

August 1, 2018

The Secretary,
BSE Limited
Corporate Relationship Department
P.J.Towers, Dalal Street, Fort,
MUMBAI-400 001

Dear Sir,

Sub : 36th Annual Report for the Financial Year 2017-18 .

Pursuant to the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the 36th Annual Report for the Financial Year 2017-18 duly approved and adopted by the Shareholders in the Annual General Meeting held on 31st July, 2018 as per the provisions of the Companies Act, 2013.

We request you to kindly inform the members of the Exchange accordingly.

Thanking you,

Very truly yours,

For EPC Industrié Limited




Ratrikar Nawghare
Company Secretary

EPC Industrié Limited

“Delivering Farm Tech Prosperity”



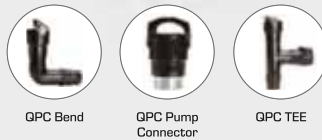
36th Annual Report 2017-18



The Irrigation technology that brings prosperity to farmers.



QPC
Quick Pipe coupling Technology
Prosperity
With every drop



A TRUSTWORTHY PARTNER THAT BRINGS PROSPERITY TO FARMERS



TRUST AND TECHNOLOGY
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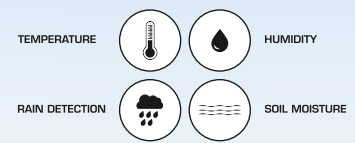
LANDSCAPE IRRIGATION SYSTEMS



LIFE LINE OF YOUR FARM



SMART IRRIGATION SYSTEM
SENSOR-BASED IRRIGATION CONTROLLER



TIME & VOLUME BASED IRRIGATION CONTROLLER



COMPANY NAME	EPC INDUSTRIÉ LIMITED
BOARD OF DIRECTORS	Ashok Sharma – Managing Director S. Durgashankar Sangeeta Prasad Nikhilesh Panchal Anand Daga Vinayak Patil
CHIEF EXECUTIVE OFFICER	Sanjeev Mohoni
CHIEF FINANCIAL OFFICER	Sunetra Ganesan
COMPANY SECRETARY	Ratnakar Nawghare
AUDITORS	Deloitte Haskins & Sells, Chartered Accountants
BANKERS	YES Bank Ltd. HDFC Bank Ltd.
CORPORATE OFFICE & WORKS	Plot No. H-109, MIDC, Ambad, Nashik-422 010. Tel: (0253) 2381081/82/83, 6642000 Fax: (0253) 2382975 CIN: L25200MH1981PLC025731 E Mail : rvnawghare@epcind.com
REGISTERED OFFICE	Plot No. H-109, MIDC, Ambad, Nashik-422 010. Tel: (0253) 2381081/82/83, 6642000 Fax: (0253) 2382975 E Mail : rvnawghare@epcind.com
BRANCHES	Akola, Ananthapur, Coimbatore, Dharwad, Hyderabad, Indore, Jaipur, Nagpur, Patna, Pune, Raipur, Rajkot, Ranchi, Thrissur, Vadodara
REGISTRARS & TRANSFER AGENTS	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda Hyderabad, Telangana-500 032 Telephone number: +91 40 67162222 Investor Service Toll Free No: 1800-3454-001 Fax number: +91 40 2342 0814 E Mail : einward.ris@karvy.com

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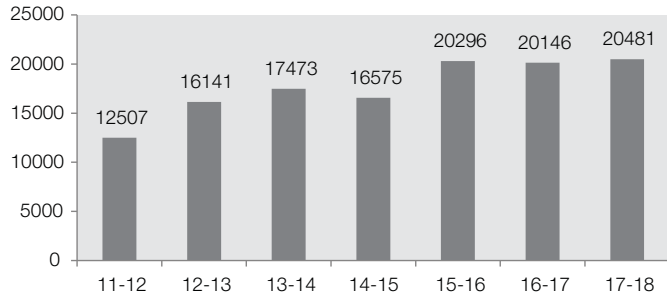
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Financial Highlights

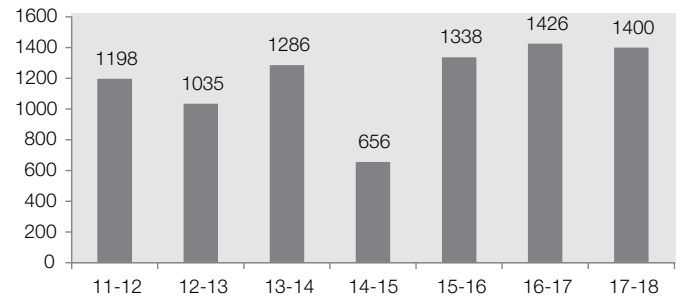
Sales

Rs. in Lakhs



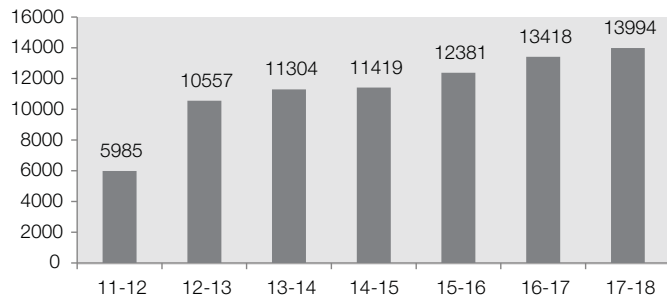
EBIDTA

Rs. in Lakhs



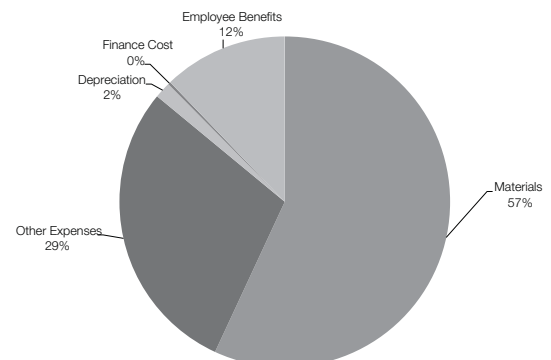
Shareholders' Fund

Rs. in Lakhs



Distribution of Income

In %



Note - Last three years' figures are as per IND AS.

Financial Highlights

	Rs. in Lakhs	
	2017-18	2016-17
Sales	20,480.7	20,146.5
Other Income	179.4	158.9
Total Revenue	20,660.0	20,305.4
Profit Before Tax	1,036.4	967.9
PBT as a % to Sales	5.1	4.8
Profit After Tax	493.9	990.5
PAT as % of Sales	2.4	4.9
Earning per Share (Rs.)		
Basic	1.78	3.58
Diluted	1.77	3.56

Working Results at a Glance

	Rs. in Lakhs						
Year	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
Sales	20,480.7	20,146.5	20,295.7	16,575.1	17,472.5	16,140.8	12,507.3
EBDITA	1,400.4	1,425.6	1,338.2	656.3	1,285.7	1,035.2	1,198.4
Interest	50.1	152.9	46.0	119.6	235.3	246.4	288.6
Depreciation	313.9	304.8	265.5	269.4	279.4	254.6	193.6
Profit Before Tax	1,036.4	967.9	1,026.7	267.3	771.0	534.2	716.2
Tax	542.5	(22.6)	152.2	88.0	-	-	50.0
Profit After Tax	493.9	990.5	874.5	179.3	771.0	534.2	666.2
Earning per Share (Rs.)	1.78	3.58	3.16	0.65	2.79	2.01	3.00

Note - Last three years' figures are as per IND AS.

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of EPC INDUSTRIÉ LIMITED will be held at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik - 422 010 on Tuesday, July 31, 2018 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Ms. Sangeeta Prasad (DIN: 02791944) who retires by rotation and, being eligible, offers herself for re-appointment.
4. **To ratify the appointment of Statutory Auditors and fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the Resolution passed by the Members at their 34th Annual General Meeting held on 29th July 2016, the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 117364W), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office from the conclusion of the 34th Annual General Meeting of the Company to the conclusion of the 39th Annual General

Meeting to be held in 2021, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified.”

SPECIAL BUSINESS:

5. **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 Section 148, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Messrs Shilpa and Company, Cost Accountants, Nashik appointed as Cost Auditor by the Board of Directors of the Company, for conducting the cost audit of the Company for the Financial Year 2018-19, if applicable, at a remuneration of Rs. 1,60,000/- (Rupees One Lac Sixty Thousand Only) plus applicable taxes and out of pocket expenses be and is hereby approved.”

By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No. H-109, MIDC Ambad,
Nashik - 422 010
Tel: (0253) 2381081/82/83, 6642000
CIN: L25200MH1981PLC025731
e-mail: info@epcind.com
website: www.epcmahindra.com
3rd May, 2018

NOTES

- A. Explanatory Statement as required under section 102(1) of the Companies Act, 2013 is annexed hereto.
- B. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- C. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
No instrument of proxy shall be valid unless:
 - i) it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his / her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazette officers or any officer of a Nationalised Bank;
 - ii) it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 2.30 p.m. on 29th July, 2018,

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- together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent.
- D. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on its behalf at the Meeting.
- E. Members/proxies are requested to bring duly filled attendance slips sent herewith to attend the Meeting.
- F. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana-500 032.
- G. The Register of Members and Transfer Books of the Company will be closed from 25th July, 2018 to 31st July, 2018 (both days inclusive).
- H. The dividend, if declared at the Annual General Meeting, would be paid /dispatched after 31st July, 2018 to those Shareholders or their mandates:
- whose names appear as Beneficial Owners at the end of the business hours on Tuesday, 24th July, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - whose names appear as Members in Registrar of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ its Registrar and Transfer Agents on or before Tuesday , 24th July, 2018.
- I. Members can avail of the facility of nomination in respect of the Shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- J. The Securities and Exchange Board of India has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
- K. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents / Depository Participants in the prescribed form and with the prescribed details. Members located in the places where an ECS/NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.
- L. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed there under, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by permitted mode.
- Members are requested to support this Green Initiative by registering/ updating their e-mail address, with the Depository Participant (in case of shares held in dematerialised form) or with Karvy Computershare Private Limited (in case of shares held in physical form).
- M. Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited, at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
 - quote their folio numbers/Client ID/DP ID in all correspondence; and
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- N. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member, as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- O. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- P. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy

Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Q. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.

None of the Directors of the Company seeking appointment or reappointment are inter-se related to each other.

R. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.epcmahindra.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Nashik, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rvnawghare@epcind.com

S. The route map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.

T. Mrs. Sujata Rajebahadur – Practising Company Secretary (Membership No. FCS 5728) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

U. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited (Karvy).

The instructions for e-voting are as under:

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

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Computershare Private Limited. However, if you are already registered with Karvy for e-voting,

you can use your existing User ID and password for casting your vote.

- (iii) After entering the above details, Click on–Login.
- (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting Event
- (vi) Select 'EVENT' of EPC Industrié Limited -AGM and click on - Submit
- (vii) Now you are ready for e-voting as 'Ballot Form' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at cssujata.rajebahadur@gmail.com or evoting@epcind.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number) USER ID PASSWORD

- (ii) Please follow all steps from Sl. No. (A)(ii) to Sl. No. (A)(xi) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual available in the Downloads section of the e-voting website of Karvy Computershare Private Limited <https://evoting.karvy.com> or Mr. Prem Kumar M., Manager, Karvy at Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana-500 032 or at the email i.d.

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evoting@karvy.com or on phone No.: 040-67161500 or call Karvy's toll free number 1800-3454-001 for any further clarifications.

- II. Members who have acquired shares after dispatch of the Annual Report and before the book closure may obtain the user ID and password by sending a request at evoting@karvy.com
- III. If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1800-3454-001 or email at evoting@karvy.com
- IV. The e-voting period commences on 28th July, 2018 (9:00 a.m.) and ends on 30th July, 2018 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th July, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. 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 of 24th July, 2018.
- VI. 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 Chairman of the Company.

- VII. 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.epcmahindra.com and on the website of Karvy Computershare Private Limited within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- V. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays up to and including the date of the Annual General Meeting of the Company.

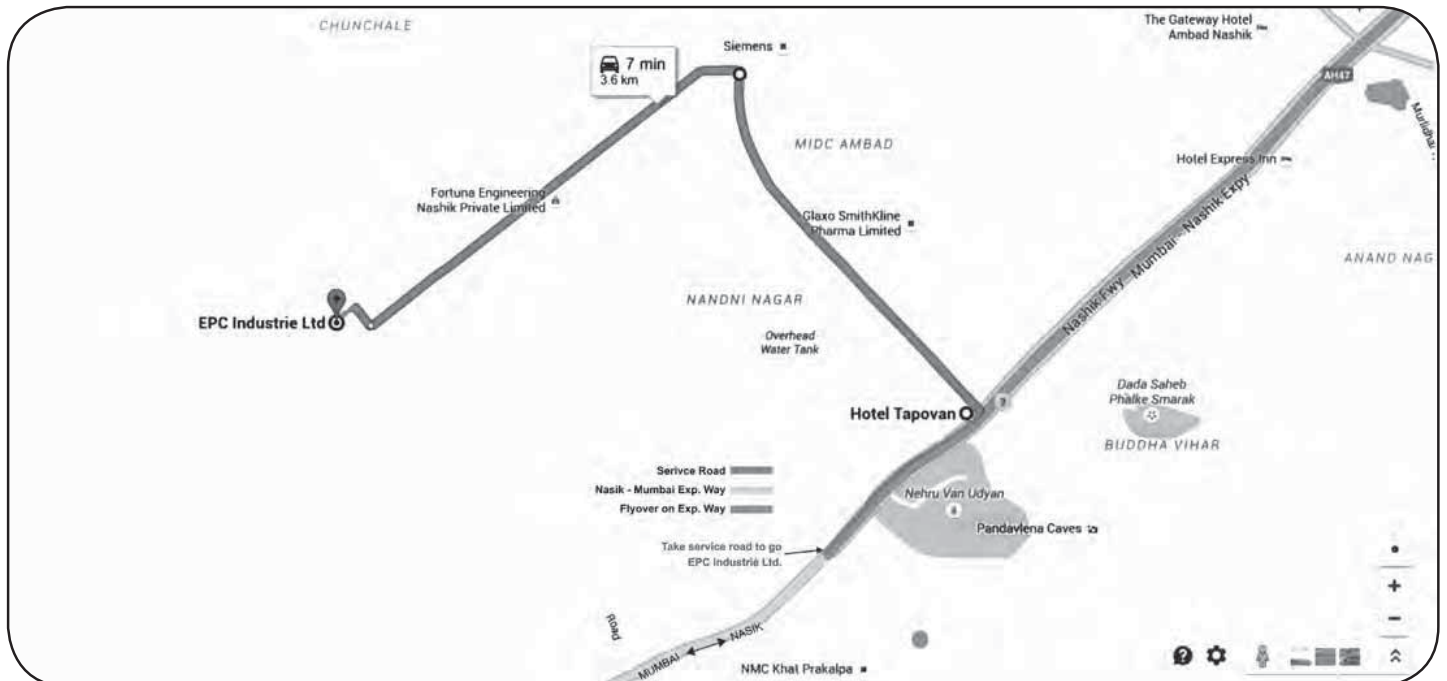
By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No. H-109, MIDC Ambad,
Nashik - 422 010
Tel: (0253) 2381081/82/83, 6642000
CIN: L25200MH1981PLC025731
e-mail: info@epcind.com
website: www.epcmahindra.com
3rd May, 2018

Route Map to the Venue of the AGM



Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 3

Ms. Sangeeta Prasad (DIN: 02791944) age 50 years has a Bachelor's degree in Electrical Engineering and has done Masters in Business Administration from IIM Lucknow. She is a Chevening scholar from UK and completed General Management Programme at INSEAD, Fontainebleau. Ms. Sangeeta Prasad's first appointment on the Company's Board was on 28th October, 2014.

Ms. Prasad is CEO of Mahindra Lifespace Developers Limited and heading the Integrated Business Cities and Industrial Clusters as part of the Company's mission of transforming urban landscapes by creating sustainable communities. Mahindra Lifespace Developers Ltd. is the real estate and infrastructure development arm of the Mahindra Group. She is also a Member of the Group Executive Board, Mahindra Group and Co-Chairperson, Group Diversity Council, Mahindra Group. She has a rich and varied experience of over 23 years of different business functions.

Ms. Prasad has been awarded Leadership award in the International Women Leaders Forum in 2013. Further, she was also recognized amongst the top 30 Emerging Woman Leaders in a survey conducted by Business Today Magazine in the year 2010. Ms. Prasad was also one of the Speakers at the World Economic Forum, Davos, 2012 on "URBANISATION – Trends, Challenges and Opportunities". She was also a speaker at the 2015 United Nations Climate Change Conference, or 'COP 21', in Paris, and at the eighth Clean Energy Ministerial (CEM8) held in Beijing in 2017.

Ms. Prasad is a Member, Board of Governors, IIM Lucknow and an active member of the FICCI Smart Cities Committee. She was part of the CEO delegation at the 'Make in India' summit in the Hannover Messe exposition in Germany. She was a part of a panel discussion on Smart Cities in the Summit along with eminent Corporate and government representatives from India and Germany.

Ms. Sangeeta Prasad does not hold any shares in the Company and she is on the Board of following public limited Companies:

- i) Mahindra Integrated Township Limited
- ii) Mahindra World City(Jaipur) Limited
- iii) Knowledge Township Limited
- iv) Mahindra World City(Maharashtra) Limited
- v) Mahindra World City Developers Limited
- vi) Industrial Township (Maharashtra) Limited
- vii) Maharashtra Industrial Park Chennai Limited
- viii) Mahindra Residential Developers Limited

Ms. Sangeeta Prasad is the chairman/member of the following committees of the Company and of other companies.

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
1	Mahindra Integrated Township Limited	Audit Committee	Member
2	Knowledge Township Limited	Nomination and Remuneration Committee	Member

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
		Audit Committee	Member
3	Mahindra World City Developers Limited	Corporate Social Responsibility Committee	Member
4	Mahindra Residential Developers Limited	Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
5	Mahindra World City (Jaipur) Limited	Contract Committee	Member
		Loan and Investment Committee	Member
		Corporate Social Responsibility Committee	Member
		Capital Issue Committee	Member
6	Mahindra Industrial Park Chennai Limited	Nomination and Remuneration Committee	Chairperson

None of the Directors, Key Managerial Personnel of the Company and their relatives except Ms. Sangeeta Prasad are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5

Messrs Shilpa and Company, Cost Accountants was appointed as Cost Accountants for the Financial Year 2018-19 by the Board of Directors of the Company. In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditors shall be subject to the approval of Shareholders. The fees payable to Messrs Shilpa and Company would be Rs. 1,60,000/- p.a. The Board recommends remuneration payable to Messrs Shilpa and Company, Cost Accountants and for passing of the Ordinary Resolution set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No. H-109, MIDC Ambad,
Nashik - 422 010
Tel: (0253) 2381081/82/83, 6642000
CIN: L25200MH1981PLC025731
e-mail: info@epcind.com
website: www.epcmahindra.com
3rd May, 2018

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DIRECTORS' REPORT

Your Directors are pleased to present the 36th Annual Report on business and operations of your Company alongwith the audited financial statements and accounts for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

Highlights for the financial year are as under:

(Rs. in lakhs)

	For the Year ended 31 st March, 2018	For the Year ended 31 st March, 2017*
Revenue from Operations	20480.67	20146.48
Other Income	179.35	158.94
Total Income	20660.02	20305.42
Profit Before Interest, Depreciation & Tax	1400.44	1,425.57
Finance Cost	50.11	152.89
Depreciation	313.94	304.78
Profit Before Tax	1036.39	967.90
Tax expense	542.53	(22.57)
Profit After Tax	493.86	990.47
Other Comprehensive Income/(loss) for the year	0.71	(2.21)
Profit for the year attributable to owners of the Company	494.57	988.26

* Figures have been regrouped as per Indian Accounting Standards (IND AS).

Operations and Financial Overview

During the year under review, your Company's turnover was at Rs. 204.81 crore as compared to Rs. 201.46 crore for the previous year.

The Company made a Profit Before Tax of Rs. 10.37 Crore for the year 2017-18 as compared to Rs. 9.68 Crores in the previous year. The Profit After Tax was at Rs. 4.94 crore vs. Rs. 9.88 crore in the previous year.

The year under review saw countrywide implementation of Goods and Services Tax (GST). This is a welcome reform that was introduced by the Central Government. Though it impacted your Company's performance in the immediate months after introduction, the impact was mitigated due to implementation of core strategies and acceleration of business in project markets in the remaining months, coupled with improved operational efficiencies.

Indian economy continued to grow at a strong pace and is expected to show an improvement over the previous year. It is expected that the economy will grow at 7.2% in 2017-18, slightly higher than 7.1% in the previous financial year. As mentioned earlier, the long awaited GST Act was finally implemented successfully. Consumer spending got a temporary shock upon its implementation. It also impacted the Company's quarter wise performance. However, as

the year progressed, demand recovered and achieved normalcy by 4th quarter. In this economic scenario, your Company delivered a marginal growth in revenue and Operating Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA).

A detailed analysis of the financial results is given in the Management Discussion and Analysis Report which forms part of this report.

Dividend

Your Directors are pleased to recommend a maiden dividend of 5% i.e. Rs. 0.50 per equity share of Rs. 10 each for the year ended on 31st March, 2018 after 22 years. The dividend, if approved by the members, would involve a cash outflow of Rs. 1.67 crores (inclusive of tax on dividend).

