

## HIMALAYA GRANITES LIMITED

Regd. Office : Panchalam Village, Melpettai Post,  
Villupuram Dist., Tindivanam - 604 307, Tamilnadu, India.  
CIN : L13206TN1987PLC015161  
Telefax : 044-26693378  
E-mail : investors@hgl.co.in  
Website : www.hgl.co.in



## HIMALAYA GRANITES

HGL/2018-19  
September 25, 2018

### The Manager

BSE Limited  
Department of Corporate Services  
Floor 25, P. J. Towers, Dalal Street  
Mumbai - 400 001  
Fax No. 022-2272-3121/1278/1557/3354  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

BSE Scrip Code: 513723

### Sub: Annual Report for the Financial Year 2017-18

Dear Sir/ Madam,

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith a copy of Annual Report of the Company for the financial year 2017-18 duly approved and adopted by the Members of the Company, at the 30<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 24, 2018 at the Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamil Nadu – 604 307.

This is for your information and records.

Thanking You,  
Yours faithfully,

For HIMALAYA GRANITES LIMITED

  
HARIOM PANDEY  
COMPANY SECRETARY



Encl: As above

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# **ANNUAL REPORT 2017-18**

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**HIMALAYA GRANITES LIMITED**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Saurabh Mittal, Non-Executive Chairman  
Mr. Ramesh Kumar Haritwal, Managing Director & CEO  
Mr. Beni Gopal Saraf, Independent Director  
Mr. Mahesh Kumar Malpani, Independent Director  
Ms. Mathangi Ramanujam, Non-Executive Director

### AUDIT COMMITTEE

Mr. Mahesh Kumar Malpani, Chairman  
Mr. Ramesh Kumar Haritwal  
Mr. Beni Gopal Saraf

### NOMINATION & REMUNERATION COMMITTEE

Mr. Mahesh Kumar Malpani, Chairman  
Mr. Beni Gopal Saraf  
Ms. Mathangi Ramanujam

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Beni Gopal Saraf, Chairman  
Mr. Mahesh Kumar Malpani

### CHIEF FINANCIAL OFFICER

Mr. Jayasankar Ramalingam

### COMPANY SECRETARY

Mr. Hariom Pandey

### STATUTORY AUDITORS

M/s. S Mahendra & Co.  
Chartered Accountants  
615, Diamond Heritage  
16, Strand Road, Kolkata-700001

### REGISTERED OFFICE

Panchalam Village, Melpettai Post  
Tindivanam, Tamil Nadu - 604 307  
CIN: L13206TN1987PLC015161  
Telefax: 044-26693378  
Website: [www.hgl.co.in](http://www.hgl.co.in)  
Email: [investors@hgl.co.in](mailto:investors@hgl.co.in)

### REGISTRARS & SHARE TRANSFER AGENT

M/s. S. K. Infosolutions Pvt. Ltd.  
34/1A, Sudhir Chatterjee Street  
Kolkata - 700 006  
Phone: (033) 2219-4815/6797  
Fax: (033) 2219-4815

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**DIRECTORS' REPORT** for the Financial Year 2017-18

Dear Shareholders,

Your Directors have the pleasure in presenting the 30<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Financial Statements of the Company for the financial year ended March 31, 2018.

**1. FINANCIAL HIGHLIGHTS**

(Amount in ₹)

Particulars	2017-18	2016-17
Revenue from Operations	-	79,800
Other Income	73,76,349	70,27,511
Profit/(Loss) before Finance Cost, Depreciation & Amortization Expenses and Tax Expenses	(24,21,190)	(86,49,387)
Less : Finance Cost	-	-
Less : Depreciation & Amortization Expenses	12,68,883	14,80,740
<b>Profit/(loss) before tax</b>	<b>(36,90,073)</b>	<b>(1,01,30,127)</b>
Less : Provision for Taxation	-	-
<b>Profit/(loss) for the year</b>	<b>(36,90,073)</b>	<b>(1,01,30,127)</b>
Add : Other Comprehensive Income (Net of Taxes)	-	(1,37,353)
<b>Total Comprehensive Income (Net of Taxes)</b>	<b>(36,90,073)</b>	<b>(1,02,67,480)</b>
Balance brought forward from earlier years	(3,37,77,008)	(2,35,09,528)
<b>Balance carried to Balance Sheet</b>	<b>(3,74,67,081)</b>	<b>(3,37,77,008)</b>

**2. STATE OF AFFAIRS OF THE COMPANY AND FUTURE OUTLOOK**

During the year under review, your Company continued to let out part of its factory sheds and office space. The closure of the Company's unit has posed a challenge for the Company to resume operations. Your Directors are exploring alternate avenues to make the Company operative.

**3. DIVIDEND**

Considering the loss incurred in the current financial year and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

**4. SUBSIDIARIES AND ITS PERFORMANCE**

Your Company has no subsidiaries, Joint Venture or Associate Company during the year under review.

**5. TRANSFER TO GENERAL RESERVE**

In view of the accumulated losses, no transfer is proposed to the General Reserve.

**6. BOARD OF DIRECTORS**

Your Company has received declarations from all the Independent Directors viz. Mr. Mahesh Kumar Malpani [DIN: 02603222], Mr. Beni Gopal Saraf [DIN: 00267858] confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ramesh Kumar Haritwal [DIN: 01486666], Managing Director & CEO of the Company, will retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment. The Board recommends his re-appointment at the ensuing AGM.



During the financial year 2017-18, Mr. Pradip Manharlal Domadia, Independent Director of the Company resigned from the directorship of the Company and also from Nomination & Remuneration Committee of the Company effective from the close of business hours of January 02, 2018. There was no other change in the composition of Board of Directors of the Company. None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013.

## 7. CHANGES IN SHARE CAPITAL

During the year under review, there was no change in the Share Capital of the Company.

## 8. KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Jayasankar Ramalingam, was appointed as Chief Financial Officer and Whole-time Key Managerial Personnel (KMP) of the Company by the Audit Committee and Board of Directors at their meeting held on January 02, 2018 on the recommendation of Nomination & Remuneration Committee of the Company. There was no further appointment or resignation of Key Managerial Personnel (KMP) during the year under review.

As on March 31, 2018 the Company has the following Whole-time KMPs :

1. Mr. Ramesh Kumar Haritwal (Managing Director & CEO)
2. Mr. Jayasankar Ramalingam (Chief Financial Officer)
3. Mr. Hariom Pandey (Company Secretary)

## 9. MEETINGS OF THE BOARD

During the financial year 2017-18, six (6) meetings of the Board of Directors of the Company were held on April 10, 2017, May 30, 2017, August 12, 2017, November 14, 2017, January 02, 2018 and February 14, 2018. The composition of the Board of Directors and their attendances at the Board Meetings held during the financial year 2017-18 were as below:

Name of the Directors and Director Identification Number [DIN]	Category of Directorship	No. of Board Meetings	
		Held	Attended
Mr. Saurabh Mittal [DIN:00273917]	Non-Executive Chairman, Promoter Director	6	1
Mr. Ramesh Kumar Haritwal [DIN:01486666]	Managing Director & CEO	6	6
Mr. Beni Gopal Saraf [DIN:00267858]	Non-Executive - Independent Director	6	6
Mr. Mahesh Kumar Malpani [DIN:02603222]	Non-Executive - Independent Director	6	6
Mr. Pradip Manharlal Domadia [DIN:05292129]	Non- Executive - Independent Director	6	5*
Ms. Mathangi Ramanujam [DIN: 07095686]	Non-Executive Director	6	6

\* Mr. Pradip Manharlal Domadia, resigned from the Directorship of the Company with effect from close of business hours of January 02, 2018.

## 10. PERFORMANCE EVALUATION

Pursuant to the provisions of the Schedule IV and other relevant provisions of Companies Act, 2013 and Regulation 25(3) & (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors in their separate meeting held on March 31, 2018 have evaluated the performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timely flow of information between the Company's Management and the Board. The Nomination & Remuneration Committee has also carried out evaluation of performance of every Director of the Company. On the basis of evaluation made by the Independent Directors and the Nomination & Remuneration Committee and by way of individual and collective feedback from the Non-Independent Directors, the Board has



carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board as a whole and Committees of the Board.

The criteria for evaluation are outlined below :

**a. For Independent Directors:**

- Knowledge and Skills
- Professional conduct
- Duties, role and functions
- Compliance with Code of Business Ethics and Code of Conduct of the Company
- Rendering independent and unbiased opinion and judgements
- Attendance and active participation in meetings of Board and Committees of the Board and Members of the Company
- Assistance in implementing corporate governance practices
- Updation of skills and knowledge
- Information regarding external environment
- Raising of concerns, if any, to the Board
- Study of agenda in depth prior to Meeting
- Contribution towards the formulation and implementation of strategy for achieving the goals of the Company

**b. For Executive & Non-Executive Directors:**

- Performance as Team Leader/Member
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Professional Conduct and Integrity
- Sharing of Information with the Board
- Attendance and active participation in the Board and Committee of the Board and Meetings of Members of the Company
- Whether difference of opinion was voiced in the meeting
- Whether Executive Directors were able to answer the queries raised by Independent Directors
- Compliance with Code of Business Ethics and Code of Conduct of the Company
- Assistance in implementing corporate governance practices
- Independent view on key appointments and strategy formulation
- Review of integrity of financial information and risk management
- Updation of skills and knowledge
- Information regarding external environment
- Raising of concerns, if any, to the Board



- Assistance in formulation of statutory and non-statutory policies for the Company
- Ensures implementation of decisions of the Board
- Ensures compliance with applicable legal and regulatory requirements
- Alignment of Company's resources and budgets to the implementation of the organization's strategic plan
- Creativity and innovations in creating new products
- Understanding of the business and products of the Company

**c. For Committees of the Board:**

- Adequate and appropriate written terms of reference
- Volume of business handled by the committee set at the right level?
- Whether the committees work in an 'inclusive' manner
- Effectiveness of the Board's Committees with respect to their role, composition and their interaction with the Board
- Are the committees used to the best advantage in terms of management development, effective decision, etc.
- Attendance and active participation of each member in the meetings
- Review of the action taken reports and follows up thereon

**d. For Board of Directors as a whole:**

- Setting of clear performance objectives and how well it has performed against them
- Contribution to the testing and development and strategy
- Contribution to ensuring robust and effective risk management
- Composition of the Board and its committees appropriate with the right mix of knowledge and skills sufficient to maximize performance in the light of future strategy
- Effectiveness of inside and outside Board relationship
- Responding to the problems or crises that have emerged
- Relationship between Board and its Committees and between committees themselves
- Communication with employees and others
- Updation with latest developments in regulatory environments and the market in which the Company operates
- Role and functioning of the Board on the matters pertaining to financial reporting and internal controls
- Contribution of the Board for ensuring that the Company is adhere to the statutory and regulatory compliances as applicable to the Company.

The Directors expressed their satisfaction with the evaluation process.

## **11. AUDIT COMMITTEE**

As on March 31, 2018, the Audit Committee of the Company comprises of three members with two Independent Directors namely Mr. Mahesh Kumar Malpani (Chairman), Mr. Beni Gopal Saraf and one Executive Director namely Mr. Ramesh Kumar Haritwal, Managing Director & CEO as members. The Committee, *inter alia*, reviews the Internal



Control System and reports of Internal Auditors and compliance of various Regulations. The Committee also reviews the Financial Statements before they are placed before the Board. The brief terms of reference of the Committee and the details of the Committee meetings are provided herein below:

**Terms of reference for the Audit Committee :****Powers of Audit Committee**

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of Audit Committee**

The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;





10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as may be referred to by the Board or mandated by regulatory provisions from time to time.

