) on Current/Non Current Investments are recognized at the time of redemption / sale and at fair value at each reporting period.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(ix) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit and Loss.

a. Short term benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. Defined contribution retirement benefits :

Payments to defined contribution retirement benefits are recognised as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans

are those plans where the Company pays fixed contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-a-vis interest rate declared by the Employees' Provident Fund Organisation.

c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognised in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in the comprehensive income are not reclassified to the Statement of Profit and Loss but recognised directly in the retained earnings. Past service costs are recognized in the Statement of Profit and Loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the Statement of Profit and Loss are categorized as follows:

Notes on Financial Statement

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

e. Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

(x) Leases

a. Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease

at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

(xi) Foreign Currency Transactions and Exchange Differences

The Company's functional currency is Indian Rupees. Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are remeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Notes on Financial Statement

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure -required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognised and measured as provisions.

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business.

There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

- d. Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.
- e. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(xiii) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads.

Stores and Spares are valued on the "weighted average" basis.

(xiv) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xv) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

Notes on Financial Statement

(xvi) Segment Reporting

- a. Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into three business segments namely Real Estate, Hydro Power and Others.
- b. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- c. Segment assets and liabilities for each segment is classified on the basis of allocable assets and allocable liabilities identifiable to each segment on reasonable basis.

(xvii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

b. Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and

liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(xviii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.

Notes on Financial Statement

- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable. In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

(xix) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity

shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xx) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Notes on Financial Statement

Note 3

(₹ In Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 1.04.2017	Additions during the year	Sales/ Adjustments	As at 31.03.2018	As at 1.04.2017	During the year	Sales/ Adjustments	As at 31.03.2018	As at 31.03.2018
(i) Property, plant and equipment									
Land	4,674.21	47.66	--	4,721.87	--	--	--	--	4,721.87
Leasehold Land	20.15	--	--	20.15	--	--	--	--	20.15
Building*	1,359.79	2.34	--	1,362.13	81.55	41.75	--	123.30	1,238.83
Plant and machinery*	310.91	0.29	--	311.20	16.81	8.63	--	25.44	285.76
Electrical machinery	101.35	0.38	--	101.73	11.09	5.55	--	16.64	85.09
Office equipment	27.82	4.39	0.74	31.47	10.55	2.92	0.30	13.17	18.30
Furniture and fittings	339.09	--	0.30	338.79	79.31	40.74	0.12	119.93	218.86
Vehicles	184.59	22.42	1.14	205.87	0.81	29.92	--	30.73	175.14
Total	7,017.91	77.48	2.18	7,093.21	200.12	129.51	0.42	329.21	6,764.00
(ii) Capital work in progress	91.41	141.64	--	233.05	--	--	--	--	233.05
(iii) Investment property	7,034.59	--	--	7,034.59	245.87	126.12	--	371.99	6,662.60
Grand Total	14,143.91	219.12	2.18	14,360.85	445.99	255.63	0.42	701.20	13,659.65

Expenses amounting to ₹ 3,962.61 lakhs (including ₹ 47.66 lakhs for the year) incurred for development of land at Birla Textile has been capitalised.

* Includes assets held under co-ownership with others at Kolkata & Delhi. (Refer Note No. 37)

Previous Year

(₹ In Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 1.04.2016	Additions during the year	Sales/ Adjustments	As at 31.03.2017	As at 1.04.2016	During the year	Sales/ Adjustments	As at 31.03.2017	As at 31.03.2017
(i) Property, plant and equipment									
Land	4,546.04	165.71	37.54	4,674.21	--	--	--	--	4,674.21
Leasehold Land	20.15	--	--	20.15	--	--	--	--	20.15
Building*	1,359.79	--	--	1,359.79	40.37	41.18	--	81.55	1,278.24
Plant and machinery*	309.90	1.01	--	310.91	8.35	8.46	--	16.81	294.10
Electrical machinery	101.33	0.02	--	101.35	5.54	5.55	--	11.09	90.26
Office equipment	22.61	5.53	0.32	27.82	4.93	5.68	0.06	10.55	17.27
Furniture and fittings	336.87	2.53	0.31	339.09	40.62	38.75	0.06	79.31	259.78
Vehicles	141.60	129.11	86.12	184.59	21.12	31.01	51.32	0.81	183.78
Total	6,838.29	303.91	124.29	7,017.91	120.93	130.63	51.44	200.12	6,817.79
(ii) Capital work in progress	105.64	52.79	67.02	91.41	--	--	--	--	91.41
(iii) Investment property	6,873.37	161.22	--	7,034.59	123.06	122.81	--	245.87	6,788.72
Grand Total	13,817.30	517.92	191.31	14,143.91	243.99	253.44	51.44	445.99	13,697.92

Expenses amounting to ₹ 3,914.96 lakhs (including ₹ 55.71 lakhs for the year) incurred for development of land at Birla Textile has been capitalised.

* Includes assets held under co-ownership with others at Kolkata & Delhi. (Refer Note No. 37)

Notes on Financial Statement

Note 4 Investment (Non current)

(₹ in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity Instruments		
Fully paid equity shares		
In subsidiaries (At cost)		
High Quality Steels Ltd. (Wholly owned) (Unquoted)	30.23	30.23
12,10,622 (31.03.17: 12,10,622) Shares of ₹ 2.50 each		
Macfarlane & Co. Ltd. (Ordinary Shares)(Quoted)	2.80	2.80
1,39,265 (31.03.17: 1,39,265) Shares of ₹ 5 each		
Macfarlane & Co. Ltd. (Deferred Shares) (Unquoted)	0.08	0.08
16,551 (31.03.17: 16,551) Shares of ₹ 1 each		
In Associate (At cost)		
Texmaco Rail & Engg.Ltd. (Quoted)	546.00	546.00
5,46,00,000 (31.03.17: 5,46,00,000) Shares of ₹ 1 each		
Lionel India Ltd. (Unquoted)	525.45	525.45
5,25,450 (31.03.17: 5,25,450) Shares of ₹ 100 each		
Magnacon Electricals Ltd. (Unquoted)	423.06	-
42,00,645 (31.03.17: NIL) Shares of ₹ 10 each		
In Others (designated at fair value through OCI)		
Quoted:		
Zuari Global Ltd.	4,710.56	3,510.86
(Formerly known as Zuari Industries Ltd.)		
27,57,941 (31.03.17: 27,57,941) Shares of ₹ 10 each		
Zuari Agro Chemicals Ltd.	14,460.61	10,909.95
30,00,125 (31.03.17: 30,00,125) Shares of ₹ 10 each		
Chambal Fertilisers & Chemicals Ltd.	175.95	92.70
1,06,864 (31.03.17: 1,06,864) Shares of ₹ 10 each		
Upper Ganges Sugar & Ind. Ltd.	-	134.19
NIL (31.03.17: 35,529) Shares of ₹ 10 each		
(Demerged into three unit namely Ganges Securities Ltd.,Magadh Sugar & Energy Ltd. & Avadh Sugar & Energy Ltd. Respectively).		
Ganges Securities Ltd.	21.27	-
30739 (31.03.17: NIL) Shares of ₹ 10 each		
(Demerged unit of Upper Ganges Sugar & Industrries Ltd.)		
Magadh Sugar and Energy Ltd.	32.73	-
27669 (31.03.17: NIL) Shares of ₹ 10 each		
(Demerged unit of Upper Ganges Sugar & Industrries Ltd.)		
Avadh Sugar and Energy Ltd.	58.91	-
13028 (31.03.17: NIL) Shares of ₹ 10 each		
(Demerged unit of Upper Ganges Sugar & Industrries Ltd.)		
New India Retailing & Investment Ltd.	1.23	1.23
4,100 (31.03.17: 4,100) Shares of ₹ 10 each		
Unquoted:		
Pulse Food India Ltd.	-	-
3,85,714 (31.03.17: 3,85,714) Shares of ₹ 10 each		
Wagon India Ltd.	-	-
1,499 (2017: 1,499) Shares of ₹ 100 each		
The Calcutta Stock Exchange Association Ltd.	123.74	123.74

Notes on Financial Statement

Note 4 Investment (Non current) (contd..)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
6,187 (31.03.17: 6187) Shares of Re. 1 each Birla Buildings Ltd.	0.75	0.75
7,500 (31.03.17: 7,500) Shares of ₹ 10 each Taparia Ltd.	0.40	0.40
3,500 (31.03.17: 3,500) Shares of ₹ 10 each Birla Constructions Ltd.	1.50	1.50
15,000 (31.03.17: 15,000) Shares of ₹ 10 each MSTC Ltd.	0.75	0.75
2,40,000 (31.03.17: 1,20,000) Shares of ₹ 10 each	0.75	0.75
Investment in Preference Instruments		
Fully paid equity shares		
In Others (At amortised cost)		
Unquoted		
Zuari Infra World Ltd.	2,950.00	-
29,50,000 (31.03.17: NIL) Units of ₹ 10 each Elgin Mills Ltd. (5% 'B' Cumulative Pref. Shares)	0.01	0.01
120 (31.03.17: 120) Shares of ₹ 10 each		
Total	24,066.03	15,880.64
i) Aggregate amount of quoted investments	20,010.06	15,197.73
ii) Market value of quoted investments	65,000.46	65,320.53
iii) Aggregate amount of unquoted investments	4,055.97	682.91
iv) Aggregate provision for diminution in value of investments	-	-

Note 5 Loans

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Security Deposits	57.92	57.73
Total	57.92	57.73

Note 6 Others

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Term Deposit of more than twelve months maturity	1.96	1.97
Advance to Employees	2.37	2.59
Total	4.33	4.56

Note 7 Deferred tax (Net)

Particulars	(₹ in Lakhs)		
	Opening Balance	Recognized in profit or loss	Closing Balance
Tax effect of items constituting deferred tax liabilities			
Property, plant and equipment	135.71	(24.41)	111.30
Investment	53.91	(53.91)	-
Tax effect of items constituting deferred tax assets			
Property, plant and equipment	1,528.31	75.46	1,603.77
Provision for Gratuity, Bonus, Leave etc.	14.64	(1.84)	12.80
Net deferred tax asset	1,353.33	151.93	1,505.27

Notes on Financial Statement

Note 7 Deferred tax (Net) (contd..)

Particulars	(₹ in Lakhs)		
	Opening Balance	Recognized in profit or loss	Closing Balance
Tax effect of items constituting deferred tax liabilities			
Property, plant and equipment	104.08	31.63	135.71
Investment	35.08	18.83	53.91
Tax effect of items constituting deferred tax assets			
Property, plant and equipment	1,253.92	274.39	1,528.31
Provision for Gratuity	41.60	(26.96)	14.64
Net deferred tax asset	1,156.36	196.97	1,353.33

Note 8 Inventories

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Stores and Spares	11.62	10.08
Total	11.62	10.08

Note 9 Investments (Current)

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Investments carried at fair value through profit or loss		
Mutual Fund (Un-quoted)		
Birla Sun Life Fixed Term Plan Series KQ (1099 days) Growth NIL (31.03.2017: 75,00,000) Units of ₹10 each	-	962.78
Birla Sun Life Fixed Term Plan Series KC (1099 days) Growth NIL (31.03.2017: 100,00,000) Units of ₹10 each	-	1,296.31
Birla Sun Life Floating Rate fund Short Term Plan Growth 29077 (31.03.17: 29077) Units of ₹10 each	67.14	62.88
Birla Short Term Fund Growth Regular Plan 781156 (31.03.17: Nil) Units of ₹10 each	518.77	-
ICICI Prudential Ultra Short Term Growth 5826385 (31.03.17: Nil) Units of ₹10 each	1,037.73	-
ICICI Prudential FMP Series 73 (366 Days) Plan B Cumulative NIL (31.03.2017: 50,00,000) Units of ₹10 each	-	644.06
Kotak Floater Short Term Growth (Regular Paln) 14,020 (31.03.17: 27970) Units of ₹1000 each	398.58	745.06
Reliance Money Manager Fund -Growth Plan Growth Option 1156 (31.03.17: 10703) Units of ₹1000 each	27.66	240.02
Reliance Liquid Fund -Treasury Plan Growth 242 (31.03.17: 6042) Units of ₹1000 each	10.23	238.89
Reliance Medium Term Fund Growth Plan 2862778 (31.03.17: Nil) Units of ₹10 each	1,042.64	-
SBI Treasury Advantage Fund -Direct Plan-Growth 2,290 (31.03.17: NIL) Units of ₹10 each	45.30	-
Total of Current Investments	3,148.05	4,190.00
Aggregate NAV value of unquoted Mutual Funds	3,148.05	4,190.00

Notes on Financial Statement

Note 10 Trade Receivables

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unsecured, considered good	69.75	45.17
Total	69.75	45.17

Note 11 Cash and cash equivalents

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Balances with banks - In current accounts	127.44	244.25
(b) Cash on hand	1.83	2.26
(c) Others - Remittance in transit/Cheques on hand	-	72.42
Total	129.27	318.93

Note 12 Bank balances other than above

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unpaid Dividend Account	10.01	16.73
Total	10.01	16.73

Note 13 Loans

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unsecured, considered good		
Loan to related parties (Refer Note 39)	4,855.37	785.00
Loan to others	2,168.99	4,982.53
Advance to Employees	1.40	0.64
Total	7,025.76	5,768.17

Note 14 Current Tax Assets (Net)

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Advance Payment of Income Tax (net of provision)	664.88	737.39
Total	664.88	737.39

Note 15 Other Current Assets

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(i) Advances other than capital advances Advances to suppliers/contractors	160.76	160.61
(ii) Others Prepaid Expenses	3.57	4.50
Balances with Government Dept	52.82	43.44
Total	217.15	208.55

Notes on Financial Statement

Note 16 Equity share capital

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Authorised Share Capital		
17,00,00,000 Equity Shares at par value of ₹ 1/- each (31st March 2017: 17,00,00,000 Equity Share of ₹ 1/- each)	1,700.00	1,700.00
3,00,000 6% Preference shares at par value of ₹ 100/- each (31st March 2017: 3,00,000 preference share of ₹ 100/- each)	300.00	300.00
Total	2,000.00	2,000.00
Issued, Subscribed and paid up capital		
12,74,26,590 Equity Shares at par value of ₹ 1/- each fully paid (31st March 2017: 12,74,26,590 Equity Share of ₹ 1/- each)	1,274.27	1,274.27
Add: Forfieted Shares	0.01	0.01
Total	1,274.28	1,274.28

Notes:

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 1/- each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- Reconciliation of number of Issued, Subscribed and Paid-up Capital.

Particulars	31.03.2018		31.03.2017	
	No. of Shares	Amount	No. of Shares	Amount
Number of Shares at the beginning of the year	127,426,590	1,274.27	127,426,590	1,274.27
Add: Equity shares issued during the year	-	-	-	-
Number of Shares at the end of the year	127,426,590	1,274.27	127,426,590	1,274.27

- After the reporting date, dividend of 0.20 paisa (2017: 0.20 paisa) per equity share were proposed by the Board of Directors subject to the approval of the shareholders at the Annual General Meeting, the dividend has not been recognised as liabilities. Dividend would attract Dividend Distribution Tax when declared or paid.
- Paid-up amount of Forfieted Shares is ₹500/-
- The name of Shareholders holding more than 5% of Equity shares

Name of Shareholders	31.03.2018		31.03.2017	
	% of holding	No. of Equity Shares held	% of holding	No. of Equity Shares held
Mr. Saroj Kumar Poddar	6.40	81,49,823	6.40	81,49,823
Zuari Investments Ltd.	10.05	1,28,10,900	10.53	1,34,13,900
Adventz Finance Pvt. Ltd.	10.54	13,436,894	10.54	13,436,894
Zuari Global Ltd.	19.43	2,47,60,712	18.95	2,41,57,712
Duke Commerce Ltd.	6.06	7,726,464	6.06	7,726,464

Notes on Financial Statement

Note 17 Other Equity

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Securities Premium Reserve		
Balance as per last Account	52.57	52.57
General Reserve		
Balance as at the beginning of the year	18,712.36	18,512.36
Add: Transferred from Statement of Profit and Loss	200.00	200.00
	18,912.36	18,712.36
Capital Redemption Reserve		
Balance as per last Account	415.07	415.07
State Capital Investment Subsidy		
Balance as per last Account	181.28	181.28
Less: Transfer to Liabilities	(181.28)	-
	-	181.28
State Interest Subsidy		
Balance as per last Account	70.09	70.09
Less: Transfer to Liabilities	(70.09)	-
	-	70.09
Retained Earnings		
Surplus at the beginning of the year	15,488.04	14,516.87
Add : Profit for the year	964.49	1,468.62
Add: Other comprehensive income for the year	0.38	9.28
Less: Dividend on Equity Shares	(254.87)	(254.85)
Less: Tax on dividend	(51.88)	(51.88)
Less: Transfer to General Reserve	(200.00)	(200.00)
	15,946.16	15,488.04
Equity Instruments through Other Comprehensive Income Reserve		
Balance as at the beginning of the year	5,055.42	(2,832.80)
Addition during the year	4,812.32	7,888.22
	9,867.74	5,055.42
Total	45,193.90	39,974.83

Note 18 Borrowings

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Secured		
Term Loans	2,537.48	-
Car Loan	71.49	69.96
Total	2,608.97	69.96

Term Loan is secured against hypothecation of gurugram property and its rental income, repayable in 108 monthly instalments.

