Excel Industries Ltd.
Corporate & Registered Office

IS/ISO 9001:2008,
IS/ISO 14001:2004 &
IS 18001:2007
Certified by BIS.

Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY

17th July, 2019

BSE Ltd.
Listing Department,
Pheeroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai-400 001

National Stock Exchange of India Ltd.
Listing Department,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400 051

Sub: Submission of Annual Report

Ref: BSE Scrip Code: 500650; NSE Scrip Code: EXCELINDUS

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of the Company for the year 2018-19.

For Excel Industries Limited

S. K. Singhvi
Company Secretary

Excel Industries Limited
184-87, S. V. Road, Jogeshwari (West),
Mumbai - 400 102, Maharashtra, India.
CIN : L24200MH1960PLC011807

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EXCEL
INDUSTRIES LIMITED

58th ANNUAL REPORT **2018-19**

Future-Focussed Approach

VALUE-DRIVEN ACTIONS

ACROSS THE PAGES

Visit our website to download the PDF of this report:

http://www.excelind.co.in/annualReports.html

Or simply scan

ALWAYS *Loved*, NEVER FORGOTTEN, FOREVER MISSED.

USHA ASHWIN SHROFF, Executive Vice Chairperson of Excel Industries Limited left for her heavenly abode on 29 April 2019. Affectionately called, Ushabhabhi, she was born into a well-known business family, the Khataus. From her time at the prestigious New Era School, she gained knowledge and good values in equal measure.

With her marriage to Ashwin C Shroff in 1967, she entered both the Shroff family and Excel Industries. She had always been forward-looking and ambitious, interested in business and with an acumen for it. She put her M.Com degree from Sydenham College to good use in the accounts department in Excel, where she began working in 1969. Computers were just entering people's lives in the seventies, and Ushabhabhi handled the induction of this 'electronic brain' to help in accounting and preparing payrolls. Her core strengths had been corporate strategy, taxation, and business development.

Her beaming smile, passion, determination and clear headed thoughts helped her to motivate herself and others in taking the things to the logical conclusion. She was a loving mother who would never compromise when it came to taking care and upbringing of their children. She used to talk of how she would take the family children for trips out of town, especially to the Excel factory site at Roha. Her children Anshul, Ravi and Hrishit as also their school friends still recall nostalgically these trips.

Her religious bent of mind and influence of her Gurus – Swami Akhandanad, Shastri Shri T. N. Dwivedi and G. Narayana instilled good values in her that was evident to every one whom she got in touch with.

She was very fond of travelling. She was so conversant with the road and routes of Mumbai that her driver never used google map or took any other help to reach any place in Mumbai.

She was always forward looking. She helped set up the C.C. Shroff Research Institute in memory of her father-in-law, Excel's founder. She also went on to set up several companies under the umbrella of the Anshul Group of Companies, which involved the manufacture of chemicals, indenting, leasing and finance. She had been a contributing member of the boards of several of the Group companies and was also on the Governing Council of the NGOs, including the VRTI and the C.C. Shroff Self Help Centre.

Ushabhabhi was a firm believer in pursuing education and had guided young people from the Excel parivar to pursue higher studies. Colleagues from Excel remember her with warmth and recall how she was always present for important events and functions, not only for Excel, but in their own lives, whether it was at weddings or festivals.

Excel Industries Limited on behalf of all stakeholders pay homage to the departed soul.

Environmental Sustainability

AND EFFLUENT MANAGEMENT ARE A PRE-REQUISITE TO BATTLE ECOLOGICAL COMPLEXITY.

IMPLEMENTING GREEN METHODS AND EXPLORING BIODEGRADABLE OPTIONS ARE SOME OF THE IMPORTANT MEASURES UNDERTAKEN ACROSS INDUSTRIES.