Corporate Governance & Management Discussion and Analysis Report

Your Company believes that sound practices of good Corporate Governance. Transparency, Accountability, and Responsibility are the fundamental guiding principles for all decisions, transactions, and policy matters of the Company. A Report on Corporate Governance, alongwith a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

Further, the Management Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in Annexure I to this Report.

Stock Options

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees Stock Option Scheme of the Company. The Stock Option Scheme, 2014 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and there have been no material changes in the said scheme during the year under review.

During the year under review 37,389 nos. of Stock Options got vested under the Employees Stock Option Scheme -2014, and were exercised immediately after vesting. Accordingly, the Company made the allotment of 37,389 Equity Shares.

The Nomination and Remuneration Committee of the Board of Directors further granted 11,129 Stock Options during the year under review, comprising about 0.04% of the current paid up capital.

The applicable disclosures as stipulated under the SEBI Guidelines as on March 31, 2018 (cumulative position) with regard to the Employees' Stock Option Scheme (ESOS) are provided in Annexure II to this Report.

Voting rights on the shares issued to employees under the ESOS are either exercised by them directly or through their appointed proxy.

Share Capital

During the year, with the allotment of 37,389 equity shares on exercising of Stock Options by employees, the total paid up equity share capital of the Company increased from 2,76,72,561 equity shares of Rs. 10/- each to 2,77,09,950 equity shares of Rs. 10/- each. The said equity shares have been listed on the Bombay Stock Exchange Limited and they rank pari passu with the existing equity shares in all respects.

Accordingly, the Paid-up Share Capital of the Company stood at Rs. 27,70,99,500 divided into equity shares of Rs. 10 each as on 31st March, 2018.

Holding Company

The promoters of the Company i.e. Mahindra and Mahindra Limited (M & M) hold 1,51,44,433 equity shares which represents 54.65 percent of the total paid up capital of the Company. Your Company continues to be a subsidiary company of M & M. The Company does not have any subsidiary company.

Contracts and arrangements with Related Parties

During the financial year, all contracts/arrangements/ transactions entered by the Company with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

All related party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval is also obtained from the Audit Committee for the related party transactions which are of repetitive nature as well as the transactions which cannot be foreseen and accordingly, the required disclosures are made to the Committee on quarterly basis for approval of the Committee.

The Company's major related party transactions are generally with its holding and associate companies. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sales transactions through tenders or otherwise. All related party transactions are negotiated on an arms-length basis, and are intended to promote the Company's interests.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.epcmahindra.com/pdf/EPC_Policy_on_Related_Party_Transactions.pdf. The related party transactions have been set out in the Note No. 31 to the financial statement.

Risk Management

The Company has constituted a Risk Management Committee comprising Mr. Nikhilesh Panchal, Mr. Ashok Sharma and Mr. Anand Daga. Mr. Nikhilesh Panchal is the Chairman of this Committee. The Company has adopted the Risk Management Policy. The Committee is entrusted with the responsibility to assist the Board in (a) overseeing and approving the Company's enterprise wide risk management framework; and (b) overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed.

There is an adequate mechanism in place about risks and uncertainties that can impact its ability to achieve its strategic objectives, risk assessment, risk mitigation and minimization procedures and its periodical review.

Industrial relations

Employees at all levels have contributed to the performance of your Company. Your Directors place on record the cooperation of employees during the year under report. The Directors also place on record the unstinted cooperation extended by the staff members during the period under review.

The Management Discussion and Analysis Report gives an overview of the developments in Human Resources / Industrial Relations during the year.

Safety, Health and Environmental Performance

Your Company's commitment towards safety, health and environment is being continuously enhanced and your Company encourages involvement of all its employees in activities related to safety, including promotion of safety standards. This is also demonstrated by the fact that there has been no single incidence of accident for the last 1260 days.

The Safety Committee, constituted for the same, regularly reviews the adherence of safety norms. Some of the programs undertaken by the Company include behaviour based safety training, Knowledge based fire extinguisher training, fire fighting training and Safety awareness, etc.

Various health checkup programs for employees were regularly undertaken by the Company during the year.

Requirements relating to various environmental legislations and environment protection have been duly complied by your Company.

Directors and Key Managerial Personnel

a) Key Managerial Personnel (KMP)

In accordance with the provisions of Section 203 of the Act, the following persons have been designated as KMP of the Company as at 31st March, 2018:

Name of the KMP	Designation
Mr. Ashok Sharma	Managing Director
Mr. Sanjeev Mohoni	Chief Executive Officer (CEO)
Ms. Sunetra Ganesan	Chief Financial Officer (CFO)
Mr. Ratnakar Nawghare	Company Secretary (CS)

b) Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Non independent Director Ms. Sangeeta Prasad would retire and, being eligible, has offered herself for reappointment.

The Company has received declarations from all the Independent Directors of the Company under Section 149(7) of the Act confirming that they meet the criteria of independence as laid down - in Section 149 (6) of the Companies Act, 2013.

The information required pursuant to Section 197(12) read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of a director to the median remuneration of the employees of the Company for the financial year is given in the Annexure III to this Report.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, which includes criteria for performance evaluation of the non-executive directors and executive director. The statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board level committees is given in detail in the Report on Corporate Governance, which forms part of this Annual Report.

The Company had on the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, followed a process of evaluation by the Board for its own performance and that of its Committees and individual Directors.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company. During the year, the Independent Directors of the Company met on 27th April, 2017.

The following policies of the Company are attached herewith marked as Annexure IV and Annexure V:

- a) Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management.

- b) Policy for Remuneration of the Directors, Key Managerial Personnel and other employees.

Significant and material orders passed by the Regulators or Courts or Tribunals

During the previous year, the Director Horticulture – Maharashtra had issued the Order dated 30th July, 2016 de-registering the Company in the State of Maharashtra for a period of 10 years and also restricting to participate in any subsidy related business in the State on account of failure of samples in testing.

The Company had taken up the matter at the appropriate levels and based on the merits, the samples were subsequently retested and passed at the recognized laboratory. Subsequently, the Department of Horticulture had registered the Company as per Order dated 26th September, 2017 for a period of 5 years from 2017-18 and accordingly, the earlier order of July, 2016 stands set aside.

Further the Order dated 28th March, 2017 from the Director Horticulture and Farm forestry, Madhya Pradesh inter alia, de-registering the Company in the State of Madhya Pradesh from participating in State Sponsored Horticulture Subsidy Scheme in the country for a period of 1 year was stayed vide its Order dated 1st April, 2017. Subsequently based on the merits of the matter, the said order was cancelled vide Order dated 29th June, 2017 by the Director Horticulture, Madhya Pradesh.

Directors' Responsibility Statement

Pursuant to section 134 (5) (e) of the Companies Act, 2013, your Directors, based on the representations received from the Operating Management, and after due enquiry, state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: http://www.epcmahindra.com/pdf/EPC_CSR_Policy.pdf

The key philosophy of all CSR initiatives of the Company is guided by three core commitments of Scale, Impact and Sustainability.

The Company has identified few focus areas of engagement, which are as under:

- **Rural Transformation:** Creating sustainable livelihood solutions, addressing poverty, hunger and malnutrition.
- **Health:** Affordable solutions for healthcare through improved access, awareness and health seeking behaviour.
- **Education:** Access to quality education, training and skill enhancement.
- **Environment:** Environmental sustainability, ecological balance, conservation of natural resources.
- **Disaster Response:** Managing and responding to disaster.

During the year under review, your Company initiated few projects such as supply of drinking water pipe line, upgradation of the toilet facilities of a school in the rural area, medical check-up camps. These projects were mainly implemented directly through employee participation.

During the year under review, the Company has spent Rs. 16.44 lacs, which is over 2% of the average net profits of last three financial years, on CSR activities.

The Annual Report on CSR activities is annexed herewith, marked as Annexure VI.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder

During the year under review, there were no complaints reported/ resolved pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

Vigil Mechanism/Whistle Blower policy

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a

vigil mechanism policy. Whistle Blower or Complainant, as the case may be under the said Policy, shall be entitled to direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. This policy is explained in the Report on Corporate Governance and also posted on the website of Company.

Auditors

The Auditors, Messrs. Deloitte Haskins & Sells, Chartered Accountants, Baroda holds office under second term of five years until the conclusion of the Annual General Meeting to be held in the year 2021 as per the Resolution passed by the Shareholders on July 29, 2016 subject to the ratification by members in every Annual General Meeting. The Auditors are eligible for reappointment under Section 139(1) of the Companies Act, 2013 and have furnished a certificate to this effect. The Directors recommend for ratification of their reappointment as Auditors of the Company.

Cost Auditors

The Company had filed the Cost Audit Report as per the Companies (Cost Accounting Records) Rules, 2011 prescribed under Section 148(6) of Companies Act, 2013 and Rule 6(6) of the Companies (Cost Records and Audit) Rules, 2014 pertaining to the financial year 2016-17 before the due date of filing.

Pursuant to section 148 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Audit Committee appointed M/s Shilpa & Company, Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19. M/s Shilpa & Company have confirmed that their appointment is within the limits of section 139 of the Companies Act, 2013 and have also certified that they are free from any disqualification specified under Sections 141(3) and 148(5) of the Companies Act, 2013.

The Audit Committee has also received a Certificate from the Cost Auditor certifying their independence and arm's length relationship with the Company.

The Directors recommend the remuneration payable to the Cost Auditors of the Company for the year 2018-19. The approval from Shareholders for the remuneration payable to the Cost Auditors is being sought at the ensuing Annual General Meeting.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules therein, the Secretarial Audit Report for the financial year ended on 31st March, 2018 issued by Mr. Sachin Bhagwat, Practising Company Secretary is attached as Annexure VII to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Public Deposits & Loans / Advances

During the year, the Company did not accept any fixed deposit. There were unclaimed/unpaid deposits and unclaimed/unpaid interest warrants outstanding as on 31st March, 2018 amounting to Rs.0.16 lacs. Your Company has neither made

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any loans or advances nor did any guarantees or securities which are required to be disclosed in the Annual Accounts of the Company.

Uses & Application of Funds raised under Rights Issue

In the year 2012, the Company had allotted 1,03,58,199 equity shares at a price of Rs. 40 per share (including a premium of Rs. 30/- per share) resulting in total issue size of Rs. 41.43 crores under the Rights Issue.

The uses and application of funds raised under Rights Issue are given in Note No – 34 to the Financial Statement. With this, the Rights Issue proceeds of Rs. 41.43 crores have been fully utilised.

Energy Conservation and Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo as required to be disclosed under sub-section(3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in Annexure VIII to this Report.

DISCLOSURES:

Audit Committee

The Audit Committee comprises Independent Directors namely M/s. Vinayak Patil (Chairman), S Durgashankar and Anand Daga as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

CSR Committee

The CSR Committee comprises M/s Ashok Sharma (Chairman), S Durgashankar and Vinayak Patil as other members.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Directors namely M/s. Anand Daga (Chairman), S Durgashankar and Vinayak Patil as other members.

Meetings of the Board

Four meetings of the Board of Directors were held during the year. For further details, please refer the Report on Corporate Governance of this Annual Report.

Extract of Annual Return

Pursuant to Sub- section 3(a) of Section 134 and Sub-section 3 of Section 92 of the Companies Act, 2013, read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extracts of Annual Return of the Company as at 31st March, 2018 is annexed herewith as Annexure IX to this Report.

Statement of deviation(s) or variation(s)

During the year under review, there were no deviations of funds reported to the Audit Committee in respect of the funds raised in the year 2012, under the Rights Issue.

General

Your Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

Further, your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. There were no frauds reported by auditors (including Secretarial and Cost auditor) to the Audit Committee or Board and also not reported to the Central Government.
5. There were no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

Particulars of Employees

Particulars of employees as required under Section 197 of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report and marked as Annexure III (B) and (C). In accordance with the provisions of Section 136 of the Act, the Annual Report and Accounts are being sent to all the Members of the Company excluding the aforesaid information and the said particulars will be made available on request and also made available for inspection at the Registered Office of the Company. Any Member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

Acknowledgements

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and continued support received from customers, vendors, suppliers, bankers, business associates and shareholders.

For and on behalf of the Board

Vinayak Patil
Director

Ashok Sharma
Managing Director

Place : Nashik
Dated: 3rd May, 2018

ANNEXURE I TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

Company Profile

EPC Industrié Limited became part of Mahindra Group of companies pursuant to Mahindra and Mahindra Limited (M&M) acquiring control and management stake in 2011. The Agriculture business vertical of M&M complements the Company's business and provides management bandwidth and competence in marketing and operations, thereby enhancing the scope for development of synergies to create value for the business.

EPC Industrié Limited is engaged in the business of manufacturing Irrigation systems. The Company's products are popular amongst farmer community for their superior quality. The Company's product portfolio includes mainly Drip Irrigation Systems and Sprinkler Irrigation Systems, consisting of online drippers, inline drip lateral, plain laterals, drip fittings, filters, fertigation equipment, pipe fittings, sprinkler nozzles etc. The Company also manufactures specialised pipes for water and gas distribution, besides pipes required for industrial and agricultural use.

Besides Micro Irrigation Systems, the Company also undertakes activities in the following:

- Greenhouse/Polyhouses, Hi-tech Polyhouses
- Range of Pumps required for agriculture and domestic use
- Landscape products
- Automation products

Overview

While water remains one of the most abundant resources on earth, less than 1 percent of the total supply is reliably available for human consumption. The per capita availability of water in India has significantly come down and is likely to come down further with the growing population and demand. As per the Ministry of Water Resources, per capita water availability in 2025 and 2050 is estimated to come down by almost 36 percent and 60 percent respectively from the 2001 levels. The demand for water in the country is projected to very soon overtake the availability of water. The rapid increase in population, urbanization and industrialization has led to a significant increase in water requirement. In the next decade, the demand in water is expected to grow by 20 percent.

Water sector, hence, must adapt to changing climatic conditions by seeking alternative water resources and developing improved water management approaches that will reduce pressure on already stressed systems. Furthermore, there is a need to develop and implement technologies and policies that will reduce and mitigate fast depleting water resources.

Competition among agriculture, industry and cities for limited water supplies is already constraining development efforts. As population expands and economies grow, the competition

for limited supplies will intensify, resulting in a potential conflict among water users in the days to come. Producing more sustainably, with less use of water, is a challenge before the planners and policy makers which requires demand management mechanisms to reallocate existing supplies, encourage more efficient use and promote more water saving technologies.

Micro Irrigation Systems is one of the most effective water saving technologies being used for optimum usage of water and increasing efficiency of agriculture. Over a period, micro irrigation has proved to deliver many other economic and social benefits to the community. It reduces soil erosion, weed problems, cost of cultivation, labour, energy use and wastage of fertilisers/ nutrient loss, besides increasing productivity of crops.

Industry Structure and Developments

The market size of the Micro Irrigation System Industry in India has been broadly segmented on the basis of types of micro irrigation system (drip and sprinkler irrigation system), by States, by crop types, by type of drip and sprinkler equipments, by applications of micro irrigation system and by organizational structure of the industry. It has been further segmented into project market and open market.

The adoption of micro irrigation technology in our country has helped in achieving higher cropping and irrigation intensity and higher farm productivity in recent years.

Micro Irrigation, an essential technological intervention for saving and conserving water, finds a special importance in Hon'ble Prime Minister's flagship scheme "Pradhan Mantri Krishi Sinchai Yojana" which has been implemented with an aim to extend irrigation coverage – "Har Khet Ko Pani" and improving water use efficiency – "Per Drop More Crop" in a focused manner.

The scheme focuses on providing end-to-end solution for the irrigation supply chain. One key differentiator for micro irrigation is that when compared to other components of this scheme which include creating infrastructure to bring water to farms and watershed development, micro irrigation presents a quick-win opportunity for all the stakeholders where the implementation can be seen on ground within months.

With the need to increase productivity while saving water, micro irrigation will play a key role for the future of Indian agriculture.

Opportunities and Outlook

The Indian economy is well poised to grow in the coming years. The outlook for the manufacturing and service sector is positive, however, the third sector, agriculture continues to face significant challenges. Micro irrigation system can go a long way in addressing the challenges faced by agriculture sector. It is one of the most efficient solutions and a low hanging fruit for the government, industry and farmers.

Micro irrigation system market in India has been growing steadily and with the encouragement from the Government, it is expected to grow further in the years to come. Although, adoption of micro irrigation techniques by farmers is growing at a fast pace, the market penetration is still very low. Micro irrigation system sales in India are driven by strong demand in many States such as Gujarat, Rajasthan, Madhya Pradesh, Maharashtra, Karnataka, Andhra Pradesh, Tamil Nadu, and Chhattisgarh. Many States have undertaken mega projects for implementation of the Micro Irrigation Scheme.

The Indian micro irrigation market is majorly contributed by drip irrigation system in terms of revenue, as compared to sprinkler irrigation. The drip and sprinkler irrigation methods differ in terms of flow rate, pressure requirement, wetted area and mobility. However, both the irrigation methods have enormous potential for growth in India.

The micro irrigation market is highly competitive with the presence of large and small scale drip and sprinkler irrigation equipment manufacturers. Presently, there are nearly 200 micro irrigation companies in the country.

Your Company is presently a major supplier of micro irrigation systems (MIS) in India. Our strong brand name, expertise in agronomy services, and widespread network has contributed to our growth.

Operations and Financial Performance

During the year 2017-18, your Company achieved Sales Turnover of Rs. 204.81 crores as compared to Rs. 201.46 crores in the preceding year. The major factors contributing to this performance were: Focus on project markets, deployment of cost control measures and effective working capital management.

These initiatives enabled your Company to achieve this performance despite some challenges owing to the delay in roll-out of pricing guidelines and its effect on issue of new work-orders by the concerned agencies and sluggishness in demand for some months, coupled with de-registration of the Company in the State of Maharashtra as MI supplier during the first 7 months of the year under review. Changes in applicable GST rates have also resulted in pushing the customers to wait and watch for purchase of new MI system. These factors have led to significant decline in Sales volume during the transition phase.

During the year under review, the Company's Vadodara plant became operational. This will majorly cater to customers demand in the nearby States, thereby improving market share and reducing delivery time. The Company will continue its policy to be in close proximity of customers in the years to come.

In order to facilitate farmers in achieving "Farm Tech Prosperity", the Company's Agri Helpline continues to provide online support besides undertaking initiatives such

as Demo Plots, farmer meetings, success stories, Agri Village and agronomical services for farmers to improve farm productivity. These value added services will certainly open up more business opportunities and generate revenues in the years to come.

The Company's initiatives towards various techniques such as 1S 2S, TMW, Total Productive Maintenance (TPM), Total Quality Management (TQM) Continuous Improvement Team (CIT), Mahindra Yellow Belt Programme, Kaizen, Parivartan, Quality Parameters on all machines etc. continued to receive paramount importance. These measures have resulted in improvement in production efficiencies and reduction in rejections.

Risks, Concerns and Threats

The major risks and threats to the Micro Irrigation industry are delay in the implementation of Mega Projects which may slowdown demand and the delay in release of subsidy by the government which affects the Company's working capital. In case of Mega Projects, the risk gets somewhat reduced due to commitments made by the State Governments to the farmers and the strong demands from farmer community ensure that the funds flow regularly. However, these delays require management of working capital cycles and need continuous infusion of funds into the business.

Further, the major challenge is availability of raw material at right price and at right time. Further, the change in climatic conditions and seasonality in agriculture sector are adding ambiguity to the Micro Irrigation business.

Competition from unorganized sector is another major concern for the organized players in the industry. However, this will be reduced in the years to come due to implementation of new tax regime.

The demand for MI system in agriculture will amplify exponentially in view of the effective implementation of PMKSY Scheme. With the stable government at Centre, there is a healthy competition amongst different States for implementation of PMKSY scheme and bring more area under Irrigation.

Internal Control Systems

The Company has an effective and reliable internal financial control system commensurate with the nature of its business, size and complexity of its operations. The internal financial control system provides for well-documented policies and procedures that are aligned with Mahindra Group's standards, processes and policies, adhere to statutory requirements for orderly and efficient conduct of business, safeguarding of assets, detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. This also identifies opportunities for improvement and ensures that good practices are imbibed in the processes that develop

and strengthen the internal financial control systems and enhance the reliability of Company's financial statements.

The internal control framework comprises of elements like entry level controls, Risk Control Matrix, management testing programs and a strong emphasis on integrity and ethics as a part of work culture.

Internal audits are conducted periodically, covering major areas of business and the Company continuously upgrades systems in line with the best accounting practices. The reports of Internal Auditors are reviewed by the Audit Committee of the Board. The Audit Committee discusses significant findings, recommendations of internal and external auditors with reference to significant risk areas and adequacy of internal controls and based on that, corrective measures are initiated.

Based on management's assessment and testing of controls, it is concluded that the Company has proper internal financial controls which are considered adequate and are operating effectively.

Human Resources and Industrial Relations

During the year under review, Human Resources (HR) continued its transformation initiatives, in a volatile and uncertain business environment, to cater to the organizational requirements.

HR continued its catalyst role and enabled the process of change over to global tools to focus on personnel planning for mid and long term.

The Company continued its efforts to foster and drive younger generation towards future leadership. The Company also continues to attract and nurture fresh talent from leading agricultural colleges. The Company, through its Integrated Talent Management initiatives, continues to enable learning, networking and collaboration by emphasizing on cross entity movement between different Mahindra Group legal entities

enabling holistic development and encouraging integration across different entities / locations.

The various human resource initiatives such as increasing productivity of sales force through building crop specific capability, mark to market studies for remuneration of employees, investment in assessing and identifying development areas for sales force, capability road map planning for employees, introduction of employee friendly policies are yielding better employee engagement score which is critical for business performance.

