



# Ladderup

*Engineering Growth*

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Scrip Code: 530577**

**Sub: Submission of Annual Report of the Company**

**Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

With reference to the captioned subject, please find enclosed Annual Report of the Company duly approved by the shareholders at the 25<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September 2018 at Hotel Mirage, International Airport Approach Road, Marol, Andheri East, Mumbai- 400059.

You are requested to kindly take the same on record.

**For Ladderup Finance Limited**

**Arpita Jain**

**Company Secretary and Compliance Officer**



**Place: Mumbai**

**Date: 28<sup>th</sup> September 2018**

## Ladderup Finance Limited

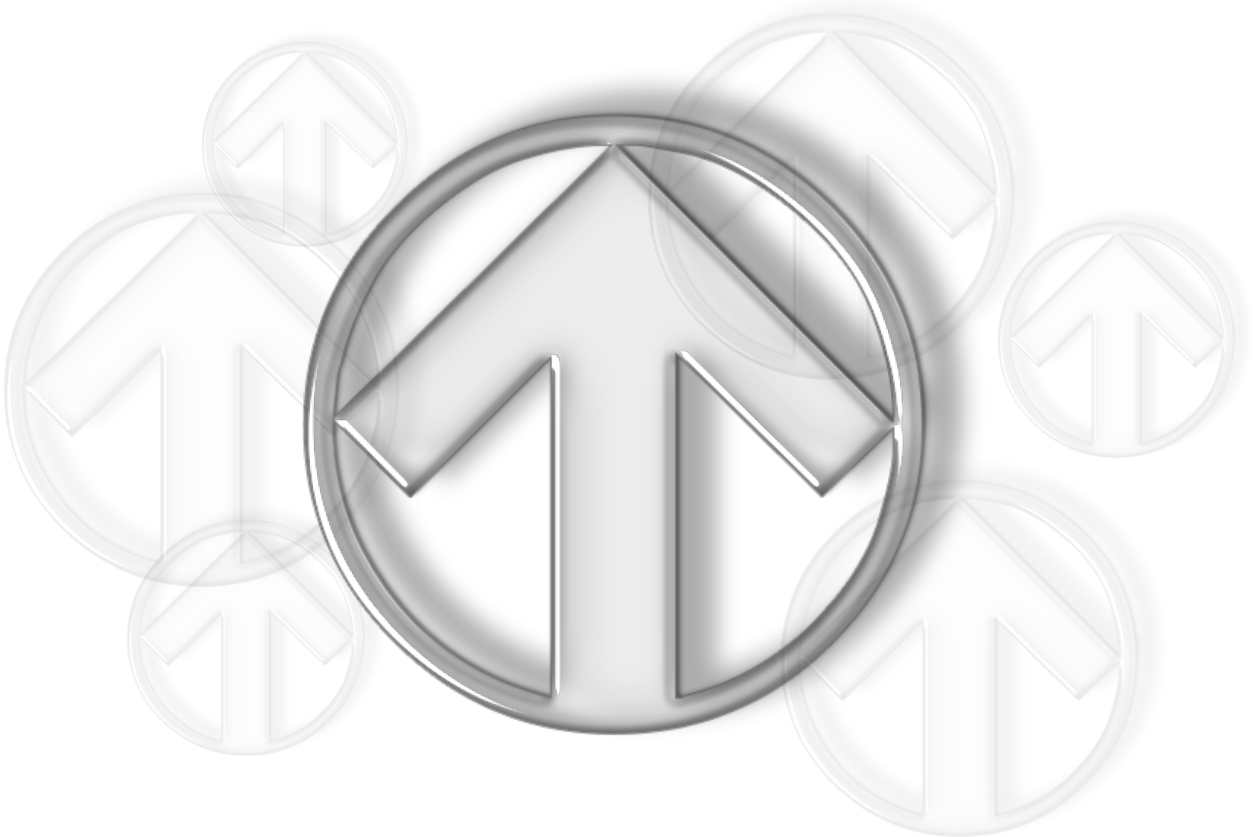
**Redg. & Corp. Office:** 102 - A,  
1<sup>st</sup> Floor, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Near Gurunanak Hospital Road,  
Bandra (East), Mumbai - 400 051.

**Tel.:** 91-22-4033 6363,  
**Fax:** 91-22-4033 6364,  
**E-Mail:** [info@ladderup.com](mailto:info@ladderup.com)  
**Website:** [www.ladderup.com](http://www.ladderup.com)  
**CIN:** L67120MH1993PLC074278



**Ladderup**

*Engineering Growth*



**25th**  
**ANNUAL REPORT**  
2017 - 2018

Ladderup Finance Limited

## CONTENTS

Corporate Information .....	2
Notice of Annual General Meeting .....	3
Directors' Report .....	20
Management Discussion and Analysis .....	42
Report on Corporate Governance.....	47
Independent Auditors' Report on Standalone Financial Statements .....	66
Standalone Financial Statements.....	73
Independent Auditors' Report on Consolidated Financial Statements .....	101
Consolidated Financial Statements .....	106
Restriction on Transfer of Physical Shares & Procedure for Demat of Shares .....	134

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	:	Mr. K. V. S Shyam Sunder (Chairman)
	:	Mr. Sunil Goyal (Managing Director)
	:	Mr. T. V. Rao
	:	Mr. Mohan Tanksale (w.e.f. 14 <sup>th</sup> November, 2017)
	:	Mrs. Mangala Radhakrishna Prabhu
	:	Mr. Manoj Singrodia
	:	Mr. Harsha Saksena
	:	Mr. Saurabh Sarayan (w.e.f. 14 <sup>th</sup> November, 2017)
<b>REGISTERED OFFICE</b>	:	102- A, 1st Floor, Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051
<b>BANKERS</b>	:	Axis Bank Limited
	:	Bank of Maharashtra
	:	HDFC bank Limited
	:	Dhanlaxmi Bank Limited
<b>STATUTORY AUDITORS</b>	:	M/s. Shah Gupta & Co., Chartered Accountants, Mumbai
<b>INTERNAL AUDITORS</b>	:	M/s. DY & Associates Chartered Accountants, Mumbai
<b>SECRETARIAL AUDITOR</b>	:	M/s. H. S. Associates Practising Company Secretaries, Mumbai
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	:	Sharex Dynamic (India) Private Limited Unit 1, Luthra Industrial Premises, 1 <sup>st</sup> Floor, 44-E, M. Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400 072
<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>	:	Ms. Arpita Jain (w.e.f. 28 <sup>th</sup> May, 2018)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Ladderup Finance Limited will be held on Saturday, 22<sup>nd</sup> September, 2018 at 11.00 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai- 400 059, to transact the following business:

— — — — —

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Manoj Singrodia (**DIN: 01501529**), who retires by rotation and, being eligible, offers himself for re-appointment;

### SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

**Re-Appointment of Mr. Sunil Goyal as a Managing Director of the Company for a term of five years**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders be and is hereby accorded to re-appoint Mr. Sunil Goyal (**DIN: 00503570**) as a Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office with effect from 1<sup>st</sup> April, 2018 on the same terms and conditions as approved by the members of the Company.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sunil Goyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Appointment of Mr. Saurabh Sarayan as a Non-Executive Director**

**“RESOLVED THAT** Mr. Saurabh Sarayan (**DIN: 07969125**), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 14<sup>th</sup> November, 2017, who holds office up to the date of this Annual General Meeting of the Company in term of section 149, 152 & 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in respect of whom the Company has

## NOTICE OF ANNUAL GENERAL MEETING

received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director (Non-Executive) of the Company, be appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**Approval for continuation of current term of Mr. KVS Shyamsunder, Independent Director**

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, consent of the members be and is hereby accorded to Mr. KVS Shyamsunder (**DIN: 00502621**) Director of the Company to hold office of Independent Director under the current tenure of appointment which ends on 31<sup>st</sup> March, 2019 notwithstanding that he has attained the age of 75 years on 29<sup>th</sup> July, 2017.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Appointment of Mr. Mohan Tanksale as an Independent Director**

“**RESOLVED THAT** Mr. Mohan Tanksale (**DIN: 02971181**), who was appointed by the Board of Directors as an Additional Independent Director of the Company effective 14<sup>th</sup> November, 2017, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Mohan Tanksale, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of five years commencing w.e.f. 14<sup>th</sup> November, 2017.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Appointment of Mr. Harsha Saksena as an Independent Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV to the Act, as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harsha Saksena (**DIN: 01736469**), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of five years commencing w.e.f. 13<sup>th</sup> August, 2018.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**Approval of Borrowing Limit**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force and with the consent of shareholders be and is hereby accorded for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 50 Crores (Rupees Fifty Crore) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid-up capital, free reserves and Securities Premium.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

9. **CREATION OF CHARGES ON THE ASSETS OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and are hereby accorded to the Board of Directors of the Company to create such charges, mortgages, hypothecations, lien or pledge etc. as may be necessary on such assets of the Company, both present and future, in such manner as the Board may direct, together with power to take

## NOTICE OF ANNUAL GENERAL MEETING

over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate provided that the total amount of borrowings shall not exceed ₹ 50 (Rupees Fifty Crores) as may be approved by the members pursuant to Section 180(1)(c) of the Companies Act, 2013 together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements / Loan Agreements in respect of the said borrowings.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to sign and submit the necessary application and forms to appropriate authorities and to perform all such acts, deeds and things that may be necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

Date : 27<sup>th</sup> August, 2018  
Place : Mumbai

**By Order of the Board**

Regd. Office : 102-A, 1<sup>st</sup> Floor, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opp. Guru Nanak Hospital,  
Bandra (East), Mumbai-400 051

Sd/-  
**Arpita Jain**  
(Company Secretary)



## **NOTES TO NOTICE**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. As required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 17<sup>th</sup> September, 2018 to 22<sup>nd</sup> September, 2018 (both days inclusive) for annual closing for the financial year 2017-18.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited.
5. Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
6. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited, in case of shares held in physical form on or before Friday, 14<sup>th</sup> September, 2018. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
7. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
8. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
9. Members who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the previous years are requested to make their claims to the Company at the earliest. The dividends that are not encashed/ claimed within seven years from the date of declaration of dividend will as

## NOTES TO NOTICE

per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

10. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at [www.ladderup.com](http://www.ladderup.com).
11. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Wednesday, 19<sup>th</sup> September, 2018 (9:00 am) and ends on Friday, 21<sup>st</sup> September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 15<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

### **Step 1: Log-in to NSDL e-Voting system**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details will be as per details given below:
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).

## NOTES TO NOTICE

- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- v. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

## **NOTES TO NOTICE**

- iii. Select “EVEN” of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (jajodiaassociate@gmail.com) to with a copy marked to evoting@nsdl.co.in.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

### **Please note the following:**

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ladderup.com](http://www.ladderup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## NOTES TO NOTICE

### **Other information:**

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

12. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday 15<sup>th</sup> September, 2018.
14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Saturday 15<sup>th</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@ladderup.com](mailto:evoting@ladderup.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
15. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
16. M/s. Jajodia & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
18. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
19. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.

Date : 27<sup>th</sup> August, 2018  
Place : Mumbai

**By Order of the Board**

Regd. Office : 102-A, 1<sup>st</sup> Floor, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opp. Guru Nanak Hospital,  
Bandra (East), Mumbai-400 051

Sd/-  
**Arpita Jain**  
(Company Secretary)

## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In Conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the special business of the Notice and the same should be taken as forming part of the notice.

#### ITEM NO.3

The members be informed that Board of Directors in their meeting held on 27<sup>th</sup> August, 2018 re-appointed Mr. Sunil Goyal as Managing Director of the Company w.e.f 1<sup>st</sup> April, 2018 to hold office for a period of 5 years on same terms and conditions, pursuant to Section 196 & Schedule V of the Companies Act, 2013 and rules applicable thereon.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under:

#### I. GENERAL INFORMATION

1	Nature of Industry	:	The Company being a registered Non-Banking Finance Company with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your company is diversified across various sectors such as financial services, healthcare, retail, packaging, information technology, real estate, etc
2	Date of Commencement of Activities	:	1 <sup>st</sup> October, 1993
3	Foreign Earnings, Investments or Collaborations	:	There was no Foreign Investment or Collaboration during the year
4	Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under:

(₹ in Lakh)

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Operational and other Income	106.61	1534.47	369.70
Profit/(Loss) before Tax	63.84	1271.05	258.89
Add/(Less): Current Tax	4.20	9.90	4.76
Add/(Less): Deferred Tax Liability / Assets	(0.13)	(0.38)	(0.96)
Add/(Less): Taxation of earlier years	(38.19)	(0.32)	0.42
Profit/(Loss) after Tax	634.78	1261.85	254.66

## EXPLANATORY STATEMENT

### II. Information about the appointee:

1	Background details, Recognition or awards	:	Mr. Sunil Goyal is a Chartered Accountant by profession having rich experience of more than 25 years in the areas of Management Consultancy, Joint Ventures, Private Equity, Transaction Advisory, Treasury Management, Capital Markets, Turnaround Strategies and Corporate Governance.
2	Past Remuneration	:	₹ 96,00,000 p.a.
3	Job Profile and his Suitability	:	Managing Director
4	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	:	The present job responsibility of the appointee is to manage the whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
5	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any	:	Except being Promoter and Managing Director of the Company, Mr. Sunil Goyal does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key managerial personnel.

### III. Additional information to be given to the members in terms of Secretarial Standard – 2 is as under:

1	Age	:	51 years
2	Date of first appointment	:	1 <sup>st</sup> October, 1993
3	Shareholding in the Company	:	1,01,400 Shares
4	Number of Board Meetings attended during the year 2017-2018	:	4
5	List of outside Directorship held as on 31 <sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)	:	<ol style="list-style-type: none"><li>1. Kisan Mouldings Limited</li><li>2. Parag Milk Foods Limited</li><li>3. Ladderup Wealth Management Private Limited</li><li>4. Gini &amp; Jony Limited</li><li>5. Motilal Ostwal Trustee Company Limited</li></ol>

Except Mr. Sunil Goyal, none of the other Directors and Key Managerial Personnel of the Company and their relatives are interested financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolutions at item No. 3 for the approval of members of the Company by way of Special Resolution.

The above may be treated as a written Memorandum setting out the terms of re-appointment of Mr. Sunil Goyal under Section 190 of the Companies Act, 2013.

## EXPLANATORY STATEMENT

### ITEM NO 4 & 6

The Board of Directors based on recommendation of Nomination and Remuneration Committee has appointed Mr. Saurabh Sarayan (**DIN: 07969125**) and Mr. Mohan Tanksale (**DIN: 02971181**), as an Additional Director of the Company in the category of Non-Executive Director and Independent Director respectively w.e.f. 14<sup>th</sup> November, 2017. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Saurabh Sarayan and Mr. Mohan Tanksale for the office of a Director of the Company. Accordingly, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, the approval of the members of the Company is required for regularization of Mr. Saurabh Sarayan as Director (Non-Executive) of the Company and Mr. Mohan Tanksale as an Independent Director.

Mr. Mohan Tanksale has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Mohan Tanksale fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that he is independent of the management of the Company.

The Board recommends the resolutions at item No. 4 & 6 for the approval of members of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item Nos. 4 & 6 of the Notice.

### ITEM NO. 5

Pursuant to recommendation made in the Report of Committee on Corporate Governance (constituted under chairmanship of Mr. Uday Kotak), SEBI *vide* its Notification dated 9<sup>th</sup> May, 2018, notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and stated that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. KVS Shyamsunder, Non-Executive Independent Director of the Company attained age of 75 years on 29<sup>th</sup> July, 2017. Mr. KVS Shyamsunder brings with him rich experience in Banking Sector Specialised in Corporate & Retail Banking, Credit Rating, Review and Monitoring Systems and lending policies. He has been associated with the Company for about two decades and served as the Non-Executive Independent Director of the Company. His immense experience in Banking Sector Business provides a much needed overall guidance to the management on various aspects of Credit Rating, Review and Monitoring Systems and lending policies, Strategic planning and execution within Transmission business. Therefore, it is proposed to continue directorship of Mr. KVS Shyamsunder, as Non-Executive Independent Director of the Company and accordingly approval of members of the Company is sought to continue his directorship.

The Board recommends the resolutions at item No. 5 for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item Nos. 5 of the Notice.



## **EXPLANATORY STATEMENT**

### **ITEM NO. 7**

Pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") the Board of Directors based on recommendation of Nomination and Remuneration Committee has decided to appoint Mr. Harsha Saksena (**DIN 01736469**) as an Independent Director of the Company with effect from 13<sup>th</sup> August, 2018 up to 12<sup>th</sup> August, 2023, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act.

Mr. Harsha Saksena has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Harsha Saksena fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent director and that he is independent of the management of the Company.

The Board recommends the resolutions at item No. 7 for the approval of members of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item Nos. 7 of the Notice.

### **ITEM NO 8 & 9**

It is proposed to seek the approval of members by passing special resolutions pursuant to provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to borrow the money in excess of aggregate of paid up share Capital and free reserves, upto a limit of ₹ 50 Crores apart from temporary loans obtained from the Company's bankers in ordinary course of business in terms of provisions of Section 180(1)(c) of the Companies Act, 2013 and to create charge(s) on assets of the Company in favour of lenders to secure the repayment of such borrowings in terms of provisions of Section 180(1)(c) of the Companies Act, 2013, pursuant to Section 180(1)(a) of the Companies Act, 2013.

The Board recommends the resolutions at item No. 8 & 9 for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item Nos. 8 & 9 of the Notice.

## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

The details pertaining to appointment or re-appointment of the Director as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows:

<b>Name of the Director</b>	<b>Mr. Manoj Singrodia</b>
<b>Date of Birth</b>	10 <sup>th</sup> May, 1964
<b>Date of Appointment</b>	1 <sup>st</sup> October, 1993
<b>Expertise in specific functional area</b>	Tax and Regulatory Matters, International Taxation Foreign Investment Structuring & Approvals.
<b>Qualification</b>	Chartered Accountant.
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Sallee Tradefin Limited</li> <li>2. Ladderup Wealth Management Private Limited</li> </ol>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee- Member</li> <li>2. Risk Management Committee- Chairman</li> <li>3. Investment Committee- Chairman</li> <li>4. Nomination and Remuneration Committee-Member</li> <li>5. Corporate Responsibility Committee - Member</li> </ol>
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	1,24,193

<b>Name of the Director</b>	<b>Mr. Sunil Goyal</b>
<b>Date of Birth</b>	4 <sup>th</sup> October, 1967
<b>Date of Appointment</b>	1 <sup>st</sup> October, 1993
<b>Expertise in specific functional area</b>	Investment Banking, Audit and Tax, Corporate Advisory, Debt Raise, Tax and Regulatory Matters.
<b>Qualification</b>	Chartered Accountant.
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Kisan Mouldings Limited</li> <li>2. Parag Milk Foods Limited</li> <li>3. Ladderup Wealth Management Private Limited</li> <li>4. Gini &amp; Jony Limited</li> <li>5. Motilal Ostwal Trustee Company Limited</li> </ol>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee - Member</li> <li>2. Investment Committee - Member</li> <li>3. Corporate Responsibility Committee - Chairman</li> <li>4. Prevention of Sexual Harassment Committee - Member</li> <li>5. Audit Committee - Member</li> </ol>

## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	1,01,400
<b>Name of the Director</b>	<b>Mr. Saurabh Sarayan</b>
<b>Date of Birth</b>	19 <sup>th</sup> September, 1981
<b>Date of Appointment</b>	14 <sup>th</sup> November, 2017
<b>Expertise in specific functional area</b>	Raising growth capital for early stage Companies, structured, and special situation finance for matured companies and Debt resolution cases.
<b>Qualification</b>	CFA, MBA (Finance) from University of Mumbai and CAIIB
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	NIL
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	NIL
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	NIL

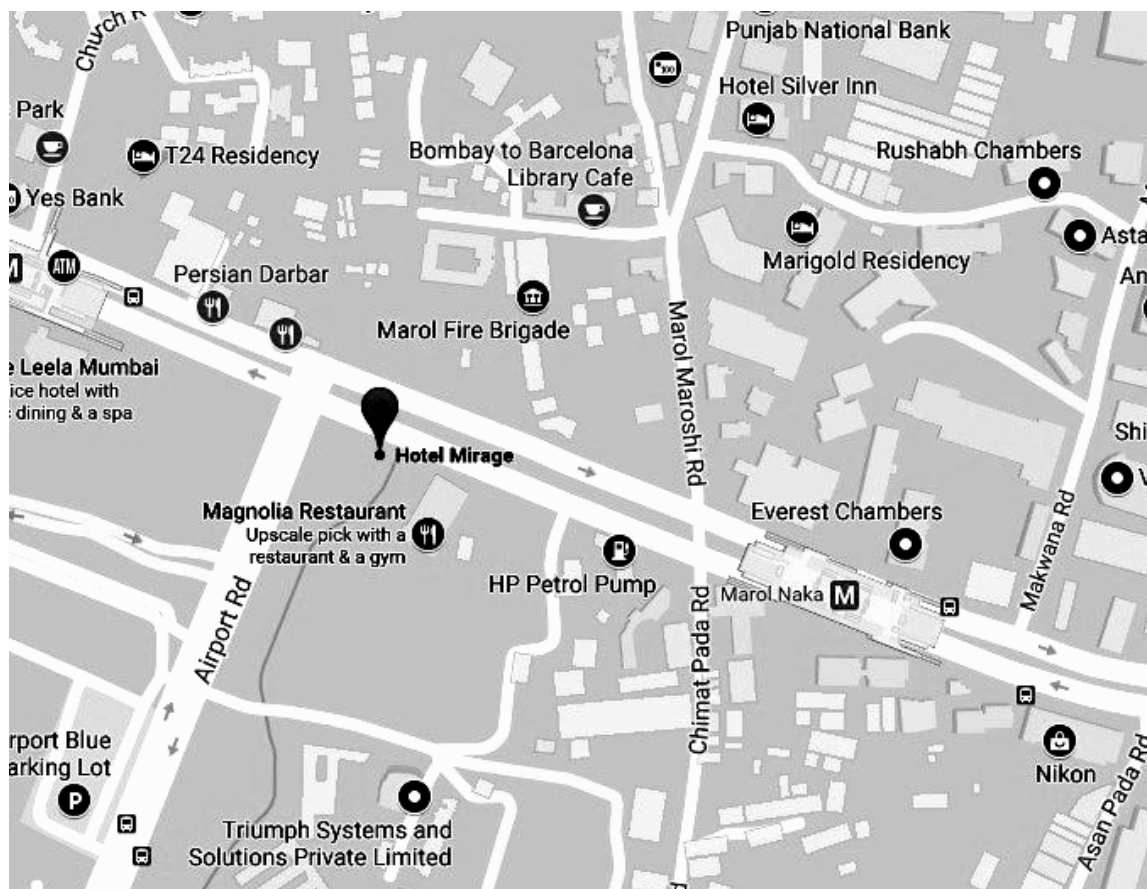
<b>Name of the Director</b>	<b>Mr. KVS Shyamsunder</b>
<b>Date of Birth</b>	29 <sup>th</sup> July, 1942
<b>Date of Appointment</b>	16 <sup>th</sup> June, 2006
<b>Expertise in specific functional area</b>	Banking Sector Specialised in Corporate & Retail Banking, Credit Rating, Review and Monitoring Systems and lending policies.
<b>Qualification</b>	Chartered Accountant.
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Aarti Industries Ltd</li> <li>2. Ladderup Wealth Management Private Limited</li> <li>3. Liners India Limited</li> </ol>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	<ol style="list-style-type: none"> <li>1. Risk Management Committee- Member</li> <li>2. Prevention of Sexual Harassment Committee-Member</li> <li>3. Corporate Social Responsibility Committee- Member</li> <li>4. Nomination and Remuneration Committee- Chairman</li> <li>5. Stakeholders Relationship Committee – Chairman</li> <li>6. Audit Committee – Chairman</li> </ol>
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	NIL

## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

<b>Name of the Director</b>	<b>Mr. Mohan Tanksale</b>
<b>Date of Birth</b>	31 <sup>st</sup> July, 1953
<b>Date of Appointment</b>	14 <sup>th</sup> November, 2017
<b>Expertise in specific functional area</b>	Serves as Strategic Consultant of Swift India Domestic Messaging Services Ltd.
<b>Qualification</b>	BSC, MA (English Literature)
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Anand Rathi Wealth Services Limited</li> <li>2. Ramuka Capital Markets Limited</li> <li>3. Raja Bahadur International Limited</li> <li>4. Yes Asset Management (India) Limited</li> </ol>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	NIL
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	NIL

<b>Name of the Director</b>	<b>Mr. Harsha Saxena</b>
<b>Date of Birth</b>	3 <sup>rd</sup> May, 1971
<b>Date of Appointment</b>	14 <sup>th</sup> August, 2013
<b>Expertise in specific functional area</b>	Debt Syndication, Corporate Finance and Investor Relations.
<b>Qualification</b>	Chartered Accountant and Cost Accountant
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2018 (Excluding Private Limited Companies and Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Hypercity Retail (India) Limited</li> <li>2. Expandus Capital Limited</li> </ol>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2018</b>	<ol style="list-style-type: none"> <li>1. Investment Committee- Member</li> </ol>
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2018</b>	NIL

## ROUTE MAP TO THE VENUE OF AGM



Prominent Landmark — Mirage Hotel

## DIRECTORS' REPORT

To  
The Members,  
Your Directors are pleased to present the Twenty Fifth Annual Report, both on Standalone and Consolidated basis together with the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018.

