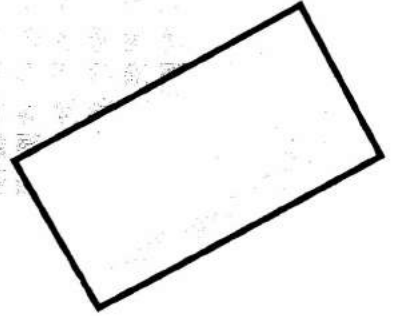


SOUTH ASIAN ENTERPRISES LTD

Corp. Office: 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065
Tel. : +91-11-46656666, Fax : +91-11-46656699
Our Email Address : For investor Services : investordesk.sael@gmail.com
Other than above : southasianenterprises@gmail.com, info@sael.co.in
elec.earthing.sael@gmail.com Website : www.sael.co.in
CIN NO. : L91990UP1990PLC011753



17 September 2018

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

Scrip Code: 526477

Sub: 29th Annual General Meeting ('AGM') and voting results.

Dear Sir/Madam,

This is to inform you that 29th Annual General Meeting ('AGM') of the Company was held on 15/09/2018 and the business mentioned in the Notice dated 17/07/2018 were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II (colly.)** alongwith Consolidated Report of Scrutinizer dated September 23, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
- (3) Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking You
Yours Sincerely,
for South Asian Enterprises Ltd.


(IJS Aujla)
Compliance Officer
M. No. A34144

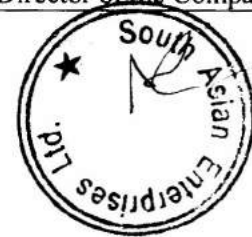
Annexure – I

Summary of proceedings of the 29th Annual General Meeting ('AGM'):

The 29th AGM of the Members of South Asian Enterprises Limited ('the Company') was held on Saturday, 15th September, 2018 at 12.30 P.M at the Mikky House, K-Block, Kidwai Nagar, Kanpur (U.P.) 208011. Shri Priya Brat- Independent Director, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman welcome the members and in his address briefed about activities of Company. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice for the meeting. Further, the members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting through poll. It was further informed that there would be no voting by show of hands. Shri Ramesh C. Pandey- Company Secretary, read the Auditors' Report, 2018.

The following items of business, as per the Notice of AGM dated July 17, 2018, were transacted at the meeting.

Resolution number	Type of Resolution	Description
1	Ordinary Resolution	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2018, the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.
2	Ordinary Resolution	To appoint a director in place of Dr. (Mrs.) Neeraj Arora – Director (DIN:07191167) who retires by rotation and being eligible, offers herself for re-appointment.
3	Special Resolution	To appoint a director in place of Shri Mahesh Prasad Mehrotra– Director (DIN:00016768) who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary Resolution	To fix the remuneration of Statutory Auditors.
5	Ordinary Resolution	To approve fees to be paid by Members of the Company for service of documents through a particular mode.
6	Special Resolution	To approve continuation of Shri Priya Brat (DIN: 00041859) as a Non – Executive Director of the Company:



7	Special Resolution	To approve continuation of Shri Rajinder Kumar Goswami (DIN: 00106911) as a Non – Executive Director of the Company
8	Special Resolution	To approve continuation of Dr. Srinivasan Ramesh (DIN: 00126120) as a Non – Executive Director of the Company:

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Ashutosh Aggarwal (CP No. 7467) of A Aggarwal and Associates practicing Company Secretaries as the Scrutinizer to supervise the e – voting, ballot by post and poll voting process. The Scrutinizer’s Report was received and accordingly all the resolutions as set out in the notice were declared as passed. The meeting concluded at 2:30 p.m.

This is for your information and records.

Thanking you,
Yours Sincerely,
for South Asian Enterprises Ltd.


(IJS Auja)
Compliance Officer
M. No. A34144





Scrutinizer's Report
[Combined Report of E-voting, voting by Post & Poll]

September 16, 2018

To,
The Chairman of the 29th Annual General Meeting ("AGM"),
South Asian Enterprises Limited,
Corp off: 2nd Floor, 13, Sant Nagar,
East of Kailash,
New Delhi-110 065

Dear Sir,

Scrutinizer's Report for combined result of poll conducted at the 29th AGM of South Asian Enterprises Limited held on Saturday, 15th September, 2018 at 12:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

1. I, Ashutosh Aggarwal, practicing Company Secretary had been appointed as the Scrutinizer for conducting the scrutiny of voting by poll, post and the e-voting, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, by the Board of Directors of South Asian Enterprises Limited vide its resolution dated 17/07/2018.
2. The Company had appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the members of the Company from 9.00 A.M. on Wednesday, 12th September, 2018 till 5.00 p.m. on Friday, 14th September, 2018. E-voting was disabled by NSDL at 5.00 p.m. on 14th September, 2018.
3. Voting rights was reckoned on the paid-up value of shares registered in the name of the member as on Saturday, 08th September, 2018, the cut-off date for votes on the resolutions either by e-voting, post or poll.
4. The e-voting results were unblocked on September 16, 2018 around 12.50 p.m. in the presence of two witnesses for details please refer to scrutinizers report on e-voting dated 16/09/2018.

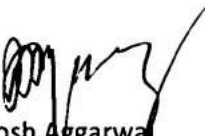




5. As the Chairman of the 29th AGM of the Company, you had consented to my appointment as the Scrutinizer for the Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice dated July 17, 2018. The poll was called for at the said AGM to facilitate members to cast their votes who could not participate in e-voting or voting by post. For further details please refer to Scrutinizer's Report for the poll in the form MGT-13 dated September 16, 2018.
6. The combined result of E-voting together with that of poll and voting by post is attached as an annexure to this report.
7. All the resolutions proposed in the agenda items of the 29th AGM have secured assent (approval) by requisite majority in accordance with provisions of Companies Act, 2013 as per combined results.

I hereby confirm that I am maintaining the registers received from service provider both electronically and manually in respect of votes cast through e-voting. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

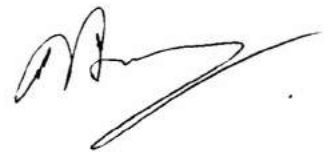
Thanking you,
Yours faithfully,


Ashutosh Aggarwal
A Aggarwal and Associates
Company Secretaries
ACS 9972 CP No. 7467



Place: New Delhi
Date: September 16, 2018

*Results in order which may be
declared.*



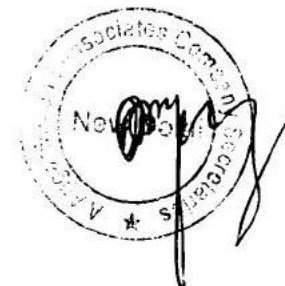
South Asian Enterprises Limited
Annexure to Scrutinizer's Report on Combined Voting Results

Scrip code : 526477

Date of AGM/EGM	15/09/2018
Total number of shareholders on record date	5570
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	33 in person 1 Corporate Member through Authorised Representative 32 in person
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NA

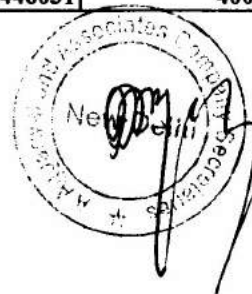
Agenda wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)			1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	3120	300	0.13	0.01
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2446131	300	99.99	0.01



Resolution required: (Ordinary/Special)			2. To appoint a director in place of Dr. (Mrs.) Neeraj Arora – Director (DIN:07191167) who retires by rotation and being eligible, offers herself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	200	0	0.00	0.00	0.00	0.00	0.00
	Poll		0	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	2920	500	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2445931	500	99.98	0.02

Resolution required: (Ordinary/Special)			3. To appoint a director in place of Shri Mahesh Prasad Mehrotra– Director (DIN:00016768) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	3020	400	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2446031	400	99.98	0.02



Resolution required: (Ordinary/Special)			4. To fix the remuneration of Statutory Auditors.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	2820	600	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2445831	600	99.98	0.02

Resolution required: (Ordinary/Special)			5. To approve fees to be paid by Members of the Company for service of documents through a particular mode.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	3020	400	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2446031	400	99.98	0.02



Resolution required: (Ordinary/Special)			6. To approve continuation of Shri Priya Brat (DIN: 00041859) as a Non – Executive Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	3020	400	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2446031	400	99.98	0.02

Resolution required: (Ordinary/Special)			7. To approve continuation of Shri Rajinder Kumar Goswami (DIN: 00106911) as a Non – Executive Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	3020	400	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2446031	400	99.98	0.02



Resolution required: (Ordinary/Special)			8. To approve continuation of Dr. Srinivasan Ramesh (DIN: 00126120) as a Non – Executive Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2443019	2443009	100.00	2443009	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	1556781	2	0.00	2	0	0.00	0.00
	Poll		3420	0.22	2920	500	0.12	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		4000000	2446431	61.16	2445931	500	99.98	0.02

XXXXXXXXXXXXXXXX





**SOUTH ASIAN
ENTERPRISES LTD.**

XXIX ANNUAL REPORT 2017-2018

South Asian Enterprises Limited

CIN : L91990UP1990PLC011753, email : southasianenterprises@gmail.com, website : www. sael.co.in

**REGISTERED OFFICE : Mikky House, K-Block, Kidwai Nagar, Kanpur, (U.P.) - 208 011
Phone : 0512-2606859**

CORPORATE OFFICE :

2nd Floor, 13, Sant Nagar,
East of Kailash, New Delhi-110 065
Ph. 011-46656666,
Fax : 011-46656699

SHARE TRANSFER & INVESTOR SERVICES

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor, Okhla Industrial Area,
Phase - II, New Delhi-110020
Ph. 011-26387320-21-23, Fax : 011-26387322
email : investor.services@rcmcdelhi.com

SOUTH ASIAN ENTERPRISES LIMITED

TWENTY NINTH ANNUAL GENERAL MEETING
at Mikky House, K-Block Kidwai Nagar,
Kanpur - 208 011 (U.P.)
Phone : 0512-2606859
at 12:30 p.m.
on Saturday, 15th September, 2018

Member are requested to bring their copy of the Annual Report at the Annual General Meeting.

Our e-mail address :
For investor services : investordesksael@gmail.com
Other than above : southasianenterprises@gmail.com
website : www.sael.co.in

In order to improve investor services, we request you to update / register your correct postal and email address besides Bank Account details with the Company in case of holding in physical form. The holders in demat (electronic) form may register the same with concerned depository participant.

BOARD OF DIRECTORS :

SHRI PRIYA BRAT

Chairman, Independent Director
(DIN : 00041859)

SHRI T.B. GUPTA

Vice-Chairman & Managing Director
(DIN : 00106181)

SHRI M. P. MEHROTRA

Non Executive Director (DIN : 00016768)

DR. S. RAMESH

Independent Director (DIN : 00126120)

SHRI R. K. GOSWAMI

Independent Director (DIN : 00106911)

SHRI K.K. SONI

Non Executive Director (DIN : 00106037)

DR. (MRS.) NEERAJ ARORA

Non Executive Director (DIN : 07191167)

COMPANY SECRETARY

Shri R. C. Pandey

COMPLIANCE OFFICER

Shri IJS Auja

EQUITY SHARES ARE LISTED AT :

BSE LTD. (formerly The Bombay Stock Exchange, Mumbai)
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI-400 001

AUDITORS :

M/s. Agiwal & Associates
Chartered Accountants
(FRN : 000181N)
Lal Kothi, 2nd floor, 3830
Pataudi House Road,
Daryaganj, Delhi-110002
email : agiwal68@gmail.com

BANKERS

Punjab National Bank
Bank of Baroda
Union Bank of India
HDFC Bank Ltd.
Syndicate Bank

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SOUTH ASIAN ENTERPRISES LTD.

DIRECTORS' REPORT

Your Directors present the 29th Annual Report of your Company with the Audited Annual Accounts for the year ended 31st March, 2018.

1. Financial Results (Rs. in Lakhs)

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Total Income	192.55	187.67
Less: Total Expenditure	204.39	206.95
Less: Interest	1.40	1.12
Gross Profit/(loss)	(13.24)	(20.40)
Less: Depreciation	5.94	4.53
Less: Provision for Taxation (Net)	0.00	17.40
Add : Deferred Tax	1.10	2.45
Net Profit after tax	(18.08)	(39.88)
Paid up Equity Share Capital (excluding calls in arrears)	399.90	399.90
Reserves excluding revaluation reserve	306.00	236.00
Earnings per share (Rs.)	(0.45)	(1.00)

2. Management Discussion and Analysis

Financial Review

Your Company recorded a total income of Rs.192.55 lakhs and had incurred a net loss of Rs. 18.08 lakhs during the year under review compared to previous year's income of Rs. 187.67 lakhs and net loss of Rs. 39.88 lakhs. Your Company has adopted IND AS w.e.f. 01/04/2017. The marketing of earthing products and execution of contracts for earthing and lightning protection systems continue to make a significant contribution to the total revenue of the Company. The revenue generation in this segment was higher by about Rs. 12 lakhs compared to previous year.

Your Company's revenue from amusement parks and other income has marginally dipped compared to previous year. The revenue boosting measures undertaken in amusement park at Kanpur are expected to give encouraging results and better performance in this segment is perceived in current year i.e. 2018-19.

Industry Structure and Development

Your Company continues to maintain a good track record of executing contracts awarded to it by government agencies and other parties in the electrical engineering segment. The power plants, electronics and other hi-tech centers where earthing is important are its target customers apart from high-rise buildings, hotels, residential units, etc. The Company aims to further enhance its capabilities. However, sustained growth in this segment requires substantial capital infusion which remains a major constraint. The Company is closely monitoring the current market scenario and economic situation in order to improve its growth. In amusement park segment, though public response had been sluggish, the thrust remained on attaining regular footfalls.

During the year under review, the Company collaborated with Kollywood Academy, Kanpur for production of a low budget Hindi motion picture film SAI Vs. I in which local artistes including those trained by Kollywood Academy were cast. The film was released in July 2017 however, the film did not fare well on box office.

Outlook, Risks and Concerns

Regular maintenance including renovations carried out at the Kanpur Amusement Park has helped in increasing the footfalls. Further, 'Melas'

organised thereat during fourth quarter of the year under review in association with Rotary Club and similar bodies have given an encouraging response. Your Company already operates on thin margins and infusion of funds for improvement/ new rides has been a constant challenge. The entry costs have to be kept low to keep the parks within reach of masses that have further stressed the cash flows. The recurring loss in this segment is being closely monitored to keep it to the minimum. With GST coming into force from 01/07/2017 and abolishment of entertainment tax, the overall tax burden has lightened marginally. The management is closely monitoring the responses on footfalls and is simultaneously taking steps to boost inflows. The electrical engineering segment, viz. earthing and lightning protection systems business has fared better compared to previous year.

The Company has developed a risk management framework that includes identification and mitigation of risks. The Company is implementing Risk Management Policy at ensuring sustainable business growth and promoting a proactive approach in evaluating and resolving risks associated with the business.

Opportunities and Threats

The Company is exposed to normal industry risks attributable to respective segments. In order to meet the challenge of strained margins in amusement segment, the strategy is to achieve increase in the number of visitors and simultaneously to explore avenues for diversification for which appropriate measures are being initiated. In electrical engineering segment, the Company deploys the latest technology for earthing and lightning protection installations, which leads to better protection from electrical hazards. However, due to relatively high cost and lack of awareness about the said technology amongst target clients, there is tough competition. To meet the challenge, the Company aims at continuing to spread awareness of its products and also securing credentials from its existing clients about the superiority of its products.

Internal Financial Control Systems

The Company has in place a proper and adequate system of internal control to monitor proper recording of transactions authorized according to prescribed policies and procedures. The Company ensures that all regulatory guidelines are complied with at all levels.

The Audit Committee reviews the internal control mechanisms periodically.

The Company's dealings in earthing materials and lightning protection systems in the electrical engineering segment have been categorised under the head "Trading" for the purpose of segment reporting in the annual accounts for the year under review. Segment wise, the entertainment sector has generated revenue of Rs. 44.68 lakhs and the Trading segment Rs. 140.52 lakhs during the year under review.

Human Resource/ Industrial Relations Front

The relationship with the employees has remained cordial during the year and the Directors place on record their sincere appreciation in this regard.

Under the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, there was no employee during the year drawing remuneration more than the stipulated amount in the said rules. The number of employees on the Company's rolls stood at 27 as on 31/03/2018.

Cautionary Statement

Statement in the "Management Discussion and Analysis" describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed

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or implied. Important factors that would make a difference to the Company's operations include changes in government regulations, tax regimes, economic developments within the country and abroad and such other relevant factors.

3. **Dividend and Reserves**

In view of loss incurred in period under review, no dividend is recommended and no amount has been transferred to the general reserve.