Car Loan is secured against hypothecation of Cars.

Note 19 Other financial liabilities

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Security Deposit	521.79	522.99
Retention Money	1.33	-
Total	523.12	522.99

Notes on Financial Statement

Note 20 Provisions

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Provision for employee benefits (Refer Note 40)		
Unavailed Leave	3.54	3.77
Gratuity	25.56	18.45
Total	29.10	22.22

The Company accounts for Gratuity and Leave liabilities based on Actuary valuation.

Note 21 Other non current liabilities

Particulars	(₹ In Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Advance against sale of land & super build area	140.79	140.79
Deferred Grants	234.04	-
Total	374.83	140.79

Note 22 Borrowings (Short Term)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Cash Credit	-	1.32
Total	-	1.32

Cash credit facilities are secured by hypothecation of first charge on Property, Plant & Equipments of Neora Hydro Division.

Note 23 Trade payables

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Dues to Micro and Small Enterprises	-	-
Others	58.15	23.75
Total	58.15	23.75

The Company on the basis of information available to it has not been able to verify the status of vendors under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at the year end together with interest paid/payable under this Act have not been given.

Note 24 Other financial liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Current maturities of long-term debt		
Term Loan	243.29	-
Car Loan	41.42	49.17
(b) Unclaimed/Unpaid dividends	10.01	16.73
(c) Others		
Liabilities for Expenses	24.94	28.44
Salary and other payroll dues	34.77	42.72
Others Misc. Payable	10.10	7.51
Total	364.53	144.57

Car Loan is secured against hypothecation of Car

There is no amount due and outstanding to be credited to the Investor Education and Product Fund against un-paid dividend as at March 31, 2018. (Previous Year: NIL)

Notes on Financial Statement

Note 25 Provisions

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Provision for employee benefits (Refer Note 40)		
Unavailed Leave	4.66	3.29
Gratuity	0.94	10.81
Total	5.60	14.10

The Company accounts for Gratuity and Leave liabilities based on Actuary valuation.

Note 26 Other current liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Current portion of Deferred Grants (Current)	8.67	-
Other advances		
Advances from Customers	99.64	81.44
Statutory Dues	28.90	18.95
Total	137.21	100.39

Note 27 Revenue From operations

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
Sale of products	117.21	340.71
Sale of services	1,104.73	1,115.85
	1,221.94	1,456.56
Other operating revenues	22.11	1.43
Total	1,244.05	1,457.99

Note 28 Other Income

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Interest Income		
From Bank	0.22	0.20
From Others	677.04	694.28
(b) Dividend Income		
Income from Non-Current Investments	216.18	191.09
(c) Other non-operating income		
Net gain on sale of current investments	133.68	236.56
Miscellaneous Receipts and Income	0.09	0.05
Profit on sale of Property, Plant & Equipment (Net)	0.05	-
Provision & Excess Liabilities Written Back	-	29.06
Government Grants	8.67	8.63
Gain on fair valuation of Bonds/Mutual	133.30	72.19
Total	1,169.23	1,232.06

Notes on Financial Statement

Note 29 Employee benefits expense

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Salaries, Wages and Bonus	334.89	233.51
(b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	19.25	17.22
iii) Gratuity	8.96	38.54
(c) Staff Welfare Expenses	7.27	15.23
Total	370.37	304.50

Note 30 Finance Costs

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Interest expenses		
i) Banks	199.57	2.04
ii) Others	22.95	5.40
Total	222.52	7.44

Note 31 Other Expenses

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
Power and Fuel	8.82	12.03
Rent	10.58	8.72
Repairs to buildings	45.87	67.59
Repairs to machinery	13.46	28.47
Repairs to others	8.20	14.44
Labour and Security Charges	102.58	78.50
Insurance	8.72	5.16
Rates and Taxes excluding taxes on Income	39.35	85.28
Director's Sitting Fees	8.60	9.31
Director's Commission	8.00	7.35
Payments to the Auditor		
As Auditor	2.50	2.85
For Tax Audit	1.00	1.14
For Quarterly Review	0.94	1.07
For Fees for Other Services (incl for issuing various certificates)	1.31	0.85
For Reimbursement of out of pocket expenses	-	0.25
Cost Auditors' Remuneration	0.34	0.39
CSR Expenses	27.03	15.63
Miscellaneous Expenses	133.46	168.43
Sundry Debit Balance Adjusted/Written off	0.83	0.02
Loss on sale of fixed assets	0.08	10.54
Investment Written Off	5.61	-
Less: Provision for dimunition in value of investment	(5.61)	-
Total	421.67	518.02

Note on CSR Expense

- i) Gross amount required to be spent by the Company during the year : ₹25.42 Lakhs
ii) Amount spent in cash during the year on:

Particulars	In Cash	Total
i) Construction / acquisition of any asset	-	-
ii) On purpose other than i) above	27.03	27.03
Total	27.03	27.03

Notes on Financial Statement

Note 32 Tax Expenses

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	250.00	335.00
- Adjustments for current tax of prior periods	80.53	-
- Total current tax expense	330.53	335.00
Deferred Tax		
- Decrease/(increase) in deferred tax assets	(127.53)	(228.60)
- (Decrease/increase in deferred tax liabilities)	(24.40)	31.63
- Total deferred tax expenses/(benefit)	(151.93)	(196.97)
Tax Expense	178.60	138.03
b) Reconciliation of tax expenses and the accounting profit multiplied by Indis'a tax rate		
Profit before tax	1,143.09	1,606.65
Tax at the Indian tax rate of 28.84% (previous year - 34.608%)	329.66	556.03
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	7.80	5.41
- Disallowance of estimated expenditure to earn tax exempt income	18.17	10.87
- Others	46.14	10.06
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income from Investment	-	(144.68)
- Income from rented property	(95.46)	(117.49)
- Others	-	(13.05)
Tax effect of other adjustment		
- Indexation benefits on Land/Mutual fund & GAAP Differences	(127.71)	(169.11)
Tax Expense	178.60	138.03

Note 33 The Company has agreed to continue with the charge on its property at Kamala Nagar, Delhi in favour of the Bank from where credit facilities were availed for working capital for its Heavy Engineering and Steel Foundry businesses demerged to Texmaco Rail & Engineering Ltd. (TexRail), an associate company under a Court approved scheme effective from 01.04.2010. It being a requirement of the Bank, during the initial years of the operations of TexRail after demerger, the Company has also given a Corporate Guarantee to the bank in support of the charge against the said working capital facilities to the extent of ₹50 crores.

Note 34 The company has surrendered the requisite land to DDA from its Industrial plot and has retained 39,673.09 sq. mtrs. of land in term of the orders of the Hon'ble Supreme Court. The District Judge of Delhi the executing authority has issued orders that the execution proceedings stand closed being satisfied. Post acceptance of surrendered land by DDA, the balance area is now in the clear possession of the Company in terms of the Supreme Court order.

Note 35 As per the Agreement with Chambal Fertilizers & Chemicals Ltd., when they took over the assets and liabilities of Baddi Unit from 01-10-99, Texmaco Infrastructure & Holdings Limited (formerly Texmaco Limited) is liable to pay wages and salary in respect of excess workers/ staff taken over by them over and above the required one to run the Baddi Unit. The Company incurred an expenditure of ₹47.65 lakhs (31st March, 2017: ₹55.71 lakhs) by way of Legal Expenses and payment of dues and ex-gratia to the ex-employees for obtaining vacant possession of the residential quarters unauthorized occupied by them even after cessation of their employment. These expenses have been shown as expenses on Land and capitalised under the head "Land".

Note 36 In the opinion of the management, current assets, loans and advances have a value on realisation in the ordinary course of business unless otherwise stated, at least to the amount at which they are stated and the provisions for all known and determined liabilities is adequately provided.

Notes on Financial Statement

Note 37 Following assets (company's share) are held under co ownership with other companies

Assets	As at 31.03.2018			As at 31.03.2017		
	Original Cost	Accumulated Depreciation	Written Down Value	Original Cost	Accumulated Depreciation	Written Down Value
Building	1.32	0.30	1.02	1.32	0.27	1.05
Plant & Machinery	1.77	1.49	0.28	1.77	1.44	0.33
Furniture & Fittings	0.51	0.48	0.03	0.51	0.48	0.03

Note 38 Related Party Disclosure

Relationship	Name of Parties	
	2017-18	2016-17
A Key Management Personnel	---	Mr. Hemant Kumar (Executive Director) (Retired w.e.f: 30th Sep,2016)
	Mr. K. K. Rajgaria, Chief Financial Officer	Mr. K. K. Rajgaria, Chief Financial Officer
	Mr. Akshay Tandon Chief Executive – Real Estate (ceased w.e.f: 24th September,2017)	Mr. Akshay Tandon Chief Executive – Real Estate (Appointment w.e.f: 1st October,2016)
	Mr. Pratik Modi Company Secretary	Mr. Pratik Modi Company Secretary
	Mr. S. U. Khan Vice President & Manager (Appointment w.e.f 1st November, 2017)	---
B Relative of Key Management Personnel	Ms Jyotsna Poddar (Wife of Mr. S.K. Poddar)	Ms Jyotsna Poddar (Wife of Mr. S.K. Poddar)
	Mr. Akshay Poddar (Son of Mr. S.K. Poddar)	Mr. Akshay Poddar (Son of Mr. S.K. Poddar)
	Ms.Puja Poddar (Daughter in law of Mr. S.K.Poddar)	Ms.Puja Poddar (Daughter in law of Mr. S.K.Poddar)
	Ms.Shradha Agarwala (Daughter of Mr. S.K.Poddar)	Ms.Shradha Agarwala (Daughter of Mr. S.K.Poddar)
C Subsidiaries	High Quality Steels Ltd. (100% of the Capital held by the Company)	High Quality Steels Ltd. (100% of the Capital held by the Company)
	Macfarlane & Company Ltd. (74.53% of the Capital held by the Company)	Macfarlane & Company Ltd. (74.53% of the Capital held by the Company)
	Snowblue Conclave Pvt Ltd. (100% of the capital held by HQSL)	Snowblue Conclave Pvt Ltd. (100% of the capital held by HQSL)
	Topflow Buildcon Pvt Ltd. (100% of the capital held by HQSL)	TopflowBuildconPvt Ltd. (100% of the capital held by HQSL)
	Startree Enclave Pvt Ltd. (100% of the capital held by HQSL)	Startree Enclave Pvt Ltd. (100% of the capital held by HQSL)
D Associates	Lionel India Ltd. (50.00% of the Capital held by the Company)	Lionel India Ltd. (50.00% of the Capital held by the Company)
	Texmaco Rail & Engineering Ltd. (24.84% of the Capital held by the Company)	Texmaco Rail & Engineering Ltd. (24.88% of the Capital held by the Company)
	Magnacon Electricals India Ltd. (26% of the Capital held by the Company)	---

Notes on Financial Statement

Note 38 Related Party Disclosure (contd..)

Relationship	Name of Parties 2017-18	Name of Parties 2016-17
E. Other Related Parties where transaction exists.	Zuari Investments Ltd Duke Commerce Ltd Adventz Securities Enterprises Ltd. Zuari Global Ltd. Adventz Holdings Ltd New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investments Co. Pvt. Ltd. Adventz Securities Trading Pvt. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Agro Chemicals Ltd. Zuari Infracore Ltd. Indian Furniture Products Ltd. Hettich India Pvt. Ltd Mangalore Chemicals & Fertilizers Ltd Paradeep Phosphate Ltd Mr. S.K. Poddar (Non-Executive Chairman) Mr. Gaurav Agarwala (Son-in-law of Mr. S.K. Poddar) Animark Enterprises Pvt Ltd.	Zuari Investments Ltd Duke Commerce Ltd Adventz Securities Enterprises Ltd. Zuari Global Ltd. Adventz Holdings Ltd New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investments Co. Pvt. Ltd. Adventz Securities Trading Pvt. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Agro Chemicals Ltd. - Indian Furniture Products Ltd. Hettich India Pvt. Ltd Mangalore Chemicals & Fertilizers Ltd Paradeep Phosphate Ltd Mr. S.K. Poddar (Non-Executive Chairman) Mr. Gaurav Agarwala (Son-in-law of Mr. S.K. Poddar) Animark Enterprises Pvt Ltd.

Note 39 Related Party Transaction

Transactions	Subsidiaries	Associate	Key Management Personnel	Others	Grand Total	Balance outstanding as on 31/03/18
Transactions with Key Management Personnel						
Remuneration Paid						
Mr. Hemant Kumar (Executive Director) (Retired w.e.f: 30th Sep,2016)	---	---	--	(21.25)	(21.25)	---
Mr. K. K. Rajgaria, Chief Financial Officer	---	---	27.64	(24.89)	27.64	(24.89)
Mr. Akshay Tandon, Chief Executive (Real Estate) (Appointment Date: 1st October, 2016) (ceased w.e.f: 24th September,2017)	---	---	31.58	(29.00)	31.58	(29.00)
Mr. Pratik Modi, (Company Secretary)	---	---	3.34	(2.59)	3.34	(2.59)
Mr. S. U. Khan, Vice President & Manager (Appointment Date: 1st November, 2017)	---	---	(16.89)	---	(16.89)	---
Transaction with others						
Mr. Akshay Poddar (Sitting Fees & Commission)	---	---	---	2.40	2.40	---
Ms. Jyotsna Poddar (Sitting Fees & Commission)	---	---	---	1.80	1.80	---

Notes on Financial Statement

Note 39 Related Party Transaction (contd..)