Our vision of creating an advance environmental stewardship has allowed us to remain relevant and create a safe, sustainable and healthy business practices. Over the past 7 decades, we have heavily invested in our R&D, effluent management and implemented innovative initiatives towards developing a cleaner and sustainable manufacturing practices. For instance, we have pre-emptively set up zero liquid discharge system, even before it was made compulsory.

Our consistent endeavours to remain ahead of times has not only allowed us to deliver best quality, but it has helped us in building value-accretive solutions for our stakeholders, society, and the environment at large.

FINANCIAL HIGHLIGHTS 2018-19

₹80600 lakhs, + 36%
REVENUE FROM OPERATIONS

₹23252 lakhs, + 119%
PBT

₹15206 lakhs, + 110%
PAT

₹120.97, + 108%
EPS

₹1442 CRORES
MARKET CAPITALISATION AS AT 31ST MARCH 2019

INVESTOR INFORMATION

CIN	: L24200MH1960PLC011807
BSE Code	: 500650
NSE Symbol	: EXCELINDUS
Bloomberg Code	: EXL:IN
Dividend Recommended	: ₹18.75
AGM Date	: 13/08/2019
AGM Venue	: Kishinchand Chellaram College Dinshaw Wacha Road, Churchgate Mumbai 400 020

Optimizing processes,

IMPROVING EFFICIENCIES, REDUCING WASTE AND MAXIMISING THE USE OF THE PLANET'S NATURAL RESOURCES HAVE ENHANCED OUR BUSINESS PERFORMANCE, DAY TO DAY, WHILE SHARPENING OUR COMPETITIVE VALUE-CREATION ABILITY FOR A LONG-TERM.

1941
YEAR OF ESTABLISHMENT

52.38%
PROMOTER'S HOLDING AS ON 31ST MARCH 2019

900
EMPLOYEES AS ON 31ST MARCH 2019

Since our establishment in 1941, we have pioneered indigenous chemical technologies and waste management practices in India. Headquartered in Mumbai, we are amongst the oldest players in the domestic chemical manufacturing fraternity.

We manufacture Agro Chemical Intermediats, Speciality Chemicals, Polymer Inputs and Pharmaceutical API & Intermediates. The complexity of our products has always kept us ahead of the times in adopting best-in-class technological solutions to enhance our processes and at the same time ensure efficient waste management. Our state-of-the-art effluent treatment facility as well as our offering in the waste management systems has allowed us to strengthen our positioning as a responsible corporate, caring for the needs of the environment and the community.

Our Values

We firmly believe that long term corporate success has its roots in strong value-based growth. Our values are the ideas that define and drive us, convey our vision for the future and the means with which we will realize this vision.

Dynamism

Agility and adaptability are essential qualities for a modern corporation. In a world where technology and market conditions are constantly in a state of flux, it is our ability to change that helps us emerge stronger.

Compassion

To balance the needs of others with our growth it is essential that we first understand their concerns. From the senior management to the workers on the factory floor, everyone at the Excel Family is committed to making a difference to our larger goals and it all begins with a sympathetic ear and an open mind.

Expertise

From research to manufacturing, from factory floor to shipped goods, we strive for excellence in every facet of our operations.

Tradition

We are proud of our heritage and the ideals that have enabled our growth. As we poise for our next phase of growth, our company traditions and values, suitably adapted to the changing environment over the time, will be our guiding lights.

Employees' Loyalty

Average service years of the employees are 20 years which reflects their trust and loyalty towards the Company.

Chairman & Managing Director's Message,

Our solutions EVOLVE WITH THE CHANGING TIMES AS WE REMAIN COMMITTED IN TACKLING THE CHALLENGES OF CLEANER ENVIRONMENT AND CREATING A HEALTHIER FUTURE FOR THE GENERATIONS TO COME.

Dear Stakeholders,

I am pleased to present you our 2018-19 annual report. At Excel Industries Limited, we have had a long and fruitful history of value-creation. When I say this statement, our impact is reflected in the values we have created in delivering solutions to our customers, values created in building sustainable processes and values created by means of building a cleaner environment.

