



KEMP & COMPANY LTD.

DGP House, 88-C, Old Prabhadevi Road, Mumbai - 400 025, India. • E-mail : kemp-investor-help@vipbags.com
Phone : +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : L24239MH1982PLC000047 • Web.: www.kempnco.com

28th September, 2018

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Scrip Code: 506530

Sub: Submission of 137th Annual Report of Kemp & Company Limited


Dear Sir,

With reference to the captioned subject, we are enclosing herewith 137th Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members of the Company at its Annual General Meeting held on Friday, 28th September, 2018.

Please take the above on record and disseminate the same for the information of investors.

Thanking you,

Yours faithfully,
For Kemp & Company Limited


Kunal Chhatwani
Company Secretary



Encl. as above



KEMP & COMPANY LIMITED

137th Annual Report 2017-18

137th Annual Report

BOARD OF DIRECTORS

Mrs. Shalini D. Piramal- Managing Director
Mr. Ranjan Sanghi
Mr. M.K. Arora
Mr. Raj Kumar Kataria
Mr. Satyen Dalal (w.e.f. 22nd June, 2018)
Mr. Shekhar Shah (till 4th June, 2018)

CHIEF FINANCIAL OFFICER

Mr. Sunil Kumar Gupta

STATUTORY AUDITORS

M/s. M L Bhuwania and Co. LLP
Chartered Accountants

BANKERS

Central Bank of India

INVESTORS' SERVICES DEPARTMENT

DGP House, 5th Floor, 88C, Old Prabhadevi Road,
Mumbai- 400 025, Maharashtra
Email - kemp-investor@kempnco.com
Tel: +91 22 6653 9000, Fax: +91 22 6653 9089

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED,
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai 400 083
Tel: + 91 22 49186000
Fax: + 91 22 49186060
Email: rnt.helpdesk@linkintime.co.in

COMPANY SECRETARY

Mr. Kunal Chhatwani

INTERNAL AUDITORS

M/s. Suresh Surana & Associates LLP
Chartered Accountants

REGISTERED OFFICE

78-A, MIDC Estate, Satpur,
Nashik- 422 007, Maharashtra,
Tel: +91 253 240 6700, Fax: +91 253 235 0756
CIN: L24239MH1982PLC000047

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 137th Annual General Meeting (AGM) of the Members of KEMP & COMPANY LIMITED will be held at registered office situated at 78-A, MIDC Estate, Satpur, Nashik 422 007, Maharashtra on Friday, 28th September, 2018, at 12.30 pm to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2017-18.
3. To appoint a Director in place of Mrs. Shalini D. Piramal (DIN-01365328), who retires by rotation and being eligible, seeks re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment (s) thereof for time being in force) and in partial modification of the resolution passed by the Members of the Company at the 136th Annual General Meeting of the Company held on 4th August, 2017, the appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants, (Firm Registration No. 101484W/W100197) as Statutory Auditors of the Company, for a term of five years commencing from the conclusion of 136th Annual General Meeting till the conclusion of 141st Annual General Meeting of the Company be and hereby continues for the said term, without seeking any further ratification from the shareholders of the Company for their appointment or reappointment as statutory auditors till the conclusion of their tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and remuneration plus taxes at the applicable rates and reimbursement of actual out of pocket expenses as may be incurred by them in performance of their duties.”

SPECIAL BUSINESS:

5. To consider & if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:
“RESOLVED THAT Mr. Satyen Dalal (DIN 00062822), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 22nd June, 2018 in terms of Section 161 of the Companies Act, 2013 read with Article 159 of the Articles of Association of the Company and who holds office till the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 years commencing from 28th September, 2018 up to 27th September, 2023.
6. To consider & if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:
“RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under including any statutory modification thereof for the time being in force and may be enacted from time to time consent of the Members of the Company be and is hereby accorded for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time for acquisition of shares, deposits, debentures, mutual funds or any other kind of security or securities as may be considered appropriate for an amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores only) over and above the limits permissible under section 186(3) notwithstanding that such investment and acquisition together with the Company's existing investments and securities provided shall be in excess of the limits prescribed under Section 186 (3) of the Companies Act, 2013.
RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect”.
7. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from “78-A, MIDC Estate, Satpur, Nashik - 422 007, Maharashtra” to “5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra”.
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By the Order of the Board of Directors

Place: Mumbai
Date: 9th August, 2018

Kunal Chhatwani
Company Secretary

Registered Office:
78-A, MIDC Estate, Satpur, Nashik – 422 007
Maharashtra, India
CIN: L24239MH1982PLC000047

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 7 as set out under ordinary and special business of the Notice and the details in respect of the Directors proposed to be appointed and re-appointed at the Annual General Meeting are annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
- A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours (i.e. by 12.30 p.m. on 26th September, 2018) before the commencement of the meeting. A Proxy form is annexed to this report.
- (c) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on behalf of the Company.
- (d) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 20th September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of payment of dividend.
- (e) The dividend as recommended by the Board of Directors, if approved by the Members at the ensuing AGM will be paid on or after 1st October, 2018 as under to:
- Members holding shares in physical form, whose name appear in the Company's Register of Members as on 28th September, 2018.
 - Beneficial owners, whose name appears in the beneficial owners list to be furnished for this purpose by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 19th September, 2018.
- (f) Members desirous of obtaining any information in respect of Annual Financial Statements and operations of the Company are requested to write to the Company at least one week before the Meeting, to enable the Company to make available the required information at the Meeting.
- (g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
- SEBI has also directed all listed Companies to record PAN and Bank account details of the shareholders holding shares in physical mode. Members are therefore requested to update their PAN and Bank account details with the Company's Registrar and Transfer's Agent at the earliest.
- (h) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA) has allowed companies to send official documents to their shareholders electronically. Accordingly, Annual Report for the financial year 2017-18 along with Notice of the 137th AGM of the Company, inter-alia indicating the process and manner of e-voting, Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Annual Report for the year 2017-18 are being sent through the permitted mode. However, the Company requests the members to expeditiously update their e-mail id by writing to the Company at DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai-400 025, Tel.: +91-22-6653 9000 Fax: +91-22- 6653 9089 Email: kemp-investor@kempnco.com or the Company's RTA.
- (i) Members may also note that the Notice of the 137th AGM and the Annual Report for financial year 2017-18, in Portable Document Format (PDF), will also be available on the Company's website www.kempnco.com.
- (j) In case of joint shareholders attending the meeting, only such joint shareholder whose name appears higher in order of names as mentioned in the Register of Members of the Company will be entitled to vote.
- (k) Members are requested to notify immediately, any change in their address registered with the Company or to the RTA for equity shares held in physical form and to their respective Depository Participants (DPs) in respect of equity shares held in electronic form.
- (l) Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/ her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's RTA and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).

(m) Transfer of Unpaid Dividend:

In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not en-cashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. In view of the above, during the year under review the Company has transferred the unclaimed/unpaid dividend for the financial year 2009-10 which remain unpaid and unclaimed for a period of 7 years to IEPF.

Unclaimed dividend in respect of Financial Year 2010-11 is due for transfer to IEPF on 19th October, 2018. Members who have not yet en-cashed or claimed their dividend warrant(s) pertaining to the dividend for the Financial Year 2010-11 onwards, are requested to lodge their claims with the Company for the same.

Transfer of Equity Shares:

Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF rules) amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of 7 (seven) years, to a Demat account of the Investor Education and Protection Fund Authority. The said Shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following due procedure prescribed under the said IEPF rules.

The Company has intimated individually to all shareholders, dividend on whose shares has remained unpaid for a continuous period of 7 (seven) years and a notice in this regard has also been published in the Free Press Journal (English) and Nav Shakti (Marathi) on 16th July, 2018. The Statement of Unclaimed Dividend amount for 7 (seven) consecutive years and unclaimed shares due for transfer to Demat Account of IEPF Authority is placed on the website of the Company at www.kempnco.com.

In view of the above, during the year under review, the Company has transferred 8550 shares pertaining to 179 Shareholders of the Company to the Demat Account of the IEPF Authority. The voting right on such unclaimed shares, which were transferred to the Demat Account of the IEPF Authority shall remain frozen until the rightful owner claims the same.

Members are therefore requested to approach the Company's RTA to claim their unpaid shares and dividend, if any.

- (n) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/ she/they is/are requested to forward his/her/their share certificates, along with a request letter, to the Company or the Company's RTA.
- (o) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility for voting through ballot paper will be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018 at 9.00 am and ends on 27th September, 2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

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

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

(p) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 19th September, 2018.

- (q) Those shareholders who have become the shareholders after 24th August, 2018 the cut-off date for sending the Annual Report, may refer to the Notice which is available on the Company's website www.kempnco.com, and also on the website of CDSL e-Voting i.e. www.evotingindia.com.
- (r) M/s. Ragini Chokshi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (s) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (t) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kempnco.com and on the website of CDSL e-Voting within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.
- (u) As an austerity measure, copies of Annual Report will not be distributed at the AGM. Members are requested to bring their own copies to the Meeting.
- (v) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

THE FOLLOWING STATEMENTS SETS OUT THE MATERIAL FACTS RELATING TO ORDINARY BUSINESS UNDER ITEM NO. 4 IN THE ACCOMPANYING NOTICE

ITEM NO. 4

At the 136th Annual General Meeting (AGM) of the Company, the shareholders had approved appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants, (Firm Registration No. 101484W/W100197) as Statutory Auditors of the Company from conclusion of 136th AGM till the conclusion of 141st AGM, subject to ratification by the shareholders at every AGM.

The Companies (Amendment) Act, 2017 published in the Gazette of India on January 3, 2018, amended few sections of Companies Act, 2013 including omission of first proviso to Section 139(1) of Companies Act 2013 which provided for ratification of appointment of Statutory Auditors by members at every AGM. The amendment to said section is already effective from May 7, 2018.

In view of the above, the Board of Directors of Company have proposed partial modification of previous resolution of the members passed at the 136th AGM of the Company on appointment of Statutory Auditors and recommended to continue appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants, (Firm Registration No. 101484W/W100197, as Statutory Auditors of the Company for the period of five years commencing from the conclusion of 136th AGM till the conclusion of 141st AGM of the Company, without seeking any further ratification of their appointment from members at this AGM and ensuing AGMs till the tenure of the Statutory Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board recommends the ordinary resolution at Item No. 4 for approval of the Members of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 5**

The Board of Directors at its meeting held on 22nd June, 2018 appointed Mr. Satyen Dalal, as an Additional Director of the Company with effect from 22nd June, 2018 in terms of Section 161 of the Companies Act, 2013 (the Act). Mr. Satyen Dalal holds office upto the date of this Meeting.

The Company has received a notice in writing along with the requisite deposit of ₹ 1,00,000/- under Section 160 of the Companies Act, 2013 from a shareholder along with proposal for appointment of Mr. Satyen Dalal as an Independent Director of the Company.

Mr. Satyen Dalal, aged 42 years, has completed his education from Shapwick Senior School, Somerset, U.K. GCSE and holds a degree in Business Management from Yeovil College, Yeovil, Somerset, U.K. He joined FB Clark Insurance, U.K and subsequently became an advisor for Sheikh Abdul Rehman Al Qasimi in Sharjah, Dubai. He obtained a master franchise of ST Dupont, a French manufacturer of luxury pens, diaries and accessories and opened 16 outlets in India. He also set up a luxury furniture business selling Saporiti Sofas from Italy, Chateau Dax from Italy, Sauder from America and Flexa from Denmark. In 2003, the above two businesses were merged into a leading departmental store "The Bombay Store".

In 2007, Mr. Satyen Dalal started wealth management / investment banking business under the name of First Overseas Capital Ltd., a Category I Merchant Banking Company, which has since then successfully completed many IPO's and mergers.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors, other than Mr. Satyen Dalal, is in any way, concerned or interested or deemed to be concerned or interested in passing of the said resolution.

ITEM NO. 6

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares, deposits, debentures, mutual funds or any other kind of security or securities of the any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company by passing the Special Resolution.

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of limits specified under section 186 of the Companies Act, 2013 from time to time for acquisition of shares, deposits, debentures, mutual funds or any other kind of security or securities as may be considered appropriate for an amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores only) over and above the limits permissible under section 186(3) notwithstanding that such investment and acquisition together with the Company's existing investments and securities provided shall be in excess of the limits prescribed under Section 186 (3) of the Companies Act, 2013.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested or deemed to be concerned or interested, in passing of the said resolution.