### 1. FINANCIAL RESULTS

(₹ in Lakh)

Particulars	2017-18	2016-17	2017-18	2016-17
	Consolidated		Standalone	
Operational & Other Income	1581.72	1837.06	1066.06	1534.47
Profit before depreciation and Tax	789.18	1320.23	642.11	1272.22
Less: Depreciation	5.44	2.79	3.67	1.18
<b>Profit before Tax</b>	<b>783.74</b>	<b>1317.44</b>	<b>638.44</b>	<b>1271.04</b>
Less: Tax expenses (includes provision for deferred tax asset/liability)	46.46	10.62	3.67	9.20
<b>*Profit after Tax</b>	<b>737.29</b>	<b>1306.82</b>	<b>634.77</b>	<b>1261.84</b>

\*The profit after tax is considered before adjusting the minority interest and Current year's share of associates.

The Consolidated Statements provide the results of Ladderup Finance Limited together with its subsidiary.

### 2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "Annexure A".

### 3. MEETINGS OF THE BOARD

During Financial Year 2017-18 four Meetings of the Board were held by the Company on 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018. The intervening gap between the meetings was as prescribed under the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The number of Committee Meetings held during the Financial Year 2017-18 forms part of the Corporate Governance Report.

### 4. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met once during a year, without the attendance of Non-Independent Directors and Members of the Management.

The Independent Directors reviewed performance of Non-Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also discussed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The feedback of the Meeting was shared with the Chairman of the Company.

## DIRECTORS' REPORT

### 5. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3)(c) & 134(5) of the Companies Act 2013:

- (a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2018 and of the profit of the company for the year ended on that date;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) That systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### 6. DIRECTORS

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Manoj Singrodia, Director of the Company retires by rotation at ensuing Annual General Meeting ('AGM') of the Company and being eligible, has offered himself for re-appointment.

The Board of Directors based on recommendation of Nomination and Remuneration Committee ('NRC') has appointed Mr. Saurabh Sarayan (**DIN: 07969125**) and Mr. Mohan Tanksale (**DIN: 02971181**), as an Additional Directors of the Company in the category of Non-Executive Director and Independent Director respectively w.e.f. 14<sup>th</sup> November, 2017. Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Saurabh Sarayan and Mr. Mohan Tanksale, hold office upto the date of the ensuing AGM. Considering this, the Board decided to appoint Mr. Saurabh Sarayan as a Director (Non-Executive) and Mr. Mohan Tanksale, as an Independent Director of the Company, subject to the approval of the Member(s) of the Company at the ensuing AGM.

Further, pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018 the Board of Directors based on recommendation of NRC and subject to the approval of the Member(s) of the Company at the ensuing AGM has approved the continuation of the current term of Mr. KVS Shyamsunder (**DIN: 00502621**), who has attended the age of seventy five years on 29<sup>th</sup> July, 2017 as an Independent Director of the Company.

Also, pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") the Board of Directors based on recommendation of Nomination and Remuneration Committee and subject to the approval of the Member(s) of the Company at the ensuing AGM has decided to appoint Mr. Harsha Saksena (**DIN 01736469**) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act with effect from 13<sup>th</sup> August, 2018 up to 12<sup>th</sup> August, 2023.

## **DIRECTORS' REPORT**

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, brief resume of the Director proposed to be re-appointed is given in the Notice convening Twenty Fifth Annual General Meeting.

### **7. NOMINATION AND REMUNERATION POLICY**

Pursuant to Provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration committee the Board had adopted policy for selection and appointment of Directors, Senior Management and their remuneration in the financial year 2015-16. The details of Remuneration Policy is stated in the Corporate Governance Report. The Nomination and Remuneration Policy is posted on the website of the Company.

### **8. AUDITORS & AUDITORS' REPORT**

#### **• STATUTORY AUDITORS & STATUTORY AUDITORS' REPORT**

The Statutory Auditors, **M/s. Shah Gupta & Co., Chartered accountants, Mumbai (Firm Registration No. 109574W)**, have issued Audit Report for the Financial Year 2017-18 pursuant to provisions of Section 141 (2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014.

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

#### **• SECRETARIAL AUDITORS' & SECRETARIAL AUDITORS' REPORT**

The Secretarial Auditors, **M/s. H S Associate, Practicing Company Secretary, Mumbai (Certificate of Practice No. 1483)**, have issued Secretarial Audit Report for the Financial Year 2017-18 pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is annexed as "**Annexure B**" and forms part of this Report.

The Secretarial Audit Report for the year under review contains certain remarks, the management's reply for the same is as mentioned below:

<b>Sr. No.</b>	<b>Auditor's Remark</b>	<b>Management's Reply</b>
1.	As per Regulation 31 of LODR, 2015, Minor Promoters Shareholding is not in Demat Form	With reference to the observations made by the Secretarial Auditors in their Report, Directors wish to state that the Company is under process of dematerializing the shareholding of the minor promoter

### **9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186**

The details of Loan, Guarantees and Investments made by the Company under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

### **10. RELATED PARTY TRANSACTIONS**

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were on arm's length basis and were in the ordinary course of business. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material



## **DIRECTORS' REPORT**

transactions with related parties entered into by the Company with related parties in the prescribed format are annexed to this report as “Annexure C”.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: [www.ladderup.com](http://www.ladderup.com)

The details of the transactions with related parties are provided in the accompanying financial statements.

### **11. SUBSIDIARY & ASSOCIATES**

The Company has one subsidiary i.e., Ladderup Wealth Management Private Limited. During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statements of its subsidiary in the prescribed format are given in notes to the financial statements. The statement also provides the details of performance and financial position of the subsidiary.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiary, are available on website of [www.ladderup.com](http://www.ladderup.com). These documents will also be available for inspection during the business hours at the registered office of the Company.

The Company's policy on material subsidiary as approved by the Board is uploaded on the Company's website at “Investors” section. The Company also has one Associate i.e. Annapurna Pet Private Limited.

### **12. FINANCIAL HIGHLIGHTS AND COMPANY AFFAIRS**

#### **Consolidated Performance**

Your Company has earned total revenue of INR 1581.72 lakh in FY 2017-18 as compared to INR 1837.06 lakh in FY 2016-17. The profit after tax in FY 2017-18 is INR 737.29 lakh as compared to INR 1306.82 lakh in FY 2016-17.

#### **Standalone Performance**

Your Company has earned total Profit of INR 634.77 lakh during the FY 2017-18 as against INR 1261.84 lakh in the FY 2016-17.

Your company as in the last few years continues to invest in asset based transactions with good growth prospects.

The Financial Year 2017-18 continues to be difficult year for Companies operating in the financial services space. The global macroeconomic conditions as well as domestic market conditions converged simultaneously to create strong headwinds. There was perceptible impact on margins and profitability for most companies in the financial services space as well.

#### **Subsidiary Company**

##### **LADDERUP WEALTH MANAGEMENT PRIVATE LIMITED (LWMPL)**

Unlike the previous financial year, 2017-18 turned out to be a good year for the capital market. The Sensex rose by almost 11% during the year. In this environment, most of our investment recommendations have done very well. The business has also been able to add fresh clients and improve the Assets Under Management.

During the FY 2017-18 the Company has achieved total revenue of INR 527.90 lakh in FY 2017-18 (against INR 303.84 lakh in previous year) and posted a profit of INR 114.53 lakh for FY 2017-18 against a net profit of INR 44.96 lakh in previous year. Ladderup Wealth Management Private

## **DIRECTORS' REPORT**

Limited, the subsidiary of your Company is engaged in the wealth management solutions for HNIs, SMEs and Corporates. The Company is hopeful for a better performance in the FY 2018-19 and it has chalked out extensive growth plans by increasing its product basket and addition of clients.

### **13. AMOUNT TRANSFERRED TO RESERVE**

During the Financial Year 2017-18 the Company has transferred ₹ 12,695,630/- equivalent to 20% of profit after tax of the Company to Special Reserve Account in compliance with Section 45IC of the RBI Act.

### **14. DIVIDEND**

In order to preserve funds for future activities, the Board of Directors of your Company do not recommend any Dividend for the FY 2017-18.

### **15. MATERIAL CHANGES**

During the Financial Year 2017-18 there are no material changes affecting the financial position of the company and affecting Financials Statement.

### **16. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

### **17. RISK MANAGEMENT POLICY**

As per the provisions of the Companies Act, 2013 and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee has laid down the procedures to inform to the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan and policy for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD and the CFO that the mitigation plans are finalised and up-to-date, owners are identified and the progress of mitigation actions are monitored.

### **18. CORPORATE SOCIAL RESPONSIBILITY**

Ladderup Finance Limited believes that sustained growth of business lies on triple bottom line i.e. growth of people around our operation, protection of environment where we operate and profit from our business. We understand that well being of the community around our business helps in growth of business and hence we value people around our operational locations and promote inclusive growth.

We endeavour to serve the society and achieve excellence. We continue to remain focused on improving the quality of life and engaging communities through ensuring environment sustainability, promoting healthcare, promoting education and many more activities.

## **DIRECTORS' REPORT**

Pursuant to Section 135 of the Companies Act, 2013, and the relevant rules, the Company is having in place the Corporate Social Responsibility (CSR) Committee under the chairmanship of Mr. Sunil Goyal, the other members of the Committee are Mr. Manoj Singrodia, and Mr. K.V.S. Shyamsunder. The Company's policy on CSR envisages expenditure in areas falling within the purview of Schedule VII of the Companies Act, 2013. The detailed CSR policy is available on the company's website at the web link: [www.ladderup.com](http://www.ladderup.com).

During the financial year 2017-18 the Company has earned a net profit ₹ 634.77 Lakh. Therefore, pursuant to the provisions of Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility) Rules, 2014 the Company constituted a Corporate Social Responsibility Committee & the committee will perform the desired functions on behalf of the Board in relation to the Corporate Social Responsibility of the Company.

### **19. PREVENTION OF INSIDER TRADING**

As per the provisions of SEBI (Prohibition of insider trading) Regulations, 2015, the Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

### **20. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

During the financial year under review, the Company has not received any complaints from any of the employees of the Company.

### **21. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interests of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its committees. The Directors expressed their satisfaction with the evaluation process.

### **22. SHARE CAPITAL**

The Issued, Subscribed and Paid-Up Equity Share Capital as on 31<sup>st</sup> March, 2018 was ₹ 128,526,000/- (Rupees Twelve Crores Eighty Five Lakhs Twenty Six Thousand Only). During the year under review, the Company has not issued any shares with differential voting rights nor granted

## **DIRECTORS' REPORT**

any stocks options or sweat equity. As on 31<sup>st</sup> March, 2018 none of the Directors of the Company holds instrument convertible into equity shares of the Company.

### **23. NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY**

The Company is registered as a Non-Banking Financial Institution on 24<sup>th</sup> February, 1998 In terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Your Company is categorized as a Non-deposit taking Non-Banking Financial Company. The Company has not accepted any deposits from the public during the year pursuant to the provisions of Section 73 of the Companies Act, 2013.

### **24. CORPORATE GOVERNANCE**

Pursuant to Regulations 34 & 53 read with schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the following forms part of this Annual Report and are enclosed/annexed to this report:

- Management Discussion and Analysis
- Report on Corporate Governance
- Declaration on Compliance with Code of Conduct
- Certificate from M/s. Jajodia & Associates regarding compliances of Corporate Governance.

### **25. COMMITTEES OF THE BOARD**

There are currently Seven Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination & Remuneration Committee
4. Investment Committee
5. Risk Management Committee
6. Prevention of Sexual Harassment Committee
7. Corporate Social Responsibility Committee.

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Corporate Governance Report.

### **26. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR**

Mr. Mohan Vasant Tanksale was appointed as an Additional Independent Director of the Company w.e.f. 14<sup>th</sup> November, 2017 and Mr. Saurabh Mahesh Sarayan was appointed as an Additional Non-Executive Director of the Company w.e.f. 14<sup>th</sup> November, 2017.

Mr. Sanket Limbachiya, Company Secretary and Compliance Officer of the Company has resigned w.e.f. 31<sup>st</sup> May, 2017.

The Company has appointed Ms. Zarana Soni, Company Secretary and Compliance Officer of the Company w.e.f. 12<sup>th</sup> August, 2017.

Ms. Zarana Soni, Company Secretary and Compliance Officer of the Company has resigned w.e.f. 13<sup>th</sup> February, 2018.

### **27. PARTICULARS OF EMPLOYEES**

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

## **DIRECTORS' REPORT**

will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

### **28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

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

The Company's internal control system is designed to ensure orderly and efficient conduct of its business, compliance with law and regulations including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting record, and the timely preparation of reliable financial information Internal Control system is supported by an Internal Audit Process. The Internal Audit Plans and Scope are well laid-out to ensure compliance with various applicable laws and internal policies. The Internal Auditors review the systems and procedures and advise on further improvements wherever required. The reports of the Internal Auditors are reviewed by the Audit Committee and the Board of Directors of the Company.

All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of account and reporting financial statements.

### **30. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the company has adopted a vigil mechanism policy. This policy can be viewed on the Company's website viz. [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

### **31. ACKNOWLEDGEMENT**

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Financial Institutions, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

**Date** : 13<sup>th</sup> August, 2018  
**Place** : Mumbai

**For and on behalf of the Board**

**Regd. Office** : 102-A, 1st Floor, Hallmark Business Plaza  
Sant Dyaneshwar Marg,  
Guru Nanak Hospital,  
Bandra (East), Mumbai - 400 051

**Sd/-**  
**Sunil Goyal**  
*Managing Director*  
**DIN: 00503570**

**Sd/-**  
**Mangala Prabhu**  
*Director*  
**DIN: 06450659**

## FORM NO. MGT-9

## EXTRACT OF ANNUAL RETURN

(As on the financial year ended 31<sup>st</sup> March, 2018)

[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014]

**A. REGISTRATION AND OTHER DETAILS:**

1	<b>CIN</b>	<b>L67120MH1993PLC074278</b>
2	<b>Registration Date</b>	1 <sup>st</sup> October, 1993
3	<b>Name of the Company</b>	<b>Ladderup Finance Limited</b>
4	<b>Category / Sub-Category of the Company</b>	Company Limited by shares / Indian Non-Government Company
5	<b>Address of the Registered office and contact details</b>	A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra (East), Mumbai-400051 Tel: 022-40336363, Fax: 022-40336364
6	<b>Whether listed company</b>	Yes
7	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	M/s. Sharex Dynamic (India) Private Limited, Luthra Ind Premises, Unit-1, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai- 400 072 Tel: 022 2851 5644

**B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Companies	64990	100%

**C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Ladderup Wealth Management Private Limited A-102, Hallmark Business Plaza, Opposite Guru Nanak Hospital, Bandra (East), Mumbai 400051	U74140MH2008PTC177491	Subsidiary	67.00%	2(87)

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
2	Annapurna Pet Private Limited A-201/202, Rajeshri Accord, Telly Cross Lane, Off. S.N Road, Near Station, Andheri (East), Mumbai	U25203MH2011PTC218187	Associate	45.81%	2(87)(ii)

#### D. SHARE HOLDING PATTERN

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual	1,000,000	0	1,000,000	7.780	1,002,793	0	1,002,793	7.802	0.022
(b) Central Govt.		0	0	0	0	0	0	0	0
(c) State Govt(s).		0	0						
(d) Bodies Corpp.	5,878,449	700	5,879,149	45.743	5,882,697	700	5,883,397	45.776	0.033
(e) FIINS/BANKS.		0	0	0	0	0	0	0	0
(f) Any Other		0	0	0	0	0	0	0	0
<b>Sub Total: (A) (1)</b>	<b>6,878,449</b>	<b>700</b>	<b>6,879,149</b>	<b>53.523</b>	<b>6,885,490</b>	<b>700</b>	<b>6,886,190</b>	<b>53.578</b>	<b>0.055</b>
<b>(2) Foreign</b>									
(a) Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b) Other Individual	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Qualified Foreign Investor	0	0							
(f) Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>6,878,449</b>	<b>700</b>	<b>6,879,149</b>	<b>53.523</b>	<b>6,885,490</b>	<b>700</b>	<b>6,886,190</b>	<b>53.578</b>	<b>0.055</b>

Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non Institutions</b>									
<b>a) Bodies corporates</b>									
i) Indian	2,969,424	537,500	3,506,924	27.286	3,002,206	37,500	3,039,706	23.651	-3.635
ii) Overseas	0	0	0	0.000	0	0	0	0.000	0.000
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	288,694	168,300	456,994	3.556	280,852	165,200	446,052	3.471	-0.085
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1,243,213	687,500	1,930,713	15.022	1,206,499	1,187,500	2,393,999	18.627	3.605
<b>c) Others (specify)</b>									
Non Resident Indians	500	56,600	57,100	0.444	282	56,600	56,882	0.443	-0.001
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	21,720	0	21,720	0.169	29,771	0	29,771	0.232	0.063
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>4,523,551</b>	<b>1,449,900</b>	<b>5,973,451</b>	<b>46.477</b>	<b>4,519,610</b>	<b>1,446,800</b>	<b>5,966,410</b>	<b>46.424</b>	<b>-0.053</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>4,523,551</b>	<b>1,449,900</b>	<b>5,973,451</b>	<b>46.477</b>	<b>4,519,610</b>	<b>1,446,800</b>	<b>5,966,410</b>	<b>46.424</b>	<b>-0.053</b>



Category of Shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2017				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>11,402,000</b>	<b>1,450,600</b>	<b>12,852,600</b>	<b>100.00</b>	<b>11,405,100</b>	<b>1,447,500</b>	<b>12,852,600</b>	<b>100.00</b>	<b>0.002</b>

### Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Quiet Enterprises LLP	3,840,199	29.879	—	3,841,947	29.892	—	0.013
2	Sonu Portfolio Services Pvt Ltd	1,640,850	12.767	—	1,643,350	12.786	—	0.019
3	Chetan Securities Pvt. Ltd.	397,400	3.092	—	397,400	3.092	—	0
4	Usha Goyal	265,000	2.062	—	265,000	2.062	—	0
5	Santosh Singrodia	202,600	1.576	—	202,600	1.576	—	0
6	Manoj Singrodia HUF	176,000	1.369	—	176,000	1.369	—	0
7	Sunil Goyal HUF	133,600	1.039	—	133,600	1.039	—	0
8	Manoj Kumar Singrodia	121,400	0.945	—	124,193	0.966	—	0.021
9	Sunil Kumar Goyal	101,400	0.789	—	101,400	0.789	—	0
10	Ladderup Enterprises Pvt Ltd	700	0.005	—	700	0.005	—	0
	<b>Total</b>	<b>6,879,149</b>	<b>52.523</b>	<b>—</b>	<b>6,886,190</b>	<b>53.576</b>	<b>—</b>	<b>0.053</b>

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	Quiet Enterprises LLP	3,840,199	29.879	01-04-2017				
				02-02-2018	1748	Buy	3,841,947	29.892
	-Closing Balance			31-03-2018			3,841,947	29.892
2	Sonu Portfolio Services Pvt Ltd	1,640,850	12.767	01-04-2017				
				25-08-2017	2500	Buy	1,643,350	12.786
	-Closing Balance			31-03-2018			1,643,350	12.786
3	Manoj Singrodia	121,400	0.945	01-04-2017				
				29-12-2017	2784	Buy	124,184	0.966
	-Closing Balance			31-03-2018	9	Buy	124,193	0.966

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	Indianivesh Capitals Limited	840,000	6.536	01-04-2017				
	-Closing Balance			31-03-2018		No Change	840,000	6.536
2	Nabhshikha Financial Advisory LLP	680,072	5.291	01-04-2017				
				22-09-2017	4930	Buy	685,002	5.33
	-Closing Balance			31-03-2018			685,002	5.33
3	Deepak Ghanshyam Ladha	601,834	4.683	01-04-2017				
				16-06-2017	-270	Sold	601,564	4.68
				23-06-2017	-70	Sold	601,494	4.68
				07-07-2017	326	Buy	601,820	4.682
				21-07-2017	1000	Buy	602,820	4.69
				28-07-2017	1650	Buy	604,470	4.703

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
				25-08-2017	1000	Buy	605,470	4.711
				01-09-2017	53	Buy	605,523	4.711
				08-09-2017	200	Buy	605,723	4.713
				15-09-2017	32	Buy	605,755	4.713
				22-09-2017	10	Buy	605,765	4.713
				24-11-2017	696	Buy	606,461	4.719
				01-12-2017	1000	Buy	607,461	4.726
				08-12-2017	2250	Buy	609,711	4.744
				22-12-2017	-1	Sold	609,710	4.744
				29-12-2017	84	Buy	609,794	4.745
				05-01-2018	3100	Buy	612,894	4.769
				12-01-2018	405	Buy	613,299	4.772
				19-01-2018	-1249	Sold	612,050	4.762
				26-01-2018	-1029	Sold	611,021	4.754
				02-02-2018	210	Buy	611,231	4.756
				09-02-2018	10	Buy	611241	4.756
				16-02-2018	-245	Sold	610,996	4.754
				23-02-2018	-3285	Sold	607,711	4.728
				02-03-2018	-1532	Sold	606,179	4.716
				09-03-2018	-1700	Sold	604,479	4.703
				16-03-2018	-1400	Sold	603,079	4.692
				23-03-2018	-70	Sold	603,009	4.692
	-Closing Balance			31-03-2018	-550	Sold	602,459	4.687
4	Spread Fintrade LTD	500,000	3.89	01-04-2017				
	-Closing Balance			31-03-2018		No Change	500,000	3.89
5	Colby Mall Developers Company LLP	500,000	3.89	03-11-2017		Transfer		
	-Closing Balance			31-03-2018		No Change	500,000	3.89
6	Dilsukh Properties Private Limited	427,000	3.322	01-04-2017				
	-Closing Balance			31-03-2018		No Change	427,000	3.322
7	Dilip Shah	350,000	2.723	01-04-2017				
	-Closing Balance			31-03-2018		No Change	350,000	2.723

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
8	Nirmala D Shah	300,000	2.334	01-04-2017				
	-Closing Balance			31-03-2018		No Change	300,000	2.334
9	Anmol Insurance Consultants Pvt. Ltd.	159,070	1.238	01-04-2017				
	-Closing Balance			31-03-2018		No Change	159,070	1.238
10	Softtrust Trading Company Private Limited	125,000	0.973	01-04-2017				
	-Closing Balance			31-03-2018		No Change	125,000	0.973
11	Zitura Invest & Fin Pvt. Ltd.	500,000	3.89	01-04-2017				
				03-11-2017	-500000	Sold	0	0
	-Closing Balance			31-03-2018			0	0

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Director / KMP	Shareholding at the beginning of the year		Changes During the Year		Shareholding at the end of the year		% change in share holding during the year
		No. of Shares	% of total Share capital	Increase	Decrease	No. of Shares	% of total Share capital	
1	Mr. Sunil Goyal	101,400	0.79%	-	-	-	101,400	0.79%
2	Mr. Manoj Singrodia	121,400	0.94%	-	2,784	Buy	124,193	0.97%
3	Mr. KVS Shyamsunder	—	—	—	—	—	—	—
4	Mr. Harsha Saksena	—	—	—	—	—	—	—
5	Mrs. Mangala Radhakrishna Prabhu	—	—	—	—	—	—	—
6	Mr. T.V. Rao	—	—	—	—	—	—	—
7	Mr. Mohan Tanksale	—	—	—	—	—	—	—
8	Mr. Saurabh Sarayan	—	—	—	—	—	—	—
9	Mr. Suresh Kumawat	—	—	—	—	—	—	—
10	Ms. Zarana Soni	—	—	—	—	—	—	—

## INDEBTEDNESS

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	92,761,027	—	—	92,761,027
ii) Interest due but not paid	1,272,001	—	—	1,272,001
iii) Interest accrued but not due	—	—	—	—
<b>Total (i+ii+iii)</b>	<b>94,033,028</b>	<b>—</b>	<b>—</b>	<b>94,033,028</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	25,731,478	—	—	25,731,478
Reduction	3,941,668	—	—	3,941,668
<b>Net Change</b>	<b>21,789,810</b>	<b>—</b>	<b>—</b>	<b>21,789,810</b>
<b>Indebtedness at the end of the financial year</b>			—	
i) Principal Amount	114,138,489	—	—	114,138,489
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not	1,684,349	—	—	1,684,349
<b>Total (i+ii+iii)</b>	<b>115,822,838</b>	<b>—</b>	<b>—</b>	<b>115,822,838</b>

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

Sl. No.	Particulars of Remuneration	Sunil Goyal (Managing Director)	Total Amount
<b>1</b>	<b>Gross salary</b>	9,600,000 p.a.	9,600,000 p.a.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		—
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—
2	Stock option	—	—
3	Sweat Equity	—	—
4	Commission	—	—
	as % of profit	—	—
	others (specify)	—	—
5	Others, please specify	—	—
	<b>Total (A)</b>	<b>9,600,000</b>	<b>9,600,000</b>
	<b>Ceiling as per the Act</b>	As per Section 197 read with Schedule V of the Companies Act, 2013	

## B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors Manager						
		KVS Shyam Sunder	Mr. TV Rao	*Mr. Mohan Tanksale	Mrs. Mangala Prabhu	Mr. Harsha Saksena	Mr. Manoj Singrodia	**Mr. Saurabh Sarayan
1	<b>Independent Directors</b>							
	• Fee for attending board / committee meetings	40,000	40,000	10,000	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	<b>Total (1)</b>	<b>40,000</b>	<b>40,000</b>	<b>10,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2.	<b>Executive Directors</b>							
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	—	—	—	—	—	—	—
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	—	—	—	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—	—	—	—	—
	<b>Other Non-Executive Directors</b>	-	-	-	-	-	-	-
	• Fee for attending board / committee meetings				40,000	30,000	-	
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>40,000</b>	<b>30,000</b>	<b>-</b>	
	<b>Total (B)=(1+2)</b>	<b>40,000</b>	<b>40,000</b>	<b>10,000</b>	<b>40,000</b>	<b>30,000</b>	<b>-</b>	

\* Mr. Mohan Tanksale, was appointed as an Additional Independent Director w.e.f 14<sup>th</sup> November, 2017.