Today, waste is definitely resource in the new concept of circular economy that is emerging. The corporates world over, are becoming more responsive to social concerns. At a time when the world is moving towards more environmental friendly use of resources, and even production-focused countries like China have come up with great reforms in their chemical industry, we are proud to state that we have already implemented world-class effluent treatment systems with zero liquid discharge. This gives us the biggest edge in our space.

When it comes to value-creation, it goes down to our intrinsic values in the form of fundamentals and philosophies that has been built over the years. We recognize the importance of values to our success and that of our customers. Our team is embedded in the business and with customers to ensure that we can provide solutions that deliver value where it matters. Integral to our business philosophy, we continued to contribute towards building better lives and sustainable communities. We continued creating opportunities and enhancing the quality of life of the disadvantaged groups in our vicinity and community at large. We support an eco-friendly environment while actively promoting the cultural mindset of inclusive involvement. We will continue to move ahead in becoming good to better, and from better to the best, while staying true to our identity and values.

I would not like to miss this opportunity to sincerely thank all our employees for their outstanding efforts. They have been the creator of our success over the years. We are also grateful for the trust of our customers and the continued support of our shareholders. Our focus remains in the creation of sustainable value for all our stakeholders and contributing to the broader vision of prosperity and well-being across the areas of our operations.

Best Wishes,
Ashwin C Shroff, *Chairman & Managing Director*

Our business model

Our business model is focused on creating long-term value, for both the Company and its stakeholders, through the achievement of goals relating to profitability and growth, efficiency, operational excellence and prevention of business risks. We understand the challenges of our sector and effectively utilize our resources towards perseverance of the environment and at the same time safeguarding health and safety, respect for human rights, ethics, governance and transparency.

INPUT CAPITALS

- Financial capital
- Intellectual capital
- Manufacturing capital
- Human capital
- Social and natural capital

VALUE-ENABLERS

- Ethos and Ethics
- Financial robustness
- Operational excellence
- R&D and innovation
- Backward integration
- Environment-friendly processes
- Rich product portfolio
- Quality
- Cost-efficiency
- Strong and robust risk management framework
- Adherence to compliances
- Clean and transparent Governance Practices

VALUES-CREATED

- World class products
- Environmentally efficient processes
- State-of-the-art effluent management with zero liquid discharge
- Waste management solutions
- Motivated and skilful employees
- Consistent shareholders returns
- Happy communities

Message from the Executive Directors,

At Excel, WE HAVE CONSISTENTLY TWEAKED OUR VALUE-CREATION STRATEGIES TO ENSURE THAT IT IS INNOVATIVE, FOCUSED AND FIT FOR THE FUTURE.

Environment & BIOTECH BUSINESS AND CORPORATE SERVICES

Dear Shareholders,

Commitment to environment protection is an essential ingredient for strengthening business sustainability. Of-late several environmental and climate change issues have cropped up in the developing world. This necessitates the need for good infrastructure to manage industrial waste. Awareness needs to be created among all stakeholders and the public at large to be more concerned about the environment.

Today, the centre of gravity of the chemical industry is shifting from West towards Asia, and in particular towards China and India. While China's contribution is 39%, India contributes a mere 4% to the overall chemical industry market. Despite a small share, India ranks 7th in the world in chemicals and is expected to climb to 4th position by 2030. The opportunity landscape for our country has started changing since the time China imposed bans against the environment-polluting facilities. Excel has recognised this change and started taking proactive measures to upgrade its infrastructure and processes well beyond compliance, hence ensuring that we stay ahead to the game. This will give us flexibility and confidence to build robust plans going forward.

At Excel, we have consistently tweaked our value-creation strategies to ensure that it is innovative, focused and fit for the future. We have built a robust framework of products, processes and markets that enables us to respond swiftly to the fast-paced changes in the chemicals industry space. We have been consistently investing in our capacity and capability building – right from plant to people.