ITEM NO. 7

Presently, the Company's Registered Office is located at 78-A, MIDC Estate, Satpur, Nashik - 422 007. The Board of Directors of your Company have proposed to shift the Registered Office of the Company from the '78-A, MIDC Estate, Satpur, Nashik - 422 007, Maharashtra' to '5th Floor, DGP House, 88 C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra' to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company are based at Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate better co-ordination and interaction with shareholders and leading to improve investors' relationship.

Further, head offices of key regulatory bodies such as Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges are in Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate smooth and regular interface with the key regulatory bodies.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution. Therefore, the Board of Directors of your Company recommend passing of the Special Resolution as set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested or deemed to be concerned or interested in passing of the said resolution.

KEMP & COMPANY LIMITED

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mrs. Shalini D. Piramal	Mr. Satyen Dalal
Date of Birth	1.3.1965	22.8.1975
Date of Appointment	26.3.2015	22.6.2018
Qualification	B.Com	Degree in Business Management
Experience in special functional area	Corporate Management	Investment Banking
Chairman / Director of other companies	<ol style="list-style-type: none"> DGP Securities Limited DGP Enterprises Private Limited Alcon Finance and Investments Ltd. DGP Capital Management Limited Gazelle Travels Private Limited 	<ol style="list-style-type: none"> Amalgamated Electricity Company Limited Western Press Private Limited Gateway International Private Limited Chasam Investment And Leasing Pvt. Ltd. Comforts Viaggi Private Limited Cifco Properties Private Limited Cifco Travels Private Limited Shriya Capital Services Private Limited First Overseas Capital Limited Stanford Securities Private Limited Western Fund Advisory Services Private Limited
Chairman/ Member of Committees of other Companies	N/A	N/A
No. of shares held in the Company	Nil	Nil

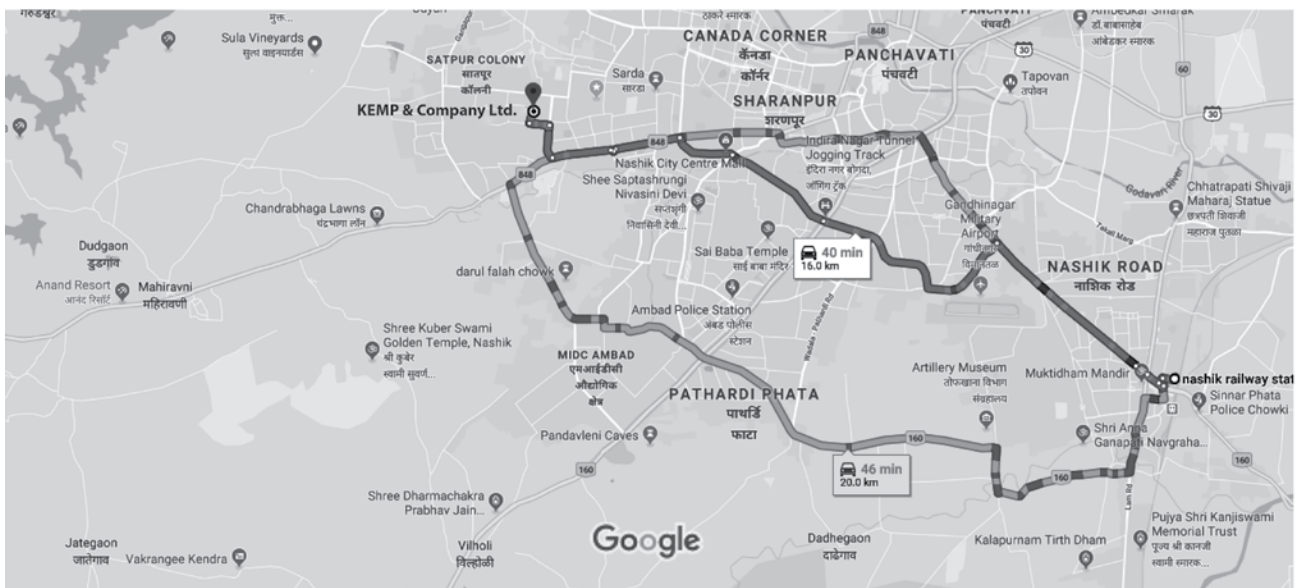
By the Order of the Board of Directors

Place: Mumbai
Date: 9th August, 2018

Kunal Chhatwani
Company Secretary

Registered Office:
78-A, MIDC Estate, Satpur, Nashik – 422 007
Maharashtra, India
CIN: L24239MH1982PLC000047

Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)



DIRECTORS' REPORT

Your Directors are pleased to present the 137th Annual Report together with the Audited Annual Accounts of your Company for the year ended 31st March, 2018

FINANCIAL RESULTS

(₹ in thousand)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from operations	50,701	53,312
Profit before Depreciation, Interest and Tax	15,547	19,680
Finance cost	-	116
Depreciation and Amortization expenses	2,556	2,551
Profit before tax	12,991	17,013
Tax expenses:		
1. Deferred tax	(5,181)	2,853
2. Excess provision for tax relating to prior year	(5)	54
Profit for the year	18,177	14,106

OVERALL PERFORMANCE AND OUTLOOK

During the year under review, the Sales and Other Income declined by 4.89% from ₹ 53,312 thousand to ₹ 50,701 thousand. The profit before tax has decreased from ₹ 17,013 thousand to ₹ 12,991 thousand. However, the profit after tax has increased from ₹ 14,106 thousand to ₹ 18,177 thousand due to reversal of deferred tax provided earlier as per new accounting standards IndAS.

The Company is exploring various options to improve performance in the coming year.

RESERVES & DIVIDEND

During the year under review, as well as the previous year, the Company has not transferred any amount to the General Reserves. As on 31st March, 2018, Reserves and Surplus of the Company were at ₹ 1,239 Thousands.

Your Directors are pleased to recommend for your consideration, a dividend of Re. 1/- (Rupee One only) per equity share of ₹ 10/- each for the financial year 2017-18.

Your Company had not declared any dividend for the financial year 2016-17.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in the prescribed Form MGT-9 is annexed herewith as **Annexure "A"**.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly followed by the Company.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, four Board Meetings and four Audit Committee Meetings were convened and held. A calendar of Meetings is prepared and circulated in advance to your Directors. The intervening gap between the two Meetings was within the period prescribed under the Companies Act, 2013. In addition, the Independent Directors had a meeting during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, your Directors, based on their knowledge and belief and the information and explanations obtained confirm that:

- in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- such accounting policies selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2018 and of the profit and loss of your Company for that period;

- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) annual accounts for the financial year ended 31st March, 2018 have been prepared on a going concern basis;
- (e) internal financial controls had been laid down and followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION OF INDEPENDENT DIRECTORS

Pursuant to section 134(3)(d) of the Act, your Company confirm having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Director (executive/non-executive) and also the criteria for determining the remuneration of the Directors, KMP and other employees. Nomination and Remuneration Policy of the Company has been displayed on the Company's website i.e. www.kempnco.com.

AUDITORS

Statutory Auditors

At the 136th Annual General Meeting held on 4th August, 2017, M/s. M L Bhuwania and Co., LLP, Chartered Accountants (Firm Registration No. 101484W/W100197) were appointed as Statutory Auditors of the Company to hold office for a term of 5 years commencing from the conclusion of 136th Annual General Meeting till the conclusion of 141st Annual General Meeting, subject to ratification of appointment by the Members of the Company in each Annual General Meeting.

The Companies (Amendment) Act, 2017 published in the Gazette of India on January 3, 2018, amended few sections of the Companies Act, 2013 including omission of first proviso to Section 139(1) of the Companies Act, 2013 which provided for ratification of appointment of Statutory Auditors by Members at every Annual General Meeting. The amendment to said section is already effective from May 7, 2018.

In view of the above, the Board of Directors of the Company have proposed partial modification of previous resolution of the Members passed at the 136th Annual General Meeting of the Company on appointment of Statutory Auditors and recommend to continue appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants (Firm Registration No. 101484W/W100197), Statutory Auditors of the Company for a period of five years commencing from the conclusion of 136th Annual General Meeting till the conclusion of 141st Annual General Meeting of the Company, without seeking any further ratification of their appointment from Members at this Annual General Meeting and ensuing Annual General Meetings till the tenure of the Statutory Auditors.

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

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of your Company have re-appointed M/s. Ragini Chokshi & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of your Company for the financial year 2018-19. The Secretarial Audit Report for the financial year 2017-18 forms part of this Annual Report and is appended as **Annexure "B"** to the Board's report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of your Company are Mrs. Shalini D. Piramal, Managing Director; Mr. Sunil Kumar Gupta, Chief Financial Officer and Mr. Kunal Chhatwani, Company Secretary. There is no change in Key Managerial Personnel during the year under review.

BOARD EVALUATION

Pursuant to section 134(3) of the Act read and in terms of Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has set up a policy for the performance evaluation of all Directors, which is available on the website of your Company.

The Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out during the financial year 2017-18.

Performance of each of your Directors is evaluated based on several factors by the entire Board excluding the Director being evaluated. Your Company has also set up Performance Evaluation Policy for its Independent Directors and Executive Directors inter-alia which include independent view on Key appointments and strategy formulation, safeguard of stakeholders interest, raising concerns, if any to the Board, update of skills and knowledge, strategic planning for finance and business related, operational performance level of the Company, qualification and leadership skills. The Board of Directors of your Company discusses and analyses its own performance on an annual basis, together with suggestion for improvements thereon based on the performance objectives set for the Board as a whole. The Board approved the evaluation results. Your Company has formulated a separate Evaluation Policy for its Board members, which is available on the website of your Company.

None of the independent directors are due for re-appointment.

TRAINING OF INDEPENDENT DIRECTORS AND FAMILIARISATION PROGRAMME

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with your Company's procedures and practices. Periodic presentations are made at the Board Meetings and the Board Committee Meetings on business and performance updates of your Company, global business environment, business strategy and risks involved. The details of programmes for familiarisation for Independent Directors are on the website of the Company i.e. www.kempnco.com.

Every new Independent Director of the Board attends an orientation program to familiarize the new inductees with the strategy and functions of your Company. The Executive Directors / Senior Management Personnel make presentations to the inductees about your Company's strategy, products, markets, finance, human resources, technology, quality, facilities and risk management.

Further at the time of appointment of an Independent Director, your Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS/ MANAGEMENT PERSONNEL

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Senior Management Personnel of your Company. The Code, while laying down in detail, the standards of business conduct and ethics also deals with governance aspects. A copy of the Code has been uploaded on your Company's website www.kempnco.com. The Code has been circulated to Directors and Management Personnel and its compliance is affirmed by them regularly on an annual basis.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company has established a Policy for determining related party transactions. The Audit Committee oversees the related party transactions. Related Party Transaction Policy of the Company has been displayed on the Company's website at the link – www.kempnco.com

All contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business.

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of such transactions are provided in Form AOC-2 which is annexed herewith as **Annexure "C"** to this report. Related Party disclosures as per IndAS have been provided in Note No. 41 of the Financial Statements.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no adverse material changes or commitments occurred after 31st March, 2018 which may affect the financial position of the Company or may require disclosure.

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

As the Company is not engaged in any manufacturing activity, there are no particulars to be disclosed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 as regards conservation of energy or technology absorption. Further, during the year under review, the Company has neither earned nor spent any foreign exchange.

RISK MANAGEMENT

The Company has a risk management framework comprising risk governance structure and defined risk management process. The risk governance structure of the Company is a formal organization structure with defined roles and responsibilities for risk management. The processes and practices of risk management of the Company encompass risk identification, classification and evaluation.

DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS

Mr. Shekhar Shah has resigned from the Directorship of the Company vide resignation letter dated 4th June, 2018.

Mr. Satyen Dalal was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from 22nd June, 2018.

Mrs. Shalini D. Piramal, Managing Director of your Company retires by rotation and being eligible offers herself for re-appointment.

NAME OF THE COMPANIES WHICH HAVE BECOME/CEASED TO BE SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR

Your Company does not have any subsidiary. During the year under review, no companies have become/ceased to be subsidiaries, joint venture or associate companies of the Company.

PUBLIC DEPOSITS

During the year under review your Company has not invited or accepted any deposits.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and your Company's operations in future.

INTERNAL FINANCIAL CONTROL

Your Company has put in place adequate internal financial controls with reference to the financial statements. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. During the year, such controls were tested and no reportable material weaknesses in design or operation were observed.

VIGIL MECHANISM

Your Company has established a Vigil Mechanism Policy for your Directors, employees and stakeholders to safeguard against victimization of persons who use vigil mechanism and report genuine concerns. The Audit Committee oversees the vigil mechanism complaints. The Vigil Mechanism Policy of the Company has been displayed on the Company's website i.e. www.kempnco.com

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, your Company has formulated a Policy to prevent Sexual Harassment of Women at workplace and constituted Internal Complaints Committees (ICC). During the year, no cases alleging sexual harassment of Women at workplace has been received by ICC.

SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2018 stood at ₹ 10,802 thousand. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2018, none of the Directors of the Company holds instruments convertible into equity shares of the Company.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Ranjan Sanghi, Mrs. Shalini D. Piramal, Mr. Shekhar Shah* and Mr. Satyen Dalal**. All the recommendations made by the Audit Committee were deliberated and accepted by the Board.

Mr. Ranjan Sanghi, Chairman of the Audit Committee, was present at the 136th Annual General Meeting of the Company held on 4th August, 2017 to answer the shareholders queries.

***Mr. Shekhar Shah has resigned from the Directorship of your Company vide resignation letter dated 4th June, 2018.**

****Mr. Satyen Dalal was appointed as an Additional Director (Non-Executive, Independent Director) and Member of Audit Committee of the Company with effect from 22nd June, 2018.**

PARTICULARS OF EMPLOYEES

Your Company has no employee whose remuneration details are required to be provided as per the provisions of Section 197(12) of the Companies Act, 2013 (the Act) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, no stock options have been granted by your Company.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of your Company is furnished hereunder:

(₹ in thousand)

S. No.	Name	Designation	Remuneration paid for the Financial Year (2017-18)
1.	Mrs. Shalini D. Piramal	Managing Director	24.32
2.	Mr. Sunil Kumar Gupta	Chief Financial Officer	32.05
3.	Mr. Kunal Chhatwani	Company Secretary	10.05

- Your Directors' Remuneration (including commission and variable pay) to the median remuneration of the employees of your Company for the year 2017-18 was as under:

Director's Name	Ratio of remuneration of each Director to the median employees' remuneration
Mrs. Shalini D. Piramal	3.7X

- The Percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary were as under:

Name	Designation	Increase
Mrs. Shalini D. Piramal	Managing Director	Nil
Mr. Sunil Kumar Gupta	Chief Financial Officer	9%
Mr. Kunal Chhatwani	Company Secretary	18%

The percentage increase in the median remuneration of employees for the financial year 2017-18 is around 17%. The percentage increase in the median remuneration is calculated for comparable employees and does not include employees who were not eligible.

- The number of permanent employees on the rolls of the Company - 7
- The Percentage increase in salaries of the managerial personnel at 50th percentile is 7%. The Percentage increase in salaries of the non-managerial personnel at 50th percentile is 1.78%. The increase/decrease in remuneration is not solely based on the Company's performance but also includes various other factors like individual performance, experience, skill sets, academic background, industry trends, economic situation and future growth prospects etc. besides the Company performance. There are no exceptional circumstances for increase in the managerial remuneration.
- The remuneration paid to the Directors is as per the Remuneration Policy of the Company.

INDUSTRIAL RELATIONS

Industrial relations remained cordial throughout the year under review.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the dedicated services of the employees of your Company at all levels.

By Order of the Board of Directors

Place: Mumbai
Date: 9th August, 2018

SHALINI D. PIRAMAL
Managing Director
(DIN-01365328)

RANJAN SANGHI
Director
(DIN-00275842)

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on 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 & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24239MH1982PLC000047
2.	Registration Date	27 th June 1882
3.	Name of the Company	KEMP & COMPANY LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY/ LIMITED BY SHARES
5.	Address of the Registered office & contact details	78 A, MIDC ESTATE, SATPUR, NASHIK – 422 007 TEL: +91-253-240 6700 FAX: +91-253-235 0756 Email: kemp-investor@kempnco.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. C-101, 247 Park, LBS Marg, Vikroli (W), Mumbai 400 083 TEL: + 91 22 49186000 FAX: + 91 22 49186060 EMAIL: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the Company shall be stated):

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Trading in Hard & Soft Luggage and Ladies Handbags	22205, 15121 & 15122	34.23
2	Real Estate	68100	27.21
3	Investment Income	66309	38.07

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	Name And Address Of The Company	CIN/ GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	Name – Vibhuti Investments Company Limited: Investment & Property Management Add- 88-C, DGP House, Old Prabhadevi Road, Mumbai-400 025.	U65923MH1982PLC026041	Holding	68.12	2(46)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):
A) Category-wise Share Holding -

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Dematerialised	Physical	Total	% of Total Shares	Dematerialised	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	No Change
b) Central Govt	0	0	0	0	0	0	0	0	No Change
c) State Govt(s)	0	0	0	0	0	0	0	0	No Change
d) Bodies Corp.	772480	0	772480	71.51	772480	0	772480	71.51	No Change
e) Banks / FI	0	0	0	0	0	0	0	0	No Change
f) Any other	0	0	0	0	0	0	0	0	No Change
Total shareholding of Promoter (A)	772480	0	772480	71.51	772480	0	772480	71.51	No Change
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	No Change
b) Banks / FI	680	820	1500	0.14	100	820	920	0.08	(0.06)
c) Central Govt	0	0	0	0	0	0	0	0	No Change

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Dematerialised	Physical	Total	% of Total Shares	Dematerialised	Physical	Total	% of Total Shares	
d) State Govt(s)	0	0	0	0	0	0	0	0	No Change
e) Venture Capital Funds	0	0	0	0	0	0	0	0	No Change
f) Insurance Companies	0	0	0	0	0	0	0	0	No Change
g) FIs	0	0	0	0	0	0	0	0	No Change
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	No Change
i) Others (specify)	0	0	0	0	0	0	0	0	No Change
Sub-total (B)(1):-	680	820	1500	0.14	100	820	920	0.08	(0.06)
2. Central Government/ State Government(s)/ President of India	0	0	0	0	8550	0	8550	0.79	0.79
3. Non-Institutions									
a) Bodies Corp.									
i) Indian	99426	6173	105599	9.77	43826	6173	49999	4.63	(5.14)
ii) Overseas	0	0	0	0	0	0	0	0	No Change
b) Individuals									
i) Individual shareholders holding nominal share capital upto 1 lakh	16414	20769	37183	3.44	16978	11889	28867	2.67	(0.77)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	161050	0	161050	14.91	216550	0	216550	20.05	5.14
c) Others (specify)									
Non Resident Indians (Repat)	27	690	717	0.07	27	690	717	0.07	No Change
Non Resident Indians (Non Repat)	202	0	202	0.02	704	0	704	0.07	0.05
Market Maker	0	0	0	0	0	0	0	0	No Change
Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	No Change
Foreign Nationals	0	20	20	0	0	20	20	0	No Change
Clearing Members	8	0	8	0	35	0	35	0	No Change
Trusts	20	0	20	0	20	0	20	0	No Change
Directors/Relatives	0	0	0	0	0	0	0	0	No Change
Hindu Undivided Family	1421	0	1421	0.14	1338	0	1338	0.13	(0.01)
Foreign Bodies - D R	0	0	0	0	0	0	0	0	No Change
Sub-total (B)(2):-	278568	27652	306220	28.35	288028	18772	306800	28.41	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	279248	28472	307720	28.49	288128	19592	307720	28.49	No Change
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	No Change
Grand Total (A+B+C)	1051728	28472	1080200	100.00	1060608	19592	1080200	100	No Change

B) Shareholding of Promoter-

Sr. 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	Vibhuti Investments Co. Ltd	735870	68.12	0	735870	68.12	0	No Change
2	DGP Securities Ltd	36260	3.36	0	36260	3.36	0	No Change
3	Alcon Finance and Investments Ltd	350	0.03	0	350	0.03	0	No Change
TOTAL		772480	71.51	0	772480	71.51	0	No Change

KEMP & COMPANY LIMITED

C) Change in Promoters' Shareholding

There is no change in promoter shareholding during the year under review.

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)-

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year – 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	GITA PIRAMAL	161050	14.9093			161050	14.9093
	TRANSFER (Purchase)			3.11.2017	53000	214050	19.8158
	TRANSFER (Purchase)			10.11.2017	2500	216550	20.0472
	AT THE END OF THE YEAR					216550	20.0472
2	DGP CAPITAL MANAGEMENT LTD.	50013	4.6299			50013	4.6299
	TRANSFER (Sale)			10.11.2017	(2500)	47513	4.3985
	AT THE END OF THE YEAR					47513	4.3985
3	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0.0000			0	0.0000
	TRANSFER			08.12.2017	8510	8510	0.7878
	TRANSFER			15.12.2017	40	8550	0.7915
	AT THE END OF THE YEAR					8550	0.7915
4	HITESH RAMJI JAVERI	2414	0.2235			2414	0.2235
	TRANSFER (Purchase)			28.04.2017	30	2444	0.2263
	TRANSFER (Purchase)			15.09.2017	160	2604	0.2411
	TRANSFER (Purchase)			22.09.2017	12	2616	0.2422
	TRANSFER (Purchase)			10.11.2017	1	2617	0.2423
	AT THE END OF THE YEAR					2617	0.2423
5	V.I.P. INDUSTRIES LTD	1909	0.1767			1909	0.1767
	AT THE END OF THE YEAR					1909	0.1767
6	HARSHA HITESH JAVERI	1525	0.1412			1525	0.1412
	TRANSFER (Purchase)			02.02.2018	194	1719	0.1591
	AT THE END OF THE YEAR					1719	0.1591
7	RAVINDRA VITHALDAS MEHTA	900	0.0833			900	0.0833
	AT THE END OF THE YEAR					900	0.0833
8	SUNIL KUMAR JAIN HUF	530	0.0491			530	0.0491
	AT THE END OF THE YEAR					530	0.0491
9	DGP ENTERPRISES PVT LTD	53000	4.9065			53000	4.9065
	TRANSFER (Sale)			03.11.2017	(53000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
10	RAMESH RAGHUNANDAN SANZGIRI	1600	0.1481			1600	0.1481
	TRANSFER (Sale)			01.12.2017	(1600)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

E) Shareholding of Directors and Key Managerial Personnel-

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	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	Mrs. Shalini D. Piramal	Nil	Nil	Nil	Nil
2	Mr. Ranjan Sanghi	Nil	Nil	Nil	Nil
3	Mr. Shekhar Shah (till 4 th June, 2018)	Nil	Nil	Nil	Nil
4	Mr. M. K. Arora	Nil	Nil	Nil	Nil
5	Mr. Raj Kumar Kataria	Nil	Nil	Nil	Nil
6	Mr. Satyen Dalal (w.e.f. 22 nd June, 2018)	Nil	Nil	Nil	Nil
7	Mr. Sunil Kumar Gupta	Nil	Nil	Nil	Nil
8	Mr. Kunal Chhatwani	Nil	Nil	Nil	Nil

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

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

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director/Whole-time Directors

(₹ in thousand)

Sr. No.	Particulars of Remuneration	Name of the Managing Director	
		Mrs. Shalini D Piramal	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		24.03
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0.29
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		Nil
2	Stock Option		Nil
3	Sweat Equity		Nil
4	Commission - as % of profit - others, specify...		Nil
5	Others (Company's Contribution to Provident Fund)		Nil
	Total (A)		24.32 *
	Ceiling as per the Act (@10% of profits calculated under section 198 of the Companies Act, 2013)		16.58

* The remuneration paid to Mrs. Shalini D. Piramal during the year 2017-18 is within the limits permissible under Section II of Part II of Schedule V of the Companies Act, 2013 and is also in line with the Member's approval provided at 134th Annual General Meeting.

B. Remuneration to other directors

(₹ in thousand)

Sr. No.	Particulars of Remuneration	Name of the Directors				
		Mr. Shekhar Shah (till 4 th June, 2018)	Mr. Ranjan Sanghi	Mr. Raj Kumar Kataria	Mr. Satyen Dalal (w.e.f. 22 nd June, 2018)	Total Amount
1	Independent Directors					
	Fee for attending Board, committee and Independent Director's meetings	1.20	1.10	0.90	-	3.20
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	1.20	1.10	0.90	-	3.20
2	Other Non-Executive Directors/ Promoters	Mr. M.K. Arora	-	-	-	Total Amount (in ₹)
	Fee for attending board committee meetings	0.90	-	-	-	0.90
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	0.90	-	-	-	0.90
	Total (B)=(1+2)					4.10
	Ceiling as per the Act (@1% of profits calculated under section 198 of the Companies Act, 2013)					1.65

KEMP & COMPANY LIMITED

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

(₹ in thousand)

Sr. No.	Particulars of Remuneration	Mr. Sunil Gupta Chief Financial Officer	Mr. Kunal Chhatwani Company Secretary	Total Amount (in ₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.18	9.61	39.79
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.32	Nil	0.32
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others (Company's Contribution to Provident Fund)	1.55	0.44	1.99
	Total	32.05	10.05	42.10

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

FORM NO MR-3**SECRETARIAL AUDIT REPORT**

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

FOR THE PERIOD 01-04-2017 To 31-03-2018

To,
The Members
KEMP AND COMPANY LIMITED
78-A MIDC Estate, Satpur,
Nasik-422007
Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KEMP AND COMPANY LIMITED (CIN: L24239MH1982PLC000047)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering 1st April, 2017 to 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period 1st April, 2017 to 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. **(Not Applicable during the audit period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014. **(Not Applicable during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations. We are of the opinion that the management has complied with the following laws specifically applicable to the Company:

1. Income Tax Act, 1961
2. Employees' Provident Funds and Miscellaneous Provisions Act, 1974
3. MIDC, Nashik and other local municipal Authorities & Act framed thereunder
4. Rent Act, 2016
5. Real Estate Act, 2013
6. Negotiable Instruments Act, 1881
7. Payment of Gratuity Act, 1972

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with Stock Exchanges.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors 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 meeting and for meaningful participation at the meeting.