Transactions	Subsidiaries	Associate	Key Management Personnel	Others	Grand Total	Balance outstanding as on 31/03/18
Mr. S.K. Poddar (Sitting Fees & Commission)	---	---	---	1.80	1.80	---
Mr. Gaurav Agarwala (Remuneration paid)	---	---	---	71.43	71.43	---
Purchase of Goods/Services						
High Quality Steels Ltd.	15.63	---	---	---	15.63	1.87
Lionel India Ltd.	(19.64)	---	---	---	(19.64)	(1.63)
Zuari Agro Chemicals Ltd.	---	9.89	---	---	9.89	2.46
Dividend Received						
Texmaco Rail & Engineering Ltd.	---	136.50	---	---	136.50	---
Zuari Global Ltd.	---	(136.50)	---	---	(136.50)	---
Zuari Agro Chemicals Ltd.	---	---	---	27.58	27.58	---
Zuari Agro Chemicals Ltd.	---	---	---	(27.58)	(27.58)	---
Dividend Paid						
Mr. Saroj Poddar	---	---	---	16.30	16.30	---
Ms. Jyotsna Poddar	---	---	---	0.24	0.24	---
Ms. Shradha Agarwala	---	---	---	(1.04)	(1.04)	---
Ms. Puja Poddar	---	---	---	0.03	0.03	---
Mr. Akshay Poddar	---	---	---	(0.03)	(0.03)	---
Abhishek Holdings Pvt. Ltd.	---	---	---	0.06	0.06	---
Adventz Securities Enterprises Ltd.	---	---	---	(1.66)	(1.66)	---
Adventz Investments Co. Pvt. Ltd.	---	---	---	0.07	0.07	---
Adventz Finance Pvt. Ltd.	---	---	---	(0.68)	(0.68)	---
Duke Commerce Ltd.	---	---	---	---	---	---
Eureka Traders Pvt. Ltd.	---	---	---	---	---	---
Greenland Trading Pvt. Ltd.	---	---	---	---	---	---
Indrakshi Trading Company Pvt. Ltd.	---	---	---	0.07	0.07	---
Master Exchange & Finance Ltd.	---	---	---	(0.07)	(0.07)	---
New Eros Tradecom Ltd.	---	---	---	0.10	0.10	---
Texmaco Rail & Engineering Ltd.	---	---	---	(0.10)	(0.10)	---
Zuari Investments Ltd.	---	---	---	0.03	0.03	---
Zuari Investments Ltd.	---	---	---	(0.03)	(0.03)	---
Zuari Investments Ltd.	---	---	---	1.48	1.48	---
Zuari Investments Ltd.	---	---	---	(1.48)	(1.48)	---
Zuari Investments Ltd.	---	---	---	4.70	4.70	---
Zuari Investments Ltd.	---	---	---	(4.70)	(4.70)	---
Zuari Investments Ltd.	---	---	---	26.83	26.83	---
Zuari Investments Ltd.	---	---	---	(32.53)	(32.53)	---

Notes on Financial Statement

Note 39 Related Party Transaction (contd..)

Transactions	Subsidiaries	Associate	Key Management Personnel	Others	Grand Total	Balance outstanding as on 31/03/18
Zuari Global Ltd.	---	---	---	48.32	48.32	--
	(--)	(--)	(--)	(42.62)	(42.62)	(-)
Rent Received						
Zuari Agro Chemicals Ltd.	---	---	---	181.38	181.38	--
	(--)	(--)	(--)	(181.38)	(181.38)	(5.06)
Hettich India Pvt. Ltd.	---	---	---	53.69	53.69	--
	(--)	(--)	(--)	(70.54)	(70.54)	(-)
Indian Furniture Products Ltd.	---	---	---	---	---	--
	(--)	(--)	(--)	(2.02)	(2.02)	(-)
Texmaco Rail & Engineering Ltd	--	117.15	--	--	117.15	67.57
	(-)	(61.79)	(-)	(-)	(61.79)	(38.84)
Rent Paid						
Animark Enterprises Pvt Ltd.	---	---	---	7.20	7.20	--
	(--)	(--)	(--)	(7.20)	(7.20)	(-)
Texmaco Rail & Engineering Ltd.	---	0.85	---	---	0.85	--
	(--)	(0.83)	(--)	(--)	(0.83)	(-)
Interest Received						
High Quality Steels Ltd.	81.05	---	---	---	81.05	--
	(80.46)	(--)	(--)	(--)	(80.46)	(-)
Magnacon Electricals India Ltd.	---	215.04	---	---	215.04	--
	(--)	(--)	(--)	(--)	(--)	(-)
Loans & Advances (Including Accrued Interest)						
High Quality Steels Ltd.	135.94	--	--	--	135.94	920.94
	(--)	(--)	(--)	(--)	(--)	(785.00)
Magnacon Electricals India Ltd.	--	3740.00	--	--	3740.00	3,934.43
	(-)	(-)	(--)	(-)	(-)	(-)
Corporate Guarantee Given						
Texmaco Rail & Engineering Ltd.	--	--	--	--	--	5000.00
	(-)	(-)	(-)	(-)	(-)	(5,000.00)
Investments						
Zuari Global Ltd.	--	--	--	--	--	6901.75
	(-)	(-)	(-)	(-)	(-)	(3510.86)
Zuari Agro Chemicals Ltd.	--	--	--	--	--	16340.18
	(-)	(-)	(-)	(-)	(-)	(10909.95)
Zuari Infracore Ltd.	--	--	--	2950.00	2950.00	2950.00
	(-)	(-)	(-)	(-)	(-)	(-)
Magnacon Electricals Ltd.	--	423.06	--	--	423.06	423.06
	(-)	(-)	(-)	(-)	(-)	(-)
High Quality Steels Ltd.	--	--	--	--	--	30.23
	(-)	(-)	(-)	(-)	(-)	(30.23)
Macfarlane & Co. Ltd.	--	--	--	--	--	2.88
	(-)	(-)	(-)	(-)	(-)	(2.88)
Texmaco Rail & Engineering Ltd.	--	--	--	--	--	546.00
	(-)	(-)	(-)	(-)	(-)	(546.00)
Lionel India Ltd.	--	--	--	--	--	525.45
	(-)	(-)	(-)	(-)	(-)	(525.45)

Figures given in brackets are for previous financials

Notes on Financial Statement

Note 40 Employees Benefit Obligation

Defined benefits Plans – As per Actuarial valuation as at March 31, 2018

Particulars	Unfunded Gratuity 2017-18	Unfunded Gratuity 2016-17	Unfunded Leave 2017-18	Unfunded Leave 2016-17
I Change of Benefit Organisation				
Liability at the beginning of the year	29.26	47.24	7.06	9.48
Interest cost	2.13	3.66	0.51	0.73
Current Service Cost	2.18	2.81	3.20	3.13
Past Service Cost (Non Vested Funds)	4.65	-	-	-
Past Service Cost (Vested Funds)	-	-	-	-
Benefits Paid	(11.33)	(33.73)	(2.72)	(10.44)
Actuarial (Gain)/Loss on obligation	(0.38)	9.28	0.16	4.16
Curtailements and Settlements	-	-	-	-
Plan Amendment	-	-	-	-
Liability at the end of the year	26.51	29.26	8.21	7.06
II Fair Value of Plan Assets	NA	NA	NA	NA
III Actual Return on Plan Assets	NA	NA	NA	NA
IV Amount Recognised in the balance sheet				
Liability at the end of the year	26.51	29.26	8.21	7.06
Fair Value of Plan Assets at the end of the year	-	-	-	-
Amount Recognised in the Balance Sheet	26.51	29.26	8.21	7.06
V Expenses Recognised in the Income Statement				
Current Service Cost	2.18	2.81	3.20	3.13
Interest Cost	2.13	3.66	0.51	0.73
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/Loss to be Recognised	(0.38)	9.28	0.16	4.16
Past Service Cost/(Non Vested Benefit) Recognised	4.65	-	-	-
Past Service Cost/(Vested Benefit) Recognised	-	-	-	-
Effect of Curtailment or settlement	-	-	-	-
Curtailements and Settlements	-	-	-	-
Expenses Recognized in the Profit and Loss Account	8.58	15.75	3.87	8.02
VI Balance Sheet Reconciliation				
Opening Net Liability	29.26	47.24	7.06	9.48
Expense as above	8.58	15.75	3.87	8.02
Employers Contribution	-	-	-	-
Effect of Curtailment or settlement	-	-	-	-
Benefits paid	(11.33)	(33.73)	(2.72)	(10.44)
Amount Recognised in the Balance Sheet	26.51	29.26	8.21	7.06
VII Actuarial Assumption				
Discount Rate Current	7.60%	7.26%	7.60%	7.26%
Rate of Return on Plan Assets	NA	NA	NA	NA
Salary Escalation Current	5.00%	5.00%	5.00%	5.00%

Notes on Financial Statement

Note 41 Earning Per Share

The numerator and denominator used to calculate Basic / Diluted Earning per Share		(₹ in Lakhs)	
Particulars		2017-18	2016-17
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator	₹ in Lakhs	964.49	1,468.62
Weighted average number of Equity share outstanding used as denominator for Basic earning per share	Numbers	127426590	127426590
Weighted average number of Equity share used as denominator for Diluted Earning per Share	Numbers	127426590	127426590
(A) Basic Earning per share (face value of ₹ 1/- each)	₹	0.76	1.15
(B) Diluted Earning per share (face value of ₹ 1/- each)	₹	0.76	1.15

Note 42 Particulars of Purchase / Sale of Goods & Services

Particulars		(₹ in Lakhs)	
		2017-18	2016-17
Sale of Finished Goods			
Sale of Hydro Power		117.21	340.71
Services Rendered			
Rent		1,104.73	1,115.85

Note 43 Expenditure in Foreign Currency

Particulars		(₹ in Lakhs)	
		2017-18	2016-17
Fees (CWIP)		-	24.50
Total		-	24.50

Note 44 Amount Remitted during the year on account of Dividend (As certified by the Management)

Particulars		(₹ in Lakhs)	
		2017-18	2016-17
Number of Non-resident Shareholders		17	17
Number of Equity Shares held		14,840	14,840
Dividend remitted (₹ in Lakhs)		0.02	0.02
Year of Dividend Paid		2016-17	2015-16

Note 45 Financial Risk Management Objectives and policies-

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.

The Company's financial liabilities comprise borrowings, capital creditors and trade and other payables. The company's financial assets include trade and other receivables, cash and cash equivalents, investments including investments in subsidiaries, loans & advances and deposits

Notes on Financial Statement

A. Credit Risk- A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in Note 10 as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

B. Liquidity Risk- A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

C. Market Risk- A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

Foreign Currency Risk- A risk that the fair value or future value of the cash flows of forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

D. Equity Price Risk- A risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer, or by factors affecting all similar financial instruments traded in the market is defined as Equity Price Risk.

The Company generally invests in the equity shares of the Subsidiaries, Associates, Joint Ventures and some of the group companies as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in each of the subsidiaries and group companies based on the respective business plan of each of the companies. The Company's investment in quoted equity instruments (other than above) is not material. For sensitivity analysis of Company's investments in equity instruments, refer Note No. 47 (Fair Value).

Note 46 Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

Note 47 Fair Value

Carrying amounts and fair values Fair Value through Profit & Loss (FVTPL) of financial instruments, including their levels in the fair value hierarchy has been mentioned in Note 2 (vii) and has been mentioned in Note No 4 and Note No 9.

Notes on Financial Statement

ii) Financial instruments- Accounting, Classification and Fair Value Measurement

A. Accounting classification and fair values

(₹ in Lakhs)

Particulars (As at 31.03.2018)	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	19,461.26	4,604.77	24,066.03	19,461.26	4,604.77	-	24,066.03
- Loans & Advances	-	-	57.92	57.92	-	-	57.92	57.92
- Others	-	-	4.33	4.33	-	-	4.33	4.33
Financial Assets (Short Term)								
- Investments	3,148.05	-	-	3,148.05	3,148.05	-	-	3,148.05
- Trade Receivable	-	-	69.75	69.75	-	-	69.75	69.75
- Cash and cash equivalents	-	-	129.27	129.27	-	-	129.27	129.27
- Bank Balances & Others	-	-	10.01	10.01	-	-	10.01	10.01
- Loans & Advances	-	-	7,025.76	7,025.76	-	-	7,025.76	7,025.76
Total	3,148.05	19,461.26	11,901.81	34,511.12	22,609.31	4,604.77	7,297.04	34,511.12
Financial liabilities (Loan Term)								
- Borrowings	-	-	2,608.97	2,608.97	-	-	2,608.97	2,608.97
- Provisions	-	-	523.12	523.12	-	-	523.12	523.12
Financial liabilities (Short Term)								
- Borrowings	-	-	-	-	-	-	-	-
- Trade Payable	-	-	58.15	58.15	-	-	58.15	58.15
- Other Financial Liabilities	-	-	364.53	364.53	-	-	364.53	364.53
Total	-	-	3,554.77	3,554.77	-	-	3,554.77	3,554.77

Particulars (As at 31.03. 2017)	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	14,648.93	1,231.71	15,880.64	14,648.93	1,231.71	-	15,880.64
- Loans & Advances	-	-	57.73	57.73	-	-	57.73	57.73
- Others	-	-	4.56	4.56	-	-	4.56	4.56
Financial Assets (Short Term)								
- Investments	4,190.00	-	-	4,190.00	4,190.00	-	-	4,190.00
- Trade Receivable	-	-	45.17	45.17	-	-	45.17	45.17
- Cash and cash equivalents	-	-	318.93	318.93	-	-	318.93	318.93
- Bank Balances & Others	-	-	16.73	16.73	-	-	16.73	16.73
- Loans & Advances	-	-	5,768.17	5,768.17	-	-	5,768.17	5,768.17
Total	4,190.00	14,648.93	7,443.00	26,281.93	18,838.93	1,231.71	6,211.29	26,281.93
Financial liabilities (Loan Term)								
- Borrowings	-	-	69.96	69.96	-	-	69.96	69.96
- Provisions	-	-	522.99	522.99	-	-	522.99	522.99
Financial liabilities (Short Term)								
- Borrowings	-	-	1.32	1.32	-	-	1.32	1.32
- Trade Payable	-	-	23.75	23.75	-	-	23.75	23.75
- Other Financial Liabilities	-	-	144.57	144.57	-	-	144.57	144.57
Total	-	-	762.59	762.59	-	-	762.59	762.59

* The carrying value and the fair value approximates.

Notes on Financial Statement

B. Measurement of fair values

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 48 Information about Segment Working is given below:

(₹ in Lakhs)

Particulars	2017-2018				2016-2017			
	Real Estate	Mini Hydro	Other	Total	Real Estate	Mini Hydro	Other	Total
	1	2	3	4 (1+2+3)	1	2	3	4 (1+2+3)
Revenue (Net of Excise Duty and Cess)								
External Sales	1,126.84	117.21	-	1,244.05	1,117.05	340.94	-	1,457.99
Total Revenue	1,126.84	117.21	-	1,244.05	1,117.05	340.94	-	1,457.99
Result								
Segment Result	546.51	(94.25)	236.10	688.36	781.47	83.28	54.86	919.61
Unallocated Corporate Expenses	-	-	-	-	-	-	-	-
Operating Profit/(Loss)				688.36				919.61
Finance Costs (Interest Expense)	-	-	-	(222.52)	-	-	-	(7.44)
Interest Income	-	-	-	677.25	-	-	-	694.48
Total Profit/(Loss) before Tax				1,143.09				1,606.65
Provision for Current Tax	-	-	-	330.53	-	-	-	335.00
Provision for Deferred Tax	-	-	-	(151.93)	-	-	-	(196.97)
Net Profit/(Loss)				964.49				1,468.62
Other Information								
Segment assets	11,932.40	967.24	7,670.05	50,569.69	12,879.27	1,037.38	28,372.55	42,289.20
Unallocated Corporate assets	-	-	-	-	-	-	-	-
Total assets				50,569.69				42,289.20
Segment liabilities	3,687.55	262.56	151.40	4,101.51	816.25	39.61	184.23	1,040.09
Unallocated corporate liabilities	-	-	-	-	-	-	-	-
Total Liabilities				4,101.51				1,040.09
Capital expenditure	208.31	1.50	9.31	219.12	140.40	4.47	306.03	450.90
Depreciation	141.08	40.89	73.66	255.63	133.98	47.44	72.02	253.44

Notes on Financial Statement

Note 49 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 was issued in February 2015 and establishes a five step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. The Company will adopt the new standard on the required effective date. During the current year, the Company performed a preliminary assessment of Ind AS 115, which is subject to changes arising from a more detailed ongoing analysis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company does not have foreign currency transaction and hence there is no impact of this amendment on its financial statements.

Note 50

Previous year figure have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year classification.