As a part of our commitment to health, safety and security, we have voluntarily certified ourselves with 'Responsible Care'. It is a global initiative that began in Canada in 1984, enacted by the U.S. chemical industry in 1988, and today is practiced in 68 economies globally. It ensures CEO-level commitments to uphold the program elements where the members and partners pledge to improve environmental, health, safety and security (EHS&S) performance for facilities, processes and products throughout the entire operating system.

There is a clarity of path to define strategies for the medium to long term and creating a more sustainable business that delivers value to all stakeholders, on whose trust and support we rely. We will continue to build on our legacy and track record of commitment to sustainable development.

Best Wishes,
Ravi A Shroff, *Executive Director*

Dear Shareholders,

Being environment-conscious is the new normal for today's corporates. An environmental friendly business has the inherent advantage of being sustainable and viable in the long run. Waste Management is one of the important aspects of maintaining a clean environment. The Government's 'Swachh Bharat' wave has surely brought in awareness about the need of good waste management system. At Excel, we truly believe that eco-friendly practices in business pay off in the longer run. Our waste management initiatives have always been ahead of its time.

Key waste management initiatives of 2018-19

1. Sold 198 units of decentralized organic waste converters (OWC)
2. Received good traction in the sale of Orcomin, a well-designed compact composter to manage smaller quantities of waste (launched in 2018-19)
3. Widened distribution network for both the products across India
4. Conducted active digital promotions through social media and adwords
5. Supported Kerala flood relief activities by supplying Sanitreat and Bioculum
6. Awarded at the prestigious 'CNN India Hoga Clean Award' and 'Rotary Swachh India'
7. Our initiatives were also recognized as case studies for winning business strategy at the Harvard business school.

Going ahead we target to explore opportunities in the landfill mining to treat legacy waste and explore integrated technology for Municipal Solid Waste (MSW) treatment.

Best Wishes,
Hrishit A Shroff, *Executive Director*

CEO's Message,

The year THAT HAS GONE BY WAS, IN A WAY, AN EXCEPTIONAL ONE.

Dear Stakeholders,

Market place presented fast emerging opportunities which our sales and manufacturing teams were able to fulfil promptly. Plants operated with improved capacity utilization with sharp focus on cost management. Market share was gained in key products by winning newer customers and with some older customers returning. With aggressive positioning in the Pharma space, your company was able to grow significantly in this product area as well.

While we improved our position in the domestic market, Exports turned out to be the star performer. With good growth in exports across several key products, your company turned a net foreign exchange earner during the year. Conscious efforts were taken for improving the working capital management, all of which helped the Company to build a small Nest Egg to drive future growth.

Successful chemical companies manage their Operations in a responsible & sustainable way. Keeping this approach in mind, your company invested in upgradation of manufacturing capabilities, especially in areas of wastes management. A multiple effect evaporation system (MEE) was commissioned in Roha plant. This will help in recovery and reuse of treated waste water back into our operations, thereby reducing water demand. More such initiatives are planned in both the manufacturing locations.

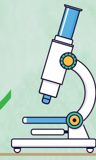
Work is progressing on creating new product ideas for future. Cross functional teams are working in this space to identify and build internal capabilities to deliver requirements aligned to customer expectations. We should see continued action in this strategic area so that this approach gets institutionalized and becomes a way of life.

Progress during the year would not have been possible, but for the individuals and teams that worked hard to realize the goals and deliver results. Since few years, your company has been operating performance management system that served as the basis for goal setting and performance review. During the year, further improvement in team orientation was focussed upon.

Overall, past year helped the Company to create and build internal capabilities for a better future. Further work will be continued in this direction to build a sustainably growing organization.

Best Wishes,
N R Kannan, *Chief Executive Officer*

PEOPLE
our value enablers



At Excel, our people act as our key value drivers. Our HR processes ensure that the employees develop the oneness with each other from day one of assuming their duties.