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 Ragini Chokshi & Co.

Makarand Patwardhan
(Partner)
C.P.NO. 9031
ACS NO. 11872

Place: Mumbai
Date: 28th May, 2018

FORM NO. AOC.2

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

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

1. **Details of contracts or arrangements or transactions not at arm's length basis:**
 - (a) Name(s) of the related party and nature of relationship - Nil
 - (b) Nature of contracts/arrangements/transactions - Nil
 - (c) Duration of the contracts/arrangements/transactions - Nil
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any - Nil
 - (e) Justification for entering into such contracts or arrangements or transactions - Nil
 - (f) Date(s) of approval by the Board - Nil
 - (g) Amount paid as advances, if any - Nil
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 - - Nil
2. **I. Details of material contracts or arrangement or transactions at arm's length basis**
 - (a) Name(s) of the related party and nature of relationship – Vibhuti Investments Company Limited
 - (b) Nature of contracts/arrangements/transactions – Monthly Tenancy for premises situated at 88C, Old Prabhadevi Road, Mumbai 400 025
 - (c) Duration of the contracts/arrangements/transactions – Ongoing
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any – Monthly Tenancy of the premises situated at 88C, Old Prabhadevi Road, Mumbai 400 025
 - (e) Date(s) of approval by the Board, if any – 30.5.2016
 - (f) Amount paid as advances, if any – NA**II. Details of material contracts or arrangement or transactions at arm's length basis**
 - (a) Name(s) of the related party and nature of relationship – VIP Industries Limited
 - (b) Nature of contracts/arrangements/transactions – Purchase of goods/products for sell
 - (c) Duration of the contracts/arrangements/transactions - Ongoing
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any - Purchase of goods/products
 - (e) Date(s) of approval by the Board, if any – 30.5.2016
 - (f) Amount paid as advances, if any -NA

By Order of the Board of Directors

Place: Mumbai
Dated: 9th August, 2018

SHALINI D. PIRAMAL
Managing Director
(DIN No 01365328)

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To the Board of Directors of Kemp & Company Limited

Dear Sirs,

Sub: CEO and CFO Certification

[Issued in accordance with the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Shalini D Piramal, Managing Director and Sunil Gupta, Chief Financial Officer of Kemp & Company Limited to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement of Kemp & Company Limited for the financial year ended 31st March, 2018 and that to the best of our knowledge and belief, we state that:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
- there are no significant changes in internal control over financial reporting during the year;
 - there are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - there are no instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **KEMP & COMPANY LIMITED**

Place: Mumbai
Date: 28th May, 2018

SHALINI D PIRAMAL
MANAGING DIRECTOR
DIN-01365328

SUNIL GUPTA
CHIEF FINANCIAL OFFICER

INDEPENDENT AUDITOR'S REPORT

To,

The Members of **KEMP & COMPANY LIMITED**

Report on the Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Ind AS financial statements of **KEMP & COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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 thereunder.

We conducted our audit of the 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 and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 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 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 (financial position) as at March 31, 2018 and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements are based on the previously issued statutory financial statements, prepared in accordance with the Companies (Accounting Standards) Rules, 2006, for the year ended March 31, 2017 and March 31, 2016, on which the predecessor auditor expressed an unmodified opinion on those financial statements, vide their audit report dated May 30, 2017 and

May 30, 2016 respectively, as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS which have been audited by us. Our opinion is not modified in respect of this matter.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Ind AS financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Ind AS financial statements.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors, as on March 31, 2018 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' and;
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 28 (a) to the Ind AS financial statements;
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For M L BHUWANIA AND CO LLP

Chartered Accountants
FRN: 101484W/W100197

Ashishkumar Bairagra

Partner
Membership No. 109931

Place: Mumbai
Date: May 28, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of **KEMP & COMPANY LIMITED** for the year ended 31st March, 2018.

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations gives to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- (iv) The company has complied with provisions of sections 186 of the Companies Act, 2013 in respect of investments made and loan given. Section 185 of the Companies Act, 2013 is not applicable as there were no loans, securities and guarantees given during the year.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- (vi) The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, Customs Duty, Value Added Tax, Cess, Goods and Services Tax (GST) w.e.f. July 01, 2017 and other statutory dues applicable to it. Further no undisputed amounts were outstanding as on 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no dues of Income Tax, Service Tax, Customs Duty, Cess and Sales Tax / Value Added Tax which have not been deposited on account of any dispute.

The disputed amount that have not been deposited in respect of Excise Duty is as under:

Name of Statute	Nature of Dues	Financial Year	Amount (₹ in thousand)	Forum where dispute is pending
The Central Excise Act, 1944	Excise Duty	01/03/1986 to 14/12/1986	1,118	Customs, Excise and Service Tax Appellate Tribunal

- (viii) The Company has not taken any loan or borrowing from bank, government, financial institutions and has not issued debentures during the year. Accordingly, clause 3 (viii) of the Order is not applicable to the Company.
- (ix) The company has not taken any term loans and does not raised moneys by way of Initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) of the Order is not applicable to the Company.

For M L BHUWANIA AND CO LLP

Chartered Accountants

FRN: 101484W/W100197

Ashishkumar Bairagra

Partner

Membership No. 109931

Place: Mumbai

Date: May 28, 2018

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **KEMP & COMPANY LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M L BHUWANIA AND CO LLP

Chartered Accountants
FRN: 101484W/W100197

Ashishkumar Bairagra

Partner
Membership No. 109931
Place: Mumbai
Date: May 28, 2018

BALANCE SHEET
AS AT 31ST MARCH, 2018

₹ in thousand

Particulars	Notes	As at		
		31 March 2018	31 March 2017	1st April 2016
ASSETS				
(1) Non - Current Assets				
(a) Property, Plant and Equipment	3	8,218	9,791	11,232
(b) Investment Properties	4	25,252	26,261	26,841
(c) Other Intangible Assets	5	-	-	-
(d) Financial assets				
(i) Non Current Investments	6	1,208,304	785,709	434,436
(ii) Trade Receivable	7	1,122	1,122	1,122
(iii) Other Financial Assets	8	1,067	814	901
(e) Other tax assets (Net)	9	2,278	1,707	2,114
(f) Other non Current Assets	10	500	500	500
Total Non- Current Assets		1,246,741	825,904	477,146
(2) Current Assets				
(a) Inventories	11	3,290	3,235	2,912
(b) Financial assets				
(i) Trade receivables	12	1,885	3,518	2,269
(ii) Cash and cash equivalents	13	24,987	2,162	1,352
(iii) Bank balances other than cash & cash equivalents	14	73	85	89
(iv) Other Financial Assets	15	111	25	-
(c) Other tax assets (Net)	16	543	-	-
(d) Other current assets	17	239	430	620
Total Current Assets		31,128	9,455	7,242
TOTAL ASSETS		1,277,869	835,359	484,388
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity share capital	18	10,802	10,802	10,802
(b) Other equity	19	1,239,016	799,279	456,122
Total equity		1,249,818	810,081	466,924
LIABILITIES				
(1) Non Current Liabilities				
(a) Financial Liabilities				
(i) Other financial liabilities	20	219	219	220
(b) Provision	21	3,361	3,164	2,486
(c) Deferred tax liabilities (Net)	22	18,605	16,154	7,104
Total Non- Current Liabilities		22,185	19,537	9,810
(2) Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	23	-	-	2,000
(ii) Trade payables	24	4,883	4,858	4,838
(iii) Other financial liabilities	25	73	85	89
(b) Other current liabilities	26	222	224	180
(c) Provisions	27	688	574	547
Total Current Liabilities		5,866	5,741	7,654
TOTAL EQUITY AND LIABILITIES		1,277,869	835,359	484,388
Summary of significant accounting policies	1			

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For M L Bhuvania and Co LLP

Chartered Accountants

Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra

Partner

Membership No. 109931

Place : Mumbai

Date : 28th May, 2018

For and on Behalf of Board of Directors

Shalini D. Piralal

Managing Director

Din- 01365328

Sunil Kumar Gupta

Chief Financial Officer

Place : Mumbai

Date : 28th May, 2018

Ranjan Sanghi

Director

Din-00275842

Kunal Chhatwani

Company Secretary

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

₹ in thousand

Particulars	Notes	Year Ended	
		2017-2018	2016-2017
Revenue from operations	29	31,147	30,751
Other income	30	19,554	22,561
Total Income		50,701	53,312
Expenses			
Purchase of Stock in Trade	31	9,734	10,914
Changes in inventories of Stock in Trade	32	(55)	(323)
Employee benefits expense	33	9,545	9,190
Finance Costs	34	-	116
Depreciation & amortisation expense	35	2,556	2,551
Other Expenses	36	15,930	13,851
Total Expenses		37,710	36,299
Profit before exceptional items & tax		12,991	17,013
Add: Exceptional Items		-	-
Profit before tax		12,991	17,013
Less: Tax expenses			
(1) Deferred tax		(5,181)	2,853
(2) Excess provision for tax relating to prior year		(5)	54
Total Tax Expenses		(5,186)	2,907
Profit for the year	A	18,177	14,106
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss Equity Instruments through other comprehensive Income		429,192	335,898
(ii) Income tax relating to items that will not be reclassified to profit or loss		(7,632)	(6,197)
Total Other Comprehensive Income for the year	B	421,560	329,701
Total Comprehensive Income for the year, net of tax	(A+B)	439,737	343,807
Earning per equity share (Face Value of ₹ 10 each)	37		
(1) Basic & diluted earning per share (in ₹)		16.83	13.06
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date attached
For M L Bhuwania and Co LLP
Chartered Accountants
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Date : 28th May, 2018

For and on Behalf of Board of Directors

Shalini D. Piramal
Managing Director
Din- 01365328

Sunil Kumar Gupta
Chief Financial Officer

Place : Mumbai
Date : 28th May, 2018

Ranjan Sanghi
Director
Din-00275842

Kunal Chhatwani
Company Secretary

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2018

₹ in Thousand

	Year Ended	
	2017-2018	2016-2017
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxes	12,991	17,013
Adjustment for:		
Dividend income on from Equity Instrutements designated at FVOCI	(8,769)	(7,260)
Dividend income on from Mutual Fund designated at FVTPL	(10,534)	-
Net gain on financial assets measured at FVTPL	-	(15,100)
Depreciation & amortization expense	2,556	2,551
Reclassification of remeasurement of employee benefits	135	(274)
Loss on sale of investments (Net)	762	-
Loss on sales of fixed asset/written off	54	-
Interest Expense	-	116
Interest Income	(77)	(84)
Sundry balance written off/(back) (Net)	(173)	83
	<u>(16,046)</u>	<u>(19,968)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(3,055)	(2,955)
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Trade Receivables	1,633	(1,248)
Inventories	(55)	(323)
Other Financial Assets (Non Current)	(278)	4
Other Financial Assets (Current)	(86)	(25)
Other current assets (Current)	188	190
Other financial liabilities (Non Current)	-	(1)
Provision (Non Current)	197	678
Trade Payables	226	20
Other current liabilities (Current)	(1)	40
Provision (Current)	113	28
	<u>1,937</u>	<u>(637)</u>
Cash Generated from Operations	(1,118)	(3,592)
Direct Taxes paid	(1,110)	355
NET CASH FROM OPERATING ACTIVITIES	(2,228)	(3,237)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(70)	(530)
Sale of Fixed Assets	42	-
Sale of Investment	71,354	-
Purchases of Investment	(65,653)	-
Interest Received	77	83
Dividend Received	19,303	7,260
NET CASH FROM INVESTING ACTIVITY	25,053	6,813

₹ in Thousand

	Year Ended	
	2017-2018	2016-2017
C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of short term borrowings	-	(2,000)
Interest Paid	-	(116)
Dividend Paid	-	(540)
Dividend Tax Paid	-	(110)
		(2,766)
NET CASH FROM FINANCING ACTIVITY	-	(2,766)
NET DECREASE IN CASH & CASH EQUIVALENTS(A+B+C)	22,825	811
OPENING BALANCE OF CASH & CASH EQUIVALENTS	2,162	1,351
CLOSING BALANCE OF CASH & CASH EQUIVALENTS (Refer Note 13)	24,987	2,162
	22,825	811
Notes		
Closing Balance of Cash & Cash Equivalents		
1 Cash and Cash Equivalents Includes:		
CASH IN HAND	93	5
BALANCE WITH SCHEDULED BANKS		
- IN CURRENT ACCOUNT	24,894	2,157
	24,987	2,162

- 2 Previous year's figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.
 3 Cash Flow Statement has been prepared by following Indirect Method.