The safety, training, welfare and development of employees continues to receive the highest priority.

As on 31st March, 2018, the total number of employees in your Company was 359.

Industrial relations in both the Plants remained cordial during the year under review. Transitioning from 'Industrial Relations' to 'Employee Relations', a more focused approach on increased Employee Engagement and increased collaboration between two plants and amongst all level of employees has been adopted.

The Company, during the year under review, successfully concluded the long-term wage settlement with the Workers union to take effect from 1st April, 2016 for a period of 4 years in an amicable and fair manner.

Cautionary Note

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements and risks and opportunities may differ from those expressed or implied in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Annexure - II TO DIRECTORS' REPORT**Disclosures with respect to Employees Stock Option Scheme of the Company pursuant to the provisions of the Companies Act, 2013**

Particulars	Employees Stock Option Scheme, 2014
(a) Options granted	2,28,213
(b) Options vested	65,586
(c) Options exercised	65,586
(d) The total number of shares arising as a result of exercise of option	65,586
(e) Options lapsed	32,777
(f) Exercise price	Rs. 10
(g) Variation of terms of options	Nil
(h) Money realised by exercise of options	Rs. 6,55,860
(i) Total number of options in force	1,29,850
(j) Employee wise details of options*	
(i) Key Managerial Personnel	1) Sanjeev Mohoni – 45,000 2) Ratnakar Nawghare – 7,029
	Year of Grant 2014 1) Kiran Soman – 16,862 2) Kedarnath Keskar – 4,688 3) Makarand Mallikar – 4,675 4) Ranveer Singh Malhotra – 4,644 5) Arvind Gulghane – 4,024
	2015 1) G. Ragupathi – 3,228
	2016 1) Padamkumar Gandhi – 7,896 <u>M & M Deputies</u> 1) Abhijit Page – 28,658 2) Milind Khapre – 22,320 3) Tejas Joshi – 9,972
	2017 1) Sudheendra Katti – 3,432 2) Shivaji Sangle – 3,345
(ii) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil
(k) Basic and Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	Basic Earnings per Share -Rs. 1.78 & Diluted Earnings per Share -Rs. 1.77 respectively.
(l) Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	The Company has calculated the employee compensation cost, using the fair value method been used, in respect of stock options granted under the Employees Stock Option Scheme, 2014.

(m) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Options Grants Date	Exercise Price (Rs.)	Fair Value (Rs.)
	28 th October, 2014 and 31 st October, 2015, 22 nd November, 2016 22 nd November, 2017	} 10	170.97 131.75 169.43
(n) A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	The fair value of the Stock Options granted on 28 th October, 2014, 31 st October, 2015, 22 nd November, 2016 and 22 nd November, 2017 have been calculated using Black-Scholes Options Pricing Formula and the significant assumptions made in this regard are as follows:		
(i) risk-free interest rate	8.06%, 6.33% and 6.68% respectively		
(ii) expected life	3.50 yrs., 5.50 yrs. and 3.5 yrs. respectively		
(iii) expected volatility,	55%, 49% and 44% respectively		
(iv) expected dividends and	Nil		
(v) the price of the underlying share in market at the time of option grant.	Rs. 177.75, Rs. 158.3, Rs.135.4 and Rs. 172.55 respectively.		

* The employees who have resigned are not considered.

ANNEXURE III TO DIRECTORS' REPORT

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

Sr. No.	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	6.49%
2	The percentage increase in remuneration of each Director, CEO, CFO & CS.	MD - Nil% CEO - 6% CFO - 14% CS - 5%
3	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees in the financial year was increased by 5%. The calculation of % increase in median remuneration is done based on comparable employees.
4	The number of permanent employees on the rolls of the company.	There were 359 permanent employees as on 31 st March, 2018.
5	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average percentage change in Managerial employees is 5.2% whereas the average percentage change in Non - Managerial employees is 5.1% in 2017-18.
6	Affirmation that the remuneration is as per the remuneration policy of the company	The Company affirms that the remuneration is as per the remuneration policy of the Company.

ANNEXURE IV TO DIRECTORS' REPORT

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING FOR ORDERLY SUCCESSION TO THE BOARD AND THE SENIOR MANAGEMENT

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

“**Board**” means Board of Directors of the Company.

“**Company**” means EPC Industrié Limited.

“**Committee(s)**” means Committees of the Board for the time being in force.

“**Employee**” means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

“**HR**” means the Human Resource department of the Company

“**Key Managerial Personnel**” (KMP) refers to key managerial personnel as defined under the Companies Act, 2013 and includes:

- (i) Managing Director (MD), or Chief Executive Officer (CEO); or Manager; or Whole time Director (WTD)
- (ii) Chief Financial Officer (CFO); and
- (iii) Company Secretary (CS).

“**Nomination and Remuneration Committee**” (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

“**Senior Management**” means personnel of the Company who are members of its Core Management Team excluding Board of Directors comprising of all members of management one level below the executive directors including the functional heads.

I. APPOINTMENT OF DIRECTORS

- The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and independence of director:
 1. All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
 2. Ability of the candidates to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making

3. Adherence to the Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Independent Directors

- Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Whole Time Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act 2013 and Rules made thereunder.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations thereunder or due to non - adherence to the applicable policies of the company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down above.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Whole Time Director based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

II. SUCCESSION PLANNING:

Purpose

The Talent Management Policy sets out the approach to the development and management of talent in the Mahindra Group to ensure the implementation of the strategic business plans of the Group and the Group Aspiration of being among the Top 50 globally most-admired brands by 2021.

Board:

The successors for the Independent Directors shall be identified by the NRC atleast one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel:

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization.

Significantly, we have a process of identifying Hi-pots and critical positions. Successors are mapped for these positions at the following levels :

1. Emergency successor
2. Ready now
3. Ready in 1 to 2 years
4. Ready in 2 to 5 years
5. Ready in more than 5 years

in order to ensure talent readiness as per a laddered approach.

Policy Statement

The Talent Management framework of the Mahindra Group has been created to address three basic issues :

- 1) Given the strategic business plans, do we have the skills and competencies required to implement them? If not, how do we create them – by developing them internally or through lateral induction from outside?
- 2) For critical positions, what is the succession pipeline?
- 3) What are the individual development plans for individuals both in the succession pipeline as well as others?

The framework lays down an architecture and processes to address these questions using the **3E** approach :

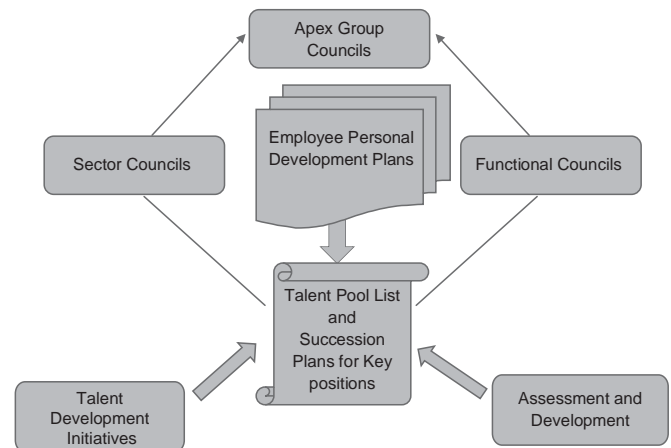
- a) **Experience** i.e. both long and short-term assignments. This has 70% weightage

- b) **Exposure** i.e. coaching and mentoring – 20% weightage

- c) **Education** i.e. learning and development initiatives – 10% weightage

The Talent Management process is applicable to all employees. Over the years, the Talent Management framework has become a well-structured and process-oriented system which is driven by an interactive and collaborative network of Talent Councils at the Group and Sector Levels. These Talent Councils, which consist mainly of Senior business leaders supported by HR, are a mix of Sector (Business) and Functional Councils coordinated by an Apex Talent Council, headed by the Group Chairman. The Apex Council reviews the work done by the Talent Councils and facilitates movement of talent across Sectors. The Sector / Functional Councils meet regularly throughout the year and the Apex Council interacts with each one of them separately once a year, and in addition conducts an integrated meeting where the Chairpersons of all the Councils are present.

The Talent Management process can be represented pictorially as under :



The talent pipeline is maintained and developed so as to ensure that there is a seamless flow of talent. An important part of this exercise is drawing up and implementing IDAPs (Individual Development Action Plans) for every Executive concerned using the 3E approach mentioned above.

ANNEXURE V TO DIRECTORS' REPORT

POLICY FOR REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Purpose

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in EPC Industrié Limited.

Policy Statement

We have a well-defined Compensation policy for Directors, Key Managerial Personnel and all employees, including the Chairman, Presidents and other Members of the Group Executive Board who are employees of the Company. The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Whole Time Director or Executive Director or CEO:

The remuneration to Whole Time Director or Executive Director or CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance or alternatively, the NRC may recommend to pay the consolidated remuneration.

Key Managerial Personnel (KMPs)

The terms of remuneration of Chief Financial Officer (CFO) shall be determined by the Audit Committee from time to time. The terms of remuneration of the Company Secretary shall be finalised/revised by the Whole Time Director or such other person as may be authorised by the Board from time to time.

The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of Section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Employees

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant Stock Options to the Employees and Directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme of the Company and subject to the compliance of the applicable statutes and regulations.

ANNEXURE VI TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

1	Brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and the composition of CSR Committee.	Refer Sections: (a) Corporate Social Responsibility and (b) Disclosures: CSR Committee in the Annual Report
2	Average net profit of the Company for last three financial years	Rs. 7,57,01,625
3	Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	Rs. 15,14,033
4	Details of CSR spent during the financial year	Rs. 16,44,000
5	Total amount to be spent for the financial year	Rs. 16,44,000
6	Amount unspent, if any	Rs. Nil
7	Manner in which the amount spent during the financial year	Details given below

These projects were implemented under the monitoring of CSR Committee. The details of CSR spent during the financial year under the aforesaid CSR activities are mentioned below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programmes Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto the reporting period.	Amount spent: Direct or through implementing agency
1	Supply of drinking water pipe line	Rural Dev.	At. Khadked Village Tal.Igatpuri Dist - Nashik	2,23,000	2,23,000	2,23,000	Through NGO
2	School Building Renovation work	Education	At - Sukhdev Primary School Vilholi Dist - Nashik	4,72,000	4,72,000	4,72,000	Through NGO.
3	AGA Khan Rural support program	Rural Dev.	At- Rajkot, Sundernagar Dist-Morbi	1,69,000	1,69,000	1,69,000	Direct
4	Nanhi kali	Education	K.C.Mahindra trust	7,80,000	7,80,000	7,80,000	Direct
	Total					16,44,000	

* The K. C. Mahindra Education Trust was founded by the late Mr. K. C. Mahindra in the year 1953, with an objective of promoting literacy and higher learning in the country.

Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

For and on behalf of the Board

Vinayak Patil
Director

Ashok Sharma
Managing Director
& Chairman of CSR Committee

Place : Nashik
Dated: 3rd May, 2018

**ANNEXURE VII TO DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT
For the financial year ended 31 March, 2018**

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

To,
The Members,
EPC Industrié Limited
Plot No. H-109, M.I.D.C. Ambad
Nashik 422010.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EPC Industrié Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon. Based on my 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, 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.

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

- (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 to the Company 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;
 - (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 Employee Benefits) Regulations, 2014;

- (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).

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no law was applicable specifically to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with BSE Ltd. and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I 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. No changes in the composition of the Board of the Directors took place during the period under review.

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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I 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.

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

Place : Pune
Date : 30 April, 2018

Sachin Bhagwat
ACS: 10189, CP: 6029

ANNEXURE - VIII TO DIRECTORS' REPORT

PARTICULARS AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2018

A. Conservation of Energy

Your Company has always been giving priority to the conservation of energy and technology upgradation. To conserve energy and reduce energy cost, various initiatives were taken during the year.

(a) the steps taken or impact on conservation of energy:

- New designed extruders and downstream equipment for higher output in place of old one.
- Power factor is being maintained at unity.
- Improvement in productivity and savings in power consumption due to in-house technological innovations.
- Installation of newly designed moulds and high speed machines.
- Continuous raw material supply for higher productivity.
- Continuous improvements within production area, efficient production planning and improved preventive maintenance resulting into higher up time.
- Various measures to improve productivity thereby reduction in consumption of power.
- Replacement of existing lighting with energy efficient lighting.

(b) the steps taken by the company for utilising alternate sources of energy:

The Company has explored the potential of using the alternate sources of energy through pilot projects which may be considered for implementation in future and your Company would continue to explore alternative sources of energy in future.

(c) the capital investment on energy conservation equipments:

Nil

B. Technology Absorption,

(i) the efforts made towards technology absorption

Technology is the key enabler and core facilitator to achieve goals of your Company. Since inception, your Company has been at the forefront of leveraging technology to provide better products and services to its customers. The Company's efforts are always focused on making in-house developments, improvement in products and processes, reduction in costs.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution

Technology has responded by being a true strategic partner with business. Many first mover implementations/developments have provided business, long lasting advantages to the Company.

Apart from product development, product improvement and effective cost management, technology has played a major role in ensuring high level of customer satisfaction and providing competitive advantage.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Nil

(a) the details of technology imported -NA

(b) the year of import -NA

(c) whether the technology been fully absorbed - NA

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NA

(iv) Expenditure of Research and Development:

		(Rs. In Thousands)	
		2017-18	2016-17
(a)	Capital Expenditure	Nil	Nil
(b)	Recurring Expenditure	487	1076
(c)	Total	487	1076
(d)	Total R&D expenditure as a % of total turnover	0.02	0.01

C. Foreign Exchange Earnings & Outgo

The Company is assessing the potential countries where the exports business can be explored.

The details of foreign exchange earned and outgo during the year are as under:

		(Rs. In Thousands)
Foreign Exchange earnings :		8,045.74
Foreign exchange outgo :		14,321.50

For and on behalf of the Board

Vinayak Patil
Director

Ashok Sharma
Managing Director

Place : Nashik
Dated : 3rd May, 2018

ANNEXURE IX TO DIRECTORS' REPORT**EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L25200MH1981PLC025731
ii)	Registration Date:-	28/11/1981
iii)	Name of the Company:-	EPC Industrié Limited
iv)	Category/Sub-Category of the Company:	Public Limited
v)	Address of the Registered office and contact details:-	Plot No.H-109, MIDC Ambad, Nashik-422 010 Ph No: 0253-2381081/6642000
vi)	Whether listed company: Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda Hyderabad Telangana-500 032

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	Micro Irrigation Systems - Drip and Sprinklers	842400	96.6

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	Mahindra and Mahindra Limited	L65990MH1945PLC004558	Holding	54.65	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise shareholding**

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0		
a) Individual/HUF	15144433	0	15144433	54.73	15144433	0	15144433	54.65	0.08
b) Central Govt.	0	0	0	0	0	0	0		
c) State Govt(s)									
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	-
e) Banks/FI	0	0	0	0	0	0	0		

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
f) Any other	0	0	0	0	0	0	0		
Sub-Total									
(A) (1) :-	15144433	0	15144433	54.73	15144433	0	15144433	54.65	(0.08)
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0		
b) Other-Individuals	0	0	0	0	0	0	0		
c) Bodies Corp.	0	0	0	0	0	0	0		
d) Banks/FI	0	0	0	0	0	0	0		
e) Any other	0	0	0	0	0	0	0		
Sub-Total									
(A) (2):-	0	0	0	0.0	0	0	0	0.0	
Total shareholding of Promoter (A)=(A) (1)+(A)(2)	15144433	0	15144433	54.73	15144433	0	15144433	54.65	(0.08)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	553569	0	553569	2.00	526000	0	526000	1.90	(0.10)
b) Banks/FI	0	200	200	0.00	0	200	200	0.00	-
c) Central Govt(s)	0	0	0	0	0	0	0	0.00	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0.00	-
f) Insurance Companies	0	0	0	0	0	0	0	0.00	-
g) FIs	0	0	0	0	0	0	0		-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0.00	-
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	-
Sub-total (B) (1):-	553569	200	553769	2.00	526000	200	526200	1.90	(0.10)
2. Non-Institutions									
a) Bodies corp.	2682993	4460	2687453	9.71	1985348	4460	1989808	7.18	(2.53)
i) Indian	0	0	0	0	0	0	0	0.00	-
ii) Overseas	0	0	0	0	0	0	0	0.00	-
b) Individuals									-
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	4363192	590030	4953222	17.90	6067906	572010	6639916	23.96	6.06
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	3981903	0	3981903	14.39	2833643	0	2833643	10.23	(4.16)
c) Others (specify) NRI	246481	105300	351781	1.27	471750	104200	575950	2.08	0.81
Sub-total (B)(2):-	11274569	699790	11974359	43.27	11358647	680670	12039317	43.45	0.18
Total Public Shareholding (B)=(B) (1)+(B)(2)	26972571	699790	27672561	100.00	27029080	680870	27709950	100.00	-
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	26972571	699990	27672561	100.00	27029080	680870	27709950	100.00	0.00

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(ii) Shareholding of Promoters

Sr. No.	Shareholders 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	Mahindra and Mahindra Ltd.	15144433	54.73	Nil	15144433	54.65	Nil	0.08 Due to allotment of 37,389 shares under ESOP Scheme-2014

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	No change*			
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No change*			
	At the end of the year	No change*			

* The shareholding of Promoters has not changed in absolute terms.

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
	At the beginning of the year							
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):							
1	SCIL VENTURES LIMITED	647697	2.34	01/04/17	0	Nil	647697	2.34
				24/11/17	-647697	Transfer	0	
				31/03/18			0	0.00
2	SBI MAGNUM COMMA FUND	553569	2.00	01/04/17		Transfer	553569	2.00
				28/04/17	62070	Transfer	615639	2.22
				05/05/17	122930	Transfer	738569	2.67
				16/03/18	-6000	Transfer	732569	2.64
				23/03/18	-51826	Transfer	680743	2.46
				30/03/18	-154743	Transfer	526000	1.90
				31/03/18			526000	1.90
3	RAJASHEKAR SWAMINATHAN IYER	445800	1.61	01/04/17	0	Nil	445800	1.61
				21/04/17	-90000	Transfer	355800	1.28
				28/04/17	-5000	Transfer	350800	1.27
				09/06/17	-150800	Transfer	200000	0.72
				16/06/17	-10500	Transfer	189500	0.68
				23/06/17	-32127	Transfer	157373	0.57

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
				07/07/17	-7373	Transfer	150000	0.54
				14/07/17	-25000	Transfer	125000	0.45
				21/07/17	-35000	Transfer	90000	0.32
				28/07/17	-15000	Transfer	75000	0.27
				04/08/17	-8000	Transfer	67000	0.24
				15/09/17	-1000	Transfer	66000	0.24
				10/11/17	-66000	Transfer	0	0.00
				31/03/18			0	0.00
4	PACE STOCK BROKING SERVICES PVT. LTD.	356000	1.29	01/04/17	0	Transfer	356000	1.28
				07/04/17	-356000	Transfer	0	0.00
				28/04/17	200	Transfer	200	0.00
				12/05/17	-100	Transfer	100	0.00
				19/05/17	-100	Transfer	0	0.00
				26/05/17	100	Transfer	100	0.00
				09/06/17	400	Transfer	500	0.00
				21/07/17	-300	Transfer	200	0.00
				13/10/17	-200	Transfer	0	0.00
				31/03/18			0	0.00
5	MUKUL MAHAVIR PRASAD AGRAWAL	320269	1.16	01/04/17			320269	1.16
				08/12/17	-27515	Transfer	292754	1.06
				15/12/17	-124761	Transfer	167993	0.61
				22/12/17	-167993	Transfer	0	0.00
				31/03/18			0	0.00
6	AADI FINANCIAL ADVISORS LLP	296667	1.07	01/04/17			296667	1.07
				23/06/17	-16974	Transfer	279693	1.01
				05/01/18	-86569	Transfer	193124	0.70
				12/01/18	-95000	Transfer	98124	0.35
				19/01/18	-25000	Transfer	73124	0.26
				31/03/18			73124	0.26
								0.00
7	PARAM CAPITAL RESEARCH PVT. LTD	280000	1.01	01/04/17			280000	1.01
				29/09/17	-37500	Transfer	242500	0.88
				22/12/17	-242500	Transfer	0	0.00
				31/03/18			0	0.00
8	VALLABH BHANSHALI	198333	0.72	01/04/17	0	Nil	198333	0.72
				05/01/18	-45501	Transfer	152832	0.55
				12/01/18	-40000	Transfer	112832	0.41
				19/01/18	-3656	Tansfer	109176	0.39
				31/03/18			109176	0.39
9	SUNIL KUMAR GUPTA	132000	0.48	01/04/17	0	Nil	132000	0.48
				26/05/17	-2000	Transfer	130000	0.47

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Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
				16/06/17	-4000	Transfer	126000	0.45
				20/10/17	-1000	Transfer	125000	0.45
				27/10/17	-1000	Transfer	124000	0.45
				05/01/18	-2000	Transfer	122000	0.44
				31/03/18			122000	0.44
10	SNEHLATA RAJESH NUWAL	105527	0.38	01/04/17	0	Nil	105527	0.38
				21/04/17	-92528	Transfer	12999	0.05
				30/06/17	-12999	Transfer	0	0.00
				31/03/18			0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
	At the beginning of the year							
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):							
	Directors							
1	ASHOK SHARMA	Nil	NA	NA	Nil	NA	Nil	NA
2	S DURGASHANKAR	Nil	NA	NA	Nil	NA	Nil	NA
3	NIKHILESH PANCHAL	Nil	NA	NA	Nil	NA	Nil	NA
4	SANGEETA PRASAD	Nil	NA	NA	Nil	NA	Nil	NA
5	ANAND DAGA	Nil	NA	NA	Nil	NA	Nil	NA
6	VINAYAK PATIL	Nil	NA	NA	Nil	NA	Nil	NA
	Key Managerial Personnel							
1	SANJEEV MOHONI	Nil	NA	01/04/17	Nil	NA	Nil	NA
				01/12/17	9000	ESOS Allotment	9000	0.03
				31/03/18			9000	0.03
2	SUNETRA GANESAN			01/04/17	Nil	NA	Nil	NA
				31/03/18	Nil	NA	Nil	NA
3	RATNAKAR NAWGHARE	6762	0.02	01/04/17	0	0	6762	0.02
				01/12/17	1406	ESOS Allotment	8168	0.03
				31/03/18			8168	0.03

At the end of the year (or on the date of separation, if separated during the year)

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,684,436	-	2,684,436
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,684,436	-	2,684,436
Change in indebtedness during the financial year				
i) Addition	41,186,697	-	-	-
ii) Reduction	6,514,485	611,406	-	611,406
Net Change	47,701,182	611,406	-	611,406
Indebtedness at the end of the Financial year				
i) Principal Amount	34,672,212	2,073,030	-	2,073,030
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	34,672,212	2,073,030	-	2,073,030

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	
		Mr. Ashok Sharma - M D	Total Amount in Rs.
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,400,000	2,400,000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961.	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission – as % of profit	-	-
	– others, specify	-	-
5	Others, please specify	-	-
	Total (A)	2,400,000	2,400,000
	Ceiling as per the Act*	-	-

* The Remuneration paid to Managing Director is within the prescribed ceiling under the Companies Act, 2013.