Making memorable first days

All the management level employees are welcomed with a 'welcome kit' along with chocolates. An HR representative further guides the employee to ensure that the new person is not lost in the company.

Training and workshops

Many training programs are conducted throughout the year for self-development and team building. We conduct programmes on negotiation skills, advanced training on use of computer and workshops on performance management. Sponsored workshops are attended by several team members on functional specific topics like data analytics, supply chain and finance for non-finance Managers, among others.

Employee bonding activities

Several activities like annual picnic and sports as well as festival celebrations were organised during the year to enhance employee bonding. These activities are celebrated across sites and HO. The annual day event at both the factories and HO are organized by the respective sites. Long service awards are appreciated with cherished ceremonies for awardees and their families. Competitions for employees and families and children are held. At sites, our Kabbadi and Cricket teams participated in local matches and won several prizes. At Mumbai, kite flying completion was enjoyed during Sankranti festival. Similarly, during Navaratri everybody danced to the tune of Garba. Similarly, Holi was celebrated with lot of color and dancing by all team members.

Decades of serving the company

40 YEARS+	30 YEARS+	20 YEARS+	10 YEARS+
8 EMPLOYEES	124 EMPLOYEES	410 EMPLOYEES	142 EMPLOYEES

BOARD OF DIRECTORS

Mr. Ashwin C. Shroff *Chairman and Managing Director*

As a Chairman and Managing Director, Mr. Ashwin C Shroff has always led from the front. Affectionately called Ashwinbhai throughout Excel, he always leads by example and is the bearer of all the values that make life at Excel so special. He is firmly committed to the Excel way of working - building consensus and democratic processes. He has been serving the Company since over 50 years and his leadership continues to inspire the entire group to march ahead. He is on the Board of several companies including Transpek Industry Limited, Anshul Specialty Molecules Private Limited and Kamaljyot Investments Limited.

He has been widely recognised for his contributions to the growth of the Indian Chemical industry and received the ICC Lifetime Achievement Award in 2012.

Late Mrs. Usha A. Shroff *Executive Vice Chairperson* upto 28/04/2019

Mrs. Shroff served as the Executive Vice Chairperson of the board. She held a masters degree in commerce and was a part of the Excel group since 1968. She had vast experience in the industry and was actively involved in the affairs of the Company and contributed in the growth of the Company with her depth of wisdom and experience. She was on the Board of several companies including Agrocel Industries Private Limited, Anshul Specialty Molecules Private Limited, Kamaljyot Investments Limited and Excel Bio Resources Limited.

Mr. Ravi A. Shroff *Executive Director*

Mr. Ravi A Shroff is a young and dynamic Executive Director of the Company since 3rd September, 2014. He is the third generation industrialist in the A C Shroff's group of companies. Before joining the Company, he served as Executive Director for 7 years with Anshul Specialty Molecules Private Limited and spearheaded Anshul to the path of growth and diversification.

At Excel Industries, he has been steering the strategic new business of Pharmaceutical and Veterinary APIs and has launched several new pharmaceutical molecules / products under his stewardship. He is also a Director on the Board of reputed companies including Transpek Industry Limited, Anshul Specialty Molecules Private Limited, Kamaljyot Investments Limited and Transpek Industry (Europe) Limited. Academically, he is an Engineering Graduate (BE Chemical) from Mumbai University and a Post Graduate in Chemistry from Boston University, USA.

Mr. Hrishit A Shroff *Executive Director* (w.e.f. 27/06/2019)

Mr. Hrishit A Shroff was appointed as an additional director designated as Executive Director by the Board with effect from 27th June, 2019. He is a Commerce graduate and a Chartered Accountant. He has also successfully completed an executive management course at Harvard Business School.

Mr Hrishit A Shroff has been working with the Company since 01st February, 2017 as President (Environment & Biotech Business and Corporate Services). He has been heading and steering Environment and Biotech Division and has successfully launched several Solid Waste Management solutions under his leadership.