As per our report of even date attached
For M L Bhwania and Co LLP
Chartered Accountants
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Date : 28th May, 2018

For and on Behalf of Board of Directors

Shalini D. Piramal
Managing Director
Din- 01365328

Sunil Kumar Gupta
Chief Financial Officer

Place : Mumbai
Date : 28th May, 2018

Ranjan Sanghi
Director
Din-00275842

Kunal Chhatwani
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

(₹ in thousand)

Particulars	Notes	No of Shares	Amount
Balance at at 1st April, 2016	18	10,80,200	10,802
Changes in equity share capital during the year		-	-
Balance at at 31st March, 2017	18	10,80,200	10,802
Changes in equity share capital during the year		-	-
Balance at at 31st March, 2018	18	10,80,200	10,802

B. Other Equity

Particulars	Reservers and Surplus					Other items of Other comprehensive income		Total
	Notes	Capital Redemption Reserve	Security Premium Reserve	General Reserves	Retained Earnings	Remeasurement of net defined benefit plans	Fair Value through Other Comprehensive Income of Equity Investments	
Balance at at 1st April, 2016	19	5	3	84,996	80,066	(313)	291,365	456,122
Profit for the year		-	-	-	14,106	-	-	14,106
Final Dividend paid		-	-	-	(540)	-	-	(540)
Dividend distribution Tax paid		-	-	-	(110)	-	-	(110)
Remeasurements of Defined Benefit Plan		-	-	-	-	(203)	-	(203)
Fair Value effect of Investments of shares		-	-	-	-	-	329,904	329,904
Balance at at 31st March, 2017	19	5	3	84,996	93,522	(516)	621,269	799,279
Profit for the year		-	-	-	18,177	-	-	18,177
Remeasurements of Defined Benefit Plan		-	-	-	-	100	-	100
Fair Value effect of Investments of shares		-	-	-	-	-	421,460	421,460
Balance at at 31st March, 2018	19	5	3	84,996	111,699	(416)	1,042,729	1,239,016

As per our report of even date attached
For M L Bhuwania and Co LLP
Chartered Accountants
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931

Place : Mumbai
Date : 28th May, 2018

For and on Behalf of Board of Directors

Shalini D. Piramal
Managing Director
Din- 01365328

Sunil Kumar Gupta
Chief Financial Officer

Place : Mumbai
Date : 28th May, 2018

Ranjan Sanghi
Director
Din-00275842

Kunal Chhatwani
Company Secretary

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

1 Company Overview

The Company ("Kemp & Company Ltd" "KCL") is an existing public limited company incorporated on 27/06/1982 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at MIDC, Satpur, Nashik, Maharashtra. The Company is having retail outlet of VIP luggage in Delhi and Calcutta and also property at Mumbai. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹). These financial statement were approved for issue by Board of Directors on 28th May, 2018.

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis Of Preparation Of Financial Statement

i) Compliance with Ind AS

These financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) notified under Section 133 of the Act and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to IND AS is 1st April, 2016. Refer note 44 related to First-time Adoption of Ind AS for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

First-time adoption: In accordance with Ind AS 101 on First-time adoption of Indian Accounting Standards, the Company's first Ind AS financial statements include, three balance sheets viz. the opening balance sheet as at 1st April, 2016 and balance sheets as at 31st March, 2017 and 2018 and two statements each of profit and loss, cash flows and changes in equity for the years ended 31st March, 2017 and 2018 together with related notes. The same accounting policies have been used for all periods presented.

The financial statements were authorized for issue by the Company's Board of Directors on 28th May, 2018.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest thousand, unless otherwise indicated.

ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.
- (c) Investments are measured at fair value.

iii) Current and Non Current Classification.

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

(B) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

(C) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes forming Part of the financial statements for the year ended March 31, 2018**(I) Financial Assets****(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.
- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not measured at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

(b) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

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

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

The Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(iv) Derecognition of financial assets

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(II) Financial Liabilities

(i) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

(ii) Derecognition

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

(D) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortization, where appropriate.

(E) Segment Report

- (i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- (ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(F) Inventories Valuation

Traded goods are valued at cost or realizable value whichever is lower. The cost is arrived on first in first out basis.

(G) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

(H) Income tax, deferred tax and dividend distribution tax

The Income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognised in the profit and loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income respectively.

(i) Current income tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

Minimum Alternate Tax credit is recognised as an deferred tax asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(iii) Dividend distribution tax

Dividend distribution tax paid on the dividends is recognised consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to statement of profit and loss if the dividend itself is charged to statement of profit and loss. If the dividend is recognised in equity, the presentation of dividend distribution tax is recognised in equity.

(I) Property, plant and equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

- (i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- (ii) All other items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.
- (iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

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

- (iv) Depreciation methods, estimated useful lives and residual value
 - (a) Fixed assets are stated at cost less accumulated depreciation.
 - (b) Depreciation is provided on a pro rata basis on the straight-line method over the estimated useful lives of the assets which is as prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.
- (v) Tangible assets which are not available for their intended use on reporting date are carried as capital work-in-progress.
- (vi) The residual values are not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income as applicable.

(J) Investment Property

Property that is held for return purpose or Capital appreciation and which is not occupied by the Company, is classified as Investment property. Investment property is measured at cost including related transaction cost and where applicable borrowing cost. Investment properties are depreciated at the same rate applicable for class of asset under Property, Plant and Equipment.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties on the transaction date.

(K) Intangible assets

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets on the transaction date.

- (i) An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- (ii) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 3 years on straight-line method.

(L) Leases**(i) As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(M) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount taxes and amounts collected on behalf of third parties. The Company recognises revenue as under:

Notes forming Part of the financial statements for the year ended March 31, 2018**(I) Sales****The Company recognizes revenue from sale of goods when:**

- (a) The significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods.
- (b) The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) The amount of revenue can be reliably measured.
- (d) It is probable that future economic benefits associated with the transaction will flow to the Company.
- (e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(II) Other Income**(i) Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) Dividend Income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

(iii) Income from Services:

- (a) The amount of revenue can be measured reliably.
- (b) It is probable that future economic benefits associated with the transaction will flow to the Company.
- (c) The stage of completion of the transaction at the end of the reporting period can be measured reliably.
- (d) The cost incurred for transaction and the cost to complete the transaction can be measured reliably.

(N) Employee Benefit**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

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

(a) Defined benefit gratuity plan:

Gratuity and Leave encashment which are defined benefits are accrued based on actuarial valuation working provided by Independent actuary.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as per the report on independent actuary. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(b) Defined Contribution plan:

Contribution payable to recognised provident fund which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

(O) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

(P) Borrowing Cost

(i) Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

(ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(Q) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

Notes forming Part of the financial statements for the year ended March 31, 2018**ii) Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(R) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(S) Provisions, contingent liabilities and contingent assets**(i) Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

(ii) Contingent liabilities:

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

(iii) Contingent Assets: Contingent Assets are disclosed, where an inflow of economic benefits is probable.

(T) Investments

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

(U) Trade receivables

Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(V) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

(W) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

(X) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees thousand (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

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

3 PROPERTY, PLANT AND EQUIPMENT

(₹ in thousand)

Particulars	Gross Carrying amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2017	Purchase during the year	Deduction during the year	As At 31.03.2018	Up To 01.04.2017	Depreciation for the year	Deduction during the year	As At 31.03.2018	As At 31.03.2018
Freehold Land	71	-	-	71	-	-	-	-	71
Office Equipment	556	70	157	469	71	61	61	71	398
Furniture & Fixture	267	-	-	267	16	15	-	31	236
Motor Vehicle	10,453	-	-	10,453	1,471	1,471	-	2,942	7,511
Computer	2	-	-	2	-	-	-	-	2
Total	11,349	70	157	11,262	1,558	1,547	61	3,044	8,218

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2016 (Refer Note No 3.1)	Purchase during the year	Deduction during the year	As At 31.03.2017	Up To 01.04.2016	Depreciation for the year	Deduction during the year	As At 31.03.2017	As At 31.03.2017
Freehold Land	71	-	-	71	-	-	-	-	71
Office Equipment	439	117	-	556	-	71	-	71	485
Furniture & Fixture	267	-	-	267	-	16	-	16	251
Motor Vehicle	10,453	-	-	10,453	-	1,471	-	1,471	8,982
Computer	2	-	-	2	-	-	-	-	2
Total	11,232	117	-	11,349	-	1,558	-	1,558	9,791

Note No. 3.1: Deemed cost as at April 1, 2016 which is the net carrying amount on April 1, 2016 which is tabulated as follows:

PARTICULARS	Gross carrying amount as at April 01, 2016	Reclassified as Investment property	Accumulated Depreciation	Net carrying amount
Freehold Land	71	-	-	71
Building	52,277	26,841	25,436	-
Office Equipment	685	-	245	439
Furniture & Fixture	3,317	-	3,050	267
Motor Vehicle	12,342	-	1,889	10,453
Computer	90	-	88	2
Total	68,782	26,841	30,709	11,232

4 INVESTMENT PROPERTY

(₹ in thousand)

Particulars	Gross Carrying amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2017	Purchase during the year	Deduction during the year	As At 31.03.2018	Up To 01.04.2017	Depreciation for the year	Deduction during the year	As At 31.03.2018	As At 31.03.2018
Building	27,254	-	-	27,254	993	1,009	-	2,001	25,252
Total	27,254	-	-	27,254	993	1,009	-	2,001	25,252

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

(₹ in thousand)

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2016 (Refer Note No 4.1)	Purchase during the year	Deduction during the year	As At 31.03.2017	Up To 01.04.2016	Depreciation for the year	Deduction during the year	As At 31.03.2017	As At 31.03.2017
Building	26,840	414	-	27,254	-	993	-	993	26,261
Total	26,840	414	-	27,254	-	993	-	993	26,261

Note No. 4.1: Deemed cost as at April 1, 2016 which is the net carrying amount on April 1, 2016 which is tabulated as follows:

PARTICULARS	Gross carrying amount as at April 01, 2016	Accumulated depreciations	Net carrying amount classified as Investment property
Building	52,277	25,436	26,841
Total	52,277	25,436	26,841

Amount recognised in profit or loss for Investment Properties

Particulars	March 31 st , 2018	March 31 st , 2017
Rental Income	4,636	4,636
Direct operating expenses (Net of recovery)	6,618	6,469
Depreciation	1,008	1,297

There are no restrictions on the realisability of investment property.

The company is using same life for the same class of asset as applicable for property plant and equipment.

The company has let out the property.

Fair Value

Investment property - Fair Value of Building has been calculated as per the rates & depreciation prescribed in the prevailing Ready Reckoner under the Maharashtra Stamp Act.

	As at		
	March 31 st , 2018	March 31 st , 2017	April 1 st , 2016
Investment Properties	1,327,073	1,327,073	1,327,073

5 OTHER INTANGIBLE ASSETS

(₹ in thousand)

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2016	Purchase during the year	Deduction during the year	As At 31.03.2017	Up To 01.04.2016	Depreciation for the year	Deduction during the year	As At 31.03.2017	As At 31.03.2017
Other Intangible Assets									
Computer Software	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-

Particulars	Gross Carrying amount				Accumulated Depreciation				Net Carrying amount
	As At 01.04.2016 (Refer Note No 5.1)	Purchase during the year	Deduction during the year	As At 31.03.2017	Up To 01.04.2016	Depreciation for the year	Deduction during the year	As At 31.03.2017	As At 31.03.2017
Other Intangible Assets									
Computer Software	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-

Note No. 5.1: Deemed cost as at April 1, 2016 which is the net carrying amount on April 1, 2016 which is tabulated as follows:

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

PARTICULARS	Gross carrying amount as at April 01, 2016	Reclassified as Investment property	Accumulated Depreciation	Net carrying amount
Other Intangible Assets				
Computer Software	98	-	98	-
Total	98	-	98	-

Notes:

- (a) The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. April 1, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 1, 2016.
- (b) The Company has availed the deemed cost exemption in relation to the property, plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date.