Note 51

Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1,000/-.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

S. K. Poddar
Dipankar Chatterji
Akshay Poddar

} Directors

Notes on Financial Statement

Statement containing salient features of the financial statement of subsidiary as at 31.03.2018

Part "A": Subsidiaries/Fellow Subsidiaries

(₹ in Lakhs)

SL No.	Name of Subsidiary Company	High Quality Steel Ltd.	Macfarlane & Co. Ltd.	Snow Blue Conclave Pvt. Ltd.	Startree Conclave Pvt. Ltd.	Topflow Build-con Pvt. Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	No
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA
3	Share Capital	30.27	10.00	2.00	2.00	2.00
4	Other Equity	218.85	230.28	(66.97)	(66.93)	(66.91)
5	Total Assets	1,434.33	240.28	306.03	306.07	306.09
6	Total Liabilities	1,185.22	10.14	371	371	371
7	Investments	6.26	103.87	-	-	-
8	Turnover	571.65	27.11	-	-	-
9	Profit before Taxation	25.79	27.17	(34.67)	(34.67)	(34.68)
10	Provision for Taxation	23.05	6.20	-	-	-
11	Profit after Taxation	2.74	20.97	(34.67)	(34.67)	(34.68)
12	Proposed Dividend	NIL	NIL	NIL	NIL	NIL
13	% of shareholding	100%	74.53%	100%	100%	100%

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Part "B": Associates

(₹ in Lakhs)

Name of Associates	Lionel India Ltd.	Texmaco Rail & Engg. Ltd.	Magnacon Electricals India Ltd.
	(Associate)	(Associate)	(Associate)
1. Latest Balance Sheet Date	31st. March' 2018 (Unaudited)	31st. March' 2018 (Audited)	31st. March' 2018 (Unaudited)
2. Shares of Associate/ Joint Ventures held by the company at the year end			
Numbers	5,25,450	5,46,00,000	42,00,645
Amount of Investment in Associates	525.45 lakhs	546.00 lakhs	423.06 lakhs
Extent of Holding (in %)	50%	24.84%	26.00%
3. Description of how there is significant Influence	Holding more than 20%	Holding more than 20%	Holding more than 20%
4. Reason why the associate is not Consolidated	N.A.	N.A.	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	Nil	26,428.45	422.50
6. Profit / Loss for the year	27.87	1,007.71	-
i. Considered in Consolidation	NIL	250.29	NIL
ii. Not Considered in Consolidation	N.A.	N.A.	N.A.

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

S. K. Poddar
Dipankar Chatterji
Akshay Poddar

} Directors

Consolidated Financial Section

Independent Auditor's Report

To
The Members of
Texmaco Infrastructure & Holdings Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS Financial Statements of **Texmaco Infrastructure & Holdings Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss (Including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Change in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS 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 including other Comprehensive Income, consolidated cash flows and consolidated Changes in Equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule issued there under. The respective Board of Directors of the companies included in the Group and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 there under.

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

We believe that the audit evidence obtained by us in respect of the group, and the audit evidence obtained by the other auditors in terms of their report referred to in other matters paragraphs below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 and its associates as at 31st March, 2018, and their consolidated financial performance including Other Comprehensive Income, its consolidated cash flows and the Consolidated Changes in Equity for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements/ financial information of three step-down subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of ₹918.20 Lakhs as at March 31, 2018, total revenues of ₹NIL and net cash outflow ₹10.24 Lakhs for the year ended on that date as considered in the financial results. The consolidated financial result also includes the Group share of Net Profit of ₹250.29 Lakhs and total comprehensive income of ₹294.56 Lakhs for the year ended March 31, 2018 as considered in the consolidated financial results in respect of one associate whose financial statements have not been audited by us. These financial statements/ financial information have been audited/ reported upon by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on these consolidated financial results, in so far as it relates to the amount and disclosures included in respect of these subsidiaries and associate and our report in terms of Subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of other auditor.
- (b) The consolidated financial results includes the Group share of Net Profit of ₹NIL and total comprehensive income of ₹NIL for the year ended March 31, 2018 as considered in the consolidated financial results in respect of two associates whose financial statements are unaudited. These financial statements have been certified by the management of the respective associates and furnished to us by the management of the Holding Company and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of these associates is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management of the Holding Company, these unaudited financial statements are not material to the consolidated financial statements.

Our opinion on the consolidated Ind AS 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 by and the reports of the other

auditors and the unaudited financial statements/ financial information certified/ reported upon by the management of the respective entities.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other Auditors
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and Consolidated Statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Relevant rules issued thereunder.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary companies and its associates, none of the directors of the Group companies and its associates is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial Control over financial reporting and the operating effectiveness of such control, refer to our Report in

Annexure 'A' which is based on the auditor's reports of the Holding Company, subsidiary companies and associates, incorporated in India.

- (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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There is no pending litigation on the Company which requires disclosure in its standalone Ind AS financial statements.
 - ii. The Group, its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

Place: Kolkata
Date: 15th May, 2018

(CA. Ajay Agrawal)
Partner
Membership No. 017643

ANNEXURE - A To Independent Auditors' Report as referred to in paragraph 1 (f) of the Independent Auditor's Report of even date to the members of Texmaco Infrastructure & Holdings Limited of the Consolidated Ind AS financial statements for the year ended 31st March 2018.

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 **Texmaco Infrastructure & Holdings Limited** (herein after referred to as "The Holding Company"), its subsidiary companies & its associates companies as of March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors of the subsidiary companies & its associates companies which are companies incorporated in India, in terms of their report referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 subject to above, the Holding Company, its subsidiary companies & its associates companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to one associate of the Holding Company which is a company incorporated in India, is based on the corresponding reports of auditor of such company.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

(CA. Ajay Agrawal)
Partner
Membership No. 017643

Place: Kolkata
Date: 15th May, 2018

Consolidated Balance Sheet as at 31st March, 2018

Particulars	Note No.	As at	
		31.03. 2018	31.03. 2017
(₹ in Lakhs)			
I ASSETS			
1 Non-current Assets			
(a) Property, plant and equipment	3(i)	6,867.15	6,869.13
(b) Capital work-in-progress	3(ii)	1,137.37	995.73
(c) Investment property	3(iii)	6,662.60	6,788.72
(d) Financial assets			
(i) Investments	4	49,387.66	40,786.12
(ii) Loans	5	134.68	57.73
(iii) Others	6	4.33	4.56
(e) Deferred tax assets (Net)	7	1,544.62	1,403.53
(f) Other Non current Assets	8	0.56	0.53
		65,738.97	56,906.05
2 Current Assets			
(a) Inventories	9	11.62	10.08
(b) Financial assets			
(i) Investments	10	3,251.92	4,339.92
(ii) Trade receivables	11	249.52	208.85
(iii) Cash and cash equivalents	12	167.25	391.34
(iv) Bank balances other than (iii) above	13	10.01	16.73
(v) Loans	14	6,116.16	4,994.71
(c) Current tax assets (Net)	15	692.97	755.78
(d) Other current assets	16	223.32	208.59
		10,722.77	10,926.00
TOTAL ASSETS		76,461.74	67,832.05
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	17	1,274.28	1,274.28
(b) Other equity	18	70,734.19	65,160.42
Total Equity attributable to Equity Shareholders		72,008.47	66,434.70
Non controlling interest		69.66	63.58
		72,078.13	66,498.28
2 Liabilities			
Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	19	2,608.97	69.96
(ii) Other financial liabilities	20	528.73	528.73
(b) Provisions	21	135.57	126.61
(c) Other non current liabilities	22	374.83	140.79
		3,648.10	866.09
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	23	-	1.32
(ii) Trade payables	24	93.21	58.81
(iii) Other financial liabilities	25	438.92	236.80
(b) Provisions	26	24.40	38.16
(c) Other current liabilities	27	178.98	132.59
		735.51	467.68
TOTAL EQUITY AND LIABILITIES		76,461.74	67,832.05

The accompanying notes 1 to 52 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar**

} Directors

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

Particulars	Note No.	Year Ended	
		31.03. 2018	31.03. 2017
(₹ in Lakhs)			
I Revenue From operations	28	1,827.17	2,390.49
II Other Income	29	969.79	1,126.45
III Total Income (I +II)		2,796.96	3,516.94
IV EXPENSES			
Employee benefits expense	30	939.31	1,152.61
Finance costs	31	231.04	100.67
Depreciation and amortization expense	32	255.63	253.44
Other expenses	33	415.43	592.33
Total expenses (IV)		1,841.41	2,099.05
V Profit before tax (III-IV)		955.55	1,417.89
VI Tax expenses	34		
a) Current tax including tax related to earlier years		348.94	356.73
b) Deferred tax		(141.09)	(206.61)
VII Profit before share in net profit of Associates for the year (V-VI)		747.70	1,267.77
VIII Share in profit of Associates		250.29	835.44
IX Profit for the year (VII+VIII)		997.99	2,103.21
X Other comprehensive income			
Items that will not be reclassified to profit or loss		5,145.49	8,029.11
Items that will be reclassified to profit or loss		(13.06)	(2.32)
Other comprehensive income		5,132.43	8,026.79
XI Total Comprehensive Income for the year (IX + X)		6,130.42	10,130.00
XII Profit for the year attributable to:			
Owners of the Parent		991.91	2,097.46
Non-Controlling Interest		6.08	5.75
XIII Total comprehensive income attributable to:			
Owners of the Parent		6,124.34	10,124.25
Non-Controlling Interest		6.08	5.75
XIV Earnings per equity share (par value of ₹ 1/- each)	43		
1) Basic		0.78	1.65
2) Diluted		0.78	1.65

The accompanying notes 1 to 52 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

**S. K. Poddar
Dipankar Chatterji
Akshay Poddar**

} Directors

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

Particulars	Year ended 31.03. 2018		Year ended 31.03. 2017	
(₹ in Lakhs)				
A) Cash Flows From Operating Activities:				
Net Profit before Taxation & Exceptional Items	955.55		1417.89	
Adjustments for:				
Depreciation	255.63		253.44	
Interest Paid	231.04		100.67	
Advances written off	-		36.05	
Provision and Excess Liabilities Written Back	(1.04)		(29.73)	
Interest Received	(605.31)		(706.74)	
Dividend Received	(79.68)		(60.27)	
Profit on Sale Of Investments-Current(Net)	(134.99)		(238.53)	
Gain on Fair Value of bonds/Mutual	(139.94)		(82.42)	
Subsidy accounted revenue based on Assets life	-		(8.63)	
Loss/(Profit) on Sale Of Property, Plant and Equipments(Net)	0.03		10.54	
Sundry Debit Balance Adjusted/Written off	0.81		0.48	
	(473.45)		(725.14)	
	482.10		692.75	
Operating Profit before Working Capital Changes & Exceptional Items				
(Increase)/Decrease in Trade & Other Receivables	(56.76)		15.25	
(Increase)/Decrease in Inventories	(1.54)		(10.08)	
Increase/(Decrease) in Trade Payables & Other Liabilities	33.00		(416.02)	
	(25.30)		(410.85)	
Cash Generated from Operations	456.80		281.90	
Direct Taxes Paid	(286.13)		(376.85)	
Cash Flow before Exceptional Items	170.67		(94.95)	
Exceptional Items	-		-	
Net Cash from Operating Activities	170.67		(94.95)	
B) Cash Flows From Investing Activities				
Purchase of Property, Plant & Equipments	(270.99)		(413.36)	
Sale of Property, Plant & Equipments	1.79		24.76	
(Purchase)/Sale of Investments (Net)	(1,820.58)		384.75	
Loan to Subsidiaries/ Body Corporates (Net)	(1,197.65)		(300.00)	
Bank Deposits(Includes having original maturity more than three months)	6.72		(1.63)	
Interest Received	605.31		751.62	
Dividend Received	79.68		60.27	
Net Cash used in Investing Activities	(2595.72)		506.41	
C) Cash Flows From Financing Activities				
Receipt/(Payment) of Long Term Borrowings	2,774.55		51.24	
Receipt/(Payment) of Short Term Borrowings	(1.32)		(0.02)	
Interest Paid	(231.04)		(100.67)	
Dividend Paid	(261.59)		(176.53)	
Dividend Tax Paid	(79.64)		(78.51)	
Net Cash used in Financing Activities	2200.96		(304.49)	
Net Decrease in Cash and Cash Equivalents	(224.09)		106.97	
Cash and Cash Equivalents at the beginning of the period	391.34		284.37	
Cash and Cash Equivalents at the end of the period	167.25		391.34	
Note:				
(1) Details of Cash and Equivalents as on				
Balances with banks				
Current Accounts	157.47		315.12	
Saving A/c with Post office	-		-	
Cheques on hand	3.17		3.66	
Cash on hand	6.61		72.56	
	167.25		391.34	

The accompanying notes 1 to 52 are an integral part of the Financial Statements.
In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Registration No: 302082E

CA. Ajay Agrawal
Partner
Membership No.017643

Place : Kolkata- 700 001
Dated: 15th May, 2018

Pratik Modi
Company Secretary

K. K. Rajgaria
CFO

S. K. Poddar
Dipankar Chatterji
Akshay Poddar } *Directors*

Consolidated Statement of Changes in Equity

a. Equity Share Capital

Particulars	Year ended 31.03. 2018		
	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
For the year ended 31st March, 2017	1,274.28	-	1,274.28
For the year ended 31st March, 2018	1,274.28	-	1,274.28

b. Other Equity

Particulars	Reserves and Surplus					Items of other comprehensive income		Total
	Capital redemption reserve	Capital reserve	Securities premium reserve	General reserve	Retained earnings	Equity instruments through other comprehensive income	Exchange difference on translating the financial operations of a foreign operation	
Balance as at 1st April, 2016	675.06	10,137.47	52.57	23,398.81	23,845.18	(2,839.16)	28.73	55,298.66
Adjustment for Associates	-	79.49	-	-	-	-	(2.32)	77.17
Profit for the year	-	-	-	-	2,097.46	-	-	2,097.46
Other Comprehensive Income for the year	-	-	-	-	3.62	8,025.49	-	8,029.11
Dividend & Tax on Dividend	-	-	-	-	(333.36)	-	-	(333.36)
Transfer to subsidy based on the actual life of the asset	(8.62)	-	-	-	-	-	-	(8.62)
Transfer to/from retained earnings	-	-	-	200.00	(200.00)	-	-	-
Balance as at 31st March, 2017	666.44	10,216.96	52.57	23,598.81	25,412.90	5,186.33	26.41	65,160.42
Adjustment for Associates	-	35.31	-	-	-	-	(13.06)	22.25
Profit for the year	-	-	-	-	991.91	-	-	991.91
Other Comprehensive Income for the year	-	-	-	-	20.62	5,124.87	-	5,145.49
Dividend & Tax on Dividend	-	-	-	-	(334.51)	-	-	(334.51)
Transfer to Liabilities	(251.37)	-	-	-	-	-	-	(251.37)
Transfer to/from retained earnings	-	-	-	200.00	(200.00)	-	-	-
Balance as at 31st March, 2018	415.07	10,252.27	52.57	23,798.81	25,890.92	10,311.20	13.35	70,734.19

The accompanying notes A to C and 1 to 52 are an integral part of the Financial Statements.

In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Registration No: 302082E

CA. Ajay Agrawal
Partner
Membership No.017643

Place : Kolkata- 700 001
Dated: 15th May, 2018

Pratik Modi
Company Secretary

K. K. Rajgaria
CFO

S. K. Poddar
Dipankar Chatterji
Akshay Poddar } *Directors*

Notes on Consolidated Financial Statement

1. General Corporate Information

Texmaco Infrastructure & Holdings Limited, founded in 1939, has demerged its Heavy Engineering and Steel Foundry businesses, constituting the major part of its operations, into a separate company called Texmaco Rail & Engineering Limited.

Texmaco Infrastructure & Holdings Limited is presently concentrated in the businesses of Real Estate, Mini Hydel Power and Investments. The demerger of the Company was with the prime objective of each constituent company being able to focus in the core areas of its respective business segments.

The Company is a public limited company incorporated and domiciled in India. The address of its corporate office is Belgharia, Kolkata-700 056.