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount in Rs.
		Mr. Vinayak Patil	Mr. Nikhilesh Panchal	Mr. Anand Daga	
1	Independent Directors				
	* Fees for attending board/committee meetings	313,500	307,500	273,500	894,500
	* Commission	345,469	345,469	345,469	1,036,406
	* Others, please specify	-	-	-	-
	Total (1)	658,969	652,969	618,969	1,930,906

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2	Other Non-Executive Directors				
	* Fees for attending board committee meetings	-	-	-	-
	* Commission	-	-	-	-
	* Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	658,969	652,969	618,969	1,930,906
	Total Managerial Remuneration				4,330,906
	Overall Ceiling as per the Act **				

** Within the prescribed ceiling under the Companies Act, 2013.

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			(Rupees) Total
		Chief Executive Officer	Chief Financial Officer	Company Secretary	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	10,466,849	5,466,666	2,588,053	18,521,568
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	198,151		257,345	455,496
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961.				
	Total	10,665,000	5,466,666	2,845,398	18,977,064
2	Stock Options Outstanding (Nos.)	36,000	-	2,811	38,811
3	Sweat Equity	-	-	-	-
4	Commission – as % of profit – others, specify	-	-	-	-
5	Others, please specify	2,288,404	-	228,545	2,516,949
	Total	12,953,404	5,466,666	3,073,943	18,977,064

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

NIL

REPORT ON CORPORATE GOVERNANCE

(1) PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and have implemented all the stipulations prescribed.

A detailed report on corporate governance pursuant to the requirements of the listing agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. A certificate from the statutory auditors of the Company, confirming compliance of conditions of Corporate Governance as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

(2) BOARD OF DIRECTORS

The composition of the Board of Directors is in conformity with the Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

(a) Composition and Category of Directors :

Currently, the Board comprises of six Directors, out of which one is Executive Director and five are Non-Executive Directors. The number of Non-executive Directors comprising three Independent Directors is more than one-half of the total number of Directors. All the Directors have made necessary disclosures under Corporate Governance norms and the applicable provisions

of the Companies Act, 2013. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long term objectives of enhancing stakeholders' value are met.

Apart from reimbursement of expenses incurred and the commission paid in the discharge of their duties and the remuneration that a Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of the Independent Directors have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Affiliates which in their judgment would affect their independence. All the independent Directors have given confirmation in this regard. None of the Directors of the Company are inter-se related to each other.

Professional fees for the year under review to Khaitan & Co., Advocates & Solicitors, in which Mr. Nikhilesh Panchal, Non-Executive and Independent Director is a partner, amounts to Rs. 1.96 lakhs/- (including out of pocket expenses).

The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Directors on the Board is a Member of more than 10 public limited companies (as specified in Section 165 of the Companies Act, 2013) or act as an independent director in more than 7 listed companies or 3 listed companies in case he serves as Whole Time Director in any listed company (as specified in applicable Regulation 25 of the Listing Regulations), across all the Companies in which he/she is a Director.

Sr. No.	Directors	Category	Director Identification number (DIN)	Total Number of Directorships of public companies [#] , Committee Chairmanships and Memberships, as on 31 st March, 2018.		
				Directorships ^{\$}	Committee Chairmanships ⁺	Committee Memberships ⁺
	EXECUTIVE					
1.	Mr. Ashok Sharma Managing Director	Executive Director	02766679	2	-	1
	NON-EXECUTIVE					
2.	Mr. Vinayak Patil	Independent	00616009	1	2	-
3.	Mr. S. Durgashankar	Non-Independent	00044713	5	-	3
4.	Mr. Nikhilesh Panchal	Independent	00041080	5	2	3
5.	Mr. Anand Daga	Independent	00696171	1	-	1
6.	Ms. Sangeeta Prasad	Non-Independent	02791944	9	-	1

Excludes private limited companies/ foreign companies and companies under Section 8 of the Companies Act, 2013.

\$ Includes Directorship in EPC Industrié Limited

+ Committees considered are Audit Committee and Stakeholders Relationship Committee including that of EPC Industrié Limited

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The Senior Management personnel also have made disclosures to the Board confirming that there are no material, financial and / or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

(b) Number and dates of Board meetings held and Attendance of the Directors at Meetings of the Board and at the Annual General Meeting.

The Board meets atleast once in a quarter to consider among other business, quarterly performance of the Company and the financial results. During the financial year under review, four Board Meetings were held on the following dates – 27th April, 2017, 28th July, 2017, 3rd November, 2017 and 30th January, 2018. The gap between two Meetings did not exceed four months. These meetings were well attended. The 35th Annual General Meeting of the Company was held on 28th July, 2017.

The attendance of the Directors at these meetings is as under:

Directors	Number of Board Meetings Attended	Attendance at the AGM
Mr. Ashok Sharma	4	Yes
Mr. Vinayak Patil	4	Yes
Mr. S. Durgashankar	4	Yes
Mr. Nikhilesh Panchal	3	Yes
Mr. Anand Daga	4	Yes
Ms. Sangeeta Prasad	2	No

(c) Board Procedure

A detailed Agenda folder, alongwith necessary supporting papers are sent to each Director in advance of the Board meetings and to the concerned Directors of the Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting of the overall performance of the Company. The Board also inter alia reviews strategy and business plans, annual operating and capital expenditure budgets, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, review of major legal issues, adoption of quarterly/half yearly/ annual results, risk management, significant labour issues, major accounting provisions and write-offs, minutes of meetings of the Audit and other Committees of the Board and information on recruitment of Officers just below the Board level, including the Company Secretary and Chief Financial Officer.

(d) Code of Conduct

Your Company had adopted Code of Ethics ("Code") recommended by Bombay Chamber of Commerce and Industry for its Directors and Senior Management

personnel and employees. The Code of Ethics has been posted on the Company's website <http://www.epcmahindra.com>. This Code enunciates the underlying principles governing the conduct of the business and seeks to reiterate the fundamental precept that good governance must and would always be an integral part of the Company's culture. The Code further provides the duties of Independent Directors as laid down in the Companies Act, 2013.

All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by Managing Director is enclosed at the end of this Report.

(e) Directors seeking appointment/re-appointment

Ms. Sangeeta Prasad is liable to retire by rotation and being eligible for reappointment at the ensuing Annual General Meeting of the Company and has offered herself for reappointment. The brief profile of Ms. Sangeeta Prasad alongwith other details are as follows:

1) Ms. Sangeeta Prasad

Ms. Sangeeta Prasad (DIN: 02791944) age 50 years has a Bachelor's degree in Electrical Engineering and has done Masters in Business Administration from IIM Lucknow. She is a Chevening scholar from UK and completed General Management Programme at INSEAD, Fontainebleau. Ms. Sangeeta Prasad's first appointment on the Company's Board was on 28th October, 2014.

Ms. Prasad is CEO of Mahindra Lifespace Developers Limited and heading the Integrated Business Cities and Industrial Clusters as part of the Company's mission of transforming urban landscapes by creating sustainable communities. Mahindra Lifespace Developers Ltd. is the real estate and infrastructure development arm of the Mahindra Group. She is also a Member of the Group Executive Board, Mahindra Group and Co-Chairperson, Group Diversity Council, Mahindra Group.

She has a rich and varied experience of over 23 years of different business functions.

Ms. Prasad has been awarded Leadership award in the International Women Leaders Forum in 2013. Further, she was also recognized amongst the top 30 Emerging Woman Leaders in a survey conducted by Business Today Magazine in the year 2010. Ms. Prasad was also one of the Speakers at the World Economic Forum, Davos, 2012 on "URBANISATION – Trends, Challenges and Opportunities". She was also a speaker at the 2015 United Nations Climate Change Conference, or 'COP 21', in Paris, and at the eighth Clean Energy Ministerial (CEM8) held in Beijing in 2017. Ms. Prasad is a Member, Board of Governors, IIM Lucknow. She was part of the CEO delegation at the 'Make in India' summit in the Hannover Messe exposition in Germany. She was part of a panel

discussion on Smart Cities in the Summit along with eminent Corporate and government representatives from India and Germany.

Ms. Sangeeta Prasad is on the Board of following other Companies:

- i) Mahindra Integrated Township Limited
- ii) Mahindra World City(Jaipur) Limited
- iii) Knowledge Township Limited
- iv) Mahindra World City(Maharashtra) Limited
- v) Mahindra World City Developers Limited
- vi) Industrial Township (Maharashtra) Limited
- vii) Maharashtra Industrial Park Chennai Limited
- viii) Mahindra Residential Developers Limited
- ix) Industrial Cluster Private Limited

Ms. Sangeeta Prasad is the chairman/member of the following committees of the Company and of other companies.

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
1	Mahindra Integrated Township Limited	Audit Committee	Member
2	Knowledge Township Limited	Nomination and Remuneration Committee	Member
		Audit Committee	Member
3	Mahindra World City Developers Limited	Corporate Social Responsibility Committee	Member
4	Mahindra Residential Developers Limited	Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
5	Mahindra World City (Jaipur) Limited	Contract Committee	Member
		Loan and Investment Committee	Member
		Corporate Social Responsibility Committee	Member
		Capital Issue Committee	Member
6	Mahindra Industrial Park Chennai Limited	Nomination and Remuneration Committee	Chairperson

Ms. Sangeeta Prasad does not hold any shares in the Company.

(f) Disclosure on relationships between Directors inter-se

The Directors have made disclosure that there are no relationships between directors inter-se.

(g) Number of Shares and Convertible instruments held by Non-executive Directors.

The Non-executive Directors have made disclosure that they are not holding any Shares of the Company.

(h) Web link where details of familiarization programmes imparted to independent directors is disclosed.

During the year under review the Company has taken steps to familiarize its directors including Independent Directors by periodic presentations about the Company operations, business model, business strategy and risks involved, industry in which the Company operates and their roles and responsibilities. The details of such programme is posted on the Company website: <http://www.epcmahindra.com/corporategovernance.aspx>.

(3) Risk Management

The assessment of various risks pertaining to the various aspects of business and the steps taken to mitigate risks is reviewed and monitored in the meetings of the Risk Management Committee and the Meeting of the Board of Directors. The Company has adopted Risk Management Policy and the Risk Management Committee monitors the same. The details of the Risk Management Committee and its broad terms of reference are given in this report.

(4) Audit Committee

(a) Brief description of terms of reference

The Board of Directors of the Company has an Audit Committee which comprises three Non Executive Directors and majority of whom are Independent Directors namely, Mr. Vinayak Patil as the Chairman of the Committee and Mr. S Durgashankar and Mr. Anand Daga as other members of the Committee.

All the members of the Audit Committee possess strong accounting and financial management knowledge.

The Company Secretary is the Secretary of the Audit Committee.

The terms of reference of this Committee are very wide. The broad terms of reference of the Audit Committee include:

- a) Review of the Company's financial reporting process and its financial statements.
- b) Review of accounting and financial policies and practices.
- c) Review of the internal control and internal audit system.

- d) Discussing with statutory Auditors to ascertain any area of concern.
- e) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- f) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- g) examination of the financial statement and the auditors' report thereon;
- h) approval or any subsequent modification of transactions of the company with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the company, wherever necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) Monitoring the end use of funds raised through public offers and related matters
- m) Review of the financial statements before their submission to the Board
- n) If required, discuss with the internal and statutory auditors and the management of the company any issues related to internal control system, scope of audit and financial statements and the observations of the auditors.
- o) Investigate into any matter in relation to the items specified above or matters which are referred to it by the Board and for this purpose, to obtain professional advice from external sources and have full access to information contained in the records of the Company.
- p) Establish vigil mechanism as may be prescribed to enable directors and employees to report genuine concerns and also shall provide for adequate safeguards against victimization of persons who use such mechanism.
- q) Review the uses/application of funds raised by the Company either by public / rights issue of shares or any other securities.

Generally all items under Regulation 18(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement are covered in the terms of reference and Role of the Audit Committee. The Audit Committee has been granted powers as prescribed under Regulation 18 (2) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(b) Meetings and Attendance during the year

The meetings of the Audit Committee are also attended by the Managing Director, Statutory Auditors, Chief Executive Officer, Chief Financial Officer, Internal Auditor and the Company Secretary. The Chairman of the Audit Committee, Mr. Vinayak Patil was present at the 35th Annual General Meeting of the Company held on 28th July, 2017.

The Committee met four times during the year under review. The Committee Meetings were held on the following dates – 27th April, 2017, 28th July, 2017, 3rd November, 2017 and 30th January, 2018. The attendance at the Meetings is as under:

Members	Number of Meetings attended
Mr. Vinayak Patil	4
Mr. S. Durgashankar	4
Mr. Anand Daga	4

5. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The Company has Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013.

The Terms of Reference of the Nomination and Remuneration Committee is to:

- i) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria to be laid down, recommend to the Board their appointment and removal; and shall carry out evaluation of every Director's performance.
- ii) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) Review performance of the Managing Director and recommend to the Board the remuneration payable to him and administering the Employees Stock Options Scheme.

The Committee also administers the Company's ESOP Scheme and takes appropriate decisions in terms of the said scheme.

The Company has adopted the policy on directors and Key Managerial Personnel and other employees, appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee has further determined the criteria for evaluation of Independent Directors

performance and the performance of Chairman, Board and committees.

(b) Composition, Name of members and Chairperson

The Committee comprises three Non-Executive Directors majority of whom are Independent Directors namely Mr. Anand Daga – Chairman, Mr. S. Durgashankar and Mr. Vinayak Patil.

(c) Meetings and Attendance during the year

The Committee met on 27th April, 2017, and 22nd November, 2017 and the meeting was generally attended by all the members of the Committee. The attendance of the meeting is as under.

Members	Number of Meetings attended
Mr. Anand Daga	2
Mr. S. Durgashankar	1
Mr. Vinayak Patil	2

(d) Independent Directors and performance evaluation

In accordance with the provisions of the Companies Act, 2013, the Company has appointed three Independent Directors in the Annual General Meeting held on 31st July, 2014 for a period of 5 years. The terms of their appointment are available on the website of the Company.

The Nomination and Remuneration Committee has laid down the evaluation criteria for Independent Directors and the same has been done by the entire Board of Directors. The performance criteria includes whether a directors possesses sufficient skills, experience and level of preparedness to add value to discussions and decisions, challenge views constructively, knowledge about Company’s business, the industry in which company operates and global trends etc.

The Independent Directors had a meeting on 27th April, 2017 without the attendance of non-independent directors and members of management to review performance of non-independent directors and the Board as a whole and performance of chairman of the Board of Directors and for assessment of quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the board of directors to effectively and reasonably perform their duties.

The Company had organized programmes at regular intervals to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. Quarterly updates on relevant statutory changes on important laws are regularly circulated to Directors. Plant visits are organized for the Directors to enable them to understand the operations of the Company.

6. Stakeholders Relationship Committee:

The Company has Stakeholders Relationship Committee under the provisions of The Companies Act, 2013. The Committee functions under the Chairmanship of Mr. Vinayak Patil, Mr. Ashok Sharma and Mr. Nikhilesh Panchal are the other Members of the Committee. Mr. Ratnakar Nawghare, Company Secretary is the Compliance Officer of the Company. The Stakeholders Relationship Committee resolves the grievances of security holders of the Company.

As per Section 178(7) of the Companies Act, 2013, the Chairperson of the Committee or, in his absence, any other member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company.

During the year under review, there were two complaints received from the Shareholder. There were no investor complaints remaining unresolved and pending as at 31st March, 2018.

The Committee met two times on 28th July, 2017 and 30th January, 2018 during the year under review.

7. Corporate Social Responsibility Committee

The Corporate Social Responsibility (“CSR”) Committee is a committee constituted by the Board with powers, inter alia, to make donations/contributions to any charitable and / or CSR projects or programs to be implemented directly or through an executing agency or other Not for Profit Agency with minimum three years proven track record or through a corporate foundation or other reputed Non-Governmental Organisation, of atleast two percent of the Company’s average net profits during the three immediately preceding financial years in pursuance of its CSR Policy for the Company’s CSR initiatives.

The scope of functions of the Committee includes, inter alia, recommendation to the Board for its approval an amount of expenditure to be incurred on the CSR activities as enumerated in the Schedule VII of the Companies Act, 2013 and also referred to in the CSR Policy of the Company, as also to monitor the CSR Policy from time to time, etc.

The CSR Policy for your Company as duly amended is displayed on the Company’s website: <http://www.epcmahindra.com>.

Mr. Ashok Sharma – Managing Director is the Chairperson of the Committee. Mr. Vinayak Patil and Mr. S Durgashankar are the other members of the Committee. The Committee Meeting was held on 27th April, 2017 and was attended by all the members.

8. Risk Management Committee

The Company has Risk Management Committee in accordance with the Companies Act, 2013. The Committee functions under the Chairmanship of Mr. Nikhilesh Panchal, Mr. Ashok Sharma and Mr. Anand Daga are the

other members of the Committee. During the year one meeting was held on 27th April, 2017.

The broad roles and responsibilities of the Committee would be:

- a) Assessment of the Company's risk profile and key areas of risk in particular.
- b) Recommending to the Board and adopting risk assessment and rating procedures.
- c) Examining and determining the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- d) Assessing and recommending to the Board acceptable levels of risk.
- e) Review and monitoring of Risk management and risk mitigations measures.

9. Remuneration of Directors

(a) Pecuniary relationship or transactions of the non-executive directors.

Apart from reimbursement of expenses incurred and the commission paid in the discharge of their duties and the remuneration that a Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of the Non-executive Independent Directors have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Affiliates which in their judgment would affect their independence. All the Non-executive independent Directors have given confirmation in this regard. None of the Directors of the Company are inter-se related to each other.

(b) Criteria of making payments to non-executive directors.

The Non-executive independent Directors are paid sitting fees of Rs. 30,000 for attending the meetings of the Board of Directors and Rs.20,000 for attending Committee meetings of the Board and reimbursement of expenses incurred for attending the Meetings of the Board of Directors of the Company and its Committees thereof. The sitting fees paid to Non-Executive Directors for the year ended 31st March, 2018 alongwith their shareholdings are as under:

Directors	Sitting Fees for the Board Meetings and Committee Meetings held during the year ended 31 st March, 2018 (Rs. in Lakhs)
Mr. Ashok Sharma	Nil
Mr. Vinayak Patil	3.13
Mr. S. Durgashankar	Nil
Mr. Nikhilesh Panchal	1.57
Mr. Anand Daga	2.73
Ms. Sangeeta Prasad	Nil

None of the Directors are holding any shares of the Company.

Further the Independent Directors shall be entitled to receive a commission of Rs. 5 lacs each or 1% of annual Net Profit of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act or Rules framed thereunder whichever is lower from time to time commencing from the FY – 2015-16 in lieu of their services to the Company. The Shareholders in the Annual General Meeting dated 31st July, 2015 had accorded their consent for the same. Accordingly, the commission of Rs.9.58 lakhs was paid in the year 2017-18 and the commission of Rs. 10.36 lakhs is payable equally to Independent Directors for FY 2017-18.

(c) Disclosures with respect to Remuneration:

(i) Elements of remuneration package

During the year under review, the consolidated remuneration of Rs. 28.14 lakhs per annum (including taxes) was paid to Mr. Ashok Sharma.

(ii) Details of fixed component and performance linked incentives along with the performance criteria.

There are no variable components of the remuneration payable to Mr. Ashok Sharma and Mr. Ashok Sharma is also receiving remuneration from Mahindra and Mahindra Limited and Mahindra Agri Solutions Limited.

Mr. Ashok Sharma is re-appointed as Managing Director of the Company with effect from 1st October, 2017 till 30th September, 2020 on a consolidated remuneration of Rs. 28.14 lakhs per annum.