#### **Review of information by Audit Committee**

1. The Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses;
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
  - f. Statement of deviations:
    - i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulations 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Meetings and attendance:**

During the financial year 2017-18, five (5) meetings of the Audit Committee were held on May 30, 2017, August 12,



2017, November 14, 2017, January 02, 2018 and February 14, 2018 and the attendances of the Committee Members were as under:

Name of the Committee Members	Category	No. of Meetings	
		Held	Attended
Mr. Mahesh Kumar Malpani	Non-Executive -Independent Director	5	5
Mr. Beni Gopal Saraf	Non-Executive -Independent Director	5	5
Mr. Ramesh Kumar Haritwal	Executive- Non- Promoter Director	5	5

## **12. NOMINATION AND REMUNERATION COMMITTEE**

As on March 31, 2018, the Nomination and Remuneration Committee of the Company comprises of three Directors namely Mr. Mahesh Kumar Malpani (Chairman), Mr. Beni Gopal Saraf and Ms. Mathangi Ramanujam as members of the Committee. The brief terms of reference of the Committee and the details of the Committee meetings are provided herein below:

### **Terms of reference for the Nomination and Remuneration Committee:**

1. To formulate criteria for:
  - a. determining qualifications, positive attributes and independence of a director;
  - b. evaluation of independent directors and the Board.
2. To devise and recommend policies on:
  - a. remuneration including any compensation related payments of the directors, key managerial personnel and other employees and recommend the same to the board of the Company;
  - b. board diversity laying out an optimum mix of executive, independent and non-independent directors keeping in mind the needs of the Company.
3. To identify persons who are qualified to:
  - a. become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
  - b. be appointed in senior management in accordance with the policies of the Company and recommend their appointment to the HR Department and to the Board.
4. To carry out evaluation of the performance of every director of the Company.
5. To express opinion to the Board that a director possesses the requisite qualification(s) for the practice of the profession in case the services to be rendered by a director are of professional nature.
6. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.

### **Meetings and attendance:**

During the financial year 2017-18, two (2) meetings of the Nomination & Remuneration Committee were held on



January 02, 2018 and March 31, 2018 and the attendances of the Committee Members were as under:

Name of the Committee Members	Category	No. of Meetings	
		Held	Attended
Mr. Pradip Manharlal Domadia	Non-Executive -Independent Director	2	1*
Mr. Mahesh Kumar Malpani	Non-Executive -Independent Director	2	2
Mr. Beni Gopal Saraf	Non-Executive -Independent Director	2	2
Ms. Mathangi Ramanujam	Non-Executive	2	1#

\* Mr. Pradip Manharlal Domadia, resigned from the Nomination & Remuneration Committee with effect from close of business hours of January 02, 2018.

#Ms. Mathangi Ramanujam appointed as member of Nomination & Remuneration Committee w.e.f. 02/01/2018.

### Summary on Nomination & Remuneration Policy of the Company

The Board of Directors has adopted the Remuneration Policy on the recommendation of the Nomination and Remuneration Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy applies to all the “Executives” of the Company and is valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter. In keeping with the provisions of Section 178, the remuneration structure of the Company comprises of fixed remuneration (including fixed supplements), performance-based remuneration (variable salary) such as pension schemes, where applicable, other benefits in kind and severance payment, where applicable, other benefits in kind and severance payment, where applicable. Further, the Policy states that the Non-Executive Directors and Independent Directors of the Company may receive remuneration only by way of fee and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the applicable law. Additionally, the Policy also lays down the overall selection criteria for the Executives of the Company which is based on broad heads such as competencies, capabilities, compatibility, strong interpersonal skills, commitment among others. The Policy also entitles Executives to a severance fee.

### 13. STAKEHOLDERS’ RELATIONSHIP COMMITTEE

As on March 31, 2018, the Stakeholders’ Relationship Committee of the Company consists of two Independent Directors namely Mr. Beni Gopal Saraf (Chairman) and Mr. Mahesh Kumar Malpani as member of the Committee. The brief terms of reference of the Committee and the details of the Committee meetings are provided herein below:

#### Terms of reference for the Stakeholder’s Relationship Committee:

- (i) To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
  - a. Transfer of shares,
  - b. Non-receipt of annual reports,
  - c. Non-receipt of declared dividend,
  - d. All such complaints directly concerning the shareholders / investors as stakeholders of the Company; and
  - e. Any such matters that may be considered necessary in relation to shareholders and investors of the Company.
- (ii) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (iii) To review and / or approve applications for transfer, transmission, transposition and mutation of share certificates including issue of duplicate certificates and new certificates on split / sub-division / consolidation / renewal and to deal with all related matters.



- (iv) To review and approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;
- (v) Appointment and fixing of remuneration of RTA and overseeing their performance;
- (vi) Review the status of the litigation(s) filed by/against the security holders of the Company;
- (vii) Review the status of claims received for unclaimed shares;
- (viii) Recommending measures for overall improvement in the quality of investor services;
- (ix) Monitoring implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (x) Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;
- (xi) Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time.

#### Meetings and attendance:

During the financial year 2017-18, one (1) meeting of Stakeholders' Relationship Committee was held on March 31, 2018 and the attendances of Committee Members were as under:

Name of the Committee members	Category	No. of meetings	
		Held	Attended
Mr. Beni Gopal Saraf	Non-executive - Independent Director	1	1
Mr. Mahesh Kumar Malpani	Non-executive - Independent Director	1	1

The table below gives the number of Shareholders Complaints received, resolved and pending during the financial year 2017-18.

#### Number of Complaints :

Received	Resolved	Pending
1	1	0

#### 14. INDEPENDENT DIRECTORS AND THEIR MEETING

As on March 31, 2018 there were two (2) Independent Directors in the Company as per following details:

Mr. Mahesh Kumar Malpani, [DIN:02603222]

Mr. Beni Gopal Saraf, [DIN:00267858]

During the year under review, one (1) meeting of Independent Directors was held on March 31, 2018, where all the Independent Directors of the Company were present.

#### 15. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a 'Whistle Blower Policy' to establish Vigil Mechanism for Directors and employees to report genuine concerns has been framed. The policy is revised from time to time to realign it with applicable regulations or organisations suitability. This policy provides a platform to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrong doing within the Company. The Company ensures that no personnel have been denied access to the Audit Committee.



## 16. RISK MANAGEMENT

The Company is taking necessary steps to identify, assess, monitor and mitigate various risks to key business objectives. Major risks to be identified by the business and functions, if any, would be systematically addressed through mitigating actions on a continuous basis.

## 17. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Directors had laid down internal financial controls procedures to be followed by the Company which ensure compliance with various policies, practices and statutes. The Audit Committee of the Board, from time to time, evaluated the internal financial control of the Company with regard to-

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

## 18. CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the compliance under Section 135 of the Companies Act, 2013 was not applicable to the Company. Further, considering the financial and other factors, your Company could not take any initiative in this regard.

## 19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Related party transactions that were entered into during the financial year 2017-18, were on arm's length basis and were in ordinary course of business. The particulars of material related party transactions which were entered into on arm's length basis are provided in Form AOC- 2 as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 which is annexed herewith as "Annexure-I". There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

## 20. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Directors state that:

- a) In preparation of the annual accounts for the financial year ended March 31, 2018, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such Accounting Policies as listed in Note 1 of Significant Accounting Policies to the Financial Statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on March 31, 2018 and of the profit of the Company for that period;



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

**21. MATERIAL CHANGES**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. March 31, 2018 and upto the date of this report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

**22. PUBLIC DEPOSITS**

During the period under review, the Company did not invite or accept any deposits from the public in terms of Chapter V of the Companies Act, 2013.

**23. LISTING OF SHARES**

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 513723. The Company confirms that the annual listing fees to the stock exchange for the financial year 2018-19 have been duly paid.

**24. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of loans granted, guarantees given and investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the financial statements of the Company forms part of this Annual Report.

**25. AUDITORS AND THEIR REPORT****(a) Statutory Auditors:**

In compliance with the Companies (Audit and Auditors) Rules, 2014 M/s. S Mahendra & Co., Chartered Accountants has been appointed as Statutory Auditors for a period of 5 (five) years, from the conclusion of 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting (AGM), as approved by the members at their 29<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2017.

**(b) Secretarial Auditors:**

The Board of Directors of the Company at their meeting held on February 14, 2018 appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., having office at 173, M.G. Road, 1<sup>st</sup> Floor, Kolkata-700007, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report in Form No. MR-3 for the financial year ended March 31, 2018 is annexed herewith as “Annexure-II”.

**(c) Cost Auditors:**

Your Company was not required to appoint Cost Auditor for the financial year ended March 31, 2018.

**(d) Internal Auditors:**

The Board of Directors has appointed M/s. AS & Associates, Cost Accountants, as Internal Auditors of the Company to carry out internal audit of the Company. The Audit Committee periodically reviews the Internal Audit report.



## 26. RESPONSE TO AUDITORS' REMARKS

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report and hence no explanation or comments of the Board is required in this matter.

There is no qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor in their Secretarial Audit Report.

## 27. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is provided in Form No. MGT- 9 as **"Annexure-III"** to this report.

## 28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Owing to closure of manufacturing facility of the Company, no step was taken by the Company towards Conservation of energy and Technology Absorption during the year under review. Further, there was no Foreign Exchange Earnings and outgo during the year under review.

## 29. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **"Annexure-IV"**.

## 30. FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

## 31. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There is no employee in the Company during the year under review except Directors and KMPs and hence the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 were not applicable to the Company.

## 32. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

During the period under review, there were no significant and material orders passed by any regulator /court /tribunal impacting the going concern status and the Company's operations in future.

## 33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the financial year 2017-18, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as a separate statement in the Annual Report.

## 34. NON-APPLICABILITY OF CORPORATE GOVERNANCE REPORT AS PER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding Corporate Governance Report, is not mandatory to your Company presently. In view of the same, the Corporate Governance Report is not provided in the Annual Report.

## 35. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **Nil**



- (b) Number of shareholders who approached the Company for transfer of shares from suspense account during the year: **Nil**
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: **Nil**
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **Nil**
- (e) The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **Not applicable**

**36. ACKNOWLEDGEMENT**

Your Directors place on record their sincere thanks and appreciation to financial institutions, vendors, clients, investors, Central Government, State Governments, other regulatory authorities and other stakeholders for their continuing support and Co-operation.

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

**Saurabh Mittal**  
**Non-Executive Chairman**  
[DIN: 00273917]

Place: New Delhi  
Date: May 30, 2018





## Annexure-I

## Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis are given below:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Greenlam Industries Limited (Mr. Saurabh Mittal is Common Director, and holding more than 2% of Paid-up share capital in both the Companies)	Agreement in respect of immovable property of the Company	For the period of 11 months w.e.f. August 01, 2016	Monthly Rent of ₹ 4,20,000/-	28 <sup>th</sup> May, 2016	Nil
		For the period of 11 months w.e.f. July 01, 2017	Monthly Rent of ₹ 4,41,000/-	30 <sup>th</sup> May, 2017	Nil

The Company has obtained approval of its Shareholders by passing Special Resolution at the 26th Annual General Meeting of the Company held on September 30, 2014, in respect of the above said transaction for the financial year 2014-15 or thereafter with an increase in rent by 5% every year.

For and on behalf of the Board of Directors

Place: New Delhi  
Date: May 30, 2018

Saurabh Mittal  
Non-Executive Chairman  
[DIN: 00273917]



## Annexure-II

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2018**

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

To  
The Members of  
**HIMALAYA GRANITES LIMITED**  
Panchalam Village,  
Melpettai Post, Tindivanam,  
TAMILNADU - 604 307

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- **(Not applicable to the Company during the period under review);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- **(Not applicable to the Company during the period under review);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **(Not applicable to the Company during the period under review);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **(Not applicable to the Company during the period under review);**
  - (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 to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- **(Not applicable to the Company during the period under review);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **(Not applicable to the Company during the period under review);**



(vi) Other Laws applicable specifically to the Company:

Due to the closure of the Company's unit the management confirms that there are no other Laws applicable specifically to the Company.

We 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 Agreements entered into by the Company with BSE Limited pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable.

**We report that** during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above. Mr. Jayasankar Ramalingam was appointed as Chief Financial Officer of the Company with effect from 2nd January, 2018 in Compliance with Section 203 of the Companies Act, 2013 and the rules made thereunder.