Before joining the Company he was an Executive Director at Excel Crop Care Limited and has over 10 years of experience in agro chemicals industry and business management.

Amongst other, he holds Directorship in Excel Bio Resources Limited, wholly owned subsidiary of the Company, MobiTrash Recycle Ventures Private Limited, Associate of the Company, Agrocel Industries Private Limited and Anshul Specialty Molecules Private Limited.

Mr. Dipesh K. Shroff *Non-Executive Director*

An industrialist with vast experience in the Chemicals and Agrochemicals Industries, Mr. Dipesh K Shroff holds diploma in civil engineering and Owners'/ Presidents' Management Programme at Harvard Business School to his credit. He serves on the board of a number of companies including Agrocel Industries Private Limited, Excel Crop Care Limited, Transpek Industry Limited and TML Industries Limited.

Mr. Atul G. Shroff *Non-Executive Director*

A highly experienced Industrialist Mr. Atul Shroff is Director of Transpek Industry Limited. He is actively involved with the Excel Group and is on the board for a number of Group Companies. He is part of the board for Transpek Industry (Europe) Limited, Transchem Agritech Private Limited and Madison Investments Private Limited.

Mr. H. N. Motiwalla *Independent Director*

Mr. Motiwalla is a Chartered Accountant by profession and a highly respected professional in corporate India. He is a senior partner of H. N. Motiwalla & Co. and Chajjed & Doshi. Mr. Motiwalla has vast experience in the field of Accounting, Audit, Finance, Taxation, Corporate Governance and Company Law. He serves as a board member in several companies including Hitech Corporation Limited, Multibase India Limited, Balkrishna Paper Mills Limited, Ashapura Minechem Limited, Siyaram Silk Mills Limited, LIC Mutual Fund Trustee Private Limited. He is also Chairman of the Audit Committee of several listed companies. Mr Motiwalla has been serving the Board since 2002.

Mr. Priyam S. Jhaveri *Independent Director*

Mr. Jhaveri is an industrialist with vast experience in chemicals and textile auxiliary industry. He has been a Director of Excel Industries Limited since October 20, 2002. Apart from serving as the Chairman & Managing Director of Phthalo Colours & Chemicals (I) Limited and Indian Extractions Limited, he also holds directorship in quite a few companies including Sadhana Nitro Chem Limited. Mr. Jhaveri holds a B.Com degree from Bombay University and a Diploma in Business Management.

Mr. R. N. Bhogale *Independent Director*

Mr. Bhogale holds a Bachelor's degree in mechanical engineering and has a vast experience in auto components and kitchenware industries. He is an eminent industrialist and possesses versatile skills, experience and knowledge in the field of management and administration. Amongs others, he serves on the Board of Umasons Auto Compo Private Limited.

Mr. R. M. Pandia *Independent Director*

Mr. Rajeev M Pandia is a highly respected corporate professional in the chemical industry and is well known for his contribution to the Industry through various forums. He headed Herdillia Chemicals Limited (later Schenectady Herdillia Limited and SI Group – India) as Vice Chairman and Managing Director from 1992 until December 2008. He was, thereafter, Group Adviser and Director of SI Group (Global Markets), USA. During 2013, he was appointed on a Committee to draft the National Chemical Policy for India by the Ministry of Chemicals and Fertilisers, Government of India. He has been associated for many years with high level audits in respect of EHS, Sustainability and Technology functions. He was appointed on the Jury of World Chemistry Awards 2015, a global recognition program for the international chemical industry, being the only member from Asia. As a consultant, he now advises several Indian and international companies in the areas of Strategy, Project Execution and Operational Excellence. He is a graduate in Chemical Engineering from Indian Institute of Technology (IIT), Mumbai, India and holds the Master's degree in the same field from Stanford University, California. Among others, he is a director in GRP Limited and Supreme Industries Limited. He has been an independent director on the Board of the Company since 8th August, 2014.