The detailed criteria for the evaluation of Board and Directors' performance is in place. All board members annually provide their assessment of the performance of the Board and its Committees by way of response to a questionnaire. Additionally, all Board members also provide a self-evaluation of their performance annually. The performance of executive director is being evaluated by the Nomination and Remuneration Committee and the performance of Independent Directors is evaluated by the Board. The Director being evaluated does not participate in the meeting at the time of their respective evaluation.

(iii) Service contracts, notice period, severance fees

The appointment letter is issued to Directors as per the policy of the Company and the appointment can be terminated by either party by giving three month's notice in writing as per the Company's policy. There is no separate provision for payment of severance fees.

(iv) Stock option details

During the year under review, the Company has not issued any stock options to any Directors.

10. General Body Meetings:

(a) Location and time, where last three annual general meetings held and Special Resolution passed

Year ended	Date	Time	Special Resolution passed
31 st March, 2015	Friday 31 st July, 2015	2.30 p.m.	1. Alteration of Articles of Association pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013.
			2. Commission to Independent Non-Executive Directors of the Company.
31 st March, 2016	Friday 29 th July, 2016	2.30 p.m.	1. Re-designation of Mr. Ashok Sharma as a Managing Director and revision in remuneration.
			2. Keeping Register of Members, other Registers and statutory documents at a place other than the registered office of the Company.
31 st March, 2017	Friday 28 th July, 2017	2.30 p.m.	Re-appointment of Mr. Ashok Sharma (DIN: 02766679) as a Managing Director for a period of 3 years with effect from 1 st October, 2017 to 30 th September, 2020.

All the above Meetings were held at Plot No. H-109, MIDC Ambad, Nashik- 422 010 .

No Extraordinary General Meeting was held during the past three years

(b) Postal Ballot

During the year under review, the Company has not passed any special resolution through postal ballot. Further, the Company does not have any proposal for passing any special resolution through postal ballot, at the ensuing Annual General Meeting.

11. Means of Communication

Your Company from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchange, press release, Annual Report, uploading relevant information on its website and publishing financial results in newspapers. The financial results are published in newspapers namely, Business Standard, Free Press Journal, Navshakti and Deshdoot which are national and local dailies respectively.

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 of the Listing Regulations, including material information having a bearing on the performance/ operations of the Company and other price sensitive information.

No presentations were made to institutional investors / analysts.

12. General Shareholder Information:

(a) 36th Annual General Meeting

Date : 31st July, 2018

Time : 2.30 p.m.

Venue: Plot No. H-109, MIDC Ambad, Nashik- 422 010

(b) Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

Financial Reporting for:

Quarter ending

30th June, 2018 – Second week of August, 2018

Half-year ending

30th September, 2018 - Second week of November, 2018

Quarter ending

31st December, 2018 - Second week of February, 2019

Year ending

31st March, 2019 - End May, 2019

Note: The above dates are indicative.

(c) Listing of Equity Shares on Stock Exchange

Your Company's Shares are listed on Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400001. The requisite listing fees have been paid in full to the Stock Exchange.

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(d) Stock Code

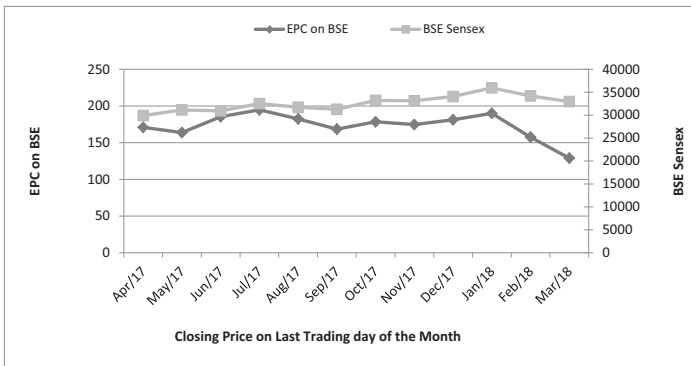
- Bombay Stock Exchange Limited (BSE): 523754
- Demat International Securities Identification Number (ISIN) in NSDL and CDSL for Equity Shares: INE 215D01010

(e) Stock Price Data of Equity Shares listed on Bombay Stock Exchange Limited:

Month	High Price	Low Price
April, 2017	175.75	144.00
May, 2017	177.00	156.10
June, 2017	205.00	161.50
July, 2017	215.00	185.05
August, 2017	196.90	166.00
September, 2017	192.40	163.25
October, 2017	185.00	165.90
November, 2017	188.00	161.20
December, 2017	186.00	160.95
January, 2018	208.70	175.05
February, 2018	192.95	151.00
March, 2018	159.00	128.00

(f) Stock Performance

The performance of the Company's shares relative to the BSE Sensitive Index is given in the chart below:



(g) Suspension of Securities

Your Company's Shares were not suspended during the year under review.

(h) Registrar and Transfer Agent

Karvy Computershare Private Limited,
Unit: EPC Industrié Limited
Karvy Selenium, Tower B,
Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad, Telangana-500 032

Contact details:-

Telephone number: +91 40 67162222
Investor Service Toll Free No: 1800-3454-001
Fax number: +91 40 2342 0814
Email: einward.ris@karvy.com

(i) Share Transfer System

Trading in Equity Shares of the Company through Bombay Stock Exchange is permitted only in dematerialized form.

Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

The Board of Directors with a view to expedite the process of share transfer had authorised Mr. Ashok Sharma, Managing Director to approve the share transfers, issue of duplicate shares etc. and the same gets confirmed by the Board in their subsequent meeting.

As of date, there are no pending share transfers pertaining to the year under review.

(j) Distribution of Shareholding as on 31st March, 2018:

Shareholding	Shareholders		Shares	
	Number	% to total holders	Number	% to total capital
Upto 500	17,376	85.40	26,31,642	9.50
501 - 1,000	1,533	7.53	12,39,011	4.47
1,001 - 5,000	1,191	5.85	26,80,489	9.67
5,001 - 10,000	121	0.59	8,93,730	3.23
10,001- 1,00,000	116	0.57	33,25,342	12.00
1,00,001 & above	10	0.05	1,69,39,736	61.13
TOTAL	20347	100.00	2,77,09,950	100.00

Shareholding Pattern as on 31st March, 2018:

Category	No. of shares held	%
Promoters	1,51,44,433	54.65
Banks	200	0.00
Private Corporate Bodies	19,89,808	7.18
Indian Public	94,73,559	34.19
NBFC	5,050	0.02
Mutual Funds	5,26,000	1.90
NRIs/ OCBs / Others	5,70,900	2.06
GRAND TOTAL	2,77,09,950	100.00

(k) Dematerialisation of Shares and liquidity

97.54% of the paid-up Equity Share Capital is held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2018. The Company's Shares are liquid and actively traded on the Bombay Stock Exchange Limited.

(l) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on equity

Nil

(m) Commodity price risk or foreign exchange risk and hedging activities

This year under review, saw firming up of raw material prices led by increase in crude oil. The uptrend in raw material prices is expected to continue in the coming financial year. The commodities like Steel saw sharp increases on account of rise in international prices and antidumping duties imposed by the Government. Your Company continues to watch the market situation closely and continues to focus on mitigating inflationary impact through cost reduction measures.

The nature of business of the Company does not involve / require any hedging activities.

(n) Plant Locations

Your Company's manufacturing facilities are located at Plot No. H - 109, MIDC Ambad, Nashik - 422 010 & at Plot No. 367-368, GIDC, Manjusar, Savli, Dist. Vadodara - 391775.

(o) Address for correspondence

Shareholders may correspond with the Registrar and Transfer Agents at:

Karvy Computershare Private Limited,
Unit: **EPC Industrié Limited**
Karvy Selenium, Tower B,
Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad, Telangana - 500 032
Contact details:-
Telephone number: +91 40 67162222
Investor Service Toll Free No: 1800-3454-001
Fax number: +91 40 2342 0814
Email: einward.ris@karvy.com

For all matters relating to transfer/ dematerialization of shares and any other query relating to Equity Shares of the Company.

The Registrar and Transfer Agents also have an office at :

Karvy Computershare Private Limited,
24-B, Raja Bahadur Mansion, Ground Floor,
Ambalal Doshi Marg, Behind BSE,
Fort, Mumbai – 400 023.
Tel.:+91 22 66235454 /412/427

Your Company has also designated rvnawghare@epcind.com as an exclusive email ID for Investors for the purpose of registering complaints. Shareholders would have to correspond with the respective Depository Participants for Shares held in dematerialized form. For all investor related matters, the Company Secretary & Compliance Officer can be contacted at:

EPC Industrié Limited
Plot No. H-109, MIDC Ambad, Nashik- 422 010.
Telephone Nos.: +91-253-2381081 / 82
Fax: +91-253-2382975
Email: rvnawghare@epcind.com
Your Company can also be visited at its website: www.epcmahindra.com

(p) Dates of Book Closure and Dividend Payment Date

The Book Closure for dividend will be Wednesday, 25th July, 2018 to Tuesday, 31st July, 2018 (both days inclusive) and the Dividend would be paid/ dispatched after 31st July, 2018.

(q) Registered Office

Plot No. H-109, MIDC Ambad, Nashik - 422 010.

(r) Corporate Identity Number:

L25200MH1981PLC025731

13. Other Disclosures

(a) Disclosure on materially significant Related Party transactions

During the financial year 2017-18 there were no materially significant transactions entered into between the Company and its Promoters, Directors or the Management etc. that may have potential conflict with the interest of the Company at large. Further details of related party transactions are given in Note No. 31 to the Financial Statements.

All the transactions with related parties were in the ordinary course of business and on arms length basis. In terms of Regulation 23 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company started obtaining prior approval of the

audit committee for entering into any transaction with related parties. The audit committee granted omnibus approval for certain transactions to be entered with the related parties, during the year. The policy on Related Transaction is incorporated on the Company website: <http://www.epcmahindra.com/InvestorInformation.aspx>.

(b) Web link where policy on dealing with Related Party Transactions.

The policy on Related Party Transaction is incorporated on the Company website: <http://www.epcmahindra.com/InvestorInformation.aspx>

c) Details of non-compliance etc.

Your Company has complied with all the requirements of regulatory authorities.

During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets except as detailed below:

The Company and the erstwhile Promoter's group company had filed the revised consent application on 8th January, 2014, in terms of SEBI Circular dated May 25, 2012 (Ref CIR/EFD/1/2012) ("May Circular 2012") seeking settlement for non-disclosure in respect of the transaction dated 31st March, 2003 and for delay in yearly disclosure as of 31st March, 2005, under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

SEBI vide its letter dated 27th November, 2013 issued a notice of Inquiry against aforesaid delays. The Company in response to it, filed the consent application in January, 2014. The SEBI had returned the Consent application, however, provided the opportunity for personal hearing to settle the matter. Accordingly, SEBI vide order dtd. 29-09-2017 has imposed the penalty of Rs. 2 lacs and the said penalty has been paid by the Company and closed the matter.

(d) Details of establishment of vigil mechanism, whistle blower policy etc.

In terms of the provisions of Section 177(9) of the Companies Act, 2013 the Company has implemented a vigil mechanism which includes

implementation of the whistleblower policy. No employee has been denied access to the Chairman of the Audit Committee. The Company in conjunction with the Corporate Disclosure and Investigation policy of its ultimate holding Company has informed its employees that any non-compliant behaviour of directors or employees including the non-compliance of its code of conduct to the notice of the management for investigation and necessary action, may be reported by them using the speak-up line number provided therein. The policy is posted on the Company website: <http://www.epcmahindra.com/InvestorInformation.aspx>

(e) Disclosure on Director's performance evaluation criteria

The Company has introduced the board and directors' performance evaluation criteria. All board members will be requested annually to provide their assessment of the performance of the Board and its Committees by way of response to a questionnaire. Additionally, all Board members will be asked to do a self-evaluation of their performance annually. The performance of executive directors will be evaluated by the Nomination and Remuneration Committee and the performance of independent directors will be evaluated by the Board. The director being evaluated will not participate in the meeting at the time of their respective evaluation.

(f) Code of Conduct for Prevention of Insider Trading

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented the Code of Conduct for prevention of Insider Trading.

The Code lays down Guidelines, which advise designated employees on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

Under the said Code, the Company has appointed Mr. Ratnakar Nawghare as the Compliance Officer. All Board members and Senior Management personnel have affirmed compliance with the Code. The Code of Conduct of the Company is also posted on the investor relation page of the Company's website www.epcmahindra.com

(g) Details of Compliance with Mandatory requirements and adoption of the non-mandatory requirements.

Your Company has complied with the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance. Your Company has adopted the non- mandatory requirements as mentioned below:

1) Unmodified Opinion in Audit Report

During the year under review, there is no audit qualification in your Company's financial statements. Your Company continues to adopt best practices, compliance with Accounting Standards and internal control over financial reporting to ensure financial statements with unmodified audit qualifications.

2) Reporting of Internal Auditor

The Internal Auditor of the Company reports to the Audit Committee.

(h) Disclosures with respect to demat suspense account/ unclaimed suspense account

There are no shares in the demat suspense account/ unclaimed suspense account at the beginning and at the end of the financial year 2017-18.

(i) CEO/CFO Certification

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual certificate given by the Chief Executive Officer and the Chief Financial Officer is published in this Report.

Nashik May 3, 2018

DECLARATION BY THE MANAGING DIRECTOR UNDER SCHEDULE V (D) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IS ANNEXED.

To
The Members of EPC Industrié Limited,

I, Ashok Sharma, Managing Director of EPC Industrié Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended 31st March, 2018.

Nashik,
3rd May, 2018

Ashok Sharma
Managing Director

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO
THE MEMBERS OF
EPC INDUSTRIÉ LIMITED,

1. This certificate is issued in accordance with the terms of our engagement letter reference no. KGV/2017-18/033 dated 1 August, 2017.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of EPC Industrié Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' responsibility

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

Auditor's responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India

(the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

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

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117364W)

Ketan Vora
Partner
Membership Number: 100459

Nashik, 3 May 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EPC INDUSTRIÉ LIMITED

Report on the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of EPC Industrié Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 the Companies Act, 2013 ("the Act") with respect to the preparation 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 Indian Accounting Standards (IND AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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.

In conducting 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 and the Order issued under Section 143 (11) of the Act.

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. Those Standards 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 obtained by us 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 Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Company as on 31 March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (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, as amended, 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 in accordance with generally accepted accounting principles – [Refer Note 32 to the Ind AS financial statements].
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure "B", a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117364W)

Ketan Vora
Partner
Membership Number: 100459

Nashik, 3 May, 2018

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on other legal and regulatory requirements’ section of our report of even date to the members of EPC Industrié Limited on the Ind AS financial statements for the year ended 31 March, 2018)

Report on the internal financial controls over financial reporting under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of EPC Industrié Limited (“the Company”) as of 31 March, 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 management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of internal financial controls over financial reporting

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

Inherent limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, 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 31 March, 2018, based on the criteria for internal financial control over financial reporting 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 Deloitte Haskins & Sells
Chartered Accountants
(Firm’s Registration No. 117364W)

Ketan Vora
Partner
Membership Number: 100459

Nashik, 3 May, 2018

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on other legal and regulatory requirements’ section of our report of even date to the members of EPC Industrié Limited on the Ind AS financial statements for the year ended 31 March, 2018)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a programme of verification of property, plant and equipment to cover all the items in a phased manner 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 program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of buildings which are freehold, are held in the name of the Company as at the balance sheet date. Immovable properties of buildings whose title deeds have been pledged as security for loans availed from banks are held in the name of the Company based on the confirmations directly received by us from the bank. In respect of immovable properties of land that have been taken on lease and disclosed as prepaid asset in the Ind AS financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals except stock lying with third parties for which confirmations have been obtained and no material discrepancies were noticed on physical verification.
3. 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 Act.
4. The Company has not granted any loans, made investments or provided guarantees to which the provisions of Sections 185 and 186 of the Act apply, and hence reporting under clause (iv) of the Order is not applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended. According to the information and

explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

6. The maintenance of cost records has been prescribed by the Central Government under Section 148(1) of the Act. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees’ state insurance, income-tax, goods and services tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, goods and services tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
 - (c) Details of dues of income-tax, goods and services tax, sales tax, service tax, customs duty, excise duty, and value added tax which have not been deposited as on 31st March, 2018 on account of disputes are given below:

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount unpaid (Rs. in lakhs)
Central Excise Act, 1944	Excise Duty	Commissioner of Central Excise (Appeals)	FY 1996-97	35.76
		Commissioner of Central Excise	FY 1997-98	8.12
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	FY 1992-93	24.20

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks and government. The Company has not borrowed from financial institutions and has not issued any debentures.

9. In our opinion and according to the information and explanations given to us, money raised by way of further public offer (rights offer) in the earlier years, have been applied by the Company during the year for the purposes as revised with appropriate approvals, other than temporary deployment pending application of proceeds. The Company has not raised moneys by way of public offer of debt instruments or term loans.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements etc. as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them and hence, provisions of Section 192 of the Act are not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117364W)

Ketan Vora
Partner

Membership Number: 100459

Nashik, 3 May, 2018

CEO AND CFO CERTIFICATION

We, the undersigned in our respective capacities as Chief Executive Officer and Chief Financial Officer, to the best of our knowledge and belief certify that:

- A) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief, We confirm that:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violative of the Company's code of conduct/ethics.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, over financial reporting, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee that:
 - 1) there has not been any significant change in internal control over financial reporting during the year under reference;
 - 2) there has not been any significant change in the accounting policies during the year requiring the disclosure in the notes to the financial statements; and
 - 3) We are not aware of any instance during the year of significant fraud with involvement therein of the Management or any employee having a significant role in the Company's internal control system over financial reporting.

Sunetra Ganesan
Chief Financial Officer

Sanjeev Mohoni
Chief Executive Officer

Nashik, 3rd May, 2018

BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	Rs. in Lakhs	
		As at March 31, 2018	As at March 31, 2017
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	2,438.96	2,446.74
(b) Capital Work-in-Progress		2.52	59.94
(c) Investment Property	3	0.65	0.65
(d) Other Intangible Assets	4	67.66	96.93
(e) Financial Assets			
(i) Trade Receivables	5	1,008.97	116.44
(ii) Other Financial Assets	6	47.23	37.86
(f) Income Tax Assets (Net)		12.74	131.30
(g) Deferred Tax Assets (Net)	7	218.28	399.74
(h) Other Non-Current assets	8	527.65	583.82
Total Non-Current Assets		4,324.66	3,873.42
II CURRENT ASSETS			
(a) Inventories	9	3,469.71	3,249.65
(b) Financial Assets			
(i) Investments	10	—	450.82
(ii) Trade Receivables	5	10,715.00	9,121.70
(iii) Cash and Cash Equivalents	11	82.71	689.14
(iv) Bank Balances other than (iii) above	11	372.08	490.31
(v) Other Financial Assets	6	127.06	101.98
(c) Other Current Assets	8	527.18	326.13
Total Current Assets		15,293.74	14,429.73
III Total Assets (I + II)		19,618.40	18,303.15
EQUITY AND LIABILITIES			
IV EQUITY			
(a) Equity Share Capital	12	2,771.19	2,767.45
(b) Other Equity		11,223.22	10,650.78
Total Equity		13,994.41	13,418.23
LIABILITIES			
V NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
Borrowings	13	14.62	20.73
(b) Provisions	16	83.95	74.58
Total Non-Current Liabilities		98.57	95.31
VI CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	15	346.72	—
(ii) Trade Payables	17	3,830.27	3,388.50
(iii) Other Financial Liabilities	14	648.67	565.23
(b) Provisions	16	224.84	230.11
(c) Current Tax Liabilities (Net)		30.16	21.85
(d) Other Current Liabilities	18	444.76	583.92
Total Current Liabilities		5,525.42	4,789.61
VII Total Liabilities (V+VI)		5,623.99	4,884.92
VIII Total Equity and Liabilities (IV+VII)		19,618.40	18,303.15
See accompanying notes to the financial statements	1-40		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered AccountantsKetan Vora
PartnerPlace : Nashik
Date : May 03, 2018

For and on behalf of the Board of Directors

Ashok Sharma
S. Durgashankar
Sangeeta Prasad
Anand Daga
Vinayak Patil
Nikhilesh Panchal
Sanjeev Mohoni
Sunetra Ganesan
R. V. NawgharePlace : Nashik
Date : May 03, 2018

Managing Director

Directors

Chief Executive Officer
Chief Financial Officer
Company Secretary

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

Particulars	Note No.	Rs. in Lakhs	
		For the year ended March 31, 2018	For the year ended March 31, 2017
I Revenue from operations	19	20,480.67	20,146.48
II Other Income	20	179.35	158.94
III Total Income (I + II)		20,660.02	20,305.42
IV EXPENSES			
(a) Cost of materials consumed	21(a)	10,828.99	11,164.10
(b) Purchases of Stock-in-trade	21(b)	451.09	696.32
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21(c)	(111.14)	(421.40)
(d) Excise duty on sale of goods		13.93	43.85
(e) Employee benefit expense	22	2,386.99	2,322.55
(f) Finance costs	23	50.11	152.89
(g) Depreciation, amortisation and impairment expense	2,4	313.94	304.78
(h) Other expenses	24	5,689.72	5,074.43
Total Expenses (IV)		19,623.63	19,337.52
V Profit before tax (III - IV)		1,036.39	967.90
VI Tax Expense			
(1) Current tax	7	326.24	460.46
(2) Deferred tax	7	114.62	(162.32)
(3) Short/(Excess) provision for tax relating to prior years		101.67	(320.71)
Total tax expense (VI)		542.53	(22.57)
VII Profit after tax for the year from continuing operations (V - VI)		493.86	990.47
VIII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		1.00	(3.38)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.29)	1.17
Total Other comprehensive (loss) / income for the year		0.71	(2.21)
IX Profit for the year attributable to owners of the Company (VII+VIII)		494.57	988.26
X Earnings per equity share			
(1) Basic (Face value Rs.10 per share)	25	1.78	3.58
(2) Diluted		1.77	3.56
See accompanying notes to the financial statements	1-40		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ketan Vora
Partner