\*\*Mr. Saurabh Sarayan was appointed as an Additional Non-Executive Director w.e.f 14<sup>th</sup> November, 2017.

## C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTd

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Suresh Kumawat (Chief Financial Officer)	Ms. Zarana Soni (Company Secretary)	
1	Gross Salary	950,000	*203,550	1,153,550
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	—	—	—
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	—	—	—

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Suresh Kumawat (Chief Financial Officer)	Ms. Zarana Soni (Company Secretary)	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
5	Others, please specify	—	—	—
	<b>Total</b>	<b>950,000</b>	<b>203,550</b>	<b>1,153,550</b>

\* Ms. Zarana Soni was appointed as Company Secretary w.e.f. 12<sup>th</sup> August, 2017 and resigned from the post of Company Secretary w.e.f. 13<sup>th</sup> February, 2018.

#### PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Authority [RD / NCLT/ COURT]
<b>A. COMPANY</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>B. DIRECTORS</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

Date : 13<sup>th</sup> August, 2018

Place : Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Gurunanak Hospital,  
Bandra (East), Mumbai-400 051

**For and on behalf of the Board**

Sd/-  
**(Sunil Goyal)**  
Managing Director  
**DIN No: 00503570**

Sd/-  
**(Mangala Prabhu)**  
Director  
**DIN: 06450659**

## Secretarial Audit Report

Form No. MR-3

FOR 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,

**LADDERUP FINANCE LIMITED.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LADDERUP FINANCE 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 limited 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 ended on 31<sup>st</sup> March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is the responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2018, as per 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. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
  - 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, 1992 (up to 14<sup>th</sup> May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May, 2015)
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- V. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned bellows:
  - i) Reserve Bank of India Act, 1934



- ii) All the Rules, Regulations, Guidelines and Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934.

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India along with revised Secretarial Standards 1 and 2 as issued by The Institute of Company Secretaries of India with effect from 1<sup>st</sup> October, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1<sup>st</sup> December, 2015);

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, etc., as mentioned above subject to the following observations:

- As per Regulation 31 of LODR, 2015, Minor Promoter Shareholding is not in Demat Form.

We further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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.

We further report that during the audit period;

1. Board Approved Resignation of Mr. Sanket Limbachiya as a Company Secretary & Compliance Officer with effect from 31<sup>st</sup> May, 2017 and Appointment of Ms. Zarana Soni in his place as a Company Secretary & Compliance Officer with effect from 12<sup>th</sup> August, 2017.
2. Obtained Shareholders approval pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 for appointment of M/s. Shah Gupta & Co. Chartered Accountants, Mumbai (ICAI Firm Registration No. 109574W) as the Statutory Auditors of the Company for a period of 5 years.
3. Approved Appointment of Mr. Saurabh Mahesh Sarayan as an Additional Non-Executive Director and Mr. Mohan Vasant Tanksale as an Additional Independent Director of the Company with effect from 14<sup>th</sup> November, 2017.
4. Approved Resignation of Ms. Zarana Soni as a Company Secretary & Compliance Officer with effect from 13<sup>th</sup> February, 2018.

Date: 13<sup>th</sup> August, 2018

Place: Mumbai

For **HS Associates**  
**Company Secretaries**

Sd/-  
**Prasad R. Chavan**  
**Partner**  
**ACS No.: 49921**  
**CP No.: 20415**

This report is to be read with our letter of even date which is annexed as Annexure - I and forms an integral part of this report.

**Annexure - I**

To,

The Members,

**LADDERUP FINANCE LIMITED.**

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our 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 our opinion.
3. We have not verified the correctness, appropriateness of financial records and books of account of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. 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.

**Date: 13<sup>th</sup> August, 2018**

**Place: Mumbai**

**For HS Associates**

**Company Secretaries**

**Sd/-**

**Prasad Chavan**

**Partner**

**ACS No.: 49921**

**CP No.: 20415**

## Form No. AOC-2

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

**A. Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered into with related parties during the year, which were not at arm's length basis.

**B. Details of material contracts or arrangements or transactions at arm's length basis**

Sr. No.	Name of the Related Party and Nature of Relationship	Nature of contract/ arrangement or transactions	Duration of contract / arrangement or transactions	Salient terms of the contract / arrangement or transaction, including value, if any	Date of approval by the Board of Directors	Amount paid as advance, if any
1.	Nil	Nil	Nil	Nil	Nil	Nil

Date : 13<sup>th</sup> August, 2018

**For and on behalf of the Board**

Place : Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Gurunanak Hospital,  
Bandra (East), Mumbai-400 051

Sd/-  
**(Sunil Goyal)**  
Managing Director  
**DIN No: 00503570**

Sd/-  
**(Mangala Prabhu)**  
Director  
**DIN: 06450659**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### LADDERUP IN FY18 – BUSINESS & FINANCIAL PERFORMANCE

#### Ladderup Finance Ltd. (LFL)

LFL being a registered NBFC with RBI has been primarily engaged into A) Investing in securities of listed and unlisted companies and B) Lending activities.

The investment portfolio of your company is diversified across various sectors such as financial services, QSR, healthcare, retail, packaging, information technology, real estate, etc. Your Company, as in the last few years, continues to evaluate investment opportunities in transactions with good growth prospects. The Company invests in listed and unlisted growth oriented companies. Entry and exit strategies are driven by various factors that could be overall market perspectives, industry or company specific.

For Financial Year 2017-18 on a standalone basis, the Company's profit after tax stood at ₹ 635 Lakh as against ₹ 1262 Lakh in the previous year thereby a decrease in profits of about 50% as compared to the previous year. As the nature of the company's business is to invest, hold and exit, the profit so materialized during the year may not essentially reflect the true picture of performance. The accrued profits/loss will be recognized in the year of sale.

#### Ladderup Wealth Management Private Limited (LWMPL)

LWMPL's business has continue to get the momentum and the company has done well during the year. The company has a niche business of advising clients on right investing across asset classes. It has always been endeavour of the company to ensure safety first and then maximise the return. For Financial Year 2017-18 the Company's profit after tax stood at ₹ 114.53 Lakh as against profit of ₹ 44.96 Lakh in the previous year. Assets Under Management exceeded ₹ 600 crore in the year 2017-18.

The Company continues to adopt the best practices while continuously evolving to improve the service delivery to clients through integrity, transparency and competence.

### ECONOMIC & INDUSTRY OVERVIEW

The projection for GDP growth for 2018-19 has been retained at 7.4% as projected in the April policy of Monetary Policy Committee (MPC) of Reserve Bank of India (RBI). India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. According to Central Statistics Office (CSO), the Indian economy posted a growth rate of 7.7% during Q4 – January-March 2018, enabling the country to retain its position as the fastest growing major economy. The RBI has estimated GDP Growth in a range from 7.4% to 7.9% for FY 2019-20. India has positioned itself as the most dynamic emerging economy among the largest countries and is expected to remain the fastest growing on the back of robust private consumption and noteworthy domestic reforms gradually being implemented by the Government.

The Indian Economic growth is projected to strengthen to above 7%, gradually recovering from the transitory adverse impact of rolling out the Goods and Services Tax ('GST') and demonetisation. In the longer run, GST will boost corporate investment, productivity and growth by creating a single market and reducing the cost of capital equipment. After suffering from a temporary setback, the economy is bouncing back and consumption is driving growth.

While a fiscal deficit of 3.5% of the GDP was achieved in 2017-18 higher than 3.2% budgeted last year, the same is projected at 3.3% of GDP for the year 2018-19, higher than the fiscal consolidation target of 3%.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

India's current account deficit (CAD) for 2017-18 has widened on the back of a higher trade deficit. According to the RBI data, the CAD for last fiscal widened to 1.9 per cent of the GDP (Gross Domestic Product) from 0.6 per cent in 2016-17.

The economic activity is expected to gather pace in FY 2018-19, benefitting from a conducive domestic and global environment. The key drivers supporting growth will largely be domestic and policy driven. The economy is poised to benefit from receding implementation troubles on Goods and Services Tax ("GST") resulting in higher tax collections, re-capitalisation of public sector banks and the resolution of distressed assets under the Insolvency and Bankruptcy Code, 2016. Given that this is a run up to the election year, the Government's thrust on Rural and Infrastructure sectors could rejuvenate Rural demand as well as Infrastructure and Consumer spending.

The problem of Non-Performing Assets ("NPA") in the banking sector is expected to peak by March 2019 at approximately 11% of gross banking advances. This will restrain the banking system from growing in aggregate. The changing behaviour of the retail consumer is reflected in credit off-take becoming increasingly broad-based and Financialisation of savings. All of these factors augur well for Non-Banking Finance Companies ("NBFCs").

Inflation decline in the month of February 2018 was only temporary and inflation is expected to remain within RBI's tolerance limits. RBI is, hence, expected to remain neutral on the policy rate front for most part of FY 2018-19, unless there is clearly an oil price based shock to inflation.

### **FINANCIAL SERVICES INDUSTRY**

India's diversified financial services sector is undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises of commercial banks, non-banking financial companies, co-operatives, pension funds, insurance companies, mutual funds and other financial entities. A fast-growing economy, rising income levels, higher financial savings, greater propensity to spend and improving life expectancy rates are some of the encouraging factors that are likely to boost growth in the sector in the coming years. Over the past few years, the Reserve Bank of India (the RBI) has been steadily implementing technology to deepen and broaden financial services in India. Innovative steps like introduction of small finance banks and specialized payment banks have been implemented.

The Mutual Fund (MF) industry in India has seen rapid growth in Assets Under Management (AUM). Total AUM of the industry stood at ₹ 23.26 lakh crore (US\$ 360.90 billion) as of April 2018. At the same time the number of Mutual Fund (MF) equity portfolios reached a record high of 2.27 billion in February 2018.

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies grew 17.35 per cent year-on-year to reach US\$ 25.44 billion during April 2017-February 2018.

Going forward, reforms in foreign direct investment, implementation of Goods and Services Tax (GST), and revival in external demand are likely to contribute to a better growth outlook.

### **NON-BANKING FINANCE COMPANY (NBFC)**

Non-Banking Financial Institutions (NBFI)s have always played an important role in financial service sector of India, when it comes to providing loans to the commercial sector. Non-Banking Financial Companies (NBFCs) specialize in meeting credit requirements and providing financial services. They provide financing for physical assets, commercial vehicles, assets of financial sector, and 76% of the total assets of NBFI)s. Around 11,522 NBFCs are registered under RBI, of which 178 are deposit taking NBFCs, and 220 are Non-deposit taking and systemically important NBFCs. (Source: RBI report on trend and progress of banking in India).

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Since the past few years, NBFCs have been experiencing a double digit growth, leading to stabilization of the economy on account of bridging the financial gap. Loans and advances grew at 6.6% in first half of FY 2017-18, as against 12.7 in FY 2016-17. NBFCs are estimated to grow at a moderate rate of 16-18% in FY 2017-18, higher than 15% in FY 2016-17. This growth is driven by rise in SME credit and other key target asset classes. The growth pressure of NBFC sector, is likely to be from Loans Against Property (LAP) and SME segment, which constitute 25% of the total retail NBFC credit.

Data published by the RBI in its Financial Stability Reports dated 30th June, 2017 and 21st December, 2017 shows that the NBFCs have outperformed scheduled commercial banks (SCBs) on growth in advances, asset quality and profitability. This growth momentum of NBFCs should result in their share in the financial services sector increasing in the near future.

With banking sector moving towards recapitalization, and Indian banks facing the challenge of increased Non-Performing Assets (NPAs) in their books, the NBFC sector is expected to get a boost. As the state-run banks will control their lending activities, NBFC sector is anticipated to grow, as more people will start coming to NBFCs for their credit requirements. The NBFC sector is expected to grow at a faster rate by 2020 and the NBFC sector's share in Indian credit market, is expected to grow at 19% by 2020 as against 12% in 2014. (Source: CRISIL)

### **WEALTH MANAGEMENT**

The financial year 2017-18 witnessed a whole host of activities. The financial year started by shading the demos of demonetization that had sucked up the entire liquidity from the market.

However, demonetization turned out to be a blessing in disguise for the banking and financial services industry as a lot of uninvested cash came back into the mainstream and got deployed into various financial products during the year. The year also saw the historic launch of GST culminating an exercise that was on for 2 decades.

Equity markets continued to grow on the back of various positive development through most of the financial year. The fixed income market, however, saw a lot of volatility with yields climbing up consistently through the year.

The overall outlook on the economy has continued to remain positive and most of the macroeconomic fundamentals have shown improvement.

Our wealth management business also did well on the back of positive sentiment as well as our continuous efforts in business development and investment strategies.

We witnessed almost a 40% rise in our assets under management during the year. A large portion of that has come into equity assets. We wish to continue to build business by enhancing our investment proposition and expanding the team.

### **OPPORTUNITIES**

The sentiment in the Indian financial market has changed considerably over the past few years. Economic growth, though subdued for last couple of years, is likely to show positive momentum over the coming years. This has presented opportunities for lending to Indian corporate and investments in the vibrant secondary as well as primary markets. The following factors present specific opportunities across our businesses:

- Growing Corporate activities and related need for investments;
- Credit penetration in India is low as compared to other economies. On similar benchmarks, the non-bank finance penetration in India is even lower;

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

- Growing midsize segment of corporate activity where the need for customised solution is particularly high;
- Low penetration of financial services and products in India along with unique nature of credit demand makes difficult traditional bank lending;
- Digital trends in consumer and MSME to offer new disruptive opportunities for innovation and partnerships;
- Deepening of wholesale debt markets to provide easier access to funds;
- Regulatory reforms including policy framework aiding greater participation by all class of investors;
- Growing Financial Services industry's share of wallet for disposable income;
- Wealth management business is transforming from mere wealth safeguarding to growing wealth;
- Emerging technology to enable best practices and processes;
- Size of the Indian capital market and favourable demographics like huge middle class, relatively large younger population with disposable income and investible surplus and risk taking abilities of the youth.

### **THREATS**

Despite great opportunities, there are significant factors presenting threats to our businesses viz.:

- Impact on economic growth of the rising prices of oil and industrial raw materials, decelerating investment demand and high inflation;
- Regulatory changes impacting the landscape of business;
- Increased competition from local and global players operating in India.

However, your Company is well aware of the above threats and has worked steadily to strengthen its business operations by putting appropriate policies and measures in place and well-positioned to counter any adverse threat successfully.

### **RISK MANAGEMENT**

The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have comprehensive risk management policies and processes for risk identification, risk assessment and risk mitigation planning for business, strategic, operational, financial and compliance related issues. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems.

A risk/compliance update report is regularly placed before the Audit Committee /Board of Directors of the Company. The Directors/ Audit Committee review the risk/ compliance update reports and the course of action taken or to be taken, to mitigate and manage the risks is taken.

### **HUMAN RESOURCES:**

The Human Resources initiative focuses on structured training programs (both in-house and external) intended to equip employees at all levels, with the necessary knowledge and experience in order to demonstrate high levels of performance.

Ladderup believes in taking care of its employees and ensuring that their career aspirations are met through professional growth, personal development and fair economic rewards.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Our organization is committed and focused on identifying and retaining the right talent to meet the overall business strategy and objective. The broad range of activity includes viz., robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programs, reward and recognition, learning and development.

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

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations.

The Company being in lending and investment industry, has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

The Company's internal control system is commensurate with the size, nature and operations of the Company.

### **OUTLOOK**

The year 2017-18 saw rapid macroeconomic changes, fast changing business conditions, evolving consumer preferences and increasingly disruptive market environment that drove corporations to significantly rethink the manner in which they operate. After languishing for five consecutive quarters, economic activity in India is quickening. Growth is strengthening as indicated by strong sales growth by corporations, depleting finished goods inventories and restart of investment in fixed assets by corporations and expected record food grain output.

Equity markets extended their gains in H1:2017-18 into H2, with the Sensex closing at a historic high of 36,283 on 29<sup>th</sup> January, 2018 on account of various factors including strengthening macroeconomic conditions; revival of corporate sales and improving prospects for future earnings; the announcement of PSU banks' recapitalization; a jump in India's ranking in the World Bank's ease of doing business index; the ratings upgrade by Moody's; sustained net investment by domestic institutional investors; and positive cues from global equity markets.

All major components of capital flows, viz., foreign direct investments (FDI), foreign portfolio investments (FPI), non-resident Indian (NRI) deposits and external commercial borrowings (ECBs), recorded net inflows during Q3:2017-18. Gross as well as net FDI flows to India slowed in Q3 relative to preceding quarters.

However, the concerns with regard to deterioration in public finances, rising international crude oil prices, rising interest rates, uncertainties and volatility in financial markets emanating from trade protectionism and trade wars may have adverse impact on growth prospects in terms of cutbacks on public capital expenditure, rising input cost of domestic production and services etc.

### **CAUTIONARY STATEMENT**

The Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.



## REPORT ON CORPORATE GOVERNANCE

The Directors' Report on the compliance of the Corporate Governance Code is given below.

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Ladderup Group continues to be guided by a good corporate governance practice and is committed to follow the spirit of the law and not just letter of the Law. All employees are guided by the vision of the management of the Company to work towards attaining highest levels of transparency, fairness, accountability and integrity in dealings with all the constituents of the business. It is the endeavor of the management to achieve the highest standards of governance by adopting the best emerging practices and not only adhere to the prescribed corporate governance practices in terms of the regulatory requirements.

### 2. BOARD OF DIRECTORS

The Board of Directors ("the Board") of your Company is responsible for and is committed to sound principles of the corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the interest of the Shareholders and other Stakeholders. This belief is reflected in our governance practice, under which we strive to maintain an effective, informed and independent Board to ensure best practice.

The composition of the Board is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act'). As on 31<sup>st</sup> March, 2018, the Board comprised of Eight Directors consisting of three Non-Executive Independent Directors, one Executive Director and four Non-Executive Directors. None of the Non-Executive Directors is responsible for day-to-day affairs of the Company.

**The Composition and Category of the Board of Directors during the FY 2017-18 was as follows:**

Name of the Directors	Category
Mr. K. V. S. ShyamSunder	Independent Non-Executive Director
Mr. T. V. Rao	
*Mr. Mohan Tanksale	
Mr. Sunil Goyal, Managing Director	Executive Director
Mrs. Mangala Radhakrishna Prabhu	Non-Executive Director
Mr. Harsha Saksena	
Mr. Manoj Singrodia	
**Mr. Saurabh Sarayan	

\*Mr. Mohan Tanksale was appointed as an Additional Independent Director w.e.f. 14<sup>th</sup> November, 2017.

\*\*Mr. Saurabh Sarayan was appointed as an Additional Director w.e.f. 14<sup>th</sup> November, 2017

### Meetings and Attendance

The Company's Governance Policy, which is in pursuance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is strictly followed by the Board. The Board meets at regular intervals to discuss and decide on Company's business policy along with the other Board business. However, in case of a special and urgent business need, the Board approval is taken by passing resolution by circulation, as permitted by law, which is then confirmed in the ensuing Board Meeting.

## REPORT ON CORPORATE GOVERNANCE

Four Board Meetings were held during the financial year 2017-18 complying with the requirement of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The maximum interval between any two consecutive Board meetings was well within the allowable gap of one hundred and twenty days. The dates on which the meetings were held are 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018.

### **Information placed before the Board**

The Board was provided with all the required information wherever applicable and materially significant. The information is submitted either as a part of agenda papers or is tabled in the course of the meeting for enabling them to give their valuable inputs.

### **The following are tabled for the Board's periodic review/information/approval:**

- Annual Operating Plans of business and any updates thereon;
- Quarterly Results of the Company and its Subsidiaries along with the operating divisions or business segments;
- Statement of significant and other arrangements entered by the Company or its Subsidiaries;
- Status of legal compliances;
- Formation/Re-constitution of the Board Committees;
- Minutes of Unlisted Subsidiaries and audit committee and other committees of the board;
- Inter-Corporate Investment, Loans and Guarantees;
- Appointment / Resignation of Directors/ Senior Managerial Personnel/ Key Managerial Personnel;
- General Notice of Interest of Directors;
- All other matters required to be placed before the Board for its review/information/approval under the statutes including Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies is as under:

Name of the Director	Attendance at Meetings held during financial year 2017-18		Directorship in other Indian Public Limited Companies <sup>1</sup>	No. of Board Committees in which Director is Chairman/ Member <sup>2</sup>	
	Board Meetings	Last AGM held on 23 <sup>rd</sup> September, 2017		Chairman	Member
Mr. K.V.S. Shyam Sunder	4	Present	2	-	2
Mr. T. V. Rao	4	Present	7	2	5
Mr. Sunil Goyal	4	Present	4	1	4
Mr. Harsha Saxena	3	-	2	-	-
Mr. Manoj Singrodia	4	Present	1	-	-

## REPORT ON CORPORATE GOVERNANCE

Name of the Director	Attendance at Meetings held during financial year 2017-18		Directorship in other Indian Public Limited Companies <sup>1</sup>	No. of Board Committees in which Director is Chairman/ Member <sup>2</sup>	
	Board Meetings	Last AGM held on 23 <sup>rd</sup> September, 2017		Chairman	Member
Mrs. Mangala Radhakrishna Prabhu	4	Present	5	1	3
Mr. Mohan Tanksale <sup>3</sup>	1	-	4	1	-
Mr. Saurabh Sarayan <sup>4</sup>	1	-	-	-	-

1. *Directorships exclude Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorship.*
2. *In accordance with the Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Membership/ Chairmanship include Audit Committee, Stakeholders Relationship Committee in all Public Limited Companies. None of the Directors on the Board is a Member of more than Ten Committees or a Chairman of more than Five Committees, across all the Companies in which they are Directors. The Directors have made the necessary disclosures regarding Committee positions.*
3. *Mr. Mohan Tanksale was appointed as an Additional Independent Director w.e.f. 14<sup>th</sup> November, 2017.*
4. *Mr. Saurabh Sarayan was appointed as an Additional Director w.e.f. 14<sup>th</sup> November, 2017.*

### **Post-Meeting follow-up mechanism**

An effective post meeting follow-up, review and reporting process for the decisions taken by the Board or its Committees are promptly communicated to all those concerned in the Company. Action Taken Report on the progress of the Company is placed at the succeeding Meeting of the Board/ Committee for noting.

### **Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 13<sup>th</sup> February, 2018 as required under Schedule IV to the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations. At the Meeting the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- Assessed the quality and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

### **3. BOARD COMMITTEES**

Currently, there are 7 Board Committees – Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Investment Committee, Risk Management Committee,

## **REPORT ON CORPORATE GOVERNANCE**

Prevention of Sexual Harassment Committee and Corporate Social Responsibility Committee. The terms of reference of these Committees are defined by the Board from time-to-time. Meeting of each Board Committee is convened by the respective Committee Chairman. The signed minutes of the Committee Meetings are placed before the Board for information and noting. Matters requiring Board's attention are generally discussed with the Board members. The role and composition of these Committees including the number of Meetings held during the financial year and their respective attendance details are provided below.