6 NON CURRENT INVESTMENTS

(₹ in thousand)

Particulars	Face Value	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
		QTY		QTY		QTY	
Quoted							
In Equity Instruments (AT FVOCI)							
VIP Industries Ltd	2/-	3,299,980	1,045,434	3,299,980	649,766	3,299,980	346,498
AIA engineering Ltd	2/-	812	1,159	-	-	-	-
Bajaj Finance Ltd	2/-	2,185	3,867	-	-	-	-
Bajaj Finserv Ltd	5/-	731	3,786	-	-	-	-
Balkrishna Industries Ltd	2/-	3,391	3,638	-	-	-	-
Greenlam Industries Ltd	5/-	2,784	3,182	-	-	-	-
Gujarat Gas Ltd	10/-	4,431	3,679	-	-	-	-
Hindustan Petroleum Corporation Ltd	10/-	9,872	3,397	-	-	-	-
J K Papers Ltd	10/-	21,580	2,919	-	-	-	-
Mas Financial Services Ltd	10/-	5,413	3,219	-	-	-	-
Minda Industries Ltd	2/-	3,321	3,575	-	-	-	-
Motherson Sumi Systems Ltd	1/-	13,378	4,171	-	-	-	-
Nilkamal Ltd	10/-	1,838	2,796	-	-	-	-
Relexo Footwears Ltd	1/-	5,985	3,899	-	-	-	-
Siyaram Silk Mills Ltd	2/-	4,867	2,961	-	-	-	-
Sundaram Finance Holding Ltd	5/-	2,311	718	-	-	-	-
Sundaram Finance Ltd	10/-	1,859	3,113	-	-	-	-
Symphony Ltd	2/-	1,229	2,198	-	-	-	-
Timken India Ltd	10/-	4,943	3,465	-	-	-	-
Vardhman Textiles Ltd	10/-	2,807	3,423	-	-	-	-
Total Value of quoted Investmetns	(A)		1,104,599		649,766		346,498
Unquoted							
(i) In Equity Instruments (AT FVOCI)							
Holding Company							
Vibhuti Investments Company Ltd		1,770	103,704	1,770	63,826	1,770	30,922
Other Company			-		-		-
Alcon Finance & Investments Ltd		10	1	10	1	10	1
Dynamic Fabrica Pvt Ltd		571,230	371	571,230	371	571,230	371
Total Value of Unquoted Equity Instruments	(i)		104,076		64,198		31,294

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

(₹ in thousand)

Particulars	Face Value	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
		QTY		QTY		QTY	
(ii) In Mutual funds (At FVTPL)							
ICICI Prudential Value Discovery Fund- Regular Plan-Growth		-	-	112,474	14,618	112,474	12,236
Franklin India Bluechip fund-Growth		-	-	23,909	9,675	23,909	8,230
HDFC Mid-Cap opportunities Fund-Growth		-	-	265,151	13,072	265,151	9,612
HDFC Equity Fund-Growth		-	-	17,838	9,603	17,838	7,433
Reliance Equity Opportunities Fund -Growth plan		-	-	167,268	13,220	167,268	11,109
IDFC Sterling Equity Fund -Growth Fund		-	-	260,403	11,929	260,403	8,396
Total Value of Unquoted Mutual Fund	(ii)				72,116		57,015
Total Value of Unquoted Investments	(B) = (i) + (ii)		104,076		136,315		88,309
Total Value of Non Current Investments (A+B)			1,208,675		786,081		434,808
Less: Provision for Diminution in the value of Investment			371		371		371
Net Value of Investment			1,208,304		785,709		434,436

7 TRADE RECEIVABLE

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
(Unsecured)			
Considered Good	1,122	1,122	1,122
Total	<u>1,122</u>	<u>1,122</u>	<u>1,122</u>

8 OTHER FINANCIAL ASSETS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Deposits	1,067	814	901
Total	<u>1,067</u>	<u>814</u>	<u>901</u>

9 OTHER TAX ASSETS (NET)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Advance Tax and Tax Deducted at Source (Net of Current Tax Provisions)	2,278	1,707	2,114
Total	<u>2,278</u>	<u>1,707</u>	<u>2,114</u>

10 OTHER NON CURRENT ASSETS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Balance with Government Authorities	500	500	500
Total	<u>500</u>	<u>500</u>	<u>500</u>

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

11 INVENTORIES (₹ in thousand)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Finished Goods (Refer Note No 11.1)	3,290	3,235	2,912
Total	3,290	3,235	2,912

Note No 11.1: Finished Goods inventory includes Goods-in transit ₹ Nil (31st March 2017 : ₹ Nil, and 1st April 2016 : ₹ 411 thousand)

12 TRADE RECEIVABLES

Particulars	As at		
	March 31, 2018	As at March 31, 2017	As at April 1, 2016
(Unsecured)			
Considered Good			
- Receivable from Related Parties (Refer Note No. 41C)	1,352	3,245	1,568
- From others	533 1,885	273 3,518	701 2,269
Total	1,885	3,518	2,269

13 CASH AND CASH EQUIVALENTS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
<u>Balance With Banks</u>			
- On Current account	24,894	2,157	1,306
Cash on Hand	93	5	46
Total	24,987	2,162	1,352

14 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Unpaid Dividend Account (Refer Note No 14.1)	73	85	89
Total	73	85	89

Note No. 14.1

The company can utilise balances only towards settlement of the unpaid dividend.

15 OTHER FINANCIAL ASSETS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Advances to Staff	111	25	-
Total	111	25	-

16 OTHER TAX ASSETS (Net)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Income tax refund receivable	543	-	-
Total	543	-	-

17 OTHER CURRENT ASSETS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Prepaid Expenses	214	405	249
Others	25	25	371
Total	239	430	620

Notes forming Part of the financial statements for the year ended March 31, 2018
18 EQUITY SHARE CAPITAL

(₹ in thousand)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Authorized Share Capital			
14,50,000 Equity shares, Rs. 10/- each (31 March 2017: 14,50,000 equity shares Rs. 10/- each) (1 April 2016: 14,50,000 equity shares Rs. 10/- each)	14,500	14,500	14,500
Total	14,500	14,500	14,500
Issued, Subscribed and Fully Paid Up Shares			
10,80,200 Equity shares, Rs. 10/- each fully paid up (31 March 2017: 10,80,200 equity shares Rs. 10/- each) (1 April 2016: 10,80,200 equity shares Rs. 10/- each)	10,802	10,802	10,802
Total	10,802	10,802	10,802

Note No 18.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2018:

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	10,80,200	10,802	10,80,200	10,802	10,80,200	10,802
Add: Shares issued during the year	-	-	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-	-	-
Number of shares at the end	10,80,200	10,802	10,80,200	10,802	10,80,200	10,802

Note No 18.2: Terms/rights attached to equity shares

- (A) The company has only one class of equity shares having a par value of ₹ 10 per share. Each Shareholder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, The equity shareholder are eligible to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No 18.3: The details of shareholders holding more than 5% shares in the company :

Name of the shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of shares held	% held as at	No. of shares held	% held as at	No. of shares held	% held as at
Vibhuti Investments Co Ltd	735,870	68.12%	735,870	68.12%	735,870	68.12%
Dr Gita Piramal	216,550	20.04%	161,050	14.91%	161,050	14.91%

Note No 18.4: The details of Dividend paid proposed per share is as under-

Year	Dividend paid per share
2017-18	1.00
2016-17	NIL
2015-16	0.50

19 OTHER EQUITY

(₹ in thousand)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Reserves & surplus *			
Capital Redemption Reserve #	5	5	5
Securities Premium Reserve ##	3	3	3
General Reserves ###	84,996	84,996	84,996
Retained earnings #####	111,699	93,522	80,066
Other Comprehensive Income (OCI)	-	-	-
-Remeasurement of net defined benefit plans	(416)	(516)	(313)
-Fair Value of Equity Investments through OCI	1,042,729	621,269	291,365
Total	1,239,016	799,279	456,122

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

* For movement, refer statement of change in equity.

Capital Redemption Reserve represents redemption amount of 45 11% redeemable cumulative preference shares of ₹ 100/- each of erstwhile Furn Plastic Industries Ltd., redeemed on 5th Dec, 1991, amalgamated with the company.

Securities Premium Reserve

The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of the Companies Act, 2013, the securities premium account can only be utilised for the purpose of issue of bonus shares, buyback of the Company's shares, redemption of preference shares and debentures, and off setting direct issue costs and discount allowed for the issue of shares or debentures.

General reserve reflects amount transferred from statement of profit and loss in accordance with regulations of the Companies Act, 2013.

Retained earnings includes the Company's cumulative earning and losses respectively.

20 OTHER FINANCIAL LIABILITIES

(₹ in thousand)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Security Deposit	215	215	216
Others	4	4	4
Total	219	219	220

21 PROVISIONS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
<u>Provision for Employee Benefits</u>			
For Gratuity (Refer Note No 44)	3,024	2,778	2,174
For Leave Eancashment (Refer Note No 44)	337	386	312
Total	3,361	3,164	2,486

22 DEFERRED TAX LIABILITIES (NET)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Deferred tax liabilities (Net) (Refer Note 22.1)	18,605	16,154	7,104
Total	18,605	16,154	7,104

Note No. : 22.1

Particulars	Net balance as at 1 April 2017	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2018
Deferred Tax Liabilities/(Assets)				
Property, plant and equipment/Investment Property/Other Intangible Assets	(213)	74	-	(139)
Fair Value through Profit & Loss	5,166	(5,166)	-	-
Equity Instrutements designated at FVOCI	12,156	-	7,597	19,753
Employee Benefit through FVOCI	(204)	-	35	(169)
Employee Benefit through P&L	204	(35)	-	169
Expenses allowable under income tax on payment basis	(859)	(54)	-	(913)
Provision for Diminution of Investments	(96)	-	-	(96)
Total	16,154	(5,181)	7,632	18,605

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

Particulars	Net balance as at 1 April 2016	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2017
Deferred Tax Liabilities/(Assets)				
Property, plant and equipment/Investment Property/Other Intangible Assets	(176)	(36)	-	(213)
Fair Value through P&L	2,289	2,877	-	5,166
Equity Instruments designated at FVOCI	5,887	-	6,268	12,156
Employee Benefit through FVOCI	(133)	-	(71)	(204)
Employee Benefit through P&L	133	71	-	204
Expenses allowable under income tax on payment basis	(786)	(73)	-	(859)
Provision for Diminution of Investments	(111)	15	-	(96)
Total	7,104	2,853	6,197	16,154

Income tax

The major components of income tax expense for the year ended 31 March, 2018

(₹ in thousand)

Particulars	Year Ended	
	31 March, 2018	31 March, 2017
Profit and Loss:		
Current tax – net of reversal of earlier years : ₹ 5 thousand (Inclning 31 March 2017: ₹ 54 thousand)	(5)	54
Deferred Tax	(5,181)	2,853
Total	(5,186)	2,907

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	Year Ended	
	31 March, 2018	31 March, 2017
Profit before income tax expense	12,991	17,013
Tax at the Indian tax rate NIL (31 March 2017: NIL)	-	-
Add: Items giving rise to difference in tax		
Temporary difference	(5,181)	2,853
Others	(5)	54
Total Income Tax Expenses	(5,186)	2,907

23 BORROWINGS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
<u>Secured</u>			
From Aditya Birla Finance (Refer Note No 23.1)	-	-	2,000
Total	-	-	2,000
Note No 23.1: Secured against investment in Equity Mutual Funds.			

24 TRADE PAYABLES

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Current			
Dues of micro and small enterprises (Refer Note No 24.1)	-	-	-
Dues other than micro and small enterprises (Refer Note No 19.1)	4,883	4,858	4,838
Total	4,883	4,858	4,838

Note No 24.1: The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.