2. Significant Accounting Policies

(i) Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the Management to

make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy has been explained under note 2 (xvii) (b).

(iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

Notes on Consolidated Financial Statement

The Company, based on technical assessment made by technical expert and management estimate, depreciates Electricals over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

• Buildings & Roads:	30 to 60 years
• Plant & Equipment	15 years
• Electricals	20 years (As per technical assessment)
• Furniture	10 years
• Office Equipment	5 years
• Computers	3 years
• Motor Vehicles	8 years

Capital work-in-progress is stated at the amount expended upto the date of Balance Sheet for the cost of fixed assets that are not yet ready for their intended use.

The Company assesses at each balance sheet date whether there is any indication that a Property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipment. If such recoverable amount of the Property, plant and equipment or the recoverable amount of the cash generating unit to which the Property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(v) Derivative Financial Instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in the statement of profit and loss immediately.

(vi) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

a. Financial assets carried at amortised cost

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

b. Investment in Equity Instruments at fair value through other comprehensive income

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

Notes on Consolidated Financial Statement

c. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d. Financial liabilities

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

e. Investment in Subsidiaries and Associates

Investment in Subsidiaries and Associates are carried at cost in the Financial Statements.

f. Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(vii) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(viii) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of Sales Tax, VAT & GST, trade discounts, rebates. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties.

a. Revenue from Operations

Revenue is recognized when all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rent income / lease rentals are recognized on accrual basis in accordance with the terms of the respective agreement.

Notes on Consolidated Financial Statement

b. Other Income

Other income comprises of primarily of Interest, Dividend, Gain / (Loss) on sale of investments, and Claims, if any.

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Gain / (Loss) on Current / Non Current Investments are recognized at the time of redemption / sale and at fair value at each reporting period.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(ix) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit and Loss.

a. Short term benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. Defined contribution retirement benefits :

Payments to defined contribution retirement benefits are recognised as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed

contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-a-vis interest rate declared by the Employees' Provident Fund Organisation.

c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognised in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in the comprehensive income are not reclassified to the Statement of Profit and Loss but recognised directly in the retained earnings. Past service costs are recognized in the Statement of Profit and Loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the Statement of Profit and Loss are categorized as follows:

Notes on Consolidated Financial Statement

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income

The retirement benefit obligation recognized in the consolidated Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

e. Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

(x) Leases

a. Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease

at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

(xi) Foreign Currency Transactions and Exchange Differences

The Company's functional currency is Indian Rupees. Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are remeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Notes on Consolidated Financial Statement

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliable.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognised and measured as provisions.

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are

certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the consolidated financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

- d. Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.
- e. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(xiii) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads.

Stores and Spares are valued on the "weighted average" basis.

(xiv) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xv) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

Notes on Consolidated Financial Statement

(xvi) Segment Reporting

- a. Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into four business segments namely Real Estate, Hydro Power, Manpower Services and Others.
- b. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- c. Segment assets and liabilities for each segment is classified on the basis of allocable assets and allocable liabilities identifiable to each segment on reasonable basis.

(xvii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

b. Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and

liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(xviii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.

Notes on Consolidated Financial Statement

- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable. In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

(xix) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity

shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xx) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

Notes on Consolidated Financial Statement

Note 3

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 1.04.2017	Additions during the year	Sales/ Adjustments	As at 31.03.2018	As at 1.04.2017	During the year	Sales/ Adjustments	As at 31.03.2018	As at 31.03.2018
(i) Property, plant and equipment									
Land	4,725.55	99.47	--	4,825.02	--	--	--	--	4,825.02
Leasehold Land	20.15	--	--	20.15	--	--	--	--	20.15
Building*	1,359.79	2.34	--	1,362.13	81.55	41.75	--	123.30	1,238.83
Plant and machinery*	310.91	0.29	--	311.20	16.81	8.63	--	25.44	285.76
Electrical machinery	101.35	0.38	--	101.73	11.09	5.55	--	16.64	85.09
Office equipment	27.82	4.39	0.74	31.47	10.55	2.92	0.30	13.17	18.30
Furniture and fittings	339.09	--	0.30	338.79	79.31	40.74	0.12	119.93	218.86
Vehicles	184.59	22.42	1.14	205.87	0.81	29.92	--	30.73	175.14
Total	7,069.25	129.29	2.18	7,196.36	200.12	129.51	0.42	329.21	6,867.15
(ii) Capital work in progress	995.73	141.65	--	1,137.37	--	--	--	--	1,137.37
(iii) Investment property	7,034.59	--	--	7,034.59	245.87	126.12	--	371.99	6,662.60
Grand Total	15,099.57	270.94	2.18	15,368.32	445.99	255.63	0.42	701.20	14,667.12

Expenses amounting to ₹3,962.61 lakhs (including ₹47.66 lakhs for the year) incurred for development of land at Birla Textile has been capitalised.

*Includes assets held under co-ownership with others at Kolkata & Delhi. (Refer Note No. 40)

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 1.04.2016	Additions during the year	Sales/ Adjustments	As at 31.03.2017	As at 1.04.2016	During the year	Sales/ Adjustments	As at 31.03.2017	As at 31.03.2017
(i) Property, plant and equipment									
Land	4,597.38	165.71	37.54	4,725.55	--	--	--	--	4,725.55
Leasehold Land	20.15	--	--	20.15	--	--	--	--	20.15
Building*	1,359.79	--	--	1,359.79	40.37	41.18	--	81.55	1,278.24
Plant and machinery*	309.89	1.01	--	310.90	8.35	8.46	--	16.81	294.09
Electrical machinery	101.34	0.02	--	101.36	5.54	5.55	--	11.09	90.27
Office equipment	22.61	5.53	0.32	27.82	4.93	5.68	0.06	10.55	17.27
Furniture and fittings	336.87	2.53	0.31	339.09	40.62	38.75	0.06	79.31	259.78
Vehicles	141.60	129.11	86.12	184.59	21.12	31.01	51.32	0.81	183.78
Total	6,889.63	303.91	124.29	7,069.25	120.93	130.63	51.44	200.12	6,869.13
(ii) Capital work in progress	1,009.96	52.79	67.02	995.73	--	--	--	--	995.73
(iii) Investment property	6,873.37	161.22	--	7,034.59	123.06	122.81	--	245.87	6,788.72
Grand Total	14,772.96	517.92	191.31	15,099.57	243.99	253.44	51.44	445.99	14,653.58

Expenses amounting to ₹3,914.96 lakhs (including ₹55.71 lakhs for the year) incurred for development of land at Birla Textile has been capitalised.

*Includes assets held under co-ownership with others at Kolkata & Delhi. (Refer Note No. 40)

Notes on Consolidated Financial Statement

Note 4 Investment (Non current)

(₹ in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Government and Trust Securities (Unquoted)		
12 Year National Plan Saving Certificates	0.01	0.01
12 Year National Defence Certificates	0.03	0.03
Investment in Equity Instruments		
Fully paid equity shares		
In Associate (At cost)		
Texmaco Rail & Engg.Ltd. (Quoted)	26,425.90	26,010.00
5,46,00,000 (31.03.17: 5,46,00,000) Shares of ₹1 each		
Lionel India Ltd. (Unquoted)	-	-
5,25,450 (31.03.17: 5,25,450) Shares of ₹100 each		
Magnacon Electricals Ltd. (Unquoted)	423.06	-
42,00,645 (31.03.17: NIL) Shares of ₹10 each		
Sigma Rail Systems Private Ltd. (Unquoted)	0.26	-
2,599(31.03.2017:NIL) Shares of ₹10 each		
In Others (designated at fair value through OCI)		
Quoted:		
Zuari Global Ltd.	4,710.56	3,510.86
(Formerly known as Zuari Industries Ltd.)		
27,57,941 (31.03.17: 27,57,941) Shares of ₹10 each		
Zuari Agro Chemicals Ltd.	14,460.60	10,909.95
30,00,125 (31.03.17: 30,00,125) Shares of ₹10 each		
Chambal Fertilisers & Chemicals Ltd.	175.95	92.70
1,06,864 (31.03.17: 1,06,864) Shares of ₹10 each		
Upper Ganges Sugar & Ind. Ltd.	-	134.19
NIL (31.03.17: 35,529) Shares of ₹10 each		
(Demerged into three unit namely Ganges Securities Ltd.,Magadh Sugar & Energy Ltd. & Avadh Sugar & Energy Ltd. Respectively).		
Ganges Securities Ltd.	21.27	-
30739 (31.03.17: NIL) Shares of ₹10 each		
(Demerged unit of Upper Ganges Sugar & Industrtries Ltd.)		
Magadh Sugar and Energy Ltd.	32.73	-
27669 (31.03.17: NIL) Shares of ₹10 each		
(Demerged unit of Upper Ganges Sugar & Industrtries Ltd.)		
Avadh Sugar and Energy Ltd.	58.91	-
13028 (31.03.17: NIL) Shares of ₹10 each		
(Demerged unit of Upper Ganges Sugar & Industrtries Ltd.)		
New India Retailing & Investment Ltd.	1.23	1.23
4,100 (31.03.17: 4,100) Shares of ₹10 each		
Unquoted:		
Pulse Food India Ltd.	-	-
3,85,714 (31.03.17: 3,85,714) Shares of ₹10 each		
Wagon India Ltd.	-	-
1,499 (2017: 1,499) Shares of ₹100 each		
The Calcutta Stock Exchange Association Ltd.	123.74	123.74
6,187 (31.03.17: 6187) Shares of Re. 1 each		
Birla Buildings Ltd.	0.75	0.75
7,500 (31.03.17: 7,500) Shares of ₹10 each		
Taparia Ltd.	0.40	0.40
3,500 (31.03.17: 3,500) Shares of ₹10 each		

Notes on Consolidated Financial Statement

Note 4 Investment (Non current) (contd..)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Birla Constructions Ltd. 15,000 (31.03.17: 15,000) Shares of ₹10 each	1.50	1.50
MSTC Ltd. 2,40,000 (31.03.17: 1,20,000) Shares of ₹10 each (including Bonus Shares)	0.75	0.75
Investment in Preference Instruments		
Fully paid preference shares		
In Others (At amortised cost)		
Unquoted		
Zuari Infra World Ltd. 29,50,000 (31.03.17: NIL) Units of ₹10 each	2,950.00	-
Elgin Mills Ltd. (5% 'B' Cumulative Pref. Shares) 120 (31.03.17: 120) Shares of ₹10 each	0.01	0.01
Total	49,387.66	40,786.12
i) Aggregate amount of quoted investments	45,887.15	40,658.93
ii) Market value of quoted investments	64,997.65	65,317.73
iii) Aggregate amount of unquoted investments	3,500.51	127.19
iv) Aggregate provision for diminution in value of investments	-	-

Note 5 Loans

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Security Deposits	57.92	57.73
(b) Loans	76.76	-
Total	134.68	57.73

Note 6 Others

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Term Deposit of more than twelve months maturity	1.96	1.97
Advance to Employees	2.37	2.59
Total	4.33	4.56

Note 7 Deferred tax (Net)

As at March 31, 2018

Particulars	(₹ in Lakhs)		
	Opening Balance	Recognized in profit or loss	Closing Balance
	Amount in ₹	Amount in ₹	Amount in ₹
Tax effect of items constituting deferred tax liabilities			
Property, plant and equipment	135.71	(24.40)	111.31
Investment	53.91	(53.91)	-
Tax effect of items constituting deferred tax assets			
Property, plant and equipment	1,528.32	75.45	1,603.77
Provision for Gratuity, Bonus, Leave etc.	64.83	(12.67)	52.16
Net deferred tax asset	1,403.53	141.09	1,544.62

Notes on Consolidated Financial Statement

Note 7 Deferred tax (Net) (contd..)

As at March 31, 2017

Particulars	(₹ in Lakhs)		
	Opening Balance	Recognized in profit or loss	Closing Balance
	Amount in ₹	Amount in ₹	Amount in ₹
Tax effect of items constituting deferred tax liabilities			
Property, plant and equipment	104.08	31.63	135.71
Investment	35.08	18.83	53.91
Tax effect of items constituting deferred tax assets			
Property, plant and equipment	1,253.92	274.40	1,528.32
Provision for Gratuity, Bonus, Leave etc.	82.16	(17.33)	64.83
Net deferred tax asset	1,196.92	206.61	1,403.53

Note 8 Other Non-Current Asset

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Advances other than capital advances		
(a) Security Deposit	0.56	0.53
Total	0.56	0.53

Note 9 Inventories

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Stores and Spares	11.62	10.08
Total	11.62	10.08

Note 10 Investments (Current)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Investments carried at fair value through profit or loss		
Mutual Fund (Un-quoted)		
Birla Sun Life Fixed Term Plan Series KQ (1099 days) Growth NIL (31.03.2017: 75,00,000) Units of ₹10 each	-	962.78
Birla Sun Life Fixed Term Plan Series KC (1099 days) Growth NIL (31.03.2017: 100,00,000) Units of ₹10 each	-	1,296.31
Birla Sun Life Floating Rate fund Short Term Plan Growth 29077 (31.03.17: 29077) Units of ₹10 each	67.14	62.88
Birla Short Term Fund Growth Regular Plan 781156 (31.03.17: Nil) Units of ₹10 each	518.77	-
ICICI Prudential Ultra Short Term Growth 5826385 (31.03.17: Nil) Units of ₹10 each	1,037.73	-
ICICI Prudential FMP Series 73 (366 Days) Plan B Cummulative NIL (31.03.2017: 50,00,000) Units of ₹10 each	-	644.06
Kotak Floater Short Term Growth (Regular Paln) 14,020 (31.03.17: 27970) Units of ₹1000 each	398.58	745.06
Reliance Money Manager Fund -Growth Plan Growth Option 1156 (31.03.17: 10703) Units of ₹1000 each	27.66	240.02

Notes on Consolidated Financial Statement

Note 10 Investments (Current) (contd..)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Reliance Liquid Fund -Treasury Plan Growth 242 (31.03.17: 6042) Units of ₹1000 each	10.23	238.89
Reliance Medium Term Fund Growth Plan 2862778 (31.03.17: Nil) Units of ₹10 each	1,042.64	-
SBI Treasury Advantage Fund -Direct Plan-Growth 2,290 (31.03.17: NIL) Units of ₹10 each	45.30	-
SBI Ultra Short Term Debt Fund -Direct Plan -Growth 4613 (31.03.17: 7112) Units of ₹10 each	103.87	149.92
Total of Current Investments	3,251.92	4,339.92
Aggregate NAV value of unquoted Mutual Funds	3,251.92	4,339.92

Note 11 Trade Receivables

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unsecured, considered good	249.52	208.85
Total	249.52	208.85

Note 12 Cash and cash equivalents

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Balances with banks		
- In current accounts	157.47	315.12
(b) Cash on hand	3.17	3.66
(c) Others - Remittance in Transit/Cheques on hand	6.61	72.56
Total	167.25	391.34

Note 13 Bank balances other than above

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unpaid Dividend Account	10.01	16.73
Total	10.01	16.73

Note 14 Loans

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Unsecured, considered good		
Other loans		
Loan to Related Parties	3,934.43	-
Loan to Body Corporates	2,168.99	4,982.53
Interest accrued on Loans	0.88	-
Advance to Employees	1.54	0.73
Advance to Parties	10.32	11.45
Total	6,116.16	4,994.71

Notes on Consolidated Financial Statement

Note 15 Current Tax Assets (Net)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Advance Payment of Income Tax (net of provision)	692.97	755.78
Total	692.97	755.78

Note 16 Other Current Assets

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Other Advances	160.76	160.61
Prepaid Expenses	3.57	4.50
Balances with Government Dept	58.99	43.48
Total	223.32	208.59

Note 17 Equity share capital

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Authorised Share Capital		
17,00,00,000 Equity Shares at par value of ₹ 1/- each (31st March 2017: 17,00,00,000 Equity Share of ₹ 1/- each)	1,700.00	1,700.00
3,00,000 6% Preference shares at par value of ₹100/- each (31st March 2017: 3,00,000 preference share of ₹100/- each)	300.00	300.00
	2,000.00	2,000.00
Issued, Subscribed and paid up capital		
12,74,26,590 Equity Shares at par value of ₹ 1/- each fully paid (31st March 2017: 12,74,26,590 Equity Share of ₹ 1/- each)	1,274.27	1,274.27
Add: Forfeited Shares	0.01	0.01
Total	1,274.28	1,274.28

- (i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 1/- each holder of equity shares is entitled to one vote per share.
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iii) Reconciliation of number of Issued, Subscribed and Paid-up Capital.