Place : Nashik
Date : May 03, 2018

For and on behalf of the Board of Directors

Ashok Sharma	}	Managing Director
S. Durgashankar		Directors
Sangeeta Prasad		
Anand Daga		
Vinayak Patil		
Nikhilesh Panchal		Chief Executive Officer
Sanjeev Mohoni		Chief Financial Officer
Sunetra Ganesan		Company Secretary
R. V. Nawghare		

Place : Nashik
Date : May 03, 2018

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	For the year ended March 31, 2018	Rs. in Lakhs For the Year ended March 31, 2017
Profit before tax for the year	1,036.39	967.90
Adjustments for:		
Finance costs recognised in profit or loss	50.11	152.89
Interest Income recognised in profit or loss	(64.22)	(107.07)
Profit on sale of current investments	(77.59)	(7.22)
Unrealised Profit arising on investments mandatorily measured at fair value	—	(0.82)
Dividend income	—	(0.06)
Liabilities no longer required written-off	(33.50)	(32.83)
Loss on disposal of property, plant and equipment	5.92	2.83
Impairment (Gain) / Loss recognised on financial assets	(165.91)	248.19
Bad trade and other receivables, loans and advances written off	486.30	42.24
Depreciation and amortisation expense	313.94	304.78
Expense recognised in respect of equity-settled share-based payments	77.87	47.80
	<u>1,629.31</u>	<u>1,618.63</u>
Movements in working capital:		
Increase in trade receivables	(2,806.22)	(1,899.07)
Increase in inventories	(220.06)	(466.73)
(Increase) / Decrease in other Non current assets	(28.59)	1.58
Increase in other current assets	(224.34)	(49.58)
Increase in trade payables	475.27	794.31
Increase / (decrease) in provisions	5.10	57.23
(Decrease) in other current liabilities	(65.08)	(370.70)
	<u>(2,863.92)</u>	<u>(1,932.96)</u>
Cash used in operations	(1,234.61)	(314.33)
Income taxes paid (net)	(234.49)	(186.94)
Net cash used in operating activities	<u>(1,469.10)</u>	<u>(501.27)</u>
Cash flows from investing activities		
Payments to acquire financial assets	(163.31)	(287.50)
Proceeds on sale of financial assets	11.85	4.27
Interest received	62.42	114.33
Purchase of Current Investment	(6,180.00)	(2,470.00)
Sale of Current Investment	6,708.41	2,027.28
Bank balance not considered as cash and cash equivalents matured (net)	118.23	251.20
Net cash generated from (used in) investing activities	<u>557.60</u>	<u>(360.42)</u>
Cash flows from financing activities		
Proceeds from issue of equity instruments	3.74	1.41
Proceeds from borrowings	346.32	—
Repayment of borrowings	(6.11)	(17.41)
Interest paid	(38.88)	(49.00)
Net cash generated from/(used in) financing activities	<u>305.07</u>	<u>(65.00)</u>
Net (decrease) in cash and cash equivalents	<u>(606.43)</u>	<u>(926.69)</u>
Cash and cash equivalents at the beginning of the year	<u>689.14</u>	<u>1,615.83</u>
Cash and cash equivalents at the end of the year	<u>82.71</u>	<u>689.14</u>

See accompanying notes to the financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered AccountantsKetan Vora
PartnerPlace : Nashik
Date : May 03, 2018

For and on behalf of the Board of Directors

Ashok Sharma
S. Durgashankar
Sangeeta Prasad
Anand Daga
Vinayak Patil
Nikhilesh Panchal
Sanjeev Mohoni
Sunetra Ganesan
R. V. NawgharePlace : Nashik
Date : May 03, 2018

Managing Director

Directors

Chief Executive Officer
Chief Financial Officer
Company Secretary

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

	Rs. in Lakhs
A. Equity share capital	
As at March 31, 2016	2,765.85
Changes in equity share capital during the year	
Issue of equity shares under employee share option plan (Refer note 22)	1.41
As at March 31, 2017	2,767.26
Changes in equity share capital during the year	
Issue of equity shares under employee share option plan (Refer note 22)	3.74
As at March 31, 2018	2,771.00
B. Forfeited shares	
As at March 31, 2016	0.19
Changes during the year	—
As at March 31, 2017	0.19
Changes during the year	—
As at March 31, 2018	0.19
C. Other Equity	

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Share based payments (ESOP)	Retained earnings	
Balances as at March 31, 2016	40.00	9,185.54	425.44	48.56	(84.82)	9,614.72
Profit for the year	—	—	—	—	990.47	990.47
Issue of Shares towards ESOP	—	24.09	—	(24.09)	—	—
Recognition of Share based payments	—	—	—	47.80	—	47.80
Other Comprehensive loss for the year (net of tax)	—	—	—	—	(2.21)	(2.21)
Balances as at March 31, 2017	40.00	9,209.63	425.44	72.27	903.44	10,650.78
Profit for the year	—	—	—	—	493.86	493.86
Issue of Shares towards ESOP	—	53.92	—	(53.92)	—	—
Recognition of Share based payments	—	—	—	77.87	—	77.87
Other Comprehensive loss for the year (net of tax)	—	—	—	—	0.71	0.71
Balances as at March 31, 2018	40.00	9,263.55	425.44	96.22	1,398.01	11,223.22

Remeasurement gain (net) on defined benefit plans Rs. 0.71 lakhs (March 31, 2017 loss Rs. 2.21 lakhs) is recognised as part of retained earnings.

For nature of reserves refer note no. 37.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Ketan Vora
Partner

Place : Nashik
Date : May 03, 2018

For and on behalf of the Board of Directors

Ashok Sharma	}	Managing Director
S. Durgashankar		Directors
Sangeeta Prasad		
Anand Daga		
Vinayak Patil		
Nikhilesh Panchal		Chief Executive Officer
Sanjeev Mohoni		Chief Financial Officer
Sunetra Ganesan		Company Secretary
R. V. Nawghare		

Place : Nashik
Date : May 03, 2018

Notes to the financial statements for the year ended March 31, 2018

NOTE NO. 1 - GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

A. Corporate Information:

EPC Industrié Limited is a Public Limited Company listed on the Bombay Stock Exchange Limited. It was incorporated on November 28, 1981 under the Companies Act, 1956. It is engaged in the business of Micro Irrigation Systems such as Drip and Sprinklers, Agricultural Pumps, Greenhouses and Landscape Products. The Company is a subsidiary of Mahindra and Mahindra Limited.

B. Statement of compliance:

The financial statements have been prepared in accordance with IND AS's notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

C. Basis of preparation and presentation:

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

D. Functional and presentation currency:

These financial statements are presented in Indian Rupees ('Rupees') which is also the Company's functional currency. All amounts are rounded-off to the nearest rupee in lakhs (two decimals), unless otherwise indicated.

E. Standards issued but not yet effective:

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying Ind AS 115 - 'Revenue from Contracts with Customers' and consequential amendments to various Ind AS standards. The amended Rules also notified amendments to Ind AS 12 - 'Income Taxes', Ind AS 21 - 'The Effect of Changes in Foreign Exchange Rates', Ind AS 28 - 'Investments in Associates and Joint Ventures' and Ind AS 40 - 'Investment Property'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB). The amendments are effective from accounting periods beginning from April 1, 2018.

Ind AS 115 – 'Revenue from Contracts with Customers':

This standard establishes a single comprehensive model for accounting of revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition guidance under Ind AS 11 Construction Contracts and Ind AS 18 Revenue. The Company is currently assessing the impact of application of Ind AS 115 on Company's financial statements.

Amendment to Ind AS 12 – 'Income Taxes':

The amendments clarify the requirement for recognising deferred tax assets on unrealised losses on debt instruments that are measured at fair value. The amendment also clarify certain other aspects of accounting for deferred tax assets. The changes will not have any material impact on the financial statements of the Company.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Amendment to Ind AS 21 – ‘The Effect of Changes in Foreign Exchange Rates’:

This amendment clarifies translation of advance payments denominated in foreign currency into functional currency at the spot rate on the day of payment. The guidance aims to reduce diversity in practice. The changes will not have any material impact on the financial statements of the Company.

Amendment to Ind AS 40 – ‘Investment Property’:

The amendments clarify transfers of investment property to or from the portfolio in the case of a change of use. The changes will not have any material impact on the financial statements of the Company.

F. Property, Plant and equipment:

Property, Plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Cost includes cost of acquisition or construction and is stated at historical cost.

Depreciation on all property, plant and equipment, is provided on Straight Line Method as per the estimated useful life. Leasehold Assets are depreciated over the shorter of the lease term and their useful lives. Depreciation on additions to assets or on sale / disposal of assets is calculated from the beginning of the month of such addition or up to the month of such sale / scrapped as the case may be.

Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Estimated useful life of the assets are as follows

Assets	Useful life
Buildings	
Factory Building	30 Years
Office Building	60 Years
Extrusion Machines	19 Years
Other Machineries	15 Years
Electrical Installations, factory Equipment's, furniture	10 Years
Vehicles - Two Wheelers	10 Years
Moulds and Dies	6 Years
Office Equipment	5 Years
Computers	3 Years
Vehicles - Cars	8 Years
Vehicles - Cars (For employee use)	5 Years

The estimated useful lives, residual values and depreciation method are renewed at the end the of each reporting period, with the effect of any changes in estimated accounted for on prospective basis.

G. Intangible Assets:

Intangible assets are recognised only when economic benefit attributable to the assets will flow to the enterprise and cost can be measured reliably. They are being amortised over the estimated useful life of three years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Subsequent to initial recognition, intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit or loss when the asset is derecognised.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Intangible assets under development:

Expenditure on development eligible for capitalisation is carried as intangible assets under development where such assets are not yet ready for their intended use.

H. Impairment of Assets:

The carrying value of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss of the amount. They are arrived at cost less accumulated amortisation and accumulated impairment losses.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

I. Inventories:

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition and are stated at lower of cost and net realisable value.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Cost is determined on the basis of the weighted average method.

J. Foreign Exchange Transactions:

In preparing the financial statements transactions in other than the company's functional currency are recorded at the exchange rates prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that rate. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year is recognised as income or expense, as the case may be. Non - Monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

K. Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

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

Revenue from a contract to provide services is recognised with reference to the stage of completion of the contract.

The use of the percentage of completion method reflects the pattern in which the obligations to the customer are fulfilled. The Company has used an input-based approach since the input measures are a reasonable surrogate for output measures. Provisions for estimated losses on such contracts are made during the period in which a loss becomes probable and can be reasonably estimated.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

L. Other income:

Dividend income from investments is recognised when the shareholders right to receive payment has been established.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

These income are recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably.

M. Government Grants:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the statement profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to statement of profit or loss on a systematic and rational basis over the useful lives of the related assets.

N. Employee benefits:

a) Short term and other long term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that services. Liabilities recognised in respect of other long -term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees upto the reporting date.

b) Post-employment benefits

(i) Defined contribution plans

The Company's contribution to provident fund, employee state insurance scheme and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employee.

(ii) Defined benefit plans

The employees' gratuity fund scheme, managed by Life Insurance Corporation (LIC) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation carried out as at the end of each financial year using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities, of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

(iii) Share based payment

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 22.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate with a corresponding adjustment to the equity-settled employee benefits reserve.

O. Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

In respect of operating leases, lease payments are recognised as expenses and lease receipts are recognised as income on a straight line basis over the lease term. Initial direct costs are recognised immediately as expenses.

P. Borrowing Costs:

All borrowing costs are charged to the Statement of Profit and Loss except, borrowing costs that are attributable to the acquisition or construction of qualifying assets which are those that necessarily take a substantial period of time to get ready for their intended use or sale, which are capitalised as part of the cost of such assets.

Q. Product Warranty:

In respect of warranties given by the Company on sale of certain products, the estimated costs of these warranties are accrued at the time of sale. The estimates for accounting of warranties are reviewed and revisions are made as required.

R. Taxes on income:

Income Taxes are accounted for in accordance with IND AS-12. Tax expenses comprise both current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act 1961, and other applicable tax laws.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

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

S. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities and assets are not recognised but are disclosed in the notes.

T. Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

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

Classification of financial assets:

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs 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.

Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

U. Investment Property:

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised

V. Use of judgements and estimates:

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income, expenses and the disclosures of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on going basis. Revisions to estimates are recognised prospectively.

Following are areas that involved a higher degree of estimate and judgement or complexity in determining the carrying amount of some assets and liabilities.

- useful life of property, plant and equipment and intangible assets
- estimation of define benefit obligation (Refer Note 30)
- provision for warranty claims (Refer Note 16)
- income taxes - current and deferred taxes (Refer Note 7)
- impairment of trade receivables (Refer Note 5)

Detailed information about each of these estimates and judgements that have a significant risk of resulting in material adjustment within the next financial year is included in relevant notes for the above items.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 2 - PROPERTY, PLANT AND EQUIPMENT

Description of Assets	Rs. in Lakhs									
	Buildings	Plant and Equipment	Electrical Installations	Factory Equipments	Moulds and Dies	Office Equipment	Furniture and Fixtures	Computers	Vehicles	Total
I. Gross Carrying Amount										
Balance as at March 31, 2017	924.95	3,671.38	136.84	134.39	1,019.96	43.63	95.45	124.17	138.21	6,288.98
Additions	10.90	64.96	11.91	1.09	130.25	2.63	7.35	6.81	37.42	273.32
Disposals	—	—	—	—	—	12.72	—	74.35	17.42	104.49
Balance as at March 31, 2018	935.85	3,736.34	148.75	135.48	1,150.21	33.54	102.80	56.63	158.21	6,457.81
II. Accumulated depreciation										
Balance as at March 31, 2017	510.81	1,956.91	111.09	102.25	906.12	36.12	64.90	105.03	49.01	3,842.24
Depreciation expense for the year	34.93	127.15	8.92	4.59	51.97	3.11	5.35	8.80	19.53	264.35
Eliminated on disposal of assets	—	—	—	—	—	11.38	—	68.97	7.39	87.74
Balance as at March 31, 2018	545.74	2,084.06	120.01	106.84	958.09	27.85	70.25	44.86	61.15	4,018.85
III. Net carrying amount (I-II)										
Balance as at March 31, 2017	390.11	1,652.28	28.74	28.64	192.12	5.69	32.55	11.77	97.06	2,438.96
I. Gross Carrying Amount										
Balance as at March 31, 2016	921.31	3,648.65	136.84	132.87	1,019.96	41.97	94.85	116.34	103.60	6,216.39
Additions	3.64	22.73	—	1.52	—	1.66	0.60	9.51	41.74	81.40
Disposals	—	—	—	—	—	—	—	1.68	7.13	8.81
Balance as at March 31, 2017	924.95	3,671.38	136.84	134.39	1,019.96	43.63	95.45	124.17	138.21	6,288.98
II. Accumulated depreciation										
Balance as at March 31, 2016	475.29	1,813.74	104.29	97.48	859.66	33.08	60.05	97.81	35.98	3,577.38
Depreciation expense for the year	35.52	143.17	6.80	4.77	46.46	3.76	4.85	8.10	16.53	269.96
Eliminated on disposal of assets	—	—	—	—	—	0.72	—	0.88	3.50	5.10
Balance as at March 31, 2017	510.81	1,956.91	111.09	102.25	906.12	36.12	64.90	105.03	49.01	3,842.24
III. Net carrying amount (I-II)										
Balance as at March 31, 2017	414.14	1,714.47	25.75	32.14	113.84	7.51	30.55	19.14	89.20	2,446.74

Assets pledged as security and restriction on titles.

A second pari passu charge on the fixed assets is created towards credit facilities availed from banks.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**NOTE NO. 3 - INVESTMENT PROPERTY**

Description of Assets	Rs. in Lakhs	
	Investment Property	Total
I. Gross Carrying Amount		
Balance as at March 31, 2017	22.91	22.91
Additions	—	—
Disposals	—	—
Balance as at March 31, 2018	22.91	22.91
II. Accumulated amortisation and impairment		
Balance as at March 31, 2017	22.26	22.26
Depreciation expense for the year	—	—
Eliminated on disposal of assets	—	—
Balance as at March 31, 2018	22.26	22.26
III. Net carrying amount (I-II)	0.65	0.65
I. Gross Carrying Amount		
Balance as at March 31, 2016	22.91	22.91
Additions	—	—
Disposals	—	—
Balance as at March 31, 2017	22.91	22.91
II. Accumulated amortisation and impairment		
Balance as at March 31, 2016	22.26	22.26
Depreciation expense for the year	—	—
Eliminated on disposal of assets	—	—
Balance as at March 31, 2017	22.26	22.26
III. Net carrying amount (I-II)	0.65	0.65

The Company's investment properties consist of only one commercial property in India at Bhopal.

The fair value of the property has not been ascertained. In view of the management, considering the location and use of the property, the fair value is not likely to be material different from the carrying value.

Information regarding income and expenditure of Investemt property:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Rental income derived from investment properties (included in other income)	2.99	2.97
Direct operating expenses (including repairs and maintenance) that generate rental income	—	—
Direct operating expenses (including repairs and maintenance) that did not generate rental income	—	—

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 4 - OTHER INTANGIBLE ASSETS

Description of Assets	Rs. in Lakhs	
	Computer Software	Total
I. Gross Carrying Amount		
Balance as at March 31, 2017	203.51	203.51
Additions	21.34	21.34
Disposals	20.33	20.33
Balance as at March 31, 2018	204.52	204.52
II. Accumulated amortisation		
Balance as at March 31, 2017	106.58	106.58
Amortisation expense for the year	49.59	49.59
Eliminated on disposal of assets	19.31	19.31
Balance as at March 31, 2018	136.86	136.86
III. Net carrying amount (I-II)	67.66	67.66
I. Gross Carrying Amount		
Balance as at March 31, 2016	152.77	152.77
Additions	118.48	118.48
Disposals	67.74	67.74
Balance as at March 31, 2017	203.51	203.51
II. Accumulated amortisation		
Balance as at March 31, 2016	136.11	136.11
Amortisation expense for the year	34.82	34.82
Eliminated on disposal of assets	64.35	64.35
Balance as at March 31, 2017	106.58	106.58
III. Net carrying amount (I-II)	96.93	96.93

NOTE NO. 5 - TRADE RECEIVABLES

Particulars	Rs. in Lakhs			
	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
Unsecured, considered good	10,715.00	1,008.97	9,121.70	116.44
Doubtful	889.50	179.70	1,225.56	9.55
	11,604.50	1,188.67	10,347.26	125.99
Less: Allowance for doubtful debts (expected credit loss)	(889.50)	(179.70)	(1,225.56)	(9.55)
Total	10,715.00	1,008.97	9,121.70	116.44

Refer Note 26 for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Debts due from a private Company in which a director is a director or member.
(Classified as Current)

Name	As at March 31, 2018	As at March 31, 2017
Mahindra HZPC Private Limited	27.87	27.87

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 6 - OTHER FINANCIAL ASSETS

Particulars	Rs. in Lakhs			
	As at March 31, 2018		As at March 31, 2017	
	Current	Non- Current	Current	Non- Current
Security deposits	107.26	47.23	95.92	37.86
Insurance and Other claims	—	—	0.96	—
Interest accrued on deposits	6.89	—	5.10	—
Other Receivables	12.91	—	—	—
Total	127.06	47.23	101.98	37.86

NOTE NO. 7 CURRENT TAX AND DEFERRED TAX

(a) Income Tax recognised in profit or loss

Particulars	Rs. in Lakhs	
	Year ended March 31, 2018	Year ended March 31, 2017
Current Tax:		
In respect of current year	326.24	460.46
In respect of prior years	35.78	(244.29)
Deferred Tax:		
In respect of current year	114.62	(162.32)
In respect of prior years	65.89	(76.42)
Total income tax expense recognised in the current year relating to continuing operations	542.53	(22.57)

(b) Income tax recognised in other Comprehensive income

Particulars	Rs. in Lakhs	
	Year ended March 31, 2018	Year ended March 31, 2017
Deferred Tax		
Remeasurement of defined benefit obligations	(0.29)	1.17
	(0.29)	1.17
Income taxes related to items that will not be reclassified to profit or loss	(0.29)	1.17
Total	(0.29)	1.17

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	Rs. in Lakhs	
	Year ended March 31, 2018	Year ended March 31, 2017
Profit before tax from continuing operations	1,036.39	967.90
Income tax expense calculated at 33.063% (2017: 34.608%)	342.66	334.97
Effect of income that is exempt from taxation	—	(44.92)
Effect on expense that is non-deductible in determining taxable profit	13.18	8.09
Effect of tax rate difference	85.02	—
	440.86	298.14
Adjustments recognised in the current year in relation to the current tax of prior years	101.67	(320.71)
Income tax expense recognised In profit or loss from continuing operations	542.53	(22.57)

The tax rate used for the 31 March 2018 and 31 March 2017 reconciliations above is the corporate tax rate of 33.063% and 34.608% respectively payable by corporate entities in India on taxable profits under Indian Income Tax Laws.