### **a) Audit Committee**

All the items listed in Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and in Section 177 of the Act are covered in the terms of reference.

#### **Terms of Reference**

- a) Oversight of the Company's financial reporting process and disclosure of its financial information;
- b) Recommending to the Board the appointment, re-appointment and removal of statutory auditors, cost auditors, branch auditors and fixation of their remuneration;
- c) Approval of payments to statutory auditors for any other services rendered by them;
- d) Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on;
  - Matters required to be included in the Director's Responsibility statement to be incorporated in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Any changes in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgments by management;
  - Qualifications in draft audit report;
  - Significant adjustments made in the financial statements arising out of audit;
  - The going concern assumption;
  - Compliance with accounting standards;
  - Compliance with listing and legal requirements concerning financial statements;
  - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- e) Reviewing with the management, statutory and internal auditors, internal financial controls and risk management system;
- f) 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board;

## **REPORT ON CORPORATE GOVERNANCE**

- g) Reviewing with the management the quarterly and half yearly financial results before submission to the Board;
- h) Reviewing the adequacy of internal audit functions, 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;
- i) Scrutinizing the inter-corporate loans & investments;
- j) Discussion with Internal Auditors, any significant findings and follow up thereon;
- k) 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;
- l) Approval or any subsequent modification of transactions of the Company with related parties;
- m) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- n) Review and monitor the auditor's independence and performance, and effectiveness of audit processes;
- o) To review the functioning of the Whistle Blower and Vigil mechanism;
- p) Valuation of undertaking or assets of the company wherever it is necessary;
- q) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- r) All such other functions as may be specified from time-to-time;
- s) 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.

### **Composition, Meetings and Attendance**

The Board has constituted a well-qualified Audit Committee. The majority members of the Committee are Non-Executive Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee in terms of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the financial year 2017-18 four Meetings were held 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. K. V. S. Shyam Sunder	Chairman (Independent Non-Executive Director)	4
Mr. T. V. Rao	Member (Independent Non-Executive Director)	4
Mr. Sunil Goyal	Member (Managing Director)	4

## **REPORT ON CORPORATE GOVERNANCE**

### **b) Stakeholders Relationship Committee**

**This Committee is responsible for satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.**

This Committee oversees redressal of Shareholders'/Investors' Grievances and is empowered to perform the following functions on behalf of the Board in relation to handling of Shareholder's/Investors' Grievances. The Broad terms of reference and functions of the Stakeholders Relationship Committee are as follows:

1. The Committee is entrusted with the responsibility to resolve the grievances of Stakeholders.
2. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors.
3. The Committee monitors 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.
4. The Stakeholders Relationship Committee, *inter alia*, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company.

#### **Composition, Meetings and Attendance**

The Committee presently comprises of three Members, one of whom is Independent Director. The Chairman of the Committee is an Independent Non-Executive Director.

During the financial year 2017-18 four meetings were held on 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 & 13<sup>th</sup> February, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. K. V. S Shyam Sunder	Chairman (Independent Non-Executive Director)	4
Mr. Sunil Goyal	Member (Managing Director)	4
Mr. Manoj Singrodia	Member (Non-Executive Director)	4

#### **Compliance Officer**

Mr. Sanket Limbachiya, Company Secretary and Compliance Officer of the Company has resigned w.e.f. 31<sup>st</sup> May, 2017.

The Company has appointed Ms. Zarana Soni, Company Secretary and Compliance Officer of the Company w.e.f. 12<sup>th</sup> August, 2017.

Ms. Zarana Soni, Company Secretary and Compliance Officer of the Company has resigned w.e.f. 13<sup>th</sup> February, 2018.

#### **Shareholders'/Investors' Redressal**

During the year under review, the Company did not receive any complaints for non-receipt of transferred Share Certificates, Annual Reports, Warrants, etc., and hence question of complaints not solved and complaints pending as on 31<sup>st</sup> March, 2018 does not arise. To

## **REPORT ON CORPORATE GOVERNANCE**

expedite these processes the Board has delegated necessary powers to the Registrar and Share Transfer Agents viz. M/s. Sharex Dynamic (India) Private Limited.

### **c) Nomination & Remuneration Committee**

The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### **Composition, Meetings and Attendance**

The Nomination & Remuneration Committee comprises of three Non-Executive Directors, and the Chairman is an Independent Non-Executive Director.

During the financial year 2017-18, four meetings of the Committee were held on 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Mr. K. V. S. Shyam Sunder	Chairman (Independent Non-Executive Director)	4
Mr. T. V. Rao	Member (Independent Non-Executive Director)	4
Mr. Manoj Singrodia	Member (Non-Executive Director)	4

### **Performance Evaluation Criteria**

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Committees. The Directors expressed their satisfaction with the evaluation process.

### **Nomination & Remuneration Policy**

Pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirements) Rules, 2015 and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors, at its meeting held in the financial year on 13<sup>th</sup> February, 2015, approved and adopted the Nomination & Remuneration Policy. This Policy can be viewed on the Company's website viz., [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

## REPORT ON CORPORATE GOVERNANCE

The Nomination & Remuneration Policy aims at attracting and retaining high calibre talent. The policy of the Company is in consonance with the existing industry practice. The remuneration package of the Executive Director(s) is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and Shareholders in the General Meeting and as per applicable provisions of the Companies Act, 2013. The Executive Director(s) is paid remuneration as fixed by the Board/ Shareholder. However, the Non-Executive Independent Directors do not receive any remuneration except sitting fees.

### **Details of sitting fees paid to the Directors during the financial year 2017-18**

<b>Name of Director</b>	<b>Sitting Fees (₹)</b>
Mr. K. V. S. Shyam Sunder	40,000
Mr. Manoj Singrodia	-
Mr. T. V. Rao	40,000
Mr. Harsha Saksena	30,000
Mrs. Mangala Radhakrishna Prabhu	40,000
Mr. Mohan Vasant Tanksale <sup>1</sup>	10,000
Mr. Saurabh Mahesh Sarayan <sup>2</sup>	-

1 Mr. Mohan Vasant Tanksale, appointed as additional Independent Director of the Company w.e.f. 14<sup>th</sup> November, 2017.

2 Mr. Saurabh Mahesh Sarayan, appointed as Non-Executive Director of the Company w.e.f. 14<sup>th</sup> November, 2017.

### **Details of Remuneration paid to the Managing Director during the financial year 2017-18**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Amount in ₹</b>
I.	Gross Salary	9,600,000 p.a.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
II.	Stock Option	-
III.	Sweat Equity	-
IV.	Commission	
	- As % of profit	
	- Others, specify..	-
V.	Others, please specify	-
	Total	9,600,000 p.a.



## **REPORT ON CORPORATE GOVERNANCE**

### **Shareholding of the Non-Executive Directors (As on 31<sup>st</sup> March, 2018):**

<b>Name of the Non-Executive Directors</b>	<b>Number of Equity Shares of ₹ 10/- each</b>
Mr. K. V. S. Shyam Sunder	Nil
Mr. T. V. Rao	Nil
Mr. Harsha Saxena	Nil
Mrs. Mangala Radhakrishna Prabhu	Nil
Mr. Manoj Singrodia	1,24,193
Mr. Mohan Vasant Tanksale	Nil
Mr. Saurabh Sarayan	Nil

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Directors during the year.

The Non-Executive Directors of the Company do not hold any convertible instruments of the Company.

### **Remuneration of Non-Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him not exceeding the sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

### **Familiarisation Programme**

Pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors had adopted the procedure for Familiarisation Programme for Independent Directors. The details of the Familiarisation Programme can be viewed on the Company's website viz., [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

### **d) Investment Committee**

The Investment Committee constituted by the Board performs the following functions:

- To invest surplus funds of the Company in all types of securities as defined in the Investment Policy.
- To execute necessary investment documents.
- To buy, sell, trade, hold, pledge in all types of securities
- To take any other necessary actions related to investment/ disinvestment
- To report to the Board about the investments/ disinvestments in securities at regular intervals.

## **REPORT ON CORPORATE GOVERNANCE**

### **Composition, Meetings and Attendance**

The Investment Committee consists of three Members and the Chairman is a Non-Executive Director. During the financial year 2017-18, four meetings were held on 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 13<sup>th</sup> February, 2018

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	4
Mr. Sunil Goyal	Member (Managing Director)	4
Mr. Harsha Saxena	Member (Executive Director)	4

### **e) Risk Management Committee**

As per the Companies Act, 2013 and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD & CEO and the CFO that the mitigation plans are finalized and up to date, owners are identified and the progress of mitigation actions are monitored. The Risk Management Committee met once in the Financial Year.

The Risk Management Committee comprises of the following members:

### **Composition, Meetings and Attendance**

The Risk Management Committee consists of three Members and the Chairman is a Non-Executive Director. During the Financial Year 2017-18, one meeting was held on 13<sup>th</sup> February, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meeting attended</b>
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	1
Mr. K. V. S. Shyam Sunder	Member (Non-Executive Independent Director)	1
Mrs. Mangala Radhakrishna Prabhu	Member (Non-Executive Director)	1

### **f) Prevention of Sexual Harassment Committee**

The Company has constituted Prevention of Sexual Harassment Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review no complaint was filed before the said Committee.

### **Composition, Meetings and Attendance**

Prevention of Sexual Harassment Committee consists of three Members and the Chairman is a Non-Executive Director. During the Financial Year 2017-18, one meeting was held on 13<sup>th</sup> February, 2018.

## **REPORT ON CORPORATE GOVERNANCE**

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mrs. Mangala Radhakrishna Prabhu	Chairperson (Non-Executive Director)	1
Mr. K. V. S. Shyam Sunder	Member (Non-Executive Independent Director)	1
Mr. Sunil Goyal	Member (Executive Director)	1

### **g) Corporate Social Responsibility Committee**

The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the implementation of the CSR policy of the Company from time-to-time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time-to-time.

### **Composition, Meetings and Attendance**

The Corporate Social Responsibility Committee comprises of three Directors, and the Chairman is Managing Director.

During the financial year 2017-18, one meeting of the Committee was held on 14<sup>th</sup> November, 2017.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Mr. Sunil Goyal	Chairman (Managing Director)	4
Mr. K. V. S. Shyam Sunder	Member (Independent Non-Executive Director)	4
Mr. Manoj Singrodia	Member (Non-Executive Director)	4

## **4. GENERAL BODY MEETINGS**

### **Annual General Meeting**

The venue, date, time of the Annual General Meeting and Special Resolutions passed during the preceding three years are as follows:

#### **2016-17**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 23<sup>rd</sup> September, 2017 at 10:30 a.m.

Special Resolutions passed: Nil

## **REPORT ON CORPORATE GOVERNANCE**

### **2015-16**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 28<sup>th</sup> September, 2016 at 10:30 a.m.

Special Resolutions passed:

- Approval of remuneration of Mr. Sunil Goyal, Managing Director of the Company

### **2014-15**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 25<sup>th</sup> July, 2015 at 10.30 a.m.

Special Resolutions passed:

- Approval of remuneration of Mr. Sunil Goyal, Managing Director of the Company
- Approval of disinvestment/dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary
- Approval of Related Party Transactions

**No special resolution was passed through the postal ballot in the last three financial years.**

## **5. MEANS OF COMMUNICATION**

The quarterly results as reviewed and recommended by the Audit Committee are taken on record by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The Audited/ Unaudited Results are published in Financial Express/Business Standard, English daily and in Mumbai Lakshadweep, Marathi daily being the regional language and also displayed on the website of the Company [www.ladderup.com](http://www.ladderup.com) shortly after its submission to the Stock Exchange.

The Company's website is a comprehensive reference on Ladderup's vision, mission, policies, corporate governance, investor relation, updates and news. The section on "Investor Relations" on the website serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to Stock Exchange, Registrars, and Share Transfer Agents among others.

## **6. GENERAL SHAREHOLDER INFORMATION**

<b>6.1.</b>	<b>Annual General Meeting</b>		
	Day, Date and Time	:	Saturday, 22 <sup>nd</sup> September, 2018 at 11.00 a.m.
	Venue	:	Hotel Mirage, International Airport Approach Road, Marol, Andheri East, Mumbai- 400 059
<b>6.2.</b>	<b>Financial Year 2018-19 – Board Meeting Calendar (Tentative):</b>		
	Results for first quarter ended 30th June, 2018	:	On or before 14 <sup>th</sup> August, 2018
	Results for second quarter ending 30th September, 2018	:	On or before 14 <sup>th</sup> November, 2018
	Results for third quarter ending 31 <sup>st</sup> December, 2018	:	On or before 14 <sup>th</sup> February, 2019

## REPORT ON CORPORATE GOVERNANCE

	Results for financial year ending 31 <sup>st</sup> March, 2019	:	On or before 29 <sup>th</sup> May, 2019
<b>6.3.</b>	<b>Book Closure date:</b>	:	From : 17 <sup>th</sup> September, 2018
			To : 21 <sup>st</sup> September, 2018
<b>6.4.</b>	<b>Listing of Equity Shares on Stock Exchange</b>	:	BSE Limited
<b>6.5.</b>	<b>Stock Code</b>	:	530577
<b>6.6.</b>	<b>Demat ISIN Number in NSDL and CDSL</b>	:	INE519D01015
<b>6.7.</b>	<b>Registrar and Share Transfer Agents</b>	:	M/s. Sharex Dynamic (India) Private Limited
<b>6.8</b>	<b>Share Transfer System</b>	:	Share Transfers and Share Certificates are processed and returned within 30 days from the date of receipt subject to the documents being valid and complete in all respects. A summary of transfers/transmission of securities of the Company from the Registrar and Transfer Agent is placed before every Stakeholders Relationship Committee Meeting.
<b>6.9</b>	<b>Plant Location</b>	:	Since the Company is dealing in shares, stocks and other non-fund based activities, the information about Plant Location is not applicable.
<b>6.10</b>	<b>Outstanding GDRs/ADRs/Warrants or any Convertible Instruments</b>	:	The Company has not issued any ADR or GDR or warrants or any convertible instruments, which was likely to impact on equity share capital.

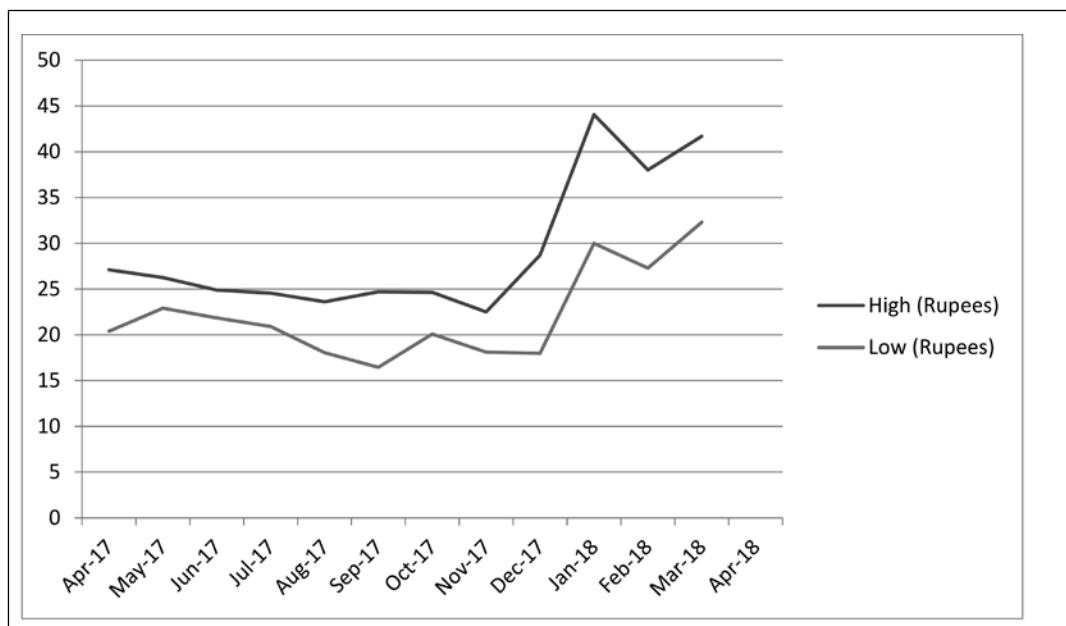
### **6.11 The Market Price Data of the Company are as given below:**

No.	Period	BSE Limited	
		High (Rupees)	Low (Rupees)
1.	April-17	27.10	20.40
2.	May-17	26.25	22.90
3.	June-17	24.90	21.85
4.	July-17	24.55	20.90
5.	August-17	23.60	18.05
6.	September-17	24.70	16.45
7.	October-17	24.65	20.10
8.	November-17	22.50	18.10
9.	December-17	28.70	18.00
10.	January-18	44.05	30.00
11.	February-18	38.00	27.30

## REPORT ON CORPORATE GOVERNANCE

No.	Period	BSE Limited	
		High (Rupees)	Low (Rupees)
12.	March-18	41.70	32.30

### 6.12 Share Price performance in comparison to broad-based indices – BSE Sensex during the year



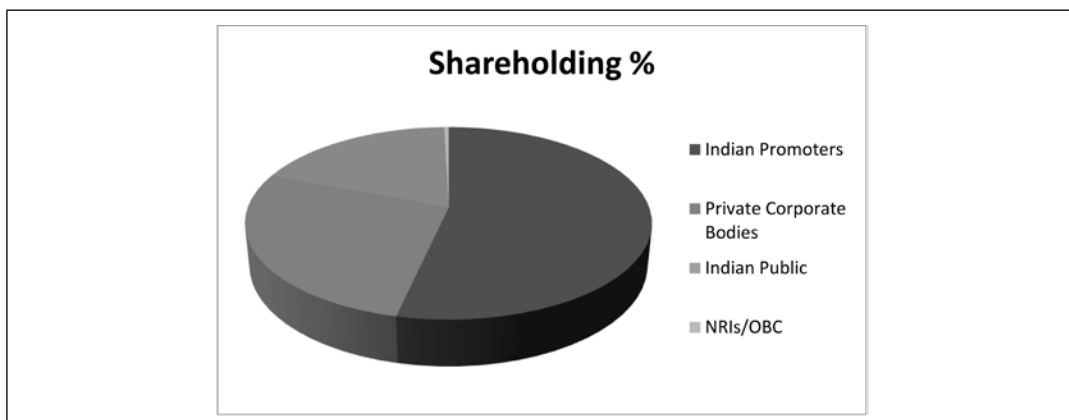
### 6.13 Distribution of Shareholding as on 31<sup>st</sup> March, 2018

Distribution of Shares (Slab-Wise)	Shareholders		Share Amount (₹ in Lakh)	
	Nos.	% of Total Nos.	Amt.	% of Total Amt.
Up to 5,000	567	68.73	10.69	0.83
5,001-10,000	108	13.09	8.68	0.68
10,001- 100,000	106	12.84	32.59	2.52
1,00,000 & Above	44	5.33	12,33.29	95.96
<b>Total</b>	<b>825</b>	<b>100.00</b>	<b>1285.26</b>	<b>100.00</b>

### Shareholding Pattern as on 31<sup>st</sup> March, 2018:

Category	No. of Shares	% of Shares
Indian Promoters	6,886,190	53.58
Private Corporate Bodies	3,039,706	23.65
Indian Public	2,869,822	22.33
NRIs/OBC	56,882	0.44
<b>Total</b>	<b>12,852,600</b>	<b>100.00</b>

## REPORT ON CORPORATE GOVERNANCE



Physical/NSDL/CDSL/Summary Report as on 31<sup>st</sup> March, 2018

Particulars	Number of Shares	% of Total Issued Capital
Held in Dematerialised form in CDSL	97,90,108	76.17%
Held in Dematerialised form in NSDL	16,14,992	12.57%
Physical	14,47,500	11.26%
<b>Total No. of Shares</b>	<b>128,52,600</b>	<b>100.00%</b>

### 6.14 Address for Correspondence:

(i)	Investors Correspondence	:	<b>For Shares held in Physical Form</b> M/s. Sharex Dynamic (India) Private Limited. Unit 1, Luthra Industrial Premises, 1st Floor, 44 – E. M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072
			<b>For Shares held in Demat Form</b> To the respective Depository Participants.
(ii)	Any query on Annual Report	:	*Ms. Arpita Jain (Company Secretary and Compliance Officer) Ladderup Finance Limited <i>*Appointed w.e.f. 28<sup>th</sup> May, 2018</i> A-102, Hallmark Business Plaza, Opposite Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051
(iii)	E-mail ID for Investor Grievance	:	investor@ladderup.com
(iv)	Corporate Website	:	www.ladderup.com

## 7. DISCLOSURES

**Materially significant related party transactions which may have potential conflict with the interests of the Company at large;**

## **REPORT ON CORPORATE GOVERNANCE**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material transactions with related parties entered into by the Company with related parties in the prescribed format form part of Directors report.

### **Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets during last three years**

The Company has complied with the requirements of the Stock Exchanges/SEBI and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

### **Directors' disqualification under Section 164 and any other provisions of Companies Act, 2013.**

None of the Directors are disqualified under Section 164 of the Companies Act, 2013.

### **Reconciliation of Share Capital Audit**

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report there on is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

### **Adoption of Insider Trading Policy**

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities Exchange Board of India ("SEBI"), which has been laid down for employees, connected persons and persons deemed to be connected, while trading in the securities of the Company. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Insider Trading is adopted by the Board and uploaded on the website of the Company.

### **Code of Conduct for Board Members and Senior Management**

The Board has laid down the code of conduct for all the Board members and members of the Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.



## **REPORT ON CORPORATE GOVERNANCE**

### **DECLARATION BY THE MANAGING DIRECTOR**

I, Sunil Goyal, Managing Director of Ladderup Finance Limited, hereby declare that all the members of the Board of Directors and the Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the Listing Regulations for the year ended 31<sup>st</sup> March, 2018.

For Ladderup Finance Limited

Sd/-

**Sunil Goyal**

Managing Director

Mumbai, 13<sup>th</sup> August, 2018

**DIN: 00503570**

### **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### **Mandatory Requirements**

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

#### **Non-Mandatory Requirements**

The Company has complied with the following non-mandatory requirements of the Listing Regulations relating to Corporate Governance. The status of compliance with the non-mandatory requirements listed in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations are as under:

- Chairman of the Board – The non-executive Chairman maintains a separate office, for which the Company does not reimburse expenses.
- During the year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- The position of the Chairman and the Managing Director is separate.
- The Internal Auditor reports to the Audit Committee.

#### **8. MD/CFO Certification**

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**Date : 13<sup>th</sup> August, 2018**

**By Order of the Board**

**Place : Mumbai**

**Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai- 400051**

**Sd/-  
Sunil Goyal  
DIN: 00503570  
(Managing Director)**

## CORPORATE GOVERNANCE CERTIFICATE

To,  
The Members of  
Ladderup Finance Limited

1. We, Jajodia and Associates, Practicing Company Secretaries, have examined the compliance of conditions of Corporate Governance by the Company, for the financial year ended on 31<sup>st</sup> March, 2018, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design/ implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations and as required by the provisions of the Companies Act, 2013 and rules framed thereunder.

### Opinion

1. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March, 2018.
2. We state that compliance is an assurance as to the future viability of the Company and the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Jajodia and Associates

Date: 13<sup>th</sup> August, 2018

Place: Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai- 400051

Sd/-  
Priti Jajodia  
M.No.: 36944  
COP No.: 19900

## MD/CFO CERTIFICATION

The Board of Directors,  
**LADDERUP FINANCE LIMITED**  
102- A, Hallmark Business Plaza,  
Gurunanak Hospital Road,  
Bandra (East), Mumbai-400051

We hereby certify that for the financial year ended 31<sup>st</sup> March, 2018 on the basis of the review of the financial statements and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the designs or operations of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - a. There have been no significant changes in internal control during the year ended, 31<sup>st</sup> March, 2018.
  - b. There have been no significant changes in accounting policies during the year ended 31<sup>st</sup> March, 2018.
  - c. There have been no instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

### FOR LADDERUP FINANCE LIMITED

**Date** : 13<sup>th</sup> August, 2018

**Place** : Mumbai

**Regd. Office** : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai- 400051

**Sd/-**  
**Sunil Goyal**  
*Managing Director*  
DIN: 00503570

**Sd/-**  
**Suresh Kumawat**  
*Chief Financial Officer*

# INDEPENDENT AUDITOR'S REPORT

To

**The Members of Ladderup Finance Limited,**

## **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **Ladderup Finance Limited**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss, the Cash Flow Statement 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

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

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

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

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

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

## **Opinion**

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

## INDEPENDENT AUDITOR'S REPORT

### Other Matters

The Comparative financial information of the Company for the corresponding year ended 31<sup>st</sup> March 2017, were audited by predecessor auditor who expressed an unmodified opinion on those financial statements on 29<sup>th</sup> May 2017.

### 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 the 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 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) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 (A) (i) to the 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.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No.: 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

**Place : Mumbai**

**Date : 28<sup>th</sup> May, 2018**

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

### Annexure to the Independent Auditor's Report

The Annexure "A" referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements in our Independent Auditor's Report to the members of **Ladderup Finance Limited** for the year ended 31<sup>st</sup> March, 2018.

As required by the Companies (Auditors Report) Order, 2016 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) The Fixed Assets have been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies have been noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) a) Since the Company does not have any inventory, the paragraph 3 (ii) of the said Order is not applicable to the Company.
- (iii) The company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013.
  - a) In our opinion, the rate of interest and the other terms and conditions of the grant of such loans were not, *prima facie*, prejudicial to the company's interest;
  - b) The borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount;
  - c) There are no overdue amounts in respect of such loans.
- (iv) In our opinion and according to the information and explanation given to us, the provision of section 185 are not applicable to the Company. The Company has complied with the provision of sections 186 of the Act to the extent applicable.
- (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, for the Company.
- (vii) a) According to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues, to the extent applicable, have been regularly deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31<sup>st</sup> March, 2018 for a period more than six months from the date they became payable.
- b) According to the records of the Company, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax which have not been deposited on account of any dispute with the relevant authorities are given below:

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

<b>Name of Statute</b>	<b>Amount (₹)</b>	<b>Period to which amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax	391,780	2012-13	Tribunal
Income Tax	302,050	2013-14	Tribunal
Income Tax	1,257,380	2015-16	CIT (Appeals)

- (viii) The Company has not defaulted in repayment of its dues to Non-Banking Financial Company. The Company has not taken any loans from financial institutions and has not issued debenture.
- (ix) The company has applied the term loan for the purposes it was raised and the company did not raise money by way of initial public offer or further public offer (including debt instruments).
- (x) According to the information & explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandate by the provision of section 197 read with schedule V of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has complied with section 177 and has not entered into any transactions covered under section 188 of the Act.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No.: 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

**Annexure “B” to the Independent Auditor’s Report of even date on the Standalone financial statements of Ladderup Finance Limited for the year ended 31<sup>st</sup> March 2018.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Ladderup Finance Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions



## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

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.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No.: 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

To,  
The Board of Directors,  
**Ladderup Finance Limited**

As required by the “Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Direction, 1998” vide notification No. DFC. 117/DG (SPT)-98 dated 2<sup>nd</sup> January, 1998 issued by Reserve Bank of India (RBI), and based on the books and records verified by us and according to the information and explanation given to us during the course of our audit, we give hereunder our report on matters specified in paragraph 3 of the said directions.

1. The Company has applied for the registration as provided in the Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has received Certificate of Registration No. 13.00063 dated 24<sup>th</sup> February, 1998 from Reserve Bank of India, Department of Non-Banking Supervision, Mumbai Regional Office.
2. The Board of Directors in their meeting held on 28<sup>th</sup> May, 2018 has passed a resolution for Non-acceptance of any public deposit without prior approval of Reserve Bank of India in writing.
3. As per the information and explanation given to us and as appears from the books of accounts of the Company, Company has not accepted any deposits from the public during the year ended on 31<sup>st</sup> March, 2018.
4. In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition, accounting standard, asset classification, and provisioning of bad and doubtful debts as applicable to it for the year ended on 31<sup>st</sup> March, 2018.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No.: 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

# BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

(Amount in ₹)

Particulars	Note Nos.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	439,877,931	376,421,727
		<b>568,403,931</b>	<b>504,947,727</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	31,472,118	43,358,335
Long-term Provisions	5	546,841	310,353
		<b>32,018,959</b>	<b>43,668,688</b>
<b>Current Liabilities</b>			
Short-term Borrowings	6	69,658,397	45,461,027
Trade Payables	7		
- Micro, small and Medium enterprises		—	—
- Others		22,025	49,692
<b>Other Current Liabilities</b>	8	17,040,512	6,811,127
<b>Short-term Provisions</b>	9	4,018,042	8,887,284
		<b>90,738,977</b>	<b>61,209,130</b>
<b>Total</b>		<b>691,161,866</b>	<b>609,825,545</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipments			
- Tangible Assets	10	3,982,277	2,099,791
		<b>3,982,277</b>	<b>2,099,791</b>
Non-current Investments	11	389,766,678	336,555,943
Deferred Tax Assets (Net)	12	197,597	185,009
Long-term Loans and Advances	13	48,356,410	39,377,246
		<b>442,302,962</b>	<b>378,217,989</b>
<b>Current Assets</b>			
Current Investments	14	5,980,754	6,350,708
Trade Receivables	15	—	1,793,076
Cash and bank balance	16	45,581,969	1,414,321
Short-term Loans and Advances	17	197,296,181	222,049,450
		<b>248,858,904</b>	<b>231,607,555</b>
<b>Total</b>		<b>691,161,866</b>	<b>609,825,545</b>
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	25		

In terms of our Report of even date

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. 123088**

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

**Sunil Goyal**

Managing Director

**DIN:00503570**

**Arpita Jain**

Company Secretary

**M.No. A54162**

**Mangala R. Prabhu**

Director

**DIN : 06450659**

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

(Amount in ₹)

Particulars	Note Nos.	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>REVENUE</b>			
Revenue from Operations	18	106,602,192	153,447,276
Other Income	19	4,057	—
<b>Total</b>		<b>106,606,249</b>	<b>153,447,276</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	20	11,690,331	11,610,822
Finance Costs	21	13,584,111	9,071,599
Depreciation and Amortization Expense	10	366,636	117,636
Other Expenses	22	13,497,765	5,542,281
<b>Total</b>		<b>39,138,844</b>	<b>26,342,338</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>67,467,405</b>	<b>127,104,937</b>
Exceptional Items	23	3,622,634	—
<b>Profit Before tax</b>		<b>63,844,771</b>	<b>127,104,937</b>
<b>Less : Tax Expenses</b>			
Current Tax		13,277,523	28,093,000
Minimum Alternative Tax Credit Entitlement		(12,781,935)	(27,104,813)
Minimum Alternative Tax of ealier year		3,702,771	1,995
Deferred Tax	12	(12,588)	(38,395)
Taxation of Earlier Years		(3,819,149)	(31,752)
<b>Profit for the Year</b>		<b>63,478,149</b>	<b>126,184,902</b>
<b>Earnings Per Equity Share:</b>	24		
(Nominal value of ₹ 10 each)			
- Basic		4.94	9.82
- Diluted		4.94	9.82
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	25		

In terms of our Report of even date

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. 123088**

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

**Sunil Goyal**

Managing Director

**DIN:00503570**

**Mangala R. Prabhu**

Director

**DIN : 06450659**

**Arpita Jain**

Company Secretary

**M.No. A54162**

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit before Tax</b>	<b>67,467,405</b>	<b>127,104,938</b>
Adjustments for:		
Depreciation on Fixed assets	366,636	117,636
Contingent Provision against Standard Assets	(4,057)	496,139
Gain from Sale of investments	(85,279,718)	—
Interest Expense	13,565,083	8,656,609
<b>Operating Profit Before Working Capital Changes</b>	<b>(3,884,650)</b>	<b>136,375,321</b>
Adjustments for :		
(Increase) / Decrease in Short Term Loans and Advances	24,753,269	(90,767,879)
(Increase) / Decrease in Long Term Loans and Advances	100,000	(100,000)
Increase / (Decrease) in Trade Payable	(27,667)	(33,030)
Increase / (Decrease) in Other Current Liabilities	10,229,385	5,523,451
Increase / (Decrease) in Short Term Provisions	(1,823,559)	4,695
Increase / (Decrease) in Long Term Provisions	236,488	248,493
(Increase) / Decrease in Non-Current Investments	32,074,652	(66,320,298)
(Increase) / Decrease in Trade Receivables	1,793,076	(1,787,024)
<b>Cash Generated from Operations</b>	<b>63,450,993</b>	<b>(16,856,272)</b>
Exceptional Items	(3,622,634)	—
Income Tax Paid	(12,500,000)	(24,116,548)
<b>Net cash flow from/ (used in) operating activities</b>	<b>(A) 47,328,359</b>	<b>(40,972,820)</b>
<b>B. Cash Flow from Investing Activities</b>		
Share Application Money	—	73,500
Purchase of Fixed Assets	(2,271,067)	—
Purchase of Investments	(4,961,420)	(6,350,708)
Sale of Investments	5,325,705	-
<b>Net Cash Flow Used in Investing Activities</b>	<b>(B) (1,906,782)</b>	<b>(6,277,208)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long Term Borrowings	(11,886,217)	43,358,336
Proceeds / (Repayment) of Short Term Borrowings	24,197,370	12,853,685
Interest Expense	(13,565,083)	(8,656,609)
Unclaimed Dividend paid	13,150	—
<b>Net Cash Flow from Financing Activities</b>	<b>(C) (1,240,780)</b>	<b>47,555,412</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>(A+B+C) 44,180,798</b>	<b>305,383</b>
<b>Add : Opening Cash and Cash Equivalents</b>	<b>957,551</b>	<b>652,168</b>
<b>Closing Cash and Cash Equivalents</b>	<b>45,138,349</b>	<b>957,551</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

### Notes:

- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Cash in Hand	33,627	38,041
Bank Balances		
— In Current Accounts	45,104,722	919,510
	<b>45,138,349</b>	<b>957,551</b>

- The previous year's figures have been regrouped / rearranged wherever necessary in order to conform to current year's presentation.

### In terms of our Report of even date

#### For Shah Gupta & Co.

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

*Partner*

**M.No. 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

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

**Sunil Goyal**

*Managing Director*

**DIN:00503570**

**Arpita Jain**

*Company Secretary*

**M.No. A54162**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

**Mangala R. Prabhu**

*Director*

**DIN : 06450659**

**Suresh Kumawat**

*Chief Financial Officer*

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

### Note 1 : Significant Accounting Policies:

#### A Basis of Preparation of Financial Statements:

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 (amended subsequently).

The Company follows mercantile system of accounting and recognizes Income & Expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realization in respect of incomes.

#### B Use of Estimates:

The preparation of financial statements are in conformity with generally accepted accounting principles which require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual and estimated results are recognized in the period in which the results are materialized.

#### C Revenue Recognition:

- i) Profit or Loss from dealing in shares and securities are recognized on settlement dates.
- ii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- ii) Dividend on shares is being considered when the right to receive payment is established.
- iii) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

#### D Property plant and equipments:

Property plant and equipments are stated at cost of acquisition less accumulated depreciation. The cost of acquisition comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use.

#### E Depreciation:

- i) Depreciation on Property plant and equipments is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- ii) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

#### F Impairment of Property plant and equipments:

At the end of each year, the Company determines whether a provision should be made for impairment loss on Property plant and equipments by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any Property plant and equipments is lower than its carrying amount, a provision for impairment loss on Property plant and equipments is made for the difference.

#### G Investments:

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

### **H Accounting for Taxes of Income:**

#### **Current Taxes**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

#### **Deferred Taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

#### **Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an asset in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said asset is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### **I Provisions and Contingent Liabilities:**

- i) Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Payments in respect of such demands, if any, are shown as advances.
- ii) Contingent Liabilities under various fiscal laws includes those in respect of which the Company/department is in appeal.
- iii) Contingent Liabilities if any, are disclosed by way of notes.

### **J Prior Period Items:**

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

### **K Employee Benefits:**

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

### **L Earnings Per Share:**

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.



# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Notes 2 : Share Capital

### a. Details of Authorised, Issued, Subscribed and Paid up Capital

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Authorised Capital</b> 15,000,000 (P.Y. 15,000,000) Equity Shares of ₹ 10/- each	150,000,000	150,000,000
<b>Issued, Subscribed and Paid up Capital</b> 12,852,600 (P.Y. 12,852,600) Equity Shares of ₹ 10/- each, fully paid-up	128,526,000	128,526,000
	<b>128,526,000</b>	<b>128,526,000</b>

### b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10 per Share. Each holder of Equity Share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

### c. Shareholders having more than 5% Shareholding

(Amount in ₹)

Name of Shareholder	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No of Equity shares held	Percentage	No of Equity shares held	Percentage
Quiet Enterprises LLP	3,840,199	29.88%	3,840,199	29.88%
Sonu Portfolio Services Private Limited	1,640,850	12.77%	1,640,850	12.77%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	689,702	5.37%	689,702	5.37%

### d. Reconciliation of Number of Shares

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	12,852,600	128,526,000	12,852,600	128,526,000
Shares issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	12,852,600	128,526,000	12,852,600	128,526,000

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 3 : Reserves and Surplus

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>a. Capital Reserve</b>		
Opening Balance	300,000	300,000
Closing Balance	300,000	300,000
<b>b. Securities Premium Account</b>		
Opening Balance	138,500,000	138,500,000
Closing Balance	138,500,000	138,500,000
<b>c. Revaluation Reserve</b>		
Opening balance	885,064	907,009
Less : Written back in current year	21,945	21,945
Closing Balance	863,119	885,064
<b>d. Special Reserve under Section 45 IC of RBI Act</b>		
Opening Balance	53,800,870	28,563,890
Add : Transfer during the year	12,695,630	25,236,980
Closing Balance	66,496,500	53,800,870
<b>e. General Reserve</b>		
Opening Balance	250,000	250,000
Closing Balance	250,000	250,000
<b>f. Surplus in the Statement of Profit and Loss</b>		
Opening Balance	182,685,793	81,737,871
Add : Net Profit for the year	63,478,149	126,184,902
Less : Transfer to Special Reserve under Section 45 IC RBI Act	12,695,630	25,236,980
Closing Balance	233,468,312	182,685,793
<b>Total</b>	<b>439,877,931</b>	<b>376,421,727</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 4 : Long-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Term Loan	44,480,093	47,300,000
Less: Current maturities of Long Term Debt	13,007,975	3,941,665
<b>Total</b>	<b>31,472,118</b>	<b>43,358,335</b>

### Other disclosures pursuant to Long-term Borrowings:

#### Secured Corporate Term Loan (LAP) from STCI

- Term Loan from STCI Finance Limited amounting to ₹ 35,750,000/- (P.Y. ₹ 39,000,000) is secured by exclusive charge by way of registered mortgage of three plots of land in the name of Ladderup Enterprises Private Limited, a company owned/controlled by key management and/or their relatives. It carries interest rate of 13.50% per annum up to 20<sup>th</sup> November, 2017 and from 21<sup>st</sup> November, 2017 the rate was 12.25% per annum. The Loan is repayable in 48 equal monthly installments of ₹ 812,500/- each commencing from the end of 13th month of the date of first disbursement.
- Term Loan from STCI Finance Limited amounting to ₹ 7,608,332/- (P.Y. ₹ 8,300,000) is secured by exclusive charge by way of registered mortgage of premises of the company. It carries interest rate of 13.50% per annum up to 5th December, 2017 and from 6th December, 2017 the rate was 12.25% per annum. The Loan is repayable in 36 equal monthly installments of ₹ 230,556/- each commencing from the end of 13th month of the date of first disbursement.
- Secured Loan taken from ICICI Bank amounting to ₹ 1,121,761/- (P.Y. ₹ Nil) carrying interest rate of 9.10% p.a. The loan is repayable in May, 2020. The loan is secured against respective vehicle.

## Note 5 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Provision for Employee Benefits:</b>		
Gratuity	546,841	310,353
<b>Total</b>	<b>546,841</b>	<b>310,353</b>

## Note 6 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Inter-Corporate Deposit	69,658,397	45,461,027
<b>Total</b>	<b>69,658,397</b>	<b>45,461,027</b>

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

### Secured Loan from Others includes

- i) Secured Loan taken from Indianivesh Capital Limited amounting to ₹ 69,658,397/- (P.Y. ₹ 45,461,027/-) carrying interest rate of 13% p.a. up to 30<sup>th</sup> June, 2017 and thereafter 11.50% p.a. The loan is repayable in March, 2019. The loan is secured against pledge of some of the shares held by the Company as non-current investment.

### Note 7 : Trade Payables

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Trade Payables *		
Due to Micro, Small and Medium Enterprises	—	—
Other than Micro, Small and Medium Enterprises	22,025	49,692
<b>Total</b>	<b>22,025</b>	<b>49,692</b>

\* There are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006 as at 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017.

### Note 8 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Current Maturities of Long- term Debt	13,007,975	3,941,665
Interest accrued but not due	1,684,349	1,272,001
Duties & Taxes Payable	971,272	853,231
Unclaimed Dividend	443,620	456,770
Other payables	105,960	88,500
Employee Benefit Payable	827,336	198,960
<b>Total</b>	<b>17,040,512</b>	<b>6,811,127</b>

### Note 9 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Provision for Employee Benefits:</b>		
Bonus	31,185	23,126
Gratuity	5,255	2,288
<b>Others</b>		
Contingent Provision against Standard Assets	492,082	496,139
Income Tax Provisions (Net of Advance tax & TDS)	3,489,520	8,365,731
<b>Total</b>	<b>4,018,042</b>	<b>8,887,284</b>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

### Note 10: Property, Plant and Equipments

(Amount in ₹)

	Gross Block				Accumulated Depreciation				Net Block		
Particulars	As at 1 <sup>st</sup> April, 2017	Additions during the year	Deletions during the year	As at 31 <sup>st</sup> March, 2018	Up to 31 <sup>st</sup> March, 2017	Depreciation charged for the year	Adjustment due to revaluations	Adjustments on disposals	Up to 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Tangible assets											
Premises	2,078,750	—	—	2,078,750	770,668	10,489	21,945	—	803,102	1,275,648	1,308,082
Furniture & Fixtures	116,826	—	—	116,826	22,106	11,099	—	—	33,204	83,622	94,721
Vehicles	808,826	2,271,067	—	3,079,893	111,837	345,049	—	—	456,886	2,623,007	696,989
Total	3,004,402	2,271,067	—	5,275,469	904,611	366,636	21,945	—	1,293,192	3,982,277	2,099,791
Previous Year	3,004,402	—	—	3,004,402	765,030	117,636	21,945	—	904,611	2,099,791	2,239,372

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 11 : Non-current Investments

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31st March, 2018	As at 31st March, 2017		As at 31st March, 2018	As at 31st March, 2017
<b>I. Trade Investments</b>					
<b>Investment in Subsidiaries</b>					
<b>Equity Instruments- Unquoted</b>					
Ladderup Wealth Management Private Limited	102,000	134,000	Fully Paid	4,080,000	5,360,000
	<b>102,000</b>	<b>134,000</b>	<b>(A)</b>	<b>4,080,000</b>	<b>5,360,000</b>
<b>Investment in Associate</b>					
<b>Equity Instruments- Unquoted</b>					
Annapurna Pet Private Limited	1,820,650	1,488,210	Fully Paid	68,332,000	60,021,000
	<b>1,820,650</b>	<b>1,488,210</b>	<b>(B)</b>	<b>68,332,000</b>	<b>60,021,000</b>
<b>Investments in Preference Shares</b>					
Annapurna Pet Private Limited	—	83,110	Fully Paid	—	8,311,000
	<b>—</b>	<b>83,110</b>	<b>(C)</b>	<b>—</b>	<b>8,311,000</b>
<b>II. Non Trade Investments</b>					
<b>Investment in Equity Instruments- Quoted, Others</b>					
Ahluwalia Contracts (India) Limited	50,000	50,000	Fully Paid	3,340,982	3,340,982
Aarvi Encon Limited	34,000	—	Fully Paid	2,684,596	—
Arihant Superstructures Limited	138,000	—	Fully Paid	24,230,459	—
Balkrishna Industries Limited	1,000	—	Fully Paid	1,247,964	—
Bhansali Engineering Polymers Limited	9,000	—	Fully Paid	376,360	—
Brigade Enterprises Limited	6,000	—	Fully Paid	1,694,547	—
Capital First Limited	10,000	—	Fully Paid	7,885,086	—
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Castrol India Limited	1,000	—	Fully Paid	207,867	—
Dhanuka Agritech Limited	—	8,000	Fully Paid	—	1,045,632
Federal Bank Limited	30,000	25,000	Fully Paid	2,688,859	2,161,796
Future Consumer Limited	200,000	3,00,000	Fully Paid	4,559,136	6,838,704
Gujarat Narmada Valley Fertilisers & Chemicals Limited	22,000	—	Fully Paid	9,428,730	—
Hind Rectifies Limited	4,000	—	Fully Paid	541,307	—
Hester Biosciences Limited	69,578	70,000	Fully Paid	7,974,837	8,023,205
IDFC Bank Limited	50,000	—	Fully Paid	3,129,905	—
ION Exchange (India) Limited	5,000	—	Fully Paid	2,368,595	—
Indianivesh Limited	1,750,000	1,750,000	Fully Paid	73,250,000	73,250,000
IPCA Laboratories Limited	—	12,000	Fully Paid	—	6,457,460
IRB Infrastructure Developers Limited	—	16,000	Fully Paid	—	3,680,535
Jaypee Infratech Limited	100,000	200,000	Fully Paid	956,610	1,913,219
Jet Airways (India) Limited	—	3,000	Fully Paid	—	1,405,989
Jindal Poly Films Limited	4,000	—	Fully Paid	1,653,990	—
Kisan Mouldings Limited	1,400,002	1,000,000	Fully Paid	113,346,494	40,000,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31st March, 2018	As at 31st March, 2017		As at 31st March, 2018	As at 31st March, 2017
Lawreshwar Polymers Limited	15,007	—	Fully Paid	850,943	—
LIC Housing Finance Limited	4,500	25,000	Fully Paid	1,105,390	6,141,055
Larsen & Toubor Limited	—	5,000	Fully Paid	—	6,915,494
Lupin Limited	—	2,500	Fully Paid	—	4,259,855
Mahindra & Mahindra Limited	5,000	10,000	Fully Paid	3,316,084	12,507,264
Marksans Pharma Limited	—	45,000	Fully Paid	—	2,022,270
Motilal Oswal Financial Services Limited	—	5,000	Fully Paid	—	1,830,447
Nesco Limited	351	—	Fully Paid	172,636	—
Nikhil Adhesives Limited	12,519	—	Fully Paid	2,858,812	—
Oriental Bank of Commerce	—	5,000	Fully Paid	—	724,363
Ram Ratan Wires Limited	10,000	—	Fully Paid	1,672,474	—
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484
South India Paper Mills Limited	38,500	36,727	Fully Paid	3,845,053	3,666,995
SML Isuzu Limited	5,000	—	Fully Paid	6,493,898	—
Titagarh Wagons Limited	14,000	—	Fully Paid	1,944,805	—
Tourism Finance Corporation of India Limited	40,000	—	Fully Paid	5,828,495	—
Trigyn Technologies Limited	—	7,391	Fully Paid	—	959,335
	4,083,457	3,630,618	(D)	291,930,398	189,420,084
Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31st March, 2018	As at 31st March, 2017		As at 31st March, 2018	As at 31st March, 2017
Investment in Equity Instruments-Unquoted, Others					
Algorhythm Tech Private Limited	17	17	Fully Paid	6,375	6,375
Esskay Auto Finance Limited	—	2,707	Fully Paid	—	7,124,824
Gini & Jony Limited	—	1,266,636	Fully Paid	—	40,894,760
JRI Technologies Private Limited	58,060	58,060	Fully Paid	7,000,000	7,000,000
Jumboking Foods Private Limited	98,901	98,901	Fully Paid	8,855,155	8,855,155
Lotus Spaces Private Limited	90,000	90,000	Fully Paid	1,800,000	1,800,000
Ladderup Corporate Advisory Private Limited	43,500	43,500	Fully Paid	4,350,000	4,350,000
Tops Security Limited	40,900	40,900	Fully Paid	2,863,000	2,863,000
	331,378	1,600,721	(E)	24,874,530	72,894,114
Total Investment in Equity Instruments	6,337,485	6,853,549	(A)+(B)+(D)+(E)	389,216,928	327,695,198
Investments in Preference Shares					
Algorhythm Tech Private Limited	1,466	1,466	Fully Paid	549,750	549,750
	1,466	1,466	(F)	549,750	549,750
Total Investment in Preference Shares	1,466	84,576	(C)+(F)	549,750	8,860,750
Grand Total	6,338,951	6,938,125		389,766,678	336,555,943

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Aggregate Market Value of Quoted Investments	414,363,740	308,835,310
Aggregate Book Value of Quoted Investments	291,930,398	189,420,084
Aggregate Book Value of Unquoted Investments	97,836,280	147,135,864

**Note 12 : Deferred Tax Assets (Net)**

The major components of Deferred Tax (Liability) / Asset as recognised in the Financial Statement are as follows:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Deferred Tax Asset</b>		
<b>Fixed Assets :</b> Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	36,904	83,976
<b>Other:</b>		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	160,693	101,033
<b>Net</b>	<b>197,597</b>	<b>185,009</b>

**Note 13 : Long-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, Considered Good)</b>		
<b>Others</b>		
Capital Advances (Refer Note 25G)	—	100,000
Advance Tax & TDS (Net of Provisions)	1,141,430	1,141,430
Minimum Alternative Tax Credit Entitlement	47,214,980	38,135,816
<b>Total</b>	<b>48,356,410</b>	<b>39,377,246</b>



**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

**Note 14 : Current Investments**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Valued at lower of cost or fair value, unless stated otherwise)</b>		
<b>Quoted :</b>		
<b>Investments in Mutual Funds</b>		
Nil (PY 74) Units of Reliance Liquid Fund - Cash Plan-Daily Dividend Option	—	82,238
50,000 (PY Nil) Blue Lotus Capital Multi Bagger Fund I	4,961,420	
1,015 (PY 6222) Units of Reliance Money Manager Fund-Inst.-Daily Dividend Plan	1,019,334	6,268,470
<b>Total</b>	<b>5,980,754</b>	<b>6,350,708</b>

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Aggregate Market Value of Quoted Investments	5,980,754	6,350,708
Aggregate Book Value of Quoted Investments	5,980,754	6,350,708

**Note 15 : Trade Receivables**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, Considered good)</b>		
<b>Trade receivables</b>		
Outstanding for a period exceeding six months from the date they are due for payment	—	—
Others		1,793,076
	—	<b>1,793,076</b>

**Note 16 : Cash and bank balance**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Cash and Cash Equivalents</b>		
Balances with banks		
- Current account	45,104,722	919,510
Cash on hand	33,627	38,041
<b>Other Bank Balance</b>		
Unclaimed Dividend	443,620	456,770
<b>Total</b>	<b>45,581,969</b>	<b>1,414,321</b>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

**Note 17 : Short-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, Considered Good)</b>		
<b>Loans and Advances</b>		
<b>Secured</b>		
- To Others	—	6,857,263
	—	<b>6,857,263</b>
<b>Unsecured</b>		
- To Related Parties	77,140,328	58,208,921
- To Others	119,692,631	133,389,390
	<b>196,832,959</b>	<b>191,598,311</b>
<b>Advance Recoverable in Cash or in Kind</b>		
- To Related Parties	—	230,000
- To Others	300,300	6,600,500
	<b>300,300</b>	<b>6,830,500</b>
<b>Amount Receivable against sale of Shares</b>		
- From Related Parties	—	16,747,500
- From Others	—	—
	—	<b>16,747,500</b>
<b>Other Loans and Advances</b>		
Staff Advances	136,250	—
Prepaid Expenses	26,672	15,876
	<b>162,922</b>	<b>15,876</b>
<b>Total</b>	<b>197,296,181</b>	<b>222,049,450</b>

**Loans & Advances to Related Parties Include :**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Loans to related parties -</b>		
<b>Subsidiary Companies</b>		
Ladderup Wealth Management Private Limited	—	1,249,012
<b>Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence</b>		
Ladderup Corporate Advisory Pvt Ltd.	1,376,818	
New India Spinning Company	—	5,465,717
K.L. Venture & Enterprises	14,701,326	8,630,196
<b>Associate Company</b>		
Annapurna Pet Private Limited	49,062,184	30,346,077
<b>Partnership firm in which Key Management Personnel is Partner</b>		
SGCO & Co. LLP	12,000,000	12,517,919
	<b>77,140,328</b>	<b>58,208,921</b>
<b>Advance Recoverable in Cash or in Kind</b>		
Sunil Goyal	—	230,000
	—	<b>230,000</b>
<b>Amount Receivable against sale of Shares -</b>		
<b>Enterprises having same Key Management Personnel</b>		
Ladderup Venture LLP	—	16,747,500
	—	<b>16,747,500</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 18 : Revenue from Operations

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Interest Income	19,812,248	13,586,461
Net Gain from Sale of investments	85,279,718	136,575,680
<b>Dividend</b>		
- From Non-current investment	1,198,675	1,062,830
- From Current investment	311,551	1,622,305
<b>Other Operating Income</b>		
Loan Processing Fees	—	600,000
<b>Total</b>	<b>106,602,192</b>	<b>153,447,276</b>

## Note 19 : Other Income

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Contingent Provision against Standard Assets written back	4,057	
<b>Total</b>	<b>4,057</b>	<b>—</b>

## Note 20 : Employee Benefit Expenses

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Director Remuneration	9,600,000	9,600,000
Salaries, Bonus and Incentives	2,084,967	1,844,030
Staff Welfare Expenses	5,364	166,792
<b>Total</b>	<b>11,690,331</b>	<b>11,610,822</b>

## Note 21 : Finance Costs

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Bank Charges	19,028	7,027
Interest Expenses	13,565,083	8,656,609
Other Borrowing Cost	—	407,963
<b>Total</b>	<b>13,584,111</b>	<b>9,071,599</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 22 : Other Expenses

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Communication Costs	46,063	36,639
Insurance	3,645	16,408
Stipend	265,438	157,668
Travelling & Conveyance	22,405	172,804
Professional Fees	750,288	121,780
Board Meeting Expenses	35,695	27,062
Printing & Stationery	64,213	58,848
Advertisement	95,745	52,776
Donation	780,100	1,625,000
Rent	903,211	—
CSR Expenses (Refer Note No. 25I)	2,500,000	—
Payment to Auditors	70,800	30,000
Director Sitting Fees	160,000	150,000
Listing Fees	286,250	229,000
Securities Transaction Tax	318,280	440,712
Contingent Provision against Standard Assets	-	496,139
Sundry balance w/off	6,485,046	1,150,000
Miscellaneous Expenses	710,587	777,446
<b>Total</b>	<b>13,497,765</b>	<b>5,542,281</b>

## Payment to Auditors includes :

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Statutory Audit Fees	70,800	22,500
Tax Audit Fees	—	7,500
<b>Total</b>	<b>70,800</b>	<b>30,000</b>

## Note 23 : Exceptional Items

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>Prior period items</b>		
Rent	2,167,708	—
Salary	630,120	—
Electricity expense	182,679	—
Travelling expense	100,000	—
Diwali expense	100,000	—
Other expenses	442,127	—
<b>Total</b>	<b>3,622,634</b>	<b>—</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 24 : Earnings Per Equity Share

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>Basic Earnings Per Share</b>		
Profit Attributable to Equity Shareholders	63,478,149	126,184,902
Weighted average number of equity shares	12,852,600	12,852,600
<b>Basic Earnings per share</b>	4.94	9.82
<b>Face value per share</b>	10	10
<b>Dilutive Earnings Per Share</b>		
Profit after adjusting Interest on Potential Equity Shares	63,478,149	126,184,902
Weighted Average Number of Equity Share after considering Potential Equity Shares	12,852,600	12,852,600
<b>Dilutive Earnings Per Share</b>	4.94	9.82
<b>Face Value Per Share</b>	10	10

## Note 25 : Accompanying Notes to Accounts

### A) Contingent Liabilities :

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Disputed Income Tax Liability		
For Assessment Year 2012-13	391,780	510,740
For Assessment Year 2013-14	302,050	606,086
For Assessment Year 2015-16	1,257,380	—
<b>Total</b>	<b>1,951,210</b>	<b>1,116,826</b>

**B)** In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

### C) Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

#### Actuarial Assumptions:

Services Rendered	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Salary Growth *	6.00%	6.00%
Discount Rate	7.60%	7.10%
Withdrawal Rate	5.00%	5.00%

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

(i) Changes in the Present Value of Defined Benefit Obligation representing reconciliation of opening and closing balances thereof:

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Present Value of Obligation as at the beginning of the year:	312,641	62,215
Interest Cost	22,116	4,901
Current Service Cost	175,009	69,051
Past Service Cost	39,241	—
Benefits Paid	—	—
Actuarial (Gain) / Loss on Obligation	42,330	176,474
Closing Present Value of Obligation	591,337	312,641

(ii) Actuarial Gain/ Loss Recognised in the Statement of Profit and Loss: (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Actuarial Gain/ (Loss) for the year Obligation	(42,330)	(176,474)
Total (Gain)/ Loss for the year	194,036	(102,522)
Actuarial (Gain)/ Loss recognised during the year	42,330	176,474

(iii) The Amounts Recognised in the Balance Sheet are as follows: (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Present Value of Obligation as at the end of the year	591,337	312,641
Funded Value of Assets (Unfunded)	—	—
Unrecognised Past Service Cost	(39,241)	—
Net Assets / (Liability) Recognised in Balance Sheet	(552,096)	(312,641)
- Non-Current Assets / Liability	(546,841)	(310,353)
- Current Assets / Liability	(5,255)	(2,288)

(iv) The Amounts Recognised in the Statement of Profit and Loss are as follows: (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Current Service Cost	175,009	69,051
Past Service Cost	—	—
Interest Cost	22,116	4,901
Expected Return on Plan Assets	—	—
Net Actuarial (Gain) / Loss Recognized in the year	42,330	176,474
Expenses Recognised in the Statement of Profit and Loss	239,455	250,426

Amounts of Gratuity for the current and previous four year are as follows: (Amount in ₹)

Gratuity*					
Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014*
Defined benefit obligation	(591,337)	(312,641)	(62,215)	(7,052)	—
Plan assets	—	—	—	—	—
Surplus/(deficit)	(591,337)	(312,641)	(62,215)	(7,052)	—

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

<b>Gratuity*</b>					
<b>Particulars</b>	<b>Year Ended 31st March, 2018</b>	<b>Year Ended 31st March, 2017</b>	<b>Year Ended 31st March, 2016</b>	<b>Year Ended 31st March, 2015</b>	<b>Year Ended 31st March, 2014*</b>
Experience adjustments on plan liabilities	60,953	155,048	43,657	(4,586)	—
Experience adjustments on plan assets	—	—	—	—	—
Actuarial gain/(loss) due to change in assumption	(18,623)	21,426	(542)	1,455	—

\* Since there was no employees in the earlier years.

**D) Segment Reporting**

**a. Basis of Preparation**

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business activities can be classified into two segments namely Investment & Trading in Shares & Securities and Finance Activities. The information about all the segments is given below.

**b. Information about Primary Segments – Business Segments:**

**i. Segment Information**

**(Amount in ₹)**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2018</b>		<b>Year Ended 31<sup>st</sup> March, 2017</b>	
Segment Revenue (net) from Sales to Investment & Trading Activities	86,789,944	<b>106,602,192</b>	139,260,815	<b>153,447,276</b>
Finance Activities	19,812,248		14,186,461	
<b>Total</b>				
Segment Results		<b>92,678,164</b>		<b>143,916,353</b>
Investment & Trading Activities	86,430,999		138,794,464	
Finance Activities	6,247,165		5,121,889	
<b>Total</b>				
Add : Unallocated Income		4,057		—
Less: Unallocated Corporate Expenses		28,837,450		16,811,416
<b>Profit before Tax</b>		<b>63,844,771</b>		<b>127,104,937</b>
Less : Tax Expense		366,622		920,035
<b>Net Profit</b>		<b>63,478,149</b>		<b>126,184,902</b>

**Note :**

Fixed Assets and Other Assets used in the Company's Operations or Liabilities contracted have not been identified to any of the Reportable Segments, as the Assets are used interchangeably between Segments. Hence, it is not practicable to provide Segment Disclosures relating to total Assets and Liabilities.

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## E) Related Party Disclosures

### a. List of Related Parties:

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Sanket Limbachiya (upto 31.05.2017)	Company Secretary
Ms. Zarana Soni (from 12.08.2017 to 28.02.2018)	Company Secretary
Mr. Suresh Kumar Kumawat	Chief Financial Officer
Mrs. Usha Goyal	Relative of Key Management Personnel
Ladderup Wealth Management Private Limited	Subsidiary Company
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
SGCO & Co. LLP	Partnership firm in which Key Management Personnel is Partner
Ladderup Corporate Advisory Private Limited	Enterprises over which Key Management Personnel or their relatives are able to exercise significant influence
Ladderup Venture LLP	
K.L. Venture & Enterprises	
New India Spinning Company	

### b. Transactions with Related Parties (Amount in ₹)

Name of Party	Nature of Transaction	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Ladderup Corporate Advisory Private Limited	Loan Granted	3,360,588	—
	Repayment of Loan Given	2,035,137	—
	Interest Income	51,367	—
Ladderup Wealth Management Private Limited	Loan Granted	—	2,000,000
	Repayment of Loan Given	1,271,891	1,912,495
	Interest Income	22,879	124,946
Mr. Sunil Goyal	Director Remuneration	9,600,000	9,600,000
Mr. Sanket Limbachiya (up to 31.05.2017)	Salary paid	155,445	600,004
Ms. Zarna Soni (from 12.08.2017 to 28.02.2018)	Salary paid	203,550	—
Mr. Suresh Kumar Kumawat	Advances Given	150,000	—
	Advances Received back	43,750	—
	Salary paid	886,703	742,500
Ladderup Foundation	Donation	775,000	1,300,000
Ladderup Venture LLP	Sale of Shares	1,600,000	16,747,500
	Receipt for sale of share	18,347,500	—



**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2018**

Name of Party	Nature of Transaction	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Annapurna Pet Private Limited	Loan Granted	20,000,000	30,000,000
	Repayment of Loan Given	6,533,605	3,126,794
	Interest Income	5,249,712	930,822
	Investment in Equity Shares	—	29,600,000
	Investment in Preference Shares	—	1,380,000
New India Spinning Co.	Balance Written off	5,465,717	—
SGCO & Co. LLP	Loan Granted	1,500,000	14,500,000
	Repayment of Loan Given	3,682,919	2,557,546
	Interest Income	1,665,001	575,465
K.L. Venture & Enterprises	Loan Granted	5,000,000	10,080,000
	Repayment of Loan Given	119,014	2,061,133
	Interest Income	1,190,144	611,329

**c. Balance Outstanding of Related Parties (Amount in ₹)**

Name of Party	Receivable/ Payable	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Ladderup Corporate Advisory Private Limited	Receivable	1,376,818	—
Ladderup Wealth Management Private Limited	Receivable	—	1,249,012
Annapurna Pet Private Limited	Receivable	49,062,184	30,346,077
Ladderup Venture LLP	Receivable	—	16,747,500
SGCO & Co. LLP	Receivable	12,000,000	12,517,919
K.L. Venture & Enterprises	Receivable	14,701,326	8,630,196
Mr. Sunil Goyal	Receivable	—	230,000
Mr. Sunil Goyal	Payable	651,620	38,307
New India Spinning Company	Receivable	—	5,465,717
Mr. Suresh Kumar Kumawat	Payable	75,767	58,116
Mr. Sanket Limbachiya (up to 31.05.2017)	Payable	—	45,490

**F) Additional Information pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

**a) (i) Details of Loans to Subsidiaries (Amount in ₹)**

Particulars	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Ladderup Wealth Management Private Limited	—	1,249,012	1,036,561	1,036,561

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## (ii) Details of Loans to Associate

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Annapurna Pet Private Limited	49,062,184	50,632,473	30,346,077	30,346,077

## b) (i) Details of Investments in Subsidiaries

Name of Subsidiary Company	No. of shares		Amount in ₹	
	31st March, 2018	31st March, 2017	31st March, 2018	31st March, 2017
Ladderup Wealth Management Private Limited	102,000	134,000	4,080,000	5,360,000

## (ii) Details of Investments in Associates

### Equity Shares:

Name of Associate Company	No. of shares		Amount in ₹	
	31st March, 2018	31st March, 2017	31st March, 2018	31st March, 2017
Annapurna Pet Private Limited	1,820,650	1,488,210	68,332,000	60,021,000

### Preference Shares:

Name of Associate Company	No. of shares		Amount in ₹	
	31st March, 2018	31st March, 2017	31st March, 2018	31st March, 2017
Annapurna Pet Private Limited	—	83,110	—	8,311,000

**G)** Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) ₹ Nil (PY ₹ 2,197,067).

**H)** Company has transferred an amount of ₹ 12,695,630/- (P.Y. ₹ 25,236,980/-) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with Section 45IC of the Reserve Bank of India Act.

## I) Corporate Social Responsibility

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013.

### Details of CSR Expenditure:

**a)** Gross amount required to be spent by the Company during the year is ₹ 1,145,634 (Previous Year ₹ NIL)

**b) Amount spent during the year****(Amount in ₹)**

Particulars	In Cash	Yet to be paid in Cash	Total
i) Construction /acquisition of any asset	— ( - )	— ( - )	— ( - )
ii) On purpose other than (i) above	25,00,000 ( - )	— ( - )	25,00,000 ( - )

Figure in the bracket are in respect of Previous Year

- J) The Additional information pursuant to schedule III to the companies act 2013 is either NIL or not applicable.
- K) The previous year's figures have been re-grouped/re-classified to conform to this year's classification.

**In terms of our Report of even date****For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W****Vedula Prabhakar Sharma***Partner***M.No. 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018**For and on behalf of the Board of Directors****Sunil Goyal***Managing Director***DIN:00503570****Arpita Jain***Company Secretary***M.No. A54162**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018**Mangala R. Prabhu***Director***DIN : 06450659****Suresh Kumawat***Chief Financial Officer*

## BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY AS ON 31<sup>ST</sup> MARCH, 2018

[as required in terms of paragraph 13 of Non Banking Financial (Non deposit accepting or Holding)  
Companies Prudential Norms (Reserve Bank) Directions, 2007]

Sr. No.	Particulars	Amount outstanding	Amount overdue
	<b>LIABILITIES SIDE</b>		
(1)	Loans and advances availed by the Non Banking Financial Company inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	Nil	NA
	Unsecured	Nil	NA
	(other than falling within the meaning of Public deposits *)		
	(b) Deferred Credits	Nil	NA
	(c ) Term Loans	44,480,093	Nil
	(d) Inter-corporate loans and borrowing	Nil	NA
	(e) Commercial Paper	Nil	NA
	(f) Other Loans	Nil	NA
	*Please see Note 1 below		

### ASSETS SIDE

(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4)]	<b>Amount outstanding below]:</b>
	(a) Secured	Nil
	(b) Unsecured	244,484,489
		<b>244,484,489</b>
(3)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities</b>	
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Other Loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL  
COMPANY AS ON 31<sup>ST</sup> MARCH, 2018**

(4)	<b>Break-up of Investments:</b>		
	<b>Current Investments:</b>		
	1	Quoted:	
	(i)	Shares: (a) Equity	Nil
		(b) Preference	Nil
	(ii)	Debentures and Bonds	Nil
	(iii)	Units of mutual funds	5,980,754
	(iv)	Government Securities	Nil
	(v)	Others (please specify)	Nil
	2	Unquoted:	
	(i)	Shares: (a) Equity	Nil
		(b) Preference	Nil
	(ii)	Debentures and Bonds	Nil
	(iii)	Units of mutual funds	Nil
	(iv)	Government Securities	Nil
	(v)	Others	Nil
	Long term Investments		
	1	Quoted:	
	(i)	Shares: (a) Equity	291,930,398
		(b) Preference	Nil
	(ii)	Debentures and Bonds	Nil
	(iii)	Units of mutual funds	Nil
	(iv)	Government Securities	Nil
	(v)	Others(please specify)	Nil
	2	Unquoted:	
	(i)	Shares: (a) Equity	93,206,530
		(b) Preference	549,750
	(ii)	Debentures and Bonds	Nil
	(iii)	Units of mutual funds	Nil
	(iv)	Government Securities	Nil
	(v)	Others	4,080,000
		<b>Total</b>	<b>395,747,428</b>

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL  
COMPANY AS ON 31<sup>ST</sup> MARCH, 2018**

(5)	<b>Borrower group - wise classification of assets financed as in (2) and (3) above</b> Please see Note 2 below			
	<b>Category</b>		<b>Amount net of Provisions</b>	
			<b>Secured</b>	<b>Unsecured</b>
				<b>Total</b>
	1.	Related Parties		
	(a)	Subsidiaries	Nil	-
	(b)	Companies in the same group	Nil	Nil
	(c)	Other related parties	Nil	77,276,578
	2.	Other than related parties	Nil	167,207,911
		<b>Total</b>	<b>Nil</b>	<b>244,484,489</b>

(6)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b> Please see Note 3 below		
	<b>Category</b>		<b>Market Value / Break up or fair value or NAV</b>
			<b>Book Value (Net of Provisions)</b>
	1.	Related Parties	
	(a)	Subsidiaries	13,242,694
	(b)	Companies in the same group	Nil
	(c)	Other related parties	5,436,316
	2.	Other than related parties	376,991,320
		<b>Total</b>	<b>395,670,330</b>

(7)	<b>Other Information</b>	
	<b>Particulars</b>	<b>Amount</b>
	(i) Gross Non-Performing Assets	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
	(ii) Net Non-Performing Assets	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
	(iii) Assets acquired in satisfaction of debt	Nil

**Notes :**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF LADDERUP FINANCE LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ladderup Finance Limited (hereinafter referred to as "the Holding Company"), its subsidiaries and its associate (the Holding Company, its subsidiaries and its associate together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### Opinion

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

### Other Matters

- 1) The Consolidated financial statements include the Group's Share of net profit of ₹ 9.45 Lakh for the year ended 31<sup>st</sup> March, 2018 as considered in consolidated financial results, in respect of an associate. The financial statements / financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of said associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements / financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information certified by the Management.

- 2) The Comparative financial information of the Company for the corresponding year ended 31<sup>st</sup> March 2017, were audited by predecessor auditor who expressed an unmodified opinion on those financial statements on 29<sup>th</sup> May, 2017.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors of the Holding



## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Company and the reports of the statutory auditors of its subsidiary Companies none of the directors of the Group Companies is disqualified as on 31<sup>st</sup> 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 Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 25 (A) to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary Companies.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

## Annexure to the Independent Auditor's Report

### Annexure-A to the Auditor's Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2018, we have audited the internal financial controls over financial reporting of **Ladderup Finance Limited** (hereinafter referred to as "the Holding Company"), its subsidiary companies and its associate, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Holding Company, its subsidiary companies and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matter**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting do not include one associate, which is company incorporated in India, as financial statements of the said associate is unaudited.

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. : 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

# CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

(Amount in ₹)

Particulars	Note Nos	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	443,319,004	373,158,908
		<b>571,845,004</b>	<b>501,684,908</b>
<b>Minority Interest</b>		<b>9,783,373</b>	<b>2,809,305</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	31,472,118	43,358,335
Long-term Provisions	5	1,837,281	1,233,909
		<b>33,309,399</b>	<b>44,592,244</b>
<b>Current Liabilities</b>			
Short-term Borrowings	6	69,658,397	45,461,027
Trade Payables	7	—	—
- Micro, small and Medium enterprises			
- Others		1,428,897	2,636,305
Other Current Liabilities	8	21,368,214	9,226,604
Short-term Provisions	9	4,308,181	9,589,339
		<b>96,763,690</b>	<b>66,913,275</b>
		<b>711,701,465</b>	<b>615,999,732</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, plant and equipments			
- Tangible Assets	10	4,322,624	2,430,035
- Intangible Assets	10	79,341	93,512
		<b>4,401,965</b>	<b>2,523,547</b>
Non-current Investments	11	383,025,059	327,589,386
Deferred Tax Assets (Net)	12	573,293	471,920
Long-term Loans and Advances	13	49,043,081	41,364,346
		<b>437,043,398</b>	<b>371,949,199</b>
<b>Current Assets</b>			
Current Investments	14	19,536,963	11,161,597
Trade Receivables	15	10,268,438	8,739,325
Cash and Bank Balances	16	47,387,852	2,986,081
Short-term Loans and Advances	17	197,464,816	221,163,531
		<b>274,658,068</b>	<b>244,050,534</b>
		<b>711,701,465</b>	<b>615,999,732</b>
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	25		

In terms of our report of even date

For Shah Gupta & Co.

Chartered Accountants

Firm Registration No. : 109574W

For and on behalf of the Board of Directors

Sunil Goyal

Managing Director

DIN : 00503570

Arpita Jain

Company Secretary

M.No. A54162

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

Mangala R. Prabhu

Director

DIN : 06450659

Suresh Kumawat

Chief Financial Officer

Vedula Prabhakar Sharma

Partner

M.No. 123088

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

(Amount in ₹)

Particulars	Note Nos	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>REVENUE</b>			
Revenue from Operations	18	157,336,793	183,671,453
Other Income	19	834,908	35,344
		<b>158,171,701</b>	<b>183,706,798</b>
<b>EXPENSES</b>			
Employee Benefits Expenses	20	35,886,589	27,897,260
Finance Costs	21	13,587,751	9,075,267
Depreciation and Amortization Expenses	10	543,698	279,044
Other Expenses	22	26,156,468	14,711,398
		<b>76,174,506</b>	<b>51,962,969</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>81,997,195</b>	<b>131,743,828</b>
Exceptional Items	23	3,622,634	—
<b>Profit Before Tax</b>		<b>78,374,561</b>	<b>131,743,828</b>
<b>Less : Tax Expenses</b>			
Current Tax		16,386,984	29,014,000
Minimum Alternate Tax Credit Entitlement		(11,464,600)	(27,816,659)
Minimum Alternate Tax of earlier years		3,685,865	5,310
Deferred Tax	12	(101,373)	(108,169)
Taxation of Earlier Years		(3,861,446)	(31,752)
<b>Profit for the Year before Minority Interest</b>		<b>73,729,131</b>	<b>130,681,098</b>
Share of Minority Interest		(4,492,026)	(1,483,744)
Share of profit of Associates		944,937	1,812,308
<b>Profit for the Year</b>		<b>70,182,042</b>	<b>131,009,662</b>
<b>Earnings Per Equity Share:</b>	24		
(Nominal Value of ₹ 10 each)			
- Basic		5.46	10.19
- Diluted		5.46	10.19
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	25		

**In terms of our report of even date**

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

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

**Sunil Goyal**

*Managing Director*

**DIN : 00503570**

**Mangala R. Prabhu**

*Director*

**DIN : 06450659**

**Vedula Prabhakar Sharma**

*Partner*

**M.No. 123088**

**Arpita Jain**

*Company Secretary*

**M.No. A54162**

**Suresh Kumawat**

*Chief Financial Officer*

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit before Tax</b>	<b>81,997,193</b>	<b>131,743,828</b>
Adjustments for:		
Depreciation on Fixed Assets	543,698	279,043
Contingent Provision against Standard Assets	(4,057)	496,139
Interest Expense	13,565,083	8,656,609
Interest Income	(102,465)	—
Speculation Gain on Shares	(296,140)	—
Dividend	(342,230)	(5,320)
Loss /(Profit) from sale of investments (Net)	(85,369,733)	—
<b>Operating Profit before Working Capital Changes</b>	<b>9,991,349</b>	<b>141,170,299</b>
Adjustments for :		
(Increase) / Decrease in Trade Receivables	(1,529,114)	(1,942,479)
(Increase) / Decrease in Short Term Loans and Advances	22,620,321	(90,652,223)
(Increase) / Decrease in Long Term Loans and Advances	1,349,012	(312,451)
(Increase) / Decrease in Other Current Assets	—	—
(Increase) / Decrease in Non- Current Investments	32,074,652	(66,320,298)
Increase / (Decrease) in Trade Payables	(1,207,408)	(850,900)
Increase / (Decrease) in Other Current Liabilities	12,141,611	6,181,895
Increase / (Decrease) in Short Term Provisions	(1,752,235)	45,695
Increase / (Decrease) in Long Term Provisions	603,372	479,324
<b>Cash Generated from Operations</b>	<b>74,291,560</b>	<b>(12,201,139)</b>
Exceptional Items	(3,622,634)	—
Income Tax paid	(14,972,011)	(23,983,656)
<b>Net Cash Inflow from/ (Outflow) from operating Activities (A)</b>	<b>55,696,915</b>	<b>(36,184,795)</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale Proceeds from Investments	8,703,176	—
Purchase of investments	(16,698,055)	(11,161,597)
Purchase of Fixed Assets	(2,444,061)	(135,531)
Share Application Money	—	73,500
Interest Received	102,465	—
Dividend Received	342,230	5,320
<b>Net Cash Outflow from Investing Activities (B)</b>	<b>(9,994,244)</b>	<b>(11,218,308)</b>

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Long Term Borrowings	(11,886,217)	43,358,336
Proceeds from Short Term Borrowings	22,948,358	13,066,136
Interest paid	(13,565,083)	(8,656,609)
Unclaimed Dividend Paid	13,150	—
Dividend and Taxes paid thereon	—	—
<b>Net Cash Inflow from Financing Activities (C)</b>	<b>(2,489,792)</b>	<b>47,767,863</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>43,212,880</b>	<b>364,760</b>
<b>Add : Opening Cash and Cash Equivalents</b>	<b>2,529,311</b>	<b>2,164,552</b>
Less - Adjustment on account of Subsidiary cease to exist	(1,202,042)	—
<b>Closing Cash and Cash Equivalents</b>	<b>46,944,232</b>	<b>2,529,311</b>

Notes :

- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows :

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Cash in Hand	84,241	98,193
Bank Balances		
- In Current account	46,859,990	2,431,118
	<b>46,944,232</b>	<b>2,529,311</b>

**In terms of our report of even date**

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. 123088**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

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

**Sunil Goyal**

Managing Director

**DIN : 00503570**

**Arpita Jain**

Company Secretary

**M.No. A54162**

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

**Mangala R. Prabhu**

Director

**DIN : 06450659**

**Suresh Kumawat**

Chief Financial Officer

## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

### **Note 1 : Significant Accounting Policies**

#### **(A) Basis of preparation of financial statements :**

- a. The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.
- b. Financial Statements are based on historical cost convention and are prepared on accrual basis

#### **(B) Principles of Consolidation:**

The consolidated financial results comprise of the financial statements of Ladderup Finance Limited (LFL) and its subsidiary Ladderup Wealth Management Private Limited (LWMPL) and an Associate Annapurna Pet Private Limited, which are consolidated in accordance with the Accounting Standard 21 on "Consolidated Financial Statements" and Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statements" respectively.

The Consolidated Financial Statements relate to Ladderup Finance Limited ('The Company') and its Subsidiaries and Associates have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
- ii) The financial statements of the Company and its associates have been accounted under the equity method as per Accounting standard 23 on accounting for Investments in Associates in Consolidated Financial Statements
- iii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iv) The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statements as goodwill.
- v) The excess of Company's portion of equity of the subsidiaries over the cost to the Company of its investments at the dates they become subsidiaries is recognized in the financial statements as capital reserve.

#### **(C) Other Significant Accounting Policies:**

##### **i) Use of Estimates:**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

##### **ii) Revenue Recognition:**

- a) Profit or Loss from dealing in shares and securities are recognized on settlement dates.
- b) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.



## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

- c) Fees for Corporate Advisory Services related consultancy are accounted for on the substantial completion of assignment.
- d) Brokerage/Commission from each Fund House is recognized by the Company on the basis of the statements generated by the main registrar on periodic basis.
- e) Dividend on shares is being considered when the right to receive payment is established.
- f) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

### **iii) Fixed Assets**

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

### **iv) Depreciation and Amortisation :**

- a) Depreciation on Fixed Assets is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- b) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

### **v) Impairment of Fixed Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### **vi) Investments:**

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

### **vii) Borrowing Costs:-**

Borrowing costs are recognised as an expense in the period in which they are incurred except the borrowing cost attributable to be acquisitions\ constructions of a qualifying assets which are capitalised as a part of the cost of the fixed assets, upto the date, the assets are ready for its intended use.

### **viii) Miscellaneous Expenditure:**

- a) Preliminary expenses are amortized in the year in which they are incurred.
- b) Expenses on preferential issue of shares/warrants are written off against the securities premium received.

### **ix) Employee Benefits:**

- a) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

### **x) Provisions and Contingent Liabilities:**

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets, when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources

## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

### **xi) Foreign Currency Transactions:**

- a) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- b) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realization is charged to the Statement of Profit & Loss.
- c) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognized in the statement of Profit and Loss.

### **xii) Accounting for Taxation of Income :**

#### **Current Taxes:**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

#### **Deferred Taxes:**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

#### **Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### **xiii) Earnings Per Share:**

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

# ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## Note 2 : Share Capital

### a. Details of Authorised, Issued, Subscribed and Paid-up Capital

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Authorised Capital</b>		
150,00,000 (P.Y. 150,00,000) Equity Shares of ₹ 10/- each	150,000,000	150,000,000
<b>Issued, Subscribed and Paid-up Capital</b>		
12,852,600 (P.Y. 12,852,600) Equity Shares of ₹ 10/- each, fully paid-up	128,526,000	128,526,000
	<b>128,526,000</b>	<b>128,526,000</b>

### b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10 per Share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

### c. Shareholders having more than 5% Shareholding

Name of the Shareholders	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of Equity Shares held	Percentage	No. of Equity Shares held	Percentage
Quiet Enterprises LLP	3,840,199	29.88%	3,840,199	29.88%
Sonu Portfolio Services Private Limited.	1,640,850	12.77%	1,640,850	12.77%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	689,702	5.37%	689,702	5.37%

### d. Reconciliation of Number of Shares

Particulars	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the Year	12,852,600	128,526,000	12,852,600	128,526,000
Shares issued during the Year	—	—	—	—
Shares bought back during the Year	—	—	—	—
Shares outstanding at the end of the Year	12,852,600	128,526,000	12,852,600	128,526,000

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 3 : Reserves and Surplus**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>a. Capital Reserves</b>		
Opening Balance	300,000	300,000
Closing Balance	<b>300,000</b>	<b>300,000</b>
<b>b. Securities Premium account</b>		
Opening Balance	138,500,000	138,500,000
Add : Addition during the Year	—	—
Closing Balance	<b>138,500,000</b>	<b>138,500,000</b>
<b>c. Revaluation Reserve</b>		
Opening Balance	885,064	907,009
Less : Written back in current Year	21,945	21,945
Closing Balance	<b>863,119</b>	<b>885,064</b>
<b>d. General Reserve</b>		
Opening Balance	250,000	250,000
Closing Balance	<b>250,000</b>	<b>250,000</b>
<b>e. Special Reserve under section 45IC of RBI Act</b>		
Opening Balance	53,800,871	28,563,890
Add : Transfer during the Year	12,695,630	25,236,981
Closing Balance	<b>66,496,501</b>	<b>53,800,871</b>
<b>f. Surplus in the Statement of Profit and Loss</b>		
Opening Balance	179,422,972	71,706,057
Add : Net profit for the Year	70,182,042	131,009,658
Add : Prior Period adjustments (refer note 3A)	—	1,944,239
Less : Transfer to Reserves	12,695,630	25,236,981
Closing Balance	<b>236,909,384</b>	<b>179,422,972</b>
<b>Total</b>	<b>443,319,004</b>	<b>373,158,908</b>

**Note 3A :** Prior Period adjustments represents difference between audited and unaudited financial statements of the associate Company of the previous year.

## ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

### Note 4 : Long-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Term Loan	44,480,093	47,300,000
Less: Current maturities of Long Term Debt	13,007,975	3,941,665
<b>Total</b>	<b>31,472,118</b>	<b>43,358,335</b>

### Other disclosures pursuant to Long-term Borrowings:

#### Secured Corporate Term Loan From STCI

- a) Term Loan from STCI Finance Limited amounting to ₹ 3,57,50,000/- (P.Y. ₹ 3,90,00,000 ) is secured by exclusive charge by way of registered mortgage of three plots of land in the name of Ladderup Enterprises Private Limited, a company owned/controlled by key management and/or their relatives. It carries interest rate of 13.50% per annum upto 20<sup>th</sup> November, 2017 and from 21<sup>st</sup> November, 2017 the rate was 12.25% per annum. The Loan is repayable in 48 equal monthly installments of ₹ 8,12,500/- each commencing from the end of 13th month of the date of first disbursement.
- b) Term Loan from STCI Finance Limited amounting to ₹ 76,08,332/- (P.Y. ₹ 83,00,000 ) is secured by exclusive charge by way of registered mortgage of premises of the company. It carries interest rate of 13.50% per annum upto 5<sup>th</sup> December, 2017 and from 6<sup>th</sup> December, 2017 the rate was 12.25% per annum. The Loan is repayable in 36 equal monthly installments of ₹ 2,30,556/- each commencing from the end of 13th month of the date of first disbursement.
- c) Secured Loan taken from ICICI Bank amounting to ₹ 11,21,761/- (P.Y. ₹ Nil) carrying interest rate of 9.10% p.a. The loan is repayable in May, 2020. The loan is secured against respective vehicle.

### Note 5 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Provision for Employee Benefits:</b>		
Gratuity	1,837,281	1,233,909
<b>Total</b>	<b>1,837,281</b>	<b>1,233,909</b>

### Note 6 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Secured</b>		
Loans from Others – Inter Corporate Deposit	69,658,397	45,461,027
<b>Total</b>	<b>69,658,397</b>	<b>45,461,027</b>

### Secured Loan from Others includes:

- i) i) Secured Loan taken from Indianivesh Capital Limited amounting to ₹ 69,658,397/- (P.Y. ₹ 4,54,61,027/-) carrying interest rate of 13% p.a. The loan is repayable in March, 2019. The loan is secured against pledge of some of the shares held by the Company as non-current investment.

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 7 : Trade Payables**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Trade Payables *		
Due to Micro, Small and Medium Enterprises	—	—
Other than Micro, Small and Medium Enterprises	1,428,897	2,636,305
<b>Total</b>	<b>1,428,897</b>	<b>2,636,305</b>

\* There are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006 as at 31st March, 2018 and 31st March, 2017

**Note 8 : Other Current Liabilities**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Current Maturities of Long- term Debt	13,007,975	3,941,665
Interest Accrued but not due	1,684,349	1,272,001
Duties & Taxes Payable	3,056,395	2,283,046
Unclaimed Dividend	443,620	456,770
Other payables	105,960	88,500
Employee Benefit Payable	3,069,914	1,184,622
<b>Total</b>	<b>21,368,214</b>	<b>9,226,604</b>

**Note 9 : Short-term Provisions**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Provision for Employee Benefits:</b>		
Bonus	266,958	198,032
Gratuity	59,621	46,197
<b>Others:</b>		
Contingent Provision against Standard Assets	492,082	496,139
Income Tax Provisions (Net of Advance tax and TDS)	3,489,520	8,848,971
<b>Total</b>	<b>4,308,181</b>	<b>9,589,339</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 10 : Property plant and equipments**

Particulars	Gross Block					Accumulated Depreciation					Net Block		(Amount in ₹)
	As at 1 <sup>st</sup> April, 2017	Additions during the year	Adjustment on sale of Subsidiary	Deletions during the year	As at 31st March, 2018	Up to 31st March, 2017	Depreciation charged for the year	Adjustment due to revaluations	Adjustments	Up to 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017	
<b>Tangible Assets</b>													
Premises	2,078,750	—	—	—	2,078,750	770,668	10,489	21,945	—	803,102	1,275,648	1,308,082	
Furniture & Fixtures	116,826	—	—	—	116,826	22,106	11,099	—	—	33,204	83,622	94,721	
Vehicles	808,826	2,271,067	—	—	3,079,893	111,836	345,049	—	—	456,885	2,623,008	696,990	
Office Equipments	126,090	—	—	—	126,090	95,707	6,804	—	—	102,511	23,579	30,383	
Computers	1,539,772	172,994	—	—	1,712,766	1,239,913	156,087	—	—	1,396,000	316,766	299,859	
Air Conditioners	52,553	—	—	—	52,553	52,553	—	—	—	52,553	—	—	
<b>Total</b>	<b>4,722,817</b>	<b>2,444,061</b>	<b>—</b>	<b>—</b>	<b>7,166,878</b>	<b>2,292,782</b>	<b>529,527</b>	<b>21,945</b>	<b>—</b>	<b>2,844,254</b>	<b>4,322,624</b>	<b>2,430,035</b>	
<b>Previous Year</b>	<b>4,587,286</b>	<b>135,531</b>	<b>—</b>	<b>—</b>	<b>4,722,817</b>	<b>2,020,096</b>	<b>250,741</b>	<b>21,945</b>	<b>—</b>	<b>2,292,782</b>	<b>2,430,035</b>	<b>2,567,190</b>	
<b>Intangible Assets</b>													
Computer Software	442,344	—	—	—	442,344	348,832	14,171	—		363,003	79,341	93,512	
<b>Total</b>	<b>442,344</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>442,344</b>	<b>348,832</b>	<b>14,171</b>	<b>—</b>	<b>—</b>	<b>363,003</b>	<b>79,341</b>	<b>93,512</b>	
<b>Previous Year</b>	<b>442,344</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>442,344</b>	<b>320,529</b>	<b>28,303</b>	<b>—</b>	<b>—</b>	<b>348,832</b>	<b>93,512</b>	<b>121,815</b>	

(Amount in ₹)

# ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

## **Note 11 : Non-current Investments**

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31st March, 2018	As at 31st March, 2017		As at 31st March, 2018	As at 31st March, 2017
<b>I. Trade Investments</b>					
<b>Investment in Associates</b>					
<b>Equity Instruments – Unquoted</b>					
Annapurna Pet Private Limited {Including Goodwill of ₹ 23,924,499 (P.Y. ₹ 1,81,08,801)}	1,820,650	1,488,210	Fully Paid	68,332,000	60,021,000
Add/(less) – Share of post acquisition profit/(loss) (refer Note 3A)				(2,661,619)	(3,606,556)
	<b>1,820,650</b>	<b>1,488,210</b>	—	<b>65,670,381</b>	<b>56,414,444</b>
<b>Investments in Preference Shares</b>					
Annapurna Pet Private Limited	—	83,110	Fully Paid	—	8,311,000
	—	<b>83,110</b>	—	—	<b>8,311,000</b>
<b>II. Non Trade Investments</b>					
<b>Investment in Equity Instruments – Quoted, Others</b>					
Ahluwalia Contracts (India) Limited	50,000	50,000	Fully Paid	3,340,982	3,340,982
Aarvi Encon Limited	34,000	—	Fully Paid	2,684,596	—
Arihant Superstructure Limited	138,000	—	Fully Paid	24,230,459	—
Balkrishna Industries Limited	1,000	—	Fully Paid	1,247,964	—
Bhansali Engineering Polymers Limited	9,000	—	Fully Paid	376,360	—
Brigade Enterprises Limited	6,000	—	Fully Paid	1,694,547	—
Capital First Limited	10,000	—	Fully Paid	7,885,086	—
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Castrol India Limited	1,000	—	Fully Paid	207,867	—
Dhanuka Agritech Limited	—	8,000	Fully Paid	—	1,045,632
Federal Bank Limited	30,000	25,000	Fully Paid	2,688,859	2,161,796
Future Consumer Limited	200,000	300,000	Fully Paid	4,559,136	6,838,704
Gujarat Narmada Valley Fertilisers & Chemicals Limited	22,000	—	Fully Paid	9,428,730	—
Hind Rectifies Ltd	4,000	—	Fully Paid	541,307	—
Hester Biosciences Limited	69,578	70,000	Fully Paid	7,974,837	8,023,205
IDFC Bank Ltd	50,000	—	Fully Paid	3,129,905	—
ION Exchange (India) Limited	5,000	—	Fully Paid	2,368,595	—
Indianivesh Limited	1,750,000	1,750,000	Fully Paid	73,250,000	73,250,000
IPCA Laboratories Limited	—	12,000	Fully Paid	—	6,457,460
IRB Infrastructure Developers Limited	—	16,000	Fully Paid	—	3,680,535
Jaypee Infratech Limited	100,000	200,000	Fully Paid	956,610	1,913,219
Jet Airways (India) Limited	—	3,000	Fully Paid	—	1,405,989
Jindal Poly Films Ltd	4,000	—	Fully Paid	1,653,990	—
Kisan Mouldings Limited	1,400,002	1,000,000	Fully Paid	113,346,494	40,000,000
					—



**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31st March, 2018	As at 31st March, 2017		As at 31st March, 2018	As at 31st March, 2017
Lawreshwar Polymers Limited	15,007	—	Fully Paid	850,943	—
LIC Housing Finance Limited	4,500	25,000	Fully Paid	1,105,390	6,141,055
Larsen & Toubor Limited	—	5,000	Fully Paid	—	6,915,494
Lupin Limited	—	2,500	Fully Paid	—	4,259,855
Mahindra & Mahindra Limited	5,000	10,000	Fully Paid	3,316,084	12,507,264
Marksans Pharma Limited	—	45,000	Fully Paid	—	2,022,270
Motilal Oswal Financial Services Limited	—	5,000	Fully Paid	—	1,830,447
Nesco Ltd	351	—	Fully Paid	172,636	—
Nikhil Adhesives Limited	12,519	—	Fully Paid	2,858,812	—
Oriental Bank of Commerce	—	5,000	Fully Paid	—	724,363
Ram Ratan Wires Limited	10,000	—	Fully Paid	1,672,474	—
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484
South India Paper Mills Limited	38,500	36,727	Fully Paid	3,845,053	3,666,995
SML Isuzu Limited	5,000	—	Fully Paid	6,493,898	—
Titagarh Wagons Limited	14,000	—	Fully Paid	1,944,805	—
Tourism Finance Corporation of India Limited	40,000	—	Fully Paid	5,828,495	—
Trigyn Technologies Limited	—	7,391	Fully Paid	—	959,335
	<b>4,083,457</b>	<b>3,630,618</b>	<b>(A)</b>	<b>291,930,399</b>	<b>189,420,084</b>
<b>Investment in Equity Instruments – Unquoted, Others</b>					
Algorhythm Tech Private Limited	17	17	Fully Paid	6,375	6,375
JRI Technologies Private Limited	58,060	58,060	Fully Paid	7,000,000	7,000,000
Esskay Auto Finance Limited	—	2,707	Fully Paid	—	7,124,824
Jumboking Foods Private Limited	98,901	98,901	Fully Paid	8,855,155	8,855,155
Lotus Spaces Private Limited	90,000	90,000	Fully Paid	1,800,000	1,800,000
Tops Security Limited	40,900	40,900	Fully Paid	2,863,000	2,863,000
Gini & Jony Limited	—	1,266,636	Fully Paid	—	40,894,760
Ladderup Corporate Advisory Private Limited	43,500	43,500	Fully Paid	4,350,000	4,350,000
	<b>331,378</b>	<b>1,600,721</b>	<b>(B)</b>	<b>24,874,530</b>	<b>72,894,114</b>
<b>Total Investment in Equity Instruments</b>	<b>4,414,835</b>	<b>5,231,339</b>	<b>(A)+(B)</b>	<b>316,804,929</b>	<b>262,314,198</b>
<b>Investments in Preference Shares</b>					
Algorhythm Tech Private Limited	1,466	1,466	Fully Paid	549,750	549,750
	<b>1,466</b>	<b>1,466</b>	<b>—</b>	<b>549,750</b>	<b>549,750</b>
<b>Grand Total</b>	<b>6,236,945</b>	<b>6,804,119</b>		<b>383,025,059</b>	<b>327,589,386</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Aggregate Market Value of Quoted Investments	414,363,740	308,835,310
Aggregate Book Value of Quoted Investments	291,930,398	189,420,084
Aggregate Book Value of Unquoted Investments	93,756,280	141,775,864

**Note 12 : Deferred Tax Assets (Net)**

The major components of Deferred Tax (Liability)/Asset as recognised in the Financial Statement are as follows: (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Deferred Tax Asset</b>		
<b>Fixed Assets :</b> Impact of difference between Tax depreciation and Depreciation charged for the Financial Reporting	36,904	83,976
Impact of Expenditure charged to the Statement of Profit and Loss in the current year but allowed for Tax purposes on payment basis :	596,143	454,026
<b>Deferred Tax Liability</b>		
Fixed Assets : Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	59,754	66,082
<b>Net</b>	<b>573,293</b>	<b>471,920</b>

**Note 13 : Long-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, considered good)</b>		
<b>Security Deposits</b>		
- To Others	12,500	12,500
<b>Others:</b>		
Capital Advances (Refer Note 25G)	—	100,000
Advance Tax & TDS	1,141,430	1,141,430
Minumum Alternate Tax Credit Entitlement	47,889,151	40,110,416
<b>Total</b>	<b>49,043,081</b>	<b>41,364,346</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 14 : Current Investments**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Valued at lower of cost or fair value, unless stated otherwise)</b>		
<b>Quoted :</b>		
<b>Investments in Mutual Funds</b>		
Nil (PY 74) Units of Reliance Liquid Fund - Cash Plan-Daily Dividend Option	—	82,238
1,015 (PY 6222) Units of Reliance Money Manager Fund-Inst.-Daily Dividend Plan	1,019,334	6,268,470
3,135 (PY 14,761) Units of Birla Sunlife Cash Plus - Growth Regular Plan	814,254	3,805,569
1,27,147(PY 10,005) Units of Birla Sunlife Saving Fund - Daily Dividend Regular Plan Reinvestment	12,741,955	1,005,320
50,000 (PY Nil) Blue Lotus Capital Multi Bagger Fund I	4,961,420	—
<b>Total</b>	<b>19,536,963</b>	<b>11,161,597</b>

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Aggregate Market Value of Quoted Investments	19,562,570	11,200,895
Aggregate Book Value of Quoted Investments	19,536,963	11,161,597

**Note 15 : Trade Receivables**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, considered good)</b>		
Outstanding for a period exceeding six months from the date they are due for payment	2,110,771	1,328,700
Other Debts	8,157,667	7,410,624
<b>Total</b>	<b>10,268,438</b>	<b>8,739,325</b>

**Note 16 : Cash and Bank Balance**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Balances with banks		
- Current account	46,859,990	2,431,118
Cash in Hand	84,241	98,193
<b>Other Bank Balance</b>		
Unclaimed Dividend	443,620	456,770
<b>Total</b>	<b>47,387,852</b>	<b>2,986,081</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 17 : Short-Term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>(Unsecured, considered good)</b>		
<b>Loans and Advances</b>		
<b>Secured</b>		
- To Others	—	6,857,263
<b>Unsecured</b>		
- To Related Parties	77,140,328	56,959,909
- To Others	119,692,631	133,389,390
<b>Other Loans and Advances</b>		
Prepaid Expenses	57,858	166,996
Advance Tax & TDS (Net of Provision of Income tax)	91,371	—
Staff Advance	182,328	211,973
Advance Recoverable in Cash or in Kind		
- To related party	—	230,000
- To Others	300,300	6,600,500
Amount Receivable against sale of Shares		
- From Related Parties	—	16,747,500
<b>Total</b>	<b>197,464,816</b>	<b>221,163,531</b>

**Loans & Advances to Related Parties includes:**

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Enterprise over which Relatives of Key Management Personnel are able to exercise significant influence :</b>		
New India Spinning Company	—	5,465,717
KL Venture & Enterprises	14,701,326	8,630,196
Ladderup Corporate Advisory Private Limited	1,376,818	—
<b>Associate Company</b>		
Annapurna Pet Private Limited	49,062,184	30,346,077
<b>Partnership firm in which Key Management Personnel is Partner</b>		
SGCO & Co. LLP	12,000,000	12,517,919
	<b>77,140,328</b>	<b>56,959,909</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Advance Recoverable in Cash or in Kind</b>		
Mr. Sunil Goyal	—	230,000
	—	<b>230,000</b>
<b>Amount Receivable against sale of Shares - Enterprises having same Key management personnel</b>		
Ladderup Venture LLP	—	16,747,500
	—	<b>16,747,500</b>

**Note 18 : Revenue from Operations**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Interest income	19,789,369	13,461,515
Net Gain from Sale of Investments	84,077,676	136,575,680
Financial & Management Consultancy Fees	—	—
Brokerage & Commission and Investment Advisory Services	51,959,522	30,349,124
Dividends		
- From Non-current investment	1,198,675	1,062,830
- From Current investment	311,551	1,622,305
<b>Other Operating Income</b>		
Loan Processing Fees	—	600,000
<b>Total</b>	<b>157,336,793</b>	<b>183,671,453</b>

**Note 19 : Other Income**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Interest on Income Tax Refund	—	24,455
Speculation Profit & Loss on Shares	296,140	—
Interest received on Loan	102,465	—
Dividend income	342,230	5,320
Short Term Capital Gain on Mutual fund	90,015	5,569
Contingent Provision against Standard Assets written back	4,057	—
<b>Total</b>	<b>834,908</b>	<b>35,344</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 20 : Employee Benefit Expenses**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Director Remuneration	9,600,000	9,600,000
Salaries, Bonus and Incentives	24,979,364	17,156,807
Contribution to Provident Fund	398,918	348,271
Staff Welfare Expenses	908,307	792,182
<b>Total</b>	<b>35,886,589</b>	<b>27,897,260</b>

**Note 21 : Finance Costs**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Bank Charges	22,668	10,695
Interest Expenses	13,565,083	8,656,609
Other Borrowing Cost	—	407,963
<b>Total</b>	<b>13,587,751</b>	<b>9,075,267</b>

**Note 22 : Other Expenses**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Rent	4,516,057	2,384,484
Communication Costs	401,987	479,912
Insurance	3,645	16,408
Stipend	265,438	157,668
Sub-commission & Brokerage	163,170	555,969
Repair & Maintenance (Others)	36,820	43,251
Electricity	282,804	243,572
Travelling & Conveyance	3,735,321	2,632,319
Professional Fees	2,750,339	332,218
Board Meeting Expenses	35,695	27,062
Printing & Stationery	173,132	184,578
Vehicle Maintenance	486,808	383,407
Advertising and Business Promotion	872,559	208,421
Donation	780,100	1,625,000
Payment to Auditors	110,800	50,000
Office Expenses	724,240	491,621

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Sundry Balances Written Off	6,486,474	2,428,641
Director Sitting Fees	160,000	150,000
Listing Fees	286,250	229,000
Securities Transaction Tax	318,280	440,712
Contingent Provision against Standard Assets	—	496,139
CSR Expenses (Refer Note No. 25I)	2,500,000	—
Miscellaneous Expenses	1,066,549	1,151,017
<b>Total</b>	<b>26,156,468</b>	<b>14,711,398</b>

**Payment to auditors include :**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Audit fees	110,800	37,500
Tax audit fees	—	12,500
<b>Total</b>	<b>110,800</b>	<b>50,000</b>

**Note 23 : Exceptional Items**

**(Amount in ₹)**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Prior Period Items</b>		
Rent	2,167,708	—
Salary	630,120	—
Electricity expense	182,679	—
Travelling expense	100,000	—
Diwali expense	100,000	—
Other expenses	442,127	—
<b>Total</b>	<b>3,622,634</b>	<b>—</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

**Note 24 : Earnings Per Equity Share**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Basic Earnings Per Share</b>		
Profit Attributable to Equity Shareholders	70,182,042	131,009,662
Weighted Average Number of Equity Shares	12,852,600	12,852,600
<b>Basic Earnings per Share</b>	5.46	10.19
<b>Face value per Share</b>	10	10
<b>Dilutive Earnings per Share</b>		
Profit after adjusting Interest on Potential Equity Shares	70,182,042	131,009,662
Weighted Average Number of Equity Shares after Considering Potential Equity Shares	12,852,600	12,852,600
<b>Dilutive Earnings per Share</b>	5.46	10.19
<b>Face Value per Share</b>	10	10

**Note 25 : Accompanying Notes to Accounts**

**A) Contingent Liabilities & Capital Commitment:**

(Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>Disputed Income Tax Liability</b>		
For Assessment Year 2012-13	391,780	510,740
For Assessment Year 2013-14	302,050	606,086
For Assessment Year 2015-16	1,257,380	—
<b>Total</b>	<b>1,951,210</b>	<b>1,116,826</b>

- B) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

**C) Segment Reporting**

**Basis of Preparation**

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business can be classified into four segments namely Investment & Trading in Shares and Securities, Financial & Management Consultancy, Finance Activities and Investment Advisory Services. The information about all the segments are as below:



**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Segment Revenue</b>		
Investment & Trading Activities	86,789,944	139,260,815
Consultancy Services	—	—
Finance Activities	19,812,248	14,186,461
Investment Advisory Services	51,959,522	30,349,124
<b>Total Segment Revenue</b>	<b>158,561,714</b>	<b>183,796,399</b>
Less : Inter Segment Revenue	22,879	124,946
Less : Elimination of profit/(loss) on sale of subsidiary	1,202,042	—
<b>Net Income from Operations</b>	<b>157,336,793</b>	<b>183,671,453</b>
<b>Segment Results</b>		
Investment & Trading Activities	85,228,957	138,794,465
Consultancy Services	—	—
Finance Activities	6,224,286	4,996,943
Investment Advisory Services	14,923,859	4,728,492
<b>Total</b>	<b>106,377,102</b>	<b>148,519,900</b>
Less: Unallocated Corporate Expenses	28,837,448	16,811,415
Add: Unallocated Income	834,908	35,344
<b>Profit Before Tax</b>	<b>78,374,561</b>	<b>131,743,829</b>
Less : Tax Expense	4,645,430	1,062,730
<b>Net Profit</b>	<b>73,729,131</b>	<b>130,681,099</b>

**Note :**

Fixed assets and other assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.

**D) Related Party Disclosures**

**a. List of Related Parties**

**(Amount in ₹)**

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Raghvendra Nath	Managing Director
Mr. Sanket Limbachiya (up to 31.05.2017)	Company Secretary
Ms. Zarana Soni (from 12.08.2017 to 28.02.2018)	Company Secretary

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Name of the Party	Relationship
Mr. Suresh Kumar Kumawat	Chief Financial Officer
Mrs. Usha Goyal	Relative of Key Management Personnel
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
Ladderup Corporate Advisory Private Limited	Enterprise over which Key Management Personnel are able to exercise significant Influence
Ladderup Infra Investment Private Limited	
Ladderup Venture LLP	
New India Spinning Company	
SGCO & Co.LLP	
K.L. Venture & Enterprises	

**b. Transactions with Related Parties: (Amount in ₹)**

Name of Party	Nature of Transaction	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Mr. Sunil Goyal	Director Remuneration	9,600,000	9,600,000
Mr Raghvendra Nath	Director Remuneration	4,078,401	3,078,397
Mr. Sanket Limbachiya (upto 31/05/2017)	Salary Paid	155,445	600,004
Ms. Zarana Soni (from 12/08/2017 to 28/02/2018)	Salary paid	203,550	—
Mr. Suresh Kumar Kumawat	Advance given	150,000	—
	Advance received back	43,750	—
	Salary Paid	886,703	742,500
Ladderup Foundation	Donation Paid	775,000	1,300,000
Ladderup Venture LLP	Sale of Shares	1,600,000	—
	Receipt for sale of share	18,347,500	—
Annapurna Pet Private Limited	Loan Granted	20,000,000	30,000,000
	Repayment of Loan Given	6,533,605	3,126,794
	Interest Income	5,249,712	930,822
	Investment in Equity Shares	—	29,600,000
	Investment in Preference Shares	—	1,380,000
Ladderup Corporate Advisory Private Limited	Loan Granted	3,360,588	—
	Repayment of Loan Given	2,035,137	—
	Interest Income	51,367	—
	Allocation of Expenses	5,708,362	4,354,991
New India Spinning Co.	Balance written off	5,465,717	—

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Name of Party	Nature of Transaction	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
SGCO & Co. LLP	Loan Granted	1,500,000	14,500,000
	Repayment of Loan Given	3,682,919	2,557,546
	Interest Income	1,665,001	575,465
K.L. Venture & Enterprises	Loan Granted	5,000,000	10,080,000
	Repayment of Loan Given	119,014	2,061,133
	Interest Income	1,190,144	611,329

**c. Balance Outstanding of Related Parties (Amount in ₹)**

Name of Party	Receivable / Payable	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Mr. Sunil Goyal	Receivable	—	230,000
	Payable	651,620	38,307
Mr. Raghvendra Nath	Payable	1,210,642	185,173
Ladderup Corporate Advisory Private Limited	Payable	590,980	1,411,863
Annapurna Pet Private Limited	Receivable	49,062,184	30,346,077
Ladderup Venture LLP	Receivable	—	16,747,500
New India Spinning Company	Receivable	—	5,465,717
SGCO & Co. LLP	Receivable	12,000,000	12,517,919
K.L. Venture & Enterprises	Receivable	14,701,326	8,630,196
Mr. Suresh Kumar Kumawat	Payable	75,767	58,116
Mr. Sanket Limbachiya	Payable	—	45,490

**Note:** Related Parties are as disclosed by the Management and relied upon by the auditors.

**E) Disclosure pursuant to Accounting Standard-15 'Employee Benefits'**

**Actuarial Assumption:**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Salary Growth *	6.00%	6.00%
Discount Rate	7.60%	9.10%
Withdrawal Rate	5.00%	5.00%

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

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

- (i) Changes in the Present Value of defined benefit obligation representing reconciliation of opening and closing Balances thereof: (Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Present Value of Obligation as at the beginning of the year	1,280,106	790,251
Interest Cost	90,666	61,021
Current Service Cost	426,964	314,065
Past Service Cost	206,838	—
Benefits Paid	(7,234)	—
Actuarial (Gain) / Loss on Obligation	(7,430)	114,769
Closing Present Value of Obligation	1,989,910	1,280,106

- (ii) Actuarial Gain/ Loss recognised in the Statement of Profit and Loss: (Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Actuarial Gain / (Loss) for the year Obligation	7,430	(114,769)
Total (Gain) / Loss for the year	632,378	136,907
Actuarial (Gain) / Loss recognised during the year	(7,430)	114,769

- (iii) The amounts recognised in the Balance Sheet are as follows: (Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Present Value of Obligation as at the end of the year	1,989,910	1,519,535
Funded Value of Assets (Unfunded)	—	—
Unrecognized Past service Cost	(93,008)	—
Net Assets / (Liability) Recognised in Balance Sheet	(1,896,902)	(1,519,535)
- Non-Current Assets / (Liability)	(1,837,281)	(1,233,909)
- Current Assets / (Liability)	(59,621)	(46,197)

- (iv) The amounts recognised in the statement of profit and loss are as follows: (Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Current Service Cost	426,964	314,065
Past Service Cost	—	—
Interest Cost	90,666	61,021
Recognized Past Service Cost - Vested	113,830	—
Expected Return on Plan Assets	—	—
Net Actuarial (Gain) / Loss recognised in the year	(7,430)	114,769
Expenses Recognised in the Statement of Profit and Loss	624,030	489,855

## ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Amounts of Gratuity for the current and previous four year are as follows: (Amount in ₹)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Defined benefit obligation	(1,936,143)	(1,519,535)	(790,251)	(644,399)	(565,209)
Plan assets	—	—	—	—	—
Surplus/(deficit)	(1,936,143)	(1,519,535)	(790,251)	(644,399)	(565,209)
Experience adjustments on plan liabilities	64,707	37,209	(102,772)	(139,740)	5,749
Experience adjustments on plan assets	—	—	—	—	—
Actuarial gain/(loss) due to change in assumption	(68,383)	(40,279)	(159,864)	(36,385)	(62,414)

(F) Additional information as required under schedule III of Companies Act, 2013, of enterprises consolidated as Subsidiary. (Amount in ₹)

Name of the Enterprises	As at 31 <sup>st</sup> March, 2018		Year ended 31 <sup>st</sup> March, 2018	
	Net Assets i.e. Total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
<b>Parent</b>				
Ladderup Finance Limited	96.40	560,717,374	88.70	62,253,230
<b>Subsidiaries</b>				
Ladderup Wealth Management Private Limited	1.75	10,182,694	16.35	11,475,901
<b>Minority Interest in all subsidiaries</b>	1.68	9,783,373	(6.40)	(4,492,026)
<b>Profit/(loss) share of Associates</b>	0.16	944,937	1.35	944,937
<b>Total</b>	<b>100</b>	<b>581,628,377</b>	<b>100</b>	<b>70,182,042</b>

Name of the Enterprises	As at 31 <sup>st</sup> March, 2017		Year ended 31 <sup>st</sup> March, 2017	
	Net Assets i.e. Total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
<b>Parent</b>				
Ladderup Finance Limited	97.71	492,919,851	93.96	12,30,92,469
<b>Subsidiaries</b>				
Ladderup Wealth Management Private Limited	1.38	6,952,753	3.53	4,621,141
<b>Minority Interest in all subsidiaries</b>	0.56	2,809,305	1.13	1,483,744
<b>Profit/(loss) share of Associates</b>	0.36	1,812,308	1.38	1,812,308
<b>Total</b>	<b>100</b>	<b>504,494,216</b>	<b>100</b>	<b>131,009,662</b>

- (G) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) ₹ Nil (PY ₹ 2,197,067/-).
- (H) Company has transferred an amount of ₹ 12,695,630/- (PY. ₹ 25,236,980) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with Section 45IC of the Reserve Bank of India Act.

**I) Corporate Social Responsibility**

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013.

**Details of CSR Expenditure:**

a) Gross amount required to be spent by the Company during the year is ₹ 1,145,634 (Previous Year ₹ NIL)

**b) Amount spent during the year** (Amount in ₹)

Particulars	In Cash	Yet to be paid in Cash	Total
i) Construction /acquisition of any asset	— ( - )	— ( - )	— ( - )
ii) On purpose other than (i) above	25,00,000 ( - )	— ( - )	25,00,000 ( - )

Figure in the bracket are in respect of Previous Year

- J) The Additional information pursuant to schedule III to the companies act 2013 are either NIL or not applicable.
- K) The previous year's figures have been re-grouped/re-classified to conform to this year's classification.

**In terms of our Report of even date**

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

**Vedula Prabhakar Sharma**

Partner

**M.No. 123088**

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

**Sunil Goyal**

Managing Director

**DIN:00503570**

**Mangala R. Prabhu**

Director

**DIN : 06450659**

**Arpita Jain**

Company Secretary

**M.No. A54162**

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

Place : Mumbai

Date : 28<sup>th</sup> May, 2018

# LADDERUP FINANCE LIMITED

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### I) Salient features of financial statements of Subsidiaries as per Companies Act, 2013

#### PART- A - Subsidiaries

(Amount in ₹)

S. No.	Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover (Including other income)	Profit / (Loss) before taxation	Tax Expense	Profit / (Loss) after taxation	Proposed dividend	% of shareholding
1	Ladderup Wealth Management Private Limited	INR	-	2,000,000	17,966,066	27,284,219	7,315,153	13,556,209	52,790,373	15,731,830	4,278,808	11,453,022	-	51.00

#### PART- B - Associate

Sl. No.	Associate Company	Reporting Currency	Share of the Associate/Joint Ventures held by the company on the year end			Networth attributable to Shareholding as per Latest audited balance sheet	Profit / (Loss) for the year *		Description of how there is significant influence
			No. of Shares	Amount Invested	Extent of Holding %		Considered in consolidation	Not considered in consolidation	
1	Annapurna Pet Private Limited	INR	1,820,650	68,332,000	43.30%	38,678,589	944,937	4,601,225	Note 1

\* Based on unaudited financial statements.

## Notes

- There is significant influence due to percentage (%) of shareholding.

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

**Sunil Goyal**  
Managing Director  
DIN : 00503570

**Mangala R. Prabhu**  
Director  
DIN : 06450659

**Arpita Jain**  
Company Secretary  
Mem. No. A54162

**Suresh Kumawat**  
Chief Financial Officer

Place : Mumbai  
Date : 29<sup>th</sup> May, 2018

## RESTRICTION ON TRANSFER OF PHYSICAL SHARES & PROCEDURE FOR DEMAT OF SHARES

Circulars issued by Stock Exchanges to Listed Companies – Amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**1) Circular issued by BSE Limited vide reference no. LIST/COMP/15/2018 dated 5<sup>th</sup> July, 2018;**

Stock Exchanges have issued Circulars to Listed Companies as referred above informing about amendment to Regulation 40 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015. SEBI vide Gazette notification dated 8<sup>th</sup> June, 2018 has mandated that transfer of securities would be carried out in dematerialized form only.

According to above referred Circulars, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from 5<sup>th</sup> December, 2018. **Therefore, please note that LADDERUP FINANCE LIMITED (“the Company”) and SHAREX DYNAMIC (INDIA) PRIVATE Ltd. (“the RTA”), its Registrar and Share Transfer Agent (RTA) will not be accepting any request for transfer of shares in physical form with effect from 5<sup>th</sup> December, 2018.** This restriction shall not be applicable to the request received for transmission or transposition of physical shares.

You may access the Circular from the website of BSE Limited using the following link:

<https://www.bseindia.com/corporates/Displaydata.aspx?Id=cd22b184-1153-4b05-8ad9-d04699161f89&Page=cir>

Shareholders are accordingly advised to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively. You may also visit website of depositories, viz., NSDL or CDSL for further understanding about the demat procedure:

NSDL website: <https://nsdl.co.in/faqs/faq.php> (dematerialization)

CDSL website: <https://www.cdslindia.com/investors/open-demat.aspx>

**Shareholders, holding shares in physical form are requested to arrange the dematerialization of your shares at earliest to avoid any inconvenience in future for transferring those shares.**



# LADDERUP FINANCE LIMITED

(CIN: L67120MH1993PLC074278)



## Ladderup

*Engineering Growth*

Dear Shareholders,

### Sub.: Green Initiative – Registration of E-mail Address

This is to inform that as a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate Affairs (MCA) *vide* its Circular Nos. 17/2011 and 18/2011 dated 21-4-2011 and 29-4-2011, respectively; has permitted the Companies to serve the documents viz., Annual Reports, Notices of General Meetings / Postal Ballot, other documents etc., to the Members through electronic mode.

In order to support this “Green Initiative”, we are pleased to serve you the above referred documents and also any other documents as specified by MCA from time-to-time through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your e-mail address and/or changes therein from time-to-time with the Company’s Registrar & Transfer Agent (R & T Agent) viz., Sharex Dynamic (India) Private Limited at Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072, in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialized mode.

In case you require physical copies of Annual Reports and other documents, you may send an e-mail at [info@ladderup.com](mailto:info@ladderup.com) or write to the Company’s R & T Agent by quoting the name of first/sole shareholder, Folio no. /DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this “Green Initiative” by opting electronic mode of communication for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Date : 27<sup>th</sup> August, 2018

Place : Mumbai

**For Ladderup Finance Limited**

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai-400 051

Sd/-  
**Sunil Goyal**  
*Managing Director*  
**DIN: 00503570**

TEAR HERE

TEAR HERE

## REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of Circular Nos. 17/2011 and 18/2011 dated 21-4-2011 and 29-4-2011, respectively  
issued by Ministry of Corporate Affairs)

**Sharex Dynamic (India) Private Limited**  
**Unit 1, Luthra Industrial Premises, 1st Floor, 44-E**  
**M. Vasanti Marg, Andheri Kurla Road,**  
**Safed Pool, Andheri (East), Mumbai – 400 072**

I/We Shareholder(s) of Ladderup Finance Limited hereby accord my/our approval to receive documents viz., Annual Reports, Notices of General Meeting/Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self-attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

Place:

Date:

\_\_\_\_\_  
(Signature of Shareholder/s)

Note: This form is available on Company's website [www.ladderup.com](http://www.ladderup.com)

**TEAR HERE**

(For Shares in dematerialised mode)

You are requested to register your E-mail address and/or changes therein from time-to-time  
with your Depository Participant.

TEAR HERE

**LADDERUP FINANCE LIMITED**

A-102, Hallmark Business Plaza, Gurnanank Hospital Road, Bandra-East, Mumbai – 400 051

Website: [www.ladderup.com](http://www.ladderup.com), Email: [info@ladderup.com](mailto:info@ladderup.com)

(CIN : L67120MH1993PLC074278)

Phone: +91-22-040336363, Fax: +91-22-040336364

**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the venue.

Folio No./Client ID No. ....

No. of Shares held .....

Name & Address .....

.....

Jointly with .....

Full name of the Proxy if attending meeting .....

I hereby record my presence at the 25th Annual General Meeting of the Company at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059 to be held on Saturday, 22<sup>nd</sup> September, 2018 at 11.00 a.m.

Signature of Member/Joint

Member/Proxy attending the meeting

Note: The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued. Members attending the meeting are requested to bring their copies of Annual Report with them.



**FORM NO. MGT.11****PROXY FORM**

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

**LADDERUP FINANCE LIMITED**

102-A, 1st Floor Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra-East Mumbai – 400051

Website: www.ladderup.com, Email: info@ladderup.com

(CIN : L67120MH1993PLC074278)

Phone: +91 22-040336363, Fax: +91 22-040336364

Name of the member(s):

Registered address:

e-mail ID:

Folio No/ \*Client ID:

\*DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of LADDERUP FINANCE LIMITED, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Twenty Fifth Annual General Meeting of the company, to be held on Saturday, the 22<sup>nd</sup> day of September, 2018 at 11:00 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my proxy to vote in the manner as indicated in the box below (optional):

No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Manoj Singrodia (DIN: 01501529), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To approve re-appointment of Mr. Sunil Goyal as Managing Director.		
4.	To appoint Mr. Saurabh Sarayan as a Non-Executive Director.		
5.	To approve continuation of current term of Mr. KVS Shyamsunder, Independent Director.		
6.	To appoint Mr. Mohan Tanksale as an Independent Director.		
7.	To approve appointment of Mr. Harsha Saxena as an Independent Director.		
8.	To approve Borrowing Limits.		
9.	To approve Creation of Charges on the assets of the Company.		

TEAR HERE

Affix a  
Re. 1/-  
Revenue  
Stamp

Signed this..... day of.....2018

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

#### NOTES

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

TEAR HERE



# **Ladderup**

---

*Engineering Growth*

## **REGISTERED OFFICE**

A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opp. Gurunanak Hospital,  
Bandra (East), Mumbai – 400 051

Website: [www.ladderup.com](http://www.ladderup.com) | E-mail: [info@ladderup.com](mailto:info@ladderup.com)

Tel.: +91 22 4033 6363 | Fax: 4033 6364

CIN: L67120MH1993PLC074278