4. **Directors and Key Managerial Personnel (KMP):**

Following changes have occurred during the year in the composition of Board of Directors and Key Managerial Personnel of your Company:

i) **Directorate:**

Shri Anurag Bhatnagar (DIN: 00115108) resigned w.e.f. 19/07/2017 due to other pre occupations. Shri S. C. Agarwal (DIN:00108493) and Dr. B. Venkataraman (DIN:00040114) resigned w.e.f. 02/08/2017 and 02/12/2017, respectively, due to personal reasons.

Shri P. K. Sharan (DIN: 00107048) left for his heavenly abode on 19/10/2017 and ceased to be Director from the same date.

Shri M. P. Mehrotra– Director (DIN:00016768) and Dr. (Mrs.) Neeraj Arora– Director (DIN:07191167) shall retire by rotation at the upcoming Annual General Meeting and being eligible have offered themselves for re-appointment. The Board recommends the reappointment of Shri M. P. Mehrotra– Director and Dr. (Mrs.) Neeraj Arora– Director to the Members.

In order to Comply with recent amendment in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board also recommends for approval of Members by way of special resolution for the continuation of Non –Executive Directors, namely Shri Priya Brat (DIN:00041859), Shri R. K. Goswami (DIN:00106911), Dr. S. Ramesh (DIN:00126120) – Independent Directors and Shri M. P. Mehrotra (DIN:00016768) who have attained the age of 75 years, till their respective tenure of appointment, after 31/03/2019. Further details have been provided in the Notice for convening 29th Annual General Meeting of the Company.

ii) **Key Managerial Personnel (KMP)**

Shri M. S. Siddiqui (PAN:DKXPS9663D) was appointed by the Board as Chief Financial Officer w.e.f. 01/08/2017. There is no other change in the KMPs of the Company.

5. **Contracts with Related Party**

There are no materially significant related party transactions made by the Company with promoters, directors or key managerial personnel etc. which may have potential conflict of interest of the Company at large. The related party transactions, procedurally, are placed before the Audit committee and if required, the Board, specifying the nature, value and terms and conditions of the transactions and in-principle approval is obtained for the transactions which are foreseen and repetitive in nature. Where such transactions are entered in terms of omnibus approval given by the Audit Committee, the details are placed before the Audit Committee in its next meeting.

The summary of related party transactions has been disclosed under note no. 30.6 in the balance sheet of the Company as on 31/03/2018. Disclosure in form AOC-2 is enclosed as **Annexure A** to this report.

6. **Annual Return Extract**

The details forming part of the extract of the Annual Return in form MGT-9 are given in **Annexure B** to this report.

7. **Corporate Governance**

The Company is committed to meet the aspirations of all its stakeholders. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which

ensures accountability, transparency and fairness in all transactions. The objective is to meet stakeholders' aspirations and societal expectations.

The essence of corporate governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The corporate governance provisions of the SEBI listing regulations are not applicable to the Company at present. Hence, separate report on corporate governance has been dispensed with. The Company, however, continues to follow the best corporate governance practices.

8. **Board Meetings**

During the year ended 31/03/2018, 4 (four) Board Meetings were held with one meeting in every quarter on 11/05/2017, 01/08/2017, 13/11/2017, and 25/01/2018.

Details of meetings attended by the Directors in the relevant period are as below:

S. No.	Name of the Director	Whether Promoter/ Executive or Non-Executive/Independent	No. of Board Meetings attended during F.Y. 2017-2018 and dates
1	Dr. B. Venkataraman*	Independent, Non-Executive Chairman	0
2	Shri T. B. Gupta	Managing Director	4 11/05/2017 01/08/2017 13/11/2017 25/01/2018
3	Shri K. K. Soni	Non-Executive	4 11/05/2017 01/08/2017 13/11/2017 25/01/2018
4	Dr. S. Ramesh	Independent, Non-Executive	3 11/05/2017 01/08/2017 25/01/2018
5	Shri Priya Brat	Independent, Non-Executive	4 11/05/2017 01/08/2017 13/11/2017 25/01/2018
6	Shri P.K. Sharan#	Independent, Non-Executive	2 11/05/2017 01/08/2017
7	Shri R.K Goswami	Independent, Non-Executive	4 11/05/2017 01/08/2017 13/11/2017 25/01/2018
8	Shri S. C. Agarwal**	Non- Executive	1 11/05/2017
9	Shri Anurag Bhatnagar@	Non- Executive	1 11/05/2017
10	Shri M. P. Mehrotra	Non-Executive, Promoter	3 11/05/2017 01/08/2017 13/11/2017
11	Dr. (Mrs.) Neeraj Arora	Non-Executive	3 01/08/2017 13/11/2017 25/01/2018

* Resigned w.e.f. 02/12/2017. # Ceased to be Director w.e.f. 19/10/2017.

** Resigned w.e.f. 02/08/2017. @ Resigned w.e.f. 19/07/2017.

9. **Audit Committee**

As on 01/04/2017, the Audit Committee comprised Shri P. K. Sharan,

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Shri R. K. Goswami, Shri K. K. Soni, Shri Priya Brat and Dr. S. Ramesh. Shri P. K. Sharan ceased to be member of the Committee w.e.f. 19/11/2017. Majority of the members continue to be Independent Directors including the Chairman of the Committee and during the year ended 31/03/2018, 4 (four) meetings of the Committee were held with one meeting in every quarter on 11/05/2017, 01/08/2017, 13/11/2017, and 25/01/2018.

Details of meetings attended by the Directors in the relevant period and changes in constitution of the Committee are as below:

S. No.	Name of the Director	Whether Chairman / Member	No. of Meetings attended during F.Y. 2017-2018 and dates	
1	Shri P.K. Sharan#	Chairman	2	11/05/2017 01/08/2017
2	Dr. S. Ramesh	Member	3	11/05/2017 01/08/2017 25/01/2018
3	Shri K. K. Soni	Member	4	11/05/2017 01/08/2017 13/11/2017 25/01/2018
4	Shri Priya Brat *	Member	4	11/05/2017 01/08/2017 13/11/2017 25/01/2018
5	Shri R.K Goswami	Member	4	11/05/2017 01/08/2017 13/11/2017 25/01/2018

Ceased to be Chairman w.e.f. 19/10/2017.

* Present Chairman of the Committee.

10. Nomination and Remuneration Committee

As on 01/04/2017 the Nomination and Remuneration Committee comprised Shri Priya Brat, Shri P. K. Sharan, Shri R. K. Goswami and Shri S. C. Agarwal. Majority of the members are Independent Directors including the Chairman of the Committee and during the year ended 31/03/2018, 1 (one) meeting of the Committee was held on 01/08/2017.

Details of meetings attended by the Directors in the relevant period and changes in constitution of committee are as below:

S. No.	Name of the Director	Whether Chairman / Member	No. of Meetings attended during F.Y. 2017-2018 and dates	
1	Shri P. K. Sharan#	Chairman	1	01/08/2017
2	Shri R. K. Goswami	Member	1	01/08/2017
3	Shri Priya Brat **	Member	1	01/08/2017
4	Shri S. C. Agarwal*	Member	0	-
5	Dr. (Mrs.) Neeraj Arora§	Member	0	-

Ceased to be Chairman w.e.f. 19/10/2017.

* Ceased to member w.e.f. 02/08/2017.

§ Nominated to the Committee on 13/11/2017.

** Present Chairman of the Committee.

11. Stakeholders Relationship Committee

As on 01/04/2017, the Stakeholders Relationship Committee comprised Shri P. K. Sharan, Shri Anurag Bhatnagar and Shri T. B. Gupta. During

the year under review, Shri P.K.Sharan and Shri Anurag Bhatnagar ceased to be the members of the Committee. Shri K. K. Soni was nominated to the Committee on 13/11/2017. During the year ended 31/03/2018, 4 (four) meetings of the Committee were held on 30/06/2017, 25/11/2017, 01/01/2018, (post adjournment on 28/12/2017) and 28/02/2018.

Details of meetings attended by the Directors in the relevant period and changes in constitution of the Committee are as below:

S. No.	Name of the Director	Whether Chairman / Member	No. of Meetings attended during F.Y. 2017-2018 and dates	
1	Shri P. K. Sharan#	Chairman	1	30/06/2017
2	Shri T. B. Gupta	Member	4	30/06/2017 25/11/2017 01/01/2018, (post adjournment on 28/12/2017) 28/02/2018
3	Shri K. K. Soni*	Member	3	25/11/2017 01/01/2018, (post adjournment on 28/12/2017) 28/02/2018
4	Shri Anurag Bhatnagar§	Member	1	30/06/2017

Ceased to be Chairman w.e.f. 19/10/2017.

* Present Chairman of the Committee.

§ Ceased to be Member w.e.f. 19/07/2017.

12. Corporate Social Responsibility Committee

The Company is not required to comply with provisions relating to corporate social responsibility since it does not meet the criteria of applicability of provisions of Section 135 of the Companies Act, 2013.

13. Evaluation of Board/Committees/Individual Directors

The aim of the Board's evaluation is to assess the effectiveness of the Board's/Committee's processes, composition and arrangement in order to identify and realize any actions required to improve effectiveness. The Companies Act, 2013 states that a formal annual evaluation needs to be carried out by the Board of its own performance and that of its committees and individual directors. Besides, the Nomination and Remuneration Committee is required to evaluate the performance of individual directors as well. Further, schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be carried out by the entire Board of Directors, excluding the director being evaluated. Independent Directors have to carry out evaluation of Non-Independent Directors, Chairman and of the Board as a whole.

Board conducts on an annual basis an evaluation of the performance of the directors as to whether each director has sufficient time to discharge his/her responsibilities, taking into consideration multiple Board representations and other principal commitments.

The Board through its Nomination and Remuneration Committee has laid down the evaluation criteria for the performance of executive/ non-executive / independent directors through a peer-evaluation mechanism.

The evaluation process comprises:

- Board, Committee and management information and other relevant documentation.

- Discussions with all Board members, Committee members focusing on aspects of the Board's and Committee's composition, strategy, risk and controls, decision-making, roles and performance of the Chairman, independent directors, executive directors and other non-executive directors.

The evaluation has concluded that the Board and its Committees are overall effective and all concerned are fully committed to their tasks to ensure -healthy corporate governance.

Given the experience and qualifications of the Board members, the Board has not considered it necessary to engage external persons to facilitate the evaluation process as they themselves are accustomed to having their performance regularly evaluated. However, regular updates relating to regulatory and industry's performance are provided to members of Board, besides any other aspect relevant to business of the Company.

As per the provisions of section 178(2) of Companies Act, 2013, the Nomination and Remuneration Committee carried out annual evaluation of each Director's performance in its meeting held on 28th May, 2018.

14. Independent Directors

Independent Directors of your Company have complied with the relevant provisions of the law relating to their appointment and they continue to comply with the provisions of the Companies Act, 2013 and the listing regulations. All Independent Directors are in their first five year term. During the year ended 31/03/2018, 1 (one) meeting of Independent Directors was held on 25/01/2018.

Details of meeting(s) attended by the Independent Directors in the relevant period are as below:

S. No.	Name of the Director	Whether Chairman / Member	No. of Meetings attended during F.Y. 2017-2018 and dates
1	Dr. B. Venkataraman*	Chairman	N. A.
2	Shri P. K. Sharan#	Member	N. A.
3	Dr. S. Ramesh	Member	1 25/01/2018.
4	Shri R. K. Goswami	Member	1 25/01/2018.
5	Shri Priya Brat	Member	1 25/01/2018.

* Resigned w.e.f. 02/12/2017.

Ceased to be director w.e.f. 19/10/2017.

15. Training of directors/independent directors

The directors are kept abreast of requisite information about business activities of the Company and risks involved therein to enable them to discharge their responsibilities in the best possible manner. Further, at the time of appointment, the Company issues a formal appointment letter outlining his/her role, duties and responsibilities as an Independent Director. The format of the letter of appointment is available on Company's website. The Board also exercises an oversight of the training of Board /Committee members.

16. Directors Responsibility Statement

Pursuant to the provisions of Section 134(3) of the Companies Act, 2013, the Directors hereby confirm:

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

- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that they have prepared the Annual Accounts for the financial year ended 31st March, 2018 on a 'going concern' basis;
- Internal Financial controls are adequate and effective;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating.

Disclosure relating to ratio of the remuneration of each director to the median employee's remuneration is attached as **Annexure C**.

17. Vigil Mechanism

Section 177 of the Companies Act, 2013 requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted the policy for implementing Vigil Mechanism.

Vigil (whistle blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy. The mechanism provides for adequate safeguards against victimization of directors and employees to those who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This policy applies to all directors and employees of the Company. All directors and employees of the Company are eligible to make disclosures under this Policy in relation to matters concerning the Company.

18. Policies

The Board has approved the following policies amongst others to facilitate operations and achieving optimal performance. These policies can also be accessed at www.sael.co.in

A. Nomination and Remuneration Policy

Title:

This Policy shall be called '**Nomination and Remuneration Policy**'.

Objective:

The provisions in the Companies Act, 2013 and corresponding provisions in the revamped Clause 49 of the Listing Agreement have ushered Indian corporate system in to a new era of Corporate Governance placing onerous governance responsibilities on the shoulders of the Board of Directors and Key Managerial Personnel of the Companies.

Section 178 of the Companies Act, 2013 and clause 49 of the Listing Agreement provide the necessary legal impetus for companies to have a policy and criteria for various matters like the remuneration of directors, key managerial persons and other employees, training of Independent Directors and performance evaluation of directors.

Considering this it is necessary to ensure quality of persons on the Board of Directors of the Company as well as in the Key Managerial personnel, as these are the persons who are entrusted with the responsibility of policy formulation for, direction to and execution of the business and operations of the Company.

Definitions:

Board means the Board of Directors of **South Asian Enterprises Limited**.

Company means South Asian Enterprises Limited.

Committee means Nomination and Remuneration Committee of Board of Directors

Director means a person who has been appointed as such on the Board of the Company and includes Executive as well as Non-Executive Directors.

Executive Director means a Director who is in the whole time employment of the Company and includes a Managing Director as well as a Whole time Director and Manager, if member of the Board.

Government includes Central Government as well as any of the State Governments, any statutory authority, tribunal, board or a governmental or semi-governmental authority or any authority or agency recognized by the Government.

HR Department means the Human Resource Department of the Company.

HR Policy means the Policy of the Company defining the criteria and process for the recruitment, training, appraisal etc. and dealing with other matters concerning the employees of the Company.

Key Managerial Person means a person appointed as such by the Board under Section 203 of the Companies Act, 2013.

Nomination & Remuneration Committee means the Committee of the Board constituted as such under the provisions of Section 178 of the Companies Act, 2013.

Non-Executive Director means a Director who is not in the whole time employment of the Company and includes an Independent Director, Promoter Director and Nominee Director.

Policy means this policy, as amended from time to time.

Contents

This Policy contains following:

- a) Process for the selection and appointment of Directors and Key Managerial Personnel;
- b) Criteria for determining remuneration of the Directors, Key Managerial Personnel and other employees of the Company;
- c) Training of Independent Directors.

(I) Selection of Directors and Key Managerial Personnel

In case of Executive Directors and Key Managerial Personnel, the selection can be made in either of the ways given below:

- a) by way of recruitment from outside;
- b) from within the Company hierarchy; or
- c) Upon recommendation by the Chairman or other Director.

The appointment may be made either to fill up a vacancy caused by retirement, resignation, death or removal of an existing Executive Director or it may be a fresh appointment.

In case of Non-Executive Directors the selection can be made in either of the ways given below:

- a) by way of selection from the data bank of Independent Directors maintained by the Government.
- b) Upon recommendation by Chairman or other Director.

The appointment may be made either to fill up a vacancy caused by resignation, death or removal of an existing Non-Executive Director or it may be appointment as an additional director or an alternate director.

(II) Qualifications, Experience and Positive Attributes of Directors

- a) While appointing a Director, it shall always be ensured that the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate

governance, technical operations or other disciplines related to the company's business.

- b) In case of appointment as an Executive Director, the candidate must have the relevant technical or professional qualifications and experience as are considered necessary based on the job description of the position. In case no specific qualification or experience is prescribed or thought necessary for the position then, while recommending the appointment, the HR Department shall provide the job description to the Committee and justify that the qualifications, experience and expertise of the recommended candidate are satisfactory for the relevant appointment. In such circumstances, the Committee may, if considered necessary, call for an expert opinion on the appropriateness of the qualifications and experience of the candidate for the position of the Executive Director.
- c) In case of appointment as a Non-Executive Director, the candidate must be a graduate or possess diploma or a professional qualification in the field of his practice / profession / service and shall have not less than five years of working experience in such field as a professional in practice, advisor, consultant or as an employee, provided that the Board may waive the requirements of qualification and / or experience under this paragraph for a deserving candidate.
- d) The Board, while making the appointment of a Director, shall also try to assess from the information available and from the interaction with the candidate that he is a fair achiever in his chosen field and that he is a person with integrity, diligence and open mind.