Particulars	31.03.2018		31.03.2017	
	No. of Shares	Amount	No. of Shares	Amount
Number of Shares at the beginning of the year	127,426,590	1,274.27	127,426,590	1,274.27
Add: Equity shares issued during the year	-	-	-	-
Number of Shares at the end of the year	127,426,590	1,274.27	127,426,590	1,274.27

- (iv) After the reporting date, dividend of 0.20 paisa (2017: 0.20 paisa) per equity share were proposed by the Board of Directors subject to the approval of the shareholders at the Annual General Meeting, the dividend has not been recognised as liabilities. Dividend would attract Dividend Distribution Tax when declared or paid.

- (v) Paid-up amount of Forfeited Shares is ₹500/-

- (vi) The name of Shareholders holding more than 5% of Equity shares

Name of Shareholders	31.03.2018		31.03.2017	
	% of holding	No. of Equity Shares held	% of holding	No. of Equity Shares held
Mr. Saroj Kumar Poddar	6.40	81,49,823	6.40	81,49,823
Zuari Investments Ltd.	10.05	1,28,10,900	10.53	1,34,13,900
Adventz Finance Pvt. Ltd.	10.54	13,436,894	10.54	13,436,894
Zuari Global Ltd.	19.43	2,47,60,712	18.95	2,41,57,712
Duke Commerce Ltd.	6.06	7,726,464	6.06	7,726,464

Notes on Consolidated Financial Statement

Note 18 Other Equity

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Securities Premium Reserve		
Balance as per last Account	52.57	52.57
General Reserve		
Balance as at the beginning of the year	23,598.81	23,398.81
Add: Transferred from Statement of Profit and Loss	200.00	200.00
	23,798.81	23,598.81
Capital Reserve		
Balance as at the beginning of the year	10,216.96	10137.47
Add: Adjustment for Associates	35.31	79.49
	10,252.27	10,216.96
Capital Redemption Reserve		
Balance as per last Account	415.07	415.07
State Capital Investment Subsidy		
Balance as per last Account	181.28	181.28
Less: Transfer to Liabilities	(181.28)	
	-	181.28
State Interest Subsidy		
Balance as per last Account	70.09	70.09
Less: Transfer to Liabilities	(70.09)	
	-	70.09
Retained Earnings		
Surplus at the beginning of the year	25,412.90	23,845.18
Add: Profit for the year	991.91	2,097.46
Add: Other comprehensive income for the year	20.62	3.62
Less: Dividend on Equity Shares	(254.87)	(254.85)
Less: Tax on dividend	(79.64)	(78.51)
Less: Transfer to General Reserve	(200.00)	(200.00)
	25,890.92	25,412.90
Equity Instruments through Other Comprehensive Income Reserve		
Balance as at the beginning of the year	5,186.33	(2,839.16)
Addition during the year	5,124.87	8,025.49
	10,311.20	5,186.33
Exchange differences on translating the financial statements of a foreign operation through Other Comprehensive Income in Associates Reserve		
Balance as at the beginning of the year	26.41	28.73
Addition during the year	(13.06)	(2.32)
	13.35	26.41
Total	70,734.19	65,160.42

Note 19 Borrowings

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Secured		
Term Loans	2,537.48	-
Car Loan	71.49	69.96
Total	2,608.97	69.96

Term Loan is secured against hypothecation of gurugram property and its rental income, repayable in 108 monthly instalments.

Car Loan is secured against hypothecation of Cars.

Notes on Consolidated Financial Statement

Note 20 Other financial liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Security Deposit	527.40	528.60
Retention Money	1.33	0.13
Total	528.73	528.73

Note 21 Provisions

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Provision for employee benefits		
Unavailed Leave	17.02	17.26
Gratuity	118.55	109.35
Total	135.57	126.61

The Company accounts for Gratuity and Leave liabilities based on Actuary valuation.

Note 22 Other non current liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Advance against sale of land & super build area	140.79	140.79
Deferred Grants	234.04	-
Total	374.83	140.79

Note 23 Borrowings (Short Term)

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Cash Credit	-	1.32
Total	-	1.32

Cash credit facilities are secured by hypothecation of first charge on Property, Plant & Equipments of Neora Hydro Division.

Note 24 Trade payables

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Dues to Micro and Small Enterprises	-	-
Others	93.21	58.81
Total	93.21	58.81

The Company on the basis of information available to it has not been able to verify the status of vendors under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at the year end together with interest paid/payable under this Act have not been given.

Notes on Consolidated Financial Statement

Note 25 Other financial liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
(a) Current maturities of long-term debt		
Rupees Term Loan	243.29	-
Car Loan	41.42	49.17
(b) Unclaimed/Unpaid dividends	10.01	16.73
(c) Others		
Liabilities for Expenses	28.14	31.37
Salary and other payroll dues	97.01	123.07
Others Misc. Payable	19.05	16.46
Total	438.92	236.80

Car Loan is secured against hypothecation of Car

There is no amount due and outstanding to be credited to the Investor Education and Product Fund against un-paid dividend as at March 31, 2018. (Previous Year: Nil)

Note 26 Provisions

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Provision for employee benefits (Refer Note 39)		
Unavailed Leave	7.83	6.46
Gratuity	16.57	31.70
Total	24.40	38.16

The Company accounts for Gratuity and Leave liabilities based on Actuary valuation.

Note 27 Other current liabilities

Particulars	(₹ in Lakhs)	
	As at 31.03.2018	As at 31.03.2017
Current portion of Deferred Grants (Current)	8.67	-
Other advances		
Advances from Customers	99.64	81.44
Statutory Dues	69.87	51.03
Others Miscellaneous Payable	0.80	0.12
Total	178.98	132.59

Note 28 Revenue From operations

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
Sale of products	117.21	340.71
Sale of services	1,687.85	2048.35
	1,805.06	2389.06
Other operating revenues	22.11	1.43
Total	1,827.17	2390.49

Notes on Consolidated Financial Statement

Note 29 Other Income

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Interest Income		
From Bank	0.22	0.20
From Others	605.09	706.54
(b) Dividend Income		
Income from Non-Current Investments	79.68	60.27
(c) Other non-operating income		
Net gain on Sale of Current Investments	134.99	238.53
Miscellaneous Receipts and Income	0.11	0.13
Profit on sale of Property, Plant & Equipment	0.05	-
Provision & Excess Liabilities Written Back	1.04	29.73
Subsidy transferred to revenue based on assets life	8.67	8.63
Gain on fair valuation of Bonds/Mutual	139.94	82.42
Total	969.79	1126.45

Note 30 Employee benefits expense

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Salaries ,Wages and Bonus	816.82	1016.76
(b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	82.54	87.86
iii) Gratuity	30.95	30.85
(c) Staff Welfare Expenses	9.00	17.14
Total	939.31	1152.61

Note 31 Finance Costs

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
(a) Interest expenses		
i) Banks	199.57	2.04
ii) Others	31.47	98.63
Total	231.04	100.67

Note 32 Depreciation and Amortization Expense

Particulars	(₹ in Lakhs)	
	Year Ended 31.03.2018	Year Ended 31.03.2017
For the Year	255.63	253.44
Total	255.63	253.44

Notes on Consolidated Financial Statement

Note 33 Other Expenses

Particulars	Year Ended	
	31.03.2018	31.03.2017
Consumption of stores and spares part	-	-
Power and Fuel	8.91	12.18
Rent	10.58	8.72
Repairs to buildings	46.60	68.17
Repairs to machinery	13.46	28.47
Repairs to others	8.20	14.44
Labour and Security Charges	86.95	104.31
Insurance	8.76	5.20
Rates and Taxes excluding taxes on Income	40.08	86.04
Director's Sitting Fees	8.60	9.31
Director's Commission	8.00	7.35
Payments to the Auditor		
As Auditor	3.18	3.29
For Tax Audit	1.12	1.28
For Quarterly Review	0.94	1.12
For Fees for Other Services (incl for issuing various certificates)	1.31	0.96
For Reimbursement of out of pocket expenses	-	6.90
Cost Auditors' Remuneration	0.34	0.39
CSR Expenses	27.03	15.63
Miscellaneous Expenses	140.48	178.15
Sundry Debit Balance Adjusted/Written off	0.81	0.48
Loss on sale of Property, Plant & Equipment	0.08	10.54
Advances written off	-	36.05
Investment Written Off	5.61	-
Less: Provision for dimunition in value of investment	(5.61)	-
Total	415.43	592.33

Note on CSR Expense

- i) Gross amount required to be spent by the Company during the year : ₹25.42 Lakhs
ii) Amount spent in cash during the year on:

Particulars	Year Ended	
	In Cash	Total
i) Construction / acquisition of any asset	-	-
ii) On purpose other than i) above	27.03	27.03
Total	27.03	27.03

Notes on Consolidated Financial Statement

Note 34 Tax Expenses

Particulars	Year Ended	
	31.03.2018	31.03.2017
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	268.41	352.18
- Adjustments for current tax of prior periods	80.53	4.55
- Total current tax expense	348.94	356.73
Deferred Tax		
- Decrease/(increase) in deferred tax assets	(116.69)	(238.24)
- (Decrease/increase in deferred tax liabilities)	(24.40)	31.63
- Total deferred tax expenses/(benefit)	(141.09)	(206.61)
Tax Expense	207.85	150.12
b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	955.55	1,417.89
Tax at the Indian tax rate of 28.84% (previous year - 34.608%)	275.58	490.70
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	7.80	5.41
- Disallowance of estimated expenditure to earn tax exempt income	18.17	10.87
- Others	118.64	37.65
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income from Investment	-	(99.41)
- Income from rented property	(95.46)	(117.49)
- Others	-	(13.05)
Tax effect of other adjustment		
- Income tax for earlier years		4.55
- Indexation benefits on Land/Mutual fund & GAAP Differences	(116.87)	(169.11)
Tax Expense	207.85	150.12

Note 35 Principles of Consolidation

- a) The consolidated financial statements include results of the subsidiaries and associates of Texmaco Infrastructure & Holdings Ltd., consolidated in accordance with Ind AS 110' Consolidated Financial Statements' and Inds AS 28' Investment in Associates and Joint Ventures'

The Subsidiaries and Joint Venture companies considered in the Financial Statement are as follows: Name	Country of Incorporation	% of Voting power as on 31.03.2018
Subsidiaries		
High Quality Steels Ltd.	India	100.00
Macfarlane & Company Ltd.	India	74.53
Fellow Subsidiaries		
Snowblue Conclave Private Ltd.	India	100.00
Topflow Buildcon Private Ltd.	India	100.00
Startree Enclave Private Ltd.	India	100.00
Associates		
Lionel India Ltd.	India	50.00
Texmaco Rail & Engineering Ltd.	India	24.84
Magnacon Electricals Ltd.	India	26.00
Sigma Rail Systems Private Ltd.	India	25.99

- b) These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provision of the Act.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 month for the purpose of current or non-current classification of assets and liabilities.

Notes on Consolidated Financial Statement

c) Accounting policies applicable in consolidated financial statements

- The Company combines the financial statements of the parent and its subsidiaries line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transaction, balances and unrealised gains on transactions between group companies are eliminated.
- Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.
- Investments in Associates are accounted for using the equity method of accounting, after initially being recognized at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognized the Company's share of the post-acquisition profit or losses of the investee in profit and loss, and the company's share of other comprehensive income of the investee in other comprehensive income.
- Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Note 36

The Company has agreed to continue with the charge on its property at Kamala Nagar, Delhi in favour of the Bank from where credit facilities were availed for working capital for its Heavy Engineering and Steel Foundry businesses demerged to Texmaco Rail & Engineering Ltd (TexRail), an associate company under a Court approved scheme effective from 01.04.2010. It being a requirement of the Bank, during the initial years of the operations of TexRail after demerger, the Company has also given a Corporate Guarantee to the bank in support of the charge against the said working capital facilities to the extent of ₹ 50 crores.

Note 37

The company has surrendered the requisite land to DDA from its Industrial plot and has retained 39,673.09 sq. mtrs. of land in term of the orders of the Hon'ble Supreme Court. The District Judge of Delhi the executing authority has issued orders that the execution proceedings stand closed being satisfied.

Post acceptance of surrendered land by DDA, the balance area is now in the clear possession of the Company in terms of the Supreme Court order.

Note 38

As per the Agreement with Chambal Fertilizers & Chemicals Ltd., when they took over the assets and liabilities of Baddi Unit from 01-10-99, Texmaco Infrastructure & Holdings Limited (formerly Texmaco Limited) is liable to pay wages and salary in respect of excess workers/ staff taken over by them over and above the required one to run the Baddi Unit. The Company incurred an expenditure of ₹47.65 lakhs (previous year ₹55.71 lakhs) by way of Legal Expenses and payment of dues and ex-gratia to the ex-employees for obtaining vacant possession of the residential quarters unauthorized occupied by them even after cessation of their employment. These expenses have been shown as expenses on Land and Capitalised under the head "Land".

Note 39

In the opinion of the management, current assets, loans and advances have a value on realisation in the ordinary course of business unless otherwise stated, at least to the amount at which they are stated and the provisions for all known and determined liabilities is adequately provided.

Notes on Consolidated Financial Statement

Note 40

Following assets (company's share) are held under co ownership with other companies (₹in Lakhs)

Assets	As at 31.03.2018			As at 31.03.2017		
	Original Cost	Accumulated Depreciation	Written Down Value	Original Cost	Accumulated Depreciation	Written Down Value
Building	1.32	0.30	1.02	1.32	0.27	1.05
Plant & Machinery	1.77	1.49	0.28	1.77	1.44	0.33
Furniture & Fittings	0.51	0.48	0.03	0.51	0.48	0.03

Note 41 Related Party Disclosure

Relationship	Name of Parties 2017-18	Name of Parties 2016-17
A Key Management Personnel	----	Mr. Hemant Kumar (Executive Director) (Retired w.e.f: 30th Sep,2016)
	Mr. K. K. Rajgaria, Chief Financial Officer	Mr. K. K. Rajgaria, Chief Financial Officer
	Mr. Akshay Tandon Chief Executive – Real Estate (ceased w.e.f: 24th September,2017)	Mr. Akshay Tandon Chief Executive – Real Estate (Appointment w.e.f: 1st October,2016)
	Mr. Pratik Modi Company Secretary	Mr. Pratik Modi Company Secretary
	Mr. S. U. Khan Vice President & Manager (Appointment w.e.f 1st November, 2017)	----
B Relative of Key Management Personnel	Ms Jyotsna Poddar (Wife of Mr. S.K. Poddar)	Ms Jyotsna Poddar (Wife of Mr. S.K. Poddar)
	Mr. Akshay Poddar (Son of Mr. S.K. Poddar)	Mr. Akshay Poddar (Son of Mr. S.K. Poddar)
	Ms.Puja Poddar (Daughter in law of Mr. S.K.Poddar)	Ms.Puja Poddar (Daughter in law of Mr. S.K.Poddar)
	Ms.Shradha Agarwala (Daughter of Mr. S.K.Poddar)	Ms.Shradha Agarwala (Daughter of Mr. S.K.Poddar)
C Associates	Lionel India Ltd. (50% of the Capital held by the Company)	Lionel India Ltd. (50% of the Capital held by the Company)
	Texmaco Rail & Engineering Ltd. (24.84% of the Capital held by the Company)	Texmaco Rail & Engineering Ltd. (24.88% of the Capital held by the Company)
	Magnacon Electricals India Ltd. (26% of the Capital held by the Company)	-
	-	-
D Other Related Parties where transaction exists	Zuari Investments Ltd	Zuari Investments Ltd
	Duke Commerce Ltd	Duke Commerce Ltd
	Adventz Securities Enterprises Ltd.	Adventz Securities Enterprises Ltd.
	Zuari Global Ltd.	Zuari Global Ltd.
	Adventz Holdings Ltd	Adventz Holdings Ltd
	New Eros Tradecom Ltd.	New Eros Tradecom Ltd.
	Master Exchange & Finance Ltd.	Master Exchange & Finance Ltd.
	Adventz Investments Co. Pvt. Ltd.	Adventz Investments Co. Pvt. Ltd.
	Adventz Securities Trading Pvt. Ltd.	Adventz Securities Trading Pvt. Ltd.
	Adventz Finance Pvt. Ltd.	Adventz Finance Pvt. Ltd.
	Eureka Traders Pvt. Ltd.	Eureka Traders Pvt. Ltd.
	Abhishek Holdings Pvt. Ltd.	Abhishek Holdings Pvt. Ltd.
	Greenland Trading Pvt. Ltd.	Greenland Trading Pvt. Ltd.
	Indrakshi Trading Company Pvt. Ltd.	Indrakshi Trading Company Pvt. Ltd.
	Zuari Agro Chemicals Ltd.	Zuari Agro Chemicals Ltd.
	Zuari Infracore Ltd.	-
	Indian Furniture Products Ltd.	Indian Furniture Products Ltd.
	Hettich India Pvt. Ltd	Hettich India Pvt. Ltd
	Mangalore Chemicals & Fertilizers Ltd	Mangalore Chemicals & Fertilizers Ltd
	Paradeep Phosphate Ltd	Paradeep Phosphate Ltd
Mr. S.K. Poddar (Non-Executive Chairman)	Mr. S.K. Poddar (Non-Executive Chairman)	
Mr. Gaurav Agarwala (Son-in-law of Mr. S.K. Poddar)	Mr. Gaurav Agarwala (Son-in-law of Mr. S.K. Poddar)	
Animark Enterprises Pvt Ltd.	Animark Enterprises Pvt Ltd.	