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

25 OTHER FINANCIAL LIABILITIES

(₹ in thousand)

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Unpaid Dividends	73	85	89
Total	73	85	89

26 OTHER CURRENT LIABILITIES

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Statutory Dues Payable	222	224	180
Total	222	224	180

27 PROVISIONS

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Provision for Employee Benefits			
For Gratuity (Refer Note No 44)	151	134	116
For Leave Eancashment (Refer Note No 44)	37	40	31
Others			
Incentive Payable to Employees	500	400	400
Total	688	574	547

28 CONTINGENT LIABILITIES & COMMITMENTS

a) CONTINGENT LIABILITIES: #

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Disputed Excise Duty Liability	1,118	1,118	1,118
Sales Tax Liability	-	100	100
Total	1,118	1,218	1,218

Note:

The management does not expect these demands/claims to succeed. Claims, where the possibility of outflow of resources embodying economic benefits is remote, have not been considered in contingent liability.

b) COMMITMENTS:

Particulars	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Commitments	-	-	-
Total	-	-	-

29 REVENUE FROM OPERATIONS

Particulars	Year Ended	
	2017-2018	2016-2017
Sale of Products	13,794	14,468
Sale of Services - Rental Income	4,636	4,636
Other Operating Revenue		
Maintenance Charges	6,707	6,707
Expenses Recovery	6,010	4,940
Total	31,147	30,751

Notes forming Part of the financial statements for the year ended March 31, 2018
30 OTHER INCOME (₹ in thousand)

Particulars	Year Ended	
	2017-2018	2016-2017
Interest Income	77	83
Dividend income from Equity Instrutements designated at FVOCI	8,769	7,260
Dividend income from Mutual Fund designated at FVTPL	10,534	-
Net gain on financial assets measured at FVTPL	-	15,100
<u>Other Non Operating Income</u>		
Other receipts	174	118
Total	19,554	22,561

31 PURCHASE OF STOCK IN TRADE

Particulars	Year Ended	
	2017-2018	2016-2017
Purchases of stock in Trade	9,734	10,914
Total	9,734	10,914

32 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE

Particulars	Year Ended	
	2017-2018	2016-2017
<u>Inventories at the beginning of the year</u>		
Finished Goods	3,235	2,912
	-	-
<u>Less : Inventories at the end of the year</u>		
Finished Goods	-	-
	3,290	3,235
Total	(55)	(323)

33 EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended	
	2017-2018	2016-2017
Salaries, Wages and Bonus	9,134	8,750
Contribution to Provident and other fund	211	195
Staff Welfare Expenses	200	245
Total	9,545	9,190

34 FINANCE COST

Particulars	Year Ended	
	2017-2018	2016-2017
Interest Expense on Short Term Bank Borrowing	-	116
Total	-	116

35 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	Year Ended	
	2017-2018	2016-2017
Depreciation on Property, Plant and Equipment	1,547	1,558
Depreciation on Investment Property	1,009	993
Total	2,556	2,551

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

36 OTHER EXPENSES

(₹ in thousand)

Particulars	2017-2018		2016-2017	
Electricity charges		529		624
Rent		32		32
Repairs & Maintenance				
Buildings		639		600
Others		16		15
Insurance		285		276
Rates and taxes		4,976		4,487
Security charges		3,730		3,141
Housekeeping & Maintenance		752		682
Directors fees		400		370
Loss on sale of investments (Net)		762		-
Loss on sales of fixed asset/written off		54		-
Legal & Professional charges		926		820
Payment to Auditors :				
Audit fees	130		130	
Tax audit	40		40	
Other Services	69		60	
GST/Service Tax	36	275	35	265
Miscellaneous Expenses		2,554		2,539
Total		15,930		13,851

37 EARNING PER SHARE

Particulars	2017-2018	2016-2017
(A) Profit attributable to Equity Shareholders	18,177	14,106
(B) No. of Equity Share outstanding during the year.	108,022	108,022
(C) Face Value of each Equity Share (₹)	10.00	10.00
(D) Basic & Diluted earning per Share (₹)	16.83	13.06

38 SEGMENT REPORTING

Segment Information for the year ended 31ST March, 2018

Information about primary business segment

(₹ in thousand)

Particulars	2017-18				2016-17			
	Segments		Unallocated	Total	Segments		Unallocated	Total
	Trading Activity	Real Estate			Trading Activity	Real Estate		
Revenue								
Segment Revenue	13,794	17,353	19,554	50,701	14,468	16,400	22,444	53,312
Result								
Segment Results	1,125	3,718	-	4,843	858	3,694	-	4,552
Add: Unallocated Corporate Income net of Unallocated corporate expenses	-	-	8,148	8,148	-	-	12,577	12,577
Less: Interest Expenses	-	-	-	-	-	-	(116)	(116)
Profit Before Tax	1,125	3,718	8,148	12,991	858	3,694	12,461	17,013
Less: Provision for Tax (Net of Deferred Tax)	-	-	(5,181)	(5,181)	-	-	2,853	2,853
Net Profit After Tax & Before Prior Period Adjustments	1,125	3,718	13,329	18,172	858	3,694	9,608	14,160
Add : Prior Period Tax Adjustments	-	-	(5)	(5)	-	-	54	54
Net Profit After Prior Period Adjustments	1,125	3,718	13,334	18,177	858	3,694	9,554	14,106

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

(₹ in thousand)

Particulars	2017-18				2016-17			
	Segments		Unallocated	Total	Segments		Unallocated	Total
	Trading Activity	Real Estate			Trading Activity	Real Estate		
Other Information								
Segment Assets	3,984	29,718	1,244,167	1,277,869	3,580	32,301	800,645	836,526
Segment Liabilities	3,313	749	23,989	28,051	3,479	575	22,391	26,445
Capital Expenditure	-	-	70	70	-	414	117	530
Depreciation / Amortisation	195	1,008	1,353	2,556	35	1,297	1,219	2,551

Notes:

- The Company has identified the following segments:
 - The Real Estate segment, which includes letting out of Companies properties.
 - The Trading segment which includes retailing of plastic moulded suit cases, brief cases & vanity cases and other travel goods & accessories.

These segments have been identified considering the organizational structure, internal financial reporting system, and the risk- return profiles of the business.
- Segment results / assets & liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.
- All the Company's operations are conducted in India. The Commercial risks and returns involved on the basis of geographic segmentation are relatively insignificant. Accordingly, secondary segment disclosures based on geographic segments are not considered relevant.

39 Capital Management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on the basis of the following gearing ratio:

	As at		
	March 31, 2018	March 31, 2017	April 1, 2016
Net debt (total borrowings net of cash and cash equivalents)			648
Total equity	Not applicable	Not applicable	466,924
Net debt equity ratio			0.14%

40 Financial Risk Management

The Company's activities expose it to credit risk and liquidity risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis	Diversification of bank deposits and credit limits.
2	Liquidity Risk	Other financial liabilities	Sensitivity analysis	Availability of committed credit lines and borrowing facilities

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, investment of surplus liquidity and other business risks effecting business operation. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

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

(A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

(B) Liquidity Risk

The Company's principal sources of liquidity are "cash and cash equivalents" and cash flows that are generated from operations. The Company has no outstanding term borrowings. The Company believes that its working capital is sufficient to meet its current requirements. Additionally, the Company has sizeable surplus funds invested in fixed income securities or instruments of similar profile ensuring safety of capital and availability of liquidity if and when required. Hence the Company does not perceive any liquidity risk.

41 Related party disclosures as required under Ind AS 24, "Related Party Disclosures", are given below:

a) Name of the related party and description of relationship.

S.No.	Related Parties	Nature of Relationship
(i)	Vibhuti Investments Company Ltd	Holding Company (Shareholder, having control)
(ii)	Kiddy Plast Ltd	Fellow Subsidiary
(iii)	Mrs. Shalini Dilip Piramal	Managing Director, Wife of Mr. Dilip G Piramal, Chairman & Managing Director of VIP Industries Ltd.
(vi)	VIP Industries Ltd	Company where Director is interested

b) Details of Transactions during the year with related parties.

(₹ in thousand)

S.No.	Related parties	Nature of Transactions during the year	2017-18	2016-17
(i)	Vibhuti Investments Co Ltd	Property Income	2,236	2,236
		Maintenance Charges Income	6,707	6,707
		Expenses Recovery	5,282	4,408
		Recovery of property tax	1,665	1,697
(ii)	Mrs. Shalini Dilip Piramal	Managerial Remunerations	2,448	2,448
(iii)	VIP Industries Ltd	Purchase of goods	9,734	10,914

c) Balances at end of the year with related parties.

(₹ in thousand)

S.No.	Related parties	Nature of Transactions during the year	As at		
			31st March, 2018	31st March, 2017	1st April, 2016
(i)	Vibhuti Investments Co Ltd	Amount Receivable	1,352	3,245	1,568
(ii)	VIP Industries Ltd	Trade Payable	3,232	3,411	3,420

42 Employee Benefits

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below :

The Company's defined benefit plan includes Gratuity. The liability in respect of Gratuity has been determined using Projected Unit Credit Method by an independent actuary. The company's defined contribution plan includes Provident Fund. The related disclosure are as under:

(₹ in thousand)

Particulars	2017-18	2016-17	2015-16
A. Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :			
Provident Fund	199	148	118

B. Defined Benefit Plans :

(a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days/26 based on one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

The plans of the Company exposes to actuarial risks such as Investment Risk, Interest rate risk, salary risk and longevity risk. These risks may impact the obligation of the Company.

(b) The following tables set out the funded status of the gratuity and the amounts recognised in the Company's financial statements as at 31 March 2018 and 31 March 2017.

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

(₹ in thousand)

Particulars	Gratuity	
	2017-18	2016-17
(i) Changes in present value of obligations		
Present Value of Benefit Obligation at the Beginning of the Period	2,912	2,290
Interest cost	212	183
Current Service Cost	186	165
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	-	-
(Liability Transferred Out/ Divestments)	-	-
(Gains)/ Losses on Curtailment	-	-
(Liabilities Extinguished on Settlement)	-	-
(Benefit Paid Directly by the Employer)	-	-
(Benefit Paid From the Fund)	-	-
The Effect Of Changes in Foreign Exchange Rates	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(143)	161
Actuarial (Gains)/Losses on Obligations - Due to Experience	8	113
Present Value of Benefit Obligation at the End of the Period	3,174	2,912
(ii) Fair value of Plan Assets		
Fair Value of Plan assets at beginning of period	-	-
Interest Income	-	-
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Assets Transferred In/AcquisitionS	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	-	-
(Assets Distributed on Settlements)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	-	-
Fair Value of Plan Assets at the End of the Period	-	-
(iii) Amount recognized in the Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	(3,174)	(2,912)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(3,174)	(2,912)
Net (Liability)/Asset Recognized in the Balance Sheet	(3,174)	(2,912)
	-	-
(iv) Net Interest		
Present Value of Benefit Obligation at the Beginning of the Period	2,912	2,290
(Fair Value of Plan Assets at the Beginning of the Period)	-	-
Net Liability/(Asset) at the Beginning	2,912	2,290
Interest Cost	212	183
(Interest Income)	-	-
Net Interest Cost for Current Period	212	183

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

(₹ in thousand)

Particulars	Gratuity	
	2017-18	2016-17
(v) Expenses Recognized in the Statement of Profit or Loss	-	-
Current Service Cost	186	165
Net Interest Cost	212	183
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expenses Recognized	397	348
	-	-
(vi) Expenses Recognized in the Other Comprehensive Income (OCI)	-	-
Actuarial (Gains)/Losses on Obligation For the Period	(135)	274
Return on Plan Assets, Excluding Interest Income	-	-
Change in Asset Ceiling	-	-
Net (Income)/Expense For the Period Recognized in OCI	(135)	274
	-	-
(vii) Balance Sheet Reconciliation	-	-
Opening Net Liability	2,912	2,290
Expenses Recognized in Statement of Profit or Loss	397	348
Expenses Recognized in OCI	(135)	274
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	3,174	2,912
	-	-
(viii) Expenses Recognized in the Statement of Profit or Loss for Next Year	-	-
Current Service Cost	188	186
Net Interest Cost	250	212
(Expected Contributions by the Employees)	-	-
Expenses Recognized	438	397
	-	-
(ix) Schedule III of the Companies Act 2013	-	-
Current Liability (*)	3,024	2,778
Non-Current Liability	151	134
(x) Assumptions as at		
Mortality	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Interest / Discount Rate	7.88%	7.27%
Rate of increase in compensation	5.00%	5.00%
Expected average remaining service	NA	NA

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

(₹ in thousand)

Particulars	Gratuity	
	2017-18	2016-17
(xi) Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	3,174	2,912
Delta Effect of +1% Change in Rate of Discounting	(216)	(221)
Delta Effect of -1% Change in Rate of Discounting	240	247
Delta Effect of +1% Change in Rate of Salary Increase	244	250
Delta Effect of -1% Change in Rate of Salary Increase	(223)	(227)
Delta Effect of +1% Change in Rate of Employee Turnover	41	34
Delta Effect of -1% Change in Rate of Employee Turnover	(44)	(37)

(xii) Notes

Gratuity is payable as per company's scheme as detailed in the report.

Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI).

All above reported figures of OCI are gross of taxation.

Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.