(III) Process for Appointment of Directors and Key Managerial Personnel

- (A) Process for the appointment of Executive Directors and Key Managerial Personnel:
 - a) A proposal for the appointment of an Executive Director / Key Managerial Personnel with such details as may be prescribed shall be submitted for the consideration of the Committee. The proposal, with recommendation of committee, will be placed before the Board.
 - b) The Board shall, based on the information available in the proposal and recommendation of committee, deliberate upon the necessity for appointment, expertise, skill and knowledge of the candidate and reasonableness of the remuneration.
 - c) The Board may call for and seek the help of any other Company Official including the recommender or a Key Managerial Personnel while finalizing the appointment. The recommender shall not take part in the discussion or voting on the appointment of a Key Managerial Personnel.
- (B) Process for the appointment of Non- Executive Directors:
 - a) A proposal for the appointment of a Non-Executive Director, with such details as may be prescribed, shall be submitted for the consideration of the committee. The proposal, with recommendation of committee, will be placed before the Board.
 - b) The Board, based on the information available in the proposal, shall deliberate upon the necessity for appointment, integrity, qualifications, expertise, skill and knowledge of the candidate.

(IV) Remuneration of Directors, Key Managerial Personnel and Other Employees

- a) While determining the remuneration of Executive Directors

and Key Managerial Personnel, the Board shall consider following factors:

- i) Criteria / norms for determining the remuneration of such employees prescribed in applicable statutory provisions and Company's internal criteria for remuneration.
 - ii) Existing remuneration drawn.
 - iii) Industry standards, if the data in this regard is available.
 - iv) The job description.
 - v) Qualifications and experience levels of the candidate,
 - vi) Remuneration drawn by the outgoing employee, in case the appointment is to fill a vacancy on the death, resignation, removal etc. of an existing employee.
 - vii) The remuneration drawn by other employees in the grade with matching qualifications and seniority, if applicable.
- b) The determination of remuneration for other employees shall be governed by the HR Policy.
 - c) The proposal for the appointment of an Executive Director / Key Managerial Personnel shall provide necessary information in this regard, including recommendation of Committee, to the Board in arriving at the conclusion as to whether or not the remuneration offered to the candidate is appropriate, reasonable and balanced as to the fixed and variable portions (including the commission).
 - d) The remuneration payable to the Executive Directors, including the Commission and value of the perquisites, shall not exceed the permissible limits as are mentioned within the provisions of the Companies Act, 2013.
 - e) The Executive Directors shall not be eligible to receive sitting fees for attending the meetings of the Board or committees thereof.
 - f) The Non-Executive Directors shall not be eligible to receive any remuneration /salary from the Company. However, the Non-Executive Directors shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission, as may be decided by the Board / shareholders from time to time.

The Non-Executive Directors shall also be eligible to receive reimbursement of reasonable out-of-pocket expenses incurred by them for attending the meetings of the Board, committees or shareholders, including travelling and lodging & boarding expenses or such other expense incurred by them regarding the affairs of the Company on an actual basis.
 - g) The amount of sitting fee and commission payable to non-executive directors shall not exceed the limits prescribed therefor under the provisions of the Companies Act, 2013.

Explanation: For the purposes of this policy, remuneration shall mean the cost to the company and shall include the salary, allowances, perquisites, performance incentive and any other facility provided or payment made to the employee.

(V) Training of Independent Directors

The Company shall arrange to provide training to Independent Directors to familiarize them with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

The training may be provided in any of the ways given below:

- a) By providing reading material to the Independent Director(s) giving all relevant information about the Company, industry and the role of Independent Directors.
- b) An induction program devised for the Independent Director(s) wherein structured training is provided to the Independent Director(s) either exclusively or with other officials of the Company who are due for such induction / training.
- c) Such other manner as may be prescribed by applicable law or decided by the Board.

Interpretation:

- a) Any words used in this policy but not defined herein shall have the same meaning prescribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement, Accounting Standards or any other relevant legislation / law applicable to the Company.
- b) The reference to the male gender in the Policy shall be deemed to include a reference to female gender.
- c) In case of any dispute or difference upon the meaning / interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final. In interpreting such term / provision, the Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

Amendments:

The Board of Directors shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with new provisions or replace this Policy entirely with a new Policy.

B. Anti-sexual harassment mechanism

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All women employees inter alia permanent, contractual, temporary, trainees are covered under this policy.

The Internal Complaints Committee is headed by women Director on the Board. There were no complaints received from any employee during the year under review and no complaints were pending as on 31/03/2018.

The combination of policies and procedures adequately addresses the various risks associated with your Company's businesses.

19. Auditors

Statutory Auditors

The Members of the Company had appointed M/s. Agiwal & Associate-Chartered Accountants, (FRN: 000181N) as Statutory Auditors, in the 28th Annual General Meeting held on 21/09/2017 for a period of 5 years i.e. upto conclusion of 33rd Annual General Meeting of the Company subject to ratification by members at every annual general meeting in intervening period or such other confirmation as may be required under applicable regulations. With the enforcement of Section 40 of the Companies Amendment Act, 2017 w.e.f. 07/05/2018 the provision relating to ratification of appointment of Statutory Auditors in the intervening period as envisaged in Section 139 of the Companies Act, 2013 from Members has been omitted. The Government has also notified the amendment in relevant rules to this effect from the same date. The ratification of appointment of Statutory Auditors by the Members is, therefore, no longer required. However, the remuneration of Statutory Auditors for each financial year during their tenure would continue to be fixed by the

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Members though they may authorise the Board to fix the remuneration every year. Such authorisation can be made for the remaining tenure of Auditor to obviate yearly authorisation. The Board recommends your approval for authorising the Board to fix the remuneration of Statutory Auditors for remaining period of their tenure as set out in relevant item in the Notice for ensuing AGM.

Secretarial Auditor

Ms. Pooja Gandhi, Practicing Company Secretary (CoP: 11351) was appointed to conduct the secretarial audit of the Company for the financial year 2017-2018, as required under Section 204 of the Companies Act, 2013 and rules thereunder. The secretarial audit report submitted by the Secretarial Auditor is enclosed as a part of this report as **Annexure D**. There are no adverse comments/observations in the report of Secretarial Auditor, requiring comments from Board of Directors.

The Board in its meeting held on 28/05/2018 has appointed Ms. Pooja Gandhi –Practicing Company Secretary (CoP: 11351) as secretarial auditor for the year 2018-19.

The provisions relating to Cost Records and Audit are not applicable to your company.

20. Auditors' Report

The observations made by the Statutory Auditor in their report have been adequately dealt with in the relevant notes on accounts and need no further comments from the Directors. There is no adverse remark in the report of Statutory Auditor requiring comments from Directors.

21. Listing

The shares of the Company are listed at the BSE Ltd., Mumbai only. The Company has paid the annual listing fees for the financial year 2018-2019 to the said stock exchange.

22. Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

23. Green Initiative in Corporate Governance:

As a continuing endeavor towards the Go Green Initiative, the Company has been sending documents like the notice calling the general meeting, audited financial statements, directors' report, auditors' report etc. in electronic form, to the email addresses provided by the members directly or made available to us by the depositories, besides regular correspondence. The electronic mode is both economical and speedier compared to physical documents. **Members who hold shares in physical form are, therefore, requested to register their e-mail addresses and intimate any change in e-mail id, with the Company or with the Registrar & Share Transfer Agents, RCMC Share Registry Pvt. Ltd.** In respect of electronic holdings, members are requested to register their e-mail addresses with the depository through their concerned depository participants. You may kindly note that even after registration of e-mail ID, you are entitled to be furnished, free of cost, a printed copy of the annual report of the Company, upon receipt of a requisition from you.

24. Subsidiary Company and Consolidated Statements

There being no subsidiary of the Company, no statement pursuant to Section 129 (3) of the Companies Act, 2013 for the financial year 2017-2018 is required to be enclosed. Accordingly, there is no need of consolidation of accounts.

25. Statutory Information

1. The information as required under Section 134(3)(m) of the Companies Act, 2013 read with rules thereunder, with respect to

Conservation of Energy and Technology Absorption is enclosed as **Annexure E** and forms part of this report.

2. There was no proposal during the year under review for buy back of shares by the Company.
3. Your company has not made any investment or provided any loan or guarantee exceeding the limits under Section 186 of the Act, nor has it issued equity shares with differential voting rights or has any scheme of stock options for its employees. Hence no disclosure is required.
4. Company does not have any subsidiaries or associates in terms of Section 134 read with Rule 8(1) of the Companies (Accounts) Rules, 2014.
5. Your company has not approved any scheme relating to provision of money to be held in a trust for the benefit of the employees in terms of Section 67(3)(b) of the Companies Act, 2013.
6. No revision of financial statements or board's report has been made in terms of Section 131(1) of the Companies Act, 2013.
7. No material orders were passed during the year under review impacting the going concern of the status and operations of the Company.

26. Acknowledgement

Your Directors wish to express their sincere appreciation and gratitude to the Company's bankers, Kanpur Nagar Mahapalika, Lucknow Vikas Pradhikaran and all associates of the Company including the clients of trading business for their valuable cooperation and continued support. They are also thankful to you for the trust you have reposed in the Board.

For and on behalf of the Board of Directors

Date: 17/07/2018
Place: New Delhi

T.B. Gupta
Managing Director
DIN:00106181

K. K. Soni
Director
DIN: 00106037

Annexure A

Form AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis:-
There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at arm's length basis with related parties.
2. Details of material contracts or arrangement or transactions at arm's length basis.
None. However, Rs. 5.75 lacs inclusive of service tax was received from VLS Finance Ltd. for advertisement purpose in the motion picture SAI vs. I produced by the Company.

For and on behalf of the Board of Directors

Date: 17/07/2018
Place: New Delhi

T.B. Gupta
Managing Director
DIN:00106181

K. K. Soni
Director
DIN: 00106037

SOUTH ASIAN ENTERPRISES LTD.

Annexure B

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L91990UP1990PLC011753
ii	Registration Date	21/03/1990
iii	Name of the Company	South Asian Enterprises Limited
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office & contact details	Mikky House, K-Block Kidwai Nagar, Kanpur (U.P.)-208011 Phone : 0512 2606859 e-mail : southasianenterprises@gmail.com
	Address of the Corporate office & contact details	2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi- 110065 Phone Nos. 011 – 46656666, Fax 011-46656699
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. RCMC Share Registry Pvt. Ltd., CIN: U67120DL1950PTC001854 'INR:000000429 B-25/1 First Floor, Okhla Industrial Area Phase-II, New Delhi-110020 Phone Nos. 011 – 26387320, 21, 23, Fax 011-26387322 e-mail : investor.services@rcmcdelhi.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Amusement Park and Electrical Engg Services	99546199	22.90
2	Trading	46593	77.10

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES -

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	VLS Capital Ltd. C-561, Defence Colony, New Delhi- 110024	U67190DL1985PLC022302	Holding Company	59.61	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	58720	10	58730	1.47	58720	10	58730	1.47	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	2384289	0	2384289	59.61	2384289	0	2384289	59.61	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	2443009	10	2443019	61.08	2443009	10	2443019	61.08	0.00

SOUTH ASIAN ENTERPRISES LTD.

SHARE HOLDING PATTERN – Cont'd...

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	
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2443009	10	2443019	61.08	2443009	10	2443019	61.08	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	200	200	0.01	0	200	200	0.01	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	0	200	200	0.01	0	200	200	0.01	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	133702	256000	389702	9.74	141202	256000	397202	9.93	0.19
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	537636	476345	1013981	25.35	566133	472145	1038278	25.96	0.61
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	141997	0	141997	3.55	120300	0	120300	3.01	-0.54
c) Others (specify)									0.00
a) NRI / OCB	500	0	500	0.01	600	0	600	0.02	0.00
b) Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
c) Clearing Member	10601	0	10601	0.27	401	0	401	0.01	-0.26
SUB TOTAL (B)(2):	824436	732345	1556781	38.92	828636	728145	1556781	38.92	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	824436	732545	1556981	38.92	828636	728345	1556981	38.92	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3267445	732555	4000000	100.00	3271645	728355	4000000	100.00	0.00

No. of Members as on 31/03/2017 : 5625

No. of Members as on 31/03/2018 : 5576

SOUTH ASIAN ENTERPRISES LTD.

(ii) SHAREHOLDING OF PROMOTERS

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Mahesh Prasad Mehrotra	0	0.00%	0.00	0	0.00%	0.00	0.00%
2	Shri Ramji Mehrotra	10	0.00%	0.00	10	0.00%	0.00	0.00%
3	VLS Capital Ltd.	2384289	59.61%	0.00	2384289	59.61%	0.00	0.00%
4	Ms. Divya Mehrotra	58720	1.47%	0.00	58720	1.47%	0.00	0.00%
5	Mrs. Sushma Mehrotra	0	0.00%	0.00	0	0.00%	0.00	0.00%
6	Mrs. Sadhana Mehrotra	0	0.00%	0.00	0	0.00%	0.00	0.00%
7	VLS Commodities Pvt. Ltd.	0	0.00%	0.00	0	0.00%	0.00	0.00%
8	Pragati Moulders Ltd.	0	0.00%	0.00	0	0.00%	0.00	0.00%
9	M. P. Mehrotra (HUF)	0	0.00%	0.00	0	0.00%	0.00	0.00%
10	Ms. Daya Mehrotra	0	0.00%	0.00	0	0.00%	0.00	0.00%
11	VLS Finance Ltd.	0	0.00%	0.00	0	0.00%	0.00	0.00%
12	VLS Securities Ltd.	0	0.00%	0.00	0	0.00%	0.00	0.00%
13	VLS Asset Management Ltd.	0	0.00%	0.00	0	0.00%	0.00	0.00%
	Total	2443019	61.08%	0.00	2443019	61.08%	0.00	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)

S.No	Shareholder's Name	Date	Shareholding at the beginning of the year		Cumulative Share holding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	There was no change in promoter's holding during the year under review.					

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

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Share holding during the year		
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	DHAMPUR SUGAR MILLS LTD					
	At the beginning of the year 01/04/2017	250000	6.25	250000	6.25	
	At the end of the year 31/03/2018			250000	6.25	
2	VSL SECURITIES PRIVATE LIMITED					
	At the beginning of the year 01/04/2017	78379	1.96	78379	1.96	
	At the end of the year 31/03/2018			78379	1.96	
3	SANGEETHA S					
	At the beginning of the year 01/04/2017	60060	1.5	60060	1.5	
	At the end of the year 31/03/2018			60060	1.5	
4	SARLA SINGHAL					
	At the beginning of the year 01/04/2017	41949	1.05	41949	1.05	
	14/04/2017	Transfer	-743	-0.02	41206	1.03
	12/05/2017	Transfer	-2000	-0.05	39206	0.98
	19/05/2017	Transfer	-2000	-0.05	37206	0.93
	26/05/2017	Transfer	-1000	-0.03	36206	0.91

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S.No	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Share holding during the year		
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
		16/06/2017	Transfer	-1799	-0.04	34407	0.86
		28/07/2017	Transfer	-2500	-0.06	31907	0.8
		10/11/2017	Transfer	-3000	-0.08	28907	0.72
		17/11/2017	Transfer	-500	-0.01	28407	0.71
		24/11/2017	Transfer	-1000	-0.03	27407	0.69
		08/12/2017	Transfer	-1000	-0.03	26407	0.66
		15/12/2017	Transfer	-155	0	26252	0.66
		29/12/2017	Transfer	-2000	-0.05	24252	0.61
		05/01/2018	Transfer	-1000	-0.03	23252	0.58
		12/01/2018	Transfer	-1000	-0.03	22252	0.56
		19/01/2018	Transfer	-1000	-0.03	21252	0.53
		02/02/2018	Transfer	-1000	-0.03	20252	0.51
		At the end of the year 31/03/2018				20252	0.51
5	SANJAYKUMAR SARAWAGI						
		At the beginning of the year 01/04/2017		39988	1	39988	1
		At the end of the year 31/03/2018				39988	1
6	MANAN TRADING COMPANY PRIVATE LIMITED .						
		At the beginning of the year 01/04/2017		28256	0.71	28256	0.71
		At the end of the year 31/03/2018				28256	0.71
7	Ganesh Shankar Dwivedi						
		At the beginning of the year 01/04/2017		17087	0.43	17087	0.43
		12/05/2017	Transfer	1200	0.03	18287	0.46
		26/05/2017	Transfer	600	0.02	18887	0.47
		02/06/2017	Transfer	80	0	18967	0.47
		17/11/2017	Transfer	500	0.01	19467	0.49
		At the end of the year 31/03/2018				19467	0.49
8	PRITTY DEVI SARAWAGI						
		At the beginning of the year 01/04/2017		15175	0.38	15175	0.38
		At the end of the year 31/03/2018				15175	0.38
9	VARDHMAN ARVIND SANCHETI						
		At the beginning of the year 01/04/2017		14423	0.36	14423	0.36
		At the end of the year 31/03/2018				14423	0.36
10	ARUN KUMAR SANCHETI (HUF) .						
		At the beginning of the year 01/04/2017		12892	0.32	12892	0.32
		At the end of the year 31/03/2018				12892	0.32
11	REENA DWIVEDI						
		At the beginning of the year 01/04/2017		8436	0.21	8436	0.21
		26/05/2017	Transfer	200	0.01	8636	0.22
		02/06/2017	Transfer	400	0.01	9036	0.23
		09/06/2017	Transfer	1440	0.04	10476	0.26
		16/06/2017	Transfer	200	0.01	10676	0.27
		14/07/2017	Transfer	100	0	10776	0.27
		11/08/2017	Transfer	1180	0.03	11956	0.3
		25/08/2017	Transfer	500	0.01	12456	0.31
		27/10/2017	Transfer	300	0.01	12756	0.32
		12/01/2018	Transfer	1500	0.04	14256	0.36
		At the end of the year 31/03/2018				14256	0.36

SOUTH ASIAN ENTERPRISES LTD.