**We further report that** based on the information provided and the representation made by the Company taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable laws.

**We further report that** Compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

**We further report that:**

1. 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 and Committees of the Board that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes of the meeting duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

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

*for DKS & Co.*

Place: KOLKATA  
Date: 30th May, 2018

**DILIP KUMAR SARAWAGI**  
ACS: 13020 C. P. No.: 3090

**NOTE:**

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



**'Annexure A'**

To  
The Members of  
**HIMALAYA GRANITES LIMITED**  
Panchalam Village,  
Melpettai Post, Tindivanam,  
TAMILNADU - 604 307

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 audit reports based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

*for DKS & Co.*

Place: KOLKATA  
Date: 30th May, 2018

**DILIP KUMAR SARAWAGI**  
ACS: 13020 C. P. No.: 3090



## Annexure-III

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on March 31, 2018**

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

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L13206TN1987PLC015161
2	Registration Date	DECEMBER 11, 1987
3	Name of the Company	HIMALAYA GRANITES LIMITED
4	Category/Sub-category of the Company	Public Company limited by shares
5	Address of the Registered office & contact details	Panchalam Village, Melpettai Post, Tindivanam, Tamil Nadu-604 307 Phone No.: 011-42791399 Fax No.: 044-26693378 Website: <a href="http://www.hgl.co.in">www.hgl.co.in</a> Email: <a href="mailto:investors@hgl.co.in">investors@hgl.co.in</a>
6	Whether listed company	Yes, Listed at BSE Limited
7	Name, Address & contact details of the Registrar & Share Transfer Agent	S. K. Infosolutions Private Limited 34/1A, Sudhir Chatterjee Street Kolkata – 700 006 Phone No.: (033) 2219-4815/6797 Fax No.: (033) 2219-4815 Website: <a href="http://www.skcinfol.com">www.skcinfol.com</a> Email: <a href="mailto:skcdilip@gmail.com">skcdilip@gmail.com</a>

**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 (2008) of the Product/service	% to total turnover of the company*
1	Letting out of immovable properties	68100	70.89 %
2	Credit Granting	64920	28.50 %

\* Figures have been stated on the basis of the gross turnover of the Company.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company has no subsidiary, holding and associate Company during the year under review.



## IV. SHARE HOLDING PATTERN: [Equity Share Capital Breakup as percentage of Total Equity]

## A) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2017]				No. of Shares held at the end of the year [As on March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters &amp; Promoter Group</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1716950	-	1716950	74.11	1716950	-	1716950	74.11	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	100	-	100	0.00	100	-	100	0.00	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):-</b>	<b>1717050</b>	<b>-</b>	<b>1717050</b>	<b>74.11</b>	<b>1717050</b>	<b>-</b>	<b>1717050</b>	<b>74.11</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)= (A)(1) +(A)(2)</b>	<b>1717050</b>	<b>-</b>	<b>1717050</b>	<b>74.11</b>	<b>1717050</b>	<b>-</b>	<b>1717050</b>	<b>74.11</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2017]				No. of Shares held at the end of the year [As on March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	92195	3900	96095	4.15	143842	3900	147742	6.38	2.23
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	144422	76536	220958	9.54	146969	74526	221495	9.56	0.02
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	231629	-	231629	10.00	229647	-	229647	9.91	(2.25)
<b>c) Others</b>									
Non Resident Indians	750	-	750	0.03	750	-	750	0.03	0.00
Trust	50302	-	50302	2.17	100	-	100	0.00	0.00
Foreign Company	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>519298</b>	<b>80436</b>	<b>599734</b>	<b>25.89</b>	<b>521308</b>	<b>78426</b>	<b>599734</b>	<b>25.89</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>519298</b>	<b>80436</b>	<b>599734</b>	<b>25.89</b>	<b>521308</b>	<b>78426</b>	<b>599734</b>	<b>25.89</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2236348</b>	<b>80436</b>	<b>2316784</b>	<b>100.00</b>	<b>2238358</b>	<b>78426</b>	<b>2316784</b>	<b>100.00</b>	<b>0.00</b>

#### B) Shareholding of Promoters & Promoter Group

Sl. No.	Shareholders' Name	Category	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	Mr. Saurabh Mittal	Promoter	1647600	71.12	-	1647600	71.12	-	0.00
2	Mr. Shiv Prakash Mittal	Promoter	12500	0.54	-	12500	0.54	-	0.00
3	Mr. Rajesh Mittal	Promoter	-	-	-	-	-	-	-
4	Mr. Shobhan Mittal	Promoter	-	-	-	-	-	-	-
5	Ms. Karuna Mittal	Promoter Group	28750	1.24	-	28750	1.24	-	0.00
6	Ms. Parul Mittal	Promoter Group	28100	1.21	-	28100	1.21	-	0.00
7	Greenply Leasing & Finance Pvt. Ltd.	Promoter Group	100	0.00	-	100	0.00	-	0.00


**C) Change in Promoters & Promoter Group Shareholding**

Sl. No.	Particulars	Category	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	<b>Mr. Saurabh Mittal</b>	Promoter				
	At the beginning of the year		1647600	71.12	1647600	71.12
	Changes during the year		No Change during the year			
	At the end of the year				1647600	71.12
2	<b>Mr. Shiv Prakash Mittal</b>	Promoter				
	At the beginning of the year		12500	0.54	12500	0.54
	Changes during the year		No Change during the year			
	At the end of the year				12500	0.54
3	<b>Mr. Rajesh Mittal</b>	Promoter				
	At the beginning of the year		-	-	-	-
	Changes during the year		No Change during the year			
	At the end of the year				-	-
4	<b>Mr. Shobhan Mittal</b>	Promoter				
	At the beginning of the year		-	-	-	-
	Changes during the year		No Change during the year			
	At the end of the year				-	-
5	<b>Ms. Karuna Mittal</b>	Promoter Group				
	At the beginning of the year		28750	1.24	28750	1.24
	Changes during the year		No Change during the year			
	At the end of the year				28750	1.24
6	<b>Ms. Parul Mittal</b>	Promoter Group				
	At the beginning of the year		28100	1.21	28100	1.21
	Changes during the year		No Change during the year			
	At the end of the year				28100	1.21
7	<b>Greenply Leasing &amp; Finance Private Limited</b>	Promoter Group				
	At the beginning of the year		100	0.00	100	0.00
	Changes during the year		No Change during the year			
	At the end of the year				100	0.00

**D) Shareholding Pattern of top ten Shareholders:**

[Other than Directors, Promoters & Promoter Group and Holders of GDRs and ADRs]:

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>SUBRAMANIAN P</b>				
	At the beginning of the year	91990	3.97	91990	3.97
	Changes during the year	No Change during the year			
	At the end of the year			91990	3.97





Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	<b>SANJEEV KRISHNA BHALOTIA</b>				
	At the beginning of the year	72353	3.12	72353	3.12
	Changes during the year	No Change during the year			
	At the end of the year			72353	3.12
3	<b>MONET SECURITIES PRIVATE LIMITED</b>				
	At the beginning of the year	11867	0.51	11867	0.51
	Changes during the year:				
	Acquired 10000 Shares on 23.02.2018			21867	0.94
	Acquired 40259 Shares on 02.03.2018			62126	2.68
	At the end of the year			62126	2.68
4	<b>SANJEEV BUBNA</b>				
	At the beginning of the year	-	-	-	-
	Changes during the year				
	Acquired 50202 Shares on 07.07.2017			50202	2.16
	At the end of the year			50202	2.16
5	<b>USHA POLYCHEM INDIA PVT LTD</b>				
	At the beginning of the year	37849	1.63	37849	1.63
	Changes during the year	No Change during the year			
	At the end of the year			37849	1.63
6	<b>PLYLAM ENTERPRISES PVT. LTD.</b>				
	At the beginning of the year	20250	0.87	20250	0.87
	Changes during the year	No Change during the year			
	At the end of the year			20250	0.87
7	<b>ALKESH GULAB WADHWANI</b>				
	At the beginning of the year	15102	0.65	15102	0.65
	Changes during the year	No Change during the year			
	At the end of the year			15102	0.65
8	<b>M.PRASAD &amp; CO LIMITED</b>				
	At the beginning of the year	10400	0.45	10400	0.45
	Changes during the year:				
	Acquired 2000 Shares on 07.04.2017			12400	0.54
	Acquired 10000 Shares on 16.02.2018			22400	0.97
	Acquired 30184 Shares on 23.02.2018			52184	2.25
	Transferred 40184 Shares on 02.03.2018			12400	0.54
	At the end of the year			12400	0.54
9	<b>URMILA DEVI GUPTA</b>				
	At the beginning of the year	7120	0.31	7120	0.31
	Changes during the year:				
	Transferred 320 Shares on 14.04.2017			6800	0.29
	Acquired 200 Shares on 21.04.2017			7000	0.30
	Transferred 1040 Shares on 05.05.2017			5960	0.26
	Acquired 800 Shares on 12.05.2017			6760	0.29
	Acquired 465 Shares on 19.05.2017			7225	0.31



Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transferred 975 Shares on 17.11.2017			6250	0.27
	Transferred 50 Shares on 19.01.2018			6200	0.27
	At the end of the year			6200	0.27
10	<b>KISHAN KUMAR</b>				
	At the beginning of the year	5300	0.23	5300	0.23
	Changes during the year	No Change during the year			
	At the end of the year			5300	0.23

Note: The above dates of transfers/acquisitions are based on the weekly Benpose provided by the Depositories/ Registrar & Share Transfer Agent.

**E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Saurabh Mittal, Non-Executive Chairman</b>				
	At the beginning of the year	1647600	71.12	1647600	71.12
	Changes during the year	No Change during the year			
	At the end of the year			1647600	71.12
2.	<b>Mr. Ramesh Kumar Haritwal, Managing Director &amp; CEO</b>				
	At the beginning of the year	200	0.01	200	0.01
	Changes during the year	No Change during the year			
	At the end of the year			200	0.01
3.	<b>Mr. Mahesh Kumar Malpani, Independent Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year	No Change during the year			
	At the end of the year			Nil	Nil
4.	<b>Mr. Beni Gopal Saraf, Independent Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year	No Change during the year			
	At the end of the year			Nil	Nil
5.	<b>Ms. Mathangi Ramanujam, Non-Executive Director</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year	No Change during the year			
	At the end of the year			Nil	Nil
6.	<b>Mr. Hariom Pandey, Company Secretary</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year	No Change during the year			
	At the end of the year			Nil	Nil
7.	<b>Mr. Jayasankar Ramalingam, Chief Financial Officer</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Changes during the year	No Change during the year			
	At the end of the year			Nil	Nil

**V) INDEBTEDNESS:**

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

(Amount In ₹)

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

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(Amount In ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ramesh Kumar Haritwal, Managing Director & CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,23,360	16,23,360
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others	Nil	Nil
5	Others (Contribution to Provident Fund)	1,36,800	1,36,800
	<b>Total (A)</b>	<b>17,60,160</b>	<b>17,60,160</b>
	Ceiling as per the Act <sup>^</sup>	N.A.	N.A.

<sup>^</sup>During the year under review, the company had no profits. Hence, the above remuneration has been paid on the basis of effective capital of the Company as per Section 197 read with Schedule V of the Companies Act, 2013.


**B. Remuneration to other Directors**
*(Amount In ₹)*

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Saurabh Mittal, Non-Executive Chairman	Mr. Mahesh Kumar Malpani, Independent Director	Mr. Beni Gopal Saraf, Independent Director	Ms. Mathangi Ramanujam, Non-Executive Director	Mr. Pradip Manharlal Domadia, Independent Director	
1	Independent Directors						
	Fee for attending Board and committee meetings	N.A.	3500	3500	N.A.	2500	9500
	Commission	N.A.	Nil	Nil	N.A.	Nil	Nil
	Others, please specify	N.A.	Nil	Nil	N.A.	Nil	Nil
	<b>Total (1)</b>	<b>N.A.</b>	<b>3500</b>	<b>3500</b>	<b>N.A.</b>	<b>2500</b>	<b>9500</b>
2	Other Non-Executive Directors						
	Fee for attending Board and committee meetings	500	N.A.	N.A.	3000	N.A.	3500
	Commission	Nil	N.A.	N.A.	Nil	N.A.	Nil
	Others	Nil	N.A.	N.A.	Nil	N.A.	Nil
	<b>Total (2)</b>	<b>500</b>	<b>N.A.</b>	<b>N.A.</b>	<b>3000</b>	<b>N.A.</b>	<b>3500</b>
	<b>Total (B)=(1+2)</b>	<b>500</b>	<b>3500</b>	<b>3500</b>	<b>3000</b>	<b>2500<sup>@</sup></b>	<b>13000<sup>^</sup></b>
	Total Managerial Remuneration						17,73,160#
	Overall Ceiling as per the Act						N.A.*

#Total remuneration to the Managing Director & CEO, and other directors (being the total of A & B).

\*During the year under review, the company had no profits. Hence, the above remuneration has been paid on the basis of effective capital of the Company as per Section 197 read with Schedule V of the Companies Act, 2013.

<sup>^</sup>The sum total of sitting fees does not include the amount of applicable GST/Service Tax thereon.

@Mr. Pradip Manharlal Domadia, resigned from the Directorship of the Company with effect from close of business hours of January 02, 2018.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**
*(Amount In ₹)*

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Mr. Jayasankar Ramalingam Chief Financial Officer	Mr. Hariom Pandey, Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,70,694	9,08,649	10,79,343
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others	Nil Nil	Nil Nil	Nil Nil
5	Others (Contribution to Provident Fund)	87,99	45,600	54,399
	<b>Total</b>	<b>1,79,493*</b>	<b>9,54,249</b>	<b>11,33,742</b>

\* Mr. Jayasankar Ramalingam was appointed on January 01, 2018 and designated as Chief Financial Officer with effect from January 02, 2018, the remuneration reflects total remuneration received by him from the date of his appointment.



## 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)
<b>A. COMPANY</b>					
Penalty	N.A	N.A.	N.A.	N.A.	N.A.
Punishment	N.A	N.A.	N.A.	N.A.	N.A.
Compounding	N.A	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A	N.A.	N.A.	N.A.	N.A.
Punishment	N.A	N.A.	N.A.	N.A.	N.A.
Compounding	N.A	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A	N.A.	N.A.	N.A.	N.A.
Punishment	N.A	N.A.	N.A.	N.A.	N.A.
Compounding	N.A	N.A.	N.A.	N.A.	N.A.

For and on behalf of the Board of Directors

Saurabh Mittal  
Non-Executive Chairman  
[DIN: 00273917]

Place: New Delhi  
Date: May 30, 2018



## Annexure-IV

**A. Particulars of employees for the year ended March 31, 2018 as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:**

**i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 is as under:**

Sl. No.	Name of Director	Designation	Ratio of the remuneration of each director to the median remuneration of employees
1.	Mr. Saurabh Mittal	Non-Executive Chairman	0.0005
2.	Mr. Ramesh Kumar Haritwal	Managing Director & CEO	1.8446
3.	Mr. Beni Gopal Saraf	Independent Director	0.0037
4.	Mr. Mahesh Kumar Malpani	Independent Director	0.0037
5.	Mr. Pradip Manharlal Domadia	Independent Director	0.0026#
6.	Ms. Mathangi Ramanujam	Non-Executive Director	0.0031

# Mr. Pradip Manharlal Domadia, resigned from the Directorship of the Company with effect from close of business hours of January 02, 2018.

**ii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18:**

Sl. No.	Name of Director/KMP	Designation	% increase in Remuneration in the financial year 2017-18
1.	Mr. Saurabh Mittal	Non-Executive Chairman	(50)^
2.	Mr. Ramesh Kumar Haritwal	Managing Director & CEO	NIL
3.	Mr. Beni Gopal Saraf	Independent Director	40^
4.	Mr. Mahesh Kumar Malpani	Independent Director	40^
5.	Mr. Pradip Manharlal Domadia	Independent Director	NIL
6.	Ms. Mathangi Ramanujam	Non-Executive Director	50^
7.	Mr. Hariom Pandey	Company Secretary	11.77*
8.	Mr. Jayasankar Ramalingam	Chief Financial Officer	N.A.#

\* On full entitlement basis.

^ The Remuneration of Non-Executive Directors comprises of Sitting fees paid to them during the year under review. Further, there was no increase in per meeting sitting fees of Non- Executive Directors during the year under review, the above increase/decrease in remuneration was due to changes in number of meetings they attended during the financial year 2017-18.

# Mr. Jayasankar Ramalingam was appointed during the financial year 2017-18. Hence, comparative figures are not available.

**iii. The percentage increase in the median remuneration of employees of the Company in the financial year:**

During the financial year 2017-18, the median remuneration of employees of the Company was increased by 11.77%.

**iv. The number of permanent employees on the rolls of Company:**

As on March 31, 2018, there were three permanent employees on the rolls of Company including Managing Director & CEO.

**v. Average percentile of increase 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:**

Average percentage increase in the salary of the Company's employees other than the managerial personnel during the financial year 2017-18 was approx 11.77%. Total Managerial remuneration for the financial year 2017-18 was ₹ 17,73,160/- as against ₹ 17,70,660/- during the previous year 2016-17. The increase in the overall managerial remuneration during the financial year 2017-18 was 0.17%.



**vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company.

**B. Particulars of employees for the year ended March 31, 2018 as required under Section 197 of the Companies Act, 2013 read with rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:**

Sl. No.	Name of the Employee	Age (years)	Designation	Remuneration Received (₹)	Qualification	Experience in years	Date of commencement of employment	Last employment
1.	Mr. Ramesh Kumar Haritwal	54	Managing Director & CEO	17,60,160	B.Com	26	31/05/2007	Greenply Industries Ltd.
2.	Mr. Hariom Pandey	29	Company Secretary	9,54,249	B.Com(H), CS, LL.B	7	08/06/2016	A2Z Infrastructure Ltd.
3.	Mr. Jayasankar Ramalingam	52	Chief Financial Officer	1,79,493	B.Com	31	01/01/2018*	Greenlam Industries Ltd.

\* Mr. Jayasankar Ramalingam was designated as Chief Financial Officer with effect from January 02, 2018.

**Notes:**

1. Remuneration shown above includes salary, allowances, cost of accommodation, medical reimbursement, contribution to provident fund, annual commission and other perquisites as per the terms of employment. However, the above remuneration does not include provision for gratuity and expenses towards club membership fees.
2. All the employees have requisite experience to discharge the responsibility assigned to them.
3. Nature and terms of employment are as per resolution/appointment letter.
4. None of the employees own 2% or more of the equity shares of the Company as on March 31, 2018.

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

**Saurabh Mittal**  
**Non-Executive Chairman**  
 [DIN: 00273917]

Place: New Delhi  
 Date: May 30, 2018



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

During the year under review, your Company continued to let out part of its factory shed, situated at the registered office of the Company in the State of Tamil Nadu.

### **OPPORTUNITIES AND THREATS**

The management could not tap any opportunity during the year under review.

### **SEGMENT WISE PERFORMANCE**

The Company currently operates in only one Segment.

### **OUTLOOK**

Your Directors are exploring alternate avenues to make the Company operative.

### **RISK AND CONCERN**

The closure of the Company's unit has posed a challenge for the Company to resume operations.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has an adequate internal control system. An Audit committee headed by Non-Executive Independent Director periodically reviews the audit observation and the corrective remedial measures taken in this respect.

### **HUMAN RESOURCES DEVELOPMENT**

The production facilities of the Company continue to remain close since February 27, 2008 and there are no pending dues of its workers.

### **CAUTIONARY STATEMENT**

Certain statements in the Directors' report and management discussion and analysis reflecting the company's projections, estimates, objectives and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such projections, estimates, objectives and expectations due to economic and climatic conditions effecting government regulations, policies, taxations and other factors on which the Company does not have any direct control.

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

Place: New Delhi  
Date: May 30, 2018

**Saurabh Mittal**  
**Non-Executive Chairman**  
[DIN: 00273917]



## ACCOUNTS SECTION



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF HIMALAYA GRANITES LIMITED**

#### **REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

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

#### **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

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

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

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

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

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

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

#### **OPINION**

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

#### **OTHER MATTERS**

The comparative financial information of the Company for the year ended 31 March 2017 and the transition date opening



balance sheet as at 1 April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2014 audited by the predecessor auditor whose reports for the years ended 31 March 2017 and 31 March 2016 dated 30 May 2017 and 28 May 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of these matters.

#### 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" statement on the matters specified in paragraphs 3 and 4 of the Order.
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 the 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 and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (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".
  - (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. There were no pending litigations which would impact the financial position in its standalone Ind AS financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and the same are in accordance with books of accounts maintained by the Company and as produced to us by the Management. (Refer note no. 27)

**For S MAHENDRA & COMPANY**

*Chartered Accountants*

ICAI Firm Reg. No. **307131E**

**(I D Gupta)**

*Partner*

Membership No. **051135**

Place of Signature : New Delhi

Dated : 30 May 2018



## **ANNEXURE 'A' REFERRED TO IN PARAGRAPH 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE**

### **RE: HIMALAYA GRANITES LIMITED ('THE COMPANY')**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) The company does not hold any physical inventories. Hence, clause 3(ii) of the order is not applicable..
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, which apply to the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, Goods and Services Tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, Goods and Services Tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, there were no dues outstanding of income-tax, sales-tax, service tax, value added tax, Goods and Services Tax and cess on account of any dispute.
- (viii) The Company has no dues to any bank, financial institution or government. It does not have any debentures.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and according to the information and explanations given to us by the Management, no material fraud on or by the Company has been noticed or reported by the Management during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties



are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S MAHENDRA & COMPANY**

*Chartered Accountants*

ICAI Firm Reg. No. **307131E**

**(I D Gupta)**

*Partner*

Membership No. **051135**

Place of Signature : New Delhi

Dated : 30 May 2018



## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF HIMALAYA GRANITES LIMITED**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

#### **To the Members of Himalaya Granites Limited**

We have audited the internal financial controls over financial reporting of HIMALAYA GRANITES 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. 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 the 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.

#### **AUDITOR'S 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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



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

**OPINION**

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

**EXPLANATORY PARAGRAPH**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Company, which comprise the Balance Sheet as at 31 March 2018, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 30 May 2018 expressed an unqualified opinion thereon.

**For S MAHENDRA & COMPANY**

*Chartered Accountants*

ICAI Firm Reg. No. **307131E**

**(I D Gupta)**

*Partner*

Membership No. **051135**

Place of Signature : New Delhi

Dated : 30 May 2018

**Balance Sheet** as at 31<sup>st</sup> March, 2018

Amount in ₹

	Note No.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, Plant and Equipment	1	1,53,48,035	1,78,91,268	1,98,38,317
Financial Assets				
Loans	2	8,77,512	8,77,512	8,71,897
<b>Total Non-current assets</b>		<b>1,62,25,547</b>	<b>1,87,68,780</b>	<b>2,07,10,214</b>
<b>Current assets</b>				
Inventories	3	—	—	1,02,893
Financial Assets				
Investments	4	12,44,592	—	—
Assets held for sale		4,07,884	—	—
Trade Receivables	5	—	—	1,00,27,124
Cash and Cash Equivalents	6	20,93,911	2,47,08,562	24,47,414
Loans	7	3,61,92,657	1,20,64,033	3,29,30,370
Other Current Assets	8	15,12,176	56,27,231	58,91,912
<b>Total Current assets</b>		<b>4,14,51,220</b>	<b>4,23,99,826</b>	<b>5,13,99,713</b>
<b>Total Assets</b>		<b>5,76,76,767</b>	<b>6,11,68,606</b>	<b>7,21,09,927</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity:</b>				
Equity Share Capital	9	2,31,67,840	2,31,67,840	2,31,67,840
Other Equity	10	3,33,62,847	3,70,52,920	4,73,20,400
<b>Total Equity</b>		<b>5,65,30,687</b>	<b>6,02,20,760</b>	<b>7,04,88,240</b>
<b>Liabilities:</b>				
<b>Non-current Liabilities</b>				
Provisions	11	6,24,974	5,14,338	2,86,729
<b>Total Non-current liabilities</b>		<b>6,24,974</b>	<b>5,14,338</b>	<b>2,86,729</b>
<b>Current Liabilities</b>				
Financial Liabilities				
Trade Payables	12	—	—	7,51,189
Other Current Liabilities	13	5,21,106	4,33,508	5,83,769
<b>Total Current liabilities</b>		<b>5,21,106</b>	<b>4,33,508</b>	<b>13,34,958</b>
<b>Total Equity and Liabilities</b>		<b>5,76,76,767</b>	<b>6,11,68,606</b>	<b>7,21,09,927</b>

Significant Accounting Policies

See Accompanying Notes to the Financial Statements 1 to 30

As per our report of even date attached

**For S MAHENDRA & COMPANY**

Chartered Accountants

ICAI Firm Reg. No. **307131E**

For and on behalf of Board of Directors of

**Himalaya Granites Limited**

CIN: L13206TN1987PLC015161

**(I D Gupta)**

Partner

Membership No. **051135**

**Saurabh Mittal**  
Non-Executive Chairman  
(DIN: 00273917)

**Ramesh Kumar Haritwal**  
Managing Director & CEO  
(DIN : 01486666)

Place of Signature : New Delhi

Dated : 30<sup>th</sup> May, 2018

**Hariom Pandey**  
Company Secretary

**Jayasankar Ramalingam**  
Chief Financial Officer





## Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2018

Amount in ₹

	Note No.	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>INCOME:</b>			
Revenue from Operations	14	—	79,800
Other Income	15	73,76,349	70,27,511
<b>Total Income</b>		<b>73,76,349</b>	<b>71,07,311</b>
<b>EXPENSES:</b>			
Cost of Materials Consumed		—	—
Purchase of Stock in Trade		—	—
Changes in Inventories of Finished Goods, Stock in Trade and Stock in Process		—	—
Employees Benefits Expense	16	34,88,744	31,12,383
Depreciation and Amortisation Expense	17	12,68,883	14,80,740
Other Expenses	18	63,08,795	1,26,44,315
<b>Total Expenses</b>		<b>1,10,66,422</b>	<b>1,72,37,438</b>
<b>Profit before Tax</b>		<b>(36,90,073)</b>	<b>(1,01,30,127)</b>
Current Tax		—	—
<b>Current Tax</b>		—	—
Release of Deferred Tax		—	—
<b>Deferred Tax</b>		—	—
<b>Tax Expense</b>		—	—
<b>Profit for the Year</b>		<b>(36,90,073)</b>	<b>(1,01,30,127)</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Remeasurement gain/(loss) on defined benefit plans		—	(1,37,353)
Release of Deferred Tax		—	—
<b>Other Comprehensive Income, net of tax</b>		—	<b>(1,37,353)</b>
<b>Total Comprehensive Income for the year, net of Tax</b>		<b>(36,90,073)</b>	<b>(1,02,67,480)</b>
<b>Earnings per Equity Share - Basic and Diluted (in ₹)</b>	19	<b>(1.59)</b>	<b>(4.37)</b>
Significant Accounting Policies			
See Accompanying Notes to the Financial Statements	1 to 30		

As per our report of even date attached

**For S MAHENDRA & COMPANY**

Chartered Accountants

ICAI Firm Reg. No. **307131E**

For and on behalf of Board of Directors of

**Himalaya Granites Limited**

CIN: L13206TN1987PLC015161

**(I D Gupta)**

Partner

Membership No. **051135**

**Saurabh Mittal**  
Non-Executive Chairman  
(DIN: 00273917)

**Ramesh Kumar Haritwal**  
Managing Director & CEO  
(DIN : 01486666)

Place of Signature : New Delhi

Dated : 30<sup>th</sup> May 2018

**Hariom Pandey**  
Company Secretary

**Jayasankar Ramalingam**  
Chief Financial Officer

**Cash Flow Statement** for the year ended 31<sup>st</sup> March, 2018

Amount in ₹

	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>A. CASH FLOW ARISING FROM OPERATING ACTIVITIES:</b>		
Profit before Tax	(36,90,073)	(1,01,30,127)
Adjustments for:		
Depreciation and Amortisation Expense	12,68,883	14,80,740
Loss on Sale and Discard of Fixed Assets	8,43,106	4,20,402
Re-measurement gain/(loss) on defined benefit plans	-	(1,37,353)
Loss/(Gain) on Fair Valuation of Quoted Investments	(2,166)	-
Dividend Income	(42,426)	-
Interest Income	(21,02,757)	(20,44,422)
Rental Income	(52,29,000)	(49,60,000)
	<u>(52,64,360)</u>	<u>(52,40,633)</u>
Operating Profit before Working Capital Changes	<u>(89,54,433)</u>	<u>(1,53,70,760)</u>
Adjustments for:		
(Increase) / Decrease in Trade and Other Receivables	(2,00,13,569)	3,11,52,527
(Increase) / Decrease in Inventories	-	1,02,893
(Decrease) / Increase in Trade Payables	1,98,234	(6,73,841)
	<u>(1,98,15,335)</u>	<u>3,05,81,579</u>
Cash Generated from Operations	<u>(2,87,69,768)</u>	<u>1,52,10,819</u>
Income Tax Paid	-	-
<b>Net Cash Generated from Operating Activities</b>	<b><u>(2,87,69,768)</u></b>	<b><u>1,52,10,819</u></b>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:</b>		
Adjustments for:		
Interest Received	21,02,757	20,44,422
Rental Income	52,29,000	49,60,000
Dividend Income	42,426	-
Sale of Fixed Assets	23,360	45,907
Acquisition of Investments	(12,42,426)	-
<b>Net Cash used in Investing Activities</b>	<b><u>61,55,117</u></b>	<b><u>70,50,329</u></b>



## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2018

Amount in ₹

	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:</b>		
Adjustments for:		
Proceeds from Issue of Equity Capital	-	-
<b>Net Cash used in Financing Activities</b>	-	-
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(2,26,14,651)</b>	<b>2,22,61,148</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>2,47,08,562</b>	<b>24,47,414</b>
<b>Cash and Cash Equivalents at the close of the Year</b>	<b>20,93,911</b>	<b>2,47,08,562</b>

As per our report of even date attached

**For S MAHENDRA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **307131E**

For and on behalf of Board of Directors of  
**Himalaya Granites Limited**  
CIN: L13206TN1987PLC015161

**(I D Gupta)**  
Partner  
Membership No. **051135**

**Saurabh Mittal**  
Non-Executive Chairman  
(DIN: 00273917)

**Ramesh Kumar Haritwal**  
Managing Director & CEO  
(DIN : 01486666)

Place of Signature : New Delhi  
Dated : 30<sup>th</sup> May, 2018

**Hariom Pandey**  
Company Secretary

**Jayasankar Ramalingam**  
Chief Financial Officer

**Statement of Changes in Equity** for the year ended 31<sup>st</sup> March, 2018**A) EQUITY SHARE CAPITAL****For the year ended 31<sup>st</sup> March, 2018**

Balance as at 1 <sup>st</sup> April 2017	₹	2,31,67,840
Changes in equity share capital during the year		—
<b>Balance as at 31<sup>st</sup> March 2018</b>		<b>2,31,67,840</b>

**For the year ended 31<sup>st</sup> March, 2017**

Balance as at 1 <sup>st</sup> April 2016	₹	2,31,67,840
Changes in equity share capital during the year		—
<b>Balance as at 31<sup>st</sup> March 2017</b>		<b>2,31,67,840</b>

**B) OTHER EQUITY****For the year ended 31<sup>st</sup> March, 2018**

Particulars	Reserves and Surplus					Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	
Balance as at 1 <sup>st</sup> April 2017	15,00,000	68,82,160	62,35,680	5,62,12,088	(3,37,77,008)	<b>3,70,52,920</b>
Profit for the year	—	—	—	—	(36,90,073)	<b>(36,90,073)</b>
Other Comprehensive Income/(loss) for the year:						
- Remeasurement of the net defined benefit plans	—	—	—	—	—	—
<b>Balance as at 31<sup>st</sup> March 2018</b>	<b>15,00,000</b>	<b>68,82,160</b>	<b>62,35,680</b>	<b>5,62,12,088</b>	<b>(3,74,67,081)</b>	<b>3,33,62,847</b>

**For the year ended 31<sup>st</sup> March, 2017**

Particulars	Reserves and Surplus					Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	
Balance as at 1 <sup>st</sup> April 2016	15,00,000	68,82,160	62,35,680	5,62,12,088	(2,35,09,528)	<b>4,73,20,400</b>
Profit for the year	—	—	—	—	(1,01,30,127)	<b>(1,01,30,127)</b>
Other Comprehensive Income/(loss) for the year:						
- Remeasurement of the net defined benefit plans	—	—	—	—	(1,37,353)	<b>(1,37,353)</b>
<b>Balance as at 31<sup>st</sup> March 2017</b>	<b>15,00,000</b>	<b>68,82,160</b>	<b>62,35,680</b>	<b>5,62,12,088</b>	<b>(3,37,77,008)</b>	<b>3,70,52,920</b>

As per our report of even date attached

**For S MAHENDRA & COMPANY**

Chartered Accountants

ICAI Firm Reg. No. **307131E**

For and on behalf of Board of Directors of

**Himalaya Granites Limited**

CIN: L13206TN1987PLC015161

**(I D Gupta)**

Partner

Membership No. **051135**

**Saurabh Mittal**  
Non-Executive Chairman  
(DIN: 00273917)

**Ramesh Kumar Haritwal**  
Managing Director & CEO  
(DIN : 01486666)

Place of Signature : New Delhi

Dated : 30<sup>th</sup> May, 2018

**Hariom Pandey**  
Company Secretary

**Jayasankar Ramalingam**  
Chief Financial Officer



## SIGNIFICANT ACCOUNTING POLICIES for the year ended 31<sup>st</sup> March, 2018

### 1.01 DISCLOSURE OF ACCOUNTING POLICIES:

#### 1.01.01 CORPORATE INFORMATION:

Himalaya Granites Limited (the 'Company') is a public limited company domiciled in India incorporated under the provisions of the Companies Act. Its shares is listed in a recognised stock exchanges (i.e. BSE Limited) in India. The registered office of the company is located at Panchalam Village, Melpettai Post, Tindivanam, Tamil Nadu - 604 307, India.

#### 1.01.02 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, notified under Section 133 of the Companies Act, 2013 ("Act") and other relevant provisions of the Act.

The Financial Statements upto year ended 31<sup>st</sup> March, 2017 were prepared in accordance with accounting standards notified under the Company (Accounting Standards) Rules 2014 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013 (hereinafter referred to as the 'previous GAAP').

These Financial Statements are the first financial statements of the company under Ind AS - the transition date being 1<sup>st</sup> April, 2016. The information as to how the company has adopted Ind AS and the impact thereof on Company's financial position, financial performance and cash flows is presented in notes to financial statements.

The financial statements have been prepared under the historical cost basis, except for the following assets and liabilities which has been measured at fair value of Quoted Investments in Equity Shares and Mutual Funds.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis.

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest rupee. Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

#### 1.01.03 ACCOUNTING ESTIMATES AND ASSUMPTIONS:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### 1.02 PROPERTY, PLANT AND EQUIPMENT:

1.02.01 Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

1.02.02 Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and

**SIGNIFICANT ACCOUNTING POLICIES** for the year ended 31<sup>st</sup> March, 2018

the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

- 1.02.03 Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- 1.02.04 On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment as at 1<sup>st</sup> April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.
- 1.02.05 Property, Plant and Equipments including continuous process plants are depreciated and/or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013 except in case of assets costing less than ₹ 5,000 which are depreciated over their useful life as assessed by the management. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
- Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use.
- 1.02.06 An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/Loss on Sale and Discard of Fixed Assets.
- 1.02.07 Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows :
- |                        |                  |
|------------------------|------------------|
| Buildings              | - 30 to 60 years |
| Plant and Equipments   | - 10 to 15 years |
| Furniture and Fixtures | - 10 years       |
| Office Equipments      | - 3 to 10 years  |
- 1.02.08 At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

**1.03 INVENTORIES:**

- 1.03.01 Finished goods are valued at lower of cost and net realisable value.
- 1.03.02 Stock of Raw Materials, Consumables and Stores and spares are valued at lower of cost or net realisable value. Cost represents purchase price and other costs for bringing inventories upto their present location and condition and is generally determined on weighted average basis.

**1.04 CASH FLOW STATEMENT:**

- 1.04.01 Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.
- 1.04.02 Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments with an original maturity of three months or less.



## SIGNIFICANT ACCOUNTING POLICIES for the year ended 31<sup>st</sup> March, 2018

### 1.05 FINANCIAL ASSETS:

- 1.05.01 The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost.
- 1.05.02 The Company measures all quoted Equity/Mutual Fund instruments at fair value on initial and subsequent recognition. Changes in fair value of quoted investments in equity shares are shown as profit/loss on fair valuation of investments in Statement of Profit and Loss.
- 1.05.03 Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date. They are recognised initially and subsequently measured at amortised cost.
- 1.05.04 A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.
- 1.05.05 Investments that are readily realisable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost or market value on individual investment basis. Non-Current Investments are considered at cost, unless there is an "other than temporary" decline in value, in which case adequate provision is made for the diminution in the value of Investments.

### 1.06 FINANCIAL LIABILITIES:

- 1.06.01 Borrowings are initially recognised and subsequently measured at amortised cost, net of transaction costs incurred. The transaction costs is amortised over the period of borrowings using the effective interest method in Capital Work in Progress upto the commencement of related Plant, Property and Equipment and subsequently under finance costs in profit and loss account.
- 1.06.02 Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.
- 1.06.03 Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.
- 1.06.04 Trade Payables represent liabilities for goods and services provided to the Company upto to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially and subsequently measured at amortised cost.
- 1.06.05 Financial assets and Financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 1.07 EQUITY :

Ordinary shares are classified as equity.

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the Company.

### 1.08 REVENUE RECOGNITION:

- 1.08.01 Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants.

**SIGNIFICANT ACCOUNTING POLICIES** for the year ended 31<sup>st</sup> March, 2018

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

- 1.08.02 Sale of Goods: Revenue from sales of goods is recognised on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss excludes returns, trade discounts, cash discounts, other benefits passed to customers in kind, Goods and Services tax and Value Added Tax.
- 1.08.03 Services: Revenue from Services are recognized as and when the services are rendered. The Company collects GST and service tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from Revenue.
- 1.08.04 Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.
- 1.08.05 Dividends: Dividend from investment is recognized when the Company in which they are held declares the dividend and when the right to receive the same is established.
- 1.08.06 Rental Income: Rental income is recognised on accrual basis.

**1.09 EMPLOYEE BENEFITS:**

- 1.09.01 Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- 1.09.02 Post Employment and Retirement benefits in the form of Gratuity is considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.
- 1.09.03 The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.
- 1.09.04 The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.
- 1.09.05 Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions of the defined benefit obligation are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.
- 1.09.06 Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

**1.10 RELATED PARTY TRANSACTIONS:**

- 1.10.01 Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on Financial Statements.





## SIGNIFICANT ACCOUNTING POLICIES for the year ended 31<sup>st</sup> March, 2018

### 1.11 EARNINGS PER SHARE:

- 1.11.01 Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- 1.11.02 For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 1.12 ACCOUNTING FOR TAXES ON INCOME:

- 1.12.01 Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.
- 1.12.02 Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.
- 1.12.03 Income-tax expenses comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets based on expected future profits. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed as at each Balance Sheet date to reassess realisation.

### 1.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

- 1.13.01 Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.
- 1.13.02 Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible; (c) unless the probability of outflow of resources is remote.
- 1.13.03 Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

### 1.14 CURRENT AND NON-CURRENT CLASSIFICATION:

- 1.14.01 The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".
- 1.14.02 The Company presents assets and liabilities in the balance sheet based on current and non-current classification.
- 1.14.03 An asset is current when it is (a) expected to be realised or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realised within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.
- 1.14.04 An liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

**SIGNIFICANT ACCOUNTING POLICIES** for the year ended 31<sup>st</sup> March, 2018**1.15 FAIR VALUE MEASUREMENT:**

- 1.15.01 The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.
- 1.15.02 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 principal or the most advantageous market must be accessible by the Company.
- 1.15.03 The fair value of an asset or 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.
- 1.15.04 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.
- 1.15.05 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.
- 1.15.06 The assets and liabilities which has been measured at fair value are, (i) Quoted Investments in Equity Shares, (ii) Certain Financial Assets.

**1.16 NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS:**

- 1.16.01 Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use.
- 1.16.02 Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less cost to sell. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.
- 1.16.03 Non-current assets classified as held for sale are presented separately from other assets in the balance sheet. An entity shall not depreciate or amortise a non-current asset after such asset has been classified as held for sale.
- 1.16.04 Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

### NOTE 1. Property, Plant and Equipment

₹

	Freehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Total Tangibles
<b>Cost</b>					
As at April 1 <sup>st</sup> , 2016	11,32,849	4,14,75,388	1,81,13,446	11,86,994	6,19,08,677
Additions	—	—	—	—	—
Disposal	—	7,05,025	14,29,324	9,21,248	30,55,597
As at March 31 <sup>st</sup> , 2017	11,32,849	4,07,70,363	1,66,84,122	2,65,746	5,88,53,080
Additions	—	—	—	—	—
Disposal	—	—	—	—	—
Reclassification to assets as held for sale			1,66,84,122		1,66,84,122
As at March 31 <sup>st</sup> , 2018	11,32,849	4,07,70,363	—	2,65,746	4,21,68,958
<b>Accumulated Depreciation</b>					
As at April 1 <sup>st</sup> , 2016	—	2,44,10,043	1,65,60,979	10,99,338	4,20,70,360
Depreciation for the year	—	12,70,791	2,06,055	3,894	14,80,740
Disposal	—	3,56,840	13,57,262	8,75,186	25,89,288
As at March 31 <sup>st</sup> , 2017	—	2,53,23,994	1,54,09,772	2,28,046	4,09,61,812
Depreciation for the year	—	12,64,989	—	3,894	12,68,883
Disposal	—	—	—	—	—
Reclassification to assets as held for sale			1,54,09,772		1,54,09,772
As at March 31 <sup>st</sup> , 2018	—	2,65,88,983	—	2,31,940	2,68,20,923
<b>Net Carrying Value</b>					
As at April 1 <sup>st</sup> , 2016	11,32,849	1,70,65,345	15,52,467	87,656	1,98,38,317
As at March 31 <sup>st</sup> , 2017	11,32,849	1,54,46,369	12,74,350	37,700	1,78,91,268
As at March 31 <sup>st</sup> , 2018	11,32,849	1,41,81,380	—	33,806	1,53,48,035

#### NON-CURRENT ASSETS

As at 31<sup>st</sup> March, 2018  
₹As at 31<sup>st</sup> March, 2017  
₹As at 1<sup>st</sup> April, 2016  
₹

#### 2. LOANS

(Unsecured, considered good)

₹

Security Deposits

8,77,512

8,77,512

8,71,897

Total

8,77,512

8,77,512

8,71,897

#### CURRENT ASSETS

As at 31<sup>st</sup> March, 2018  
₹As at 31<sup>st</sup> March, 2017  
₹As at 1<sup>st</sup> April, 2016  
₹

#### 3. INVENTORIES

(at lower of cost or net realisable value)

Stores and Spares

—

—

1,02,893

—

—

1,02,893

**Notes to Financial Statements** for the year ended 31<sup>st</sup> March, 2018

	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>4. INVESTMENTS</b>			
<b>Quoted</b>			
<b>Investments in Mutual Funds carried at fair value through profit and loss (FVTPL)</b>			
122444.995 (Previous year - Nil)			
Units of Kotak Treasury Advantage Fund - Weekly Dividend - Regular Plan	12,44,592	—	—
<b>Total</b>	<b>12,44,592</b>	<b>—</b>	<b>—</b>
Aggregate amount of Quoted Investments	12,44,592	—	—
Aggregate amount of Unquoted Investments	—	—	—
<b>Total</b>	<b>12,44,592</b>	<b>—</b>	<b>—</b>
Aggregate Market Value of Quoted Investments	12,44,592	—	—
	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>5. TRADE RECEIVABLES</b>			
Unsecured, considered good	—	—	2,44,997
Unsecured, considered doubtful	—	—	97,82,127
	—	—	1,00,27,124
	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>6. CASH AND CASH EQUIVALENTS</b>			
<b>Cash and Bank Balances</b>			
Balances with Banks - on Current Accounts	19,06,277	2,45,47,090	22,90,403
Cash on Hand	1,87,634	1,61,472	1,57,011
<b>Total</b>	<b>20,93,911</b>	<b>2,47,08,562</b>	<b>24,47,414</b>
	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>7. LOANS</b>			
(Unsecured, considered good)			
Loan to others (including interest receivable)	3,61,92,657	1,20,64,033	3,29,30,370
	<b>3,61,92,657</b>	<b>1,20,64,033</b>	<b>3,29,30,370</b>



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
	₹	₹	₹
<b>8. OTHER CURRENT ASSETS</b>			
Advance against Purchases	-	40,18,406	43,69,406
Prepaid Expenses	29,445	74,893	6,89,718
Income Tax Refund	14,27,225	15,08,932	8,07,788
Goods and Service Tax Refund	30,506	-	-
Amount due from Sales Tax authority	25,000	25,000	25,000
<b>Total</b>	<b>15,12,176</b>	<b>56,27,231</b>	<b>58,91,912</b>

	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
	Number      ₹	Number      ₹	Number      ₹
<b>9. EQUITY SHARE CAPITAL</b>			
<b>9.1 Authorised</b>			
Equity Shares of ₹ 10 each	40,00,000    4,00,00,000	40,00,000    4,00,00,000	40,00,000    4,00,00,000
<b>9.2 Issued, Subscribed and Fully Paid up</b>			
Equity Shares of ₹ 10 each	23,16,784    2,31,67,840	23,16,784    2,31,67,840	23,16,784    2,31,67,840
<b>9.3 The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year</b>			
Equity Shares outstanding at the beginning of the year	23,16,784    2,31,67,840	23,16,784    2,31,67,840	23,16,784    2,31,67,840
Add : Changes during the year	-               -	-               -	-               -
<b>Equity Shares outstanding at the end of the year</b>	<b>23,16,784    2,31,67,840</b>	<b>23,16,784    2,31,67,840</b>	<b>23,16,784    2,31,67,840</b>

### 9.4 Terms/Rights attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company has proposed dividend as distribution to equity shareholders ₹ Nil per equity share (Previous year ₹ Nil per equity share)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholders.

### 9.5 Name of the Shareholders holding more than 5% Shares

	Number	%	Number	%	Number	%
<b>Equity Shares of ₹ 10 each</b>						
Saurabh Mittal	16,47,600	71.12%	16,47,600	71.12%	16,47,600	71.12%

**Notes to Financial Statements** for the year ended 31<sup>st</sup> March, 2018

- 9.6 The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.
- 9.7 The Company for the period of five years immediately preceding the date of Balance Sheet has not:
- Not allotted any class of shares as fully paid pursuant to contract(s) without payment being received in cash.
  - Not allotted fully paid up shares by way of bonus shares.
  - Bought back 6,88,216 equity shares during the financial year 2015-16.

	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>10. OTHER EQUITY</b>			
<b>Capital Reserve</b>			
As per last Balance Sheet	15,00,000	15,00,000	15,00,000
<b>Capital Redemption Reserve</b>			
As per last Balance Sheet	68,82,160	68,82,160	—
Add: Transferred from General Reserve	—	—	68,82,160
	68,82,160	68,82,160	68,82,160
<b>Securities Premium Account</b>			
As per last Balance Sheet	62,35,680	62,35,680	2,00,00,000
Less: Premium on buy back of equity shares	—	—	1,37,64,320
	62,35,680	62,35,680	62,35,680
<b>General Reserve</b>			
As per last Balance Sheet	5,62,12,088	5,62,12,088	6,30,94,248
Less: Transferred to Capital Redemption Reserve	—	—	68,82,160
	5,62,12,088	5,62,12,088	5,62,12,088
<b>Retained Earnings</b>			
<b>Retained Earnings other than OCI</b>			
As per last Balance Sheet	(3,36,39,655)	(2,35,09,528)	—
Add : Net profit for the current year	(36,90,073)	(1,01,30,127)	—
	(3,73,29,728)	(3,36,39,655)	—
<b>Other Comprehensive Income (OCI)</b>			
As per last Balance Sheet	(1,37,353)	—	—
Remeasurements of the net defined benefit plans	—	(1,37,353)	—
	(1,37,353)	(1,37,353)	—
	(3,74,67,081)	(3,37,77,008)	(2,35,09,528)
<b>Total</b>	<b>3,33,62,847</b>	<b>3,70,52,920</b>	<b>4,73,20,400</b>

**Nature and purpose of reserve:****Securities Premium Account**

Security premium account is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium reserve account, and Company can use this reserve for buy-back of shares.



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>11. NON CURRENT PROVISIONS</b>			
Provisions for Employee Benefits (unfunded)			
For Gratuity	6,24,974	5,14,338	2,86,729
<b>Total</b>	<b>6,24,974</b>	<b>5,14,338</b>	<b>2,86,729</b>
<b>11.1</b> Amount due and outstanding to be credited to the Investor Education and Protection Fund ₹ Nil (Previous Year ₹ Nil)			
	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>12. CURRENT FINANCIAL LIABILITIES</b>			
<b>TRADE PAYABLES</b>			
Dues to Micro and Small Enterprises	—	—	—
Dues to Others	—	—	7,51,189
	—	—	7,51,189
	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>13. OTHER CURRENT LIABILITIES</b>			
Unpaid expenses	3,78,308	3,46,053	4,85,101
Statutory Dues	1,42,798	87,455	98,668
<b>Total</b>	<b>5,21,106</b>	<b>4,33,508</b>	<b>5,83,769</b>
		<b>For the Year ended 31<sup>st</sup> March, 2018 ₹</b>	<b>For the Year ended 31<sup>st</sup> March, 2017 ₹</b>
<b>14. REVENUE FROM OPERATIONS</b>			
Sale of Products		—	79,800
		<b>For the Year ended 31<sup>st</sup> March, 2018 ₹</b>	<b>For the Year ended 31<sup>st</sup> March, 2017 ₹</b>
<b>15. OTHER INCOME</b>			
Dividend		42,426	—
Rental Income		52,29,000	49,60,000
Interest Income		21,02,757	20,44,422
Gain on fair valuation of Investments at FVTPL		2,166	—
Profit on Sale of Fixed Assets		—	23,089
<b>Total</b>		<b>73,76,349</b>	<b>70,27,511</b>



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
	₹	₹
<b>16. EMPLOYEES BENEFITS EXPENSE</b>		
Salary, Wages and Bonus	31,73,603	28,35,829
Contribution to Provident Fund and Employees' State Insurance	2,04,505	1,86,298
Gratuity	1,10,636	90,256
<b>Total</b>	<b>34,88,744</b>	<b>31,12,383</b>

### 16.1 DISCLOSURES REGARDING EMPLOYEE BENEFITS

i) **Defined Contribution Plan:** Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

ii) **Defined Benefit Plan:** Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
	₹	₹
iii) <b>Actuarial Valuation of Gratuity Liability :</b>		
a) <b>Defined Benefit Cost</b>		
Current Service Cost	72,061	60,216
Interest Expense on Defined Benefit Obligation (DBO)	38,575	30,040
<b>Defined Benefit Cost included in Profit and Loss</b>	<b>1,10,636</b>	<b>90,256</b>
Remeasurements - Due to Financial Assumptions	—	14,678
Remeasurements - Due to Experience Adjustments	—	1,22,675
<b>Defined Benefit Cost included in Other Comprehensive Income</b>	<b>—</b>	<b>1,37,353</b>
<b>Total Defined Benefit Cost in Profit and Loss and OCI</b>	<b>1,10,636</b>	<b>2,27,609</b>
b) <b>Movement in Defined benefit liability:</b>		
Opening Defined Benefit Obligation	5,14,338	2,86,729
Interest Expense on Defined Benefit Obligation (DBO)	38,575	30,040
Current Service Cost	72,061	60,216
Total Remeasurements included in OCI	—	1,37,353
Less: Benefits paid	—	—
<b>Closing benefit obligation</b>	<b>6,24,974</b>	<b>5,14,338</b>
Current Liabilities of Closing benefit obligation	—	—
Non-Current Liabilities of Closing benefit obligation	6,24,974	5,14,338
	<b>6,24,974</b>	<b>5,14,338</b>





## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

	For the Year ended 31 <sup>st</sup> March, 2018 ₹	For the Year ended 31 <sup>st</sup> March, 2017 ₹
<b>d) Actuarial assumptions:</b>		
Mortality Table	IALM 2006-2008	IALM 2006-2008
Discount Rate (per annum)	7.50%	7.50%
Rate of escalation in salary (per annum)	6.00%	6.00%
Withdrawal rate	1% - 8%	1% - 8%

**v)** Amount incurred as expense for defined contribution to Provident Fund is ₹ 2,04,505 (Previous Year ₹ 1,86,298).

	For the Year ended 31 <sup>st</sup> March, 2018 ₹	For the Year ended 31 <sup>st</sup> March, 2017 ₹
<b>17. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of Plant, Property and Equipment	12,68,883	14,80,740
<b>Total</b>	<b>12,68,883</b>	<b>14,80,740</b>

	For the Year ended 31 <sup>st</sup> March, 2018 ₹	For the Year ended 31 <sup>st</sup> March, 2017 ₹
<b>18. OTHER EXPENSES</b>		
Consumption of Stores and Spares	—	1,02,893
Rent	—	3,72,000
Repairs to Buildings	1,49,625	1,76,541
Insurance	20,462	20,346
Rates and Taxes	1,59,134	1,58,976
Legal Expenses	1,76,588	2,27,592
Annual Listing Fees	2,97,500	2,29,000
Security Service Charges	—	2,12,980
Electricity Expenses	83,487	87,332
Directors' Sitting Fees*	15,340	12,075
Auditors' Remuneration	60,000	1,10,963
Printing & Stationery	37,474	42,485
Loss on Sale and Discard of Fixed Assets	8,43,106	4,43,491
Sundry Balance written off	40,15,416	2,16,271
Bad Debts	—	98,72,124
Other General Expenses	4,50,663	3,59,246
<b>Total</b>	<b>63,08,795</b>	<b>1,26,44,315</b>

\* inclusive of service tax

**Notes to Financial Statements** for the year ended 31<sup>st</sup> March, 2018

	For the Year ended 31 <sup>st</sup> March, 2018 ₹	For the Year ended 31 <sup>st</sup> March, 2017 ₹
<b>18.1 AUDITORS' REMUNERATION</b>		
As Auditors	50,000	85,000
For Other Services - Certifications	10,000	11,500
For Service Tax	—	14,463
<b>Total</b>	<b>60,000</b>	<b>1,10,963</b>

	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
<b>19. EARNINGS PER SHARE</b>		
<b>BASIC AND DILUTED EARNINGS PER SHARE:</b>		
Number of Equity Shares at the beginning of the year	23,16,784	23,16,784
Number of Equity Shares at the end of the year	23,16,784	23,16,784
Weighted average number of equity shares	23,16,784	23,16,784
Profit for the year (after tax, available for equity shareholders)	(36,90,073)	(1,01,30,127)
<b>BASIC AND DILUTED EARNINGS PER SHARE</b>	<b>(1.59)</b>	<b>(4.37)</b>

**20. CONTINGENT LIABILITIES AND COMMITMENTS****20.1 Contingent liabilities**

- a. Disputed Demand ₹ Nil (Previous year ₹ Nil)

**20.2 Commitments**

- a. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) ₹ Nil (Previous year ₹ Nil)
- b. Uncalled liability on shares and other investments which are partly paid ₹ Nil (Previous year ₹ Nil).
- c. Other commitments ₹ Nil (Previous year ₹ Nil).

**21. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATION**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidated sale.

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

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, working capital loans from banks approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments other than above are carried at amortised cost except certain assets which are carried at fair value.



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted prices in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable.

Level 3 : Techniques using inputs having significant effect on the recorded fair value that are not based on observable market data.

	As at 31 <sup>st</sup> March, 2018 ₹	As at 31 <sup>st</sup> March, 2017 ₹	As at 1 <sup>st</sup> April, 2016 ₹
<b>Financial assets at amortised cost:</b>			
Loans - Non-current	8,77,512	8,77,512	8,71,897
Trade Receivables	—	—	1,00,27,124
Cash and Cash Equivalents	20,93,911	2,47,08,562	24,47,414
Loans - Current	3,61,92,657	1,20,64,033	3,29,30,370
<b>Total</b>	<b>3,91,64,080</b>	<b>3,76,50,107</b>	<b>4,62,76,805</b>
<b>Financial assets at fair value through profit and loss:</b>			
Investments - Non-current - Level 1	12,44,592	—	—
Assets held for sale	4,07,884	—	—
<b>Total</b>	<b>16,52,476</b>	<b>—</b>	<b>—</b>
<b>Total Financial Assets</b>	<b>3,75,11,604</b>	<b>3,76,50,107</b>	<b>4,62,76,805</b>
<b>Financial liabilities at amortised cost:</b>			
Other Financial Liabilities - Current	5,21,106	4,33,508	5,83,769
Trade Payables	—	—	7,51,189
<b>Total</b>	<b>5,21,106</b>	<b>4,33,508</b>	<b>13,34,958</b>

## 22. TAXATION

In view of losses, provision for income tax is not considered necessary.

## 23. RELATED PARTY DISCLOSURES

### 23.1 List of related parties and relationship:

#### a) Related parties with whom transactions have taken place during the year.

##### Key Management Personnel/Director

- i) Mr. Saurabh Mittal, Non - Executive Chairman
- ii) Mr. Ramesh Kumar Haritwal, Managing Director & CEO
- iii) Mr. Mahesh Kumar Malpani, Independent Director
- iv) Mr. Beni Gopal Saraf, Independent Director
- v) Mr. Pradip Manharlal Domadia, Independent Director<sup>#</sup>
- vi) Ms. Mathangi Ramanujam, Non-executive Director
- vii) Mr. Jayasankar Ramalingam, Chief Financial Officer<sup>\*</sup>

**Notes to Financial Statements** for the year ended 31<sup>st</sup> March, 2018

viii) Mr. Hariom Pandey, Company Secretary

**Enterprises Owned/Influenced by Key Management Personnel or their relatives**

i) Greenlam Industries Ltd.

**23.2 TRANSACTIONS DURING THE YEAR**

Particulars	Key Management Personnel / Director		Enterprises Owned/ Influenced by Key Management Personnel or their relatives	
	2017-18	2016-17	2017-18	2016-17
	(₹)	(₹)	(₹)	(₹)
<b><u>Rental Income</u></b>				
Greenlam Industries Ltd.	—	—	52,29,000	49,60,000
<b>Total</b>	<b>—</b>	<b>—</b>	<b>52,29,000</b>	<b>49,60,000</b>
<b><u>Remuneration Paid</u></b>				
Mr. Ramesh Kumar Haritwal	17,60,160	17,60,160	—	—
Mr. Jayasankar Ramalingam*	1,79,493	—	—	—
Mr. Hariom Pandey	9,54,249	6,55,977	—	—
<b>Total</b>	<b>28,93,902</b>	<b>24,16,137</b>	<b>—</b>	<b>—</b>
<b><u>Meeting Fees</u></b>				
Mr. Saurabh Mittal	500	1,000	—	—
Mr. Mahesh Kumar Malpani	3,500	2,500	—	—
Mr. Beni Gopal Saraf	3,500	2,500	—	—
Mr. Pradip Manharlal Domadia <sup>#</sup>	2,500	2,500	—	—
Ms. Mathangi Ramanujam	3,000	2,000	—	—
<b>Total</b>	<b>13,000</b>	<b>10,500</b>	<b>—</b>	<b>—</b>

\* Mr. Jayasankar Ramalingam was appointed on January 01, 2018 and designated as Chief Financial Officer with effect from January 02, 2018, the remuneration reflects total remuneration received by him from the date of his appointment.

<sup>#</sup> Mr. Pradip Manharlal Domadia, Independent Director resigned from the Directorship of the Company with effect from close of business hours of January 02, 2018.

**Notes : Related Party Relationship is as identified by the Company and relied upon by the Auditors.**

**24 FIRST-TIME ADOPTION OF IND AS:**

These are company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out herein have been applied in preparing the financial statements for the year ended 31<sup>st</sup> March, 2017, the comparative information presented in these financial statements for the year ended 31<sup>st</sup> March 2016 and in the preparation of an opening Ind AS balance sheet at 1<sup>st</sup> April, 2016 (the company's date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 (as amended) and other relevant provisions of the Act (previous GAAP).



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

Following notes explains the effect of transition from previous GAAP to Ind AS on the company's financial position, financial performance and cash flows.

### 24.1 Carrying value of Property, Plant and Equipment:

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. The company has elected to apply to measure all of its property, plant and equipment, and intangible assets at their previous GAAP carrying value.

### 24.2 Fair Valuation of Investments :

Under the previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value.

### 24.3 Actuarial gain/(loss) on Defined Benefit plans for Employee Benefits :

Under Ind AS, the change in defined benefit liability is split into changes arising out of service and interest cost and changes arising out of remeasurements. Changes due to service and interest cost are to be recognised in Profit and Loss account and the changes arising out of re-measurements are to be recognised directly in Other Comprehensive Income (OCI). As such, actuarial loss on valuation of Gratuity and Leave salary of ₹ 1.37 lacs as on 31.03.2017 on date has been recognised in OCI instead of Employee benefit expenses.

### 24.4 Fair Valuation of Loans and Advances :

Under Ind AS, fair valuation is required for in case of loans and advances such as advance to employees and security deposits. In case of advance to employees, all the advances are repayable within a period of 12 months and as such no fair valuation is required.



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

### 24.5 RECONCILIATION OF EQUITY AS ON TRANSITION DATE 1<sup>st</sup> APRIL, 2016 AS PER IND AS

			(₹)
	Previous GAAP	Adjustments	Ind AS
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	1,98,38,317	—	1,98,38,317
Financial Assets			
Loans	8,71,897	—	8,71,897
	<b>2,07,10,214</b>	<b>—</b>	<b>2,07,10,214</b>
<b>Current Assets</b>			
Inventories	1,02,893	—	1,02,893
Financial Assets			
Trade Receivables	1,00,27,124	—	1,00,27,124
Cash and Cash Equivalents	24,47,414	—	24,47,414
Loans	3,29,30,370	—	3,29,30,370
Other Current Assets	58,91,912	—	58,91,912
	<b>5,13,99,713</b>	<b>—</b>	<b>5,13,99,713</b>
<b>TOTAL :</b>	<b>7,21,09,927</b>	<b>—</b>	<b>7,21,09,927</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity:</b>			
Equity Share Capital	2,31,67,840	—	2,31,67,840
Other Equity	4,73,20,400	—	4,73,20,400
	<b>7,04,88,240</b>	<b>—</b>	<b>7,04,88,240</b>
<b>Liabilities:</b>			
<b>Non-current Liabilities</b>			
Provisions	2,86,729	—	2,86,729
	<b>2,86,729</b>	<b>—</b>	<b>2,86,729</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Trade Payables	7,51,189	—	7,51,189
Other Current Liabilities	5,83,769	—	5,83,769
	<b>13,34,958</b>	<b>—</b>	<b>13,34,958</b>
<b>TOTAL :</b>	<b>7,21,09,927</b>	<b>—</b>	<b>7,21,09,927</b>



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

### 24.6 RECONCILIATION OF EQUITY AS ON 31<sup>st</sup> MARCH, 2017 AS PER IND AS

			(₹)
	Previous GAAP	Adjustments	Ind AS
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	1,78,91,268	—	1,78,91,268
Financial Assets			
Loans	8,77,512	—	8,77,512
	<b>1,87,68,780</b>	<b>—</b>	<b>1,87,68,780</b>
<b>Current Assets</b>			
Financial Assets			
Cash and Cash Equivalents	2,47,08,562	—	2,47,08,562
Loans	1,20,64,033	—	1,20,64,033
Other Current Assets	56,27,231	—	56,27,231
	<b>4,23,99,826</b>	<b>—</b>	<b>4,23,99,826</b>
<b>TOTAL :</b>	<b>6,11,68,606</b>	<b>—</b>	<b>6,11,68,606</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity:</b>			
Equity Share Capital	2,31,67,840	—	2,31,67,840
Other Equity	3,70,52,920	—	3,70,52,920
	<b>6,02,20,760</b>	<b>—</b>	<b>6,02,20,760</b>
<b>Liabilities:</b>			
<b>Non-current Liabilities</b>			
Provisions	5,14,338	—	5,14,338
	<b>5,14,338</b>	<b>—</b>	<b>5,14,338</b>
<b>Current Liabilities</b>			
Other Current Liabilities	4,33,508	—	4,33,508
	<b>4,33,508</b>	<b>—</b>	<b>4,33,508</b>
<b>TOTAL :</b>	<b>6,11,68,606</b>	<b>—</b>	<b>6,11,68,606</b>



## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

### 24.7 RECONCILIATION OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2017 AS PER IND AS

			(₹)
	Previous GAAP	Adjustments	Ind AS
<b>INCOME:</b>			
Revenue from Operations	79,800	—	79,800
Other Income	70,27,511	—	70,27,511
<b>Total Revenue</b>	<b>71,07,311</b>	<b>—</b>	<b>71,07,311</b>
<b>EXPENDITURE:</b>			
Employees Benefits Expense	32,49,736	(137,353)	31,12,383
Depreciation and Amortisation Expense	14,80,740	—	14,80,740
Other Expenses	1,26,44,315	—	1,26,44,315
<b>Total Expenditure</b>	<b>1,73,74,791</b>	<b>(1,37,353)</b>	<b>1,72,37,438</b>
<b>Profit before Tax</b>	<b>(1,02,67,480)</b>	<b>1,37,353</b>	<b>(1,01,30,127)</b>
Current Tax	—	—	—
Mat Credit Entitlement	—	—	—
	—	—	—
Release of Deferred Tax	—	—	—
<b>Tax Expense</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Profit for the Year</b>	<b>(1,02,67,480)</b>	<b>1,37,353</b>	<b>(1,01,30,127)</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Remeasurement gain/(loss) on defined benefit plans	—	(1,37,353)	(1,37,353)
Release of Deferred Tax	—	—	—
<b>Other Comprehensive Income, net of tax</b>	<b>—</b>	<b>(1,37,353)</b>	<b>(1,37,353)</b>
<b>Total Comprehensive Income for the year, net of Tax</b>	<b>(1,02,67,480)</b>	<b>—</b>	<b>(1,02,67,480)</b>

### 24.8 RECONCILIATION OF EQUITY AND NET PROFIT ON TRANSITION TO IND AS

			(₹)
Particulars	Equity on 01.04.2016	Equity on 31.03.2017	Profit for year 2016-17
<b>Shareholders Funds and Net Profit after tax as per previous GAAP</b>	<b>7,04,88,240</b>	<b>6,02,20,760</b>	<b>(1,02,67,480)</b>
Reclassification of Actuarial loss on Defined Benefit plans	—	1,37,353	1,37,353
<b>Net Impact of Ind AS adjustments in Reserves and Surplus</b>	<b>—</b>	<b>1,37,353</b>	<b>1,37,353</b>
Reclassification of Actuarial loss on Defined Benefit plans	—	(1,37,353)	(1,37,353)
Deferred Tax impact of Ind AS adjustments	—	—	—
<b>Net Impact of Ind AS adjustments in OCI</b>	<b>—</b>	<b>(1,37,353)</b>	<b>(1,37,353)</b>
<b>Net Impact of Ind AS adjustments in Reserves and Surplus</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Shareholders Funds and Net Profit after tax as per Ind AS</b>	<b>7,04,88,240</b>	<b>6,02,20,760</b>	<b>(1,02,67,480)</b>





## Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2018

### 25. INFORMATION REGARDING MICRO, SMALL AND MEDIUM ENTERPRISES

Based on the information /documents available with the Company, information as per the requirements of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 are as under:

	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
	₹	₹	₹
i) Principal amount remaining unpaid to any supplier at the end of accounting year (including retention money against performance).	—	—	—
ii) Interest due on above	—	—	—
<b>Total of (i) and (ii)</b>	—	—	—
iii) Amount of interest paid by the Company to the suppliers in terms of Section 16 of the Act.	—	—	—
iv) Amount paid to the suppliers beyond due date during the year	—	—	—
v) Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	—	—	—
vi) Amount of interest accrued and remaining unpaid at the end of accounting year	—	—	—
vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of this Act.	—	—	—

### 26. DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

#### a. Details of Loans :

Name of the Company	Date of Board approval	Purpose	Rate of Interest	As at 31 <sup>st</sup> March, 2018
Pylam Enterprises Pvt Ltd	14-Nov-2017	Business Purpose	9.00%	₹ 2,27,00,000

#### b. Details of Investments : Nil

#### c. Details of guarantee provided : Nil

**Notes to Financial Statements** for the year ended 31<sup>st</sup> March, 2018**27. INFORMATION REGARDING SPECIFIED BANK NOTES (SBN) :**

During the year ended 31<sup>st</sup> March 2017, the Holding Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R.308 (E) dated 31<sup>st</sup> March 2017 on the details of Specified Bank Notes (SBN), held and transacted during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016, the denomination wise SBNs and other notes as per the notification is given below:

	Specified Bank Notes	Other Bank Notes	(₹) Total
Closing cash in hand as on 8 <sup>th</sup> November 2016	55,000	1,00,834	1,55,834
Add: Permitted receipts	-	50,000	50,000
Less: Permitted payments	-	57,154	57,154
Less: Amount deposited in banks	55,000	-	55,000
<b>Closing cash in hand as on 30<sup>th</sup> December 2016</b>	<b>-</b>	<b>93,680</b>	<b>93,680</b>

*\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8<sup>th</sup> November, 2016.*

- 28.** As there is neither more than one business segment nor more than one geographical segment, segment information is not required to be disclosed.
- 29.** The figures for the previous year are re-classified/ re-arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current year's classification/disclosure.
- 30.** The financial statements of the previous year were audited by a firm of chartered accountants other than S Mahendra & Company.

As per our report of even date attached

**For S MAHENDRA & COMPANY**  
Chartered Accountants  
ICAI Firm Reg. No. **307131E**

For and on behalf of Board of Directors of  
**Himalaya Granites Limited**  
CIN: L13206TN1987PLC015161

**(I D Gupta)**  
Partner  
Membership No. **051135**

**Saurabh Mittal**  
Non-Executive Chairman  
(DIN: 00273917)

**Ramesh Kumar Haritwal**  
Managing Director & CEO  
(DIN : 01486666)

Place of Signature : New Delhi  
Dated : 30<sup>th</sup> May, 2018

**Hariom Pandey**  
Company Secretary

**Jayasankar Ramalingam**  
Chief Financial Officer

*if undelivered please return to :*

**HIMALAYA GRANITES LIMITED**

(CIN : L13206TN1987PLC015161)

1501-05 NARAIN MANZIL, 23 BARAKHAMBHA ROAD, NEW DELHI - 110001