Mr. S. S. Vaidya *Independent Director*

Mr. Shailesh Vaidya is a practicing advocate and solicitor. He is a partner in Messrs. Kanga and Company, a 125 year old and reputed law firm of advocates & solicitors. He was the President of Indian Merchants' Chamber (Premier Chamber of Commerce in Western India) for the year 2013-2014. He is a managing committee member of Indian Merchants' Chamber and Bombay Incorporated Law Society. He is a director in several public limited companies, including Siyaram Silk Mills Limited and Apcotex Industries Limited. He has been an independent director on the Board of the Company since 8th August, 2014.

Mr. M. B. Parekh *Independent Director*

Mr. M. B. Parekh holds a post graduate degree in chemical engineering from University of Wisconsin, USA and he is an industrialist with rich experience in chemical industry and consumer products. He is the Executive Chairman of Pidilite Industries Limited and Chairman & Managing Director of Vinyl Chemicals (India) Limited and also holds directorship in several other companies including Fevicol Company Limited.

Dr. Meena A Galliara *Independent Director*
(w.e.f. 27/06/2019)

Dr. Meena A Galliara was appointed as an additional director designated as Independent Director by the Board with effect from 27th June, 2019. She is a Director at Jasani Center for Social Entrepreneurship & Sustainability Management, Narsee Monjee Institute of Management Studies (NMIMS). She is alumna of Tata Institute of Social Sciences (TISS). She commenced her career as a Welfare Officer with Dharamsi Morarjee Chemicals Company Ltd. For little over a decade she worked as Faculty Member in the Department of Social Welfare Administration at TISS. In the duration of her work at TISS she actively contributed to research in the area of political empowerment of women, impact assessment of social welfare schemes, labour welfare schemes and management of NGOs. She was deputed by TISS to set up Tata Council of Community Initiatives and was part of the Maharashtra state's research team on 73rd Amendment to the Constitution of India. She handled the field action project on Humanizing Child Welfare Institutions of Ulhasnagar.

Apart from academics Dr. Galliara serves as a Trustee on the Board of International Resources for Fairer Trade. She is Co-Chairman of the CSR committee appointed as Special Invitee to the Board of Bombay Chambers of Commerce and Industry.

Mr. R. K. Sood *Nominee Director*

Mr. R.K. Sood is a Nominee Director on the Board representing LIC of India. He is B.Com (Hons.) and holding directorship in LIC Cards Services Limited and has vast experience in the field of management and administration.

CORPORATE SOCIAL RESPONSIBILITIES

WE WISH TO PAY HIGH TRIBUTES TO LATE (Mrs) USHA SHROFF (Known as USHABHABHI IN EXCEL PARIVAR) WHO PASSED AWAY FOR HER HEAVENLY ABODE ON 29th APRIL 2019 , FOR HER INVALUABLE CONTRIBUTIONS TO DEVELOPMENT OF RURAL COMMUNITY, ESPECIALLY WOMEN & CHILDREN.

Women in rural area always face gender disparity despite their pivotal role in the family. She has equivalent contribution in agriculture drudgery while holding almost entire responsibility of raising children and handling household economics. Preparing food for everybody, fetching water and keeping her house hygienic and healthy are obvious inherited responsibilities.

Ushabhabhi was empathetic and concerned about the state of women in rural area. She strongly believed that 'Economic Independence' is a key to empowering rural women, which would help her to come out of gender disparity.