(v) Shareholding of Directors & KMP

S.No	For Each of the Directors & KMP	Date	Shareholding at the end of the year		Cumulative Share holding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dr. B. Venkataraman*					
	At the beginning of the year	01/04/2017	600	0.02%	600	0.02%
	At the end of the year	31/03/2018	600**	0.02%	600	0.02%

* Resigned w.e.f. 02/12/2017

** Disclosure purpose only since resigned.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	1058126	0	0	1058126
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1058126	0	0	1058126
Change in Indebtedness during the financial year				
Additions	1080182	0	0	1080182
Reduction	0	0	0	0
Net Change	1080182	0	0	1080182
Indebtedness at the end of the financial year				
i) Principal Amount	2138308	0	0	2138308
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	2138308	0	0	2138308

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	Gross salary	Mr T. B. Gupta- MD	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	480000.00	480000.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00
2	Stock option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission	0.00	0.00
	as % of profit	0.00	0.00
	others (specify)	0.00	0.00
5	Others, please specify	0.00	0.00
	Total (A)	480000.00	480000.00
	Ceiling as per the Act per annum	6000000.00	6000000.00

SOUTH ASIAN ENTERPRISES LTD.

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors					Total Amount
1	Independent Directors	Dr. B. Venkataraman@	Shri P. K. Sharan**	Dr. S. Ramesh	Shri R. K. Goswami	Shri Priya Brat	
	(a) Fee for attending board/ committee meetings	0.00	37000.00	53000.00	74000.00	74000.00	238000.00
	(b) Commission	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00
	Total (1)	0.00	37000.00	53000.00	74000.00	74000.00	238000.00
2	Other Non Executive Directors						
	Non Independent Directors	Shri M. P. Mehrotra	Shri K. K. Soni	Shri S. C. Agarwal*	Shri Anurag Bhatnagar #	Dr. (Mrs.) Neeraj Arora	
	(a) Fee for attending board/ committee meetings	24000.00	0.00	0.00	0.00	24000.00	48000.00
	(b) Commission	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Others, please specify.	0.00	0.00	0.00	0.00	0.00	0.00
	Total (2)	24000.00	0.00	0.00	0.00	24000.00	48000.00
	Total (B)=(1+2)	24000.00	37000.00	53000.00	74000.00	98000.00	286000.00
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.	N.A.	
	Overall Ceiling as per the Act. Per meeting	100000.00	100000.00	100000.00	100000.00	100000.00	

Resigned w.e.f. 19/07/2017

* Resigned w.e.f. 02/08/2017

@ Resigned w.e.f. 02/12/2017

** Ceased w.e.f. 19/10/2017

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

Sl.No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Shri R. C. Pandey (Company Secretary)	Shri M.S. Siddiqui* (CFO)	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	N. A.	0	400756	400756
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	N. A.	0	15000	15000
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	N. A.	0	0	0
2	Stock Option	N. A.	0	0	0
3	Sweat Equity	N. A.	0	0	0
4	Commission	N. A.	0	0	0
	as % of profit	N. A.	0	0	0
	others, specify	N. A.	0	0	0
5	Others, please specify (Professional Charges)	N. A.	60000	0	60000
	Total	N. A.	60000	415756	475756

* Appointed w.e.f. 01/08/2017

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	*	*	*	*	*

* No Penalty, punishment imposed or compounding undertaken by the company or Directors or other officers in default during the year under review.

SOUTH ASIAN ENTERPRISES LTD.

Annexure-C

The information required under section 197 of the Companies Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below :

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and percentage increase in remuneration of each Director :

Sl. No	Name of the Directors	Designation	% increase of remuneration in 2018 as compared to 2017	Ratio to the median remuneration for the year 2017-18
1	Dr. B. Venkataraman\$	Non-Executive Independent Chairman	0.00%	0.00
2	Shri P. K. Sharan*	Non-Executive Independent Director	0.00%	0.50:1
3	Dr. S Ramesh	Non-Executive Independent Director	0.00%	0.72:1
4	Shri Priya Brat	Non-Executive Independent Director	0.00%	1.00:1
5	Shri R. K. Goswami	Non-Executive Independent Director	0.00%	1.00:1
6	Shri M. P. Mehrotra	Non-Executive non-Independent Director	0.00%	0.32:1
7	Dr. (Mrs) Neeraj Arora	Non-Executive non-Independent Director	0.00%	0.32:1
8	Mr. T. B. Gupta	Managing Director - Vice Chairman	0.00%	6.50:1
9	Shri K. K. Soni	Non-Executive non-Independent Director	0.00%	0.00
10	Shri S. C. Agarwal#	Non-Executive non-Independent Director	0.00%	0.00
11	Shri Anurag Bhatnagar@	Non-Executive non-Independent Director	0.00%	0.00

\$ Resigned w.e.f. 02/12/2017

* Ceased w.e.f. 19/10/2017

Resigned w.e.f. 02/08/2017

@ Resigned w.e.f. 19/07/2017

The Non-Executive Independent Directors of the Company are entitled for sitting fee and reimbursement of expenses for attending meetings and the same are within the prescribed limits as per statutory provisions. The details of sitting fee paid to the non executive Directors including Independent directors are provided VI (B) of Annexure- B of this report . There was no change in sitting fee of the Non-Executive Independent Directors during the FY 2017-2018 and thus there was no percentage wise increase in remuneration paid to them. The overall increase/decrease in the sitting fee paid compared to previous year is due to number of meetings attended by them, hence ignored.

2. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2017-18:

Sl. No	Name of the CFO and Company Secretary	Designation	% increase of remuneration in 2018 as compared to 2017*
1	Mr. Ramesh C. Pandey	Company Secretary	0.00%
2	Mr. M. S. Siddiqui	CFO	Not comparable**

* % increase does not include payment made towards leave encashment, payment of post arrears and perquisites yet to be claimed after the date of balance sheet pertaining to financial year.

** Appointed as CFO w.e.f. 01/08/2017 at no additional remuneration. The remuneration in the year 2016-2017 was drawn as Asst. General Manager, hence not comparable.

3. The percentage increase in the median remuneration of employees in the financial year 2017-18:

The median remuneration of employees in the financial year 2017-18 increased by about 33.83% compared to previous.

4. The number of permanent employees on the rolls of company:

27 (Twenty Seven)

5. Average percentile 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 increase in percentile of salaries of employees other than the managerial personnel in 2017-2018 was 15%-16%.

Average Percentile increase in the managerial remuneration for the year was Nil.

6. Affirmation that the remuneration is as per the remuneration policy of the company:

The remuneration is as per the Remuneration policy of the Company.

7. Top 10 employees in terms of remuneration drawn in the financial year 2017-18:

SOUTH ASIAN ENTERPRISES LTD.

S. No.	Name/Designation of employee	Remuneration received (Rs.)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of such employee (Years)	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub rule (2)	Whether any such employee is a relative of any director or manager of the company and if so name of such director or manager
1	T. B. Gupta Managing Director	480000	Contractual	M. Tech. (Elec.) IIT (Kharagpur) 50 Years	30/01/2006	78	VLS Finance Limited	—	—
2	M. S. Siddiqui General Manager	352000	Permanent	B.A. Part-1 44 Years	01/01/1992	67	Gaurav Overseas Export Pvt. Ltd.	—	—
3	A. K. Mishra General Manager	101299*	Permanent	B.Sc. , B-Pharma, PGDBA 36 Years	10/02/2001	59	Nav Bharat	—	—
4	Vijay Kumar Agarwal Manager	187000	Permanent	Intermediate 31 Years	01/01/1994	54	—	—	—
5	Inderjeet Singh Operator	117206	Permanent	Matriculate 22 Years	01/07/1994	46	—	—	—
6	Gurdeep Singh Kalsi Project Manager	286937	Permanent	B.Tech. 2 Years	05/01/2016	26	Spring Minds Assessment Pvt. Ltd	—	—
7	Mujeebur Rahman Ticket Manager	121000	Permanent	B.A. -Part II 22 Years	01/08/1995	45	—	—	—
8	Anil Kashyap Operator	117206	Permanent	8th Pass 20 Years	01/02/2014	44	—	—	—
9	Trilok Singh Project Manager	284003	Permanent	FSC, DM Civil Regular 42 Years	01/04//2016	69	A V Walls Ltd.	—	—
10	Avadhesh Kumar	188116	Permanent	B. Sc 2 years	01/04/2016	30	---	---	---

*For part of the year up to 30.09.2017

There was no employee during the year drawing remuneration in terms of Rule 2(iii) of Companies (Appointment and Remuneration) Rules 2014.

For and on behalf of the Board **For and on behalf of the Board of Directors**

Place : New Delhi
Date : 17/07/2018

T.B. Gupta
Managing Director
DIN:00106181

K. K. Soni
Director
DIN: 00106037

Annexure-D

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018 Form MR-3

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

To,
The Members,
South Asian Enterprises Limited
Corp. Office: 2nd Floor, 13, Sant Nagar
East of Kailash
New Delhi-110065.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **South Asian Enterprises 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 South Asian Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanisms 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 there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas

- (v) Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as Company has not registered as Registrar to Issue and Transfer Agent during the year under review.)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as Company has not delisted/ proposed to delist its equity shares from any stock exchange during the year under review)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable as Company has not brought back /proposed to buyback its securities during the financial year under review).
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The Company had properly complied the other laws viz. Income tax Act 1961, Prevention of Money Laundering Act, 2002 and rules made thereunder, other applicable tax laws, labour laws, local revenues laws, Insurance Act, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder, Water (Prevention and control of Pollution) Act, 1974 and rules made thereunder, Environment (Protection) Act, 1986, local revenue laws, etc. as applicable to it.

SOUTH ASIAN ENTERPRISES LTD.

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) The Listing Agreement entered into by the Company with the BSE Limited under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015,
- iii) SEBI (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, Standards, etc. mentioned above. The Company has been filing requisite forms and returns with Registrar of Companies within time. However, additional filing fee was paid in respect of one form (MGT-14) for exceeding stipulated period of filing.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except when meetings were called at shorter notice and fact was duly recorded. 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.

All decisions were passed unanimously and were properly recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company and on the basis of compliance certificate issued inter-alia by Company Secretary which were taken on record by Board of Directors, I am of the opinion that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The provisions relating to Corporate Social Responsibility (CSR) were not applicable to the company during the year under review.

I further report that during the audit period, the company has not taken any action having major bearing on affairs of the Company pursuant to above referred laws.

CS Pooja Gandhi
Company Secretary
ACS No.:20092
C P No.:11351

Place: New Delhi

Date: 30th June, 2018

This report is to be read with my letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

To,

The Members,

South Asian Enterprises Limited

Corp. Office: 2nd Floor, 13, Sant Nagar

East of Kailash

New Delhi-110065.

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

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

CS Pooja Gandhi
Company Secretary
ACS No.:20092
C P No.:11351

Place: New Delhi

Date: 30th June, 2018

Annexure-E

Annexure to Directors' Report

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rules, and forming part of Directors' Report for the year ended 31st March, 2018.

Conservation of Energy

- | | |
|--|-------|
| a) Energy conservation measure taken | : Nil |
| b) Proposals under implementation for reduction in consumption of energy | : Nil |

Technology Absorption

- | | |
|---|-------|
| a) Research and development | : Nil |
| b) Technology absorption, adoption and innovation | : Nil |

Foreign Exchange Earnings and Outgo

- | | |
|----------------------------|-------------------|
| a) Foreign Exchange Earned | : Rs. 21,93,465/- |
| b) Foreign Exchange Used | : Rs. 1,91,190/- |

For and on behalf of the Board of Directors

Date: 17/07/2018

Place: New Delhi

T.B. Gupta

Managing Director

DIN:00106181

K. K. Soni

Director

DIN: 00106037

Independent Auditor's Report to the Members of

SOUTH ASIAN ENTERPRISES LIMITED

Report on the Financial Statements

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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to

fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

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

For Agiwal & Associates
Chartered Accountants
FRN 000181N

P. C. Agiwal
Partner
Membership No.080475

Place: New Delhi
Date: 28/05/2018

ANNEXURE A TO THE AUDITOR'S REPORT (Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b. The company has a regular programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were physically verified by the Management during the year and we are informed that no material discrepancies were noticed on such verification.
- c. There are no immovable properties with the Company. Therefore, the provisions of Clause 3(i) (c) of the said Order are not applicable to the Company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to books records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of loans, investments made and guarantee/ security provided by it as applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities.
- b. According to the information and explanations given to us, there are no material dues of income tax, sales tax, service tax, duty of excise, duty of customs, value added tax and cess, GST which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any bank. The Company has not taken any loans from the Government. It has not issued any debentures.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xii. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xiii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiv. The Company has entered in to transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18- 'Related Party Disclosures' specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts Rules), 2014.
- xv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xvi. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvii. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

*For Agiwal & Associates
Chartered Accountants
FRN 000181N*

*P. C. Agiwal
Partner
Membership No.080475*

Place: New Delhi
Date: 28/05/2018

ANNEXURE B TO THE AUDITOR'S REPORT
(Referred to in paragraph (2)(f) under 'Report on Other Legal and
Regulatory Requirements' of our report of even date)
Report on the Internal Financial Controls under Clause (i) of Sub-
section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **South Asian Enterprises Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial

controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

*For Agiwal & Associates
Chartered Accountants
FRN 000181N*

*P. C. Agiwal
Partner
Membership No.080475*

Place: New Delhi
Date: 28/05/2018

SOUTH ASIAN ENTERPRISES LTD.

BALANCE SHEET AS AT 31ST MARCH, 2018

Amount (In Rs.)

Particulars	Note No.	31 March 2018	31 March 2017	01 April 2016
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	2	21,38,778	18,04,608	21,59,571
(b) Capital work-in-progress		-	-	-
(c) Other Intangible assets		-	-	-
(d) Investment in property (leasehold)	3	3,00,000	3,00,000	3,00,000
(e) Financial Assets				
(i) Loans	4	83,050	1,27,038	63,050
(ii) Investment	5	5,35,56,489	4,46,34,012	2,77,10,364
(iii) Other financial assets	6	2,64,391	16,65,668	81,69,729
(f) Other non-current assets		-	-	-
(g) Non current Asset	7	6,861	7,555	840
		<u>5,63,49,569</u>	<u>4,85,38,881</u>	<u>3,84,03,554</u>
(2) Current assets				
(a) Inventories	8	39,68,057	45,48,383	34,00,345
(b) Financial Assets				
(i) Loan	9	-	-	1,20,653
(ii) Trade Receivable	10	53,47,928	32,37,179	34,84,568
(iii) Cash and cash equivalents	11	4,79,818	5,52,403	5,35,657
(iv) Bank balances other than (i) above	11A	73,09,312	73,09,312	71,61,312
(v) Other Financial assets	12	8,59,829	3,63,656	3,88,863
(c) Current Tax Assets (Net)	13	2,65,337	1,84,546	-
(d) Other current assets	14	5,03,697	23,14,441	2,90,919
		<u>1,87,33,978</u>	<u>1,85,09,920</u>	<u>1,53,82,317</u>
Total Assets		<u>7,50,83,547</u>	<u>6,70,48,801</u>	<u>5,37,85,871</u>
EQUITY AND LIABILITIES Equity				
(a) Equity Share capital	15	3,99,90,500	3,99,90,500	3,99,90,500
(b) Other Equity	16	3,06,14,667	2,35,96,742	1,09,58,222
		<u>7,06,05,167</u>	<u>6,35,87,242</u>	<u>5,09,48,722</u>
LIABILITIES				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(b) Provisions	17	3,28,512	3,23,447	1,41,936
(c) Deferred tax liabilities (Net)	18	66,307	1,99,753	3,66,021
(d) Other non-current liabilities		-	-	-
		<u>3,94,819</u>	<u>5,23,200</u>	<u>5,07,957</u>
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	21,38,308	10,58,126	6,17,580
(ii) Trade payables	20	5,65,336	3,52,781	3,20,108
(iii) Other financial liabilities	21	39,000	1,07,793	29,000
(b) Other current liabilities	22	13,40,917	14,19,659	10,75,488
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)	23	-	-	2,87,016
		<u>40,83,561</u>	<u>29,38,359</u>	<u>23,29,192</u>
Total Equity and Liabilities		<u>7,50,83,547</u>	<u>6,70,48,801</u>	<u>5,37,85,871</u>

Significant Accounting Policies and Notes forming part of accounts
The notes referred to above are an integral part of these financial statements

As per our report of even date

For Agiwal & Associates

Chartered Accountants
(F.R.N.000181N)

P.C.Agiwal
Partner
Membership No. 080475

Place: New Delhi
Date : 28/05/2018

T. B. Gupta
Managing Director
DIN: 00106181

M.P. Mehrotra
Director
DIN:00016768

R.C. Pandey
Company Secretary
PAN: AJRPP6072H

M.S. Siddiqui
Chief Financial Officer
PAN: DKXPS9663D

For & on behalf of the Board

SOUTH ASIAN ENTERPRISES LTD.