Maturity Analysis of Benefit Payments is undiscounted cashflows considering future salary, attrition & death in respective year for members as mentioned above for foreseeable future of next 10 years.

Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

Para 139 (a) Characteristics of defined benefit plan :

The Company has a defined benefit gratuity plan in India (unfunded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.

Para 139 (b) Risks associated with defined benefit plan :

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Para 139 (c) Characteristics of defined benefit plans :

During the year, there were no plan amendments, curtailments and settlements.

Para 147 (a) :

Gratuity plan is unfunded.

(c) Leave encashment :

The Company has a policy on compensated absences which is applicable to its executives jointed upto a specified period and all workers. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

43 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

44 FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Explanation 1 - Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

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

(I) Ind AS Optional exemptions

Deemed Cost - Property, Plant and Equipment, Capital work-in-progress and Intangible Assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment, Capital work-in-progress and intangible assets at their previous GAAP carrying values.

(II) Ind AS mandatory exemptions

(i) Estimates

An entity's estimates in accordance with Ind AS' at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with the previous GAAP (after adjustments to reflect any difference in accounting policies) unless there is an objective evidence that those estimates were in error.

(ii) Classification and measurement of financial assets (other than equity instruments)

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exists at the date of transition to Ind AS.

(iii) De-recognition of financial assets and financial liabilities

Ind AS 101 requires a first time adopter to apply the de-recognition provisions for Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows first time adopter to apply the derecognition requirements provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past Ind AS 101 retrospectively from the date of entity's choosing, transactions was obtained at the time of initially accounting for the transactions.

Effects of Ind AS adoption on Balance Sheet at 31st March, 2017 and 1st April, 2016:

(₹ in thousand)

Particulars	Note No.	As at 31st March, 2017 (End of last period presented as per IGAAP)			As at 1st April, 2016 (Date of Transition)		
		As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS	As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS
Non - Current Assets							
(a) Property, Plant and Equipment	1	36,052	(26,261)	9,791	38,073	(26,841)	11,232
(b) Investment Property	1	-	26,261	26,261	-	26,841	26,841
(c) Financial assets							
(i) Non Current Investments	2	125,168	660,541	785,709	125,168	309,268	434,436
(i) Trade Receivable		1,122	-	1,122	1,122	-	1,122
(iii) Other Financial Assets		814	-	814	901	-	901
(d) Deferred Tax Assets (Net)	3	1,168	(1,168)	-	1,074	(1,074)	-
(e) Other tax assets (Net)		1,707	-	1,707	2,114	-	2,114
(f) Other non Current Assets		500	-	500	500	-	500
Current Assets							
(a) Inventories		3,235	-	3,235	2,912	-	2,912
(b) Financial assets							
(i) Trade receivables		3,518	-	3,518	2,269	-	2,269
(ii) Cash and cash equivalents		2,162	-	2,162	1,352	-	1,352
(iii) Bank balances other than (ii) above		85	-	85	89	-	89
(iv) Other Financial Assets		25	-	25	-	-	-
(c) Other current assets		430	-	430	620	-	620
Total Assets		175,986	659,373	835,359	176,194	308,195	484,388
Equity							
Equity Share Capital		10,802	-	10,802	10,802	-	10,802
Other equity	Refer Note below	156,060	643,220	799,279	154,381	301,742	456,122

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

(₹ in thousand)

Particulars	Note No.	As at 31st March, 2017 (End of last period presented as per IGAAP)			As at 1st April, 2016 (Date of Transition)		
		As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS	As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS
Liabilities							
Non Current Liabilities							
(a) Financial Liabilities							
(i) Other financial liabilities		219	-	219	220	-	220
(b) Provision		3,164	-	3,164	2,486	-	2,486
(c) Deferred tax liabilities (Net)	3	-	16,154	16,154	-	7,103	7,104
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings		-	-	-	2,000	-	2,000
(ii) Trade payables		4,858	(0)	4,858	4,838	(0)	4,838
(iii) Other financial liabilities		85	-	85	89	-	89
(b) Other current liabilities		225	(1)	224	180	-	180
(c) Provisions	4	574	-	574	1,197	(650)	547
Total Equity and Liabilities		175,986	659,373	835,359	176,194	308,195	484,388

Statement of Reconciliation of Equity (Shareholders' funds) as at 31st March, 2017 and 1st April, 2016:

Particulars	Note No.	As at 31st March, 2017	As at 1st April, 2016
Total Equity (Shareholders' Fund) as per IGAAP		166,862	165,183
Adjustments on transition to Ind AS:		-	-
Fair valuation of investments	2	660,541	309,268
Proposed dividend (Including Dividend Distribution Tax)	4	-	650
Tax effects of adjustments	3	(17,322)	(8,176)
Total adjustments		643,220	301,742
Total Equity (Shareholders' Fund) as per IND AS		810,081	466,924

Effects of Ind AS adoption on Statement of Profit & Loss for the year ended 31st March, 2017

(₹ in thousand)

Particulars	Note No.	Year ended 31st March, 2017 (End of last period presented as per IGAAP)		
		As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS
Revenue from operations		30,751	-	30,751
Other income	2	7,460	15,100	22,561
Total Revenue		38,211	15,100	53,312
Purchase of Stock in Trade		10,914	-	10,914
Changes in inventories of Stock in Trade		(323)	(0)	(323)
Employee benefit expenses	5	9,465	(274)	9,190
Finance Costs		116	-	116
Depreciation & amortization expenses		2,551	-	2,551
Other Expenses		13,851	0	13,851
Total Expenses		36,573	(274)	36,299

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

(₹ in thousand)

Particulars	Note No.	Year ended 31st March, 2017 (End of last period presented as per IGAAP)		
		As per IGAAP	Adjustments on transition to Ind	AS As per Ind AS
Profit before exceptional items & tax		1,639	15,374	17,013
Exceptional Items		-	-	-
Profit before tax		1,639	15,374	17,013
Less: Income Tax expenses				
-Current Tax		54	-	54
-Deferred Tax	2 & 5	(94)	2,947	2,853
Profit for the period		1,679	12,427	14,106
Other comprehensive income		-	329,700	329,701
Total comprehensive income		1,679	342,128	343,807

Statement of Reconciliation of total comprehensive income for the year ended 31st March, 2017

Particulars	Note No.	As at 31st March, 2017
Net Profit after Tax previously presented under IGAAP		1,679
Adjustments on transition to Ind AS		12,427
Net Profit after Tax before OCI as per IND AS		14,106
Fair valuation of investments	2	336,172
Reclassification of remeasurement of employee benefits	5	(274)
Tax effects of adjustments	2 & 5	(6,197)
Total adjustments		329,701
Total Equity (Shareholders' Fund) as per IND AS		343,807

Effects of Ind AS adoption on Cash Flow statement for the year ended 31st March, 2017

Particulars	Note No.	Year ended 31st March, 2017 (End of last period presented as per IGAAP)		
		As per IGAAP	Adjustments on transition to IndAS	AS As per Ind AS
Cash flow from operations		(3,237)	-	(3,237)
Cash flow from Investing Activities		6,813	-	6,813
Cash flow from Financing Activities		(2,766)	-	(2,766)
Net Increase/(decrease) in cash and cash equivalents		810	-	810
Cash and cash equivalents at the beginning of the year		1,352	-	1,352
Cash and cash equivalents at the end of the year		2,162	-	2,162

Note No.:

1 Property, Plant and Equipment and Investment Property

Under the previous GAAP, Investment Property, Land & Bulding was grouped under Property Plant and Equipment. Under Ind AS, the same is treated as Investment property under Ind AS 41 at carrying cost under previous GAAP. There is no impact on the total equity and profit.

2 Investments

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended 31 March 2017. This increased the retained earnings by ₹ 27,116 thousand as at 31 March 2017 (1 April 2016 - ₹ 12,016 thousand) and has a deferred tax impact on the same of ₹ 2,876 thousand for the year ended 31 March 2017 (1 April 2016 ₹ 2,289 thousand).

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

Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognised in FVOCI Equity investments reserve as at the date of transition and subsequently in the other comprehensive income for the year ended 31 March 2017. This increased other reserves by ₹ 6,33,425 thousand as at 31 March 2017 (1 April 2016 - ₹ 2,97,252 thousand) and has a deferred tax impact on the same of ₹ 6,268 thousand for the year ended 31 March 2017 (1 April 2016 ₹ 5,887 thousand).

3 Deferred Tax

Deferred Tax is created of ₹ 17,321 thousand as at 31 March 2017 (1 April 2016 ₹ 8,176 thousand) on account of change in the accounting under the previous GAAP vs IND AS for Investments due to such change the deferred tax liabilities was creating hence the deferred tax assets of ₹ 1,168 thousand as at 31 March 2017 (1 April 2016 ₹ 1,074 thousand) under GAAP was net with deferred tax liabilities, net result of the same was ₹ 16,154 thousand as at 31 March 2017 (1 April 2016 ₹ 7,103 thousand) of deferred tax liabilities.

4 Proposed dividend

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposed dividend (including dividend distribution tax) of ₹ 650 thousand as at 31 March 2017 included under provisions has been reversed with corresponding adjustment to retained earnings. Consequently, the total equity increased by an equivalent amount.

5 Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended 31 March 2017 increased by ₹ 274 thousand (1 April 2016 ₹ 446 thousand). There is no impact on the total equity as at 31 March 2017 (1 April 2016) and has a deferred tax impact on the same of ₹ 70 thousand for the year ended 31 March 2017 (1 April 2016 ₹ 133 thousand).

45 Fair Value measurement-

The fair value of Financial instrument as of March 31,2018, March 31,2017 and April 1,2016 were as follows-

Particulars	March 31,2018	March 31,2017	April 1,2016	Fair value Hierarchy	Valuation Technique
Assets-					
Investment in Equity Instruments through OCI	1,104,599	649,766	346,498	Level-1	Quoted Market Price
Investment in Equity Instruments	103,705	63,827	30,923	Level-2	As per Valuation Certificate
Investment in Mutual Fund through FVTPL	-	72,116	57,015	Level-1	Quoted Market Price
Total	1,208,304	785,709	434,436		

The management assessed that Cash and Cash equivalents, loans, other balances with Banks, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

46 The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

As per our report of even date attached
For M L Bhuwania and Co LLP
Chartered Accountants
 Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
 Membership No. 109931

Place : Mumbai
 Date : 28th May, 2018

For and on Behalf of Board of Directors

Shalini D. Piramal
Managing Director
 Din- 01365328

Sunil Kumar Gupta
Chief Financial Officer

Place : Mumbai
 Date : 28th May, 2018

Ranjan Sanghi
Director
 Din-00275842

Kunal Chhatwani
Company Secretary



ATTENDANCE SLIP

KEMP & COMPANY LIMITED

Registered Office: 78- A, MIDC Estate, Satpur, Nashik – 422 007, Maharashtra.

Tel.: +91-253-240 6700 Fax: +91-253-235 0756, CIN No. L24239MH1982PLC000047, Website: www.kempnco.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*
Client Id*

Folio No.
No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER / PROXY

I hereby record my presence at the 137th Annual General Meeting of the Company to be held on Friday, the 28th September 2018 at 12.30 pm at 78- A, MIDC Estate, Satpur, Nashik – 422 007, Maharashtra.

*Applicable for shareholders holding shares in electronic form.

Signature of Shareholder/ proxy



KEMP & COMPANY LIMITED

Registered Office: 78- A, MIDC Estate, Satpur, Nashik – 422 007, Maharashtra.

Tel.: +91-253-240 6700 Fax: +91-253-235 0756, CIN No. L24239MH1982PLC000047, Website: www.kempnco.com

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):
Registered Address:
e-mail Id:
Folio No. /*Client Id:
*DP Id:

I/We, being the member (s): of Shares of Kemp & Company Limited (the Company), hereby appoint:

- 1) of having e-mail id or failing him/her
2) of having e-mail id or failing him/her
3) of having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 137th Annual General Meeting of the Company, to be held on Friday, the 28th September 2018 at 12.30 pm at 78- A, MIDC Estate, Satpur, Nashik – 422 007, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

**I/We wish my/our above Proxy to vote in the manner as indicated in the box below:

Table with 3 columns: Resolutions, For, Against. Contains 7 rows of resolutions for voting.

Affix a Re.1 Revenue Stamp

Signed this day of 2018

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

- 1. This form of proxy In order to be effective should be duly completed and signed, deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
**4. This is only optional. Please put a check in the appropriate column against the resolutions indicated in the Box.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

COURIER / REGISTERED POST / SPEED POST

If undelivered, please return to:

KEMP & COMPANY LIMITED
INVESTORS' SERVICES DEPARTMENT
DGP House, 5th Floor,
88-C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra