



**KIRAN VYAPAR**  
LIMITED

25.09.2017

To  
✓ The General Manager,  
**BSE Limited**  
Department of Corporate Services  
Floor 25, P.J. Towers, Dalal Street  
Mumbai – 400 001  
**BSE Scrip Code: 537750**

The Secretary,  
**The Calcutta Stock Exchange Ltd.**  
7, Lyons Range  
Kolkata – 700001  
**CSE Scrip Code: 10021383**

**SUB: 21<sup>ST</sup> ANNUAL REPORT FOR FINANCIAL YEAR 2016-17 UNDER  
REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS 2015**

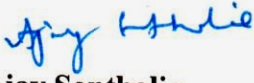
Dear Sir/ Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed find herewith Annual Report for the Financial Year 2016-17 duly approved and adopted at the 21<sup>st</sup> Annual General Meeting of the Company held at Far Pavilion, The Tollygunge Club Ltd, 120, Deshpriya Sasmal Road, Kolkata – 700033 on Thursday, the 14<sup>th</sup> September, 2017 at 1.30 p.m.

This is for your information and records.

Thanking you

Yours Faithfully,  
**For Kiran Vyapar Limited**

  
**Ajay Sonthalia**  
(CFO)



**LN BANGUR GROUP OF COMPANIES**

email: kvl@lnbgroup.com



**CORPORATE ADDRESS**

3<sup>rd</sup> Floor, Uptown Banjara, Road No 3, Banjara Hills, Hyderabad  
500 034, India L : +91 40 23553352 / 54, F : +91 40 23553358

**REGISTERED OFFICE**

"KRISHNA", 7<sup>th</sup> Floor, Room No. 706, 224, A.J.C. Bose Road,  
Kolkata - 700 017, West Bengal, India, L : +91 33 22230016/18,  
F : +91 33 22231569, email : kvl@lnbgroup.com

CIN : L51909WB1995PLC071730

Securing a brighter tomorrow

Email: compliance@lnbgroup.com

www.lnbgroup.com



**KIRAN VYAPAR**  
LIMITED

**21<sup>ST</sup> ANNUAL REPORT**  
**2016-2017**



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Lakshmi Niwas Bangur – Chairman  
 Mr. Shreeyash Bangur – Managing Director  
 Ms. Sheetal Bangur – Director  
 Mr. Amitav Kothari – Independent Director  
 Mr. Bhaskar Banerjee – Independent Director  
 Mr. Rajiv Kapasi- Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Ajay Sonthalia

### CORPORATE IDENTIFICATION NUMBER

L51909WB1995PLC071730

### REGISTERED OFFICE

Krishna, 7th Floor, Room no. 706  
 224, A.J.C. Bose Road  
 Kolkata – 700017  
 Tel: (033) 22230016 /18;  
 Fax: (033) 22231569  
 Email: kvl@lnbgroup.com;  
 Website: www.lnbgroup.com

### CORPORATE OFFICE

3rd Floor, Uptown Banjara,  
 Road No. 3, Banjara Hills  
 Hyderabad – 500034

### REGISTRAR & SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.  
 23, R. N Mukherjee Road,  
 Kolkata- 700001  
 Email:mdpldc@yahoo.com

### STOCK EXCHANGES

BSE Limited, Mumbai  
 The Calcutta Stock Exchange Limited, Kolkata

### BANKERS

HDFC Bank Ltd.  
 UCO Bank  
 Kotak Mahindra Bank Ltd.

### STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP  
 Chartered Accountants

Sl. No.	Matters	Page No.
1	Corporate Information .....	1
2	Notice .....	2
3	Directors' Report .....	12
4	Report on Corporate Governance .....	39
5	Management Discussion and Analysis Report.....	53
6	Auditors Certificate on Corporate Governance .....	54
7	Code of Conduct .....	54
8	CEO and CFO Certification .....	55
<b>Standalone Financial Statements</b>		
9	Report of the Auditors .....	56
10	Balance Sheet .....	62
11	Statement of Profit and Loss .....	63
12	Cash Flow Statement.....	64
13	Summary of Significant Accounting Policies and Other Explanatory Information .....	65
<b>Consolidated Financial Statements</b>		
14	Report of the Auditors .....	93
15	Balance Sheet .....	98
16	Statement of Profit and Loss .....	99
17	Cash Flow Statement.....	100
18	Summary of Significant Accounting Policies and Other Explanatory Information .....	102
19	Financial Statement of Subsidiary Companies & Associates (AOC – 1) .....	126

## NOTICE

Notice is hereby given that the 21st (Twenty First) Annual General Meeting of the Members of KIRAN VYAPAR LIMITED will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700 033 on Thursday, the 14th day of September, 2017 at 1.30 p.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
  - b. The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2017.
3. To appoint a director in place of Shri Lakshmi Niwas Bangur (DIN 00012617), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting (2017-18) of the Company and to authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2017-18, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable Goods and Services Tax (GST) and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

### SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (the “Act”) read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract or arrangement with the following related parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI LODR, during the financial year 2017-18 and thereafter as mentioned below on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, notwithstanding the fact that all these transactions during the financial year 2017-18, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statement or any materiality threshold as may be applicable, from time to time, under the SEBI LODR –

Sl. No.	Name of Related Party	Nature of Relationship	Nature and Particulars of Transaction	Value of Transaction Max. Amount (₹ in crores)
1.	Placid Limited	Associate	Granting of Loans	75
2.	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	100

**RESOLVED FURTHER THAT** Mr. Lakshmi Niwas Bangur, Director, Mr. Shreeyash Bangur, Managing Director and Ms. Sheetal Bangur, Director, be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.

For and on behalf of the Board of Directors  
For **Kiran Vyapar Limited**

**Shreeyash Bangur**  
**Managing Director**  
**DIN : 00012825**

**Place : Kolkata**  
**Date : 27.05.2017**  
**Regd Off. : Krishna, 7th Floor, Room No. 706**  
**224, A.J.C. Bose Road, Kolkata – 700 017**  
**CIN : L51909WB1995PLC071730**  
**E.mail : kvl@lnbgroup.com**  
**Website: www.lnbgroup.com**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, DATED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. a) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (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.  
b) The proxy holder shall prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
5. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the AGM.
7. Members who require communication in physical form in addition to e-communication, may write to us at kvl@lnbgroup.com
8. Information to Members pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of Director seeking re-appointment at the Annual General Meeting is furnished as **Annexure-A** to the Notice.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 8th September, 2017 to Thursday, 14th September, 2017** (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the Meeting.



10. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
11. Members may note that the Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2017 is available on the Company's website [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran)
12. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the meeting and such documents will also be available for inspection in physical form at the registered office of the Company and copies thereof shall also be available for inspection in physical form at the Corporate Office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon up to the date of the ensuing Annual General Meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid **on or after 14th September, 2017** to those Members whose names stand registered on the Company's Register of Members—
  - a) as Beneficial Owners as at **7th September, 2017** as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
  - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before **7th September, 2017**.
14. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
15. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
16. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
17. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
18. National Electronic Clearing Service (NECS):
  - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s Maheshwari Datamatics Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
  - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
19. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
20. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The

Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.

21. To support the green initiative, the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Companies shall mandatorily use any of the electronic mode of payment facility approved by the Reserve Bank of India for making payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank) or to print the address of the member on such payment instructions (in case where the bank details of investors are not available).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- (b) The Registrar & Share Transfer Agents of the Company (RTA)
23. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the Meeting hall for admission into the Meeting hall. Members are also requested to bring their copy of Annual Report at the Meeting.
24. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the meeting, so as to enable the Company to keep the information ready at the Meeting.
25. Electronic copies of the Annual Report including Notice of the 21st Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form are being sent to all the members whose email IDs are registered with Company/Depository Participants. For Members who have not registered their email address, physical copies of the Annual Report including Notice of the 21st Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
26. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 27th September, 2016 (date of the last Annual General Meeting) on the website of the Company viz., [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran) and on the website of the Ministry of Corporate Affairs. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Share Department of the Company at its Registered Office.

Given below is the date of declaration of dividend and corresponding date when unpaid/unclaimed dividend are due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Due Date for transfer to IEPF
2013-2014	10.09.2014	10.09.2021
2014-2015	30.09.2015	30.09.2022
2015-2016	27.09.2016	27.09.2023

27. Members are requested to contact the Company's RTA M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for reply to their queries/redressal of complaints, if any, or contact Secretarial Department at the Registered Office of the Company (Phone: 033-22230016/18, Email : [kvl@lnbgroupp.com](mailto:kvl@lnbgroupp.com)).

**28. Voting through electronic means**

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of the business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”) and the same will be provided by Central Depository Services (India) Limited (CDSL).
- (b) The facility of voting through ballot or polling paper shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- (c) The instructions for shareholders voting electronically are as under:
  - (i) The remote e-voting period begins on **11th September, 2017 at 10.00 A.M. and ends on 13th September, 2017 at 5.00 P.M.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **7th September, 2017**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "**KIRAN VYAPAR LIMITED**" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
- (d) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 7th September, 2017. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (e) The Board of Directors of the Company at their meeting held on 27th May, 2017 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process/Ballot/Polling paper in fair and transparent manner.
- (f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

- (g) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (h) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.inbgroup.com/kiran](http://www.inbgroup.com/kiran) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the company at its Registered Office as well as Corporate Office. Further, immediately after the declaration of result by the Chairman or a person authorized by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 5:**

Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction/ transactions in a contract to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the latest financial statement of the Company.

Further, the aggregate value of these transactions is likely to exceed ten percent of the annual consolidated turnover of the Company during Financial Year 2017-18 as per the last audited financial statements of the Company and may exceed such threshold limits in the subsequent years based on the financials applicable for the respective years. Therefore, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of SEBI LODR and thus, requires the approval of the Members of the Company through an Ordinary Resolution.

The Audit Committee and the Board of Directors have reviewed the terms & conditions of these transactions and recommended to the Members for their approval by way of an Ordinary Resolution.

Details in respect of the related party transactions as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are specified below:

Sl. No	Particulars	Details	
		Placid Ltd	Maharaja Shree Umaid Mills Ltd.
1	Name of the Related Party	Placid Ltd	Maharaja Shree Umaid Mills Ltd.
2	Name of Director(s) or Key Managerial Personnel who is related	Lakshmi Niwas Bangur	Lakshmi Niwas Bangur
		Sheetal Bangur	Alka Devi Bangur
3	Nature of Relationship	Associate	Group
4	Monetary Value (Max. Amount - Rs in Crores)	75	100
5	Nature of the transaction	Granting of Loans	Granting of Loans
6	Duration of the contract	2017-18 and thereafter	2017-18 and thereafter
7	Material terms of the contract / transaction	<i>The material terms of transactions will be decided by the Board of both the Companies mutually and the Loan shall be at a rate of interest not lower than the prevailing bank rate as declared by Reserve Bank of India from time to time.</i>	<i>The material terms of transactions will be decided by the Board of both the Companies mutually and the Loan shall be at a rate of interest not lower than the prevailing bank rate as declared by Reserve Bank of India from time to time.</i>
8	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes	Yes
9	Any other information relevant or for the Members to make a decision on the proposed transactions	N.A	N.A

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. The Board, therefore, recommends the Resolution set out at Item No. 5 of the Notice for the approval of the Members in terms of Regulation 23 of the SEBI LODR and applicable provisions of Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMPs), except to the extent of their shareholding, of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

Members are also hereby informed that pursuant to Regulation 23 of SEBI LODR, all the related parties to the Company shall abstain from voting in this resolution.

For and on behalf of the Board of Directors  
For **Kiran Vyapar Limited**

**Shreyash Bangur**  
Managing Director  
DIN : 00012825

**Place : Kolkata**  
**Date : 27.05.2017**  
**Regd Off. : Krishna, 7th Floor, Room No. 706**  
**224, A.J.C. Bose Road, Kolkata – 700 017**  
**CIN : L51909WB1995PLC071730**  
**E.mail : kvl@lnbgroup.com**  
**Website: www.lnbgroup.com**

**ANNEXURE – ‘A’**

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard – 2 are as follows:

<b>Name of Director</b>	<b>Shri Lakshmi Niwas Bangur</b> (DIN: 00012617)
<b>Age / Date of Birth</b>	68 years / 26.08.1949
<b>Date of First Appointment on the Board</b>	10.09.2013
<b>Expertise in Specific functional areas</b>	Industrialist
<b>Qualifications</b>	B.Com
<b>Terms and condition of appointment / re-appointment</b>	Non-Executive Director
<b>Remuneration last drawn by such person, if applicable</b>	Rs. 240,000/- as Sitting Fees and Rs. 136,417/- as Commission
<b>List of directorship held excluding alternate directorship</b>	<ol style="list-style-type: none"> <li>1. The Swadeshi Commercial Company Limited</li> <li>2. The Peria Karamalai Tea and Produce Company Limited</li> <li>3. M B Commercial Co Ltd</li> <li>4. Shree Krishna Agency Limited</li> <li>5. The Marwar Textiles (Agency) Private Limited</li> <li>6. Placid Limited</li> <li>7. The Kishore Trading Company Limited</li> <li>8. The General Investment Company Limited</li> <li>9. Maharaja Shree Umaid Mills Limited</li> <li>10. Mugneeram Ramcoowar Bangur Charitable &amp; Religious Company</li> <li>11. Apurva Export Pvt Ltd</li> <li>12. Amalgamated Development Ltd</li> <li>13. LNB Real Estates Private Limited</li> <li>14. Purnay Greenfield Private Limited</li> <li>15. Sidhyayi Greenview Private Limited</li> <li>16. LNB Solar Energy Private Limited</li> </ol>
<b>Chairman / Member of the Committees of the Board of Directors</b>	Member of Stakeholders Relationship Committees, Member of Audit Committee.
<b>Chairman / Member of the Committees of the Board of Directors of the Other Companies</b>	Chairman of Audit Committee in Placid Limited Member of the Audit Committee and Chairman of Stakeholders Relationship Committee in The Peria Karamalai Tea & Produce Co. Limited
<b>No. of Equity shares held in the Company</b>	1760457
<b>Relationship between the Directors, Managers, and the Key Managerial Personnel</b>	Father of Mr. Shreyash Bangur (Managing Director) and Ms. Sheetal Bangur (Director)
<b>No. of meetings of the Board attended during the year</b>	4 (Four)

## Road Map of Venue of 21st Annual General Meeting





## TO THE MEMBERS

Your Directors have pleasure in presenting their 21st Annual Report on the business and operations of the Company and the Audited Financial Statements for the Financial Year ended 31st March, 2017.

## 1. Financial Performance of the Company

(₹ in Lacs)

Particulars	Consolidated		Standalone	
	2017	2016	2017	2016
<b>Total Income</b>	12062.25	7604.03	2478.32	1960.77
<b>Total Expenses</b>	6725.28	2825.83	1486.01	1116.96
<b>Exceptional Items</b>	-	168.16	-	-
<b>Profit Before Tax</b>	<b>5336.97</b>	<b>4946.36</b>	<b>992.31</b>	<b>843.82</b>
<b>Tax Expenses</b>				
Current Tax	-646.90	-411.04	-222.00	-140.00
Deferred Tax Charge / (Credit)	-18.62	-14.91	36.93	15.24
MAT Credit	-	11.37	-	-
Tax for earlier Years	9.62	10.01	-	-
<b>Profit for the year</b>	<b>4718.31</b>	<b>4541.78</b>	<b>807.24</b>	<b>719.05</b>
Share of Profit/Loss from Associates	429.23	-689.18	-	-
<b>Profit before Minority Interest</b>	<b>5147.54</b>	<b>3852.60</b>	-	-
Minority Interest	380.44	367.88	-	-
<b>Profit for the year after Minority Interest</b>	<b>4767.10</b>	<b>3484.74</b>	-	-
<b>Amount Available for Appropriations</b>				
Transfer to General Reserve	-	-100.00	-	-100.00
Proposed Dividend	-	-648.00	-	-648.00
Tax on Proposed Dividend	-	-131.92	-	-131.91
Transfer to Statutory Reserve	-216.44	-209.27	-161.44	-143.81
Adjustment for Depreciation	-	-	-	-
<b>Balance Carried forward</b>	<b>58049.87</b>	<b>53499.19</b>	<b>44243.60</b>	<b>43597.80</b>

## a) Consolidated operations

Revenue from the consolidated operations of the Company for the year ended 31st March, 2017, was ₹ 12062.25 Lacs. It is 58.63 per cent higher than ₹ 7604.02 Lacs in the previous year. Overall operational expenses for the year was ₹ 6725.28 Lacs against ₹ 2825.83 Lacs in the previous year. Profit after Tax for the year at ₹ 4767.11 Lacs was higher by 36.80 per cent over ₹ 3484.74 Lacs, in the previous year.

## b) Standalone operations

Revenue from the standalone operations of the Company for the year was ₹ 2478.32 Lacs. It is 26.39 per cent higher than ₹ 1960.77 Lacs in the previous year. Overall operational expenses for the year was ₹ 1486.01 Lacs, against ₹ 1116.96 Lacs in the previous year. Profit after tax for the year stood at ₹ 807.24 Lacs higher by 12.26 per cent over ₹ 719.05 Lacs, in the previous year.

The Capital to Risk Assets Ratio (CRAR) of your Company stood at 73.68 per cent as on March 31, 2017, well above the regulatory minimum level of 15 per cent prescribed by the Reserve Bank of India for Systemically Important Non-Deposit Taking NBFCs (NBFCs- ND-SI). Of this, the Tier I CRAR was 73.30 per cent.

The Financial Statements of your Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 read with Rule 7 of The Companies (Accounts) Rules, 2014) and the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as applicable and Regulation 48 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Your Company has complied with all the norms prescribed by the Reserve Bank of India (RBI) including the Fair practices, Anti Money Laundering and Know Your Customer (KYC) guidelines.

## 2. Dividend

Your Directors recommend a Dividend of ₹ 2.50/- per equity share aggregating to ₹ 648 Lacs to the Equity shareholders of your Company for the Financial Year 2016-17. The dividend shall be subject to tax on dividend to be paid by your Company. The Dividend Tax amounts to ₹ 131.92 Lacs.

## 3. Reserves

The Board in its meeting held on May 27, 2017, proposes to carry an amount of ₹ 161.44 Lacs to Statutory Reserve as per the existing provisions of the Companies Act, 2013 and rules there under read with the Reserve Bank of India Guidelines as applicable to the Company.

## 4. Brief description of the Company's Affairs

Your Company is a Non-Banking Financial Company registered with the Reserve Bank of India. The Business model of the Company comprises of Lending and Acquisition / Investments in Shares and Securities including Mutual Funds etc.

## 5. Change in the nature of business

During the year under review, there was no change in the nature of the business of the Company.

## 6. Material changes and commitments

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 31st March, 2017 and at the date of report.

## 7. Details of significant and material orders passed by the regulators or courts or tribunals

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 8. Adequacy of internal financial controls with reference to the Financial Statements

The Directors had laid down internal financial controls procedures to be followed by the Company which ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations for orderly and efficient conduct of its business. The Audit Committee of the Board, from time to time, evaluated the internal financial control of the Company with regard to-

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

Based on the above, your Board is of the view that adequate internal financial controls exist in the Company.

## 9. Details of Subsidiary/Joint Ventures/Associate Companies

### a) Subsidiary Companies

SL. NO.	NAME OF THE COMPANY	RELATION
1	Iota Mtech Ltd.	Wholly Owned Subsidiary
2	Anantay Greenview Private Ltd.	Subsidiary
3	Sarvadeva Greenpark Private Ltd.	Subsidiary
4	Satyawatche Greeneries Private Ltd.	Subsidiary
5	Subhprada Greeneries Private Ltd.	Subsidiary
6	Uttaray Greenpark Private Ltd.	Subsidiary
7	Mahate Greenview Private Ltd.	Subsidiary
8	Sishiray Greenview Private Ltd.	Subsidiary
9	Magma Realty Private Ltd.	Subsidiary
10	Samay Industries Ltd.	Subsidiary
11	Shree Krishna Agency Ltd.	Subsidiary
12	Amritpay Greenfield Private Ltd	Step down subsidiary
13	Divyay Greeneries Private Ltd	Step down subsidiary
14	Sarvay Greenhub Private Ltd.	Step down subsidiary

### Policy for determining 'Material' Subsidiaries

The Company has adopted a Policy on Material Subsidiaries as approved by the Board. It has been posted on the website of the Company at its weblink <http://www.lnbgroupp.com/kiran/policies.php>. More details are given in the Corporate Governance Report annexed hereto.

During the year under review, there has been no change in the number of subsidiaries or in the nature of business of the subsidiaries.

### b) Associate Company

SL. NO.	NAME OF THE COMPANY
1	Placid Ltd.
2	Navjyoti Commodity Management Services Ltd.

The statement in Form AOC-1 containing the salient features of the financial statement of your Subsidiary Companies and Associates pursuant to first proviso of sub section (3) of Section 129 of the Companies Act, 2013 forms part of the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Annual Report of the Company, along with its Standalone and the Consolidated Financial Statements have been posted on the website of the Company, [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran).

Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies and associates may write to the Company Secretary at the Company's registered office. The same is also available on the website of the Company [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran).

### c) Joint Venture

During the year under review, the Company had no joint ventures.

## 10. Deposits

Your Company is an NBFC "Non Deposit Taking Systemically Important Company" registered with Reserve Bank of India. During the year under review, your Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 and Chapter V of the Companies Act, 2013.

**11. Statutory Auditors**

M/s. Walker Chandio & Co. LLP, Chartered Accountants, bearing Registration No. 001076N/N500013 have been appointed as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting. The consent have been received from the Statutory Auditors of the Company towards ratification of their appointment for the Financial Year 2017-18.

The Board now recommends the appointment of M/s. Walker Chandio & Co. LLP for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

**12. Auditors' Report**

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

**13. Share Capital**

During the year under review, your Company has neither issued and allotted any fresh equity shares (including ESOP) nor has granted any stock options and sweat equity as on 31st March, 2017. None of the Directors of the Company hold instruments convertible into equity shares of the Company.

**14. Extract of the Annual Return**

Extract of the Annual Return as on the financial year ended March 31, 2017 in Form MGT-9 as per Section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules, 2014 and Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of this report as "Annexure A".

**15. Energy Conservation, Technology Absorption and Foreign Earning/Outgo**

As your Company is a Non-Banking Financial Company and does not own any manufacturing unit, there are no particulars with regard to disclosure under Section 134 of the Companies Act, 2013 with regard to conservation of energy, technology absorption etc.

During the year under review, there is neither foreign exchange earnings, nor foreign exchange outgo.

**16. Directors and Key Managerial Personnel:****a) Details of Directors retiring by rotation**

In accordance with the provisions of the Companies Act, 2013, Shri Lakshmi Niwas Bangur (DIN:00012617) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Brief profile of Shri Lakshmi Niwas Bangur, who is to be re-appointed is furnished in the Notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of your Company recommends the re-appointment of Shri Lakshmi Niwas Bangur at the ensuing Annual General Meeting.

**b) Appointment/ Re-appointment of Directors**

During the year under review, there is no change in the composition of Directors of the Company.

**c) Appointment/Resignation of Key Managerial Personnel**

During the year under review, Mr. Aakash Jain, Company Secretary & Compliance officer of the Company has resigned with effect from April 24, 2017.

**17. Declaration by Independent Directors**

The Company has received declaration from the Independent Director(s) of the Company declaring that they meet the criteria of independence both, as under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the declarations, disclosures received from the Independent Directors and on evaluation of the relationships disclosed, the following Non-executive Directors are Independent Directors in terms of the Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

1. Mr. Amitav Kothari
2. Mr. Bhaskar Banerjee
3. Mr. Rajiv Kapasi

**18. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, 2015 the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

Pursuant to Para VII of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the Listing Regulations, 2015, a separate meeting of the Independent Directors of the Company was convened to perform the following:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess 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.

Further, the Nomination and Remuneration Committee also evaluated the performance of all the Directors of the Company.

Based on the criteria, the performance of the Board, various Board Committees and Individual Directors (including Independent Directors) was evaluated and found to be satisfactory.

During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Director and Non-Executive Directors.

Further, the Independent Directors hold an unanimous opinion that the Non- Independent Directors, including the Chairman and Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. The Board as a whole is an integrated, balanced and consistent unit where diverse views are expressed when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

**19. Familiarization Programme for Board members**

The Company is required to conduct the Familiarization Programme for Independent Directors (IDs) in terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to familiarize them about the Company, their roles, rights, responsibilities in the Company and various updates and notifications under Companies Act, 2013, Listing Regulations, 2015, Reserve Bank of India Guidelines and other statutes applicable to the Company.

The details of such Familiarization Programme for Directors may be viewed at the website of the Company at its weblink <http://www.lnbgroupp.com/kiran/investors.php>

**20. Consolidated Financial Statements**

In accordance with the requirements of sub section (3) of Section 129 of the Companies Act, 2013 and other allied rules thereof and as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has prepared Consolidated Financial Statements in accordance with Accounting Standard 21- "Consolidated financial Statements" and Accounting Standard 23- "Accounting for Investments in Associates" issued by The Institute of the Chartered Accountants of India. The Consolidated Financial Statements forms part of the Annual Report.

**21. Number of meetings of the Board of Directors**

The Board meets at regular intervals to discuss and decide on Company's business Policy and strategy apart from other broad business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board Meeting.

The notice of Board Meeting is given well in advance to all the Directors. Meetings of the Board are held in Kolkata. The Agenda of the Board / Committee Meetings is circulated at least 7 (seven) days prior to the date of the meeting as per Secretarial Standard on meeting of the Board of Directors (SS-1). The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.



The detailed information chart showing the date of the meeting of the Board and its various Committees as well as details of the Directors who attended the meeting is given in the Corporate Governance Report forming part of the Annual Report.

## **22. Committees of the Board**

During the financial year ended March 31, 2017 the Company has eight committees as mentioned below:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Loan and Investment Committee
7. Asset Liability Management Committee
8. Grievance Redressal Committee

Details of the Committees along with their charters, composition and meetings held during the year, are provided in the Corporate Governance Report, forming a part of this Annual Report.

## **23. Audit Committee**

The Composition, terms of reference and other details of the Committee forms part of the Corporate Governance Report as annexed hereto. All the recommendations made by the Audit Committee during the year were accepted by the Board.

## **24. Stakeholders Relationship Committee**

The Composition, terms of reference and other details of the Committee forms part of the Corporate Governance Report, forming part of this Annual Report.

## **25. Nomination and Remuneration Committee**

The Composition, terms of reference and other details of the Committee forms part of the Corporate Governance Report, forming part of this Annual Report. The Nomination and Remuneration Policy is annexed with the Annual report and also posted on the website of the Company at its weblink <http://www.lnbgroupp.com/kiran/policies.php>

## **26. Corporate Social Responsibility (CSR) Committee**

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The Annual Report on CSR activities including the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in the **Annexure 'B'** to this Report. The Corporate Social Responsibility Policy has been posted on the website of the Company at its weblink <http://www.lnbgroupp.com/kiran/policies.php>

## **27. Vigil Mechanism / Whistle Blower Policy**

The Board of Directors of the Company has established a Vigil Mechanism for Directors and employees and adopted the Whistle Blower Policy in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to report concerns about unethical behavior, wrongful conduct and violation of Company's Code of conduct or ethics policy. The details of which have been given in the Corporate Governance Report annexed to this Report and also posted on the website of the Company at its weblink <http://www.lnbgroupp.com/kiran/policies.php>

## **28. Particulars of Loans, Guarantees or Investments outstanding during the Financial Year**

Particulars of the Loans/guarantee/advances and Investments outstanding during the financial year are fully disclosed in the Note no. 34 attached to the annual accounts which are attached with this report.

## **29. Related Party Transactions**

All contracts or arrangements or 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 and are reviewed by the Audit Committee of the Board.

During the year under review, the Company has not entered into contracts or arrangements or transactions with related parties which comes under the purview of Section 188 of the Companies Act, 2013. Accordingly, no transactions are reported in Form no. AOC – 2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts), Rules, 2014. However there are some material transactions expected to be entered into with Group Companies as per Regulation 23 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for which the approval of the members is proposed in the ensuing Annual General Meeting. The details are mentioned in the Notice of 21st Annual General Meeting of the Company.

The Policy on Related Party Transaction as approved by the Board has been posted on the website of the Company at its weblink <http://www.lnbgroup.com/kiran/policies.php>

### **30. Particulars of employees and related disclosures**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the details are annexed as “**Annexure C**” to the Annual Report.

Further, in accordance with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees in the Company drawing remuneration in excess of the limits set out in the said rules.

### **31. Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Vinod Kothari & Co, Practicing Company Secretaries, to conduct the Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the Financial Year 2016-17 is appended as **Annexure ‘D’** which is self-explanatory. The said Report does not contain any qualification, reservation or adverse remark.

### **32. Management Discussion and Analysis Report**

The Management’s Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 forms part of the Annual Report.

### **33. Corporate Governance**

The Company is committed to maintaining the premier standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India and Reserve Bank of India. The Report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the Listing Regulations, 2015 and Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 forms part of the Annual Report.

The Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance also forms part of this Annual Report.

Further, declaration by Mr. Shreeyash Bangur, Managing Director stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the board of Directors and Senior Management are annexed with this Report.

### **34. CEO& CFO certification**

Certificate from Mr. Shreeyash Bangur, Managing Director and Mr. Ajay Sonthalia, Chief Financial Officer, pursuant to Regulation 17(8) read with Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year under review forms part of this Annual Report.

### **35. Risk Management**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks that may impact key business objectives of your Company.

Your Company has adopted the Risk Management Policy in order to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated and managed, to establish a framework for the company's risk management process and to ensure its wide implementation, to ensure systematic and uniform assessment of risks related with giving loans and making investment, to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and to assure business growth with financial stability.

Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at Risk Management Committee and the same is even referred to the Audit Committee and the Board of Directors of the Company, if any.

The composition and other details of the Risk Management Committee forms part of the Corporate Governance Report as annexed hereto.

### **36. Directors' Responsibility Statement**

In terms of the provisions on the Directors' Responsibility Statement referred in Section 134 (5) of the Companies Act, 2013, your Director's confirm that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **37. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

The Company is committed to provide safe and conducive work environment to its employees and has formulated "Policy for Prevention of Sexual Harassment" to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. During the year under review, no case of sexual harassment was reported.

### **38. Fraud Reporting**

There have been no frauds reported by the auditors of the Company under sub-section (12) of section 143 of the Companies Act, 2013 and to Central Government as per Companies Amendment Act, 2015.

### **39. RBI Guidelines - Compliance**

Your Company continues to carry on its business of Non-Banking Financial Company as a Non-Deposit taking Company and follows prudent financial management norms as applicable. Your Company appends a Statement containing particulars as required in terms of Paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 alongwith the Statement of Balance Sheet disclosures for NBFC's with Assets Size of ₹ 500 crores as required in terms of Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

**40. Acknowledgements**

Your Directors would like to record their appreciation of the hard work and commitment of the Company employees and are grateful for the co-operation and support extended to the Company by the Bankers, Statutory Authorities, Financial Institutions(s) and all other establishments connected with the business of the Company.

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

**Place : Kolkata  
Date : 27.05.2017**

**Lakshmi Niwas Bangur  
(DIN 00012617)  
Chairman**

**Shreyash Bangur  
(DIN 00012825)  
Managing Director**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March, 2017**

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

**I. REGISTRATION AND OTHER DETAILS**

i)	<b>CIN</b>	L51909WB1995PLC071730
ii)	<b>Registration Date</b>	23.05.1995
iii)	<b>Name of the Company</b>	Kiran Vyapar Limited
iv)	<b>Category / Sub-category of the Company</b>	Public Company limited by shares
v)	<b>Address of the Registered Office And contact details</b>	Krishna, 7th Floor, Room No. 706 224, A.J.C. Bose Road, Kolkata - 700017 Tel. : (033) 2223-0016 /18, Fax : (033) 2223-1569 Email : kvl@lnbgroup.com
vi)	<b>Whether listed company</b>	Yes
vii)	<b>Name, Address and Contact details of Registrar &amp; Transfer Agents (RTA), if any</b>	Maheshwari Datamatics Private Limited 23, R. N. Mukherjee Road, 5th Floor Kolkata - 700001, Phone : 2243-5029 /5809 Fax : 2248-4747, E.mail : mdpldc@yahoo.com

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other financial activities, except insurance and pension funding activities	649	100.00%

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

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares Held	Applicable Section
1.	Iota Mtech Limited	U64203WB2009PLC135041	Wholly Owned Subsidiary	100.00	2(87)
2	Sarvadeva Greenpark Private Limited.	U01403WB2013PTC190530	Subsidiary	99.69	2(87)
3	Satyawatche Greeneries Private Limited.	U01403WB2013PTC190514	Subsidiary	99.62	2(87)
4	Subhprada Greeneries Private Limited	U01403WB2013PTC190529	Subsidiary	99.78	2(87)
5	Samay Industries Limited	U85100TG2002PLC038361	Subsidiary	82.70	2(87)
6	Shree Krishna Agency Limited	U51102RJ1939PLC000063	Subsidiary	94.89	2(87)
7	Uttaray Greenpark Private Limited	U01403WB2013PTC193888	Subsidiary	99.62	2(87)
8	Mahate Greenview Private Limited	U01403WB2013PTC193886	Subsidiary	99.59	2(87)
9	Sishiray Greenview Private Limited	U01403WB2013PTC194924	Subsidiary	99.72	2(87)
10	Magma Realty Private Limited	U70109WB2012PTC184832	Subsidiary	99.17	2(87)
11	Anantay Greenview Private Limited	U01403WB2013PTC190297	Subsidiary	99.62	2(87)
12	Amritpay Greenfield Private Ltd	U01403WB2013PTC193885	Step down subsidiary	99.53	2(87)
13	Divyay Greeneries Private Ltd	U01403WB2013PTC193157	Step down subsidiary	100.00	2(87)
14	Sarvay Greenhub Private Ltd.	U01403WB2013PTC193877	Step down subsidiary	99.75	2(87)
15	Placid Limited	U74140WB1946PLC014233	Associate	31.27	2(6)
16	Navjyoti Commodity Management Serv. Ltd.	U52390WB1988PLC044652	Associate	19.36	2(6)



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

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	4086180	0	4086180	15.7646	4086180	0	4086180	15.7646	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	15303720	1500	15305220	59.0479	15303720	1500	15305220	59.0479	0.0000
e) Banks/FI									
f) Any other									
<b>Sub-total (A)(1)</b>	<b>19389900</b>	<b>1500</b>	<b>19391400</b>	<b>74.8125</b>	<b>19389900</b>	<b>1500</b>	<b>19391400</b>	<b>74.8125</b>	<b>0.0000</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>19389900</b>	<b>1500</b>	<b>19391400</b>	<b>74.8125</b>	<b>19389900</b>	<b>1500</b>	<b>19391400</b>	<b>74.8125</b>	<b>0.0000</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
<b>Sub-total(B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	5032109	3600	5035709	19.4279	4997474	1200	4998674	19.2850	-0.7354
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	730036	129399	859435	3.3157	710249	121859	832108	3.2103	-3.1796
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	569105	12000	581105	2.2419	560568	12000	572568	2.2090	-1.4691
c) Others (Specify)									
Non Resident Indians	49890	0	49890	0.1925	121359	0	121359	0.4682	143.2532
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	2461	0	2461	0.0095	3891	0	3891	0.0150	58.1065
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority									
<b>Sub-total(B)(2):-</b>	<b>6383601</b>	<b>144999</b>	<b>6528600</b>	<b>25.1875</b>	<b>6393541</b>	<b>135059</b>	<b>6528600</b>	<b>25.1875</b>	<b>0.0000</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6383601</b>	<b>144999</b>	<b>6528600</b>	<b>25.1875</b>	<b>6393541</b>	<b>135059</b>	<b>6528600</b>	<b>25.1875</b>	<b>0.0000</b>
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>25773501</b>	<b>146499</b>	<b>25920000</b>	<b>100.0000</b>	<b>25783441</b>	<b>136559</b>	<b>25920000</b>	<b>100.0000</b>	<b>0.0000</b>

## (ii) Shareholding of Promoters :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	PLACID LIMITED	8422420	32.4939	0.0000	8422420	32.4939	0.0000	0.0000
2	M B COMMERCIAL CO LTD	2820000	10.8796	0.0000	2820000	10.8796	0.0000	0.0000
3	LAKSHMI NIWAS BANGUR	1760457	6.7919	0.0000	1760457	6.7919	0.0000	0.0000
4	AMALGAMATED DEVELOPMENT LIMITED	1652000	6.3735	0.0000	1652000	6.3735	0.0000	0.0000
5	THE KISHORE TRADING COMPANY LTD.	1220400	4.7083	0.0000	1220400	4.7083	0.0000	0.0000
6	ALKA DEVI BANGUR	753000	2.9051	0.0000	753000	2.9051	0.0000	0.0000
7	YOGESH BANGUR	555100	2.1416	0.0000	555100	2.1416	0.0000	0.0000
8	SHREEYASH BANGUR	553000	2.1335	0.0000	553000	2.1335	0.0000	0.0000
9	APURVA EXPORT PVT LTD	540000	2.0833	0.0000	540000	2.0833	0.0000	0.0000
10	LAKSHMI NIWAS BANGUR (HUF)	464623	1.7925	0.0000	464623	1.7925	0.0000	0.0000
11	THE GENERAL INVESTMENT CO. LTD.	347400	1.3403	0.0000	347400	1.3403	0.0000	0.0000
12	SHREE KRISHNA AGENCY LTD.	303000	1.1690	0.0000	303000	1.1690	0.0000	0.0000
	TOTAL	19391400	74.8125	0.0000	19391400	74.8125	0.0000	0.0000

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	THE GENERAL INVESTMENT CO. LTD. 1/4/2016 31/3/2017	347400 347400	1.3403 1.3403	347400	1.3403
2	LAKSHMI NIWAS BANGUR (HUF) 1/4/2016 31/3/2017	464623 464623	1.7925 1.7925	464623	1.7925
3	M B COMMERCIAL CO LTD 1/4/2016 31/3/2017	2820000 2820000	10.8796 10.8796	2820000	10.8796
4	PLACID LIMITED 1/4/2016 31/3/2017	8422420 8422420	32.4939 32.4939	8422420	32.4939
5	THE KISHORE TRADING COMPANY LIMITED 1/4/2016 31/3/2017	1220400 1220400	4.7083 4.7083	1220400	4.7083
6	APURVA EXPORT PVT LTD 1/4/2016 31/3/2017	540000 540000	2.0833 2.0833	540000	2.0833
7	AMALGAMATED DEVELOPMENT LIMITED 1/4/2016 31/3/2017	1652000 1652000	6.3735 6.3735	1652000	6.3735
8	SHREE KRISHNA AGENCY LTD 1/4/2016 31/3/2017	303000 303000	1.1690 1.1690	303000	1.1690
9	ALKA DEVI BANGUR 1/4/2016 31/3/2017	753000 753000	2.9051 2.9051	753000	2.9051
10	LAKSHMI NIWAS BANGUR 1/4/2016 31/3/2017	1760457 1760457	6.7919 6.7919	1760457	6.7919

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
11	SHREEYASH BANGUR 1/4/2016 31/3/2017	553000 553000	2.1335 2.1335	553000	2.1335
12	YOGESH BANGUR 1/4/2016 31/3/2017	555100 555100	2.1416 2.1416	555100	2.1416

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

Sl. No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	EXIM SCRIPS CONSULTANTS PVT LTD 1/4/2016 31/3/2017	125000 125000	0.4823 0.4823	125000	0.4823
2	HARI FINANCE AND TRADE PVT.LTD 1/4/2016 31/3/2017	134298 134298	0.5181 0.5181	134298	0.5181
3	ASHARI AGENCIES LIMITED 1/4/2016 05/08/2016 - Transfer 12/08/2016 - Transfer 23/09/2016 - Transfer 23/12/2016 - Transfer 06/01/2017 - Transfer 31/3/2017	143972 2001 5406 100 -440 -1501 149538	0.5554 0.0077 0.0209 0.0004 0.0017 0.0058 0.5769	145973 151379 151479 151039 149538 149538	0.5632 0.5840 0.5844 0.5827 0.5769 0.5769
4	Vinayak Dealer Pvt Ltd 1/4/2016 31/3/2017	133000 133000	0.5131 0.5131	133000	0.5131
5	YORK FINANCIAL SERVICES PVT. LTD. 1/4/2016 15/04/2016 - Transfer 31/3/2017	499106 65000 564106	1.9256 0.2508 2.1763	564106 564106	2.1763 2.1763
6	AMRIT STEELS (P) LTD 1/4/2016 12/08/2016 - Transfer 17/02/2017 - Transfer 24/02/2017 - Transfer 03/03/2017 - Transfer 10/03/2017 - Transfer 17/03/2017 - Transfer 24/03/2017 - Transfer 31/03/2017 - Transfer	371959 2000 -1545 -7935 -2979 -5260 -5542 -15777 -11604	1.4350 0.0077 0.0060 0.0306 0.0115 0.0203 0.0214 0.0609 0.0448	373959 372414 364479 361500 356240 350698 334921 323317	1.4427 1.4368 1.4062 1.3947 1.3744 1.3530 1.2921 1.2474
7	PAN EMAMI COSMED LTD 1/4/2016 31/3/2017	1276300 1276300	4.9240 4.9240	1276300	4.9240
8	PRIYA VINIYOG PVT LTD * 1/4/2016 31/3/2017	122061 122061	0.4709 0.4709	122061	0.4709
9	ANUSHREYA INVESTMENTS PVT. LTD. # 1/4/2016 31/03/2017 - Transfer	163134 -150000	0.6294 0.5787	13134	0.0507
10	SANGHAI COMMERCIAL AND CREDITS PVT LTD. 1/4/2016 31/3/2017	1109070 1109070	4.2788 4.2788	1109070	4.2788

Sl. No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
11	VIJAY KUMAR AGARWAL				
	1/4/2016	177777	0.6859		
	08/04/2016 - Transfer	-90000	0.3472	87777	0.3386
	20/05/2016 - Transfer	90000	0.3472	177777	0.6859
	24/06/2016 - Transfer	-25000	0.0965	152777	0.5894
	29/07/2016 - Transfer	5275	0.0204	158052	0.6098
	05/08/2016 - Transfer	25000	0.0965	183052	0.7062
	12/08/2016 - Transfer	2000	0.0077	185052	0.7139
	30/12/2016 - Transfer	340	0.0013	185392	0.7152
	13/01/2017 - Transfer	-10485	0.0405	174907	0.6749
	20/01/2017 - Transfer	-4622	0.0178	170285	0.6570
	27/01/2017 - Transfer	-5362	0.0207	164923	0.6363
	03/02/2017 - Transfer	-15730	0.0607	149193	0.5756
	10/02/2017 - Transfer	-7539	0.0291	141654	0.5465
	17/02/2017 - Transfer	-3569	0.0138	138085	0.5327
	31/3/2017	138085	0.5327	138085	0.5327

\* Not in the list of Top 10 shareholders as on 01/04/2016 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2017.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2016.

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

Sl. No.	For each of the Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Lakshmi Niwas Bangur -Chairman				
	At the beginning of the year	1760457	6.79	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	1760457	6.79
2	Shreyash Bangur - Managing Director				
	At the beginning of the year	553000	2.13	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	553000	2.13
3	Sheetal Bangur - Non Executive Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
4	Bhaskar Banerjee - Independent Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
5	Rajiv Kapasi - Independent Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Amitav Kothari - Independent Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	-	-
7	Aakash Jain - Company Secretary**				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the end of the year	-	-	-	-

\*\*Resigned w.e.f. 24.04.2017

**V. INDEBTEDNESS :**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2708.28	-	-	2708.28
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2708.28</b>	<b>-</b>	<b>-</b>	<b>2708.28</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	1500.00	1000.00	-	2500.00
• Reduction	1709.98	1000.00	-	2709.98
<b>Net Change</b>	<b>-209.98</b>	<b>-</b>	<b>-</b>	<b>-209.98</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2498.30	-	-	2498.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2498.30</b>	<b>-</b>	<b>-</b>	<b>2498.30</b>

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

(₹ in Lacs)

SI. No.	Particulars of Remuneration	Name of MD : Shreeyash Bangur
1.	Gross salary (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	36.14 - -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - Others, specify...	- -
5.	Others, please specify	-
	<b>Total (A)</b>	<b>36.14</b>
	<b>Ceiling as per the Act*</b>	<b>245.78</b>

\* Based on Schedule V of the Companies Act, 2013

**B. Remuneration to other directors:**

(₹ in Lacs)

SI. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Amitav Kothari	Bhaskar Banerjee	Rajiv Kapasi	Lakshmi Niwas Bangur	Sheetal Bangur	
1.	<b>Independent Directors</b>						
	• Fee for attending board / committee meetings	1.80	2.40	1.60			5.80
	• Commission	1.36	1.36	1.36			4.08
	• Others, please specify						
	<b>Total (1)</b>	<b>3.16</b>	<b>3.76</b>	<b>2.96</b>			<b>9.88</b>
2.	<b>Other Non-Executive Directors</b>						
	• Fee for attending board / committee meetings				2.40	0.20	2.60
	• Commission				1.36	1.36	2.72
	• Others, please specify						
	<b>Total (2)</b>				<b>3.76</b>	<b>1.56</b>	<b>5.32</b>
	<b>Total (B)=(1+2)</b>	<b>3.16</b>	<b>3.76</b>	<b>2.96</b>	<b>3.76</b>	<b>1.56</b>	<b>15.20</b>
	<b>Total Managerial Remuneration*</b>						<b>51.34</b>
	<b>Overall Ceiling as per the Act</b>						<b>252.60</b>

\* Total managerial remuneration to Managing Director and other Directors (being the total of A and B)



## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD

(₹ in Lacs)

SI. No.	Particulars of Remuneration	Key Managerial Personnel		
		Akash Jain Company Secretary	Ajay Sonthalia CFO	Total
1	Gross salary (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	12.27	45.88	58.15
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - Others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>12.27</b>	<b>45.88</b>	<b>58.15</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. A brief outline on the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**

The Company may undertake CSR activities on its own or by pooling the resources into a Company registered under section 8 of the Companies Act, 2013 (Act) within the Group.

The CSR Company is already engaged in various activities which qualify to be in the nature of CSR activity as defined in the Act. Company’s CSR policy is posted on the weblink <http://www.lnbgroupp.com/kiran/policies.php>

The Company has identified the following areas of CSR activities–

- a) Eradicating hunger, poverty and malnutrition, promoting health care;
- b) Promoting education;
- c) Ensuring environmental sustainability;
- d) Animal welfare and development;
- e) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government ;
- f) Rural development projects;
- g) Protection of national heritage, art and culture including restoration of buildings;
- h) Promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- i) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government etc.

Notwithstanding the listed priority projects, the CSR Committee may accept other CSR Projects falling in any other areas, at its discretion.

**2. The Composition of the CSR Committee :**

- Mr. Lakshmi Niwas Bangur, Non-Executive Director, Chairman
- Mr. Bhaskar Banerjee, Independent Director, Member
- Mr. Shreeyash Bangur, Managing Director, Member

**3. Average Net Profit of the company for last three financial years, 2013-14 to 2015-16 : ₹832.32 Lacs**

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹16.65 Lacs**

**5. Details of CSR spent during the financial year :**

- (a) Total amount to be spent for the financial year: **₹16.65 Lacs**
- (b) Amount unspent, if any: **₹6.65 Lacs**
- (c) Manner in which the amount spent during the financial year is detailed below:

SI No	CSR Project or Activity identified	Sector in which the Project is covered	Project or Programs	Amount Outlay (budget) project or program wise	Amount Spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent Direct or through Implementing Agency
1.	Training to promote rural sports, nationally recognised Sports, Paralympic Sports and Olympic Sports	Promote Rural sports, nationally recognised sports, Paralympic sports, and Olympic Sports	“Foundation for promotion of Sports and Game”	₹16.65 Lacs	₹10.00 Lacs	₹10.00 Lacs	Implementing Agency - “Foundation for Promotion of Sport and Game”

**About Implementing Agency**

The Company has made contribution to “**Foundation for Promotion of Sports and Games**”.

The Foundation is a Section 8 Company incorporated under Companies Act, 2013, run by Indian Sporting legends with a mission to help Indian Athletes win Olympic Gold Medals.

**6. Reasons for not spending the two percent of the average net profit of the last three financial years**

During the year under review, the Company has spent an amount of Rs. 10.00 Lacs towards the prescribed CSR expenditure and is committed towards spending balance prescribed CSR amount in the upcoming Financial Years.

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company**

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For and behalf of Corporate Social Responsibility Committee**

**Date: 27.05.2017**  
**Place: Kolkata**

**Lakshmi Niwas Bangur**  
**Chairman of Committee**  
**(DIN 00012617)**

**Shreeyash Bangur**  
**Member of Committee**  
**(DIN 00012825)**

**Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

i	The Ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year	<b>Name of the Directors</b>	<b>Ratio to Median remuneration</b>	
		Mr. Shreeyash Bangur	2.03:1	
		Mr. Lakshmi Niwas Bangur	0.21:1	
		Ms. Sheetal Bangur	0.09:1	
		Mr. Amitav Kothari	0.18:1	
		Mr. Rajiv Kapasi	0.17:1	
		Mr. Bhaskar Banerjee	0.21:1	
ii	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Director's/CFO/CEO/CS /Manager name</b>	<b>% age increase in remuneration</b>	
		Mr. Shreeyash Bangur	6.41%	
		Mr. Lakshmi Niwas Bangur	6.89%	
		Ms. Sheetal Bangur	69.71%	
		Mr. Amitav Kothari	16.26%	
		Mr. Rajiv Kapasi	-10.76%	
		Mr. Bhaskar Banerjee	62.13%	
		Mr. Ajay Sonthalia - CFO	8.00%	
Mr. Aakash Jain- CS	11.59%			
iii	Percentage increase in the median remuneration of employees in the financial year	10.89%		
iv	Number of permanent employees on the rolls of the Company	13		
v	Average percentile increase already made in salaries of Employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	<b>March 31, 2017</b>	<b>March 31, 2016</b>	
		<b>Employees (excluding KMP)</b>	11.55%	13.96%
		<b>Key Managerial Personnel (KMP)</b>	8.66%	21.66%
vi	Affirmation that the remuneration is as per the remuneration policy of the Company	The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company		

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

**[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  
Kiran Vyapar Limited  
Krishna, Room No. 706, 7th Floor  
224, A.J.C. Bose Road  
Kolkata – 700 017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kiran Vyapar Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company (as per in Annexure- A1, hereinafter referred to as “Books and Papers”) 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 period covered by our audit, that is to say, from April 01, 2016 to March 31, 2017 (hereinafter referred to as “Audit Period”), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the rules made thereunder including any re-enactment thereof;
- 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”):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”);
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”);
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v. Specific laws applicable as mentioned hereunder:
  - a. Reserve Bank of India Act, 1934; Miscellaneous Instructions to NBFC-ND-SI;
  - b. Master Direction - Miscellaneous Non-Banking Companies (Reserve Bank) Directions, 2016;
  - c. Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2008;
  - d. Master Direction - Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016; Fair Practices Code (FPC) for all NBFCs;
  - e. Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015;

- f. Rounding off transactions to the Nearest Rupee by NBFCs; Early Recognition of Financial Distress, Prompt Steps for Resolution and Fair Recovery for Lenders: Framework for Revitalizing Distressed Assets in the Economy;
- g. Asset Liability Management (ALM) System for NBFCs – Guidelines, 2001;
- h. Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015; Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016
- i. 'Know Your Customer' (KYC) Guidelines – Anti Money Laundering Standards (AML) -'Prevention of Money Laundering Act, 2002 - Obligations of NBFCs in terms of Rules notified thereunder;
- j. Frauds – Future approach towards monitoring of frauds in NBFCs;
- k. Master Direction - Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016;
- l. Returns to be Submitted by NBFCs;
- m. Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

We report that during the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**Management Responsibility:**

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 the 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 and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**We report that:**

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

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

Majority decision is carried through while dissenting members' views were not required to be captured and recorded as part of the minutes as there were no such instance.

**We further report that** based on the information provided by the Company during the conduct of the audit and also on the review of quarterly compliance reports by Company Secretary taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanisms exist in the Company to monitor and ensure compliance with applicable other general laws.



**We further report that** during the Audit Period, the Company has not incurred any specific event that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place : Mumbai  
Date : May 22, 2017**

**For Vinod Kothari & Company  
Practising Company Secretaries**

**Vinita Nair  
(Partner)  
Membership No.: A31669  
C P No.: 11902**

## **ANNEXURE I**

### **LIST OF DOCUMENTS**

1. Corporate Matters
  - 1.1 Minutes book of the following Committees were provided:
    - 1.1.1 Board Meetings;
    - 1.1.2 Audit Committee;
    - 1.1.3 Nomination and Remuneration Committee;
    - 1.1.4 Stakeholder's Relationship Committee;
    - 1.1.5 Corporate Social Responsibility Committee;
    - 1.1.6 Risk Management Committee;
    - 1.1.7 Asset Liability Management Committee;
    - 1.1.8 Grievance Redressal Committee;
    - 1.1.9 Loans and Investment Committee;
    - 1.1.10 General Meeting;
  - 1.2 Agenda papers for Board Meeting along with Notice;
  - 1.3 Annual Report for 2015-16, Provisional financial statement for 31st March, 2017;
  - 1.4 Memorandum and Articles of Association;
  - 1.5 Disclosures under Act, 2013 and Listing Regulations;
  - 1.6 Policies framed under Act, 2013, Listing Regulations and RBI Regulations for NBFCs;
  - 1.7 Documents pertaining to the Listing Regulations;
  - 1.8 Forms and returns filed with the Registrar & RBI;
  - 1.9 Register maintained under Act, 2013;
  - 1.10 Loan Application Forms, Sanction letters and Loan Agreements;
  - 1.11 Documents under the PIT Regulations;
  - 1.12 Disclosures under SAST Regulations.

## NOMINATION & REMUNERATION POLICY

### 1. Preamble

- 1.1 Sub-section (3) of Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 1.2 Section 178 of the Companies Act, 2013 has been made effective from April 1, 2014 by the Central Government by notification no. S.O. 902(E) issued on March 26, 2014. Therefore this Nomination and Remuneration Policy ("the Policy") has been framed in compliance with the provisions of the Act and Rules made under the Act.
- 1.3 The Policy provides a framework for remuneration to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "**Executives**").  
  
The expression "senior management" means employees of Company who are members of its core management team excluding directors comprising all members of management one level below the executive directors, including the functional heads.
- 1.4 The Members of the Nomination and Remuneration Committee ("the Committee or NRC") shall be appointed by the Board and shall comprise three or more non-executive directors out of which not less than one-half shall be independent directors. Any fraction in the one-half shall be rounded off to one.
- 1.5 This Policy will be called "KVL Nomination & Remuneration Policy" and referred to as "the Policy".
- 1.6 The Policy will be reviewed at such intervals as the Nomination and Remuneration Committee will deem fit.

### 2. Objectives

- 2.1 The objectives of the Policy are as follows:
  - 2.1.1 To set criteria for determining qualifications, positive attributes and independence of a director and remuneration of the Executives.
  - 2.1.2 To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.
  - 2.1.3 To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
  - 2.1.4 To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
  - 2.1.5 To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

### 3. Principles of remuneration

- 3.1 Support for Strategic Objectives:** Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with and supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 Transparency:** The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 Internal equity:** The Company shall remunerate the Executives in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

- 3.4 External equity:** The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.
- 3.5 Flexibility:** Remuneration and reward shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other laws.
- 3.6 Performance-Driven Remuneration:** The Company shall establish a culture of performance-driven remuneration through the implementation of the Performance Incentive System.
- 3.7 Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.

#### 4. Terms of Reference and Role of the Committee

4.1 The Terms of Reference and Role of the Committee as set by the Board of Directors are as under:

- 4.1.1 Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant and to make recommendations to the Board with respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company;
- 4.1.2 Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee;
- 4.1.3 Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board;
- 4.1.4 Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;
- 4.1.5 Ensure "fit and proper" status of existing/proposed Directors of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time;
- 4.1.6 Formulate, administer and supervise the Company's Stock Option schemes, if any, in accordance with relevant laws;
- 4.1.7 Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- 4.1.8 Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 4.1.9 Ensure that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- 4.1.10 Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMPs) and other employees of the Company;
- 4.1.11 Formulate the criteria for evaluation of Independent Directors and the Board;
- 4.1.12 Devise a policy on Board diversity;
- 4.1.13 Identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- 4.1.14 Deal with such matters as may be referred to by the Board of Directors from time to time;

4.2 The Committee shall:

- 4.2.1 review the ongoing appropriateness and relevance of the Policy;
- 4.2.2 ensure that all provisions regarding disclosure of remuneration, including pensions, leave encashment, gratuity, etc. are fulfilled;
- 4.2.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.2.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

4.3 Without prejudice to the generality of the terms of reference as set out above, the Committee shall:

- 4.3.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to the Executives including individual limit and make amendments to the terms of such schemes, as the case may be;
- 4.3.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors.
- 4.3.3 review the terms of Executives service contracts from time to time.

**5. Procedure for selection and appointment of the Board Members**

**5.1 Board membership criteria:**

- 5.1.1 The Committee, along with the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of a Board Member. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.
- 5.1.2 In evaluating the suitability of individual Board members, the Committee shall take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.
- 5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- 5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 5.1.5 The Committee shall evaluate each Director with the objective of having a group that best enables the success of the Company's business.

**5.2 Selection of Board Members/ extending invitation to a potential director to join the Board:**

- 5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.
- 5.2.2 The Board then shall make an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

## 6. Procedure for selection and nomination of KMP and SMPs

The Chairman and the Managing Director (MD) along with the Head of Human Resource (HR) Department, identify and appoint suitable candidates for appointing them as KMPs (excluding Executive Directors) or SMPs of the Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position of concerning KMP or SMP.

Further, in case of KMP (excluding Executive Director) appointment, approval of the Board of Directors / concerned Committee shall be taken in accordance with provisions of relevant Act, statutes, regulations etc. existing as on that date. The appointment and/or removal of KMPs shall be placed before the NRC and / or Board of Directors at regular intervals.

Further, in case of appointment of SMPs (excluding KMPs), the appointment as approved by the MD and Head of the HR Department shall be placed before the NRC at regular intervals.

## 7. Compensation Structure

### 7.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company will be paid remuneration by way of fees only for attending the meetings of the Board of Directors and its Committees. The fees paid to the Non-executive Directors for attending meetings of Board of Directors shall be such as may be determined by the Board within the limit prescribed under the Companies Act, 2013 which is currently ₹ 100,000/- per meeting i.e. Board or Committee. Beside the sitting fees, they are also entitled to reimbursement of expenses and payment of commission on net profits.

The fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees thereof may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013 and amended from time to time.

An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.

If any such director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

### 7.2 Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel(s) (SMPs)

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs shall be approved by the Board of Directors at a meeting which shall be subject to the approval of members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V of the Companies Act, 2013. As a policy, the Executive Directors are not paid any fees for attending the Board and/or Committee meetings.

If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company may receive any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.

The remuneration (including revision) of KMPs (excluding Executive Directors) and SMPs shall be determined by Chairman along with the MD and Head of Human Resource (HR) Department after taking into consideration the academic, professional qualifications, work experience, skill, other capabilities and industry standards.

Further, the remuneration (including revision) of KMPs (excluding Executive Directors) shall also be subject to approval of the Board of Directors/concerned Committees, if stipulated by any Act, statute, regulations etc.

## **8. Powers of the Committee and Meetings of the Committee**

The Committee shall have inter-alia the following powers:

- 8.1 Conduct studies or authorise studies of issues within the scope of the Committee with full access to all books, records, facilities and personnel of the Company;
- 8.2 Retain or seek advice of consultants and experts for performance of their role under this Policy and the costs relating thereto shall be borne by the Company;
- 8.3 Delegate its powers to any Member of the Committee or any KMP of the Company or form sub-committees to perform any of its functions or role under this Policy.

The Committee shall meet as per the requirements of law or at such larger frequency as may be required.

## **9. Approval and publication**

9.1 This Policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

9.2 The Policy shall form part of Director's Report as required under Section 178(4) of the Companies Act, 2013.

## **10. Supplementary provisions**

10.1 This Policy shall formally be implemented from the date on which it is adopted by the Board of Directors.

10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant laws and regulations, the Company's Articles of Association.

10.3 The right to interpret this Policy vests in the Board of Directors of the Company.



## CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations, 2015”) the details of compliance by the Company with the norms on Corporate Governance are as under:

### COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company’s philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company’s robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company’s Code of Business Conduct and its well-structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company’s stakeholders.

Your Company has complied with the requirements of Corporate Governance as laid down under the Listing Regulations, 2015.

### 1) Board of Directors:

#### a) Composition of the Board

As on 31st March, 2017, the Board of Directors of the Company comprised of 6 (Six) Directors, of whom 3 (three) are Non-Executive Independent Directors, 1 (One) Executive Director (Managing Director) and 2 (two) Non-Executive Directors, out of which one is the Chairman of the Board. The Board has no institutional Nominee Director.

The composition of the Board is in compliance with the requirements of Regulation 17 of the Listing Regulations, 2015.

The Composition of the Board is enumerated below:

Mr. Lakshmi Niwas Bangur	Non-Executive / Promoter – Chairman
Mr. Shreeyash Bangur	Managing Director / Promoter
Ms. Sheetal Bangur	Non-Executive / Promoter
Mr. Amitav Kothari	Non-Executive, Independent
Mr. Bhaskar Banerjee	Non-Executive, Independent
Mr. Rajiv Kapasi	Non-Executive, Independent

#### b) Board Procedure and access to information

The members of the Board are provided full information and documents pertaining to all the matters to be considered at each board meetings, to enable the Board to discharge its responsibilities effectively and the Chairman and the Managing Director review the overall performance of the Company.

#### c) Attendance of each director at the Board Meetings and at the last Annual General Meeting and other Directorships/ committee memberships held

During the Financial Year 2016-2017, the Board met 4 (Four) times on the dates as mentioned below:-

**30th May, 2016, 9th August, 2016, 9th November, 2016 and 11th February, 2017.**

The members of the Board have also passed a Circular Resolution as per Section 175 of the Companies Act, 2013 on 19th April, 2016, September 25, 2016 and October 7, 2016.

The attendance and number of other directorships / committee memberships of each Director is given below:

Name of Directors with DIN	No. of Board Meetings attended	Whether attended last AGM on 27.09.2016	No. of Directorships in other Public Ltd. Companies	Other Committee Memberships@	Chairmanship**
Mr. Lakshmi Niwas Bangur DIN: 00012617	4	Yes	9	3	2
Mr. Shreeyash Bangur DIN:00012825	4	Yes	5	-	-
Ms. Sheetal Bangur DIN:00003541	1	No	7	-	-
Mr. Amitav Kothari DIN:01097705	4	No	3	3	1
Mr. Bhaskar Banerjee DIN:00013612	3	Yes	5	5	3
Mr. Rajiv Kapasi DIN:02208714	4	No	5	6	1

\*\*Includes only Audit Committee and Stakeholders Relationship Committee of Public Companies.

@ Number of Membership also includes Chairmanship held in the Committee(s).

#### Number of shares and convertible instruments held by non-executive director

None of the non-executive directors of the Company hold any shares or convertible securities in the Company.

#### Disclosure of relationships between directors inter-se:

None of the Directors are related to each other except Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur.

Name of the Directors	Relationship between directors
Mr. Lakshmi Niwas Bangur	Father of Mr. Shreeyash Bangur and Ms. Sheetal Bangur
Mr. Shreeyash Bangur	Son of Mr. Lakshmi Niwas Bangur and Brother of Ms. Sheetal Bangur
Ms. Sheetal Bangur	Daughter of Mr. Lakshmi Niwas Bangur and Sister of Mr. Shreeyash Bangur

#### d) Code of Conduct

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members, senior management and employees of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, transparency and compliance of laws & regulations etc.

The Code of Conduct is posted on the website of the Company viz., <http://www.lnbgroupp.com/kiran/investors.php>.

All the Board members and senior management personnel have confirmed compliance with the said Code. A declaration to that effect signed by the Managing Director & CEO pursuant to Schedule V (D) of the Listing Regulations, 2015 is attached and forms part of the Annual Report of the Company.

#### e) Prevention of Insider Trading

The Company has a Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per the Requirement of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. All the Directors, Senior Managerial Personnel and other employees who could have access to the unpublished price sensitive information of the Company are governed by the said Code of Conduct for Prohibition of Insider Trading. The trading window is closed during the time of declaration of results and occurrence of any material events as mentioned in the code itself. During the year under review, there has been due compliance with the said code.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is also available on the website of the Company viz., <http://www.lnbgroupp.com/kiran/investors.php>

**f) Familiarization Programme**

At the time of appointing an Independent Director, formal letter of appointment is given to them, which inter-alia explains the role, functions, duties and responsibilities expected from them as an Independent Director of the Company. Moreover, the Directors were also explained in detail the compliances required from them under the Companies Act, 2013, Listing Regulations, 2015 and the recent Guidelines and Directions issued by Reserve Bank of India, applicable to the Company and other relevant regulations.

Further, with a view to familiarize them with the Company's operations, an induction kit was also provided to the Independent Directors of the Company.

The details of the Familiarization Programme has been disclosed on the website of the Company <http://www.lnbgroupp.com/kiran/investors.php>

**g) Details of Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting**

The details of the Directors seeking appointment and re-appointment at the ensuing Annual General Meeting forms part of the Notice of the 21st Annual General Meeting of the Company, the same is also available on the website of the Company [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran)

**Separate Meeting of Independent Directors**

During the year, the Independent Directors met on February 11, 2017 to discuss the following:

- a) Review the performance of Non –Independent Directors and the Board as a whole;
- b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non –executive directors; and
- c) To assess 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 Meeting was attended by all the Independent Directors and was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

**2) COMMITTEES OF THE BOARD**

The Board constituted various committees to function in specific areas and to take informed decisions within delegated powers. Each committee exercises its functions within the scope and area as defined in its constitutional guidelines. With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Corporate Social Responsibility Committee
- e) Asset Liability Management Committee
- f) Risk Management Committee
- g) Loan and Investment Committee
- h) Grievance Redressal Committee

**a) Audit Committee****Composition:**

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors including the Chairman as required under Regulation 18 of (Listing Obligation and Disclosure Requirements) Regulation, 2015. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary of the Company acts as the Secretary of the Committee.

**Objective:**

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the Committee is to monitor and provide effective supervision of the financial reporting process to ensure reliability and timeliness of disclosures while ensuring integrity and quality of the reports.

**Terms of Reference:**

Some of the important terms of reference of the Committee are as follows:

- a) To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) To recommend the appointment, remuneration and terms of appointment of auditors of the company, including the filling of a casual vacancy of an auditor;
- c) To approve the 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;
- d) To approve rendering of services by the statutory auditor other than those expressly barred under section 144 of Companies Act, 2013 and remuneration for the same;
- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board;
- 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 to take up steps in this matter;
- g) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- h) To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- i) To approve of or modify the transactions of the company with the related parties;
- j) To scrutinize the inter-corporate loans and investments;
- k) To carry out valuation of undertakings or assets of the company, wherever it is necessary;
- l) To evaluate the adequacy of internal financial controls and risk management systems;
- m) To appoint Registered Valuers;
- n) To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- o) To review 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;
- p) To discuss with internal auditors any significant findings and follow up there on;
- q) 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;
- r) To investigate into any matter listed out herein or referred to by the Board or auditor of the Company ;
- s) To formulate the scope, functioning, periodicity and methodology for conducting the internal audit;
- t) To oversee the functioning of the Vigil Mechanism, if any;
- u) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- v) To devise an appropriate and proper system for storage, retrieval, display or printout of electronic records;
- w) To carry out such other business as may be required by applicable law or considered appropriate in view of the general terms of reference and the purpose of the Audit Committee”

#### Meetings of Committee

The Audit Committee met 4 (four) times during the year on 30th May, 2016, 6th August, 2016, 9th November, 2016 and 11th February, 2017. The attendance of the Committee members to these meetings was as follows:

Name of Directors	No. of Meetings Attended
Mr. Amitav Kothari - (Chairman)- Independent	4
Mr. Bhaskar Banerjee – Independent	4
Mr. Lakshmi Niwas Bangur – Non Executive	4

The members of the Audit Committee has also passed a Circular Resolution on 3rd October, 2016.

#### b) Nomination and Remuneration Committee:

##### Composition:

The Board has constituted a well-qualified Nomination and Remuneration Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors as required under Section 178 of the Companies Act, 2013 and Regulation 19 of (Listing Obligation and Disclosure Requirements) Regulation, 2015.

##### Objective:

- a) To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.
- b) To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.
- c) To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- d) To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the “pay-for-performance” principle.
- e) To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

##### Terms of Reference:

Some of the important terms of reference of the Committee are as follows:

- 1) Evaluate the current composition and organization of the Board and its committees in light of requirements established by any regulatory body or any other applicable statute, rule or regulation which the Committee deems relevant and to make recommendations to the Board with respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company;
- 2) Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee;
- 3) Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board;

- 4) Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;
- 5) Ensure “fit and proper” status of existing/proposed Directors of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time;
- 6) Formulate, administer and supervise the Company’s Stock Option schemes, if any, in accordance with relevant laws;
- 7) Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- 8) Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 9) Ensure that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- 10) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMPs) and other employees of the Company;
- 11) Formulate the criteria for evaluation of Independent Directors and the Board;
- 12) Devise a policy on board diversity;
- 13) Identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- 14) Deal with such matters as may be referred to by the Board of Directors from time to time;

#### Meetings of the Committee:

The Nomination and Remuneration Committee met 2 (two) times during the year i.e., on 30th May, 2016 and 11th February, 2017. The attendance of the committee members to these meetings was as follows:

Name of Director	No. of Meetings Attended
Mr. Bhaskar Banerjee, Independent Director, Chairman	2
Mr. Lakshmi Niwas Bangur, Non-executive Director	2
Mr. Rajiv Kapasi, Independent Director	2

#### Performance evaluation criteria for Independent Directors:

Details of the performance evaluation criteria for Independent Directors of the Company is provided in the Directors’ Report forming part of the Annual Report of the Company.

#### Nomination and Remuneration Policy:

The Board of Directors of the Company has approved and adopted the Nomination and Remuneration Policy of the Company as given in **Annexure “E”**. The said policy which includes the criteria of making payments to non-executive directors can be viewed at the website of the Company <http://www.lnbgroup.com/kiran/policies.php>



**Remuneration of Directors:**

Sl. No.	Name of Director	Remuneration (₹ in Lacs)	Sitting Fees (₹ in Lacs)	Commission (₹ in Lacs)	No. of Shares held
1.	Mr. Lakshmi Niwas Bangur	Nil	2.40	1.36	1,760,457
2.	Mr. Shreeyash Bangur	36.14	Nil	Nil	553,000
3.	Ms. Sheetal Bangur	Nil	0.20	1.36	Nil
4.	Mr. Amitav Kothari	Nil	1.80	1.36	Nil
5.	Mr. Bhaskar Banerjee	Nil	2.40	1.36	Nil
6.	Mr. Rajiv Kapasi	Nil	1.60	1.36	Nil

The Company does not pay any performance incentive or severance fees. Apart from the above mentioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2016-17.

None of the Directors hold any stock option in the Company.

**c) Stakeholders' Relationship Committee****Composition:**

The Board has constituted a well-qualified Stakeholders' Relationship Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors as required under Section 178 of the Companies Act, 2013 and Regulation 20 of (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company Secretary the Company acts as the Secretary to the Committee.

**Terms of Reference:**

The Stakeholders' Relationship Committee, inter alia, considers the matter relating to grievances of transfer/transmission of Shares, Issue of Duplicate Share Certificates, Dematerialization/ Rematerialisation of Shares, redressal of shareholders'/ investors' grievances etc. The Committee regularly reviews the services provided by the Registrars and Transfer Agent to the shareholders.

**Meetings of Committee**

The Stakeholders' Relationship Committee met 4 (four) times during the year on 30th May, 2016, 6th August, 2016, 9th November, 2016 and 11th February, 2017. The attendance of the Committee members to these Meetings was as follows:

Name of Directors	No. of Meetings Attended
Mr. Bhaskar Banerjee – Independent Director	4
Mr. Lakshmi Niwas Bangur –Non Executive Director	4
Mr. Rajiv Kapasi –Independent Director	3

**The status of the Investors' Complaints are given hereunder:**

No. of complaints received	:	Nil
No. of complaints not solved	:	Nil
No. of complaints pending	:	Nil

**SEBI Complaints redress System (SCORES)**

The Company has registered with "SCORES" as per SEBI Circular CIR/OIAE/1/2014 dated December 18, 2014 in order to update the status of Investors Complaints. There is no complaint pending on this portal as on 31st March, 2017.

**d) Corporate Social Responsibility (CSR) Committee**

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee is headed by the Chairman of the Company, Mr. Lakshmi Niwas Bangur and consists of the others members viz., Mr. Shreeyash Bangur and Mr. Bhaskar Banerjee.

**Terms of Reference:**

Some of the important terms of reference of the Committee are as follows:

- a) Formulate, monitor and recommend to the Board the CSR Policy including the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- b) Recommend the amount of expenditure to be incurred on the activities undertaken;
- c) Monitor the implementation of the framework of Corporate Social Responsibility Policy;
- d) Evaluate the social impact of the Company’s CSR Activities;
- e) Review the Company’s disclosure of CSR matters;
- f) Submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed;
- g) Consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including the Listing Agreement, Corporate Social Responsibility Voluntary Guidelines, 2009 and the Companies Act, 2013.

**Meetings of the Committee**

During the year ended on 31st March 2017, this Committee had 2 (two) meetings on 30th May, 2016 and 11th February, 2017 which were attended by the Members as under:-

Name of Directors	No. of Meetings Attended
Mr. Lakshmi Niwas Bangur – Non Executive Director	2
Mr. Shreeyash Bangur – Executive Director	2
Mr. Bhaskar Banerjee –Independent Director	2

**CSR Policy**

Your Company has developed a CSR Policy which is stated in this Annual Report. Additionally, the CSR Policy has been uploaded on the website of the Company and available at weblink <http://www.lnbgroup.com/kiran/policies.php>.

**e) Asset Liability Management Committee**

In accordance with the Reserve Bank of India Guidelines, Asset Liability Management Committee (ALCO) of the Board, comprising of Mr. Bhaskar Banerjee, Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur, has been re-constituted for implementation of the ALM system and to review its functions periodically.

The Committee has met 4 (four) times during the year on 30th May, 2016, 6th August, 2016, 8th November, 2016 and 10th February, 2017 respectively.

**f) Risk Management Committee**

In accordance with the Reserve Bank of India Guidelines, Risk Management Committee of the Board comprising of Mr. Bhaskar Banerjee, Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur, has been re-constituted for better management of the affairs of the Company and to bring about transparency in the transactions and to ensure that there is no bad Investment in securities and Loans. The Committee reviews the Risk Management Policy of the Company from time to time.

The Committee has met 4 (four) times during the year on 30th May, 2016, 6th August, 2016, 8th November, 2016 and 10th February, 2017 respectively.

**g) Loan and Investment Committee**

In accordance with the Reserve Bank of India Guidelines, Loan and Investment Committee of the Board, comprising of Mr. Bhaskar Banerjee, Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur, has been re-constituted in order to get better return on the Investment made, to minimize the loss and to prevent from any slippage in the quality of assets. The Committee reviews the Loan & Investment Policy of the Company from time to time.

The Committee has met 4 (four) times during the year on 30th May, 2016, 6th August, 2016, 8th November, 2016 and 10th February, 2017 respectively.

#### h) Grievance Redressal Committee

In accordance with the Reserve Bank of India Guidelines, Grievance Redressal Committee of the Board comprising of Mr. Bhaskar Banerjee, Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur as members, has been re-constituted to redress the complaints and grievances of the borrowers and to enable the Company to serve them better. During the year under review, the Committee has met 3 (three) times on 6th August, 2016, 8th November, 2016 and 10th February, 2017.

### 3) General Body Meetings;

#### a) Annual General Meeting:

Venue, date, day and time of the Annual General Meetings held during last 3 years are as follow:

Year	Venue	Date	Time
2014	Far Pavilion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata – 700033	10.09.2014	1.30 PM
2015	Far Pavilion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata – 700033	30.09.2015	2.00 PM
2016	Far Pavilion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata – 700033	27.09.2016	1.30 PM

#### Special Resolution(s) passed in previous 3 AGMs

Date	Matters
10.09.2014	<ul style="list-style-type: none"> <li>a) Terms of appointment and remuneration of Mr. Shreeyash Bangur as the Managing Director of the Company under the provisions of the Companies Act, 2013.</li> <li>b) Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.</li> <li>c) Payment of remuneration by way of Commission to Non-Executive Directors (including Independent Directors).</li> <li>d) Section 180(1)(c) of the Companies Act, 2013 for borrowing money.</li> <li>e) Section 180(1)(a) of the Companies Act, 2013 for mortgaging and/or charging immovable / movable properties of the Company.</li> </ul>
30.09.2015	Maintenance of the Register of Members and Related Books at a place other than the registered office of the company under the provisions of Section 94(1) of the Companies Act, 2013 and other allied rules thereof.
27.09.2016	Re-appointment of Managing Director for the period of 3 (Three) years.

#### b) Postal Ballot

No resolution was passed through Postal Ballot during the Financial Year 2016-2017. There is no immediate proposal to conduct any resolution through postal ballot.

### 4) Means of Communication:

#### 4.1 Financial Results

The quarterly, half-yearly and annual Financial Results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are also published in the prescribed *proforma* within 48 hours of the conclusion of the meeting of the Board in which they are considered, in English newspaper circulating the whole or substantially the whole of India and in one vernacular newspaper of the state where the registered office of the Company is situated [i.e., in Business Standard (All India edition) and Kalantar/Ekdin (Bengali)].

These results are simultaneously posted on the website of the Company at <http://www.lnbgroupp.com/kiran/financials.php> and also uploaded on the website of the Stock Exchange(s), BSE Ltd. and The Calcutta Stock Exchange Limited.

## 4.2 Annual Report

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Corporate Governance Report, Management Discussion & Analysis Report, and other relevant/important information is circulated to members and other entitles.

## 4.3 E-mail IDs for Shareholders/Investors

Investors may send their query/feedback to [kvl@lnbgroup.com](mailto:kvl@lnbgroup.com)

## 5) General Shareholder Information:

### 5.1 Annual General Meeting

Day and Date : Thursday, 14th September, 2017

Time : 1.30

Venue : Far Pavillion, The Tollygunge Club Ltd., 120, Deshparan Sasmal Road, Kolkata - 700 033

### 5.2 Financial Calendar

Financial year of the Company is from April 1 to March 31. The schedule for board meetings to be conducted for the Financial Year 2017-18 (tentative and subject to change) are as follows:

<b>Quarter ending June 30, 2017</b>	: On or before 14.08.2017
<b>Quarter and half year ending September 30, 2017</b>	: On or before 14.11.2017
<b>Quarter and nine months ending December 31, 2017</b>	: On or before 14.02.2018
<b>Year ending March 31, 2018</b>	: On or before 30.05.2018

### 5.3 Dividend Payment Date

Dividend shall be paid to all the eligible shareholders within 30 days from the date of Annual General Meeting.

### 5.4 Listing on Stock Exchanges

Sl. No:	Name	Address
1	BSE Limited ('BSE')	Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001
2	The Calcutta Stock Exchange Limited ('CSE')	7, Lyons Range, Kolkata - 700 001

The Company has paid annual listing fees to each of the Stock exchanges in which it is listed.

### 5.5 Stock Code

BSE : 537750

CSE : 10021383

ISIN : INE555P01013

#### Depositories Connectivity

National Securities Depository Limited (NSDL)

Central Depository Services Limited (CDSL)

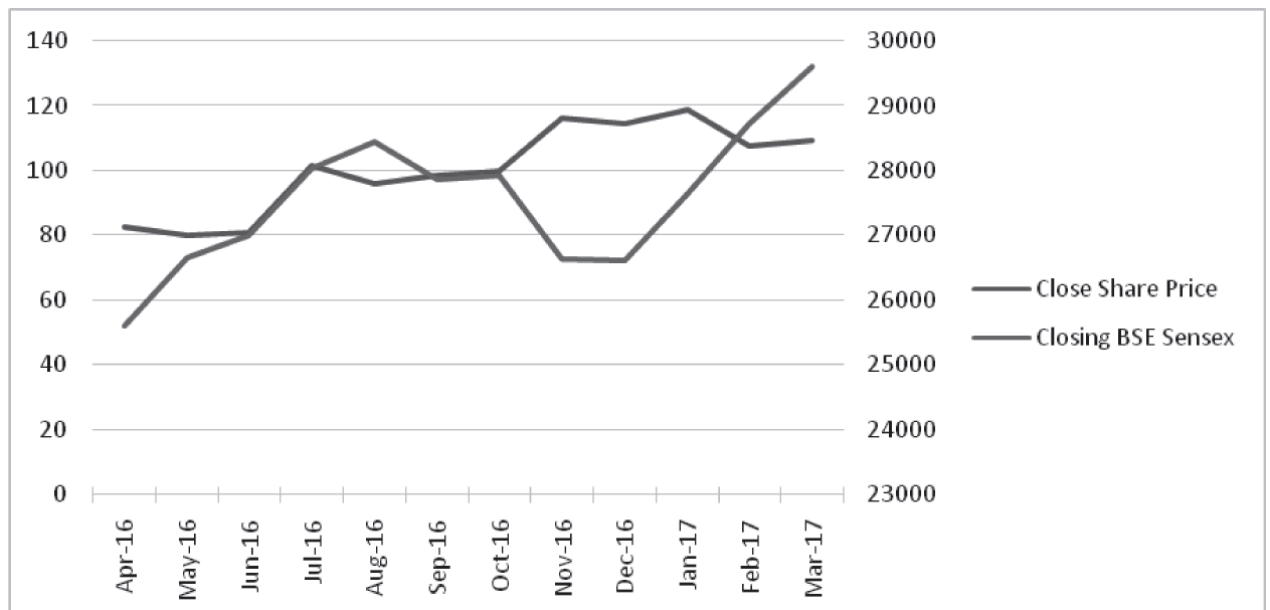
The Listing Fees has been duly paid to BSE & CSE along with Custodian fees to NSDL and CDSL for the financial year 2016-17.

## 5.6 Market Price Data

Month	BSE			CSE		
	High Price	Low Price	No. of Shares	High Price	Low Price	No. of Shares
Apr-16	90.00	80.00	8888	-	-	-
May-16	87.90	76.00	10698	-	-	-
Jun-16	85.05	76.00	8425	-	-	-
Jul-16	107.90	78.00	76330	-	-	-
Aug-16	118.00	95.00	33487	-	-	-
Sep-16	107.50	93.00	21208	-	-	-
Oct-16	109.70	95.00	18104	-	-	-
Nov-16	120.30	95.05	32156	-	-	-
Dec-16	120.00	103.50	22411	-	-	-
Jan-17	120.00	107.50	51683	-	-	-
Feb-17	119.90	101.00	52130	-	-	-
Mar-17	115.50	101.10	247262	-	-	-

There were no trading in the Calcutta Stock Exchange Ltd in last twelve months. Hence, the data is not available.

## 5.7 Performance in comparison to broad based indices :



## 5.8 Registrar and Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Phone : (033) 2243-5809/5029, Fax : (033) 2248-4787, E.mail : mdpldc@yahoo.com

## 5.9 Share Transfer System

Share transfer is affected within a period of 15 days from the date of receipt, if all required documents are duly submitted. All requests for dematerialization of shares are processed and confirmation is given to the depositories within 15 days.

The Company obtains a certificate of compliance in respect of share transfer from a Practicing Company Secretary pursuant to Regulation 40 (9) of the Listing Regulations, 2015.

**5.10 Distribution of Shareholding**

The shareholding distribution of the equity shares as on 31st March, 2017 is given below:-

Shareholders	No. of Shareholders	% of shareholders	No. of Shares	Percentage of Shareholding
Upto 500	1453	72.9418	194838	0.7517
501 to 1000	214	10.7430	148305	0.5722
1001 to 2000	160	8.0321	220325	0.8500
2001 to 3000	48	2.4096	124746	0.4813
3001 to 4000	12	0.6024	43641	0.1684
4001 to 5000	19	0.9538	88224	0.3404
5001 to 10000	20	1.0040	142463	0.5496
10000 and above	66	3.3133	24957458	96.2865
<b>Total</b>	<b>1992</b>	<b>100.0000</b>	<b>25920000</b>	<b>100.0000</b>

**Shareholding Pattern**

Shareholders Category	No. of shares held	% of total shares held
<b>Promoter &amp; Promoter Group</b>		
a) Indian	19391400	74.8125
b) Foreign	Nil	Nil
<b>Sub Total (A)</b>	<b>19391400</b>	<b>74.8125</b>
<b>Public Shareholding</b>		
<b>1. Institutions</b>	Nil	Nil
<b>2. Non-Institutions</b>		
a. Bodies Corporate	4998674	19.2850
b. Individuals	1404676	5.4193
c. Others	3891	0.0150
NRI	121359	0.4682
<b>Sub Total (B)</b>	<b>6528600</b>	<b>25.1875</b>
Shares held by Custodian & against which Depository Receipts have been issued		
a. Promoter and Promoter Group	Nil	Nil
b. Public	Nil	Nil
<b>Sub Total (C)</b>	<b>Nil</b>	<b>Nil</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>25920000</b>	<b>100.0000</b>

**5.11 Dematerialization of Shares:**

About 99.47 % of total equity share capital is held in dematerialized form with NSDL and CDSL as on 31st March, 2017.

**5.12 Outstanding GDRs/ ADRs/Warrants or conversion Instruments, conversion date and likely impact on equity:**

No GDRs/ ADRs/Warrants or conversion instruments have been issued by the Company.

**5.13 Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The same is not applicable to the Company.



**5.14 Address for Correspondence**

Kiran Vyapar Limited  
 Krishna, Room no. 706, 7th Floor  
 224, A.J.C. Bose Road, Kolkata - 700 017, West Bengal  
 Phone : (033) 2223-0016 / 18, Fax : (033) 2223-1569, E.mail : kvl@lnbgroup.com

**6) Disclosures:****(i) Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:**

All transactions with related parties were in the ordinary course of business and at arm's length. The Company has not entered into any related party transaction which are in conflict with the interest of the Company. The details of related party transactions are disclosed in Note no.34 attached to and forming part of the accounts.

The Related Party Transaction Policy is posted on the website of the Company viz., <http://www.lnbgroup.com/kiran/policies.php>

**(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years:**

No penalties, structures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, in respect of any matter related to the capital market, during the last three years.

There have been delays by the Company in filing of certain disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 1992. The Company has suo moto proposed to settle these non-compliance with SEBI by filing a settlement application in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulation, 2014.

Acceptance of the Company's proposal by SEBI in conclusion of the proceedings is awaited."

**(iii) Whistle Blower Policy:**

In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors and employees may report concerns about unethical behaviour, discrimination, harassment, victimization, unfair unemployment practice and actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Company has put in place a process by which employees and others have direct access to the Chairman of the Audit Committee and Nodal Officer.

The Whistle-blower Policy is placed on the notice board of the Company, and its website viz., <http://www.lnbgroup.com/kiran/policies.php>

During the Financial Year 2016-2017, no personnel has been denied access to the audit committee in this regard.

**(iv) Compliance with mandatory requirements and adoption of non-mandatory requirements:**

The Company has complied with all mandatory requirements as prescribed in the Listing Regulations, 2015 and Companies Act, 2013. The details of compliance with non-mandatory requirements are provided below:

- a) Non-Executive Chairman's Office:** Chairman's office is separate from that of the Managing Director.
- b) Shareholders' Rights:** The quarterly, half yearly and annual financial results of the Company are published in the newspapers on an all India basis and are also posted on the Company's website. Further significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company under Investors section. The complete Annual Report is sent to every shareholder of the Company.
- c) Audit Qualifications:** The Company's financial statement for the year 2016-2017 does not contain any audit qualification.
- d) Separate posts of Chairman and CEO:** The Chairman of the Board is Mr. Lakshmi Niwas Bangur, Non-Executive Director and his position is separate from that of Mr. Shreyash Bangur, Managing Director.

- e) **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.
- f) In addition to Directors' Report, a Management Discussion and Analysis Report form part of the Annual Report to the shareholders. All key managerial personnel and senior management have confirmed that they do not have any material, financial and commercial interest in transactions with the Company that may have a potential conflict with the interest of the Company at large.

**7) Compliance in unlisted material subsidiary company**

Iota Mtech Limited, wholly owned subsidiary of the Company is a material non-listed Indian Subsidiary Company which was required to appoint Independent Director of the Company on its Board in compliance with the Listing Regulations, 2015.

Mr. Bhaskar Banerjee and Mr. Rajiv Kapasi, Independent Directors of the Company have been appointed on the Board of Iota Mtech Limited in due compliance of the same.

The Board of Directors of the Company has also adopted the Policy on Material Subsidiaries which has been posted on the website of the Company and available at the weblink,<http://www.lnbgroup.com/kiran/policies.php>

**8) Disclosures with respect to demat suspense account/ unclaimed suspense account:**

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

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

**Place: Kolkata  
Date: 27.05.2017**

**Lakshmi Niwas Bangur  
Chairman  
DIN: 00012617**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Economic and Industry Overview:**

The Company operates in the **Non-Banking Financial Company (NBFC)** segment of Industry and is registered with the Reserve Bank of India. Its activities are limited within India and is mainly engaged in the business of providing Loans and making Investment in Shares and Securities. The Company has been following a disciplined approach to investing for long term and creating value for its shareholders while availing opportunities to realize gains endeavouring to maintain its policy of consistent dividend distribution. The Company keeps evaluating business opportunities on a continuous basis considering the macro-economic conditions alongwith the policies of the Government of India (GOI) and Reserve Bank of India (RBI).

Despite the ongoing global economic headwinds, the Indian economy is moving steadily on the growth trajectory and is set to achieve an enviable position—a combination of high growth and dwindling inflation. Indian economy grew at 7.1% during FY 2016-17 while the Fiscal Deficit stood at 3.5% of GDP. Demonetization was a bold decision taken by the Government of India and though it had short-term costs but significant benefits expected in the form of widening of the Income Tax net, tracking unaccounted money, putting fake currencies out of circulation etc.

**Future Outlook, Risk and Concerns:**

The Economic survey of the Government of India advocates broad based reforms to unleash economic dynamism and social justice. It forecasts GDP growth rate between 6.75% to 7.50% and Fiscal deficit target of 3.2% of GDP for FY 2017-18. The CPI inflation is expected to average around 4% or lower for FY 2017-18. The Government's continuous focus on economic reforms and three-pronged strategy of promoting manufacturing and competition, investing in health and education and increasing investment in the agriculture and rural sector will help India to achieve its long-term potential growth rate of around 8% - 10%. Therefore, India's economic growth is expected to benefit from these broad based policy reforms, particularly tax reform such as Goods and Service Tax (GST), infrastructure development programs, rate cuts, lower oil and commodity prices and consequent pick-up in investments.

However, the possible headwinds to such promising prospects for the Indian economy emanate from factors like slowdown in the Global economy with subdued global demand conditions, private capex not picking pace and significant non-performing assets at Indian Banks.

Amidst global headwinds, India is seen as a bright performer and the economy is expected to grow at 7.4% in FY 2017-18. Assuming a normal monsoon, continuation of the cyclical upturn in a supportive policy environment, and no major structural change or supply shocks, the projected growth numbers are expected to be achieved.

The performance of the company is closely linked with the overall performance of the Indian Economy, Financial and Capital Markets. The future success of the company depends on its ability to anticipate volatility in Capital and Financial Markets and minimise related risks through prudent investing decisions. Hence the Management regularly monitors and reviews the changing Economic and Market conditions in order to take timely and prudent investment decisions. Any slowdown in the Indian economy or volatility in the Financial and/or Capital markets could adversely affect the performance of the company.

**Financial and operational performance:**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer to the Directors' Report in this respect.

**Internal Control system and their adequacy:**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by the Internal Auditor of the Company. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

**Cautionary statement**

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, Government policies & regulations, economic development within/outside country etc.

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

**Place : Kolkata**  
**Date : 27.05.2017**

**L. N. Bangur**  
**Chairman**  
**(DIN: 00012617)**

**Shreyash Bangur**  
**Managing Director**  
**(DIN:00012825)**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of **KIRAN VYAPAR LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter dated 31 March 2017.
2. We have examined the compliance of conditions of corporate governance by Kiran Vyapar Limited ('the Company') for the year ended on 31 March 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Management's Responsibility**

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2017.  
We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on use**

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm Regn. No. 001076N/N500013**  
**per Anamitra Das**  
**Partner**  
**M. No. : 062191**  
**Place : Gurgaon**  
**Date : 27.05.2017**

**Declaration by the Managing Director and CEO under Regulation 26 (3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Compliance with Code of Conduct**

To  
The Members of  
**Kiran Vyapar Ltd.**

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2017.

**For Kiran Vyapar Limited**

**Place : Kolkata**  
**Date : 27.05.2017**

**Shreyash Bangur**  
**Managing Director**  
**DIN : 00012825**

**CEO and CFO CERTIFICATION**

The Board of Directors  
Kiran Vyapar Limited  
"Krishna" Room No. 706  
7th Floor, 224, A.J.C. Bose Road  
Kolkata – 700 017

We, Shreeyash Bangur, Managing Director and Ajay Sonthalia, Chief Financial Officer, certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are to the best of our knowledge and belief, no transactions entered into by the company during the quarter which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that
- (i) there were no significant changes in internal control over financial reporting during the quarter;
  - (ii) there were no significant changes in accounting policies during the quarter and that the same have been disclosed in the notes to the financial statements: and
  - (iii) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place : Kolkata**  
**Date : 27.05.2017**

**Shreeyash Bangur**  
**Managing Director**  
**(DIN: 00012825)**

**Ajay Sonthalia**  
**Chief Financial Officer**

---

**INDEPENDENT AUDITOR'S REPORT****To the Members of Kiran Vyapar Limited****Report on the Standalone Financial Statements**

1. We have audited the accompanying standalone financial statements of Kiran Vyapar Limited, ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

2. 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 prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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.
5. We conducted our audit in accordance with the Standards of Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
6. 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 auditors' 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 controls 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 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these standalone financial statements.

**Opinion**

8. 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 March 2017, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;



- b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the standalone financial statements 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 prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- e. on the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 27 May 2017 as per Annexure B expresses our unmodified opinion on adequacy and operative effectiveness of internal controls over financial reporting; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company, as detailed in Note 32 to the standalone financial statements, has disclosed the impact of pending litigations on its standalone financial position;
  - ii. the Company did not have any long-term contracts including derivatives contract 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; and
  - iv. the Company, as detailed in Note 35 to the standalone financial statements, has made requisite disclosures in these standalone financial statements as to holdings as well as dealings in these Specified Bank Notes during the period from 08 November 2016 to 30 December 2016. Based on the audit procedures performed and taking into consideration the information and explanation given to us, in our opinion, these are in accordance with the books of account maintained by the Company.

**For Walker Chandiok & Co. LLP**  
Chartered Accountants  
Firm Regn. No. : 001076N/N500013

per **Anamitra Das**  
Partner  
Membership No. : 062191

Place : Gurgaon  
Date : 27 May 2017

## Annexure A to the Independent Auditor's Report of even date to the members of Kiran Vyapar Limited, on the standalone financial statements for the year ended 31 March 2017

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All fixed assets have not been physically verified by the management during the year, however, there is a regular program of verification once in three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) The Company does not hold any immovable property (in the nature of 'fixed assets'). Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has granted unsecured loan to one company covered in the register maintained under Section 189 of the Act; and with respect to the same:
  - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest.
  - (b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/ receipts of the principal amount and the interest are regular; and
  - (c) there is no overdue amount in respect of loans granted to such company.
- (iv) In our opinion, the Company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
  - (b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

### Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹)	Amount Paid Under Protest (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Income-tax Act, 1961	Income Tax	68,500,000	Nil	AY 2011-12	Commissioner of Income Tax (Appeals)	(see Note I below)
The Income-tax Act, 1961	Income Tax	1,539,590	230,950	AY 2013-14	Commissioner of Income Tax (Appeals)	(see Note II below)
The Income-tax Act, 1961	Income Tax	105,434,310	15,815,150	AY 2014-15	Commissioner of Income Tax (Appeals)	(see Note II below)

**Annexure A to the Independent Auditor's Report of even date to the members of Kiran Vyapar Limited, on the standalone financial statements for the year ended 31 March 2017**Note:

- I. Pertains to outstanding demand of income tax in respect of the demerged Investment division of Maharaja Shree Umaid Mills Limited. The Company is liable to pay the tax (in respect of the demerged division) as per the order of the Hon'ble High Court at Calcutta.
  - II. The Company has made a payment of 15% of the disputed dues basis which a stay has been granted for the said demand by the authorities.
- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the terms loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under section 192 of the Act.
- (xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

**For Walker Chandiook & Co. LLP**  
Chartered Accountants  
Firm Regn. No. : 001076N/N500013

per **Anamitra Das**  
Partner  
Membership No. : 062191

Place : Gurgaon  
Date : 27 May 2017

## **Annexure B to the Independent Auditor's Report of even date to the Members of Kiran Vyapar Limited, on the standalone Financial Statements for the year ended 31 March 2017.**

### **Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the standalone financial statements of Kiran Vyapar Limited ("the Company") as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting ("IFCoFR") of the Company as of that date.

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

2. The Company's Board of Directors 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 (the "Guidance Note") 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 the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. 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 IFCoFR.

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

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

**Annexure B to the Independent Auditor's Report of even date to the Members of Kiran Vyapar Limited, on the standalone Financial Statements for the year ended 31 March 2017.**

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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 issued by the ICAI.

**For Walker Chandiok & Co. LLP**

Chartered Accountants

Firm Regn. No. : 001076N/N500013

per **Anamitra Das**

Partner

Membership No. : 062191

Place : Gurgaon

Date : 27 May 2017

**BALANCE SHEET AS AT 31ST MARCH 2017**

(All amounts in ₹, unless specified otherwise)

	Notes	As at 31st March, 2017	As at 31st March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	4	259,200,000	259,200,000
Reserves and surplus	5	5,509,548,976	5,428,824,044
		5,768,748,976	5,688,024,044
<b>Non-current liabilities</b>			
Long-term borrowings	6	4,032,212	12,829,976
Long-term provisions	7	6,809,628	5,460,688
		10,841,840	18,290,664
<b>Current liabilities</b>			
Short-term borrowings	8	237,000,000	250,000,000
Other current liabilities	9	37,187,984	21,937,755
Short-term provisions	7	9,021,473	79,223,011
		283,209,457	351,160,766
<b>Total</b>		<b>6,062,800,273</b>	<b>6,057,475,474</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	10	16,462,966	27,494,886
Deferred tax assets	11	7,213,718	3,519,925
Non-current investments	12	3,632,974,951	4,432,685,248
Long-term loans and advances	13	1,238,416,983	1,441,736,038
		4,895,068,618	5,905,436,097
<b>Current assets</b>			
Current investments	14	3,752,178	2,998,026
Inventories	15	21,150	21,150
Cash and cash equivalents	16	130,328,591	6,716,359
Short-term loans and advances	13	982,094,576	91,078,334
Other current assets	17	51,535,160	51,225,508
		1,167,731,655	152,039,377
<b>Total</b>		<b>6,062,800,273</b>	<b>6,057,475,474</b>

**Notes 1 - 36 form an integral part of these standalone financial statements**

This is the Balance Sheet referred to in our report of even date.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

per **Anamitra Das**  
**Partner**  
**Membership No.: 062191**

Gurgaon  
27 May, 2017

**For and on behalf of the Board of Directors**  
**KIRAN VYAPAR LIMITED**

**L. N. Bangur**  
**Chairman**  
**(DIN:00012617)**

Kolkata  
27 May, 2017

**Shreyash Bangur**  
**Managing Director**  
**(DIN:00012825)**

**Ajay Sonthalia**  
**Chief Financial Officer**



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

(All amounts in ₹, unless specified otherwise)

	Notes	As at 31st March, 2017	As at 31st March, 2016
<b>Revenue</b>			
Revenue from operations	18	241,472,395	195,040,894
Other income	19	6,360,431	1,036,606
<b>Total revenue</b>		<b>247,832,826</b>	<b>196,077,500</b>
<b>Expenses</b>			
Employee benefits expense	20	25,967,447	20,418,857
Finance costs	21	27,120,683	7,977,305
Depreciation	10	8,273,751	12,101,064
Other expenses	22	87,239,806	71,198,639
<b>Total expenses</b>		<b>148,601,687</b>	<b>111,695,865</b>
<b>Profit before tax</b>		<b>99,231,139</b>	<b>84,381,635</b>
<b>Tax expense</b>			
Current tax expense		22,200,000	14,000,000
Deferred tax credit		(3,693,793)	(1,523,955)
		<b>18,506,207</b>	<b>12,476,045</b>
<b>Profit for the year</b>		<b>80,724,932</b>	<b>71,905,590</b>
<b>Earnings per equity share of ₹10 each (EPS)</b>			
Basic and diluted	23	3.11	2.77

**Notes 1 - 36 form an integral part of these standalone financial statements**

This is the statement of profit and loss referred to in our report of even date.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

per **Anamitra Das**  
*Partner*  
**Membership No.: 062191**

Gurgaon  
27 May, 2017

**For and on behalf of the Board of Directors**  
**KIRAN VYAPAR LIMITED**

**L. N. Bangur**  
Chairman  
**(DIN:00012617)**

Kolkata  
27 May, 2017

**Shreyash Bangur**  
Managing Director  
**(DIN:00012825)**

**Ajay Sonthalia**  
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

(All amounts in ₹, unless specified otherwise)

	Year ended 31 March 2017	Year ended 31 March 2016
<b>A. Cash flow from operating activities</b>		
Profit before tax	99,231,139	84,381,635
Adjustment for :		
Depreciation	8,273,751	12,101,064
Provisions/liabilities written back	(53,542)	(1,034,216)
Provision for non performing assets	4,854,579	-
Contingent provisions towards standard assets	3,201,505	-
Loss on sale of fixed assets	1,802,747	-
Profit on sale of investments (net)	(43,453,843)	(55,048,329)
<b>Operating profit before working capital changes</b>	<b>73,856,336</b>	<b>40,400,154</b>
<b>Movements in working capital</b>		
Decrease in long-term loans and advances	199,825,375	501,485,000
(Increase)/decrease in short-term loans and advances	(891,016,242)	113,128,266
(Increase)/decrease in other current assets	(309,652)	1,288,946
Increase in long-term provisions	1,340,450	3,204
Increase/(decrease) in short-term provisions	(257,377)	749,863
Increase in other current liabilities	14,278,082	5,700,869
<b>Cash generated from/(used in) operating activities</b>	<b>(602,283,028)</b>	<b>662,756,302</b>
Income tax paid (net of refunds)	(38,396,320)	(15,737,745)
<b>Net cash generated from/(used in) operating activities</b> (A)	<b>(640,679,348)</b>	<b>647,018,557</b>
<b>B. Cash flow from investing activities</b>		
Capital advances	(310,000)	(20,000,000)
Proceeds from sale of fixed assets	1,300,000	-
Purchase of fixed assets	(302,578)	(5,182,107)
Purchase of investments	(1,867,711,099)	(1,853,785,264)
Sale of investments	2,730,132,629	1,025,306,232
<b>Net cash generated from/(used in) investing activities</b> (B)	<b>863,108,952</b>	<b>(853,661,139)</b>
<b>C. Cash flow from financing activities</b>		
Repayment of long-term borrowings	(7,998,353)	(7,316,627)
Proceeds from short-term borrowings (net of repayments)	(13,000,000)	250,000,000
Dividend paid	(64,627,264)	(64,581,395)
Dividend tax paid	(13,191,755)	(13,191,755)
<b>Net cash generated from/(used in) financing activities</b> (C)	<b>(98,817,372)</b>	<b>164,910,223</b>
<b>Net Increase /(decrease) in cash and cash equivalents</b> (A+B+C)	<b>123,612,232</b>	<b>(41,732,359)</b>
Cash and cash equivalents as at beginning of the year	6,716,359	48,448,718
Cash and cash equivalents as at end of the year	<b>130,328,591</b>	<b>6,716,359</b>

This is the cash flow statement referred to in or report of even date.

For Walker Chandiook & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per Anamitra Das  
Partner  
Membership No.: 062191

Gurgaon  
27 May, 2017

For and on behalf of the Board of Directors  
KIRAN VYAPAR LIMITED

L. N. Bangur  
Chairman  
(DIN:00012617)

Kolkata  
27 May, 2017

Shreyash Bangur  
Managing Director  
(DIN:00012825)

Ajay Sonthalia  
Chief Financial Officer

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

### 1. Background

Kiran Vyapar Limited ("the Company") is a public limited company domiciled in India and registered under the provisions of the Companies Act, 1956. The company is listed on Bombay Stock Exchange. The Company is a non-deposit taking Systemically Important Non-Banking Financial Company ("NBFC") registered with Reserve Bank of India ("the RBI") and is engaged in the business of giving loans and making investments.

### 2. Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting principles in India ("Indian GAAP") and comply in all material respects with the mandatory Accounting Standards ("AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and with the relevant provisions of the Act, pronouncements of the Institute of Chartered Accountants of India ("ICAI") and guidelines issued by the RBI as applicable to non-banking financial company. The financial statements have been prepared on an accrual basis except for interest on non-performing loans which is accounted on cash basis based on the guidelines issued by the RBI from time to time. The accounting policies applied by the Company are consistent with those used in the prior period.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of the work, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

### 3. Significant accounting policies

#### (a) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful loans and advances, income taxes, classification of assets and liabilities into current and non-current and the useful lives of fixed assets.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

#### (b) Tangible Fixed assets

Tangible Fixed assets are stated at cost, net of accumulated depreciation and impairment, if any. The cost of an asset comprises its purchase price and any cost directly attributable for bringing the asset to its working condition and location for its intended use. Subsequent expenditures, if any, related to an item of fixed assets are added to its book value only if they increase the future benefits from existing asset beyond its previously assessed standard of performance.

#### (c) Depreciation

Depreciation on all tangible assets is provided on written down value method over the useful lives of assets prescribed under Schedule II of the Act. In respect of additions, depreciation is provided on pro-rata basis from the date of acquisition/installation. Written down value of all assets acquired prior to 1<sup>st</sup> April 2014 are being depreciated over their remaining useful life as prescribed in Schedule II of the Act.

#### (d) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists then the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

### (e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. Provision for diminution in value is made to recognize a decline other than temporary in the value of the long-term investments.

### (f) Inventories

Inventories of shares and securities are carried at lower of cost and fair value.

### (g) Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably estimated and collectability is reasonably assured.

- Interest on loans is recognized on accrual basis, except in the case of Non-Performing Assets (“NPAs”), where interest is recognized upon realization, in accordance with the directives of the Master Direction- Non Banking Financial Company-Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- Interest income on deposits/investments is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- Profit/Loss on sale of investments is recognized on sale/redemption of respective investments.
- Revenue from investment in Venture Capital Fund (“VCF”) is accounted on accrual basis on the basis of statements/information received from the VCF.
- Dividend income is recognized when the Company’s right to receive dividend is established.

### (h) Asset classification and provisioning

Loan asset classification of the Company is given in the table below:

Particulars	Criteria
<b>Standard asset</b>	The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business
<b>Non-performing assets</b>	An asset for which, interest/principal payment has remained overdue for a period of four months or more
<b>Provision for loan portfolio</b>	Provision for standard assets and non-performing assets is made in accordance with the provisioning requirements for Systemically Important Non-deposit taking NBFCs issued by the RBI vide its circular no. DNBR.PD.008/03.10.119/2016-17 dated 01 September 2016.

### (i) Employee retirement benefits

The employees of the Company are eligible for gratuity and compensated absences. Liability for gratuity is recognized for eligible employees in accordance with The Payment of Gratuity Act, 1972, for every completed year of service with the Company. Liability for compensated absences is recognized in accordance with the leave policy of the Company for the accumulated leave balance based on last drawn salary.

### (j) Leases

Leases of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as Operating Leases. Lease payments under an operating lease are recognized as expense in the Statement of Profit and Loss on a straight line basis over the lease term.

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

### (k) Tax expense

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 ("IT Act"). The Company accounts for tax credit in respect of Minimum Alternate Tax ("MAT") in situations where the MAT payable is higher than tax payable under normal provisions of the IT Act. The credit so availed is adjusted in future years when the tax under normal provisions is higher than MAT payable to the extent of the said difference.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each balance sheet date.

The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### (l) Provisions, Contingent liabilities and Contingent Assets

- i. A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.
- ii. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.
- iii. Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

### (m) Transactions in foreign currency

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction. Foreign currency monetary items are reported using the year-end rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

### (n) Borrowing costs

Interest on borrowing is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowing. Ancillary expenditure incurred in connection with the arrangement of borrowings is amortized over the tenure of the respective borrowings. An unamortized borrowing cost remaining, if any, is fully expensed off as and when the related borrowing is prepaid /cancelled.

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

### (o) Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks. The Company considers all highly liquid investments at the time of purchase with a remaining maturity of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### (p) Earnings per equity share

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



**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
<b>4 Share capital</b>				
<b>Authorized share capital</b>				
Equity shares of ₹ 10 each	26,000,000	260,000,000	26,000,000	260,000,000
		<b>260,000,000</b>		<b>260,000,000</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of ₹ 10 each (*)	25,920,000	259,200,000	25,920,000	259,200,000
		<b>259,200,000</b>		<b>259,200,000</b>

(\*) 25,920,000 equity shares of ₹ 10 each were allotted for consideration other than cash pursuant to a Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide its order dated 21 August 2013 by virtue of which all assets and liabilities of the investment division of Maharaja Shree Umaid Mills Limited were transferred and vested with the Company with effect from 1 April 2012.

**a) Reconciliation of share capital**

Balance at the beginning of the year	25,920,000	259,200,000	25,920,000	259,200,000
<b>Balance at the end of the year</b>	<b>25,920,000</b>	<b>259,200,000</b>	<b>25,920,000</b>	<b>259,200,000</b>

**b) Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, equity shareholders are eligible to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholdings.

In the current year, the Board has recommended proposed dividend @ 25% i.e. ₹ 2.50 per share amounting to ₹ 64,800,000. The proposed dividend by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

	As at 31 March 2017		As at 31 March 2016	
	Number	%	Number	%
<b>c) Shareholders holding more than 5% of the shares</b>				
<b>Equity shares of ₹10 each</b>				
Placid Limited	8,422,420	32.49%	8,422,420	32.49%
M. B. Commercial Co. Limited	2,820,000	10.88%	2,820,000	10.88%
Lakshmi Niwas Bangur	1,760,457	6.79%	1,760,457	6.79%
Amalgamated Development Limited	1,652,000	6.37%	1,652,000	6.37%
	<b>14,654,877</b>	<b>56.54%</b>	<b>14,654,877</b>	<b>56.54%</b>

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>5 Reserves and surplus</b>		
<b>General reserve</b>		
Balance at the beginning of the year	978,854,865	968,854,865
Add: Transfer from Statement of profit and loss	-	10,000,000
Balance at the end of the year	<u>978,854,865</u>	<u>978,854,865</u>
<b>Securities premium reserve</b>		
Balance at the beginning of the year	4,000,000	4,000,000
Balance at the end of the year	<u>4,000,000</u>	<u>4,000,000</u>
<b>Statutory reserve (*)</b>		
Balance at the beginning of the year	80,236,713	65,855,595
Add : Addition during the year	16,144,986	14,381,118
Balance at the end of the year	<u>96,381,699</u>	<u>80,236,713</u>
 (* ) In accordance with the provisions of section 451C of the Reserve Bank of India Act, 1934, the Company has transferred 20% of the profit after tax for the year to Statutory Reserves.		
<b>Share capital cancellation reserve</b>		
Balance at the beginning of the year	5,952,000	5,952,000
Balance at the end of the year	<u>5,952,000</u>	<u>5,952,000</u>
<b>Surplus in the Statement of profit and loss</b>		
Balance at the beginning of the year	4,359,780,466	4,390,247,749
Add : Profit for the year	80,724,932	71,905,590
Amount available for appropriation	4,440,505,398	4,462,153,339
Appropriations :		
Transferred to general reserve	-	(10,000,000)
Proposed dividend (₹ 2.50 per share)	-	(64,800,000)
Tax on proposed dividend	-	(13,191,755)
Transfer to statutory reserve	(16,144,986)	(14,381,118)
Balance at the end of the year	<u>4,424,360,412</u>	<u>4,359,780,466</u>
	<u>5,509,548,976</u>	<u>5,428,824,044</u>

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>6 Long-term borrowings (secured)</b>		
Term Loans (from others)	12,829,976	20,828,329
Less : Current maturities of long term borrowings	<u>(8,797,764)</u>	<u>(7,998,353)</u>
	<b>4,032,212</b>	<b>12,829,976</b>

**Terms and conditions :****i) Nature of security :**

Term loan from others are vehicle loans which are secured by hypothecation of motor vehicles financed there against.

**ii) Terms of repayment :**

The three term loans of ₹ 9.13 lacs, ₹150.00 lacs and ₹145.63 are repayable in 60, 60 and 36 equal monthly installments of ₹ 0.19 lacs, ₹ 3.07 lacs and ₹ 4.78 lacs commencing from 1 June 2014, 10 May 2014 and 1 April 2015 respectively.

7 Provisions	As at 31 Mar 2017		As at 31 Mar 2016	
	Long-term	Short-term	Long-term	Short-term
Provision for gratuity	1,668,226	-	934,623	-
Provision for leave encashment	902,972	492,486	296,125	749,863
Contingent provision for standard assets	4,238,430	3,432,715	4,229,940	239,700
Provision for non performing assets	-	4,854,579	-	-
Provision for wealth tax	-	241,693	-	241,693
Proposed dividend	-	-	-	64,800,000
Tax on proposed dividend	-	-	-	13,191,755
	<b>6,809,628</b>	<b>9,021,473</b>	<b>5,460,688</b>	<b>79,223,011</b>

	As at 31 March 2017	As at 31 March 2016
<b>8 Short-term borrowings (secured)</b>		
From others	<u>237,000,000</u>	<u>250,000,000</u>
	<b>237,000,000</b>	<b>250,000,000</b>

**Terms and conditions :**

Loan from Kotak Mahindra Investments Limited (amount outstanding ₹ 870 lacs; Previous year ₹ 2500 lacs) availed at floating interest rate (presently 8.60%) is secured by pledge of investments of the Company in certain bonds and mutual funds (refer Note 12). The loan is repayable within 60 months from the date of first disbursement. The put/call option allows the borrower/lender to repay/recall/reset the entire loan on relevant option date.

Loan from Barclays Investment and Loans India Ltd. (amount outstanding ₹ 1500 lacs; Previous year ₹ Nil) availed at an interest rate of 8.75% is secured by pledge of investments of the Company in mutual funds (refer Note 12). The loan is repayable on demand within 12 months from date of sanction.

<b>9 Other current liabilities</b>		
Current maturities of long term borrowings	8,797,764	7,998,353
Statutory dues	1,341,559	1,771,121
Unpaid dividend	521,283	348,547
Share of expenses from venture capital investments	13,530,738	7,625,247
Other payables	<u>12,996,640</u>	<u>4,194,487</u>
	<b>37,187,984</b>	<b>21,937,755</b>

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

**10 FIXED ASSETS**

Asset Category	Gross Block				Depreciation				Net Block
	As at 01 April 2016	Additions during the year	Sales / Adjustments	As at 31 March 2017	As at 01 April 2016	Charge for the year	Sales / Adjustments	As at 31 March 2017	As at 31 March 2017
<b>Tangible assets</b>									
Furniture and fixtures	4,636,985	-	4,636,985	-	978,977	555,261	1,534,238	-	-
Vehicles	41,403,310	-	-	41,403,310	18,008,658	7,306,150	-	25,314,808	16,088,502
Office equipments	1,351,540	344,578	-	1,696,118	909,314	412,340	-	1,321,654	374,464
<b>Total</b>	<b>47,391,835</b>	<b>344,578</b>	<b>4,636,985</b>	<b>43,099,428</b>	<b>19,896,949</b>	<b>8,273,751</b>	<b>1,534,238</b>	<b>26,636,462</b>	<b>16,462,966</b>
Asset Category	As at 01 April 2015	Additions during the year	Sales / Adjustments	As at 31 March 2016	As at 01 April 2015	Charge for the year	Sales / Adjustments	As at 31 March 2016	As at 31 March 2016
<b>Tangible Assets</b>									
Furniture and fixtures	-	4,636,985	-	4,636,985	-	978,977	-	978,977	3,658,008
Vehicles	41,346,008	57,302	-	41,403,310	7,342,958	10,665,700	-	18,008,658	23,394,652
Office equipments	863,720	487,820	-	1,351,540	452,927	456,387	-	909,314	442,226
<b>Total</b>	<b>42,209,728</b>	<b>5,182,107</b>	<b>-</b>	<b>47,391,835</b>	<b>7,795,885</b>	<b>12,101,064</b>	<b>-</b>	<b>19,896,949</b>	<b>27,494,886</b>
						<b>As at 31 March 2017</b>		<b>As at 31 March 2016</b>	
<b>11 Deferred tax assets</b>									
On employee benefits						1,060,280		654,849	
On deferred expenses						-		251,437	
On provisions						2,632,366		-	
On written down value of fixed assets						3,521,072		2,613,639	
						<b>7,213,718</b>		<b>3,519,925</b>	

**12 Non-current Investments**

(fully paid-up non-trade investments, unless otherwise stated)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>A) In Equity Instruments (Quoted)</b>					
Amara Raja Batteries Limited	1	-	-	14,140	6,073,389
Ashok Leyland Limited	1	89,000	7,121,952	-	-
Asian Paints Limited	1	-	-	14,000	7,319,562
Astral Poly Technik Limited	1	-	-	13,000	5,062,478
Avenue Supermarts Limited	10	8,200	5,033,194	-	-
Bata India Limited	5	10,250	5,376,265	6,050	3,360,776
Bayer Cropscience Limited	10	-	-	1,550	2,659,295
Bharat Electronics Limited	10	-	-	4,500	2,506,686
Bharat Forge Limited	2	2,100	2,321,543	1,000	1,294,617
Birla Corporation Limited	10	-	-	1,800	811,850
Bosch Limited	10	199	4,503,725	459	9,523,251
Britannia Industries Limited	2	1,750	5,024,139	-	-
Cairn India Limited	10	25,000	7,918,319	25,000	7,918,319
Century Plyboards India Limited	1	14,400	2,504,033	-	-
Clariant Chemical India Limited	10	6,370	4,604,249	-	-
Coal India Limited	10	6,500	2,016,140	50,000	16,484,141
Container Corporation of India Limited	10	3,300	5,014,701	3,300	5,014,701
DPSC Limited	1	-	-	1,300,000	21,180,169
Eicher Motors Limited	10	-	-	407	7,118,872
Emami Limited	1	-	-	13,157	8,309,564

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
Havells India Limited	1	19,100	6,494,598	-	-
Himatsingka Seide Limited	5	5,000	1,904,325	-	-
Honeywell Automation India Limited	10	-	-	600	5,116,854
Huhtamaki PPL Limited	2	14,673	4,003,342	14,673	4,003,342
ICICI Prudential Life Insurance Company Limited	10	28,000	10,041,421	-	-
Idea Cellular Limited	10	5,000	839,809	5,000	839,809
Igarashi Motors India Limited	10	2,500	1,815,960	-	-
IL & FS Transportation Network Limited	10	47,500	5,215,952	25,000	2,690,554
Infosys Limited	5	8,500	9,340,337	8,500	9,340,337
International Paper APPM Limited	10	3,000	481,762	10,500	1,686,167
Jay Shree Tea and Industries Limited	5	-	-	171,176	26,858,683
JK Cement Limited	10	13,300	10,093,336	-	-
JK Paper Limited	10	48,500	4,225,168	-	-
JK Tyre Industries Limited	2	51,900	6,613,966	-	-
Kajaria Ceramics Limited	2	-	-	12,903	10,024,413
Kansai Nerolac Paints Limited	1	-	-	14,317	3,509,206
Kaveri Seeds Company Limited	2	9,500	4,023,964	-	-
Kitex Garments Limited	1	8,600	6,310,195	8,600	6,310,195
Larsen & Toubro Limited	2	3,220	5,084,622	3,220	5,084,622
Lupin Limited	2	-	-	7,000	6,354,855
Mahindra & Mahindra Limited	5	2,100	2,555,991	-	-
Mangalore Chemical Fertilizers Limited	10	74,995	6,584,504	74,995	6,584,504
Maruti Suzuki India Limited	5	950	5,008,961	2,547	5,129,729
MOIL Limited	10	-	-	946	354,750
Monsanto India Limited	10	3,300	10,025,217	3,300	10,025,217
Motherson Sumi System Limited	1	-	-	30,000	3,983,893
MPS Limited	10	1,706	1,669,032	1,706	1,669,032
NBCC India Limited	2	33,000	5,563,216	-	-
Orient Refractories Limited	1	21,650	2,516,919	-	-
Pidilite Industries Limited	1	-	-	16,500	4,818,248
PI Industries Limited	1	1,100	913,551	-	-
Piramal Enterprises Limited	2	4,300	6,565,910	5,350	5,021,342
Power Grid Corporation of India Limited	10	-	-	19,186	1,726,740
Punjab National Bank Limited	2	32,600	5,013,446	-	-
Rane Brake Lining Limited	10	2,040	2,004,600	-	-
Reliance Industries Limited	10	3,500	3,874,493	3,500	3,874,493
Siemens Limited	2	3,518	5,014,367	3,518	5,014,367
SKS Microfinance Limited	10	-	-	7,000	2,616,223
SQS India BFSI Limited	10	17,297	12,580,915	-	-
State Bank of Bikaner & Jaipur Limited	10	-	-	1,400	210,000
State Bank of India Limited	1	18,000	5,039,144	-	-
Sun Pharmaceuticals Industries Limited	1	4,800	3,604,264	12,300	7,824,869
Suven Life Science Limited	1	31,600	7,495,514	31,600	7,495,514
Tamilnadu Newsprint & Paper Limited	10	40,955	14,061,891	14,000	3,022,268
Tata Global Beverages Limited	1	40,000	5,006,147	-	-
Tata Steel Limited	10	-	-	16,000	6,638,755
The Jammu & Kashmir Bank Limited	1	49,000	6,936,543	49,000	6,936,543
The Peria Karamalai Tea & Produce Co. Limited	10	470,224	44,514,788	470,224	44,514,788
The RSR Mohta Spg. & Wvg. Mills Limited	10	-	-	382,938	14,770,620
The Supreme Industries Limited	2	-	-	9,962	5,897,782
The Tata Power Company Limited	1	77,760	5,925,149	11,760	908,782
The West Coast Paper Mills Limited	2	4,871	632,197	-	-
Thermax Limited	2	935	1,011,488	935	1,011,488
Torrent Pharmaceuticals Limited	5	-	-	2,456	2,882,963

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
Transport Corporation of India Limited	2	-	-	3,300	920,358
TVS Motors Company Limited	1	-	-	20,250	5,011,004
Ultratech Cement Limited	10	-	-	1,835	5,006,736
VA Tech Wabag Limited	2	-	-	26,100	8,756,825
Vedanta Limited	1	-	-	90,000	14,952,651
VTL Industries Limited	10	-	-	10,648	8,057,341
Whirlpool of India Limited	10	9,502	8,987,911	9,456	6,678,683
<b>Sub total (A)</b>			<b>301,033,175</b>		<b>388,773,215</b>
<b>B) In Equity Instruments (Unquoted)</b>					
<i>Subsidiary (trade)</i>					
IOTA Mtech Limited	10	50,000	500,000	50,000	500,000
<i>Associates (trade)</i>					
Placid Limited	10	159,525	110,424,850	159,525	110,424,850
Navjyoti Commodity Management Services Limited	10	1,450,000	144,188,000	1,450,000	144,188,000
<i>Others</i>					
Goldsquare Sales India Private Limited	10	-	-	10	432,588
Suryoday Small Finance Bank Limited	10	1,637,013	178,119,412	-	-
Indian Energy Exchange Limited	10	303,286	215,099,830	303,286	215,099,830
Momark Services Private Limited	100	100	210,000	100	210,000
<b>Sub total (B)</b>			<b>648,542,092</b>		<b>470,855,268</b>
<b>C) In Preference Shares (Unquoted)</b>					
<i>Subsidiaries (trade)</i>					
Anantay Greenview Private Limited	100	265,000	26,500,000	265,000	26,500,000
Magma Realty Private Limited	100	1,200,000	120,000,000	1,200,000	120,000,000
Mahate Greenview Private Limited	100	240,000	24,000,000	240,000	24,000,000
Samay Industries Limited	100	124,325	230,001,250	124,325	230,001,250
Sarvadeva Greenpark Private Limited	100	320,000	32,000,000	320,000	32,000,000
Satyawatche Greeneries Private Limited	100	260,000	26,000,000	260,000	26,000,000
Shree Krishna Agency Limited	100	1,038,960	799,999,200	1,038,960	799,999,200
Sishiray Greenview Private Limited	100	360,000	36,000,000	360,000	36,000,000
Subhprada Greeneries Private Limited	100	450,000	45,000,000	450,000	45,000,000
Uttaray Greenpark Private Limited	100	260,000	26,000,000	260,000	26,000,000
<i>Associate (trade)</i>					
Navjyoti Commodity Management Services Limited	100	142,860	100,002,000	142,860	100,002,000
<i>Others</i>					
Access Livelihood Consulting India Limited	10	50,000	500,000	-	-
Goldsquare Sales India Private Limited (Series D2)	50	-	-	5,538	239,567,456
Momark Services Private Limited	100	9,924	24,790,400	9,424	19,790,400
Winsome Park Private Limited	100	50,000	5,388,438	-	-
<b>Sub total (C)</b>			<b>1,496,181,288</b>		<b>1,724,860,306</b>



**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>D) In Bonds and Debentures</b>					
<b>(a) Quoted</b>					
8 % IRFC Tax Free Bonds (*)	1000	-	-	108,754	108,754,000
7.18 % IRFC Tax Free Bonds	1000	-	-	160,000	160,000,000
8.20 % PFC Tax Free Bonds	1000	-	-	85,437	85,437,000
8 % IRFC Tax Free Bonds (#)	1000	-	-	26,054	27,234,246
8.20 % NHA1 Tax Free Bonds (*)	1000	61,712	65,124,674	61,712	65,124,674
8.20 % PFC Tax Free Bonds	1000	-	-	67,287	71,041,615
<b>(b) Unquoted</b>					
Puranik Builders Private Limited	1000000	-	-	250	250,000,000
(*) Pledged against short term-borrowings					
(#) 20,246 units pledged against short term-borrowings					
<b>Sub total (D)</b>			<b>65,124,674</b>		<b>767,591,534</b>
<b>E) In Mutual Funds</b>					
<b>(a) Quoted</b>					
Goldman Sachs Mutual Fund CPSE ETF (Growth)	10	-	-	459,993	8,918,840
<b>(b) Unquoted</b>					
DSP Black Rock 3 Years Close ended Equity Fund (Growth)	10	-	-	5,000,000	50,000,000
Goldman Sachs Liquid Exchange Traded Scheme	1000	1	726	1	700
HDFC Equity Fund (Growth) (\$)	10	262,905	125,000,000	262,905	125,000,000
HDFC Mid-cap Opportunities Fund (Growth)	10	-	-	546,971	20,000,000
HDFC Infrastructure Fund (Growth)	10	-	-	9,239,953	100,000,000
HDFC Charity Fund (Growth)	10	1,000,000	10,000,000	-	-
ICICI Prudential India Recovery Fund Series 3 (Dividend) (\$)	10	5,000,000	50,000,000	5,000,000	50,000,000
IDFC Money Manager Fund - Treasury Advantage Plan - Growth	10	1,178,467	30,000,000	-	-
IDBI Mid-cap Fund -Regular plan (Growth)	10	1,000,000	10,000,000	-	-
Kotak Emerging Equity Scheme (Growth)	10	-	-	1,340,893	35,000,000
Kotak Infrastructure & Economic Reform Fund (Growth)	10	-	-	3,383,866	50,000,000
Motilal Oswal Most Focused Midcap 30 Fund (Growth) (\$)	10	3,795,686	82,500,000	3,787,821	75,000,000
Motilal Oswal Most Focused Multicap 35 (Growth)	10	3,109,517	60,000,000	3,107,564	55,000,000
Reliance Capital Builder Fund II Series B (Growth)	10	10,000,000	100,000,000	10,000,000	100,000,000
Reliance Equity Opportunities Fund (Growth) (\$)	10	1,038,303	80,000,000	1,038,303	80,000,000
Reliance Growth Fund (Growth)	10	-	-	92,821	75,000,000
(\$)					
<b>Sub total (E)</b>			<b>547,500,726</b>		<b>823,919,540</b>

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>F) In Venture Capital Funds (Unquoted)</b>					
Ask Real Estate Opportunity Fund - II	100000	1,625	162,500,000	1,000	100,000,000
Chiratae Trust Class A1 & A2	100000	300	30,000,000	150	15,000,000
Contrarian Vridhi Fund	10000	500	3,000,000	500	3,000,000
Grand Anicut Fund I	1000	82,000	82,000,000	-	-
India Quotient Investment Fund	95194	420	39,981,690	180	18,000,000
India Realty Excellence Fund III	100	245,348	25,000,000	-	-
KAE Capital Fund II	100000	200	20,000,000	100	10,000,000
Kotak India Whizdom Fund	10	2,500,000	25,000,000	-	-
Malabar Value Fund	100	113,157	12,000,000	-	-
Pandara Trust Scheme I Class A Series 2	100000	450	45,000,000	400	40,000,000
Residential Scheme Opportunity Fund II	2500000	20	10,000,000	-	-
Trifecta Venture Debt Fund I	100	339,613	34,820,000	178,363	18,695,000
Zodius Technology Fund	10	4,955,144	50,000,000	3,955,144	40,000,000
Zodius Technology Opportunities Fund	10	2,550,000	25,500,000	300,000	3,000,000
<b>Sub total (F)</b>			<b>564,801,690</b>		<b>247,695,000</b>
<b>G) Investment through Portfolio Managers</b>					
<b>(a) In Equity Instruments (Quoted)</b>					
Arvind Limited	10	2,058	623,821	2,058	623,821
Aditya Birla Fashion and Retail Limited	10	-	-	1,368	42,772
Bharti Airtel Limited	5	-	-	805	298,392
Britannia Industries Limited	2	264	429,591	282	457,865
BSE Limited	2	283	273,541	-	-
Endurance Technologies Limited	10	818	466,006	-	-
HDFC Bank Limited	2	1,404	1,287,908	1,656	1,518,842
Inter Globe Aviation Limited	10	-	-	263	201,195
Intrasoft Technologies Limited	10	1,561	519,586	994	307,313
Jubilant Foodworks Limited	10	766	1,016,276	405	668,535
Lupin Limited	2	-	-	220	303,153
Maruti Suzuki India Limited	5	62	221,654	194	664,789
Persistent Systems Limited	10	1,931	1,268,498	1,369	889,262
Repro India Limited	10	768	307,584	976	390,888
Sheela Foam Limited	5	127	122,632	-	-
Sun Pharmaceuticals Industries Ltd.	10	931	690,898	687	513,641
Symphony Limited	2	172	156,966	99	178,733
Tata Communications Limited	10	3,402	1,461,223	4,564	1,931,184
Welsun India Limited	10	6,269	409,551	-	-
			<b>9,255,735</b>		<b>8,990,384</b>
<b>(b) In Mutual Fund (Unquoted)</b>					
HDFC Liquid Fund - (Dividend)	1000	525	535,571		-
			<b>535,571</b>		-
<b>Sub total (G)</b>			<b>9,791,306</b>		<b>8,990,384</b>
<b>Aggregate Investments</b>					
Quoted			375,413,584		924,273,974
Unquoted			3,257,561,367		3,508,411,274
			<b>3,632,974,951</b>		<b>4,432,685,248</b>
<b>Market value of quoted investments</b>			<b>411,064,847</b>		<b>1,010,082,444</b>

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

		As at 31 March 2017		As at 31 March 2016	
<b>13</b>	<b>Loans and advances</b> <i>(Unsecured considered good, unless otherwise stated)</i>				
	<b>Long term loans and advances</b>				
	Security deposit	442,485		1,267,860	
	Loans and advances to related parties (refer Note 34) (Including Interest free loan given to Iota Mtech Limited (wholly owned subsidiary company) amounting to ₹ 705,000,000/- (P.Y. ₹ 905,000,000/-)	1,210,980,043		1,409,980,043	
	Capital advances	310,000		20,000,000	
	Advance tax (net of provisions)	26,684,455		10,488,135	
		<b>1,238,416,983</b>		<b>1,441,736,038</b>	
	<b>Short term loans and advances</b>				
	Loans and advances to others				
	Standard Assets	5,000,000		79,900,000	
	Non-Performing Assets (*)	48,545,793		-	
	Loans to related parties (refer Note 34)	927,230,000		-	
	Other advances	30,745		10,100,000	
	Prepaid expenses	1,288,038		1,078,334	
		<b>982,094,576</b>		<b>91,078,334</b>	
	(*) Secured by pledge of shares.				
		As at 31 March 2017		As at 31 March 2016	
Particulars	Face Value	Number	Amount	Number	Amount
<b>14</b>	<b>Current Investments</b> (fully paid-up unless otherwise stated)				
	<b>A) In Mutual Funds (Unquoted)</b>				
	HDFC Floating Rate Income Fund Short Term Plan (Growth)	10	134,551	3,752,178	115,533
	<b>Total (A)</b>			<b>3,752,178</b>	<b>2,998,026</b>
	Aggregate amount of unquoted investments			<b>3,752,178</b>	<b>2,998,026</b>
		As at 31 March 2017		As at 31 March 2016	
<b>15</b>	<b>Inventories</b> (valued at lower of cost or net realizable value)				
	Stock of shares	21,150		21,150	
		<b>21,150</b>		<b>21,150</b>	
<b>16</b>	<b>Cash and cash equivalents</b>				
	Cash on hand	30,047		78,467	
	Balances with banks				
	- in current accounts	29,057,261		6,289,345	
	- Cheque on hand	-		-	
	- in unpaid dividend account	521,283		348,547	
	- in deposit accounts (with original maturity less than 3 months)	100,720,000		-	
		<b>130,328,591</b>		<b>6,716,359</b>	

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>17 Other current assets</b>		
Interest accrued on bonds and debentures	2,509,435	20,165,784
Interest accrued on loans (*)	28,487,706	23,703,214
Interest accrued on deposits	11,057	-
Cenvat credit	375,225	399,525
Receivables from investments in venture capital funds	3,009,918	-
Receivables towards sale of securities	16,171,675	11
Others		
- due from related parties	852,055	6,551,118
- others	118,089	405,856
	<b>51,535,160</b>	<b>51,225,508</b>
(*) Includes ₹ 28,487,706 (Previous year: ₹ 22,490,107) due from related parties.		
	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>18 Revenue from operations</b>		
Interest income	165,176,720	129,990,768
<u>Other operating income</u>		
Dividend income from long-term investments	12,841,832	10,001,797
Profit on sale of current investments	10,424,433	5,156,822
Profit on sale of long-term investments	33,029,410	49,891,507
Gain on transfer of call rights	20,000,000	-
	<b>241,472,395</b>	<b>195,040,894</b>
<b>19 Other income</b>		
Provisions/liabilities written back	53,542	867,727
Bad debts recovered	1,106,750	-
Other miscellaneous income	5,200,139	168,879
	<b>6,360,431</b>	<b>1,036,606</b>
<b>20 Employee benefits expense</b>		
Salaries, wages and bonus	24,451,091	19,120,510
Contribution to provident and other funds	1,102,033	841,274
Staff welfare expenses	414,323	457,073
	<b>25,967,447</b>	<b>20,418,857</b>
<b>21 Finance costs</b>		
Interest on loans	27,117,188	7,971,477
Other interest cost	3,495	5,828
	<b>27,120,683</b>	<b>7,977,305</b>
<b>22 Other expenses</b>		
Rent	5,999,658	6,407,467
Rates and taxes	89,339	166,074
Bad debt written off	-	1,106,750
Legal and professional expenses	57,575,530	50,183,492
Listing and custodian fees	492,350	370,445
Repairs and maintenance		
- Others	1,814,535	1,820,261
Travelling and conveyance expenses	3,438,779	4,480,300
Commission to Directors	682,085	360,828
Filing fees	22,704	-

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
Printing and stationery	370,939	441,947
Sitting fees	965,000	1,073,900
Provision for non performing assets	4,854,579	-
Contingent provision for standard assets	3,201,505	-
Loss on sale of fixed assets	1,802,747	-
Miscellaneous expenses	4,107,802	1,978,813
Corporate social responsibility (CSR) expenses	1,000,000	1,611,000
<b>Payment to auditors :</b>		
Statutory Audit (including limited review)	661,250	972,750
Tax audit fees	57,500	57,250
Others	103,504	167,362
	<b>87,239,806</b>	<b>71,198,639</b>
<b>23 Earning per share</b>		
Net profit after tax for the year	80,724,932	71,905,590
Weighted average number of equity shares	25,920,000	25,920,000
Basic and diluted earnings per share	3.11	2.77
<b>24 Additional disclosures pursuant to the RBI guidelines and notifications</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
<b>i) Capital</b>		
Capital to Risk/Weighted Assets Ratio (CRAR) (%)	73.68%	79.92%
CRAR-Tier I Capital (%)	73.30%	79.80%
CRAR-Tier II Capital (%)	0.38%	0.12%
Amount of subordinated debt raised as Tier-II Capital	-	-
Amount raised by issue of Perpetual Debt Instruments	-	-
<b>ii) Investments</b>		<b>(Amounts in ₹ crores)</b>
<b>A. Value of Investments</b>		
Gross Value of Investments :		
a) In India	363.67	443.57
b) Outside India	-	-
Provisions for Depreciation :		
a) In India	-	-
b) Outside India	-	-
Net Value of Investments		
a) In India	363.67	443.57
b) Outside India	-	-
<b>B. Movement of provisions held towards depreciation on investments</b>		
Opening Balance	-	-
Add : Provisions made during the year	-	-
Less : Write-off/Write-back of excess provisions during the year	-	-
Closing Balance	-	-
<b>iii) Derivatives</b>		
The Company does not have any derivatives exposure in the current and previous year.		

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>iv) Disclosures relating to Securitisation</b>		
The Company does not have any securitisation transactions in the current and previous year.		
<b>v) Asset Liability Management</b>		
Disclosures relating to maturity pattern of certain items of assets and liabilities are given in Note 25.		
<b>vi) Exposures</b>		
<b>A) Exposure to Real Estate Sector</b>		(Amounts in ₹ crores)
<b>Category</b>		
a) Direct Exposure		
i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	-	-
ii) Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limits	-	-
iii) Investments in Mortgage Backed Securities(MBS) and other securitized exposures -		
a. Residential	-	25
b. Commercial Real Estate	-	-
<b>Total Exposure to Real Estate Sector</b>	-	<b>25</b>
<b>B) Exposure to Capital Market</b>		(Amounts in ₹ crores)
i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	85.78	122.17
ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	4.85	7.49
iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-



**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
v) secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
vi) loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii) bridge loans to companies against expected equity flows / issues;	-	-
viii) all exposures to Venture Capital Funds (both registered and unregistered)	56.48	24.77
<b>Total Exposure to Capital Market</b>	<b>147.12</b>	<b>54.43</b>

**C) Details of financing of parent company products**

The Company does not have a parent company and accordingly no disclosures required.

**D) Details of Single Borrower Limit (SBL)/Group Borrower Limit (GBL) exceeded by the NBFC**

There are no instances of exceeding the single and group borrowing limit by the Company during the current and previous year.

**E) Unsecured Advances**

The Company does not have any unsecured advances for which intangible securities such as charge over rights, license, authority, etc. has been taken.

**vii) Miscellaneous****A) Registration obtained from other financial sector regulators**

The Company does not have any registrations obtained from other financial sector regulators.

**B) Disclosure of Penalties imposed by RBI and other regulators**

There have been no penalties imposed on the Company by RBI or other financial sector regulators during the current and previous year.

**C) Related Party Transactions**

Details of all material related party transactions are disclosed in Note 34.

**D) Ratings assigned by credit rating agencies and migration of ratings during the year**

The Company has not obtained credit ratings from any agencies during the year.

**E) Remuneration of Directors**

Details relating to remuneration of directors are disclosed in Note 34.

**F) Management**

Details relating to management discussion and analysis forms part of the annual report.

	As at 31 March 2017	As at 31 March 2016
<b>viii) Additional Disclosures</b>		(Amounts in ₹ crores)
<b>A) Provisions and Contingencies</b>		
<b>Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss</b>		
Provisions for depreciation on Investment	-	-
Provision towards NPA	0.49	-
Provision made towards Income tax	2.22	1.40
Other Provision and Contingencies (employee benefits)	0.11	0.08
Provision for Standard Assets	0.32	(0.09)
<b>B) Draw Down from Reserves</b>		
There have been no instances of draw down from reserves by the Company during the current and previous year.		

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>C) Concentration of Advances, Exposures and NPAs</b>		(Amounts in ₹ crores)
<b>a) Concentration of Advances</b>		
Total Advances to twenty largest borrowers	219.18	150.00
Percentage of Advances to twenty largest borrowers to Total Advances	100.00%	100.00%
<b>b) Concentration of Exposures</b>		
Total exposure to twenty largest borrowers/ customers	460.94	457.65
Percentage of exposures to twenty largest borrowers / customers to Total Exposure	79.08%	76.96%
<b>c) Concentration of NPAs</b>		
Total exposure to top four NPA accounts	4.85	-
<b>d) Sector-wise NPAs</b>	<b>Percentage of NPAs to Total Advances in that sector</b>	
Agriculture & allied activities	Nil	
MSME	Nil	
Corporate borrowers	Nil	
Services	Nil	
Unsecured personal loans	Nil	
Auto loans	Nil	
Other personal loans	4.85	
<b>e) Movement of NPAs</b>		
i) Net NPAs to Net Advances (%)	1.99%	-
ii) Movement of NPAs (Gross)		
a) Opening Balance	-	-
b) Additions during the year	4.85	-
c) Reductions during the year	-	-
d) Closing balance	4.85	-
iii) Movement of Net NPAs		
a) Opening Balance	-	-
b) Additions during the year	4.37	-
c) Reductions during the year	-	-
d) Closing balance	4.37	-
iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
a) Opening Balance	-	-
b) Provisions made during the year	0.49	-
c) Write-off/write-back of excess provisions	-	-
d) Closing balance	0.49	-
<b>f) Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)</b>		
The Company did not have any overseas assets during the current and previous year.		
<b>g) Off-balance sheet SPVs sponsored (which are required to be consolidated as per accounting norms)</b>		
The Company did not sponsor any SPVs during the current and previous year.		
<b>ix) Disclosure of customer complaints</b>		
a) No. of complaints pending at the beginning of the year	-	-
b) No. of complaints received during the year	-	-
c) No. of complaints redressed during the year	-	-
d) No. of complaints pending at the end of the year	-	-

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

**25 Asset Liability Management****Maturity pattern of assets and liability as on 31 March 2017**

	Up to 30/31 days	Over 1 Month up to 2 Months	Over 2 Months up to 3 Months	Over 3 Months & up to 6 Months	Over 6 Months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances	945,775,793	-	-	12,500,000	15,000,000	513,480,043	-	705,000,000	2,191,755,836
Investments	3,752,178	-	-	-	-	266,309,693	2,437,111,256	929,575,152	3,636,748,279
Borrowings	87,701,561	707,152	712,789	2,172,633	154,503,629	4,032,212	-	-	249,829,976
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

**Maturity pattern of assets and liability as on 31 March 2016**

	Up to 30/31 days	Over 1 Month up to 2 Months	Over 2 Months up to 3 Months	Over 3 Months & up to 6 Months	Over 6 Months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	79,900,000	-	1,409,980,043	-	1,489,880,043
Investments	-	-	-	-	2,998,027	1,631,835,636	1,735,725,438	1,065,145,322	4,435,704,423
Borrowings	637,816	642,899	648,022	1,975,217	254,094,399	12,829,976	-	-	270,828,329
Foreign Currency assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

**Notes :**

- The advances comprise of loans given and does not include interest accrued.
  - The above information has been considered as per the Asset Liability Management (ALM) Report compiled by the management and reviewed by the ALM Committee.
- 26** The particulars as required in terms of Paragraph 18 of Master Directions - Non Banking Financial Company- Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, are given as an Annexure.
- 27** There are no reported Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes any amounts.
- 28** As per requirement of Accounting Standard (AS) 17, 'Segment Reporting', no disclosures are required to be made since the Company's activities consists of a single segment being that of a Non-Banking Finance Company.
- 29** In accordance with Accounting Standard (AS) 19 - 'Leases', the Company does not have any non cancellable operating lease.
- 30** Disclosures in respect of CSR expenses under section 135 of the Companies Act, 2013 and rules thereon

	Year ended 31 March 2017	Year ended 31 March 2016
(a) Gross amount to be spent during the year	1,665,000	2,193,000
(b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	1,000,000	1,611,000
<b>31 Expenditure in foreign currency</b>		
Travel expenses	-	335,077

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017	As at 31 March 2016
<b>32 Contingent liability</b>		
Disputed income tax assessment pertaining to AY 2013-14 (demand outstanding ₹ 1,539,590)	1,539,590	1,539,590
Disputed income tax assessment pertaining to AY 2014-15 (demand outstanding ₹ 10,54,34,310)	108,368,827	-
Disputed income tax assessments (details as below)	68,500,000	68,500,000

Pursuant to a Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide its order dated 21 August 2013, all assets and liabilities of the investment division of Maharaja Shree Umaid Mills Limited ('Demerged Company') were transferred and vested with the Company with effect from 1 April 2012. The Demerged Company has informed that taxes of about ₹ 68,500,000 pertaining to the Investment Division have been demanded by the income tax authorities which is being disputed by them. In the event that the final outcome of the same is adverse and required to be paid, the Company is liable to pay the tax demanded to the Demerged Company in accordance with the Scheme of the Hon'ble High Court at Calcutta.

**33 Commitments**

Capital commitment towards investment in Venture Capital Funds	639,888,310	757,305,000
--	-------------	-------------

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

**34 Related party disclosures****a) Names of related parties and description of relationship**

Relationship	Name of the related party
Key Managerial Personnel (KMP)	Lakshmi Niwas Bangur - Director Shreeyash Bangur - Managing Director Sheetal Bangur - Director Ajay Sonthalia - Chief Financial Officer Aakash Jain - Company Secretary (resigned on 24 April 2017)
Relative of KMP	Alka Devi Bangur - Relative of Director Yogesh Bangur - Relative of Director
Subsidiaries	Anantay Greenview Pvt. Ltd. IOTA Mtech Ltd. Magma Realty Pvt. Ltd. Mahate Greenview Pvt. Ltd. Samay Industries Ltd. Sarvadeva Greenpark Pvt. Ltd. Satyawatche Greeneries Pvt. Ltd. Shree Krishna Agency Ltd. Sishiray Greenview Pvt. Ltd. Subhprada Greeneries Pvt. Ltd. Uttaray Greenpark Pvt. Ltd.
Associates	Placid Ltd. Navjyoti Commodities Management Services Ltd.
Enterprises over which KMP/Relative of KMP has significant influence or control	Amalgamated Development Ltd. Apurva Export Pvt. Ltd. Basbey Greenview Pvt. Ltd. Dakshay Greeneries Pvt. Ltd. Golden Greeneries Pvt. Ltd. Janardhan Wind Energy Pvt. Ltd. LNB Solar Energy Pvt. Ltd. LNB Wind Energy Pvt. Ltd. Maharaja Shree Umaid Mills Ltd. M. B. Commercial Company Ltd. Manifold Agricorps Pvt. Ltd. Palimarwar Solar House Pvt. Ltd. Parmarth Wind Energy Pvt. Ltd. Sidhidata Power LLP Suruchaye Greeneries Pvt. Ltd. The General Investment Company Ltd. The Kishore Trading Company Ltd. The Peria Karamalai Tea & Produce Company Ltd.
Enterprise controlled by subsidiary	IOTA Mtech Power LLP

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

**b) Transactions with related parties**

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
<u>Loans given</u>		
Dakshay Greeneries Pvt. Ltd.	-	1,500,000
IOTA Mtech Ltd.	-	184,500,000
Janardhan Wind Energy Pvt. Ltd.	95,000,000	-
LNB Solar Energy Pvt. Ltd.	-	70,000,000
Maharaja Shree Umaid Mills Ltd.	1,085,000,000	-
Mahate Greenview Pvt. Ltd.	21,500,000	-
M B Commercial Co. Ltd.	71,500,000	-
Palimarwar Solar House Pvt. Ltd.	15,000,000	-
Parmarth Wind Energy Pvt. Ltd.	8,530,000	-
Placid Ltd.	609,300,000	1,000,000
Satyawatche Greeneries Pvt. Ltd.	19,000,000	-
Shree Krishna Agency Ltd.	105,500,000	11,000,000
Subhprada Greeneries Pvt. Ltd.	52,500,000	29,000,000
The General Investment Company Ltd.	30,000,000	-
The Peria Karamalai Tea & Produce Company Ltd.	-	102,500,000
Uttaray Greenpark Pvt. Ltd.	35,800,000	-
<u>Loans given refunded</u>		
Dakshay Greeneries Pvt. Ltd.	-	1,500,000
IOTA Mtech Ltd.	199,000,000	556,000,000
Janardhan Wind Energy Pvt. Ltd.	35,000,000	-
LNB Solar Energy Pvt. Ltd.	-	70,000,000
Maharaja Shree Umaid Mills Ltd.	875,000,000	-
Mahate Greenview Pvt. Ltd.	1,000,000	-
Placid Ltd.	147,300,000	1,000,000
Satyawatche Greeneries Pvt. Ltd.	12,000,000	-
Shree Krishna Agency Ltd.	105,500,000	11,000,000
Subhprada Greeneries Pvt. Ltd.	30,200,000	38,000,000
The General Investment Company Ltd.	-	130,000,000
The Peria Karamalai Tea & Produce Company Ltd.	-	156,500,000
Uttaray Greenpark Pvt. Ltd.	15,400,000	-
<u>Loans taken</u>		
Placid Ltd.	26,000,000	259,500,000
Shree Krishna Agency Ltd.	-	40,500,000
Golden Greeneries Pvt. Ltd.	40,000,000	-
<u>Loans taken repaid</u>		
Placid Ltd.	26,000,000	259,500,000
Shree Krishna Agency Ltd.	-	40,500,000
Golden Greeneries Pvt. Ltd.	40,000,000	-
<u>Interest income</u>		
Maharaja Shree Umaid Mills Ltd.	65,521,401	48,167,054
The General Investment Company Ltd.	34,726	8,376,987
Subhprada Greeneries Pvt. Ltd.	934,655	452,236



**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Placid Ltd.	11,510,359	301
Satyawatche Greeneries Pvt. Ltd.	185,756	-
Uttaray Greenpark Pvt. Ltd.	260,785	-
Shree Krishna Agency Limited	95,291	11,260
Mahate Greenview Pvt. Ltd.	30,318	-
Janardhan Wind Energy Pvt. Ltd.	1,180,548	-
M B Commercial Company Limited	98,969	-
Palimarwar Solar House Pvt. Ltd.	20,034	-
Parmarth Wind Energy Pvt. Ltd.	207,458	-
Dakshay Greeneries Private Limited	-	3,165
LNB Solar Energy Private Limited	-	1,205
The Peria Karamalai Tea & Produce Company Limited	-	78,055
<u>Interest expenses</u>		
Placid Ltd.	39,069	3,935,136
Shree Krishna Agency Ltd.	-	46,603
Golden Greeneries Pvt. Ltd.	10,959	-
<u>Share application money given</u>		
Navjyoti Commodity Management Services Ltd.	-	144,188,000
<u>Dividend Received</u>		
The Peria Karamalai Tea & Produce Company Ltd.	352,668	352,668
<u>Dividend Paid</u>		
Alka Devi Bangur	1,882,500	1,882,500
Amalgamated Development Ltd.	4,130,000	4,130,000
Apurva Export Pvt. Ltd.	1,350,000	1,350,000
Lakshmi Niwas Bangur	5,551,143	5,551,143
M B Commercial Company Ltd.	7,050,000	7,050,000
Placid Ltd.	21,056,050	21,056,050
Shree Krishna Agency Ltd.	757,500	757,500
Shreeyash Bangur	1,382,500	1,382,500
Yogesh Bangur	1,387,500	1,387,500
The General Investment Company Ltd.	868,500	868,500
The Kishore Trading Company Ltd.	3,051,000	3,051,000
<u>Director's sitting fees</u>		
Lakshmi Niwas Bangur	240,000	280,000
Sheetal Bangur	20,000	40,000
<u>Commission Paid</u>		
Lakshmi Niwas Bangur	136,417	218,652
Yogesh Bangur	-	215,657
Sheetal Bangur	136,417	2,995
<u>Rent paid</u>		
M B Commercial Company Ltd.	82,740	47,860
Navjyoti Commodity Management Services Ltd.	2,471,982	2,262,675

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
<u>Remuneration</u>		
Aakash Jain	1,205,837	1,100,004
Ajay Sonthalia	4,723,201	2,498,560
Shreeyash Bangur	3,470,400	3,396,773
<u>Sale of Shares</u>		
Shree Krishna Agency Ltd.	50,000,000	-
<u>Purchase of Shares</u>		
Placid Ltd.	5,375,000	-
<u>Reimbursements (expense)</u>		
The Peria Karamalai Tea & Produce Company Ltd.	3,503,648	3,151,996
Navjyoti Commodity Management Services Ltd.	128,162	610,084
M B Commercial Company Ltd.	1,035,942	82,300
Samay Industries Limited	9,923	-
Others	-	281,940
<u>Reimbursements (income)</u>		
Maharaja Shree Umaid Mills Ltd.	1,064,160	1,444,849
Navjyoti Commodity Management Services Ltd.	1,245,551	1,706,808
Placid Ltd.	1,037,963	1,422,345
IOTA Mtech Power LLP	-	925,411
Manifold Agricrops Pvt. Ltd.	-	174,375
Sidhidata Power LLP	-	515,757
Shree Krishna Agency Limited	31,500	438,300
Basbey Greenview Private Limited	-	515,757
Suruchaye Greeneries Private Limited	-	153,000
LNB Wind Energy Private Limited	-	305,256
Magma Realty Private Limited	-	127,500
Satyawatche Greeneries Private Limited	-	127,500
Golden Greeneries Private Limited	-	641,757

**c) Balances with related parties at year end**

Particulars	As at 31 March 2017	As at 31 March 2016
<u>Year-end receivables (loans given and interest accrued)</u>		
IOTA Mtech Ltd.	705,000,000	904,000,000
Janardhan Wind Energy Pvt. Ltd.	60,945,924	-
Maharaja Shree Umaid Mills Ltd.	742,792,662	528,470,150
Mahate Greenview Pvt. Ltd.	20,524,642	-
M B Commercial Co. Ltd.	71,589,071	-
Palimarwar Solar House Pvt. Ltd.	15,018,031	-
Parmarth Wind Energy Pvt. Ltd.	8,530,000	-
Placid Ltd.	462,000,000	-
Satyawatche Greeneries Pvt. Ltd.	7,142,025	-
Subhprada Greeneries Pvt. Ltd.	22,576,119	-
The General Investment Company Ltd.	30,031,253	-
Uttaray Greenpark Pvt. Ltd.	20,548,022	-

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Particulars	As at 31 March 2017	As at 31 March 2016
<u>Year-end payables</u>		
Ajay Sonthalia	351,408	15,000
Navjyoti Commodity Management Services Ltd.	198,765	-
Shreeyash Bangur	226,200	135,870
The Peria Karamalai Tea & Produce Company Ltd.	885,386	835,211
<u>Other receivables</u>		
IOTA Mtech Power LLP	-	925,441
Maharaja Shree Umaid Mills Ltd.	655,210	1,196,676
Navjyoti Commodity Management Services Ltd.	93,734	1,236,062
Placid Ltd.	78,112	420,222
Others	24,999	2,999,202
<u>Year-end investments</u>		
Anantay Greenview Pvt. Ltd.	26,500,000	26,500,000
IOTA Mtech Ltd.	500,000	500,000
Magma Realty Pvt. Ltd.	120,000,000	120,000,000
Mahate Greenview Pvt. Ltd.	24,000,000	24,000,000
Navjyoti Commodity Management Services Ltd.	244,190,000	244,190,000
Placid Ltd.	110,424,850	110,424,850
Samay Industries Ltd.	230,001,250	230,001,250
Sarvadeva Greenpark Pvt. Ltd.	32,000,000	32,000,000
Satyawatche Greeneries Pvt. Ltd.	26,000,000	26,000,000
Shree Krishna Agency Ltd.	799,999,200	799,999,200
Sishiray Greenview Pvt. Ltd.	36,000,000	36,000,000
Subhprada Greeneries Pvt. Ltd.	45,000,000	45,000,000
The Peria Karmalai Tea & Produce Company Ltd.	44,514,788	44,514,788
Uttaray Greenpark Pvt. Ltd.	26,000,000	26,000,000

**35 Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016**

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.16	144,500	1,144	145,644
(+) Permitted receipts	-	210,000	210,000
(-) Permitted payments	-	68,050	68,050
(-) Amount deposited in Banks	144,500	-	144,500
Closing cash in hand as on 30.12.16	-	143,094	143,094

\* SBN means old INR 1,000 and INR 500 notes which got discarded as legal tender w.e.f. 8th November, 2016

**36** Previous year's amount have been regrouped/rearranged to confirm to current year's classification, wherever considered necessary.

This is the summary of significant accounting policies and other explanatory information referred in our report of even date.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

per **Anamitra Das**  
*Partner*  
**Membership No.: 062191**  
 Gurgaon  
 27 May, 2017

**For and on behalf of the Board of Directors**  
**KIRAN VYAPAR LIMITED**

**L. N. Bangur**  
 Chairman  
**(DIN:00012617)**  
 Kolkata  
 27 May, 2017

**Shreeyash Bangur**  
 Managing Director  
**(DIN:00012825)**  
**Ajay Sonthalia**  
 Chief Financial Officer

## Schedule to the Balance Sheet of Non-Deposit taking, Non-Banking Financial Company as at 31-03-2017

[As required in terms of Paragraph 18 of Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016]

		(₹ in lacs)	
	Particulars	Amount Outstanding	Amount Overdue
	<b>LIABILITIES SIDE:</b>		
<b>1</b>	<b>Loans and Advance availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures Secured	-	-
	Unsecured	-	-
	(Other than Falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Terms Loans	128.30	-
	(d) Inter-Corporate Loans and Borrowings	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*		
	(f) Other Loans (Short-term borrowings)	2,370.00	-
	* Please see note 1 below		
<b>2</b>	<b>Break up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(a) In the form of Unsecured Debentures	-	-
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
	(c) Other public deposits	-	-
	* Please see note 1 below		
	<b>ASSETS SIDE</b>	<b>Amount Outstanding</b>	
<b>3</b>	<b>Break-Up Loans and Advances including Bills Receivable (Other than those included (4) below) :</b>		
	(a) Secured		485.46
	(b) Unsecured		21,745.17
<b>4</b>	<b>Break-Up of leased Assets and Stock on Hire and Others Assets Counting towards AFC activities.</b>		
	(i) Lease Assets including Lease Rentals under Sundry Debtors		
	(a) Financial Lease		-
	(b) Operating Lease		-
	(ii) Stock on Hire including Hire Charges under Sundry Debtors		
	(a) Assets on Hire		-
	(b) Repossessed Assets		-
	(iii) Others Loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-

5 Break-up of Investments :				
<b>Current Investments</b>				
1. Quoted :				
(i) Shares (a) Equity				0.21
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of Mutual Funds				-
(iv) Government Securities				-
(v) Others (Please specify)				-
2. Unquoted :				
(i) Shares (a) Equity				-
(b) Preference				-
(ii) Debentures and Bonds				-
(iii) Units of Mutual Funds				37.52
(iv) Government Securities				-
(v) Others (Please specify)				-
<b>Long Term Investments</b>				
1. Quoted :				
(i) Shares (a) Equity				3,102.89
(b) Preference				-
(ii) Debentures and Bonds				651.25
(iii) Units of Mutual Funds				-
(iv) Government Securities				-
(v) Others (Please specify)				-
2. Unquoted :				
(i) Shares (a) Equity				6,485.42
(b) Preference				14,961.81
(ii) Debentures and Bonds				-
(iii) Units of Mutual Funds				5,480.36
(iv) Government Securities				-
(v) Others (Venture Capital Funds)				5,648.02
<b>6 Borrower group-wise classification of all assets' Financed as in (3) and (4) above. (Please see note 2 below)</b>				
Category		Amount net of provisions (in ₹ Lacs)		
		Secured	Unsecured	Total
1. Related Parties				
(a) Subsidiaries		-	7,730.78	7,730.78
(b) Companies in the same group		-	13,859.66	13,859.66
(c) Other related parties		-	-	-
2. Other than related parties		436.91	49.83	486.74
<b>Total</b>		<b>436.91</b>	<b>21,640.27</b>	<b>22,077.18</b>

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) (Please see note 3 below)		
Category	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	24,409.75	13,660.00
(b) Companies in the same group	22,654.26	4,045.18
(c) Other related parties	-	-
2. Other than related parties	15,515.48	18,662.30
<b>Total</b>	<b>62,579.50</b>	<b>36,367.48</b>
** As per Accounting Standard of ICAI (Please see Note 3)		
8 Other Information		
Particulars	Amount (₹ in lacs)	
(i) Gross Non-Performing Assets :		
(a) Related Parties	Nil	
(b) Other than related parties	485.46	
(ii) Net Non-Performing Assets :		
(a) Related Parties	Nil	
(b) Other than related parties	436.91	
(iii) Acquired in satisfaction Debt	Nil	

## Notes:

- As defined in point xix of paragraph 3 of Chapter -2 of these directions
- Provisioning norms shall be applicable as prescribed in Master Directions Non-Banking Financial Company Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- 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 marketing value in respect of quoted investments and break up fair value/NAV in respect of unquoted investment should be disclosed irrespective of whether they are classified long term or current in (4) above.



## INDEPENDENT AUDITOR'S REPORT

To the Members of Kiran Vyapar Limited

### REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

1. We have audited the accompanying consolidated financial statements of Kiran Vyapar Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2. 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 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates, in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Holding Company's Board of Directors and the respective Board of Directors/management of the subsidiaries included in the Group and its associates are responsible for the design, implementation and maintenance of internal control 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. Further, in terms of the provisions of the Act, the respective Board of Directors/management of the companies included in the Group and its associate companies covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements 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

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. 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 auditor's report under the provisions of the Act and the Rules made thereunder.
5. 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.
6. 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 auditors' 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 the accounting estimates made

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

7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph 10 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on these consolidated financial statements.

#### **OPINION**

8. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements and on the other financial information of the associates, 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 and its associates as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### **OTHER MATTER**

9. The consolidated financial statements also include the Group's share of net profit of ₹ 531.27 lacs for the year ended 31 March 2017, as considered in the consolidated financial statements, in respect of two associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose report 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 these associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

10. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditor on separate financial statements and other financial information of the associates, 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 purpose 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 and reports of other auditors;
  - c. The consolidated financial statements 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 (as amended);
  - e. On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its associate companies covered under the Act, none of the directors of the Group companies and its associate companies covered under the Act, are disqualified as on 31 March 2017 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 Holding Company, and its subsidiary companies and associate companies covered under the Act and the operating effectiveness of such controls, refer to our separate report in Annexure A; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements as also the other financial information of the associates:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates as detailed in Note 34 to the consolidated financial statements;
  - ii. The Group and its associates 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 Holding Company, and its subsidiary companies and associate companies covered under the Act during the year ended 31 March 2017; and
  - iv. These consolidated financial statements have made requisite disclosures as to the holdings as well as dealings in specified bank notes during the period from 08 November 2016 to 30 December 2016 by the Holding Company, and its subsidiary companies and associate companies covered under the Act. Based on the audit procedures performed and taking into consideration the information and explanations given to us and on consideration of the reports of the other auditors on separate financial statements and other financial information, in our opinion, these disclosures are in accordance with the books of account maintained by the respective companies.

**For Walker Chandniok & Co LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

**per Anamitra Das**  
**Partner**  
**Membership No.: 062191**

**Place: Gurgaon**  
**Date: 27 May 2017**

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE  
TO THE MEMBERS OF KIRAN VYAPAR LIMITED,  
ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

**Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the consolidated financial statements of Kiran Vyapar Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting ("IFCoFR") of the Holding Company, its subsidiaries and its associates, which are companies incorporated in India, as of that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

2. The respective Board of Directors of the Holding Company, its subsidiaries and its associates, 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 (the "Guidance Note") 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 the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**AUDITORS' RESPONSIBILITY**

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company, its subsidiaries and its associates as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its subsidiaries and its associates as aforesaid.

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

6. A company's IFCoFR 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 IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded

as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

8. In our opinion, the Holding Company, its subsidiaries and its associate companies, which are companies incorporated in India, have, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**OTHER MATTERS**

9. We did not audit the IFCoFR insofar as it relates to two associate companies incorporated in India, in respect of which, the Group's share of net profit of ₹531.27 lacs for the year ended 31 March 2017 has been considered in the consolidated financial statements. Our report on the adequacy and operating effectiveness of the IFCoFR for the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, under Section 143(3)(i) of the Act insofar as it relates to the aforesaid associates, which are companies incorporated in India, is solely based on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

**For Walker Chandniok & Co LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

**per Anamitra Das**  
**Partner**  
**Membership No.: 062191**

**Place: Gurgaon**  
**Date: 27 May 2017**

**Consolidated balance sheet as at 31 March 2017**

(All amounts in ₹, unless specified otherwise)

	Notes	As at 31 March, 2017	As at 31 March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	5	256,176,000	256,176,000
Reserves and surplus	6	8,895,590,621	8,418,879,733
		<b>9,151,766,621</b>	<b>8,675,055,733</b>
Minority interest	36	327,661,945	299,727,834
<b>Non-current liabilities</b>			
Long-term borrowings	7	4,032,212	12,829,976
Other long-term liabilities	8	4,620,365	4,620,365
Long-term provisions	9	7,343,374	5,711,190
		<b>15,995,951</b>	<b>23,161,531</b>
<b>Current liabilities</b>			
Short term borrowings	10	539,524,658	364,062,800
Other current liabilities	11	97,779,548	83,531,899
Short-term provisions	9	11,138,135	80,868,523
		<b>648,442,341</b>	<b>528,463,222</b>
<b>Total</b>		<b>10,143,866,858</b>	<b>9,526,408,320</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	12	475,699,816	495,398,859
Non-current investments	13	6,718,082,428	7,343,594,229
Deferred tax assets (net)	14	2,414,109	552,036
Long-term loans and advances	15	580,772,153	581,483,809
		<b>7,776,968,506</b>	<b>8,421,028,933</b>
<b>Current assets</b>			
Current investments	16	159,372,926	184,183,374
Inventories	17	400,108,370	265,422,176
Trade receivable	18	15,084,434	13,203,091
Cash and bank balances	19	220,718,875	41,044,709
Short-term loans and advances	15	1,380,504,286	541,508,416
Other current assets	20	191,109,461	60,017,621
		<b>2,366,898,352</b>	<b>1,105,379,387</b>
<b>Total</b>		<b>10,143,866,858</b>	<b>9,526,408,320</b>

Notes 1 - 42 form an integral part of these consolidated financial statements.

This is the consolidated balance sheet referred to in our report of even date.

For Walker Chandiook & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per Anamitra Das  
Partner  
Membership No.: 062191

Gurgaon  
27 May, 2017

For and on behalf of the Board of Directors  
KIRAN VYAPAR LIMITED

L. N. Bangur  
Chairman  
(DIN:00012617)

Kolkata  
27 May, 2017

Shreyash Bangur  
Managing Director  
(DIN:00012825)

Ajay Sonthalia  
Chief Financial Officer



**Statement of consolidated profit and loss for the year ended 31 March 2017**

(All amounts in ₹, unless specified otherwise)

	Notes	Year ended 31 March 2017	Year ended 31 March 2016
<b>Revenue</b>			
Revenue from operations	21	1,180,843,735	715,154,581
Other income	22	25,381,636	45,248,307
<b>Total revenue</b>		<b>1,206,225,371</b>	<b>760,402,888</b>
<b>Expenses</b>			
Purchases of stock-in-trade	23	592,696,432	224,839,714
Changes in inventories of stock in trade	24	(134,686,195)	(117,117,748)
Employee benefits expense	25	34,155,805	25,559,929
Finance costs	26	46,111,855	25,683,402
Depreciation	12	18,720,895	19,316,127
Other expenses	27	115,529,493	104,301,968
<b>Total expenses</b>		<b>672,528,285</b>	<b>282,583,392</b>
<b>Profit before exceptional items and tax</b>		<b>533,697,086</b>	<b>477,819,496</b>
Exceptional items	28	-	16,816,250
<b>Profit before tax</b>		<b>533,697,086</b>	<b>494,635,746</b>
<b>Tax expense</b>			
Current tax		64,690,018	41,104,085
Mat credit		-	(1,137,279)
Deferred tax		(1,862,073)	1,491,789
Tax for earlier years		(962,433)	(1,001,243)
		<b>61,865,512</b>	<b>40,457,352</b>
<b>Profit for the year</b>		<b>471,831,574</b>	<b>454,178,394</b>
Share of profit/(loss) from associates		42,923,425	(68,917,916)
<b>Profit for the year before minority interest</b>		<b>514,754,999</b>	<b>385,260,478</b>
Less : Minority interest		38,044,111	36,786,759
<b>Profit for the year after minority interest</b>		<b>476,710,888</b>	<b>348,473,719</b>
<b>Earnings per equity share of ₹10 each (EPS)</b>			
Basic and diluted	29	18.61	13.60

**Notes 1 - 42 form an integral part of these consolidated financial statements.**

This is the consolidated statement of profit &amp; loss referred to in our report of even date.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

per **Anamitra Das**  
**Partner**  
**Membership No.: 062191**

Gurgaon  
27 May, 2017

**For and on behalf of the Board of Directors**  
**KIRAN VYAPAR LIMITED**

**L. N. Bangur**  
**Chairman**  
**(DIN:00012617)**

Kolkata  
27 May, 2017

**Shreeyash Bangur**  
**Managing Director**  
**(DIN:00012825)**

**Ajay Sonthalia**  
**Chief Financial Officer**

**Consolidated Cash Flow statement for the year ended 31 March 2017**

(All amounts in ₹, unless specified otherwise)

	Year ended 31 March 2017	Year ended 31 March 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>533,697,086</b>	<b>494,635,746</b>
Adjustment for :		
Depreciation and amortization	18,720,895	19,316,127
Share of profit from LLP (net)	(25,873,114)	(7,172,594)
Provisions/liabilities written back	(53,592)	(941,549)
Bad debts written off	-	1,106,750
Provision for standard assets and non-performing assets	8,518,022	350,000
Interest income	(1,322,935)	(16,791,934)
Interest on borrowings	46,106,660	23,732,270
Loss on sale of fixed assets	1,802,747	-
Provision for diminution in the value of investments	1,123,868	75,580
Gain on transfer of capital rights	(20,000,000)	-
Profit on sale of investments (net)	(387,156,733)	(386,708,723)
Dividend income	(12,261,389)	(26,409,226)
<b>Operating profit before working capital changes</b>	<b>163,301,515</b>	<b>101,192,447</b>
<b>Movements in working capital</b>		
Increase in inventories	(134,686,194)	(117,117,748)
Increase in trade receivables	(1,881,343)	(15,080,365)
Decrease in long-term loans and advances	20,820,893	70,848,121
Decrease/(increase) in short-term loans and advances	(838,995,870)	155,176,498
Decrease/(increase) in other current assets	(131,130,089)	4,930,310
Decrease in other long-term liabilities	-	(3,000,000)
Increase in long-term provisions	1,604,694	142,842
Increase/(decrease) in short-term provisions	(229,165)	749,863
Increase in other current liabilities	44,845,713	18,656,961
<b>Cash generated from/(used in) operating activities</b>	<b>(876,349,846)</b>	<b>216,498,929</b>
Income tax paid (net of refunds)	(83,526,825)	(36,643,209)
<b>Net cash generated from/(used in) operating activities (A)</b>	<b>(959,876,671)</b>	<b>179,855,720</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Refund of capital advance	-	151,800,000
Investment in fixed deposits	(27,902,509)	(40,414,869)

**Consolidated Cash Flow statement for the year ended 31 March 2017**

(All amounts in ₹, unless specified otherwise)

	Year ended 31 March 2017	Year ended 31 March 2016
Redemption of fixed deposits	-	56,600,000
Sale of fixed assets	1,300,000	-
Purchase of fixed assets	(43,053,215)	(110,121,385)
Dividend received	10,988,557	23,100,362
Interest received	1,361,184	16,763,097
Withdrawal from LLP investments (net)	17,361,000	16,380,000
Receipt from sale of capital rights	20,000,000	-
Purchase of investments	(4,805,979,836)	(4,777,371,653)
Sale of investments	5,895,043,324	4,425,352,952
<b>Net cash generated from/(used in) investing activities (B)</b>	<b>1,069,118,505</b>	<b>(237,911,496)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term borrowings (net)	175,461,858	129,362,800
Repayment of long-term borrowings	(7,998,353)	(7,316,627)
Infusion of capital in LLP by minorities	-	20,120,000
Withdrawal of capital from LLP by minorities	(10,110,000)	(59,420,000)
Interest paid	(37,004,664)	(21,695,188)
Dividend paid (including tax on dividend)	(77,819,018)	(77,773,150)
<b>Net cash generated from/(used in) financing activities (C)</b>	<b>42,529,823</b>	<b>(16,722,165)</b>
<b>Net Increase /(decrease) in cash and cash equivalents (A+B+C)</b>	<b>151,771,657</b>	<b>(74,777,941)</b>
Cash and cash equivalents as at beginning of the year	37,593,975	112,371,916
<b>Cash and cash equivalents as at end of the year</b>	<b>189,365,632</b>	<b>37,593,975</b>
<b>Cash and bank balances (refer Note 19)</b>	<b>220,718,875</b>	<b>41,044,709</b>
Less: Other bank balances	31,353,243	3,450,734
<b>Cash and cash equivalents considered for cash flow</b>	<b>189,365,632</b>	<b>37,593,975</b>

This is the consolidated Cash Flow Statement referred to in our report of even date.

For Walker Chandiook & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per Anamitra Das  
Partner  
Membership No.: 062191

Gurgaon  
27 May, 2017

For and on behalf of the Board of Directors  
KIRAN VYAPAR LIMITED

L. N. Bangur  
Chairman  
(DIN:00012617)

Kolkata  
27 May, 2017

Shreyash Bangur  
Managing Director  
(DIN:00012825)

Ajay Sonthalia  
Chief Financial Officer

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

### 1. Background

Kiran Vyapar Limited ("the Holding Company" or "KVL") is a public limited company domiciled in India and registered under the provisions of the Companies Act, 1956. KVL is a non-deposit taking Systemically Important Non-Banking Financial Company ("NBFC") registered with Reserve Bank of India ("RBI") and is engaged in the business of giving loans and making investments.

### 2. Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared under the historical cost convention in accordance with generally accepted accounting principles in India ("Indian GAAP") and comply in all material respects with the mandatory Accounting Standards ("AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and with the relevant provisions of the Act, pronouncements of the Institute of Chartered Accountants of India ("ICAI"). The consolidated financial statements have been prepared on an accrual basis except for interest on non-performing loans (in respect of Non-Banking Finance Companies included in consolidation) which is accounted on cash basis based on the guidelines issued by the Reserve Bank of India ('RBI') from time to time. The accounting policies applied by the group are consistent with those used in the prior period.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of the work, the group has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

### 3. Basis of consolidation

- a) The consolidated financial statements have been prepared in accordance with the Accounting Standard ('AS') – 21 on 'Consolidated Financial Statements' and AS – 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' notified under the Companies (Accounting Standards) Rules, 2006, (as amended).
- b) The consolidated financial statements relate to Kiran Vyapar Limited, its subsidiaries (collectively referred as "the group") and its associates as per details given below:

Name of the subsidiaries	Country of incorporation	Proportion of ownership interest
Anantay Greenview Pvt. Ltd.	India	99.62%
IOTA Mtech Ltd.	India	100.00%
Magma Realty Pvt. Ltd.	India	99.17%
Mahate Greenview Pvt. Ltd.	India	99.59%
Samay Industries Ltd.	India	82.70%
Sarvadeva Greenpark Pvt. Ltd.	India	99.69%
Satyawatche Greeneries Pvt. Ltd.	India	99.62%
Shree Krishna Agency Ltd.	India	94.89%
Sishiray Greenview Pvt. Ltd.	India	99.72%
Subhprada Greeneries Pvt. Ltd.	India	99.78%
Uttaray Greenpark Pvt. Ltd.	India	99.62%
IOTA Mtech Power LLP	India	90.00%
Name of the associates	Country of Incorporation	Proportion of ownership interest
LNB Renewable Energy Pvt. Ltd.	India	29.32%
Navjyoti Commodity Management Services Ltd.	India	40.66%
Placid Ltd.	India	42.46%

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

- c) Consolidation procedure:
- i) The financial statements of the group have been prepared based on a line-by-line consolidation by adding together the book values of like items of assets, liabilities, income and expenses as per the respective financial statements. Intra group balances and intra group transactions have been eliminated.
  - ii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances, unless otherwise stated.
  - iii) The difference between the costs of investments in the subsidiary over the net assets at the time of acquisition of shares in the subsidiary is recognised in the consolidated financial statements as goodwill or capital reserve, as the case may be.
  - iv) Minority Interest's share of net profit/(loss) of subsidiary for the year is identified and adjusted against the net profit/(loss) of the group in order to arrive at the net profit/(loss) attributable to the shareholders of the Holding Company. The excess of loss applicable to the minority towards its interest in the equity, if any, is adjusted in majority interest.
  - v) Minority interest's share of net assets of subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Holding Company's shareholders.
  - vi) Investments in associates are accounted in accordance with AS – 23, 'Accounting for Investments in Associates in Consolidated Financial Statements' under "equity method". Unrealized profits/ losses resulting from transactions between the group and the associate are eliminated to the extent of group's interest in the associate.
  - vii) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the consolidated financial statements as goodwill or capital reserve, as the case may be.

### 4. Significant accounting policies

#### (a) Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the consolidated financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful loans and advances, income taxes, classification of assets and liabilities into current and non-current and the useful lives of fixed assets.

Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

#### (b) Tangible fixed assets

Tangible fixed assets are stated at cost, net of accumulated depreciation and impairment, if any. The cost of an asset comprises its purchase price and any cost directly attributable for bringing the asset to its working condition and location for its intended use. Subsequent expenditures, if any, related to an item of fixed assets are added to its book value only if they increase the future benefits from existing asset beyond its previously assessed standard of performance.

#### (c) Depreciation

Depreciation on all tangible assets is provided on written down value method, except for certain items of plant and machinery (wind energy generation assets) which are depreciated on straight line method. All assets are depreciated over the useful lives of assets prescribed under Schedule II of the Act. In respect of additions, depreciation is provided on pro-rata basis from the date of acquisition/installation.

**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

Written down value of all assets acquired prior to 01 April 2014 is being depreciated over their remaining useful life as prescribed in Schedule II of the Act.

**(d) Impairment of assets**

The group and its associates assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the group and its associates estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the consolidated statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists then the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**(e) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. Provision for diminution in value is made to recognize a decline other than temporary in the value of the long-term investments.

**(f) Inventories**

Inventories of shares and securities are carried at lower of cost and fair value.

**(g) Revenue recognition**

Revenue is recognised to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably estimated and collectability is reasonably assured.

- Interest on loans is recognized on accrual basis, except in the case of Non-Performing Assets (“NPAs”), where interest is recognized upon realization, in accordance with the directives of the Master Direction - Non Banking Financial Company - Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- Revenue from sale of products is recognized in the accounts on passing of title to the goods. Sales are exclusive of sales taxes and trade discounts, where applicable.
- Sale of energy on account of electricity supplied is accounted for on the basis of billing to consumers at rates agreed with respective consumers in accordance with the Power Purchase Agreement. Consequential adjustments are given effect to upon confirmation by the relevant authorities.
- Interest income on deposits/investments is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- Profit/loss on sale of investments is recognized on sale/redemption of respective investments.
- Share of profit/loss from investments in partnership firms/limited liability partnerships (LLP) are recognized on accrual basis on the basis of profit sharing percentage held in the respective firm/LLP.
- Revenue from investment in venture capital fund (“VCF”) is accounted on accrual basis on the basis of statements/information received from the VCF.
- Dividend income is recognized when the group’s right to receive dividend is established.
- Revenue from rental services is recognized on accrual basis at the time when services are rendered as per terms of respective agreement.



## Summary of significant accounting policies and other explanatory information

(All amounts in ₹, unless specified otherwise)

### (h) Asset classification and provisioning

Loan asset classification of the group (which are registered as Non-Banking Finance Companies) is given in the table below:

Particulars	Criteria
<b>Standard asset</b>	The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business
<b>Non-performing assets</b>	An asset for which, interest/principal payment has remained overdue for a period of four months or more

#### Provision for loan portfolio

Provision for standard assets and non-performing assets is made in accordance with the provisioning requirements for Systemically Important Non-deposit taking NBFCs issued by the RBI vide its circular no. DNBR.PD. 008/03.10.119/2016-17 dated 1 September 2016.

### (i) Employee benefits

The employees of the group are eligible for gratuity and compensated absences. Liability for gratuity is recognized for eligible employees in accordance with The Payment of Gratuity Act, 1972, for every completed year of service with the group. Liability for compensated absences is recognized in accordance with the leave policy of the group for the accumulated leave balance based on last drawn salary.

### (j) Leases

Leases of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as expense in the consolidated statement of profit and loss on a straight line basis over the lease term.

### (k) Tax expense

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 ("IT Act"). The group accounts for tax credit in respect of minimum alternate tax ("MAT") in situations where the MAT payable is higher than tax payable under normal provisions of the IT Act. The credit so availed is adjusted in future years when the tax under normal provisions is higher than MAT payable to the extent of the said difference.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each balance sheet date.

The group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.



**Summary of significant accounting policies and other explanatory information**

(All amounts in ₹, unless specified otherwise)

**(l) Provisions, contingent liabilities and contingent assets**

- a. A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.
- b. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.
- c. Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

**(m) Transactions in foreign currency**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction. Foreign currency monetary items are reported using the year-end rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on reporting monetary items of group at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**(n) Borrowing costs**

Interest on borrowing is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowing. Ancillary expenditure incurred in connection with the arrangement of borrowings is amortized over the tenure of the respective borrowings. An unamortized borrowing cost remaining, if any, is fully expensed off as and when the related borrowing is prepaid / cancelled.

**(o) Cash and cash equivalents**

Cash and cash equivalents comprise cash and deposit with banks. The group considers all highly liquid investments at the time of purchase with a remaining maturity of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**(p) Earnings per equity share**

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

**(q) Segment reporting**

The accounting policies adopted for segment reporting are in line with those of the Group with the following additional policies for segment reporting:

- Revenues and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.
- Revenues and expenses, which relate to the group as a whole and are not allocable to segments on a reasonable basis, have been included under "unallocated revenues and expenses".
- Assets and liabilities, which relate to the group as a whole and are not allocable to segments on a reasonable basis, are shown as "unallocated assets and liabilities" respectively.

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
<b>5 Share capital</b>				
Authorized share capital				
Equity shares of ₹10 each	26,000,000	260,000,000	26,000,000	260,000,000
		<b>260,000,000</b>		<b>260,000,000</b>
Issued, subscribed and fully paid up				
Equity shares of ₹10 each (*)	25,617,600	256,176,000	25,617,600	256,176,000
		<b>256,176,000</b>		<b>256,176,000</b>

\*25,920,000 equity shares of ₹10 each was allotted for consideration other than cash pursuant to a Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide its order dated 21 August 2013 by virtue of which all assets and liabilities of the investment division of Maharaja Shree Umaid Mills Limited were transferred and vested with the Company with effect from 1 April 2012.

302,400 shares of the holding company are being held by a subsidiary (before it became a subsidiary) which have been reduced from the total paid-up share capital for consolidation.

### a) Reconciliation of equity share capital

Balance at the beginning of the year	25,617,600	256,176,000	25,617,600	256,176,000
<b>Balance at the end of the year</b>	<b>25,617,600</b>	<b>256,176,000</b>	<b>25,617,600</b>	<b>256,176,000</b>

### b) Terms and rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Holding Company, equity shareholders are eligible to receive remaining assets of the company, after distribution of all preferential amounts, on the proportion of their shareholdings.

In the current year, the Board has recommended proposed dividend @ 25% i.e. ₹2.50 per share amounting to ₹64,800,000. The proposed dividend by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

	As at 31 March 2017		As at 31 March 2016	
	Number	%	Number	%
<b>c) Shareholders holding more than 5% of the shares</b>				
Equity shares of ₹10 each				
Placid Limited	8,422,420	33%	8,422,420	33%
M. B. Commercial Co. Limited	2,820,000	11%	2,820,000	11%
Lakshmi Niwas Bangur	1,760,457	7%	1,760,457	7%
Amalgamated Development Limited	1,652,000	6%	1,652,000	6%
	<b>14,654,877</b>	<b>57%</b>	<b>14,654,877</b>	<b>57%</b>

	As at March 31, 2017	As at March 31, 2016
	<b>6 Reserves and surplus</b>	
<b>General reserve</b>		
Balance at the beginning of the year	978,854,865	968,854,865
Add: Transfer from surplus in the Statement of profit and loss	-	10,000,000
<b>Balance at the end of the year</b>	<b>978,854,865</b>	<b>978,854,865</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

	As at March 31, 2017	As at March 31, 2016
<b>Securities premium reserve</b>		
Balance at the beginning of the year	4,000,000	4,000,000
<b>Balance at the end of the year</b>	<b>4,000,000</b>	<b>4,000,000</b>
<b>Capital reserve</b>		
Balance at the beginning of the year	1,953,468,175	1,953,468,175
<b>Balance at the end of the year</b>	<b>1,953,468,175</b>	<b>1,953,468,175</b>
<b>Statutory reserve</b>		
Balance at the beginning of the year	126,685,338	105,758,233
Add : Addition during the year	21,643,560	20,927,105
<b>Balance at the end of the year</b>	<b>148,328,898</b>	<b>126,685,338</b>
<b>Share capital cancellation reserve</b>		
Balance at the beginning of the year	5,952,000	5,952,000
<b>Balance at the end of the year</b>	<b>5,952,000</b>	<b>5,952,000</b>
<b>Surplus in the Statement of profit and loss</b>		
Balance at the beginning of the year	5,349,919,355	5,110,364,496
Add: Profit for the year	476,710,888	348,473,719
<b>Amount available for appropriation</b>	<b>5,826,630,243</b>	<b>5,458,838,215</b>
<b>Appropriations:</b>		
Transferred to general reserve	-	(10,000,000)
Proposed dividend (₹2.50 per share)	-	(64,800,000)
Tax on proposed dividend	-	(13,191,755)
Transfer to statutory reserve	(21,643,560)	(20,927,105)
<b>Balance at the end of the year</b>	<b>5,804,986,683</b>	<b>5,349,919,355</b>
	<b>8,895,590,621</b>	<b>8,418,879,733</b>
<b>7 Long term borrowings (secured)</b>		
Term loan from others	12,829,976	20,828,329
Less : Current maturities of long term borrowings	(8,797,764)	(7,998,353)
	<u>4,032,212</u>	<u>12,829,976</u>
<b>a) Terms and conditions:</b>		
<b>i) Nature of security:</b>		
Term loan from others is secured against hypothecation of motor vehicles financed there against.		
<b>ii) Terms of repayment:</b>		
The three term loans of ₹9.13 lacs, ₹150.00 lacs and ₹145.63 lacs taken are repayable in 60, 60 and 36 equal monthly installments of ₹0.19 lacs, ₹3.07 lacs and ₹4.78 lacs commencing from 1 June 2014, 10 May 2014 and 1 April 2015 respectively.		
<b>8 Other long-term liabilities</b>		
Security deposit	4,620,365	4,620,365
	<u>4,620,365</u>	<u>4,620,365</u>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

	As at 31 March 2017		As at 31 March 2016	
	Long term	Short term	Long term	Short term
<b>9 Provisions</b>				
Provision for gratuity	2,010,089	-	1,083,865	-
Provision for leave encashment	1,028,355	520,698	349,885	749,863
Contingent provision on standard assets	4,304,930	5,171,165	4,277,440	1,535,212
Provision for non performing assets	-	5,204,579	-	350,000
Provision for wealth tax (net)	-	241,693	-	241,693
Proposed dividend	-	-	-	64,800,000
Tax on proposed dividend	-	-	-	13,191,755
	<b>7,343,374</b>	<b>11,138,135</b>	<b>5,711,190</b>	<b>80,868,523</b>
			<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
<b>10 Short term borrowings (secured)</b>				
From banks (^)		199,024,658		114,062,800
From others (#)		237,000,000		250,000,000
From a related party (\$)		103,500,000		-
		<b>539,524,658</b>		<b>364,062,800</b>

Terms and conditions:

(^) Secured by way of hypothecation of cotton bales (held as inventory). The loan carries interest in the range of 10% to 10.75 % for amounts borrowed from banks.

(#) Loan from Kotak Mahindra Investments Limited (amount outstanding ₹870 lacs; Previous year ₹2500 lacs) availed at floating interest rate (presently 8.60%) is secured by pledge of investments of the Company in certain bonds and mutual funds (refer Note 12). The loan is repayable within 60 months from the date of first disbursement. The put/call option allows the borrower/lender to repay/recall the entire loan on relevant option date.

Loan from Barclays Investment and Loans India Ltd. (amount outstanding ₹1500 lacs; Previous year ₹Nil) availed at an interest rate of 8.75% is secured by pledge of investments of the Company in mutual funds (refer Note 13). The loan is repayable on demand within 12 months from date of sanction.

(\$) Unsecured loan from a related party is repayable on demand. It carries interest @ 10.50% p.a.

	As at 31 March 2017	As at 31 March 2016
<b>11 Other current liabilities</b>		
Current maturities of long term borrowings	8,797,764	7,998,353
Interest accrued and due on borrowings	9,101,996	-
Statutory dues	2,563,431	2,578,605
Unpaid dividend	521,283	348,546
Liability towards capital expenses	-	40,618,616
Other current liabilities	53,264,336	14,362,532
Share of expenses from venture capital investments	13,530,738	7,625,247
Sub hybrid facility	10,000,000	10,000,000
	<b>97,779,548</b>	<b>83,531,899</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

## 12 FIXED ASSETS

Asset Category	Gross Block				Depreciation				Net Block
	As at 01-04-2016	Additions during the year	Sale/ Adjustments	As at 31-03-2017	As at 01-04-2016	Charge for the year	Sale / Adjustments	As at 31-03-2017	As at 31-03-2017
<b>Tangible assets</b>									
Freehold Land	248,047,852	1,049,840	-	249,097,692	-	-	-	-	249,097,692
Building	223,588	-	-	223,588	145,791	19,011	-	164,802	58,786
Plant and Machinery	228,600,628	-	-	228,600,628	8,853,990	10,401,504	-	19,255,494	209,345,134
Electrical Fittings and Equipment	-	730,181	-	730,181	-	19,681	-	19,681	710,500
Furniture and fixtures	4,688,673	-	4,636,985	51,688	1,019,045	558,209	1,534,238	43,016	8,672
Vehicles	41,457,153	-	-	41,457,153	18,046,937	7,308,312	-	25,355,249	16,101,904
Office equipment	1,428,215	344,578	-	1,772,793	981,487	414,178	-	1,395,665	377,128
<b>Total</b>	<b>524,446,109</b>	<b>2,124,599</b>	<b>4,636,985</b>	<b>521,933,723</b>	<b>29,047,250</b>	<b>18,720,895</b>	<b>1,534,238</b>	<b>46,233,907</b>	<b>475,699,816</b>
<b>Asset Category</b>	<b>As at 01-04-2015</b>	<b>Additions during the year</b>	<b>Sale/ Adjustments</b>	<b>As at 31-03-2016</b>	<b>As at 01-04-2015</b>	<b>Charge for the year</b>	<b>Sale / Adjustments</b>	<b>As at 31-03-2016</b>	<b>As at 31-03-2016</b>
<b>Tangible assets</b>									
Freehold Land	241,205,192	6,842,660	-	248,047,852	-	-	-	-	248,047,852
Building	223,588	-	-	223,588	126,727	19,064	-	145,791	77,797
Plant and Machinery	114,060,822	114,539,806	-	228,600,628	1,666,575	7,187,415	-	8,853,990	219,746,638
Furniture and fixtures	44,638	4,644,035	-	4,688,673	36,644	982,401	-	1,019,045	3,669,628
Vehicles	41,399,851	57,302	-	41,457,153	7,378,319	10,668,618	-	18,046,937	23,410,216
Office equipment	940,395	487,820	-	1,428,215	522,858	458,629	-	981,487	446,728
Wind Mills under development	5,516,897	3,774,621	9,291,518	-	-	-	-	-	-
<b>Total</b>	<b>403,391,383</b>	<b>130,346,244</b>	<b>9,291,518</b>	<b>524,446,109</b>	<b>9,731,123</b>	<b>19,316,127</b>	<b>-</b>	<b>29,047,250</b>	<b>495,398,859</b>

13 Non-current Investments (non-trade)  
(fully paid-up unless otherwise stated)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>A) In Associates (Unquoted)</b>					
<b>Equity shares</b>					
Placid Limited	100	219,737	132,923,596	219,737	132,923,596
Add : Share of profit			1,992,003,450		1,945,112,897
Navjyoti Commodity Management Services Limited	10	1,625,000	150,313,000	1,625,000	150,313,000
Less: Share of loss			(7,076,247)		(1,660,519)
			<b>2,268,163,799</b>		<b>2,226,688,974</b>
<b>Preference shares</b>					
Navjyoti Commodity Management Services Limited	10	142,860	100,002,000	142,860	100,002,000
Less: Share of loss			(5,134,121)		(346,600)
LNB Renewable Energy Private Limited	100	2,000,000	250,000,000	2,000,000	250,000,000
Add : Share of profit			21,370,585		15,134,462
			<b>366,238,464</b>		<b>364,789,862</b>
<b>Sub-total (A)</b>			<b>2,634,402,263</b>		<b>2,591,478,836</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>B) In Equity Instruments (Quoted)</b>					
ACE Laboratories Limited	10	1,771	30,832	1,771	30,832
Akzo Nobel India Limited	10	10,530	15,131,129	-	-
Alkem Laboratories Limited	2	-	-	7,950	5,013,104
Amara Raja Batteries Limited	10	1,000	851,822	19,600	10,868,535
APS Star Industries Limited	10	51	3,246	51	3,246
Arvind Limited	10	12,600	4,975,502	-	-
Ashok Leyland Limited	1	230,000	20,089,446	-	-
Asian Paints Limited	1	-	-	32,500	16,910,193
Astral Poly Technik Limited	10	-	-	18,514	7,170,585
Astrazeneca Pharma Limited	2	-	-	1,500	3,140,340
Avenue Supermarts Limited	10	16,200	10,117,604	-	-
Axis Bank Limited	2	25,700	14,429,642	16,351	9,404,415
Bajaj Electricals Limited	2	47,094	9,996,263	47,094	9,996,263
Bajaj Finance Ltd.	2	8,150	7,484,608	-	-
Bankura Damodar River Railway & Holding Company Limited	10	125	1,885	125	1,885
Bata India Limited	10	18,650	10,055,958	14,450	8,040,469
Bayer Cropscience Limited	10	-	-	6,225	10,016,359
Berger Paints India Limited	2	60,350	12,596,052	13,500	3,007,938
Bharat Electronics Limited	10	-	-	9,540	7,508,269
Bharat Forge Limited	10	15,250	15,020,424	12,400	12,478,599
Bharat Petroleum Corporation Limited	10	-	-	6,700	5,003,282
Bharti Airtel Limited	5	25,150	10,030,850	25,150	10,030,850
Birla Corporation Limited	10	-	-	10,306	5,061,510
Blue Dart Express Limited	10	1,640	9,675,933	1,115	6,850,557
Bosch Limited	10	660	12,982,990	770	15,025,667
Britannia Industries Limited	2	7,150	20,167,344	-	-
Cairn India Limited	10	45,000	14,409,058	45,000	14,409,058
Can Fin Homes Limited	10	-	-	24,543	15,018,041
Capital First Ltd.	10	16,200	10,634,450	-	-
Century Plyboards India Limited	1	83,436	16,095,165	-	-
Cera Sanitaryware Limited	5	-	-	4,908	10,014,030
Clariant Chemical India Limited	10	9,843	7,817,050	3,473	3,212,801
Coal India Limited	10	32,260	10,295,854	64,000	21,305,021
Container Corporation of India Limited	10	13,460	20,056,592	10,200	15,044,332
Daewoo Motors India Limited	10	2,000	84,126	2,000	84,126
Dalmia Bharat Ltd.	2	19,692	25,007,432	-	-
DPSC Limited	1	-	-	1,300,000	21,180,169
Dr Lal Pathlabs Limited	10	10,400	10,021,944	12,725	9,988,233
Dr. Reddy's Laboratories Limited	5	-	-	1,300	4,137,661
Dynasty Walford Limited (Bonus shares)	1	18,000	-	18,000	-
Eicher Motors Limited	10	150	3,188,131	1,390	22,929,662



## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

## 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
Elantas Bech India Limited	10	4,000	5,848,040	3,051	4,430,503
Emami Limited	1	-	-	26,700	15,006,015
Fusion Polymers Limited	10	800	21,306	800	21,306
Future Life Style Fashions Limited (Bonus Shares)	2	14,677	-	14,677	-
GEE Limited	2	45,000	53,925	45,000	53,925
GE T&D India Ltd. (Alstom T&D India Ltd.)	2	19,400	7,523,746	11,500	11,277,002
Gillette India Limited	10	2,125	9,972,992	1,085	5,052,765
Glenmark Pharma Limited	1	-	-	6,700	5,031,564
Godrej Consumer Products Limited	1	-	-	12,546	15,091,299
Godrej Industries Limited	1	9	1,237	9	1,237
Gujarat Steel Tubes Limited	10	30	450	30	450
Havells India Limited	1	42,600	14,293,700	6,000	1,972,908
HEG Limited (Bonus shares)	10	50	-	50	-
Himatsingka Seide Limited	5	33,000	12,435,326	-	-
Hindalco Industries Limited	1	-	-	89,005	12,013,399
Hindustan Zinc Limited	2	-	-	5,000	538,288
Honeywell Automation Limited	10	-	-	600	5,116,854
Huhtamaki Ppl Limited	2	36,100	10,025,519	36,100	10,025,519
Hyderabad Industries Limited	10	290	65,060	290	65,060
Hyderabad Lamps Limited	10	2,000	54,353	2,000	54,353
ICICI Bank Limited	10	3,000	980,111	3,000	980,111
ICICI Prudential Life Insurance Company Limited	10	28,000	10,041,421	-	-
Idea Cellular Limited	10	57,427	10,048,687	57,427	10,048,687
Igarashi Motors India Limited	10	24,639	18,810,655	-	-
IL & FS Transportation Networks Limited	10	125,000	15,065,414	76,000	9,822,530
Incab Industries Limited	10	4,100	93,433	4,100	93,433
Indo Count Industries Limited	10	105	1,050	105	1,050
Indoco Remedies Limited	2	5,669	223,047	6,500	255,743
IndusInd Bank Limited	10	-	-	1,000	836,830
Infosys Limited	5	13,800	15,131,500	13,800	15,131,500
Interglobe Aviation Limited	10	14,150	15,778,257	12,006	13,754,462
International Paper APPM Limited	10	3,000	481,762	10,500	1,686,167
IPCA Laboratories Limited	2	6,050	5,017,420	6,050	5,017,420
ISPL Industries Limited	10	1,000	23,620	1,000	23,620
Jayshree Tea and Industries Limited	10	-	-	171,176	26,858,683
J.K. Cement Limited	10	13,304	10,093,336	4	-
J.K.Cotton Spg.&Wvg.Mills Limited	10	200	3,314	200	3,314
JK Paper Limited	10	403,000	30,172,868	-	-
JK Tyre Industries Limited	2	177,600	22,593,724	-	-
Kajaria Ceramics Limited	2	-	-	12,903	10,024,413



## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
Kansai Nerolac Paints Limited	10	-	-	59,117	15,034,705
Kaveri Seed Company Limited	2	45,840	20,104,582	21,000	10,014,663
Kesar Petroproducts Limited	10	895	8,950	895	8,950
Kesoram Industries Limited	2	3,400	-	3,400	-
Kitex Garments Limited	10	13,800	10,027,603	13,800	10,027,603
Kotak Mahindra Bank Limited	5	-	-	14,155	10,014,263
KSB Pumps Limited	10	23,270	15,109,027	-	-
Larsen & Toubro Limited	10	23,200	26,627,651	22,500	25,665,886
LG Balakrishnan & Bros. Limited	10	18,870	11,289,048	-	-
LIC Housing Finance Limited	2	400	177,191	1,000	442,967
Lupin Limited	2	20,021	19,804,074	27,021	26,158,929
Mahindra & Mahindra Limited	5	13,200	17,138,490	4,200	5,042,253
Mangalore Chemicals & Fertilisers Limited	10	74,995	6,584,504	74,995	6,584,504
Marico Limited	1	4,000	794,781	4,000	794,781
Maruti Suzuki India Limited	5	4,760	19,680,842	6,782	20,103,567
Max Financial Services Limited	2	-	-	24,000	5,789,438
Max India Limited	2	1,000	-	-	-
Max Ventures & Industries Limited	10	200	-	-	-
Mayur Uniquoters Limited	5	24,155	10,101,897	11,055	5,086,555
M.B. Commercial Co. Limited	10	-	-	37,000	6,064,602
MOIL Limited	10	-	-	946	354,750
Monsanto India Limited	10	4,400	12,737,076	3,300	10,025,217
Motherson Sumi Systems Limited	1	40,410	8,810,173	123,750	22,496,985
MPS Limited	10	8,401	7,544,120	5,101	5,031,447
MRF Limited	10	-	-	404	15,021,558
NBCC India Limited	2	89,800	15,095,254	-	-
Nestle India Ltd.	10	800	5,030,589	-	-
Nilkamal Ltd.	10	7,325	10,101,369	-	-
Nitin Spinners Ltd.	10	64,282	6,026,866	-	-
Omkar Speciality Chemicals Limited	10	5,000	826,866	-	-
Orient Refractories Limited	1	125,550	15,135,639	-	-
PI Industries Limited	1	18,456	15,550,652	24,700	10,009,878
Pidilite Industries Limited	1	40,720	17,027,194	39,520	10,896,646
Piramal Enterprises Limited	10	23,464	31,043,445	16,082	15,165,038
PNB Housing Finance Ltd.	10	28,100	25,002,911	-	-
Port Shipping Co. Limited	10	37,500	347,063	37,500	347,063
Power Grid Corporation of India Limited	10	-	-	19,186	1,726,740
Premier Cable Co. Limited	10	500	3,769	500	3,769
Presidency Export & Industries Limited	5	45	53	45	53
Punjab National Bank Limited	2	49,200	7,522,913	-	-
Rane Brake Lining Limited	10	13,240	12,509,066	-	-
Reliance Industries Limited	10	8,000	8,841,003	8,000	8,841,003
Richimen Silk Limited	10	1,000	11,310	1,000	11,310

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

## 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
S H Kelkar & Company Limited	10	43,840	10,053,516	43,840	10,053,516
Sheela Foam Ltd.	5	9,300	10,030,148	-	-
Shree Synthetics Limited (Bonus shares)	10	15	-	15	-
Siemens Limited	10	7,418	10,027,308	3,518	5,014,367
Sijua (Jherriah) Electric Supply Co. Limited	10	133	293	133	293
Sintex Industries Limited	1	10,000	721,600	-	-
SKS Microfinance Limited	10	-	-	12,875	5,011,253
SQS India BFSI Limited	10	17,364	12,628,930	-	-
SML Isuzu limited	10	8,910	10,033,132	8,910	10,033,132
Spentex Industries Limited	10	100	2,500	100	2,500
State Bank of Bikaner & Jaipur Limited	10	-	-	1,400	210,000
State Bank of India Limited	1	37,350	10,022,571	18,300	3,012,985
Sukhjit Starch & Chemicals Limited	10	660	1,100	660	1,100
Sun Pharmaceuticals Industries Limited	1	27,409	22,799,197	26,410	20,693,364
Supreme Industries Limited	10	2,500	1,710,760	12,662	7,724,800
Suven Life Sciences Limited	1	36,600	8,472,701	36,600	8,472,701
Swetha Engineering Limited	10	22,700	454,000	22,700	454,000
Tamil Nadu Newsprint & Papers Limited	10	40,955	14,061,891	82,509	17,050,118
Tata Global Beverages Limited	1	94,000	12,486,074	-	-
Tata Motors Limited	2	20,448	10,444,135	10,848	5,427,359
Tata Steel Limited	10	-	-	25,115	9,628,637
The Jammu & Kashmir Bank Limited	1	143,335	16,692,856	143,335	16,692,856
The Peria Karamalai Tea & Produce Co. Limited	10	523,670	47,538,508	523,670	47,538,508
The Rai Saheb Reckchand Mohota Spinning & Weaving Limited	10	-	-	382,938	14,770,620
The Tata Power Company Limited	1	154,520	12,519,562	58,520	5,007,494
The West Coast Paper Mills Limited	2	59,871	5,744,107	-	-
Thermax Limited	10	11,135	11,145,521	6,535	7,096,787
Torrent Pharmaceuticals Limited	5	-	-	4,266	5,031,925
Transport Corporation of India Limited	10	-	-	33,571	8,945,990
TRF Limited	10	105	9,874	105	9,874
TVS Motor Company Limited	1	-	-	20,250	5,011,004
Ultratech Cement Limited	10	1,645	5,467,240	6,535	18,368,813
Universal Office Automation Limited	10	1,000	16,970	1,000	16,970
VA Tech Wabag Limited	2	103,002	38,648,941	101,202	29,165,297
Vardhman Textile Limited	10	8,550	7,003,889	19,198	15,061,231
Vedanta Limited	1	-	-	90,000	14,952,651
VRL Logistics Limited	10	66,600	19,777,952	-	-
Wabco India Limited	5	1,730	10,018,596	1,730	10,018,596
Whirlpool of India Limited	10	10,602	10,010,493	14,750	10,026,809
<b>Sub-total (B)</b>			<b>1,181,266,941</b>		<b>1,020,447,116</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>C) In Equity Instruments (Unquoted)</b>					
Apurva Export Private Limited	10	50,000	19,156,500	50,000	19,156,500
Bengal Coal Co. Limited	100	150	915	150	915
Chakrine Greenfield Private Limited	10	1,500	15,038	1,500	15,038
Dishay Greenhub Private Limited	10	1,600	16,040	1,600	16,040
Gold Square Sales India Private Limited	10	10	90,348	10	432,588
Hind Cycle Limited	100	50	1,767	50	1,767
Hindustan Commercial Bank Limited	100	1,815	40,376	1,815	40,376
Hindustan Mercantile Bank Limited	100	5	448	5	448
Hope Metal Industries (I) Limited	10	640	1,480	640	1,480
India Energy Exchange Limited	10	303,286	215,099,830	303,286	215,099,830
Indian Standard Wagon Co. Limited	10	425	502	425	502
Kapilay Greeneries Private Limited	10	1,700	17,043	1,700	17,043
Maharaja Shree Umaid Mills Limited	10	504,400	6,068,464	302,400	8,464
M.B. Commercial Co. Limited	10	37,000	6,064,602	-	-
Megna Mills Limited	10	3,500	10,526	3,500	10,526
Momark Services Private Limited	100	100	210,000	100	210,000
Mysore Silk Filatures Limited	10	200	620	200	620
Punjab Sugar Mills Limited	100	15	1,734	15	1,734
Shree Godawari Boards Private Limited	100	275	1,444	275	1,444
Suryoday Small Finance Bank Limited	10	1,637,013	178,119,412	-	-
The Kishore Trading Company Limited	100	5,625	172,025	5,625	172,025
The Swadeshi Cotton Mills Co. Limited	10	900	5,522	900	5,522
Union Jute Co. Limited	100	50	50	50	50
Virochanaye Greenfield Private Limited	10	1,900	19,048	1,900	19,048
Walford Transport Limited	1	18,000	3,060	18,000	3,060
			425,116,794		235,215,020
Less : Provision for diminution			(1,332,558)		(208,690)
<b>Sub-total (C)</b>			<b>423,784,236</b>		<b>235,006,330</b>
<b>D) In Preference Shares (Unquoted)</b>					
Access Livelihood Consulting India Limited	10	50,000	500,000	-	-
Baranagore Jute Factory Co. Limited	5	1,429	20,440	1,429	20,440
Basbey Greenview Private Limited	100	430,000	43,000,000	430,000	43,000,000
Bengal Paper Mills Co. Limited	100	1,789	33,451	1,789	33,451
Birds Jute & Exports Limited	100	255	1,743	255	1,743
Borra Coal Co. Limited	100	254	1,397	254	1,397
Bowreah Cotton Mills Co. Limited	100	50	3,166	50	3,166
Burn & Co. Limited	100	282	1,962	282	1,962
Cawnpore Sugar Works Limited	100	266	31,901	266	31,901
Gold Square Sales India Private Limited (Series D2)	50	5,538	50,034,652	5,538	239,567,456
Kalyanmal Mills Limited	100	260	2,639	260	2,639
Kamarhatty Co. Limited	100	490	24,777	490	24,777

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
Karanpura Collieries Limited	100	75	83	75	83
Mohini Mills Limited	10	6,168	8,953	6,168	8,953
Momark Services Private Limited	100	9,924	24,790,400	9,424	19,790,400
New Samanbagh Tea Co. Limited	100	70	1,776	70	1,776
North Brook Jute Co. Limited	100	1,037	7,661	1,037	7,661
Reliance Jute & Ind. Limited	100	75	4,522	75	4,522
Sukhday Greenview Private Limited	100	90,000	9,000,000	90,000	9,000,000
Winsome Park Private Limited	100	50,000	5,388,438	-	-
<b>Sub-total (D)</b>			<b>132,857,961</b>		<b>311,502,327</b>
<b>E) In Bonds and Debentures</b>					
<b>(a) Quoted</b>					
8 % IRFC Tax Free Bonds	1,000	-	-	108,754	108,754,000
7.18 % IRFC Tax Free Bonds	1,000	-	-	160,000	160,000,000
8.20 % PFC Tax Free Bonds	1,000	-	-	85,437	85,437,000
8 % IRFC Tax Free Bonds	1,000	-	-	26,054	27,234,246
8.20 % NHAJ Tax Free Bonds	1,000	61,712	65,124,674	61,712	65,124,674
8.20 % PFC Tax Free Bonds	1,000	-	-	67,287	71,041,615
<b>(b) Unquoted</b>					
Puranik Builders Private Limited	1,000,000	-	-	250	250,000,000
<b>Sub-total (E)</b>			<b>65,124,674</b>		<b>767,591,535</b>
<b>F) In Venture Capital Funds (Unquoted)</b>					
Ask Real Estate Opportunity Fund - II	100,000	1,625	162,500,000	1,000	100,000,000
Chiratae Trust Class A1 & A2	100,000	300	30,000,000	150	15,000,000
Contrarian Vridhi Fund	10,000	500	3,000,000	500	3,000,000
Grand Anicut Fund I	1000	82,000	82,000,000	-	-
India Quotient Investment Fund	95194	420	39,981,690	180	18,000,000
India Realty Excellence Fund III	100	245,348	25,000,000	-	-
KAE Capital Fund II	100,000	200	20,000,000	100	10,000,000
Kotak India Whizdom Fund	10	2,500,000	25,000,000	-	-
Malabar Value Fund	100	113,157	12,000,000	-	-
Pandara Trust Scheme I Class A Series 2	100,000	450	45,000,000	400	40,000,000
Residential Scheme Opportunity Fund II	2,500,000	20	10,000,000	-	-
Trifecta Venture Debt Fund I	100	339,613	34,820,000	178,363	18,695,000
Zodius Technology Fund	10	4,955,144	50,000,000	3,955,144	40,000,000
Zodius Technology Opportunities Fund	10	2,550,000	25,500,000	300,000	3,000,000
<b>Sub-total (F)</b>			<b>564,801,690</b>		<b>247,695,000</b>
<b>G) In Mutual Funds</b>					
<b>(a) Quoted</b>					
Goldman Sachs Mutual Fund CPSE ETF (Growth)	10	-	-	459,993	8,918,840

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>(b) Unquoted</b>					
DSP Black Rock 3 Years Close ended Equity Fund (Growth)	10	-	-	5,000,000	50,000,000
Goldman Sachs Liquid Exchange Traded Scheme	1000	4	4,103	4	4,077
HDFC Charity Fund (Growth)	10	1,000,000	10,000,000	-	-
HDFC Equity Fund (Growth)	10	262,905	125,000,000	262,905	125,000,000
HDFC Infrastructure Fund (Growth)	10	-	-	9,239,953	100,000,000
HDFC Liquid Fund - (Dividend)	10	525	535,571	-	-
HDFC Medium Term Opportunity Fund (Growth)	10	34,852,573	396,434,071	43,785,529	498,042,883
HDFC Mid-cap Opportunities Fund (Growth)	10	-	-	2,720,090	71,625,271
HDFC Top 200 Fund (Growth)	10	290,374	58,318,962	290,374	58,318,962
ICICI Prudential Dynamic Plan	10	325,300	50,000,000	325,300	50,000,000
ICICI Prudential India Recovery Fund Series 3 (Dividend)	10	5,000,000	50,000,000	5,000,000	50,000,000
IDBI Mid-cap Fund -Regular plan (Growth)	10	1,000,000	10,000,000	-	-
IDFC Equity Opportunity Series I Regular Plan Dividend	10	-	-	5,000,000	50,000,000
IDFC Money Manager Fund - Treasury Advantage Plan - Growth	10	1,178,467	30,000,000	-	-
IDFC Premier Equity Fund Plan A (Growth)	10	138,172	10,000,000	138,172	10,000,000
Kotak Emerging Equity Scheme (Growth)	10	-	-	1,340,893	35,000,000
Kotak Infrastructure & Economic Reform Fund (Growth)	10	-	-	3,383,866	50,000,000
Motilal Oswal Most Focused Midcap 30 Fund (Growth)	10	3,109,517	60,000,000	3,107,564	55,000,000
Motilal Oswal Most Focused Multicap 35 (Growth)	10	3,795,686	82,500,000	3,787,821	75,000,000
Reliance Capital Builder Fund II Series B (Growth)	10	10,000,000	100,000,000	10,000,000	100,000,000
Reliance Equity Opportunities Fund (Growth)	10	1,206,280	90,000,000	1,206,280	90,000,000
Reliance Growth Fund (Growth)	10	-	-	92,821	75,000,000
Sundaram Select Debt Short term Asset Plan (Growth)	10	-	-	1,921,027	-
<b>Sub-total (G)</b>			<b>1,072,792,707</b>		<b>1,551,910,033</b>
<b>H) Investments in Limited Liability Partnership (LLP) - capital contribution</b>					
Siddhidata Power LLP			11,259,000		28,620,000
Soul Beauty & Wellness Centre LLP			200,000,000		200,000,000
<b>Sub-total (H)</b>			<b>211,259,000</b>		<b>228,620,000</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

## 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>I) National savings certificate</b> (deposited with sales tax office)			20,000		20,000
Sub-total (I)			20,000		20,000
<b>J) Investment through Portfolio Managers</b>					
<b>(a) In Equity Instruments (Quoted)</b>					
Ajanta Pharma Limited	2	5,076	2,122,631	6,318	2,620,201
Amara Raja Batteries Limited	1	12,867	6,308,947	10,263	4,029,972
Aarti Industries Ltd	5	5,219	4,132,137	-	-
AIA Engineering Ltd	2	2,466	3,397,038	-	-
Aegis Logistics Ltd	1	44,393	6,491,200	-	-
Ashok Leyland Limited	1	86,812	5,937,639	89,507	6,112,636
Asian Paints Limited	1	23,724	13,047,618	28,664	15,094,304
Axis Bank Limited	2	-	-	9,274	4,676,283
Aditya Birla Fashion and Retail Limited	10	-	-	1,368	42,772
Arvind Limited	10	2,058	623,821	2,058	623,821
Astral Poly Technik Limited	1	20,503	5,690,608	20,958	5,622,822
Bajaj Electricals Limited	2	21,506	5,316,435	13,909	3,393,073
Bajaj Finance Limited	10	28,789	10,053,130	3,290	7,652,762
Bajaj Finserv Limited	5	4,122	8,191,527	2,640	5,213,868
Bharat Petroleum Corporation Limited	10	14,064	6,322,363	7,032	6,322,363
Bharat Forge Limited	2	5,084	6,309,567	13,273	14,612,557
Bharti Airtel Limited	5	-	-	805	298,392
Bosch Limited	10	387	3,646,660	387	3,646,660
Blue Dart Express Limited	10	1,346	8,007,219	1,209	7,260,746
Britannia Industries Limited	2	7,377	22,237,702	6,052	18,506,750
BSE Limited	2	283	273,541	-	-
Cholamandalam Investment & Finance Co Ltd	10	10,144	10,043,777	-	-
Colgate Palmolive (India) Limited	1	-	-	8,844	5,939,719
Cummins India Limited	2	-	-	6,706	3,693,195
Dabur India Limited	1	-	-	65,464	14,625,196
Dalmia Bharat Limited	2	7,853	4,318,701	10,099	5,328,890
DCB Bank Ltd	10	37,977	5,883,730	-	-
Eicher Motors Limited	10	1,239	14,698,818	1,533	16,744,128
Endurance Technologies Limited	10	818	466,006	-	-
Glaxo Smithkline Consumer Healthcare Limited	2	-	-	1,361	6,437,122
Glenmark Pharmaceuticals Limited	1	-	-	2,917	2,919,799
Gruh Finance Limited	2	29,963	3,645,299	35,698	5,055,551
Havells India Limited	1	38,038	8,856,623	53,699	12,420,436
HDFC Bank Limited	2	16,536	11,018,243	17,105	11,432,099
Hero Motocorp Limited	2	1,515	2,804,669	1,515	2,804,669
Housing Development Finance Corporation Limited	2	3,542	2,413,580	3,542	2,413,580



## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
ICICI Bank Limited	2	11,396	2,877,132	11,396	2,877,132
Igarashi Motors India Ltd	10	12,495	8,206,466	-	-
Indusind Bank Limited	10	23,975	21,663,281	19,936	16,257,365
Infosys Technologies Limited	5	1,561	519,586	-	-
Interglobe Aviation Limited	10	5,101	4,470,771	5,364	4,671,966
IntraSoft Technologies Limited	10	-	-	994	307,313
Jubilant Foodworks Limited	10	766	1,016,276	405	668,535
Kajaria Ceramics Limited	2	12,123	4,602,173	17,476	14,901,263
Kansai Nerolac Paints Limited	1	20,125	4,401,740	25,698	5,575,181
Kaveri Seed Company Ltd	10	17,212	9,136,708	-	-
Kotak Mahindra Bank Limited	2	28,744	16,999,479	30,822	20,191,068
Larsen & Toubro Limited	2	3,101	2,505,239	3,101	2,505,239
Lupin Limited	2	14,316	13,775,281	16,739	16,034,963
Maruti Suzuki India Limited	5	1,943	10,716,882	194	664,789
Max Financial Services Ltd.	2	15,038	9,166,864	-	-
Motherson Sumi System Limited	1	66,721	9,662,970	71,536	10,410,054
MRF Limited	10	370	19,458,094	73	906,865
Multi Commodity Exchange of India Limited	10	4,499	3,954,159	5,314	4,685,288
National Building Construction Corporation (India) Limited	10	47,217	6,219,423	8,543	8,477,133
Page Industries Limited	10	1,511	9,121,198	1,523	8,352,032
PC Jewellers Limited	10	11,729	4,288,708	11,729	4,288,708
Persistent Systems Limited	10	1,931	1,268,498	1,369	889,262
PI Industries Limited	1	18,042	4,065,404	18,042	4,065,404
Pidilite Industries Limited	1	13,437	3,933,816	18,108	5,063,917
Repro India Limited	10	768	307,584	976	390,888
Sharda Cropchem Ltd	10	17,679	8,788,054	-	-
Sheela Foam Limited	5	127	122,632	-	-
Shree Cements Limited	10	619	5,441,307	472	2,925,395
State Bank of India Limited	5	23,088	4,860,373	23,088	4,860,373
Sun Pharmaceuticals Industries Ltd.	2	19,227	14,967,780	36,391	21,639,691
Sun TV Network Ltd.	5	12,586	7,042,049	-	-
Supreme Industries Ltd	2	8,938	8,322,797	-	-
Sundaram Finance Limited	1	-	-	5,458	3,758,433
Symphony Limited	2	172	156,966	3,596	7,851,535
Talwalkars Better Value Fitness Ltd.	2	-	-	13,407	2,605,513
Tata Communications Limited	10	3,402	1,461,223	4,564	1,931,184
Tata Consultancy Services Limited	10	2,309	4,906,215	2,309	4,906,215
Torrent Pharmaceuticals Limited	2	-	-	2,734	480,491
UPL Limited	5	17,673	8,225,623	15,646	7,027,378
United Spirits Limited	10	2,314	5,702,401	1,457	3,607,190
Welsun India Limited	10	81,909	7,178,575	-	-
			<b>431,772,956</b>		<b>389,322,129</b>



## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 13 Non-current Investments (contd.)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
(b) In Mutual Funds (Unquoted)					
Benchmark Liquid Bees	1000	-	-	1	914
Principal Cash Management Fund Inst. Premium (Growth)		-	-	-	9
			-		<b>923</b>
<b>Sub-total (J)</b>			<b>431,772,956</b>		<b>389,323,052</b>
Aggregate Investments					
Quoted			1,678,164,571		1,927,360,780
Unquoted			5,039,917,857		5,416,233,449
			<b>6,718,082,428</b>		<b>7,343,594,229</b>
<b>Market value of quoted investments</b>			<b>3,341,757,640</b>		<b>3,341,757,640</b>

		As at 31 March 2017	As at 31 March 2016
<b>14</b>	<b>Deferred tax assets (net)</b>		
	Deferred tax assets		
	On employee benefits	1,210,136	709,131
	On deferred expenses	-	251,437
	On provisions	3,176,612	-
	On written down value of fixed assets	3,528,955	2,613,639
		<b>7,915,703</b>	<b>3,574,207</b>
	Deferred tax liabilities		
	On written down value of fixed assets	5,501,594	3,022,171
		<b>5,501,594</b>	<b>3,022,171</b>
		<b>2,414,109</b>	<b>552,036</b>
<b>15</b>	<b>Loans and advances</b>		
	(Unsecured considered good, unless otherwise stated)		
	<b>Long term loans and advances</b>		
	Security deposit	1,093,508	1,917,692
	Loans and advances to related parties (refer note 39)	555,980,043	555,980,043
	Loans and advances to others	-	20,000,000
	Capital advance	310,000	-
	Advance tax (net of provision)	22,647,104	2,392,788
	Mat credit entitlement	738,207	1,193,286
	Others	3,291	-
		<b>580,772,153</b>	<b>581,483,809</b>
	<b>Short term loans and advances</b>		
	Security deposit	55,000	55,000
	Loans to related parties (refer note 39)	1,258,730,000	380,100,000
	Loans and advances to others		
	Standard Assets	55,631,193	139,917,408
	Non-Performing Assets(*)	48,895,793	350,000
	Advances recoverable in cash or in kind	156,696	15,402,825
	Prepaid expenses	1,959,887	1,587,368
	Balance with government authorities	15,075,717	4,095,815
		<b>1,380,504,286</b>	<b>541,508,416</b>
	(*) Secured by pledge of shares		

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 16 Current Investments (non-trade) (fully paid up, unless otherwise stated)

Particulars	Face Value	As at 31 March 2017		As at 31 March 2016	
		Number	Amount	Number	Amount
<b>A) Investment in Mutual Funds</b>					
In Mutual Funds (Unquoted)					
HDFC Floating Rate Income Fund Short Term Plan (Growth)	10	1,283,766	35,784,373	201,146	5,139,690
HDFC Floating Rate Income Fund Short Term Plan (Dividend)	10	553,368	5,818,602	3,259,563	47,316,812
HDFC Cash Management Fund Tr. Adv. Plan Retail (Growth)	10	26,537	266,265	25,357	254,369
HDFC Medium Term Opportunities Fund (Growth)	10	176,646	2,000,000	176,646	2,000,000
IDFC Money Manager Fund - Treasury Plan (Growth)	10	1,581,848	36,801,105	1,991,038	44,956,537
HDFC Cash Management Fund Tr. Adv. Plan-Retail (Growth)	10	202	5,000	202	5,000
Reliance Income Fund (Growth)	10	-	-	439,778	-
HDFC Fixed Maturity Plan 1107 D (Growth)	10	-	-	2,500,000	31,686,500
<b>Sub total (A)</b>			<b>80,675,345</b>		<b>131,358,908</b>
			<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>	
<b>B) Investments in Limited Liability Partnership (LLP)</b>					
<i>Share of profit</i>					
Soul Beauty & Wellness Centre LLP			10,697,127	6,331	
Siddhidata Power LLP			68,000,454	52,818,135	
<b>Sub total (B)</b>			<b>78,697,581</b>	<b>52,824,466</b>	
<b>Total (A+B)</b>			<b>159,372,926</b>	<b>184,183,374</b>	
<b>Aggregate amount of Unquoted Investments</b>			<b>159,372,926</b>	<b>184,183,374</b>	
<b>17 Inventories</b> (valued at lower of cost and net realisable value)					
Stock-in-trade					
Stock of cotton bales			298,783,366	163,979,309	
Flat			100,354,518	100,354,518	
Stock of shares			21,150	21,150	
Others			949,336	1,067,199	
			<b>400,108,370</b>	<b>265,422,176</b>	
<b>18 Trade Receivables</b> (Unsecured considered good, unless otherwise stated)					
Due more than six months			2,782,820	5,055,780	
Other debts			12,301,614	8,147,311	
			<b>15,084,434</b>	<b>13,203,091</b>	

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
<b>19 Cash and bank balances</b>		
Cash and cash equivalents		
Cash on hand	266,149	577,466
Balances with banks		
- in current accounts	87,266,791	36,667,963
- in unpaid dividend account	521,283	348,546
- in deposit accounts (with original maturity less than 3 months)	101,311,409	-
Other bank balances		
Deposits with maturity more than 3 months but less than 12 months	31,353,243	3,450,734
	<b>220,718,875</b>	<b>41,044,709</b>
<b>20 Other current assets</b>		
Interest accrued on bonds and debentures	2,509,435	20,165,784
Interest accrued on loans	38,593,466	30,770,812
Interest accrued on deposits	46,451	84,700
Cenvat credit	375,225	399,525
Receivable from Venture Capital	3,009,918	-
Receivable from sale of securities	123,448,795	-
Unbilled revenue	21,805,157	1,761,125
Others		
- due from related parties	852,055	6,551,118
- others	468,959	284,557
	<b>191,109,461</b>	<b>60,017,621</b>
	<b>Year Ended 31 March 2017</b>	<b>Year Ended 31 March 2016</b>
<b>21 Revenue from operations</b>		
Sale of traded goods	481,117,105	119,412,607
Sale of energy	36,614,598	16,079,336
Share of profit from investment in LLP	25,873,114	9,166,550
Interest on loans	217,257,768	181,155,971
Lease rent	780,000	780,000
Generation based incentive	3,206,908	1,423,831
	<b>764,849,493</b>	<b>328,018,295</b>
<b>Other operating income</b>		
Dividend income on long-term investments	14,117,416	10,823,209
Dividend income on current investments	-	747,029
Profit on sale of long-term investments (net)	363,999,194	367,847,684
Profit on sale of current investments (net)	17,877,632	7,652,601
Gain on transfer of capital rights	20,000,000	-
Others	-	65,763
	<b>415,994,242</b>	<b>387,136,286</b>
	<b>1,180,843,735</b>	<b>715,154,581</b>

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>22 Other income</b>		
Dividend income on long-term investments	10,985,805	12,706,212
Dividend income on current investments	-	2,132,776
Other interest income	1,322,935	16,791,934
Profit on sale of long-term investments (net)	2,799,705	10,471,495
Profit on sale of current investments (net)	2,480,202	736,943
Liability / provisions no longer required written back	53,592	941,549
Other miscellaneous income	7,739,397	1,467,398
	<b>25,381,636</b>	<b>45,248,307</b>
<b>23 Purchases of stock-in-trade</b>		
Maize	38,840,769	34,046,920
Cotton bales	553,484,355	189,758,299
Others	371,308	1,034,495
	<b>592,696,432</b>	<b>224,839,714</b>
<b>24 Changes in inventories of stock in trade</b>		
At the beginning of the year	265,422,176	148,304,428
At the end of the year	400,108,371	265,422,176
	<b>(134,686,195)</b>	<b>(117,117,748)</b>
<b>25 Employee benefits expense</b>		
Salaries, wages and bonus	32,414,266	24,103,255
Contribution to provident and other funds	1,102,033	934,227
Staff welfare expenses	639,506	522,447
	<b>34,155,805</b>	<b>25,559,929</b>
<b>26 Finance costs</b>		
Interest on borrowings	46,106,660	23,732,270
Other interest expenses	5,195	1,951,132
	<b>46,111,855</b>	<b>25,683,402</b>
<b>27 Other expenses</b>		
Brokerage and commission	68,814	1,904,508
Travelling and Conveyance Expenses	3,514,212	-
Communication cost	290,919	5,789,073
Corporate social responsibility expenses	1,000,000	1,611,000
Legal and professional expenses	73,289,276	64,487,301
Maintenance expenses	2,007,637	1,992,361
Miscellaneous expenses	9,023,001	3,962,154
Insurance and unloading charges	818,269	501,680
Office rent and electricity charges	8,927,882	11,747,397
Rates and taxes	1,020,395	648,498
Sitting fees	986,000	1,103,900
Bad debt written off	-	1,106,750

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
Loss on sale of fixed assets	1,802,747	-
Reimbursement of expenses	-	3,781,250
Provision for non-performing assets	4,854,579	350,000
Provision for standard assets	3,663,443	-
Provision for diminution in value of investments	1,123,868	75,580
Share of loss from investment in LLP	-	1,993,956
Security charges	1,048,160	875,024
Payment to auditors:		
Statutory audit	1,725,122	2,047,494
Tax audit	224,451	156,680
Others	140,718	167,362
	<b>115,529,493</b>	<b>104,301,968</b>
<b>28 Exceptional items</b>		
Liquidated damages (*)	-	16,816,250
	-	<b>16,816,250</b>
<p>(*) Iota Mtech Power LLP recovered liquidated damages of ₹16,816,250 from its suppliers and contractors for delay in commissioning of the 2 MW wind power projects each at Malusar, Rajasthan and Jath, Maharashtra. The liquidated damages, being in the nature of capital receipt, were received towards compensation for sterilization of the power project assets. Such receipt not being in the ordinary course of the LLPs business, has been treated as an exceptional item.</p>		
<b>29 Earning per share</b>		
Net profit after tax for the year	476,710,888	348,473,719
Weighted average number of equity shares	25,617,600	25,617,600
Basic and diluted earnings per share	18.61	13.60
<b>30</b>	There are no reported Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes any amounts.	
<b>31 Segment Reporting</b>	The Company has identified two reportable segments namely Investments and Trading. The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.	
<b>1 Segment Revenue</b>		
(a) Investment	659,125,125	577,392,081
(b) Trading	480,219,788	117,881,451
(c) Unallocated	41,498,822	19,880,085
<b>Total revenue</b>	<b>1,180,843,735</b>	<b>715,153,617</b>
<b>2 Segment Result</b>		
<b>Profit before interest and tax</b>		
(a) Investment	520,065,787	459,030,916
(b) Trading	12,819,461	1,531,265
(c) Unallocated	21,542,057	(2,307,590)
<b>Total</b>	<b>554,427,305</b>	<b>458,254,591</b>
Interest expense	46,111,855	25,683,402
Other Unallocable Income	25,381,636	45,248,307
<b>Profit before tax</b>	<b>533,697,086</b>	<b>477,819,496</b>
Tax expense	61,865,512	40,457,352
Exceptional Items	-	16,816,250
<b>Profit after tax</b>	<b>471,831,574</b>	<b>454,178,394</b>

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>3 Segment Assets</b>		
(a) Investment	9,020,309,307	8,412,199,588
(b) Trading	422,311,691	285,172,567
(c) Unallocated	701,245,860	828,685,434
<b>Total</b>	<b>10,143,866,858</b>	<b>9,526,057,589</b>
<b>4 Segment Liabilities</b>		
(a) Investment	435,012,755	372,388,358
(b) Trading	202,586,987	118,517,303
(c) Unallocated	26,838,550	60,369,095
<b>Total</b>	<b>664,438,292</b>	<b>551,274,756</b>
32 In accordance with Accounting Standard (AS) 19 - 'Leases', the Company does not have any non cancellable operating lease.		
<b>33 Expenditure in foreign currency</b>		
Travel expenses	-	335,077
	<b>As at 31 March 2017</b>	<b>Year Ended 31 March 2016</b>
<b>34 Contingent liabilities</b>		
Disputed income tax assessments (details as below)	68,500,000	68,500,000
Disputed income tax assessment pertaining to AY 2013-14	1,539,590	1,539,590
Disputed income tax assessment pertaining to AY 2014-15	105,434,310	105,434,310
	<b>175,473,900</b>	<b>175,473,900</b>
35 <b>Commitments</b>		
Capital commitment for investments in Venture Capital Funds	639,888,310	757,305,000
Uncalled money or partly paid-up shares held in a company	40,376	40,376
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	2,000,000	3,200,000
36 <b>Minority Interest</b>		
Minority interest - beginning of the year	299,727,834	302,241,075
Add : Share of minority interest in profit for the year	38,044,111	36,786,759
Less: Withdrawal from investment in LLP	10,110,000	39,300,000
<b>Minority interest - end of the year</b>	<b>327,661,945</b>	<b>299,727,834</b>

Pursuant to a Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide its order dated 21 August 2013, all assets and liabilities of the investment division of Maharaja Shree Umaid Mills Limited ('Demerged Company') were transferred and vested with the Company with effect from 1 April 2012. The Demerged Company has informed that taxes of about ₹68,500,000 pertaining to the Investment Division have been demanded by the income tax authorities which is being disputed by them. In the event that the final outcome of the same is adverse and required to be paid, the Company is liable to pay the tax demanded to the Demerged Company in accordance with the Scheme of the Hon'ble High Court at Calcutta.

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 37 Form AOC-I (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 (as amended) Salient Features of financial statements of Subsidiaries as per Companies Act, 2013

Sr. No.	Name of Subsidiary Companies	Reporting Currency	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
1	Anantay Greenview Private Limited	INR	26,600,000	(2,404,139)	34,286,011	10,070,150	1,865,816	24,152	(336,594)	-	(336,594)	-	99.62%
2	Magma Realty Private Limited	INR	121,000,000	3,664,201	124,723,201	59,000	17,575,516	1,921,808	1,366,878	250,000	1,116,878	-	99.17%
3	Mahate Greenview Private Limited	INR	24,100,000	432,210	94,681,016	70,148,806	-	20,772,984	(318,703)	-	(318,703)	-	99.59%
4	Samay Industries Limited	INR	15,032,500	295,328,619	310,705,320	344,201	307,708,291	16,518,616	14,132,335	912,916	13,219,419	-	82.70%
5	Sarvadeva Greenpark Private Ltd	INR	32,100,000	593,336	35,250,836	2,557,500	4,763,085	579,066	443,431	43,976	399,455	-	99.69%
6	Satyawatche Greeneries Private Ltd.	INR	26,100,000	1,772,143	85,671,075	57,798,932	-	116,867,897	(20,192)	(42,766)	22,574	-	99.62%
7	Shree Krishna Agency Limited	INR	109,496,000	858,489,570	971,408,665	3,423,095	407,955,176	63,731,158	58,356,149	18,245,438	40,110,711	-	94.89%
8	Amritpay Greenfield Private Limited	INR	21,100,000	(718,383)	20,451,767	70,150	1,321,782	79,246	(231,535)	-	(231,535)	-	94.44%
9	Dhivay Greeneries Private Limited	INR	500,000	(418,798)	19,132,952	19,051,750	-	13,697	(81,478)	-	300,000	-	94.89%
10	Sarvay Greenhub Private Limited	INR	40,100,000	1,944,730	43,297,379	1,252,649	12,595,863	1,018,758	835,726	136,781	698,945	-	94.65%
11	Sishiray Greenview Private Limited	INR	36,100,000	1,955,866	38,126,016	70,150	-	75,737	(227,667)	76	(227,743)	-	99.72%
12	Subhprada Greeneries Private Limited	INR	45,100,000	(753,073)	117,634,912	73,287,985	-	195,478,259	1,909,407	365,000	1,544,407	-	99.78%
13	Uttaray Greenpark Private Limited	INR	26,100,000	593,992	98,777,064	72,083,072	-	105,193,276	2,400,852	445,000	1,955,852	-	99.62%
14	IOTA Mtech Limited	INR	500,000	1,234,716,689	2,052,316,753	817,100,064	2,043,457,791	357,014,509	300,044,387	(24,765)	300,069,152	-	100.00%

There are no subsidiaries which are yet to commence operations or liquidated or sold during the year.



## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 37 Form AOC-1 (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 (as amended) (contd.) STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANY

Sr. No.	Name of Associates Companies	Shares of Associates held by the Company on year end			Net worth attributable to shareholding as per latest audited Balance Sheet	Profit / Loss for the year				
		Latest Audited Balance sheet Date	Nos.	Amount of Investment in Associates		Extent of Holding (%)	Considered in Consolidation	Not considered in Consideration	Description of how there is significant influence	Reason why the associates is not considered
1	Placid Limited	31.03.2017	219,737	132,923,596	42.46%	2,124,927,046	46,890,553	NA	Note A	NA
2	Navjyoti Commodity Management Services Limited	31.03.2017	1,767,860	250,315,000	40.66%	238,104,632	(10,203,250)	NA	Note A	NA
3	LNB Renewable Energy Private Limited	31.03.2017	2,000,000	250,000,000	29.32%	271,370,585	6,236,122	NA	Note A	NA

Note A: There is a significant influence due to percentage of Share Capital

The above statement also indicates performance and financial position of each of the associates.

There are no associates which are yet to commence operations or liquidated or sold during the year.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

**38 Additional Information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiary/Associates**

(₹ in Lacs)

Name of Enterprises	Net Assets i.e. Total Assets		Share in Profit or Loss	
	As % of Consolidation Net Assets	Amount	As % of Consolidation Profit or Loss	Amount
<b>Parent</b>				
Kiran Vyapar Limited	63.03	5,768,748,976	16.93	80,724,932
<b>Subsidiaries</b>				
IOTA Mtech Limited	13.50	1,235,216,689	62.95	300,069,152
Magma Realty Private Limited	1.36	124,664,201	0.23	1,116,878
Mahate Greenview Private Limited	0.27	24,532,210	(0.07)	(318,703)
Sishiray Greenview Private Limited	0.42	38,055,866	(0.05)	(227,743)
Anantay Greenview Private Limited	0.26	24,195,861	(0.07)	(336,594)
Sarvadeva Greenpark Private Limited	0.36	32,693,336	0.08	399,455
Satyawatche Greeneries Private Limited	0.30	27,872,143	0.00	22,574
Subhprada Greeneries Private Limited	0.48	44,346,927	0.32	1,544,407
Uttaray Greenpark Private Limited	0.29	26,693,992	0.41	1,955,852
Samay Industries Limited	3.39	310,361,119	2.77	13,219,419
Shree Krishna Agency Limited	10.58	967,985,570	8.41	40,110,711
Amritpay Greenfield Private Limited	0.22	20,381,617	(0.05)	(231,535)
Divyay Greeneries Private Limited	0.00	81,202	0.06	300,000
Sarvay Greenhub Private Limited	0.46	42,044,730	0.15	698,945
<b>Minority Interest in all Subsidiaries</b>	0.42	38,044,111	7.98	38,044,111
<b>Associates (investment as per Equity Method)</b>				
Placid Limited	23.22	2,124,927,046	9.84	46,890,553
Navjyoti Commodity Management Services Limited	2.60	238,104,632	(2.14)	(10,203,250)
LNB Renewable Energy Private Limited	2.97	271,370,585	1.31	6,236,122

## Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹, unless specified otherwise)

### 39 Related party disclosures

#### a) Names of related parties and description of relationship

Relationship	Name of the related party
Key Managerial Personnel (KMP)	Lakshmi Niwas Bangur - Director Shreeyash Bangur - Managing Director Sheetal Bangur - Director Ajay Sonthalia - Chief Financial Officer Aakash Jain - Company Secretary (resigned on 24 April 2017)
Relative of KMP	Alka Devi Bangur - Relative of Director Aakash Bangur - Relative of Director Yogesh Bangur - Relative of Director Surbhi Bangur - Relative of Director
Associates of Holding Company	Placid Ltd. Navjyoti Commodities Management Services Ltd.
Enterprises over which KMP/Relative of KMP has significant influence or control	Amalgamated Development Ltd. Apurva Export Pvt. Ltd. Basbey Greenview Pvt. Ltd. Chakrine Greenfield Pvt. Ltd. Dakshay Greeneries Pvt. Ltd. Dharay Greenline Pvt. Ltd. Dishay Greenhub Pvt. Ltd. Eminence Agrifield Pvt. Ltd. Eminence Cropfield Pvt. Ltd. Golden Greeneries Pvt. Ltd. Janardhan Wind Energy Pvt. Ltd. Jagatguru Greenpark Pvt. Ltd. Jiwanay Greenview Pvt. Ltd. LNB Real Estate Pvt. Ltd. LNB Solar Energy Pvt. Ltd. LNB Wind Energy Pvt. Ltd. Maharaja Shree Umaid Mills Ltd. M. B. Commercial Company Ltd. Manifold Agricorps Pvt. Ltd. Kapilay Greeneries Pvt. Ltd. Palimarwar Solar House Pvt. Ltd. Palimarwar Solar Projects Pvt. Ltd. Parmarth Wind Energy Pvt. Ltd. Purnay Greenfield Pvt. Ltd. Raghabay Greenview Pvt. Ltd. Rawaye Greenpark Pvt Ltd Sidhidata Power LLP Sidhidata Solar Urja Ltd. Sidhidata Tradecomm Ltd. Shreeshay Greenhub Pvt. Ltd.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

Relationship	Name of the related party
	Soul Beauty & Wellness centre LLP
	Sulabhay Greenlake Pvt. Ltd.
	Sundaray Greencity Pvt. Ltd.
	Suruchaye Greeneries Pvt. Ltd.
	The General Investment Company Ltd.
	The Kishore Trading Company Ltd.
	The Peria Karamalai Tea & Produce Company Ltd.
	Virochanaye Greenfield Pvt. Ltd.
	Winsome Park Pvt. Ltd.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

**b) Transactions with related parties**

	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>Loans given</b>		
Amalgamated Development Ltd.	5,500,000	-
Chakrine Greenfield Pvt. Ltd.	-	3,750,000
Dakshay Greeneries Pvt. Ltd.	-	1,500,000
Dharay Greenline Pvt. Ltd.	500,000	-
Dishay Greenhub Pvt. Ltd.	500,000	-
Jagatguru Greenpark Pvt. Ltd.	500,000	-
Janardan Wind Energy Pvt Ltd	140,000,000	500,000
Jiwanay Greenview Pvt. Ltd.	-	2,250,000
LNB Real Estate Pvt. Ltd.	1,700,000	-
LNB Solar Energy Pvt. Ltd.	-	70,000,000
M B Commercials Co. Ltd.	84,100,000	21,600,000
Maharaja Shree Umaid Mills Ltd.	1,405,000,000	80,000,000
Navjyoti Commodity Management Services Ltd.	-	140,000,000
Palimarwar Solar House Pvt. Ltd.	2,000,000	-
Palimarwar Solar Projects Pvt. Ltd.	15,000,000	16,000,000
Parmath Wind Energy Pvt. Ltd.	17,530,000	-
Placid Ltd.	619,300,000	28,500,000
Purnay Greenfield Pvt. Ltd.	500,000	500,000
Raghabay Greenview Pvt. Ltd.	500,000	-
Shreeshay Greenhub Pvt. Ltd.	500,000	-
Sidhidata Tradecomm Ltd.	32,500,000	-
Sulabhay Greenlake Pvt. Ltd.	500,000	-
Sundaray Greencity Pvt. Ltd.	500,000	-
The General Investment Company Ltd.	30,000,000	-
The Peria Karamalai Tea & Produce Company Ltd.	-	127,500,000
Virochanaye Greenfield Pvt. Ltd.	700,000	-
<b>Loans given refunded</b>		
Chakrine Greenfield Pvt. Ltd.	-	3,750,000
Dakshay Greeneries Pvt. Ltd.	-	1,500,000
Janardan Wind Energy Pvt Ltd	60,000,000	500,000
Jiwanay Greenview Pvt. Ltd.	-	2,250,000
LNB Real Estate Pvt. Ltd.	1,700,000	-
LNB Solar Energy Pvt. Ltd.	-	70,000,000
M B Commercials Co. Ltd.	43,200,000	-
Maharaja Shree Umaid Mills Ltd.	1,080,000,000	30,000,000
Manifold Agricrops Pvt. Ltd.	-	70,000,000
Navjyoti Commodity Management Services Ltd.	-	140,000,000
Palimarwar Solar House Pvt. Ltd.	2,000,000	-
Palimarwar Solar Projects Pvt. Ltd.	18,500,000	1,500,000
Parmarth Wind Energy Pvt. Ltd.	-	13,000,000
Placid Ltd.	157,300,000	28,500,000
Purnay Greenfield Pvt. Ltd.	-	500,000

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	<b>Year Ended 31 March 2017</b>	<b>Year Ended 31 March 2016</b>
Sidhidata Tradecomm Ltd.	2,500,000	-
The General Investment Company Ltd.	113,500,000	139,000,000
The Peria Karamalai Tea & Produce Company Ltd.	-	181,500,000
<b>Loan taken</b>		
Golden Greeneries Pvt. Ltd.	40,000,000	-
Placid Ltd.	350,880,000	274,000,000
The Kishore Trading Company Limited	83,500,000	-
Winsome Park Pvt Ltd.	15,000,000	-
Others	67,000	-
<b>Loan taken repaid</b>		
Golden Greeneries Pvt. Ltd.	40,000,000	-
Placid Ltd.	247,380,000	274,000,000
The Kishore Trading Company Limited	83,500,000	-
Winsome Park Pvt Ltd.	15,000,000	-
Others	67,000	-
<b>Interest income</b>		
Dakshay Greeneries Private Limited	-	3,165
Janardhan Wind Energy Pvt. Ltd.	1,572,741	16,383
LNB Solar Energy Private Limited	-	1,205
M B Commercials Co. Ltd.	3,860,960	2,419,288
Maharaja Shree Umaid Mills Ltd.	81,093,556	55,767,241
Manifold Agricrops Pvt. Ltd.	-	935,507
Palimarwar Solar Projects Pvt. Ltd.	20,034	-
Parmarth Wind Energy Pvt. Ltd.	256,876	448,767
Placid Ltd.	11,529,058	39,856
The General Investment Company Ltd.	25,009,910	37,250,836
The Peria Karamalai Tea & Produce Company Limited	-	478,350
Others	3,584,621	5,626,994
<b>Interest expense</b>		
Golden Greeneries Pvt. Ltd.	10,959	-
Placid Ltd.	12,176,198	3,946,729
The Kishore Trading Company Limited	671,445	-
Winsome Park Pvt. Ltd.	30,712	-
<b>Net Capital withdrawal from LLP</b>		
Sidhidata Power LLP	17,361,000	16,380,000
Sidhidata Tradecomm Limited	9,099,000	35,370,000
Mr. Lakshmi Niwas Bangur	1,011,000	3,930,000
<b>Sales</b>		
Aakash Bangur	-	262,500
Maharaja Shree Umaid Mills Limited	437,204,809	75,920,889
Navjyoti Commodity Management Services Ltd.	141,850	834,814
Placid Ltd.	190,100	153,198
The Peria Karamalai Tea & Produce Company Limited	95,406	-
Others	32,850	326,170

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>Professional fees</b>		
Navjyoti Commodity Management Services Ltd.	2,287,500	2,000,000
<b>Security charges</b>		
Navjyoti Commodity Management Services Ltd.	1,268,800	1,093,780
<b>Commission paid</b>		
Lakshmi Niwas Bangur	136,417	218,652
Yogesh Bangur	-	215,657
Sheetal Bangur	136,417	2,995
<b>Rent received</b>		
Navjyoti Commodity Management Services Ltd.	780,000	780,000
Others	2,768	-
<b>Dividend received</b>		
The Peria Karamalai Tea & Produce Company Ltd.	392,753	392,753
<b>Rent paid</b>		
M B Commercial Company Ltd.	266,280	138,618
Navjyoti Commodity Management Services Ltd.	5,078,982	7,165,346
Others	600	600
<b>Dividend paid</b>		
Alka Devi Bangur	1,882,500	1,882,500
Amalgamated Development Ltd.	4,130,000	4,130,000
Apurva Export Pvt. Ltd.	1,350,000	1,350,000
Lakshmi Niwas Bangur	5,551,143	5,551,143
M B Commercial Company Ltd.	7,050,000	7,050,000
Placid Ltd.	21,056,050	21,056,050
Shreeyash Bangur	1,382,500	1,382,500
The General Investment Company Ltd.	868,500	868,500
The Kishore Trading Company Ltd.	3,051,000	3,051,000
Yogesh Bangur	1,387,500	1,387,500
<b>Director's sitting fees</b>		
Anju Poddar	2,700	-
Aparna Reddy Gunapati	4,050	-
Brij Mohan Sharma	6,000	-
Lakshmi Niwas Bangur	241,000	280,000
Ramesh Chandra Sharma	5,000	-
Rang Nath Baldwa	1,000	-
Richa Jalan	4,050	-
Sheetal Bangur	25,400	40,000
Surbhi Bangur	2,700	-
Surya Prakash Pasari	2,000	-
<b>Subordinated hybrid facility</b>		
Placid Limited	-	6,000,000



**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	Year Ended 31 March 2017	Year Ended 31 March 2016
<b>Remuneration</b>		
Aakash Jain	1,205,837	1,100,004
Ajay Sonthalia	4,723,201	2,498,560
Shreeyash Bangur	3,470,400	3,396,773
<b>Purchase of investments</b>		
Placid Ltd.	5,375,000	-
Navjyoti Commodity Management Services Ltd.	-	31,686,500
<b>Share application money (preferential allotment)</b>		
Navjyoti Commodity Management Services Ltd.	-	144,188,000
<b>Reimbursements (expense)</b>		
M B Commercial Company Ltd.	1,035,942	305,310
Maharaja Shree Umaid Mills Limited	375,809	214,890
Navjyoti Commodity Management Services Ltd.	163,166	746,521
Placid Limited	-	3,781,250
The Peria Karamalai Tea & Produce Company Ltd.	3,503,648	3,151,996
<b>Brokerage &amp; Commission</b>		
Navjyoti Commodity Management Services Ltd.	1,507,921	1,468,620
<b>Procurement charges</b>		
Navjyoti Commodity Management Services Ltd.	388,408	389,837
<b>Reimbursements (income)</b>		
Basbey Greenview Private Limited	-	515,757
Golden Greeneries Private Limited	-	641,757
LNB Wind Energy Private Limited	-	305,256
Maharaja Shree Umaid Mills Ltd.	1,064,160	1,444,849
Manifold Agricrops Pvt. Ltd.	-	174,375
Navjyoti Commodity Management Services Ltd.	1,245,551	1,706,808
Placid Ltd.	1,037,963	1,422,345
Sidhidata Power LLP	-	515,757
Suruchaye Greeneries Private Limited	-	153,000
<b>c) Balances with related parties at year end</b>		
<b>Year-end receivables (loans given and interest accrued)</b>		
Amalgamated Development Ltd.	5,501,469	-
Dharay Greenline Pvt. Ltd.	502,003	-
Dishay Greenhub Pvt. Ltd.	502,003	-
Jagatguru Greenpark Pvt. Ltd.	502,003	-
Janardhan Wind Energy Pvt. Ltd.	81,268,075	-
M B Commercials Co. Ltd.	71,589,071	30,600,000
Maharaja Shree Umaid Mills Ltd.	961,220,922	630,120,150
Palimarwar Solar Projects Pvt. Ltd.	15,018,031	18,614,554
Parmarth Wind Energy Pvt. Ltd.	17,537,814	-
Placid Ltd.	462,000,000	-
Purnay Greenfield Pvt. Ltd.	502,003	-

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

	<b>Year Ended 31 March 2017</b>	<b>Year Ended 31 March 2016</b>
Raghabay Greenview Pvt. Ltd.	502,003	-
Shreeshay Greenhub Pvt. Ltd.	502,003	-
Sidhidata Solar Urja Ltd.	15,000,000	15,007,768
Sidhidata Tradecomm Ltd.	30,483,226	-
Sulabhay Greenlake Pvt. Ltd.	502,003	-
Sundaray Greencity Pvt. Ltd.	502,003	-
The General Investment Company Ltd.	183,202,461	266,000,000
Virochanaye Greenfield Pvt. Ltd.	702,805	-
<b>Year-end payables</b>		
Ajay Sonthalia	351,408	15,000
Maharaja Shree Umaid Mills Limited	209,303	-
Navjyoti Commodity Management Services Ltd.	4,949,761	5,281,514
Placid Limited	10,000,000	10,281,250
Shreeyash Bangur	226,200	135,870
The Peria Karamalai Tea & Produce Company Ltd.	885,386	835,211
<b>Other receivables</b>		
Apurva Export Private Limited	945	-
Dakshay Greeneries Pvt. Ltd.	-	473
IOTA Mtech Power LLP	-	-
Maharaja Shree Umaid Mills Limited	657,573	1,196,676
Navjyoti Commodity Management Services Ltd.	722,741	1,276,908
Palimarwar Solar Project Pvt. Ltd	-	473
Placid Ltd.	78,112	420,222
Rawaye greenpark Pvt Ltd	945	-
The Kishore Trading Company Limited	945	-
Others	24,999	2,305,902
<b>Year-end payables (loans outstanding and interest accrued)</b>		
Placid Limited	111,029,840	-
<b>Year-end investments</b>		
Apurva Export Pvt. Ltd.	19,156,500	19,156,500
LNB Renewable Energy Pvt. Ltd.	250,000,000	250,000,000
M.B. Commercial Co. Ltd.	6,064,602	6,064,602
Maharaja Shree Umaid Mills Ltd.	6,068,464	8,464
Navjyoti Commodity Management Services Ltd.	250,315,000	250,315,000
Placid Ltd.	132,923,596	132,923,596
Sidhidata Power LLP	79,259,454	81,438,135
Soul Beauty & Wellness centre LLP	210,697,127	200,006,330
The Peria Karmalai Tea & Produce Company Ltd.	47,538,508	47,538,508
Others	239,194	239,194

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹, unless specified otherwise)

- 40 Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.16	1,001,000	98,232	1,099,232
(+) Permitted receipts	-	1,019,500	1,019,500
(-) Permitted payments	-	420,098	420,098
(-) Amount deposited in Banks	1,001,000	-	1,001,000
Closing cash in hand as on 30.12.16	-	697,634	697,634

\* SBN means old INR 1,000 and INR 500 notes which got discarded as legal tender w.e.f. 8th November, 2016

- 41 Iota Mtech Power LLP is supplying electricity generated from the Wind Mill project at Maharashtra to the Maharashtra State Electricity Board ('MSEB') since October 2015. The Power Purchase Agreement ('PPA') with the MSEB is yet to be executed. Accordingly, the revenue has been recognized based upon the tariff prevailing in the region (as evidenced by the MSEB's tariff order) and the receivable balance has been disclosed under 'Unbilled Revenue'.
- 42 Previous year's amount have been regrouped/rearranged to confirm to current year's classification, wherever considered necessary.

This is the summary of significant accounting policies and other explanatory information referred in our report of even date.

**For Walker Chandiook & Co. LLP**  
**Chartered Accountants**  
**Firm's Registration No.: 001076N/N500013**

per **Anamitra Das**  
*Partner*  
**Membership No.: 062191**

Gurgaon  
 27 May, 2017

**For and on behalf of the Board of Directors**  
**KIRAN VYAPAR LIMITED**

**L. N. Bangur**  
 Chairman  
**(DIN:00012617)**

Kolkata  
 27 May, 2017

**Shreyash Bangur**  
 Managing Director  
**(DIN:00012825)**

**Ajay Sonthalia**  
 Chief Financial Officer

# BOOK POST

*If undelivered, please return to:*

**KIRAN VYAPAR LIMITED**

CIN: L51909WB1995PLC071730

Regd. Office:

Krishna, 224 A.J.C. Bose Road

7th Floor, Room No. 706

Kolkata 700017

West Bengal