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

Amount (In Rs.)

Particulars	Note No.	31 March 2018	31 March 2017
I Revenue From Operations	24	1,85,20,381	1,79,17,728
II Other Income	25	7,34,511	8,49,551
III Total Income (I+II)		1,92,54,892	1,87,67,279
IV EXPENSES			
Purchase of Stock-in-Trade		59,41,103	70,97,909
Changes in Inventories of Stock-in-Trade	26	5,80,326	(11,48,038)
Employee benefits expense	27	48,97,172	51,37,600
Finance costs	28	1,40,154	1,12,274
Depreciation and amortization expense		5,94,467	4,52,591
Other expenses	29	90,20,301	96,07,894
Total expenses (IV)		2,11,73,523	2,12,60,230
V Profit/(loss) before exceptional items and tax (I- IV)		(19,18,631)	(24,92,951)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		(19,18,631)	(24,92,951)
VIII Tax expense:			
(1) Current tax		-	-
(2) Tax adjustment for earlier Year		-	17,40,249
(2) Deferred tax		(1,10,164)	(2,44,751)
IX Profit (Loss) for the period (VII-VIII)		(18,08,467)	(39,88,449)
XI Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
Gain / (Loss) arising on Defined Employee Benefits		(96,647)	(2,18,196)
Gain / (Loss) arising on fair valuation of Investment		88,99,757	1,69,23,648
(ii) Income tax relating to items that will not be reclassified to profit or loss		26,492	(78,483)
XII Total Comprehensive Income for the period (IX+XI)		70,21,135	1,26,38,520
(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
XIII Earnings per equity share			
(1) Basic		(0.45)	(1.00)
(2) Diluted		(0.45)	(1.00)

Significant Accounting Policies and Notes forming part of accounts

The notes referred to above are an integral part of these financial statements

As per our report of even date

For Agiwal & Associates

Chartered Accountants

(F.R.N.000181N)

For & on behalf of the Board

P.C.Agiwal

Partner

Membership No. 080475

Place: New Delhi

Date : 28/05/2018

T. B. Gupta

Managing Director

DIN: 00106181

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Director

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R.C. Pandey

Company Secretary

PAN: AJRPP6072H

M.S. Siddiqui

Chief Financial Officer

PAN: DKXPS9663D

SOUTH ASIAN ENTERPRISES LTD.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018 Amount (In Rs.)

31 March 2018	
No. of Shares	Rupees

(a) Equity Share Capital

40,00,000 Equity Shares of Rs. 10/- each issued, subscribed and fully paid

At 1 April 2016	4,00,00,000	3,99,90,500
Issue of Share Capital	-	-
At 1 April 2017	4,00,00,000	3,99,90,500
Issue of Share Capital	-	-
At 31 March 2018	4,00,00,000	3,99,90,500

(b) Other equity

For the year ended 31 March 2018

PARTICULARS	Reserves and surplus			Other Comprehensive Income		Total
	General Reserve	Securities Premium Account	Retained Earning	FVTOCI reserve	Remeasurement of Defined Benefits	
As at April 01, 2016	1,84,89,145	5,99,71,500	(1,57,89,469)	(5,16,10,935)	(1,02,019)	1,09,58,222
Profit for the period	-	-	(39,88,449)	-	-	(39,88,449)
Other Comprehensive Income	-	-	-	1,66,26,969	-	1,66,26,969
Total Comprehensive Income	1,84,89,145	5,99,71,500	(1,97,77,918)	(3,49,83,966)	(1,02,019)	2,35,96,742
Cash Dividend	-	-	-	-	-	-
Redemption premium	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
Transfer to Molasses Fund	-	-	-	-	-	-
Issued	-	-	-	-	-	-
Transfer from general reserve	-	-	-	-	-	-
At March 31, 2017	1,84,89,145	5,99,71,500	(1,97,77,918)	(3,49,83,966)	(1,02,019)	2,35,96,742
Profit for the period	-	-	(18,80,227)	-	-	(18,80,227)
Other Comprehensive Income	-	-	-	85,77,937	3,20,215	88,98,152
Total Comprehensive Income	1,84,89,145	5,99,71,500	(2,16,58,145)	(2,64,06,029)	2,18,196	3,06,14,667
Cash Dividend	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-
At March 31, 2018	1,84,89,145	5,99,71,500	(2,16,58,145)	(2,64,06,029)	2,18,196	3,06,14,667

As per our report of even date

For Agiwal & Associates

Chartered Accountants

(F.R.N.000181N)

For & on behalf of the Board

P.C.Agiwal

Partner

Membership No. 080475

Place: New Delhi

Date : 28/05/2018

T. B. Gupta
Managing Director
DIN: 00106181

M.P. Mehrotra
Director
DIN:00016768

R.C. Pandey
Company Secretary
PAN: AJRPP6072H

M.S. Siddiqui
Chief Financial Officer
PAN: DKXPS9663D

SOUTH ASIAN ENTERPRISES LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Amount (in Rs.)

	As at 31.03.2018	As at 31.03.2017
A. Cash Flow from Operating Activities		
Net Profit before Tax	(19,18,631)	(24,92,951)
Other Comprehensive Income before Tax	<u>88,03,110</u>	<u>1,67,85,271</u>
	68,84,479	1,42,92,320
Adjustments for:-		
Dividend Income	(3,216)	(1,600)
Depreciation	5,94,467	4,52,591
Interest Income	(6,61,757)	(6,75,679)
Finance Cost	<u>1,29,315</u>	<u>1,12,274</u>
	58,809	(1,12,414)
Operating Profit before Working Capital Changes	69,43,288	1,41,79,906
Adjustments for:		
Decrease/ (Increase) in Inventories	5,80,326	(11,48,038)
Other financial assets	9,05,105	65,29,268
Trade Payable	2,12,555	32,673
Trade Receivable	(21,10,749)	2,47,389
Other financial liabilities	(68,793)	78,793
Other current liabilities	(78,742)	3,44,171
Non current Asset	694	(6,715)
Provision for Employee Benefits	5,065	1,81,511
Other current assets	<u>18,10,744</u>	<u>(20,23,522)</u>
	12,56,205	42,35,530
Cash Generated from Operations	81,99,493	1,84,15,436
Tax paid	<u>(80,791)</u>	<u>(15,55,703)</u>
Net Cash generate / (used in) Operating Activities	81,18,702	1,68,59,733
B. Cash Flow from Investing Activities		
Additions in Fixed Assets	(9,28,637)	(1,18,109)
Investment	(89,22,477)	(1,69,23,648)
Dividend Income	3,216	1,600
Interest Received	6,61,757	6,75,679
Investment in bank deposits (having original maturity for more than 3 months)	-	1,48,000
Net Cash generated / (used in) Investing Activities	(91,86,142)	(1,62,16,478)
C. Cash Flow from Financing Activities		
Interest paid	(1,29,315)	(1,12,274)
Financial Assets	<u>43,988</u>	<u>56,665</u>
Net Cash generated/ (used in) Financing Activities	(85,327)	(55,609)
Net increase/ (decrease) in Cash & Cash Equivalents	(11,52,767)	5,87,646
Cash & Cash Equivalents at the beginning of the year	(5,05,723)	(81,923)
Cash & Cash Equivalents at the end of the year	(16,58,490)	(5,05,723)

Note:

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' set out in the Accounting Standard 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

2 Cash & Cash Equivalents as above	2,14,789	1,69,597
Current Account	2,65,029	3,82,806
Overdraft	(21,38,308)	(10,58,126)
Cash and Bank balances as per Note 11	<u>(16,58,490)</u>	<u>(5,05,723)</u>

As per our report of even date

Significant Accounting Policies and Notes forming part of accounts

As per our report of even date

For Agiwal & Associates

Chartered Accountants
(F.R.N.000181N)

For & on behalf of the Board

P.C.Agiwal
Partner
Membership No. 080475

T. B. Gupta
Managing Director
DIN: 00106181

M.P. Mehrotra
Director
DIN:00016768

R.C. Pandey
Company Secretary
PAN: AJRPP6072H

M.S. Siddiqui
Chief Financial Officer
PAN: DKXPS9663D

Place: New Delhi
Date : 28/05/2018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2018.

1 Corporate Information :

South Asian Enterprises Limited is a public limited company incorporated in 1991 and domiciled in India. The registered office of the Company is situated at K-Block, Kidwai Nagar, Kanpur (U.P.) The Company's shares are listed on the BSE Ltd. The Company is engaged to run amusement parks and other activities including trading in earthing and lightning protection systems.

2 Significant Accounting Policies

2.1 Statement of Compliance with Ind AS

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1st April, 2016 with restatement of previous year figures presented in this financial statements. Accordingly, the financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company has adopted all the applicable Ind AS and the adoption was carried out in accordance with Ind AS-101 First time adoption of Indian Accounting Standards.

The transition was carried out from Generally Accepted Accounting Principles in India which comprised of applicable Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India (ICAI), relevant applicable provisions of the Companies Act, 1956, and the Companies Act, 2013 to the extent applicable and the applicable guidelines issued by the Securities and Exchange Board of India (SEBI) ("Previous GAAP").

These financial statements for the year ended 31st March, 2018 are the first financial statements of the Company prepared in accordance with Ind AS. The date of transition to Ind AS is 1st April, 2016.

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are approved for issue by the Board of Directors has been considered in preparing these financial statements.

2.2 Basis of Preparation of Financial Statements

These financial statements are prepared on the accrual basis of accounting, under the historical cost convention except for the following:

- i) Certain financial assets and financial liabilities measured at fair value; and
- ii) Defined benefits plan - plan assets measured at fair value.

There is no change in the system of accounting as being consistently followed from earlier years unless otherwise stated

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time between procurement of raw material and realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.3 Use of Estimates

The preparation of the Financial Statements in conformity with GAPP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the period. Management believes that the estimates made in the preparation of the financial statements are prudent and reliable. Actual results might differ from the estimates. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

2.4 Property, plant and equipment (PPE) and Capital work-in-progress (CWIP)

Transition to Ind AS

The Company has elected to continue with carrying value of all Property, plant and equipment and Capital work-in-progress (CWIP) under the previous GAAP as deemed cost as at the transition date i.e. 1st April, 2016.

Under the previous GAAP, Property, plant and equipment were stated at their original cost (net of accumulated depreciation and impairment) adjusted by revaluation of certain assets.

The Property, plant and equipment (PPE) and Capital work-in-progress (CWIP) are stated at cost net of cenvat credit and/or at revalued price less accumulated depreciation and Accumulated Impairment.

Interest on borrowings used to finance the construction of qualifying assets are capitalized as part of the cost of the asset until such time that the asset is ready for its intended use.

Depreciation on Property, plant and equipment (PPE) is provided on written down value method as prescribed under Part C of Schedule II to the Companies Act, 2013. The additional depreciation, on increase in cost on account of revaluation, is transferred to Retained Earnings from Revaluation Reserve and is thus not charged to statement of Profit & Loss of the year.

Useful life of assets are considered on the basis of schedule-II of Companies Act 2013.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Each item of PPE individually costing Rs.5,000/- or less is depreciated fully in the year of their put to use.

Depreciation/amortization on assets added, sold or discarded during the year is provided on pro-rata basis.

2.5 Intangible assets (Computer Software)

Transition to Ind AS:

The Company has elected to continue with carrying value of computer software under the previous GAAP, as deemed cost as at the transition date i.e. 1st

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

April, 2016. Under the previous GAAP, computer software was stated at their original cost (net of accumulated amortization and accumulated impairment, if any).

Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.

Intangible assets: Computer software is amortized over a period of four years.

2.6 Revenue Recognition and Expenses

- (i) Revenue is recognized to the extent it is probable that economic benefits would flow to the Company and the revenue can be reliably measured, regardless of when the revenue proceeds is received from customers.
- (ii) Revenue is measured at the fair value of the consideration received/receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.
- (iii) Revenue from the sale of products is recognized when the property in goods is transferred to the buyer for a consideration. Revenue from service transaction is recognized as the service is performed.
- (iv) All other Income are accounted for on accrual basis.

2.7 Expenses

- (i) All expenses are accounted for on accrual basis.

2.8 Inventory

- a) Cost of inventory comprises of purchase price, cost of conversion and other cost that have been incurred in bringing the inventories to their respective present location and condition. Interest costs are not included in value of inventory.

Inventories are valued as under:

Finished Goods are carried at lower of cost or net realizable value. Cost of finished goods is determined following first in first out method.

2.9 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided by the management after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

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

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

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

2.10 Financial instruments

Financial assets and financial liabilities are recognised in the Balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

Financial assets

Initial recognition and measurement

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- 1) At amortised cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value except in case of investment in subsidiary carried at deemed cost and associate carried at cost.

Deemed cost is the carrying amount under the previous GAAP as at the transition date i.e. 1st April, 2016. Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Company may make an irrevocable election to present in OCI subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognised as gain or loss to the extent it arises from change in input to valuation technique. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI.

There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

2.11 Employees Benefits**(i) Short term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short term employee benefits to be paid in exchange for employee services are recognized as an expense as the related service is rendered by employees.

(ii) Post employment benefits**Defined contribution plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The company makes specified monthly contributions towards provident fund. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized in the other comprehensive income.

(ii) Long term employment benefits

The Company's net obligation in respect of long-term employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)**(iv) Compensated absences**

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss for the year in which the related service is rendered.

(v) Estimation of Defined benefit obligations

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the actuary considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

2.12 Borrowing Costs

Borrowing costs attributable to the qualifying assets are capitalized up to the period such assets are ready for the intended use and commenced commercial production. All other borrowing cost is charged to the Statement of Profit & Loss in the period in which they are incurred.

2.13 Foreign Currency Transactions and Translations

- a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Monetary items denominated in foreign currency at the year end are translated at year end rates.
- b) Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- c) In respect of monetary items which are covered by forward exchange contracts, the difference between the year end and the rate on the date of contract is recognized as exchange difference and the premium on such forward contracts is recognized over the life of the forward contract.
- d) The exchange differences arising on settlement/translation are recognized in the Statement of Profit and Loss.

2.14 Taxes on Income**(a) Current Tax**

Tax on income for the current period is determined on the basis of taxable income computed in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which give future economic benefit in the form of adjustment to future income tax liability is considered as an asset to the extent there is convincing evidence that the company will pay normal income tax.

(b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of an asset or liability in a transaction (other than a business combination) affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognised for the carry forward of unused tax losses and unused tax credit to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. 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. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised on all taxable temporary differences.

2.15 Impairment of Non-financial Assets

- (i) No financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.
- (ii) An impairment loss is recognised for the amount by which the assets' carrying amount exceeds its recoverable amount, costs of disposal and value in use.
- (iii) For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or group of assets (cash generating units).
- (iv) Non financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of the each reporting period.

2.16 Leases

Assets acquired as leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit & Loss on accrual basis.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)**2.17 Provisions, Contingent Liabilities and Contingent Assets**

- (i) Provision is recognized in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable.
- (ii) Provision is recognized in the accounts in respect of present probable obligations, the amount of which can be reliably estimated.
- (iii) Provisions are not recognised for future operating losses.
- (iv) Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.
- (v) A contingent asset is not recognized in the financial statements.
- (vi) Provisions and contingent liabilities are reviewed at each balance sheet date.

2.18 Segment Reporting**Primary Segment**

Based on the guiding principles given in the Ind AS-108 "Segment Reporting" issued by ICAI, the Company's segments are running of amusement parks and trading in earthing & lightning protection systems.

Revenue and expenses have been accounted for on the basis of their relationship to the operating activities of the respective segment.

Segment Identification

Business segments have been identified on the basis of the nature of products/ services, the risk return profile of individual business, the organizational structure and the internal reporting system of the company.

The operating segments are reported after taken into consideration of aggregation criteria and quantitative threshold as mentioned in Para 12 and 13 of Ind AS 108.

Excise duty in respect of finished goods held in stock has been accounted for at the end of the year and is included in the value of closing stock.

2.19 Earnings Per Share

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

2.20 Cash and Cash Equivalents

Cash and cash equivalents Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Company's cash management.

2.21 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing flows. The cash flows operating, investing and financing activities of the company are segregated.

2.22 Investment Property:

An investment property shall be measured initially at its cost. Transaction costs shall be included in the initial measurement.

The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure. Directly attributable expenditure includes, for example, professional fees for legal services, property transfer taxes and other transaction costs.

Cost model after initial recognition, an entity shall measure all of its investment properties in accordance with Ind AS 16's requirements for cost model, other than those that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations. Investment properties that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) shall be measured in accordance with Ind AS 105.

When measuring the fair value of investment property in accordance with Ind AS 113, an entity shall ensure that the fair value reflects, among other things, rental income from current leases and other assumptions that market participants would use when pricing investment property under current market conditions.

This Standard requires all entities to measure the fair value of investment property, for the purpose of disclosure even though they are required to follow the cost model. An entity is encouraged, but not required, to measure the fair value of investment property on the basis of a valuation by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being value.

2.23 Estimated fair value of unlisted securities

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined using valuation techniques including the net assets value (NAV) model. The Group uses its judgment to select a variety of method / methods and make assumptions that are mainly based on market conditions existing at the end of each financial year. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.25 Insurance claims and liquidated damages

Insurance claims are accounted as and when admitted/settled. Subsequent changes in value, if any, are provided for.

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

Amount (in Rs.)

Note 2: Fixed Assets

Description	Plant and Machinery	Building	Vehicle	Furniture & Fixtures	Office Equipment	Computers	Total
Balance as at 01 April 2016	1,75,54,481	85,79,133	1,00,845	6,66,433	5,94,072	2,07,029	2,77,01,993
Additions	-	-	-	-	-	-	-
Deduction	-	-	-	-	-	-	-
Balance as at 31 March 2017	1,75,54,481	85,79,133	1,00,845	6,66,433	5,94,072	2,07,029	2,77,01,993
Balance as at 01 April 2017	1,75,93,856	85,79,133	1,00,845	6,66,433	6,41,831	2,38,004	2,78,20,102
Additions	7,51,746	-	48,826	-	86,940	41,125	9,28,637
Deduction	-	-	-	-	-	-	-
Balance as at 31 March 2018	1,83,45,602	85,79,133	1,49,671	6,66,433	7,28,771	2,79,129	2,87,48,739
Depreciation & Impairment							
Balance as at 01 April 2016	1,68,40,015	71,95,659	80,364	6,66,433	5,52,922	2,07,029	2,55,42,422
Depreciation for the year	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-
Deduction	-	-	-	-	-	-	-
Balance as at 31 March 2017	1,68,40,015	71,95,659	80,364	6,66,433	5,52,922	2,07,029	2,55,42,422
Balance as at 01 April 2017	1,70,37,072	74,16,475	1,00,845	6,66,433	5,78,449	2,16,220	2,60,15,494
Depreciation for the year	3,26,263	2,20,816	1,855	-	28,509	17,024	5,94,467
Adjustments	-	-	-	-	-	-	-
Balance as at 31 March 2018	1,73,63,335	76,37,291	1,02,700	6,66,433	6,06,958	2,33,244	2,66,09,961
Net block							
As at 31st March 2016	714,466	1,383,474	20,481	-	41,150	-	21,59,571
As at 31st March 2017	5,56,784	11,62,658	-	-	63,382	21,784	18,04,608
As at 31st March 2018	9,82,267	9,41,842	-	-	1,21,813	45,885	21,38,778

Amount (in Rs.)

Particulars	31 March 2018	31 March 2017	01 April 2016
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Note 3

Investment in Property (Real Estate) (At Cost)

	3,00,000	3,00,000	3,00,000
Investment in Land and Building	Total	3,00,000	3,00,000

Note 4

Loan

Unsecured

Considered Good

Security Deposit (MCK)	40,000	40,000	40,000
Security Deposit for Telephone	5,300	5,300	5,300
Security Deposit (LESU)	15,000	15,000	15,000
Security Deposit KESCO (KNP)	20,000	2,750	2,750
Security Deposit Rent (LKO)	2,750	63,988	-
Total	83,050	1,27,038	63,050

Note 5

Investment in entities

A - Non trade -At cost-Fully paid up

I-(QUOTED)

Investment in Equity Instruments of Other entities

5 (P.Y. 1) Equity Shares of Rs.2/- each (P.Y. Rs.10 each) of Bank of Baroda	712	865	764
237 Equity Shares of Rs.10/- each of Tata Steel Limited	1,35,339	96,540	63,550
25 PP Equity Shares of Rs.10/- each of Tata Steel Limited	3,514	-	-
500 Equity Shares of Rs.5/- each of Reliance Mediaworks Ltd	1	1	1
220 Equity Shares of Rs.10/- each of Reliance Industries Limited	95,348	1,45,299	1,13,790
Total (A)	2,34,914	2,42,705	1,78,105

II- UNQUOTED

50,000 Equity Shares of Rs.10/- each of Indhra Dhan Agro Products Ltd.	-	-	-
15,00,000 Equity Shares of Rs.10/- each of Hotline Electronics Ltd.	-	-	-
10,00,000 Equity Shares of Rs.10/- each of VLS Capital Ltd.*	5,16,27,825	4,26,97,557	2,58,38,509
35,000 Equity Shares of Rs.100/- each of Alok Fintrade (P) Ltd.	16,93,750	16,93,750	16,93,750
Total (B)	5,33,21,575	4,43,91,307	2,75,32,259
Total Non-Current Investment (A+B)	5,35,56,489	4,46,34,012	2,77,10,364

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

Amount (in Rs.)

Particulars	31 March 2018	31 March 2017	01 April 2016
Note 6			
Other Financial Assets			
SAEL Group Gratuity Scheme	14,391	15,668	17,922
Fixed Deposit with maturity more than 12 months	2,50,000	16,50,000	81,51,807
Total	2,64,391	16,65,668	81,69,729
Note 7			
Non current Asset			
Deferred Cost Towards Staff Loan	6,861	7,555	840
Total	6,861	7,555	840
Note 8			
Inventories			
Stock in Trade	39,68,056	45,48,382	34,00,344
Music album	1	1	1
Total	39,68,057	45,48,383	34,00,345
Note 9			
Loan			
Security Deposit- FA & CAO.E.Co. Railway- Kota	-	-	17,770
Security Deposit- FA & CAO.E.Co. Railway- Kolkata	-	-	9,4850
Security Deposit- Atomic Energy	-	-	8,033
Total	-	-	1,20,653
Note 10			
Trade Receivable			
(Unsecured, considered good)			
Debts outstanding for a period exceeding 6 months from the date they are due for payment	3,13,611	1,14,599	86,184
Less: Provision made for doubtful debts	47,734	47,734	47,734
Others	50,82,051	31,70,314	34,46,118
Total	53,47,928	32,37,179	34,84,568
Note 11			
Cash & Bank Balances			
Cash and Cash Equivalents			
Cash on hand	2,14,789	1,69,597	1,82,975
Balance with Bank			
In current account	2,65,029	3,82,806	3,52,682
Total	4,79,818	5,52,403	5,35,657
Note 11A			
Bank Balances			
Deposit with bank held as margin money for Bank Gurantee	6,94,000	6,94,000	5,46,000
Deposit with Bank against short term borrowing	66,15,312	66,15,312	66,15,312
Grand Total	73,09,312	73,09,312	71,61,312
Note 12			
Other Financial Assets			
Interest Accrued on FDR	8,59,829	3,63,656	3,88,863
Total	8,59,829	3,63,656	3,88,863

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

Particulars	31 March 2018	31 March 2017	01 April 2016
Amount (in Rs.)			
Note 13			
Current Assets (Net)			
Income Tax Receivable	2,65,337	1,84,546	-
Total	2,65,337	1,84,546	-

Tax Reconciliation

(a) Income tax expense:

The major components of income tax expenses for the year ended March 31, 2018 and March 31, 2017 are as follows:

(i) Profit or loss section

Particulars	31 March 2018	31 March 2017
Amount (in Rs.)		
Current tax expense	-	17,40,249
Deferred tax expense	(1,10,164)	(2,44,751)
Total income tax expense recognised in statement of Profit & Loss	(1,10,164)	14,95,498
(ii) OCI Section		
Net (gain) on remeasurement of defined benefit plans	(2,18,196)	(96,647)
Unrealised (gain)/loss on FVTOCI equity securities	-	-
Income tax charged to OCI	(2,18,196)	(96,647)
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2018 and 31 March 2017:		
Accounting profit before tax from continuing operations	(19,18,631)	(24,92,951)
Accounting profit before tax from discontinuing operations	-	-
Accounting profit before income tax	(19,18,631)	(24,92,951)
At India's statutory income tax rate of xx% (31 March 2018: xx%)	-	-
Adjustments in respect of current income tax of previous years	-	-
<i>Non-deductible expenses for tax purposes:</i>		
Other non-deductible expenses	-	-
Depreciation as provided under the provisions	3,99,634	3,54,205
Bonus	1,57,501	1,72,076
Provision for Leave Encashment / Gratuity	5,065	1,81,511
At the effective income tax rate of xx% (31 March 2017: xx%)	-	-
Income tax expense reported in the statement of profit and loss	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Details of income tax assets and liabilities as of 31st March, 2018, 31st March 2017 and 1st April, 2016 are as follows:

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Amount (in Rs.)			
Income Tax Assets	2,65,337	1,84,546	-
Current income tax liabilities	-	-	2,87,016
Net Current Income Tax Assets/(Liabilities) at the end	2,65,337	1,84,546	(2,87,016)

Note 14

Other current assets

Prepaid Expenses	2,76,701	3,42,648	2,78,759
Advance to staff	53,639	117,251	12,160
Other	1,73,357	16,55,624	-
Capital Advances	-	1,98,918	-
Total	5,03,697	23,14,441	2,90,919

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

Amount (in Rs.)

Particulars	31 March 2018	31 March 2017	01 April 2016
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Note 15

Share Capital

Authorised

50,00,000 Equity Shares of Rs.10/- each

	5,00,00,000	5,00,00,000	5,00,00,000
Total	5,00,00,000	5,00,00,000	5,00,00,000

Issued, Subscribed & Called Up Capital

Issued, Subscribed & Paid up

40,00,000 Equity Shares of Rs.10/- each

(i) Less: Calls-in -Arrears-by others

	4,00,00,000	4,00,00,000	4,00,00,000
(i)	9,500	9,500	9,500
Total	3,99,90,500	3,99,90,500	3,99,90,500

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting year

	31 March 2018		31 March 2017		01 April 2016	
	No. of Shares	Rupees	No. of Shares	Rupees	No. of Shares	Rupees
Equity Shares						
At the beginning of the year	40,00,000	3,99,90,500	40,00,000	3,99,90,500	40,00,000	3,99,90,500
Issued during the year	-	-	-	-	-	-
(ii) Outstanding at the end of the year	40,00,000	3,99,90,500	40,00,000	3,99,90,500	40,00,000	3,99,90,500

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

	31 March 2018		31 March 2017		1 April 2016	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
VLS Capital Ltd.*	23,84,289	59.61	23,84,289	59.61	23,84,289	59.61
The Dhampur Sugar Mills Ltd.	2,50,000	6.25	2,50,000	6.25	2,50,000	6.25

d. Details of shares held by Holding Company

23,84,289 (Previous Year 23,84,289) Equity Shares held by VLS Capital Limited*

*Holding Company since 03.02.2015

Note 16

Other Equity

Particulars	Amount in Rs.
Security premium reserve	
At 01 April 2016	5,99,71,500
Changes during the period	-
At 31 March 2017	5,99,71,500
Changes during the period	-
Closing balance 31.03.2018	5,99,71,500
General reserve	
At 01 April 2016	1,84,89,145
Changes during the period	-
At 31 March 2017	1,84,89,145
Changes during the period	-
Closing balance 31.03.2018	1,84,89,145
Fixed Asset Revaluation Reserve	
At 01 April 2016	-
Changes during the period	-
At 31 March 2017	-
Changes during the period	-
Closing balance 31.03.2018	-
Retained earnings	
At 01 April 2016	(1,58,91,488)
Change during the period	(39,88,449)
At 31 March 2017	(1,98,79,937)
Change during the period	(18,80,227)
Closing balance 31.03.2018	(2,17,60,164)
Other comprehensive reserves	
At 01 April 2016	(5,16,10,935)
Change during the period	1,66,26,969
At 31 March 2017	(3,49,83,966)
Change during the period	88,98,152
Closing balance 31.03.2018	(2,60,85,814)
TOTAL	3,06,14,667

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..) Amount (in Rs.)

Particulars	31 March 2018	31 March 2017	01 April 2016
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Note 17

Long Term Provisions

Provision for Employees Benefits	3,28,512	3,23,447	1,41,936
Total	3,28,512	3,23,447	1,41,936

Note 18

Deferred Tax

a. Deferred Tax Liabilities			
- Depreciation on Fixed Assets	1,85,429	3,34,468	4,61,780
Ind As Impact	13,308	13,308	-
b. Deferred Tax Assets			
- Employee Benefits	82,987	96,614	43,858
- Provision for bad & doubtful debts	12,292	14,258	14,750
- Ind AS Impact	37,151	37,151	37,151
Net Deferred Tax Liabilities	66,307	1,99,753	3,66,021

	As at 01 April 2016	Provided during the year	As at 31 March 2017	Provided during the year	As at 31 March 2018
Deferred tax liability:					
Related to Fixed Assets (Depreciation)	461,780	(1,27,312)	3,34,468	(1,49,039)	1,85,429
Revaluations of FVTOCI investments to fair value	-	13,308	13,308	-	13,308
Others	-	-	-	-	-
Total deferred tax liability (A)	461,780	(1,14,004)	3,47,776	(1,49,039)	1,98,737
Deferred tax assets:					
Carry forward Business Loss / Unabsorbed Depreciation	-	52,264	52,264	(15,593)	36,671
43B Disallowances etc.	-	-	-	-	-
Others	-	-	-	-	-
Provision for Bad & Doubtful Debts	14,750	-	14,750	-	14,750
Provision for leave encashment	43,858	-	43,858	-	43,858
Revaluations of FVTOCI investments to fair value	37,151	-	37,151	-	37,151
Total deferred tax assets (B)	95,759	52,264	1,48,023	(15,593)	1,32,430
Deferred Tax Liability (Net) (A - B)	366,021	(1,66,268)	1,99,753	(1,33,446)	66,307

Particulars	31 March 2018	31 March 2017	01 April 2016
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Note 19

Secured Working Capital Loans from Banks*

*Secured against Pledge of Fixed Deposit	21,38,308	10,58,126	6,17,580
Total	21,38,308	10,58,126	6,17,580

Note 20

Trade Payables

Micro, Small and Medium Enterprises	-	-	-
Trade Payables	5,65,336	3,52,781	3,20,108
Total	5,65,336	3,52,781	3,20,108

Note 21

Other Financial Liabilities

Others Payables to staffs	-	78,793	-
Security Deposits	39,000	29,000	29,000
Total	39,000	1,07,793	29,000

Note 22

Current Liabilities

Advance from customer	37,447	3,25,655	7,360
Statutory dues	5,02,342	2,06,995	1,89,419
Liability for Expenses	8,01,128	8,87,009	8,78,709
Total	13,40,917	14,19,659	10,75,488

Note 23

Current Tax Liabilities (Net)

Advance Income Tax and Tax Deducted as source (Less: Provision for Taxation Rs.Nil (P.Y. Nil)	-	-	2,87,016
Total	-	-	2,87,016

SOUTH ASIAN ENTERPRISES LTD.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)		Amount (in Rs.)	
Particulars	31 March 2018	31 March 2017	
Note 24			
Revenue From Operations			
Park Receipts	44,67,560	50,19,833	
Sales (Traded Goods)	1,27,81,328	1,22,31,205	
Income from Installation, Erection & Supervision	12,71,493	6,66,690	
Total	1,85,20,381	1,79,17,728	
Note 25			
Other Income			
Interest on fixed deposit	6,61,757	6,75,679	
Dividend Income - non trade-non current investments	3,216	1,600	
Income from Advertisement	30,000	-	
Miscellaneous Income	29,944	1,68,079	
Interest on Staff loans	6,861	4,193	
Excess Provision written back	2,733	-	
Total	7,34,511	8,49,551	
Note 26			
Change in inventories of Stock in Trade			
Stock -in - Trade			
At the beginning of financial year	45,48,383	34,00,345	
At the end of financial year	39,68,057	45,48,383	
Net ((Increase)/Decrease)	580,326	(11,48,038)	
Note 27			
Employee Benefits Expenses			
Salaries and Wages	40,61,029	39,73,446	
Staff Welfare Expenses	1,79,601	3,02,202	
Contribution to Provident and other Funds	6,56,542	8,61,952	
Total	48,97,172	51,37,600	
Note 28			
Finance Costs			
Interest on overdraft with Bank	1,29,315	112,274	
Interest on Others	10,839	-	
Total	1,40,154	1,12,274	
Note 29			
Other Expenses			
Repair & Maintenance:			
- Building	28,950	1,76,611	
- Machinery	1,10,743	1,07,338	
- Others	47,486	59,768	
Power and Fuel	5,57,989	6,16,469	
Lease Rent & Hire Charges	12,68,510	12,33,913	
Park Running & Maintenance	2,12,416	3,07,698	
Rent	42,000	1,98,000	
Rates & Taxes	2,72,082	2,09,189	
Consultation & Professional Charges	18,54,889	18,06,988	
Postage & Telephone	1,17,033	2,83,755	
Advertising & Selling Expenses	1,08,858	1,90,991	
Travelling Expenses	5,29,728	7,35,459	
Director's Sitting Fee	2,86,000	3,32,000	
Auditor's Remuneration			
- Statutory Audit	25,000	22,500	
- Tax Audit	15,000	12,500	
- For expenses	24,113	22,031	
Insurance Charges	17,984	14,087	
Miscellaneous Expenses	7,57,667	8,91,234	
Freight - Inward/Outward	3,70,053	3,22,472	
Installation & Supervision Expenses	17,42,515	17,13,425	
Bank Charges	18,878	63,026	
Rebate and Discount	-	2,76,463	
Loss of Sale of Asset	-	11,977	
Miscellaneous Balance Written Off	-	-	
Film Production Expenses	6,12,405	-	
Total	90,20,301	96,07,894	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

30.1 Explanation of transition to Ind AS

These financial statements, for the year ended 31st March, 2018, are the first financial statements, the Company has prepared in accordance with Ind AS. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ended 31st March, 2018, together with the comparative figures for the year ended 31st March, 2017, as described in the summary of significant accounting policies.

In preparing these financial statements, the Company's opening balance sheet was prepared as at 1st April, 2016, i.e. the date of transition to Ind AS.

This note explains the principal adjustments made by the Company and an explanation on how the transition from the previous GAAP to Ind AS has affected its financial statements, including the Balance Sheet as at 1st April, 2016 and the financial statements for the year ended 31st March, 2017. Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from the previous GAAP to Ind AS:

- (a) The Company has elected to continue with carrying value of all Property, plant and equipment under the previous GAAP as deemed cost as at the transition date i.e. 1st April, 2016. Under the previous GAAP, Property, plant and equipment were stated at their original cost (net of accumulated depreciation, amortization and impairment), if any, adjusted by revaluation of certain assets.
- (c) The Company has elected to continue with the carrying value of Capital work in progress as recognized under the previous GAAP as deemed cost as at the transition date.
- (d) The Company has elected to continue with the carrying value for intangible assets (computer software) as recognized under the previous GAAP as deemed cost as at the transition date. Under the previous GAAP, Computer Software was stated at its original cost, net of accumulated amortization.
- (e) Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements for embedded leases based on conditions in place as at the date of transition.
- (g) Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'FVTOCI' on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly, the Company has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed as at the date of transition to Ind AS. However, since, the fair valuation has been done based on level 3 inputs, difference in fair value and cost as on the date of transition has been deferred and has been considered and shown as "Deferred gain on changes in fair value of financial assets" under Other Non-Current Liabilities.
- (h) The estimates as at 1st April, 2016 and as at 31st March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).
- (i) The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Under the previous GAAP, there is no mandatory standard that deals with hedge accounting, which has resulted in the adoption of varying practices. The Company has not applied for hedge accounting on or after the transition date.
- (j) Ind AS 101 requires the de-recognition requirements of Ind AS 109 to be applied prospectively to transactions occurring on or after the date of transition. Therefore, the Company has not recognized financial assets and liabilities under Ind AS which were derecognized under the previous GAAP as a result of a transaction that occurred before the date of transition
- (k) The Company has applied the requirements in Ind AS 109 and Ind AS 20 prospectively to government loans existing as at the date of transition to Ind AS.

30.2 Financial risk management objectives and policies

The Company's principal financial liability includes Borrowings, Trade payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include Trade receivables, Cash and cash equivalents and other financial assets that derive directly from its operations. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviewed policies for managing each of these risks, which are summarized below:

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings obligations with floating interest rates but the financial implication is not material.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency denominated payables on account of import and receivables of export value but the financial implication is not material.

(iii) Regulatory risk

There is no regulatory risk in the business operations of the company.

(iv) Commodity price risk

Prices of commodity are subject to fluctuation. The earthing material price is subject to some fluctuation but it is not a regular feature. Its prices are more or less stable. The Company mitigates this risk by properly planning of stock in hand and sale orders.

(v) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company has a follow up policy in place with parties, thereby the credit default risk is significantly mitigated.

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The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date. Financial assets are written off when there is no reasonable expectation of recovery, however, the Company continues to attempt to recover the receivables. Where recoveries are made, these are recognized in the Statement of Profit and Loss.

(vi) Trade receivables

Trade receivables are non-interest bearing and are generally on credit terms of 3 to 60 days. An impairment analysis is performed at each balance sheet date on an individual basis for major clients.

(vii) Liquidity Risk

Liquidity risk refers to the probability of loss arising from a situation where there will not be enough cash and/or cash equivalents to meet the needs of depositors and borrowers, sale of illiquid assets will yield less than their fair value and illiquid assets will not be sold at the desired time due to lack of buyers. The primary objective of liquidity management is to provide for sufficient cash and cash equivalents at all times and any place in the world to enable us to meet our payment obligations. Amount due from party are recovered in time there by liquidity risk is significantly minimized.

30.3 Earnings per Share Ind AS 33

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

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

The following reflects the income and share data used in the basic and diluted EPS computation.

Particulars	Year Ended	
	31.03.2018	31.03.2017
Profit attributable to equity holders of the Company:		
Continuing operations	70,21,135	1,26,38,520
Profit attributable to equity holders for basic earnings	-	-
Dilution effect	-	-
Profit attributable to equity holders adjusted for dilution effect	70,21,135	1,26,38,520
Weighted Average number of equity shares used for computing Earning Per Share (Basic & Diluted) *	40,00,000	40,00,000
Earnings Per Share (Basic & Diluted)	(0.45)	(1.00)

30.4 Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.Nil (Previous Year Rs.18,828/- & Nil).

30.5 Contingent liabilities in respect of:

Counter Guarantee given against Bank Guarantees – Rs.6,94,000/- (Previous Year- Rs.6,94,000/-& Rs.5,46,000/-)

30.6 Related Party Disclosure: Ind AS 24

Following are the related parties:

Holding Company	:	VLS Capital Ltd.
Others	:	VLS Finance Ltd.
Key Managerial Personnel:	-	Shri T. B. Gupta (Managing Director)
	-	Shri M. S. Siddiqui (Chief Financial Officer)
	-	Shri Ramesh Chandra Pandey (Company Secretary)

Summary of transactions with the above related parties is as follows:

Particulars	Holding Company			Key Managerial Personnel		
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Remuneration to KMP	-	-	-	Rs.9,15,655/-	Rs.8,83,503/-	Rs.7,83,000/-
No. of equity shares of Rs.10/- each fully paid up held in the company	23,84,289	23,84,289	23,84,289	-	-	-
Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Advertisement Charges	5,75,000/-	-	-	-	-	-
S.No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016		
a	Investment in the equity shares of Rs.10/- each fully paid up of Holding Company	10,00,000	10,00,000	10,00,000		

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NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd..)

30.7 Operating Leases:Ind AS 17

The Company has taken Land on lease for setting up parks from Local Development Authorities. The lease rental expense under such operating leases is Rs.12,70,448/- (Previous Year Rs.12,33,913/- & Rs.11,90,415/-). Future minimum lease payments on non-cancellable lease agreements as at 31.03.2018 are as follows:

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
Not later than 1 year	12,90,807/-	12,54,480/-	12,19,883/-
Later than 1 year and not later than 5 years	19,20,926/-	30,24,236/-	40,91,219/-
Later than 5 years and above	1,72,703/-	3,60,200/-	5,47,698/-
Total	33,84,437/-	46,38,916/-	58,58,800/-

30.8 Segment Reporting:Ind AS 108

Based on the guiding principles given in the Ind AS-108 "Segment Reporting" issued by ICAI, the management has identified the Company's segments as running of amusement parks and trading in earthing & lightning protection systems.

(Amount in Rs.)

Particulars	2017 – 2018	2016 – 2017	01.04.2016
Segment Revenue			
a) Entertainment	44,67,560	50,19,833	50,59,960
b) Trading	1,40,52,821	1,28,97,895	1,70,34,149
c) Others	7,34,511	8,49,551	16,00,936
Total	1,92,54,892	1,87,67,279	2,36,95,045
Segment Results			
Profit/ (Loss) before interest and tax			
a) Entertainment	(40,86,614)	(29,26,404)	(36,24,464)
b) Trading	15,73,626	(3,03,824)	44,83,071
c) Others	7,34,511	8,49,551	16,00,936
Total Profit/ (Loss) before interest and tax	(17,78,477)	(23,80,677)	24,59,543
Less: Interest	1,40,154	1,12,274	1,06,310
Other Un-allocable expenditure net off	-	-	-
Net Profit before Tax	(19,18,631)	(24,92,951)	23,53,233
Less/(Add) : Taxes expenses (credits)	(1,10,164)	14,95,498	7,95,495
Net Profit after Tax	(18,08,467)	(39,88,449)	15,57,738
Segment Assets			
a) Entertainment	6,47,73,563	5,82,05,252	4,59,34,306
b) Trading	1,00,09,984	85,43,549	75,51,565
c) Others	3,00,000	3,00,000	3,00,000
Total Assets	7,50,83,547	6,70,48,801	5,37,85,871
Segment Liabilities			
a) Entertainment	14,38,963	14,16,407	13,96,304
b) Trading	29,73,110	18,45,399	10,74,824
c) Others	Nil	Nil	Nil
Total Liabilities	44,12,073	32,61,806	24,71,128

Information pertaining to major Customers

S. No.	Party Name	Amount in Rs.
1	Uppal Housing P. Ltd.	27,74,021/-
2	Delhi Metro Rail Corporation Ltd.	21,26,668/-

30.9 The management has technically appraised the recoverable amount of the cash generating assets being used at its amusement parks and is of the opinion that considering the future cash flow expected to arise, impairment loss is NIL on assets as required by the Indian Accounting Standard -36 on "Impairment on Assets" issued by the Institute of Chartered Accountants of India (ICAI) is sufficient and no further provision is required.

30.10 The company has contributed to PF and ESI Rs.4,15,083/-(31.03.2017 Rs.3,67,011/- and 01.04.2016 Rs.2,96,669/-).

Defined benefit plan

Long term employee benefits in the form of gratuity and leave encashment are considered as defined benefit plan

The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the balance sheet date. The amount of defined benefits recognized in the balance sheet represent the present value of obligation as adjusted for unrecognized past service cost as reduced

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by the fair value of plan assets. In accordance with the Ind AS-19, actuarial valuation was done in respect of gratuity and leave encashment defined benefits plans and details of the same are given below:

Actuarial Assumptions	Gratuity As at 31.03.2018	Gratuity As at 31.03.2017	Leave Encashment As at 31.03.2018	Leave Encashment As at 31.03.2017
Discount rate (per annum)	7.75%	7.50%	7.75%	7.50%
Future salary increase	5.00%	5.00%	5.00%	5.00%
Expected rate of return on plan assets	7.75%	7.50%	0%	0%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
I. Expenses recognized in statement of profit and loss				
Current service cost	89,372	1,04,268	4509	5,875
Interest cost	1,38,053	1,09,903	8739	10,645
Expected return on plan assets	(1,21,725)	(79,821)	—	—
Net expenses recognized	1,05,700	1,34,350	13,248	16,520
II. Net liability/(assets) recognized in the balance sheet at the year end				
Present value of obligation at the end of period	15,17,594	17,81,326	92,647	1,12,764
Fair value of the plan asset at the end of period	14,92,412	15,70,643	—	—
Funded status [(surplus)/(deficit)]	(25,182)	(2,10,683)	(92,647)	(1,12,764)
Net asset/(liability) as at 31st March, 2018	(25,182)	(2,10,683)	(92,647)	(1,12,764)
III. Change in present value of obligation during the year				
Present value of obligation at the beginning of period	17,81,326	14,65,375	1,12,764	1,41,936
Current service cost	89,372	1,04,268	4509	5,875
Interest cost	1,38,053	1,09,903	8739	10,645
Benefits paid	(3,89,716)	(2,00,481)	(17,384)	—
Actuarial loss/ (gain) on obligations	(1,01,441)	3,02,261	(15,981)	(45,692)
Present value of obligation at the year end	15,17,594	17,81,326	92,647	1,12,764
IV. Change in present value of fair value of plan assets				
Fair value of plan assets as at the beginning of period	15,70,643	10,64,276	—	—
Expected return on plan assets	1,21,725	79,821	—	—
Contributions	2,10,535	5,88,655	—	—
Benefits paid	(3,89,716)	(2,00,481)	—	—
Actuarial loss/ (gain)	(20,775)	38,373	—	—
Fair value of plan assets at the year end	14,92,412	15,70,644	—	—
V. Present Benefit Obligation at the end of the year				
Current Liability (Amount due within one year)	3,53,233	8,31,395	4,208	33,244
Non-Current Liability (Amount due over one year)	11,64,361	9,49,931	88,439	79,520

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 03/31/2018
Defined Benefit Obligation (Base)	15,17,594 @ Salary Increase Rate : 5%, and discount rate :7.75%
Liability with x% increase in Discount Rate	14,47,948; x=1.00% [Change (5)%]
Liability with x% decrease in Discount Rate	15,94,531; x=1.00% [Change 5%]
Liability with x% increase in Salary Growth Rate	15,95,863; x=1.00% [Change 5%]
Liability with x% decrease in Salary Growth Rate	14,45,570; x=1.00% [Change (5)%]
Liability with x% increase in Withdrawal Rate	15,26,457; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	15,07,909; x=1.00% [Change (1)%]

30.11 (a) Value of Imports calculated on CIF basis:

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
CIF Value of Import (Stock-in-Trade)	1,94,190/-	8,75,794/-	10,20,350/-

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(b) **Earnings in Foreign Exchange:**

Particulars	As at	As at	As at
	31.03.2018	31.03.2017	01.04.2016
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
FOB Value of Export (Stock-in-Trade)	21,68,733/-	15,36,985/-	Nil
Freight on Sale in India	17,700/-	44,900/-	Nil
Courier Charges on Sale	7,032/-	5,123/-	Nil
Total	21,93,465/-	15,87,008/-	Nil

30.12 In the absence of necessary information with the company, relating to the registration status of suppliers under the micro, small and medium enterprises development ACT, 2006, the information required under the said act could not be compiled and disclosed.

30.13 The Company has become the subsidiary company of VLS Capital Ltd. w.e.f.03.02.2015. In terms of Section 19 of Companies Act, 2013 voting rights of shares, if any, held by subsidiary in Holding Company prior to becoming subsidiary stand frozen from the date it becomes subsidiary. The company holds 10,00,000 equity shares of Rs.10/- each of its holding company viz. VLS Capital Ltd., prior to the company became subsidiary of VLS Capital Ltd.

30.14 Details of Investments made pursuant to requirements of Section 186(4) of the Companies Act, 2013 are given in Note No.5.

30.15 Park receipts of Rs.44,67,560/- (31.03.2017 Rs.50,19,833/- and 01.04.2016 Rs.50,59,960/-) is net off of entertainment tax of Rs.3,70,750/- (31.03.2017 Rs.14,47,526/- and 01.04.2016 Rs.14,48,562/-) & Service Tax, Swachh Bharat Cess & Krishi Kalyan Cess of Rs.1,66,386/- (31.03.2017 Rs.5,66,648/- and 01.04.2016 Rs.4,45,869/-) & GST Rs.8,92,512/- (31.03.2017 Rs.Nil and 01.04.2016 Rs.Nil).

30.16 Capital Management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 3% and 10%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short term deposits.

Particulars	31 March 2018	31 March 2017	01 April 2016
Borrowings	21,38,308	10,58,126	6,17,580
Other Liabilities	17,08,429	18,50,899	12,46,424
Trade and other payables	5,65,336	3,52,781	3,20,108
Less: Cash and short term deposits	(4,79,818)	(5,52,403)	(5,35,657)
Net debts	39,32,255	27,09,403	16,48,455
Equity	3,99,90,500	3,99,90,500	3,99,90,500
Other Equity	3,06,14,667	2,35,96,742	1,09,58,222
Total Capital	7,06,05,167	6,35,87,242	5,09,48,722
Capital and net debt	7,45,37,421	6,62,96,645	5,25,97,177
Gearing ratio (%)	5.28%	4.09%	3.13%

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

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

30.17 Fair value

i) Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying Value			Fair Value		
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Financial assets						
<u>FVOCI financial instruments:</u>	-	-	-	-	-	-
Unquoted equity shares	4,43,91,307	2,75,32,259	7,90,00,000	5,33,21,575	4,43,91,307	2,75,32,259
Quoted equity Shares	2,65,425	1,78,105	35,8450	2,34,913	2,42,705	1,78,105
Total	4,46,56,732	2,77,10,364	7,93,58,450	5,35,56,488	4,46,34,012	2,77,10,364

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Particulars	Carrying Value			Fair Value		
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Financial liabilities						
<u>Obligation under finance lease</u>	-	-	-	-	-	-
<u>Fixed rate borrowings</u>	-	-	-	-	-	-
<u>Floating rate borrowings</u>	-	-	-	-	-	-

- a) The management assessed that cash and cash equivalents, other bank balances, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.
- b) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
- c) Long-term fixed-rate and variable-rate receivables/Borrowings are evaluated by the company based on parameters such as interest Rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- d) Non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- e) The fair values of the unquoted equity shares have been estimated using a net asset value method.
- f) The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2018 was assessed to be insignificant.
- ii) **Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2018:

(Amount in Rs.)

	Date of valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value					
FVOCI financial					
FVOCI financial instruments:					
Unquoted equity shares	31-Mar-18	5,33,21,575	-	-	5,33,21,575
Quoted Equity Shares	31-Mar-18	2,34,913	2,34,913	-	-

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2017:

	Date of valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value					
FVOCI financial					
FVOCI financial instruments:					
Unquoted equity shares	31-Mar-17	4,43,91,307	-	-	4,43,91,307
Quoted Equity Shares	31-Mar-17	2,42,705	2,42,705	-	-

Quantitative disclosures fair value measurement hierarchy for assets as at 1April 2016:

	Date of valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value					
FVOCI financial					
FVOCI financial instruments:					
Unquoted equity shares	01-April-16	2,75,32,259	-	-	2,75,32,259
Quoted Equity Shares	01-April-16	1,78,105	1,78,105	-	-

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iii) **Description of significant unobservable inputs to valuation:**

The significant unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 March 2018, 31 March 2017 and 1 April 2016 are as shown below

S. No.	Description	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
1	FVTOCI assets in unquoted equity shares	Net Asset Value	-	-	-

30.18 Quoted shares (Reliance Mediaworks Ltd) are not traded in the stock exchanges since 28/04/2014, the total cost has been taken as Rs.1/-

30.19 The tenure of the lease are as under:

S. No.	Particulars
1	Shahar Fort lease is expiring on 06/03/2024
2	Kanpur Park lease is expiring on 28/01/2021
3	Lucknow Park lease is expiring on 16/09/2019

30.20 Reconciliation of Equity as at 01.04.2016 & 31.03.2017 is given here under:

Reconciliation of equity as at 01.04.2016

Amount in Rs.

Particulars	Footnote	Previous GAAP	Adjustment	Ind As
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment		21,59,571	-	21,59,571
(b) Capital work-in-progress				
(c) Other Intangible assets				
(d) Investment in property(leasehold)	A	2,08,42,255	(2,05,42,255)	3,00,000
(e) Financial Assets				
(i) Loans		63,050	-	63,050
(ii) Investment	B	7,93,58,450	(5,16,48,086)	2,77,10,364
(iii) Other financial assets		81,69,729		81,69,729
(f) Other non-current assets		840	-	840
		11,05,93,895	(7,21,90,341)	3,84,03,554
(2) Current assets				
(a) Inventories		34,00,345	-	34,00,345
(b) Financial Assets				
(i) Loan		1,20,653	-	1,20,653
(i) Trade Receivable		34,84,568	-	34,84,568
(ii) Cash and cash equivalents		5,35,657	-	5,35,657
(iii) Bank balances other than (i) above		71,61,312	-	71,61,312
(iv) Other Financial assets		3,88,863	-	3,88,863
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		2,90,919	-	2,90,919
		1,53,82,317	-	1,53,82,317
Total Assets		12,59,76,212	(7,21,90,341)	5,37,85,871
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital		3,99,90,500	-	3,99,90,500
(b) Other Equity		8,31,11,412	(7,21,53,190)	1,09,58,222
		12,31,01,912	(7,21,53,190)	5,09,48,722
LIABILITIES				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(b) Provisions		1,41,936	-	1,41,936
(c) Deferred tax liabilities (Net)		4,03,172	37,151	3,66,021
(d) Other non-current liabilities		-	-	-
		5,45,108	37,151	5,07,957
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		6,17,580	-	6,17,580
(ii) Trade payables		3,20,108	-	3,20,108
(iii) Other financial liabilities		29,000	-	29,000
(b) Other current liabilities		10,75,488	-	10,75,488
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		2,87,016	-	2,87,016
		23,29,192	-	23,29,192
Total Equity and Liabilities		12,59,76,212	(7,21,90,341)	5,37,85,871

A Impairment of Investment property

Impairment loss on remeasurement of Investment property as per IND-As 36 accounted for and adjusted with equity as on 01.04.2016.

B Investment in equity instruments

Under the previous GAAP investment in equity instruments were classified as long term investment or current investment based on the intended holding period and reliability. The Company accounted for long term investments in equity shares as investment measured at cost less provision for other than temporary diminution in the value of its, if any.

Under Ind AS, the Company has the option to designate such investment either as FVTPCI or FVTPL investments at the transition date.

C Deferred Tax

Previous GAAP required deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the year. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which were not required under the previous GAAP. The various transitional adjustments lead to temporary differences and consequently deferred tax adjustments have been recognized in correlation to the underlying transaction in retained earnings.

Reconciliation of equity as at 31.03.2017

Amount in Rs.

Particulars	Foot note No	Previous GAAP	Adjustment	Ind As
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment		18,04,608	-	18,04,608
(b) Capital work-in-progress		-	-	-
(c) Other Intangible assets		-	-	-
(d) Investment in property		3,00,000	-	3,00,000
(e) Financial Assets				
(i) Loans		1,27,038	-	1,27,038
(ii) Investment	A	2,77,10,364	1,69,23,648	4,46,34,012
(iii) Other financial assets		16,65,668	-	16,65,668
(f) Other non-current assets		-	-	-
(g) Non current Asset(Net)		7,555	-	7,555
		3,16,15,233	1,69,23,648	4,85,38,881
(2) Current assets				
(a) Inventories		45,48,383	-	45,48,383
(b) Financial Assets				
(i) Trade Receivable		32,37,179	-	32,37,179
(ii) Cash and cash equivalents		5,52,403	-	5,52,403
(iii) Bank balances other than (i) above		73,09,312	-	73,09,312
(iv) Other Financial assets		3,63,656	-	3,63,656
(c) Current Tax Assets (Net)		1,84,546	-	1,84,546
(d) Other current assets		23,14,441	-	23,14,441
		1,85,09,920	-	1,85,09,920
Total Assets		5,01,25,153	1,69,23,648	6,70,48,801
EQUITY AND LIABILITIES Equity				
(a) Equity Share capital		3,99,90,500	-	3,99,90,500
(b) Other Equity		66,86,402	1,69,10,340	2,35,96,742
		4,66,76,902	1,69,10,340	6,35,87,242
LIABILITIES				
(1) Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(b) Provisions		3,23,447	-	3,23,447
(c) Deferred tax liabilities (Net)	B	1,86,445	13,308	1,99,753
(d) Other non-current liabilities		-	-	-
		5,09,892	13,308	5,23,200
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		10,58,126	-	10,58,126
(ii) Trade payables		3,52,781	-	3,52,781
(iii) Other financial liabilities		1,07,793	-	1,07,793
(b) Other current liabilities		14,19,659	-	14,19,659
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		-	-	-
		29,38,359	-	29,38,359
Total Equity and Liabilities		5,01,25,153	1,69,23,648	6,70,48,801

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A Investment in equity instruments

Under the previous GAAP, investment in equity instruments were classified as long term investment or current investment based on the intended holding period and reliability. The Company accounted for long term investments in equity shares as investment measured at cost less provision for other than temporary diminution in the value of its, if any.

Under Ind AS, the Company has the option to designate such investment either as FVTPCI or FVTPL investments at the transition date.

B Deferred Tax

Previous GAAP required deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the year. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which were not required under the previous GAAP. The various transitional adjustments lead to temporary differences and consequently deferred tax adjustments have been recognized in correlation to the underlying transaction in retained earnings.

Reconciliation of Statement of Profit & Loss for the Year Ended 31.03.2017

		Amount in Rs.		
Particulars	Foot note No.	Previous GAAP	Adjustment	Ind As
I Revenue From Operations		1,79,17,728	-	1,79,17,728
II Other Income		8,49,551	-	8,49,551
III Total Income (I+II)		1,87,67,279	-	1,87,67,279
IV EXPENSES				
Purchase of Stock-in-Trade		70,97,909	-	70,97,909
Changes in Inventories of Stock-in-Trade		(11,48,038)	-	(11,48,038)
Employee benefits expense	A	53,55,796	2,18,196	51,37,600
Finance costs		1,12,274	-	1,12,274
Depreciation and amortization expense		4,52,591	-	4,52,591
Other expenses		96,07,894	-	96,07,894
Total expenses (IV)		2,14,78,426	2,18,196	2,12,60,230
V Profit/(loss) before exceptional items and tax (I- IV)		(27,11,147)	2,18,196	(24,92,951)
VI Exceptional Items		-	-	-
VII Profit/(loss) before tax (V-VI)		(27,11,147)	2,18,196	(24,92,951)
VIII Tax expense:				
(1) Current tax		-	-	-
(2) Tax adjustment for earlier Year		17,40,249	-	17,40,249
(3) Deferred tax		(1,79,576)	65,175	(2,44,751)
IX Profit (Loss) for the period (VII-VIII)		(42,71,820)	-	(39,88,449)
XI Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss				
Gain / (Loss) arising on Defined Employee Benefits		-	(2,18,196)	(2,18,196)
B (i) Items that will be reclassified to profit or loss				
Gain or (Loss) arising on fair valuation of Investment	B	-	1,69,23,648	1,69,23,648
(ii) Income tax relating to items that will be reclassified to profit or loss		-	(78,483)	(78,483)
XII Total Comprehensive Income for the period (IX+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(42,71,820)	1,69,10,340	1,26,38,520
XIII Earnings per equity share				
(1) Basic		(1.07)		(1.00)
(2) Diluted		(1.07)		(1.00)

A Defined benefit liabilities

As under the previous GAAP and under Ind AS also, the Company continues to recognize costs related to its post-employment defined benefit plan on an actuarial basis. The entire cost, including actuarial gains and losses, was charged to the Statement of Profit and Loss. Under Ind AS, re-measurements of defined benefit plan are recognized in the Balance Sheet with a corresponding debit or credit to equity through Other Comprehensive Income (OCI). Re-measurement losses on defined benefit plans has been recognized in the OCI and related tax shown separately as at the year end. Under Ind AS, an entity is permitted to transfer amounts recognized in Other Comprehensive Income within equity. The Company has taken recourse of the said provision and has transferred all re-measurement costs to Retained earnings.

B Investment in equity instruments

Under the previous GAAP investment in equity instruments were classified as long term investment or current investment based on the intended holding period and reliability. The Company accounted for long term investments in equity shares as investment measured at cost less provision for

SOUTH ASIAN ENTERPRISES LTD.

other than temporary deminution in the value of its, if any.

Under Ind AS, the Company has the option to designate such investment either as FVTPCI or FVTPL investments at the transition date.

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

As per our report of even date

For Agiwal & Associates

Chartered Accountants

(F.R.N.000181N)

For & on behalf of the Board

P.C.Agiwal

Partner

Membership No. 080475

Place: New Delhi

Date : 28/05/2018

T. B. Gupta

Managing Director

DIN: 00106181

M.P. Mehrotra

Director

DIN:00016768

R.C. Pandey

Company Secretary

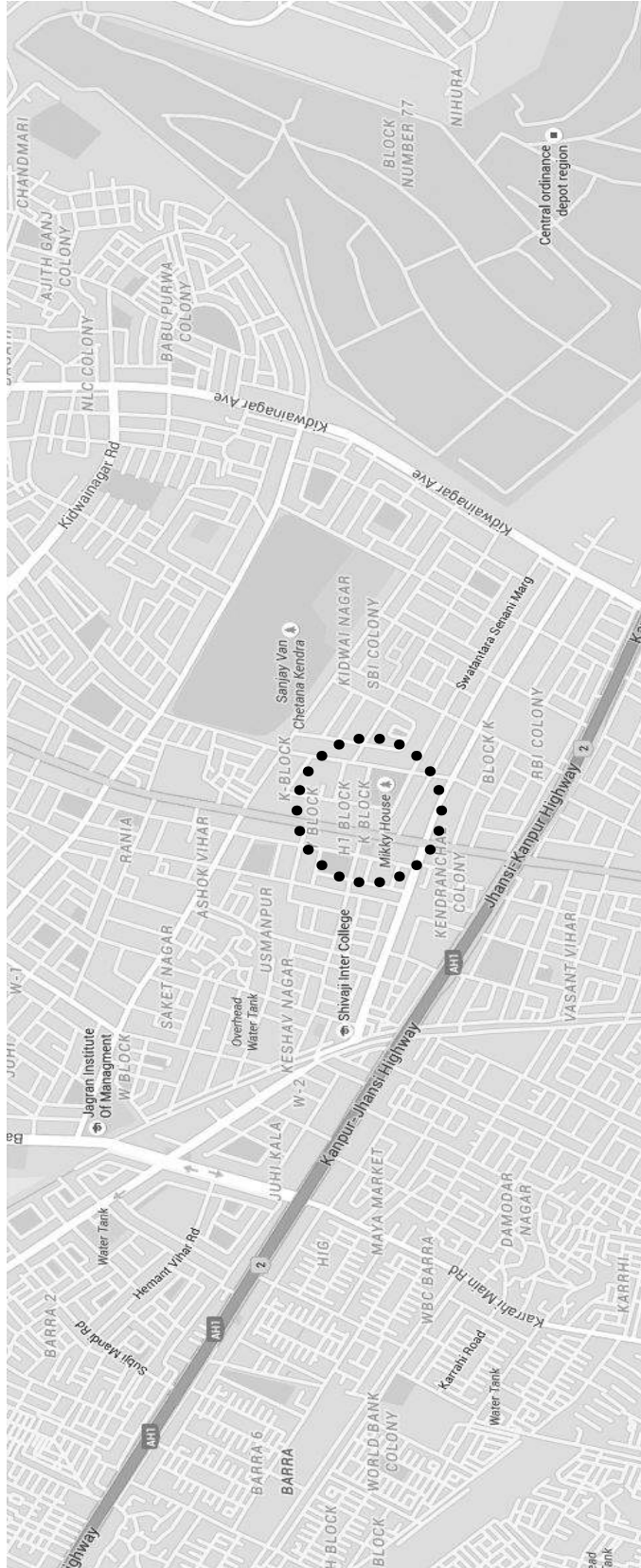
PAN: AJRPP6072H

M.S. Siddiqui

Chief Financial Officer

PAN: DKXPS9663D

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⋯⋯ Mikky House, K Block, Kidwai Nagar, Kanpur (U.P.)

SOUTH ASIAN ENTERPRISES LIMITED

CIN: L91990UP1990PLC011753

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.), Phone : 0512-2606859

Corporate Office: 2ndFloor, 13, Sant Nagar , East of Kailash, New Delhi-110065.

email: southasianenterprises@gmail.com, website: www.saeltd.com, Phone: 011-46656666, FAX: 011-46656699

ATTENDANCE CARD

29th Annual GENERAL MEETING
Saturday, the 15th day of September, 2018

NAME OF THE ATTENDING MEMBER(S) (IN BLOCK LETTERS)	
* Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF MEMBER)	

I hereby record my presence at the 29th Annual General Meeting of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) at 12.30 p.m. on Saturday, the 15th day of September, 2018.

* Applicable in case of shares held in physical form.

Member/Proxy Signature

NOTES:

1. Member/Proxy wishing to attend the meeting must present this card duly filled in at the Entrance of the Venue.
2. No Gift/Coupon or equivalent will be given to members who are present in the meeting.
3. For convenience of members, persons other than member/proxy will not be allowed inside the venue.

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