Notes on Consolidated Financial Statement

Note 42 Related Party Transaction

(₹ in Lakhs)

Transactions	Subsidiaries	Associate	Key Management Personnel	Others	Grand Total	Balance outstanding as on 31/03/18
Transactions with Key Management Personnel						
Remuneration Paid						
Mr. Hemant Kumar (Executive Director) (Retired w.e.f: 30th Sep,2016)	(--)	(--)	(21.25)		(21.25)	(--)
Mr. K. K. Rajgaria, Chief Financial Officer	(--)	(--)	27.64 (24.89)		27.64 (24.89)	(--)
Mr. Akshay Tandon, Chief Executive (Real Estate) (Appointment Date: 1st October, 2016) (ceased w.e.f: 24th September,2017)	(--)	(--)	31.58 (29.00)		31.58 (29.00)	(--)
Mr. Pratik Modi, (Company Secretary)	(--)	(--)	3.34 (2.59)		3.34 (2.59)	(-)
Mr. S. U. Khan, Vice President & Manager (Appointment Date: 1st November, 2017)	(--)	(--)	(16.89) (--)		(16.89) (--)	(-)
Transaction with others						
Mr. Akshay Poddar (Sitting Fees & Commission)	(--)	(--)	(--)	2.40 (2.20)	2.40 (2.20)	(-)
Ms. Jyotsna Poddar (Sitting Fees & Commission)	(--)	(--)	(--)	1.80 (2.00)	1.80 (2.00)	(-)
Mr. S.K. Poddar (Sitting Fees & Commission)	(--)	(--)	(--)	1.80 (2.00)	1.80 (2.00)	(-)
Mr. Gaurav Agarwala (Remuneration paid)	(--)	(--)	(--)	71.43 (63.63)	71.43 (63.63)	(-)
Dividend Received						
Texmaco Rail & Engineering Ltd.	(--)	136.50 (136.50)	(--)	(--)	136.50 (136.50)	(-)
Zuari Global Ltd.	(--)	(--)	(--)	27.58 (27.58)	27.58 (27.58)	(-)
Zuari Agro Chemicals Ltd.	(--)	(--)	(--)	30.45 (--)	30.45 (--)	(-)
Dividend Paid						
Mr. Saroj Poddar	(--)	(--)	(--)	16.30 (13.30)	16.30 (13.30)	(--)
Ms. Jyotsna Poddar	(--)	(--)	(--)	0.24 (1.04)	0.24 (1.04)	(--)
Ms. Shradha Agarwala	(--)	(--)	(--)	0.03 (0.03)	0.03 (0.03)	(--)
Ms. Puja Poddar	(--)	(--)	(--)	0.06 (1.66)	0.06 (1.66)	(--)
Mr. Akshay Poddar	(--)	(--)	(--)	0.07 (0.68)	0.07 (0.68)	(--)
Abhishek Holdings Pvt. Ltd.	(--)	(--)	(--)	(--)	(--)	(--)
Adventz Securities Enterprises Ltd.	(--)	(--)	(--)	7.62 (7.62)	7.62 (7.62)	(--)
Adventz Investments Co. Pvt. Ltd.	(--)	(--)	(--)	6.07 (6.07)	6.07 (6.07)	(--)
Adventz Finance Pvt. Ltd.	(--)	(--)	(--)	26.87 (26.87)	26.87 (26.87)	(--)
Duke Commerce Ltd.	(--)	(--)	(--)	15.45 (15.45)	15.45 (15.45)	(-)
Eureka Traders Pvt. Ltd.	(--)	(--)	(--)	(--)	(--)	(-)
Greenland Trading Pvt. Ltd.	(--)	(--)	(--)	0.07 (0.07)	0.07 (0.07)	(-)
Indrakshi Trading Company Pvt. Ltd.	(--)	(--)	(--)	0.10 (0.10)	0.10 (0.10)	(-)

Notes on Consolidated Financial Statement

Note 42 Related Party Transaction (contd..)

(₹ in Lakhs)

Transactions	Subsidiaries	Associate	Key Management Personnel	Others	Grand Total	Balance outstanding as on 31/03/18
Master Exchange & Finance Ltd.	(--)	(--)	(--)	0.03 (0.03)	0.03 (0.03)	(-)
New Eros Tradecom Ltd.	(--)	(--)	(--)	1.48 (1.48)	1.48 (1.48)	(-)
Texmaco Rail & Engineering Ltd.	(--)	4.70 (4.70)	(--)	(--)	4.70 (4.70)	(-)
Zuari Investments Ltd.	(--)	(--)	(--)	26.83 (32.53)	26.83 (32.53)	(-)
Zuari Global Ltd.	(--)	(--)	(--)	48.32 (42.62)	48.32 (42.62)	(-)
Rent Received						
Zuari Agro Chemicals Ltd.	(--)	(--)	(--)	181.38 (181.38)	181.38 (181.38)	(5.06)
Hettich India Pvt. Ltd.	(--)	(--)	(--)	53.69 (70.54)	53.69 (70.54)	(-)
Indian Furniture Products Ltd.	(--)	(--)	(--)	(2.02)	(2.02)	(-)
Rent Paid						
Animark Enterprises Pvt Ltd.	(--)	(--)	(--)	7.20 (7.20)	7.20 (7.20)	(-)
Interest Received						
Magnacon Electricals India Ltd.	(--)	215.04 (--)	(--)	(--)	215.04 (--)	215.04 (--)
Loans & Advances (Including Accrued Interest)						
Magnacon Electricals India Ltd.	(--)	3,934.43 (--)	(--)	(--)	3,934.43 (--)	3,934.43 (--)
Corporate Guarantee Given						
Texmaco Rail & Engineering Ltd.	(-)	(-)	(-)	(-)	(-)	5000.00 (5,000.00)
Investments						
Zuari Global Ltd.	(-)	(-)	(-)	(-)	(-)	6901.75 (3510.86)
Zuari Agro Chemicals Ltd.	(-)	(-)	(-)	(-)	(-)	16340.18 (10909.95)
Zuari Infracore Ltd.	(-)	(-)	(-)	2950.00 (-)	2950.00 (-)	2950.00 (-)

Figures given in brackets are for previous financials

Compensation to Key Management Personnel is as follows:-

(₹ in Lakhs)

Short Term Benefits	Year Ended 31.03.2018	For the Year Ended 31.03.2017
Mr. Hemant Kumar (Executive Director) (Retired w.e.f: 30th Sep,2016)	--	21.25
Mr. K. K. Rajgaria, Chief Financial Officer	27.64	24.89
Mr. Akshay Tandon, Chief Executive (Real Estate) (Appointment Date: 1st October, 2016) (ceased w.e.f: 24th September,2017)	31.58	29.00
Mr. Pratik Modi, (Company Secretary)	3.34	2.59
Mr. S. U. Khan, Vice President & Manager (Appointment Date: 1st November, 2017)	16.89	--

Notes on Consolidated Financial Statement

The Remuneration of Directors is determined is determined by the remuneration committee having regard to the performance of individuals and market trends.

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation/ premium paid are not available.

Note 43 Earning Per Share

The numerator and denominator used to calculate Basic/ Diluted Earning per Share		(₹ in Lakhs)	
Particulars		2017-18	2016-17
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator	₹ in Lakhs	991.91	2,097.46
Weighted average number of Equity share outstanding used as denominator for Basic earning per share	Numbers	12,74,26,590	12,74,26,590
Weighted average number of Equity share used as denominator for Diluted Earning per Share	Numbers	12,74,26,590	12,74,26,590
(A) Basic Earning per share (face value of ₹ 1/- each)	₹	0.78	1.65
(B) Diluted Earning per share (face value of ₹ 1/- each)	₹	0.78	1.65

Note 44 Particulars of Purchase / Sale of Goods & Services

Particulars		(₹ in Lakhs)	
		2017-18	2016-17
Sale of Finished Goods			
Sale of Hydro Power		117.21	340.71
Services Rendered			
Rent		1,104.73	1,115.85
Manpower and Other Services		583.12	932.50

Note 45 Expenditure in Foreign Currency:

Particulars		(₹ in Lakhs)	
		2017-18	2016-17
Fees (CWIP)		-	24.50
Total		-	24.50

Note 46 Financial Risk Management Objectives and policies-

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.

The Company's financial liabilities comprise borrowings, capital creditors and trade and other payables. The company's financial assets include trade and other receivables, cash and cash equivalents, investments including investments in subsidiaries, loans & advances and deposits

A. Credit Risk- A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Notes on Consolidated Financial Statement

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in Note 10 as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

B. Liquidity Risk- A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

C. Market Risk- A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

Foreign Currency Risk- A risk that the fair value or future value of the cash flows of forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

D. Equity Price Risk- A risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer, or by factors affecting all similar financial instruments traded in the market is defined as Equity Price Risk.

The Company generally invests in the equity shares of the Subsidiaries, Associates, Joint Ventures and some of the group companies as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in each of the subsidiaries and group companies based on the respective business plan of each of the companies. The Company's investment in quoted equity instruments (other than above) is not material. For sensitivity analysis of Company's investments in equity instruments, refer Note No. 48 (Fair Value).

Note 47 Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

48 Fair Value

Carrying amounts and fair values Fair Value through Profit & Loss (FVTPL) of financial instruments, including their levels in the fair value hierarchy has been mentioned in Note 2 (vii) and has been mentioned in Note No 4 and Note No 10.

Notes on Consolidated Financial Statement

Financial instruments- Accounting, Classification and Fair Value Measurement

A. Accounting classification and fair values

(₹ in Lakhs)

Particulars (As at 31.03. 2018)	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	19,461.25	29,926.41	49,387.66	19,461.25	29,926.41	-	49,387.66
- Loans & Advances	-	-	134.68	134.68	-	-	134.68	134.68
- Others	-	-	4.33	4.33	-	-	4.33	4.33
Financial Assets (Short Term)								
- Investments	3,251.92	-	-	3,251.92	3,251.92	-	-	3,251.92
- Trade Receivable	-	-	249.52	249.52	-	-	249.52	249.52
- Cash and cash equivalents	-	-	167.25	167.25	-	-	167.25	167.25
- Bank Balances & Others	-	-	10.01	10.01	-	-	10.01	10.01
- Loans & Advances	-	-	6,116.16	6,116.16	-	-	6,116.16	6,116.16
Total	3,251.92	19,461.25	36,608.36	59,321.53	22,713.17	29,926.41	6,681.95	59,321.53
Financial liabilities (Loang Term)								
- Borrowings	-	-	2,608.97	2,608.97	-	-	2,608.97	2,608.97
- Other Financial Liabilities	-	-	528.73	528.73	-	-	528.73	528.73
Financial liabilities (Short Term)								
- Borrowings	-	-	-	-	-	-	-	-
- Trade Payable	-	-	93.21	93.21	-	-	93.21	93.21
- Other Financial Liabilities	-	-	438.92	438.92	-	-	438.92	438.92
Total	-	-	3,669.83	3,669.83	-	-	3,669.83	3,669.83

(₹ in Lakhs)

Particulars (As at 31.03.2017)	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	14,648.93	26,137.19	40,786.12	14,648.93	26,137.19	-	40,786.12
- Loans & Advances	-	-	57.73	57.73	-	-	57.73	57.73
- Others	-	-	4.56	4.56	-	-	4.56	4.56
Financial Assets (Short Term)								
- Investments	4,339.92	-	-	4,339.92	4,339.92	-	-	4,339.92
- Trade Receivable	-	-	208.85	208.85	-	-	208.85	208.85
- Cash and cash equivalents	-	-	391.34	391.34	-	-	391.34	391.34
- Bank Balances & Others	-	-	16.73	16.73	-	-	16.73	16.73
- Loans & Advances	-	-	4,994.71	4,994.71	-	-	4,994.71	4,994.71
Total	4,339.92	14,648.93	31,811.11	50,799.96	18,988.85	26,137.19	5,673.92	50,799.96
Financial liabilities (Loang Term)								
- Borrowings	-	-	69.96	69.96	-	-	69.96	69.96
- Other Financial Liabilities	-	-	528.73	528.73	-	-	528.73	528.73
Financial liabilities (Short Term)								
- Borrowings	-	-	1.32	1.32	-	-	1.32	1.32
- Trade Payable	-	-	58.81	58.81	-	-	58.81	58.81
- Other Financial Liabilities	-	-	236.80	236.80	-	-	236.80	236.80
Total	-	-	895.62	895.62	-	-	895.62	895.62

* The carrying value and the fair value approximates.

B. Measurement of fair values

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes on Consolidated Financial Statement

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 49 Information about Segment Working is given below

(₹ in Lakhs)

Particulars	2017-2018					2016-2017				
	Real Estate	Mini Hydro	Man power Services	Other	Total	Real Estate	Mini Hydro	Man power Services	Other	Total
	1	2	3	4	5	1	2	3	4	5
					(1+2+3+4)					(1+2+3+4)
Revenue (Net of Excise Duty and Cess)										
Segment Revenue	1,153.95	117.21	571.64	-	1,842.80	1,145.47	340.94	923.72	-	2,410.13
Less: Inter-Segment Revenue					(15.63)					(19.64)
Total Revenue					1,827.17					2,390.49
Result										
Segment Result	573.65	(78.63)	(13.34)	99.60	581.28	814.04	102.92	(29.18)	(75.96)	811.82
Unallocated Corporate Expenses					-					-
Operating Profit/(Loss)					581.28					811.82
Finance Costs (Interest Expense)					(231.04)					(100.67)
Interest Income					605.31					706.74
Total Profit/(Loss) before Tax					955.55					1,417.89
Provision for Current Tax					348.94					356.73
Provision for Deferred Tax					(141.09)					(206.61)
Net Profit/(Loss)					747.70					1,267.77
Minority Interest Share of Profit / (Loss) from Associates					250.29					835.44
Other Information					997.99					2,103.21
Segment assets	12,179.97	967.24	1,171.14	62,143.39	76,461.74	13,105.49	1,037.38	1,202.19	52,486.99	67,832.05
Unallocated Corporate Assets					-					-
Total Assets					76,534.69					67,832.05
Segment liabilities	3,694.83	262.56	274.81	151.40	4,383.61	823.16	39.61	286.77	184.23	1,333.77
Unallocated corporate liabilities					-					-
Total Liabilities					4,456.55					1,333.77
Capital expenditure	208.31	1.50	-	60.13	269.94	140.40	4.47	-	306.03	450.90
Depreciation	141.08	40.89	-	73.66	255.63	133.98	47.44	-	72.02	253.44

Notes on Consolidated Financial Statement

Note 50 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 was issued in February 2015 and establishes a five step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. The Company will adopt the new standard on the required effective date. During the current year, the Company performed a preliminary assessment of Ind AS 115, which is subject to changes arising from a more detailed ongoing analysis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company does not have foreign currency transaction and hence there is no impact of this amendment on its financial statements.

Note 51

Previous year figure have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year classification.

Note 52

Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1,000/-.

Notes referred to above form integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm Registration No: 302082E

CA. Ajay Agrawal

Partner

Membership No.017643

Place : Kolkata- 700 001

Dated: 15th May, 2018

Pratik Modi

Company Secretary

K. K. Rajgaria

CFO

S. K. Poddar

Dipankar Chatterji

Akshay Poddar

} *Directors*

TEXMACO INFRASTRUCTURE & HOLDINGS LTD.

Belgharia, Kolkata 700 056

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata - 700 056,

Phone no. 033 25691500, Fax no. 033 2541 2448

Email: texinfra_cs@texmaco.in, Website: www.texinfra.in

Notice to the Shareholders

Notice is hereby given that the 78th Annual General Meeting of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED will be held on **Tuesday, 4th September 2018 at 4:30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056**, to transact the following businesses:

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2018.
2. To declare Dividend on Equity Shares for the year ended 31st March 2018.
3. To appoint a Director in place of Ms. Jyotsna Poddar (DIN: 00055736), who retires by rotation and offers herself for re-election.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

Item No. 4

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof, the Cost Auditors, M/s DGM & Associates, Cost Accountants, (ICMA Registration No. 000038) appointed by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2019, be paid the remuneration as decided by the Board of Directors of the Company and as stated in the Explanatory Statement."

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

Item No. 5

"RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Mr. Santosh Kumar Rungta (DIN: 00053824), be and is hereby re-appointed to the Board of Directors as an Independent Director of the Company for a period of 5(Five) years with effect from 6th November, 2018."

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

Item No. 6

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, the Company hereby approves the appointment of Mr. S. U. Khan as Manager of the Company for a period of 3 (Three) years with effect from 16th October 2017, on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement."

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

Item No. 7

"RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Mr. Kalpataru Tripathy (DIN: 00865794), be and is hereby appointed to the Board of Directors as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th July 2018."

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

Item No. 8

"RESOLVED that in partial modification to the Ordinary Resolution passed by the Members at the 76th Annual General Meeting of the Company held on 26th September 2016, appointing Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) as an Independent Director of the Company for a period of 3 (Three) years w.e.f. 25th July 2016 up to 24th July 2019 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, the same be and is hereby approved by way of a Special Resolution."

Belgharia
Kolkata – 700 056
Dated: 30th July, 2018

By the order of the Board
Pratik Modi
Company Secretary

NOTES:

- (i) **A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a member of the Company.**

The instrument appointing Proxy, in order to be effective, duly signed, stamped and completed, must be deposited at the Registered Office of the Company located at Belgharia, Kolkata - 700 056 not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 4:30 PM on Sunday, 2nd September 2018.

The Proxy Form submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate Resolution(s) / Authority as may be applicable. A Person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total Paid-up Share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total Paid-up Share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

Proxy shall carry his / her identity proof (any one of PAN Card, Voter ID Card, AADHAR Card, Driving License, Passport, etc.) at the venue of the AGM.

- (ii) **The Register of Members of the Company will remain closed from Thursday, 30th August 2018 to Tuesday, 4th September 2018 (both days inclusive).**

- (iii) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the businesses at Item nos. 4 to 8 of the Notice as set out above, is annexed hereto.

- (iv) In terms of Section 152 of the Companies Act, 2013, Ms. Jyotsna Poddar retires by rotation and being eligible, offers herself for re-appointment at the ensuing AGM.

The Board recommends her re-appointment. Additional information in respect of her re-appointment, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards form a part of this Notice.

- (v) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Auditors' Report, the Report of the Board of Directors and all other documents annexed or attached thereto of the Company are available for inspection by the Members at the Registered & Corporate Office of the Company between 11.00 AM and 1.00 PM on all working days from the date hereof up to this AGM.

- (vi) To support the 'Green Initiative', Members who have not registered their e-mail IDs so far are requested to register their e-mail IDs, so that they can receive the Annual Report and all other communication from the Company through electronic mode.

- (vii) In line with the SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic fund transfer, Members are requested to provide their Bank details to the Company / Registrar and Share Transfer Agent (RTA) in order to avail the electronic payment facility. Further to strengthen the guidelines and raising industry standards for RTA and the Companies, the SEBI has mandated for updation of Bank / PAN details of Shareholders holding Equity Shares in physical form and accordingly, the concerned Shareholders are requested to provide the details to RTA / Company.

(viii) Voting through electronic means:

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also by way of e-voting (Insta Poll) at the AGM, for which purpose the Company has engaged the services of

Karvy Computershare Private Limited (Karvy). The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, as the Scrutinizer for this purpose.

The instructions for remote e-voting are as under:

- Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.
- Enter the login credentials [i.e. user ID and password mentioned in the Attendance Slip of the Notice of this AGM or as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail IDs]. Your Folio No. / DP ID Client ID will be your user ID.
- Put user ID and password as initial password / PIN noted in step (a) above. Click Login.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail IDs, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the 'EVENT' i.e., Texmaco Infrastructure & Holdings Limited.
- (g) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST' for voting. Enter the number of Equity Shares (which represents number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed the total shareholding. You may also choose the option 'ABSTAIN'.
- (h) Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (i) Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, Shareholders can Login any number of times till they have voted on the Resolutions.
- (j) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.
- (k) Any person who becomes a Member of the Company after the dispatch of the Notice and holding Equity Shares as on the cut-off date i.e. Tuesday, 28th August 2018 may approach the Company / Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means to the following procedure.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399.
- Example for NSDL : MYEPWD <SPACE> IN12345612345678
- Example for CDSL : MYEPWD <SPACE> 1402345612345678
- Example for Physical : MYEPWD <SPACE> XXX1234567
- b. If the e-mail ID or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001.
- d. Member may send an e-mail request to evoting@karvy.com.
2. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Tuesday, 28th August 2018 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
3. The remote e-voting period commences at **9.00 AM on Friday, 31st August 2018 and ends at 5.00 PM on Monday, 3rd September 2018**. During this period Shareholders of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the **cut-off date (Record Date) i.e. Tuesday, 28th August 2018** may cast their vote electronically.
- The e-voting module shall be blocked for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.
4. The Members who have already casted their vote through remote e-voting cannot vote again at the e-voting at the AGM venue. However, such Member shall be entitled to attend the AGM.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://e-voting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1-800- 3454-001 (toll free) or any grievances may please be sent to the e-mail ID evoting@karvy.com or may be addressed to the Company Secretary at the e-mail ID evoting_texinfra@texmaco.in
6. The Results of the e-voting will be declared on or after the date of the AGM i.e. Tuesday, 4th September 2018. The declared Results, along with the Scrutiniser's Report will be available on the Company's website www.texinfra.in and on the website of Karvy; such Results will also be forwarded to the Stock Exchange(s) where the Equity Shares of the Company are listed.
7. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Explanatory Statement as required u/s 102 of the Companies Act, 2013

Item No. 4

The Board on the recommendation of the Audit Committee, at its Meeting held on 15th May 2018 has approved the appointment of M/s DGM & Associates, Cost Accountants, as Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2019 in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder at a remuneration of ₹ 30,000 plus out-of-pocket expenses as incurred from time to time. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors is available for inspection at the Registered & Corporate Office of the Company between 11:00 AM and 1:00 PM on all working days from the date hereof up to this AGM.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Item No. 5

The present term of Mr. Santosh Kumar Rungta expires on 7th November 2018. In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment as an Independent Director w.e.f. 8th November, 2018 for a further period of 5 (Five) years. As per the opinion of the Board, he fulfils the criteria specified in the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director.

Mr. Rungta, aged 71 years, is the Chairman of the Rungta Group, one of the oldest groups in Eastern India involved in mining, Real Estate and Industry. He started his business career very early in life and today proudly leads one of the foremost Real Estate Groups in Eastern India.

Mr. Rungta has been the National President of Confederation of Real Estate Developers' Association of India and President of the Bharat Chamber of Commerce. He was also the President of the Bengal Rowing Club, President of Rotary Club of Kolkata Metropolitan South and Dakshin Kolkata District Table Tennis Association.

Mr. Rungta is actively involved in various institutions including medical, educational, sports and numerous other social bodies and is the Trustee of Satsang Bhawan and Vishwa Kalyan Sadhana Yatan.

Except Mr. Rungta and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except to their Shareholding interest, if any, in the Company.

Item No. 6

Mr. Sirajuddin Khan, aged 59 years, has done MA in psychology from Kanpur, PG Diploma in IR & PM and MBA (Personnel Management) from Nagpur University.

Before joining Texmaco Infrastructure & Holdings Limited, he was working as Group General Manager (HR & IR) Corporate level in Adventz Group (Late Dr. K.K. Birla Group), Gurgaon, Haryana. He was responsible for HR, IR and Admin activities of many group companies.

Previously, he was also associated with Moserbaer Power (Madhya Pradesh) Ltd., Anuppur (M.P.), MASS-CLIMB, New Delhi, Arfat Petrochemicals Pvt. Ltd., Kota (Rajasthan), Baroda Rayon Corporation Ltd., Surat (Gujarat), MafatLal Industries Ltd. (Chemical, Textile & Garment Divisions - Arvind Mafatlal Group). He was associated during the span of 17 years with Indian Rayon and Industries Ltd., (Aditya Birla Group), Bhasin Asso. Ltd., Metal Box (I) Ltd. and International Systems Services.

The Board of Directors is of the opinion that his vast experience will be of great value to the Company and hence recommends the Resolution at Item no. 6 of this Notice for your approval.

Except Mr. Khan and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except to their Shareholding interest, if any, in the Company.

Item No. 7

The Board, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 30th July 2018, has appointed Mr. Kalpataru Tripathy as an Independent Director to the Board of Directors of the Company for a period of 5 (Five) years w.e.f. 30th July 2018.

Mr. Tripathy is a renowned lawyer by profession having more than 21 years of experience. He specializes in Mergers & Acquisitions, Private Equity, Joint Ventures and other General Corporate Laws. He has been holding directorships in JK Tyre & Industries Limited, Avash Sugar & Energy Limited, Cavendish India Limited and JK Enviro-tech Limited including chairmanship and membership in various committees of those companies.

The Company has received a declaration from Mr. Tripathy that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No.7 of this Notice for your approval.

Except Mr. Tripathy and his relatives, no other Director or Key Managerial personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Item No. 8

The Members of the Company on 26th September 2016 had approved the appointment of Mr. D. R. Kaarthiskeyan as an Independent Director of the Company for a period of three years with effect from 25th July 2016.

As per the SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years as on 1st April 2019 unless a Special Resolution is passed to that effect.

Mr. D. R. Kaarthiskeyan, aged 78 years, is a Graduate in Bachelor of Science (Chemistry and Agriculture) and is also a Bachelor of Law. After practising as Lawyer for three years, he got selected and appointed to the elite Indian Police Service and in that capacity he held several positions including District Superintendent of Police of large problematic districts like Gulbarga, Dharwar and Belgaum, major Districts of Karnataka State in India.

He held challenging positions like Chief of Investigation team of former Prime Minister Rajiv Gandhi assassination case; Director-General of Central Reserve Police Force, the largest para-military

force in India; Director of the prestigious Central Bureau of Investigation of India; and Director-General in the National Human Rights Commission.

In 2010, Mr. Kaarthiskeyan was conferred the Padma Shri, one of the highest civilian awards in the Country, by the Government of India in recognition of his exceptional and distinguished services rendered to the Nation. His services in the various fields have been recognised by grant of many awards and titles.

In view of the background and valuable experience of Mr. Kaarthiskeyan, it will be in the interest of the Company that he continues as a Director of the Company till the completion of his present term of appointment already approved by the Members. The Board believes that his experience and vision will contribute to the growth of the Company and also in navigating the Company with best Corporate Governance practices.

Except Mr. Kaarthiskeyan and his relatives, no other Director or Key Managerial personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 5, 6, 7, and 8 -

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthiskeyan
Age (in years)	68	71	59	46	78
Qualification	B. A.	B.Com	MBA (Personnel Management)	B.Sc, LLB, PG Dip in International Business Law	B. Sc, LLB
Date of first Appointment on the Board	30th March 2015	7th November 2015	16th October 2017	30th July, 2018	2nd September 2011
Expertise in specific functional areas	Literary, Social activities, managing large business setups	Real Estate, sectors relating to Mining and allied activities	HR, IR and Admin activities	While he is a Lawyer by profession for last 21+ years, he specializes in Mergers & Acquisitions, Private Equity, Joint Ventures, and other General Corporate Laws	<ul style="list-style-type: none"> • Experience in civil services • Has held challenging position including DG of RPF, DG of NHRC
Remuneration last drawn (in crore)	NA	NA	18,32,392	NA	N.A.
Shareholding in the Company	1,21,790	Nil	Nil	Nil	Nil

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthikeyan
Relationship with other Director in the Company	Wife of Mr. S. K. Poddar and Mother of Mr. Akshay Poddar	NA	NA	NA	NA
Directorship held in other Companies	Lionel Edwards Ltd. Lionel India Ltd. Nilgiri Plantations Ltd. Ronson Traders Ltd. Sangha Shree Investment & Trading Co Ltd. Sundak Teatak Ltd. Yashovardhan Investment & Trading Co Ltd. Zuari Global Limited Adventz Homecare Pvt. Ltd. Abhishek Holdings Pvt. Ltd.	Bijoy Mining Co. Limited Drishti Land & Infrastructure Private Limited Madgul Minerals Private Limited Madgul Parks Private Limited Supriti Apartments Private Limited JG Properties Private Limited Madan Properties Private Limited Parul Farms Private Limited Mayfair Garden Private Limited Madgul Apartments Private Limited Sharnagat Plaza Private Limited Mahima Tie-up Private Limited Bestview Vinimay Private Limited Happy Home Fiscal Service Private Limited Fairplan Vinimay Private	Nil	JK Tyre & Industries Limited Avadh Sugar & Energy Limited Cavendish India Limited JK Enviro-tech Limited	Texmaco Rail & Engineering Limited Taj GVK Hotels and Resorts Limited Star Health and Allied Insurance Company Limited Raj Television Network Limited Lotus Eye Hospital and Institute Limited Life Positive Private Limited

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthikeyan
Chairmanship / Membership of Committees in Companies including those in the Company	Nil	Texmaco Infrastructure & Holdings Limited – Member of Audit Committee and Stakeholders Relationship Committee	Nil	Cavendish India Limited – Chairman of Audit Committee Avadh Sugar & Energy Limited - Member of Audit Committee and Nomination and Remuneration Committee JK Tyre & Industries Limited – Member of Nomination and Remuneration Committee	Texmaco Rail & Engineering Limited - Member of Audit Committee Star Health and Allied Insurance Company Limited - Member of Audit Committee Taj GVK Hotels and Resorts Limited - Member of Audit Committee and Remuneration Committee Lotus Eye Hospital and Institute Limited - Member of Audit Committee and Remuneration Committee