(d) Amounts on which deferred tax asset has not been created: Nil

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 7 CURRENT TAX AND DEFERRED TAX (CONTD.)

(e) Movement in deferred tax assets / (Liabilities) for the year ended March 31, 2018

Particulars	Opening Balance	Recognised in profit and Loss (including for earlier year)	Recognised in OCI	Utilised	Closing Balance
<u>Tax effect of items constituting deferred tax liabilities</u>					
Property, Plant and Equipment	375.06	(30.77)	—	—	344.29
Warranty Discounting	2.43	(2.43)	—	—	—
FVTPL financial asset	0.28	(0.28)	—	—	—
	377.77	(33.48)	—	—	344.29
<u>Tax effect of items constituting deferred tax assets</u>					
Employee Benefits	55.49	10.70	(0.29)	—	65.90
Provision for receivables and advances	443.80	(118.60)	—	—	325.20
Other items	211.69	(40.22)	—	—	171.47
	710.98	(148.12)	(0.29)	—	562.57
Net Deferred Tax Asset (Liabilities)	333.21	(114.64)	(0.29)	—	218.28
Minimum Alternate Tax Credit	66.53	(65.90)	—	0.63	—
Total	399.74	(180.54)	(0.29)	0.63	218.28

(f) Movement in deferred tax assets / (Liabilities) for the year ended March 31, 2017

Particulars	Opening Balance	Recognised in profit and Loss (including for earlier year)	Recognised in OCI	Utilised	Closing Balance
<u>Tax effect of items constituting deferred tax liabilities</u>					
Property, Plant and Equipment	406.63	(31.57)	—	—	375.06
Warranty Discounting	6.55	(4.12)	—	—	2.43
FVTPL financial asset	—	0.28	—	—	0.28
	413.18	(35.41)	—	—	377.77
<u>Tax effect of items constituting deferred tax assets</u>					
Employee Benefits	34.97	19.35	1.17	—	55.49
Provision for receivables and advances	358.29	85.51	—	—	443.80
Other items	189.64	22.05	—	—	211.69
	582.90	126.91	1.17	—	710.98
Net Deferred Tax Asset (Liabilities)	169.72	162.32	1.17	—	333.21
Minimum Alternate Tax Credit	164.47	76.42	—	(174.36)	66.53
Total	334.19	238.74	1.17	(174.36)	399.74

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**NOTE NO. 8 - OTHER NON FINANCIAL ASSETS**

Particulars	Rs. in Lakhs			
	As at March 31, 2018		As at March 31, 2017	
	Current	Non- Current	Current	Non- Current
(a) Prepayments	29.70	5.69	74.61	4.85
(b) Prepayments Land Lease	4.32	305.32	4.32	309.63
(c) Balances with government authorities	411.25	191.45	159.25	166.79
(d) Others				
(i) Capital advances	—	20.75	—	96.14
(ii) Advance to Creditors				
Considered Good	72.99	—	80.30	1.00
Doubtful	—	21.92	—	21.92
Less : Provision for Doubtful advances	—	(21.92)	—	(21.92)
	<u>72.99</u>	<u>—</u>	<u>80.30</u>	<u>1.00</u>
(iii) Advances to employees				
Considered Good	8.92	—	7.65	—
Doubtful	25.31	—	25.31	—
Less : Provision for Doubtful advances	(25.31)	—	(25.31)	—
	<u>8.92</u>	<u>—</u>	<u>7.65</u>	<u>—</u>
(iv) Balance with LIC (Gratuity)	—	4.44	—	5.41
Total	<u><u>527.18</u></u>	<u><u>527.65</u></u>	<u><u>326.13</u></u>	<u><u>583.82</u></u>

Leasehold Land at Nashik with carrying amount of Rs. 309.64 lakhs (March 31, 2017: Rs. 313.95 lakhs) has been provided as security for bank facilities under a mortgage.

NOTE NO. 9 - INVENTORIES

[Lower of cost and net realisable value]

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
(a) Raw materials and components	1,698.17	1,589.25
(b) Work-in-progress	91.16	93.13
(c) Finished and semi-finished goods	1,245.90	1,289.75
(d) Stock-in-trade of goods acquired for trading	434.48	277.52
Total	<u><u>3,469.71</u></u>	<u><u>3,249.65</u></u>
Included above, goods-in-transit:		
(i) Raw materials and Components	—	50.95
(ii) Stock-in-trade of goods acquired for trading	—	3.69
Total	<u><u>—</u></u>	<u><u>54.64</u></u>

All inventories are pledged as security for credit facilities from banks.

Mode of valuation of inventories is stated in Note 1(l).

The amount of inventories recognised as on expense in respect of write-down of inventory to net realisable values is Rs.49.88 lakhs (year ended March 31, 2017 Rs. 44.98 lakhs).

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 10 - INVESTMENTS

Particulars	Rs. in Lakhs			
	As at March 31, 2018		As at March 31, 2017	
	Quantity	Amounts Current	Quantity	Amounts Current
Unquoted				
Investments Carried at FVTPL				
Units of Mutual fund				
- UTI Money Market Fund	—	—	5,520	100.28
- Birla Sunlife Floating Rate Fund	—	—	23,148	50.05
- DSP Black Rock Liquidity Fund	—	—	4,326	100.29
- Franklin India TMA - Super IP	—	—	4,126	100.10
- L & T Liquid Fund	—	—	4,499	100.10
Total				450.82
Category wise details				
Financial assets at FVTPL		—		450.82

NOTE NO. 11 - CASH AND BANK BALANCES

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents		
Balances with banks - Current Accounts	82.64	279.34
Cash on hand	0.07	0.03
Balance with bank - Deposit Accounts	—	409.77
Total Cash and cash equivalents	82.71	689.14
Other Bank Balances		
Earmarked balances with banks	32.50	31.96
Balances with Banks - on margin accounts	339.58	458.35
Total Other Bank Balances	372.08	490.31

NOTE NO. 12 - EQUITY SHARE CAPITAL

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
Authorised				
Equity shares of Rs. 10 each	3,20,00,000	3,200.00	3,20,00,000	3,200.00
Preference share of Rs. 100 each	18,00,000	1,800.00	18,00,000	1,800.00
Issued				
Equity shares of Rs. 10 each	2,77,13,850	2,771.39	2,76,76,461	2,767.65
Subscribed and fully paid up				
Equity shares of Rs. 10 each	2,77,09,950	2,771.00	2,76,72,561	2,767.26
Forfeited shares (Amount originally paid up)	3,900	0.19	3,900	0.19
Total	—	2,771.19	—	2,767.45

Fully paid equity shares, which have a par value of Rs. 10, carry one vote per share and carry a right to dividends.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.**

Particulars		Rs. in Lakhs		
		Opening Balance	Issued during the year	Closing Balance
March 31, 2018	No. of Shares	2,76,72,561	37,389	2,77,09,950
	Amount	<u>2,767.26</u>	<u>3.74</u>	<u>2,771.00</u>
March 31, 2017	No. of Shares	2,76,58,472	14,089	2,76,72,561
	Amount	<u>2,765.85</u>	<u>1.41</u>	<u>2,767.26</u>

Rights, preferences and restrictions attached to equity shares

The Company is having only one class of equity shares having par value of Rs. 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shares held by the holding company

Particulars	As at March 31, 2018	As at March 31, 2017
Mahindra and Mahindra Ltd, the Holding Company	1,51,44,433	1,51,44,433

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Mahindra and Mahindra Limited	1,51,44,433	54.65%	1,51,44,433	54.73%

(iv) Shares reserved for issuance as follows:

Particulars	No. of shares	
	As at March 31, 2018	As at March 31, 2017
Outstanding employee stock options granted / available for grant.	4,87,179	5,24,568

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 13 - NON-CURRENT BORROWINGS

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Unsecured Borrowings - at amortised Cost		
Deferred payment liabilities	14.62	20.73
Total	14.62	20.73

Sales Tax Deferral Scheme is payable in 5 annual instalments after 10 years from the year of availment of respective incentive. These loans are repayable:

- (i) In the second year - Rs. 6.11 lakhs (As at March 31, 2017 Rs. 6.11 lakhs)
- (ii) In the third to fifth year - Rs. 8.51 lakhs (As at March 31, 2017 Rs. 14.62 lakhs)

NOTE NO. 14 - OTHER CURRENT FINANCIAL LIABILITIES

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Current maturities of long-term debt	6.11	6.11
Interest payables to vendors/others	166.11	154.73
Unpaid matured deposits and interest accrued thereon (Refer note (i) below)	0.36	0.91
Security Deposits	428.75	396.82
Others (Refer note (ii) below)	47.34	6.66
Total	648.67	565.23

Notes-

- (i) There are no amounts due for transfer to Investor Education and Protection Fund.
- (ii) Others include payable for capital assets, retention money and accruals towards claims.

NOTE NO. 15 - SHORT TERM BORROWINGS

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Secured Borrowings - at amortised cost		
Loans repayable on demand from Bank	346.72	—
Total	346.72	—

Note:

Loans repayable on demand is secured by way of first charge on entire stock and debtors of the Company both present and future. The above loan is also secured by way of second charge on fixed assets.
 The Interest rate is 9.85%

NOTE NO. 16 - PROVISIONS

Particulars	Rs. in Lakhs			
	As at March 31, 2018		As at March 31, 2017	
	Current	Non- Current	Current	Non- Current
a. Provision for employee benefits				
Compensated absences	165.57	—	156.95	—
b. Other Provisions				
Warranty	59.27	83.95	73.16	74.58
Total	224.84	83.95	230.11	74.58

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Details of movement in Warranty Provisions is as follows:

Particulars	Rs. in Lakhs
Balance at March 31, 2016	143.05
Additional provisions recognised	79.54
Amounts used during the year	(26.92)
Unused amounts reversed during the year	(57.00)
Unwinding of discount	9.07
Balance at March 31, 2017	147.74
Additional provisions recognised	60.67
Amounts used during the year	(56.52)
Unused amounts reversed during the year	(16.04)
Unwinding of discount	7.37
Balance at March 31, 2018	143.22

Warranty Claims:

Provision for warranty represents present value of management's best estimate of the future outflow of economic benefits that will be required in respect of sale of certain products, the estimated cost of which is accrued at the time of sale. Management estimates the related provision for future warranty claims based on historical warranty claim information and is adjusted regularly to reflect new information. The products are generally covered under a free warranty period ranging from 6 months to 5 years. It is expected that most of these costs will be incurred in the next two financial years and all will have been incurred within five years after the reporting date.

NOTE NO. 17 - TRADE PAYABLES

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Current		
Trade payable - Micro and small enterprises	310.91	400.02
Trade payable - Other than micro and small enterprises	3,519.36	2,988.48
Total	3,830.27	3,388.50

Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 are as below:

(a) Dues remaining unpaid as at March 31		
Principal	310.91	400.02
Interest on the above	0.64	0.28
(b) Interest paid in terms of Section 16 of the Act, along with the amount of payment made to the supplier beyond the appointed day during the year		
Principal paid beyond the appointed date	946.86	1,171.29
Interest paid in terms of Section 16 of the Act	15.21	—
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	8.63	6.03
(d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	51.94	53.09
(e) Amount of interest accrued and remaining unpaid as at March 31	60.57	59.40
Due to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

The average credit period on purchases of goods and avilment of services is 15 days. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms. Interest is charged on the over due balances as per terms agreed with vendors.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 18 - OTHER NON - FINANCIAL LIABILITIES

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
(a) Advances received from customers	171.88	339.78
(b) Statutory dues		
- taxes payable (other than income taxes)	136.44	101.11
- Employee Recoveries and Employer Contributions	6.43	7.62
(c) Provision for liabilities	7.07	7.07
(d) Deferred revenue arising from government grant	122.94	128.34
Total	444.76	583.92

NOTE NO. 19 - REVENUE FROM OPERATIONS

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
(a) Revenue from sale of products (including excise duty)	20,319.76	19,711.16
(b) Revenue from rendering of services	89.07	375.74
(c) Other operating revenue	71.84	59.58
Total	20,480.67	20,146.48
(i) Sale of products comprises		
Manufactured goods	19,779.49	18,809.15
Total - Sale of manufactured goods	19,779.49	18,809.15
<u>Traded goods</u>		
Pumps	285.80	659.91
Green Houses	220.83	242.10
Landscape	33.64	—
Total - Sale of traded goods	540.27	902.01
Total - Sale of products	20,319.76	19,711.16
(ii) Sale of services comprises		
Agronomy Services	8.34	7.53
Installation Services	46.59	93.01
Landscape Projects	34.14	275.20
Total - Sale of services	89.07	375.74
(iii) Other operating revenues comprise		
Sale of scrap	21.80	21.95
Government Grant Incentives	5.40	9.95
Processing Charges	44.64	27.68
Total - Other operating revenues	71.84	59.58

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**NOTE NO. 20 - OTHER INCOME**

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
(a) Interest Income		
1) Bank deposits (at amortised cost)	36.11	91.90
2) Interest on Security Deposit (at amortised cost)	5.20	2.98
3) Interest on tax refunds	22.91	12.19
(b) Operating lease rental income	2.99	2.97
(c) Net Gain on current investments		
1) On sale of other current investments	77.59	7.22
2) Unrealised Profit arising on financial assets mandatorily measured at FVTPL	—	0.82
3) Dividend Income	—	0.06
(d) Liabilities no longer required written back	33.50	32.83
(e) Miscellaneous income	1.05	7.97
Total	179.35	158.94

NOTE NO. 21 (A) - COST OF MATERIALS CONSUMED

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Opening stock	1,589.25	1,543.92
Add: Purchases	10,937.91	11,209.43
	12,527.16	12,753.35
Less: Closing stock	1,698.17	1,589.25
Cost of materials consumed	10,828.99	11,164.10

NOTE 21 (B) PURCHASES OF FINISHED, SEMI-FINISHED AND OTHER PRODUCTS (TRADED GOODS)

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Stock-in-trade - Pumps, Greenhouses & Landscape	451.09	696.32
Total	451.09	696.32

NOTE 21 (C) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
<u>Inventories at the end of the year:</u>		
Finished goods	1,245.90	1,289.75
Work-in-progress	91.16	93.13
Stock-in-trade	434.48	277.52
	1,771.54	1,660.40
<u>Inventories at the beginning of the year:</u>		
Finished goods	1,289.75	958.21
Work-in-progress	93.13	60.29
Stock-in-trade	277.52	220.50
	1,660.40	1,239.00
Net (increase)	(111.14)	(421.40)

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

NOTE NO. 22 - EMPLOYEE BENEFITS EXPENSE

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
(a) Salaries and wages, including bonus	2,049.26	2,057.36
(b) Contribution to provident and other funds (Refer Note No. 30)	142.40	113.86
(c) Share based payment transactions expenses	77.87	47.80
(d) Staff welfare expenses	117.46	103.53
Total Employee Benefit Expense	2,386.99	2,322.55

Pursuant to the "Employees Stock Option Scheme – 2014" (ESOS) approved by the Shareholders in the Annual General Meeting held on July 31, 2014, the Company had granted 80,424, 3,228, 1,33,432 and 11,129 stock options to the eligible employees on October 28, 2014, October 31, 2015, November 22, 2016 and November 22, 2017 respectively as per the recommendations of the Nomination and Remuneration Committee, at an exercise price of Rs 10/- each. In respect of the options granted in 2014, 2016 and 2017 the equity settled options vest in 5 tranches of 20% each upon the expiry of 12 months, 24 months, 36 months, 48 months and 60 months respectively from the date of grant. Each tranche is exercisable within one year from the respective date of vesting. The number of options exercisable in each tranche is minimum 20% of the options vested, except in case of the last date of the exercise, where the employee can exercise all options vested but not exercised till that date. In respect of options granted in 2015, the equity settled options vest in 4 tranches of 25% each upon the expiry of 12 months, 24 months, 36 months and 48 months respectively from the date of grant. Each tranche is exercisable within one year from the respective date of vesting. The number of options exercisable in each tranche is minimum 25% of the options vested, except in case of the last date of the exercise, where the employee can exercise all options vested but not exercised till that date.

The difference between the fair price of the share underlying the options granted on the date of grant of option and the exercise price of the option representing share based payment expenses is expected over the vesting period.

	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
1 Series 1 Granted on October 28, 2014	80,424	October 28, 2014	October 28, 2019	10	170.97
2 Series 2 Granted on October 31, 2015	3,228	October 31, 2015	October 31, 2019	10	170.97
3 Series 3 Granted on November 22, 2016	133,432	November 22, 2016	November 22, 2021	10	131.75
4 Series 4 Granted on November 22, 2017	11,129	November 22, 2017	November 22, 2022	10	169.43

Movement in Stock Options

Particulars	Year ended 31 March, 2018		Year ended 31 March, 2017	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
1 Outstanding at the beginning of the year	169,067	10	56,359	10
2 Granted during the year	11,129	10	133,432	10
3 Exercised during the year	(37,389)	10	(14,089)	10
4 Expired during the year	(12,957)	10	(6,635)	10
5 Outstanding at the end of the year	129,850	10	169,067	10

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**Share Options Exercised in the Year**

Particulars	Year end March 31, 2018			Year end March 31, 2017		
	Number Exercised	Exercise Date	Share Price at Exercise Date	Number Exercised	Exercise Date	Share Price at Exercise Date
Equity Settled						
1 Series 1 Granted on October 28, 2014	11,070	November 22, 2017	172.55	11,070	November 22, 2016	135.40
2 Series 1 Granted on October 28, 2014	—	—	—	2,212	January 31, 2017	150.80
3 Series 2 Granted on October 31, 2015	807	November 22, 2017	172.55	807	November 22, 2016	135.40
4 Series 3 Granted on November 22, 2016	25,512	November 22, 2017	172.55	—	—	—

The inputs used in the measurement of the fair values at grant date of the equity-settled share-based payment plans were as follows.

Share option programmes

Particulars	Series 1		Series 2		Series 3		Series 4	
	2018	2017	2018	2017	2018	2017	2018	2017
Share price at grant date	177.75	177.75	158.30	158.30	135.40	135.40	172.55	—
Exercise price	10	10	10	10	10	10	10	—
Expected volatility (weighted-average)	55%	55%	55%	55%	49%	49%	44%	—
Expected life / Option Life (weighted-average)	3.50 Year	3.50 Year	3.50 Year	3.50 Year	5.50 Year	5.50 Year	3.50 Year	—
Expected dividends yield	Nil	Nil	Nil	Nil	Nil	Nil	Nil	—
Risk-free interest rate (based on-government bonds)	8.06%	8.06%	8.06%	8.06%	6.33%	6.33%	6.68%	—

The fair value of the employee share options has been measured using the Black-Scholes option Pricing formula.

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

The Holding Company has recovered Rs. 0.23 lakhs (March 31, 2017 Rs. 1.55 lakhs) as ESOP cost from the Company in respect of employees deputed to the Company.

NOTE NO. 23 - FINANCE COST

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
(a) Interest Cost		
- On credit facilities from Banks	2.32	21.37
- On trade creditors	17.11	16.93
- On government Grant	10.21	95.32
- On delayed payment of taxes	6.86	1.87
(b) Other borrowing cost		
Processing fees / Guarantee Commission	6.24	8.33
Unwinding of discount on provisions	7.37	9.07
Total finance costs	50.11	152.89

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest Expenses		
On Financial Liability at Amortised Cost	19.43	38.30

NOTE NO. 24 - OTHER EXPENSES

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Stores consumed	62.68	20.79
Power & Fuel	407.91	426.40
Rent including lease rentals	215.30	202.99
Rates and taxes	3.76	14.08
Insurance	19.43	19.05
Repairs and maintenance - Buildings	2.30	12.74
Repairs and maintenance - Machinery	59.73	90.49
Repairs and maintenance - Others	70.45	47.15
Commission on sales	1,774.92	1,298.33
Freight outward	866.20	768.18
Travelling and Conveyance Expenses	414.69	425.02
Subcontracting, Hire and Service Charges	282.50	118.53
Expenditure on corporate social responsibility (CSR)	8.64	7.83
Donations and Contributions for CSR activity	7.80	7.12
Provision for doubtful trade and other receivables, loans	(165.91)	248.19
Bad trade and other receivables, loans and advances written off	486.30	42.24
Net loss on foreign currency transactions	3.52	6.11
Auditors remuneration and out-of-pocket expenses		
(i) As Auditors	31.25	28.75
(ii) For Other services	5.61	9.12
(iii) For Cost auditors for Cost audit	1.50	1.73
(iv) For reimbursement of expenses	0.38	0.37
Legal and other professional costs	486.72	532.02
Site Expenses	208.81	218.37
Warranty Claim	44.62	22.54
Loss on sale / written off assets	5.92	2.83
Directors' Fees and Commission	17.81	19.68
Other General Expenses	366.88	483.78
Total Other Expenses	5,689.72	5,074.43

NOTE NO. 25 - EARNINGS PER SHARE

Particulars	Rs. in Lakhs	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit for the year for basic and diluted EPS (Rs. in Lakhs)	493.86	990.47
Weighted average number of Equity shares used in computing basic EPS	2,76,85,841	2,76,63,066
Effect of potential Equity share on employee stock options	1,21,618	1,57,956
Weighted average number of equity shares used in computing of diluted EPS	2,78,07,459	2,78,21,022
Basic Earnings per share (Rs.) (Face value of Rs. 10 per share)	1.78	3.58
Diluted Earnings per share	1.77	3.56

Notes to the financial statements for the year ended March 31, 2018 (Contd.)**Note No. 26 - Financial Instruments****I Capital management**

The company's capital management objectives are:

- to ensure the company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurate with the level of risk.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position.

The Company sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

	Rs. in Lakhs	
Particulars	March 31, 2018	March 31, 2017
Equity	13,994.41	13,418.23
Less: Cash and cash equivalents	(82.71)	(689.14)
	13,911.70	12,729.09

II Categories of financial assets and financial liabilities

As at March 31, 2018

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Trade Receivables	1,008.97	—	—	1,008.97
Other Financial Assets	47.23	—	—	47.23
Current Assets				
Investments	—	—	—	—
Trade Receivables	10,715.00	—	—	10,715.00
Cash and Cash Equivalents	82.71	—	—	82.71
Other Bank Balances	372.08	—	—	372.08
Other Financial Assets	127.06	—	—	127.06
Non-current Liabilities				
Borrowings	14.62	—	—	14.62
Current Liabilities				
Borrowings	346.72	—	—	346.72
Trade Payables	3,830.27	—	—	3,830.27
Other Financial Liabilities	648.67	—	—	648.67

As at March 31, 2017

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Trade Receivables	116.44	—	—	116.44
Other Financial Assets	37.86	—	—	37.86
Current Assets				
Investments	—	450.82	—	450.82
Trade Receivables	9,121.70	—	—	9,121.70
Cash and Cash Equivalents	689.14	—	—	689.14
Other Bank Balances	490.31	—	—	490.31

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Particulars	As at March 31, 2017			
	Amortised Costs	FVTPL	FVOCI	Total
Other Financial Assets	101.98	—	—	101.98
Non-current Liabilities				
Borrowings	20.73	—	—	20.73
Current Liabilities				
Trade Payables	3,388.50	—	—	3,388.50
Other Financial Liabilities	565.23	—	—	565.23

Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

CREDIT RISK

Credit risk management

Credit risk arises when a counterparty defaults on its contractual obligations to pay, resulting in financial loss to the Company. The company has dealings with government organisation for subsidy related transaction and with private parties. For private non government parties credit limits are set quarterly. The Company has adopted a policy of only dealing with creditworthy non government parties and obtaining security cheques, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure and credit worthiness of such parties are continuously monitored and controlled by counterparty limits that are reviewed by Credit Control function based on the approved process.

No interest is charged on overdue balance.

Trade receivables consist of a large number of customers, spread across geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. There are no non government customers who represent more than 5% of the total balance of trade receivable.

The Company applies the simplified approach to provide expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company and individual receivable specific provision where applicable. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses. The Company has taken dealer deposit of Rs. 428.75 lakhs (March 31, 2017 Rs. 396.82 lakhs) and bank guarantees of Rs. 50.25 lakhs (March 31, 2017 Rs. 91 lakhs) which is considered as collateral and these are considered in determination of expected credit losses, where applicable.

The loss allowance provision is determined as follows:

Particulars	Rs. in Lakhs				
	Not due	Less than 1 Year	More than 1 Year	Non-Current	Total
Project					
Expected loss rate	0.00%	1.48%	37.63%	15.12%	
Gross carrying amount	73.16	8,016.70	1,039.65	935.15	10,064.66
Loss allowance provision	—	118.61	391.19	141.37	651.17
Non Project					
Expected loss rate	—	3.08%	40.98%	15.12%	
Gross carrying amount	—	1,674.27	800.72	253.52	2,728.51
Loss allowance provision	—	51.54	328.16	38.33	418.03

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Rs. in Lakhs
As at March 31, 2017

Particulars	Not due	Less than 1 Year	More than 1 Year	Non-Current	Total
Project					
Expected loss rate	7.58%	1.99%	54.86%	7.58%	
Gross carrying amount	125.99	6,084.61	1,295.62	99.12	7,605.34
Loss allowance provision	9.55	121.36	710.78	7.51	849.20
Non Project					
Expected loss rate	—	0.00%	58.82%	7.58%	
Gross carrying amount	—	2,181.72	668.87	26.87	2,877.46
Loss allowance provision	—	—	393.41	2.04	395.45

Reconciliation of loss allowance provision for Trade Receivables

Particulars	Rs. in Lakhs	
	March 31, 2018	March 31, 2017
Balance as at beginning of the year	1,235.10	986.91
Impairment losses recognised in the year based on lifetime expected credit loss		
- On receivables originated in the year	320.39	676.68
- Amounts written off during the year as uncollectible	(486.30)	(42.24)
- Amounts Recovered during the year	—	(386.25)
Balance at end of the year	1,069.19	1,235.10

The loss allowance provision has changed during the year due to recovery from debtors and business circumstances.

During the year, the company has made written off Rs. 486.30 (March 31, 2017 Rs. 42.24 lakhs) of trade receivables.

The Credit risk on bank balances and investment in mutual funds is limited as the counterparties are banks and fund houses with high credit ratings.

LIQUIDITY RISK**(i) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short - medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Particulars	Rs. in Lakhs			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial liabilities				
March 31, 2018				
Non-interest bearing	4,478.94	6.11	8.51	—
Interest bearing	346.72	—	—	—
Total	4,825.66	6.11	8.51	—
March 31, 2017				
Non-interest bearing	3,953.73	12.23	8.50	—
Interest bearing	—	—	—	—
Total	3,953.73	12.23	8.50	—

(iv) Maturities of financial assets

The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Particulars	Rs. in Lakhs			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
March 31, 2018				
Non-interest bearing	9,836.25	2,129.99	—	—
Fixed interest rate instruments	267.31	72.27	47.23	—
Total	10,103.56	2,202.26	47.23	—
March 31, 2017				
Non-interest bearing	9,046.96	1,093.18	—	—
Fixed interest rate instruments	645.41	187.71	31.28	3.71
Total	9,692.37	1,280.89	31.28	3.71

MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

There has been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. As at the year end, there were no material foreign currency exposure.

NOTE NO. 27 - FAIR VALUE MEASUREMENT

- a) The directors consider that the carrying amounts of financial assets and financial liabilities that are not measured at fair value, recognised in the financial statement approximate their fair values.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

b) Fair value of financial assets that are measured at fair value on recurring basis.

Particulars	Fair Value as at		Fair Value hierarchy	Valuation technique (s) and key input (s)
	As at March 31, 2018	As at March 31, 2017		
Financial assets				
Investment in units of Mutual Funds	—	450.82	Level 1	Net asset value (NAV) published by Assets Management Company.

NOTE NO. 28 - LEASES

Particulars	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Details of leasing arrangements		
As Lessee		
Operating Lease		
The Company has entered into operating lease arrangements for certain facilities and office premises. The leases are non-cancellable and are for a period of 11 months to 36 months and may be renewed for further period based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 5% to 10% every year.		
Future Non-Cancellable minimum lease commitments		
not later than one year	14.81	15.15
later than one year and not later than five years	14.83	24.08
later than five years	—	—
As Lessor		
Operating Lease		
The Company has entered into operating lease arrangements for certain surplus facilities. The lease is non-cancellable for a period of 18 months from and may be renewed for a further period of based on mutual agreement of the parties.		
Future Non-Cancellable minimum lease commitments		
not later than one year	—	1.97

NOTE NO. 29 - SEGMENT INFORMATION

The Company is engaged in the business of Precision Farming Products and Services and in a single geography viz, India. The Information reported to the chief operating decision maker (CODM) [Viz, The Managing Director] for assessment of performance of business and allocation of resources is under this segment.

Accordingly, The Company has identified a single segment under Ind AS 108 -"Operating Segments".

There is no single customer who accounts for 10% more of the company revenues.

Refer Note 19 for the analysis of revenue from it major products and services.

NOTE NO. 30 - EMPLOYEE BENEFITS**(a) Defined Contribution Plan**

The Company's contribution to Provident Fund Rs. 75.65 lakhs (year ended March 31, 2017 : Rs.75.47 lakhs) and Superannuation Fund Rs. 28.28 lakhs (year ended March 31, 2017 : Rs.18.74 lakhs) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

(b) Defined Benefit Plans:

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

Through its defined plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to government bond yields; if plan assets under perform compared to the government bond discount rate, this will create or increase a deficit. The defined benefit plans hold on investment with LIC, which are expected to perform in line with government bonds in the long-term.

The company believes that due to the long-term nature of the plan liabilities, investments of funds with LIC is an appropriate element of the Company's long term strategy to manage the plans efficiently.

Changes in bond yields

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan assets.

Life expectancy

The plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities.

Defined benefit plans - as per actuarial valuation

Particulars	Rs. in Lakhs	
	Funded Plan	
	Gratuity	
	2018	2017
Ia. Expense recognised in the Statement of Profit and Loss		
1. Current service cost	24.90	20.34
2. Interest cost	13.33	12.80
3. Expected return on plan assets	(14.53)	(14.37)
	23.70	18.77
Ib. Included in other Comprehensive Income		
1. Return on plan assets	(2.12)	2.01
2. Actuarial (Gain)/Loss on account of :		
- Demographic Assumptions	0.01	(5.35)
- Financial Assumptions	(9.41)	5.59
- Experience Adjustments	10.52	1.14
	(1.00)	3.39
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amount included in net interest expense)	(2.12)	2.01
Actuarial gains and loss arising from changes in financial assumptions	(9.41)	5.59
Actuarial gains and loss arising from experience adjustments	10.52	1.14
- Demographic Assumptions	0.01	(5.35)

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Rs. in Lakhs

Particulars	Funded Plan	
	Gratuity	
	2018	2017
Actuarial gains and loss arising from components of defined benefit costs recognised in other comprehensive income	(1.00)	3.39
Total	22.70	22.16
I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March		
1. Present value of defined benefit obligation as at 31 st March	235.88	202.06
2. Fair value of plan assets as at 31 st March	240.32	207.47
3. Surplus/(Deficit)	4.44	5.41
4. Current portion of the above	—	—
5. Non current portion of the above	4.44	5.41
II. Change in the obligation during the year		
1. Present value of defined benefit obligation at the beginning of the year	202.06	175.58
2. Expenses Recognised in Profit and Loss Account		
- Current Service Cost	24.90	20.34
- Interest Cost	13.33	12.80
3. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Demographic Assumptions	0.01	(5.35)
- Financial Assumptions	(9.41)	5.59
- Experience Adjustments	10.52	1.14
4. Benefit payments	(5.53)	(8.04)
5. Present value of defined benefit obligation at the end of the year	235.88	202.06
III. Change in fair value of assets during the year		
1. Fair value of plan assets at the beginning of the year	207.47	175.34
2. Adjustment to Opening Fair Value of the Asset	3.25	14.77
3. Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	14.53	14.37
4. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	2.12	(2.01)
5. Contributions by employer (including benefit payments recoverable)	14.25	5.00
6. Benefit payments	(1.30)	—
7. Fair value of plan assets at the end of the year	240.32	207.47
IV. The Major categories of plan assets		
- Funds Managed By Insurer (LIC of India)	240.32	207.47
V. Actuarial assumptions		
1. Discount rate	7.24%	6.69%
2. Salary escalation	5.90%	6.50%

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

The sensitivity analysis of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption		Rs. in Lakhs		
		Impact on defined benefit obligation		
		Changes in assumption	Increase in assumption	Decrease in assumption
Discount rate	2018	1.00%	8.01	8.62
	2017	1.00%	7.19	7.76
Salary growth rate	2018	1.00%	7.71	7.29
	2017	1.00%	6.90	6.52

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous period.

The Company expects to contribute Rs. 26.74 lakhs to the gratuity trusts during the next financial year of 2019.

Maturity profile of defined benefit obligation:	Rs. in Lakhs	
	2018	2017
Within 1 year	62.95	49.08
1 - 2 year	57.54	58.68
2 - 3 year	78.12	46.82
3 - 4 year	55.30	53.83
4 - 5 year	51.94	44.72
5 - 10 year	262.60	90.75

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

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

NOTE NO. 31 - RELATED PARTY DISCLOSURES

Name of the parent Company	Relationship
Mahindra and Mahindra Ltd.	Parent Company

Other related parties with whom transaction have been undertaken

Mahindra Logistics Ltd.	Fellow subsidiary
Mahindra HZPC Pvt Ltd.	Fellow subsidiary
Mahindra Susten Pvt Ltd.	Fellow subsidiary
Mahindra Agri Solutions Ltd.	Fellow subsidiary
Mahindra Lifespace Developers Ltd.	Fellow subsidiary
Mahindra Residential Developers Ltd.	Fellow subsidiary
Mahindra Integrated Business Solutions Pvt Ltd.	Fellow subsidiary
Mahindra World City (Jaipur) Limited	JV of Parent
Mahindra & Mahindra South Africa (Pty) Ltd.	Fellow subsidiary
Mr. Ashok Sharma	Key Management Personnel (Managing Director)
Mr. Sanjeev Mohoni	Key Management Personnel (Chief Executive Officer)
Ms. Sunetra Ganesan	Key Management Personnel (Chief Financial Officer)
Mr. Mayur Bumb	Key Management Personnel (Chief Financial Officer)

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Details of transaction between the Company and its related parties are disclosed below:

	Rs. in Lakhs	
Nature of transactions with Related Parties	For the year ended March 31, 2018	For the year ended March 31, 2017
Sale of goods		
Mahindra and Mahindra Ltd.	—	—
Mahindra HZPC Pvt Ltd.	—	69.47
Mahindra Lifespace Developers Ltd.	36.65	15.35
Mahindra Residential Developers Ltd.	—	14.14
Mahindra Susten Pvt Ltd.	142.60	167.60
Mahindra Agri Solutions Ltd.	—	17.16
Mahindra World City (Jaipur) Limited	58.24	—
Mahindra & Mahindra South Africa (Pty) Ltd.	40.72	—
Purchase of Intangible Assets		
Mahindra and Mahindra Limited	—	85.50
Remuneration		
Mr. Ashok Sharma	28.69*	27.58*
Mr. Sanjeev Mohoni	129.53*	139.90*
Ms. Sunetra Ganesan	54.67	6.56
Mr. Mayur Bumb	—	34.50
Management contract fees expenses (Including for deputation of personnel)		
Mahindra and Mahindra Limited	234.45	192.69
Mahindra Logistics Limited	4.63	3.96
Travelling Expense		
Mahindra and Mahindra Limited	4.86	—
Rent earned		
Mahindra Agri Solutions Ltd.	—	2.27
Reimbursement of Expenses to		
Mahindra and Mahindra Limited	8.97	4.14
Professional Fees		
Mahindra and Mahindra Limited	88.43	85.85
Mahindra Integrated Business Solutions Pvt Ltd	0.49	3.32
Credit Note given for Expenses		
Mahindra Susten Pvt. Ltd.	11.80	—
Nature of Balances with Related Parties	As at March 31, 2018	As at March 31, 2017
Trade payables		
Mahindra and Mahindra Limited	56.01	11.91
Mahindra Integrated Business Solutions Pvt. Ltd.	0.45	—
Trade Receivables		
Mahindra HZPC Pvt. Ltd.	27.87	27.87
Mahindra Susten Pvt. Ltd.	73.87	81.38
Mahindra Agri Solutions Ltd.	2.06	18.45

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Nature of Balances with Related Parties	As at March 31, 2018	As at March 31, 2017
Mahindra Lifespace Developers Ltd.	31.06	(2.68)
Mahindra World City (Jaipur) Limited	58.24	—
Mahindra & Mahindra South Africa (Pty) Ltd.	33.98	—

* Company has incurred Rs. 135.34 lakhs (March 31, 2017 Rs.157.92 lakhs) for key managerial personnel services provided by Mahindra and Mahindra Limited.

Compensation of key managerial personnel

The remuneration of directors and other members of key managerial personnel during the year was as follows:

Particulars	Year ended March 31, 2018				Year ended March 31, 2017			
	Directors	Managing Director	Chief Executive Officer	Chief Financial Officer	Directors	Managing Director	Chief Executive Officer	Chief Financial Officer
Remuneration	—	28.69	106.65	54.67	—	27.58	130.34	37.76
Fees for attending board committee meetings	7.45	—	—	—	10.11	—	—	—
Commission to independent directors	10.36	—	—	—	9.57	—	—	—
Short-term employee benefits	—	—	—	—	—	—	—	—
Share-based payment	—	—	22.88	—	—	—	9.57	3.30

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. Post employment benefits accounted as per actuarial valuation.

NOTE NO. 32 - CONTINGENT LIABILITIES AND COMMITMENTS

Contingent liabilities (to the extent not provided for)	Rs. in Lakhs	
	As at March 31, 2018	As at March 31, 2017
Contingent liabilities		
(a) Claims against the Company not acknowledged as debt	29.99	37.93
(b) Interest on account of commitment to Export, under Export Promotion Capital Goods Scheme	20.46	18.42
(c) Demands against the Company, relating to issues of deductibility and taxability in respect of which the company is in appeal / Department is in appeal Excise Duty:	43.88	43.88
(d) Non-current non-financial asset includes refund claim made for excise duty paid under protest consequent upon the judicial pronouncement made by CESTAT in favour of the Company, which was disputed by the department before higher authorities. The Commissioner (Appeals), Central Excise and Customs, Nashik has sanctioned the claim on merit but taking recourse to the principle of "Unjust Enrichment" has ordered the claim to be transferred to the credit of the "Consumer Welfare Fund".	166.79	166.79

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Contingent liabilities (to the extent not provided for)	Rs. in Lakhs	
	As at	As at
	<u>March 31, 2018</u>	<u>March 31, 2017</u>

The Company had filed an appeal against the order. On hearing the appeal the Hon' CESTAT, Mumbai remanded back the case to the adjudicating authorities to examine the issue afresh. The Adjudicating Authority issued a Show Cause Notice and after personal hearing passed an order rejecting the claim without following the guidelines given by the Hon' CESTAT.

The Company had filed an appeal against the order with the Commissioner (Appeals), Central Excise & Customs, Nashik. The order Passed by the Commissioner (Appeals), Central Excise & Customs, Nashik is similar to order as given in order in appeal. The Company has filed an appeal to CESTAT Mumbai and no hearing has happened thereafter. The Claim is still tenable, no provision has been considered.

Note: In respect of items mentioned above, till the matters are finally decided, the timing of outflows of economic benefits cannot be ascertained.

NOTE NO. 33 - COMMITMENTS

Particulars	Rs. in Lakhs	
	As at	As at
	<u>March 31, 2018</u>	<u>March 31, 2017</u>
Estimated amount of contracts remaining to be executed on capital account and not provided for in respect of Tangible assets.	80.81	25.81

NOTE NO. 34 - RIGHT ISSUE

In June 2012, the Company had raised Rs. 4,143.28 lakhs through Rights Issue. The purpose of the Rights Issue and its actual utilisation as on March 31, 2018 is mentioned as under :

Particulars	Rs. in Lakhs	
	Actual	Proposed
	<u>Utilisation</u>	<u>Utilisation</u>
Issue related expenses	130.18	130.18
Capital expenditure	219.27	219.27
Working capital requirements	3,027.66	3,027.66
General corporate purposes	766.17	766.17
Total	<u><u>4,143.28</u></u>	<u><u>4,143.28</u></u>

NOTE NO. 35 -

The Director Horticulture, Pune, Maharashtra has vide letter dated September 26, 2017, registered the Company for five years from 2017-18 under the MIS schemes thereby making the Company eligible to participate in subsidy related business in the State.

NOTE NO. 36 -

The Board has recommended a dividend of Rs.0.50 per equity share, subject to the approval of shareholders of the Company at the forthcoming Annual General Meeting scheduled to be held on 31st July, 2018.

NOTE NO. 37 - NATURE OF RESERVES

Securities Premium Account- The Securities Premium is created on issue of shares at a premium.

General Reserve - The general reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Employee Stock Options Outstanding - The Employee Stock Options Outstanding represents reserve in respect of equity settled share options granted to the company's employees in pursuance of the Employee Stock Option Plan.

Details of Dividend Proposed	Rs. in Lakhs	
Particulars	2018	2017
Dividend per share (Rupees)	0.50	—
Dividend on Equity Shares	138.55	—
Dividend Distribution Tax	28.21	—
Total Dividend including Dividend Distribution Tax	166.76	—

Note No. 38 - Event occurring after the Reporting Period

No material events have occurred between the Balance sheet date and before the approvals of financial statements by Board of Directors.

Note No. 39 - Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note No. 40 - Approval of financial statements

The financial statements of the Company were approved by the Board of Directors and authorised for issue on May 03, 2018.

For and on behalf of the Board of Directors

Ashok Sharma S. Durgashankar Sangeeta Prasad Anand Daga Vinayak Patil Nikhilesh Panchal Sanjeev Mohoni Sunetra Ganesan R. V. Nawghare	}	Managing Director Directors Chief Executive Officer Chief Financial Officer Company Secretary
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Place : Nashik
Date : May 03, 2018

COTTON SUCCESS STORY

FARMER
ACHAL KHOBRAKAGE
YAVATMAL, MAHARASHTRA



PRODUCT	CROP AREA (HA)	YIELD (TON/HA)	YIELD IMPROVEMENT
16 mm 2 lph 40 cm	1.2	3.95	60%

CAPSICUM SUCCESS STORY

FARMER
ROSHAN AHIRE
NASHIK, MAHARASHTRA



PRODUCT	CROP AREA (HA)	YIELD (TON/HA)	YIELD IMPROVEMENT
16 mm 2 lph 40 cm	0.3	57.80	72.06%

Samriddhi



A Mahindra Group Company

www.epcmahindra.com



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