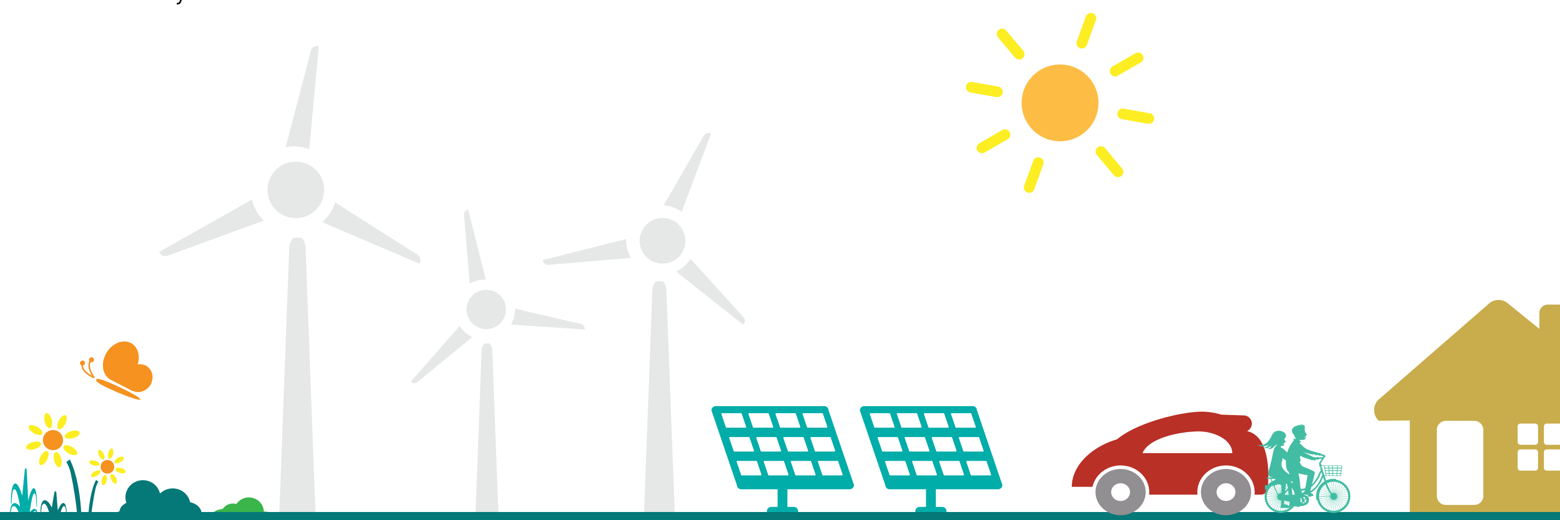
Women can earn for their families utilising her 2-3 hours a day if they are given appropriate skills training. With knowledge and skills inputs, rural women can become Entrepreneurs. Beginning with small earnings Women can contribute to their families' needs and thus can become financially self- sufficient.

In 1991 when Excel celebrated its 50th Anniversary, Ushabhabhi established Samartha Gram Vikas Trust, a Not for Profit NGO, a separate Entity to lead Excel's Social Responsibility in Rural Development, in and around its manufacturing site at Lote, Chiplun.

Creating awareness amongst women about preventive health measures, health aspects of children and empowering women were the priority programs undertaken.

Health Centre with doctor and a nurse was started for society in general and for women and children in particular. Various skill development training were conducted for women like cashew processing, tailoring, food processing etc. This small beginning has laid a foundation of grass root rural development process. Since 2008-2009 Excel started exploring in various rural development areas like rain water harvesting, improving agriculture output, preventive health aspects especially adolescent girls and women, sanitation, education and empowering women through its flagship Not For Profit NGO, Vivekananda Research and Training Institute, in Maharashtra.

HER MOTIVATION AND CONTINUOUS GUIDANCE AND SUPPORT HAS LED EXCEL TO REACH OUT TO MANY FAMILIES IN RURAL AREA.



This is the fifth year since the 'Corporate Social Responsibility' became mandatory for the companies. The amended Section 135, introducing CSR and Rules there under, came in to force from 1st April 2014. Co-incidentally, on 26th September 2013, Excel's Social Responsibility work was well appreciated by ICC by conferring 'ICC AWARD FOR SOCIAL RESPONSIBILITY' for the social Contribution in the year 2012.

The citation mentioned and appreciated our efforts. Some of the notable developments include:

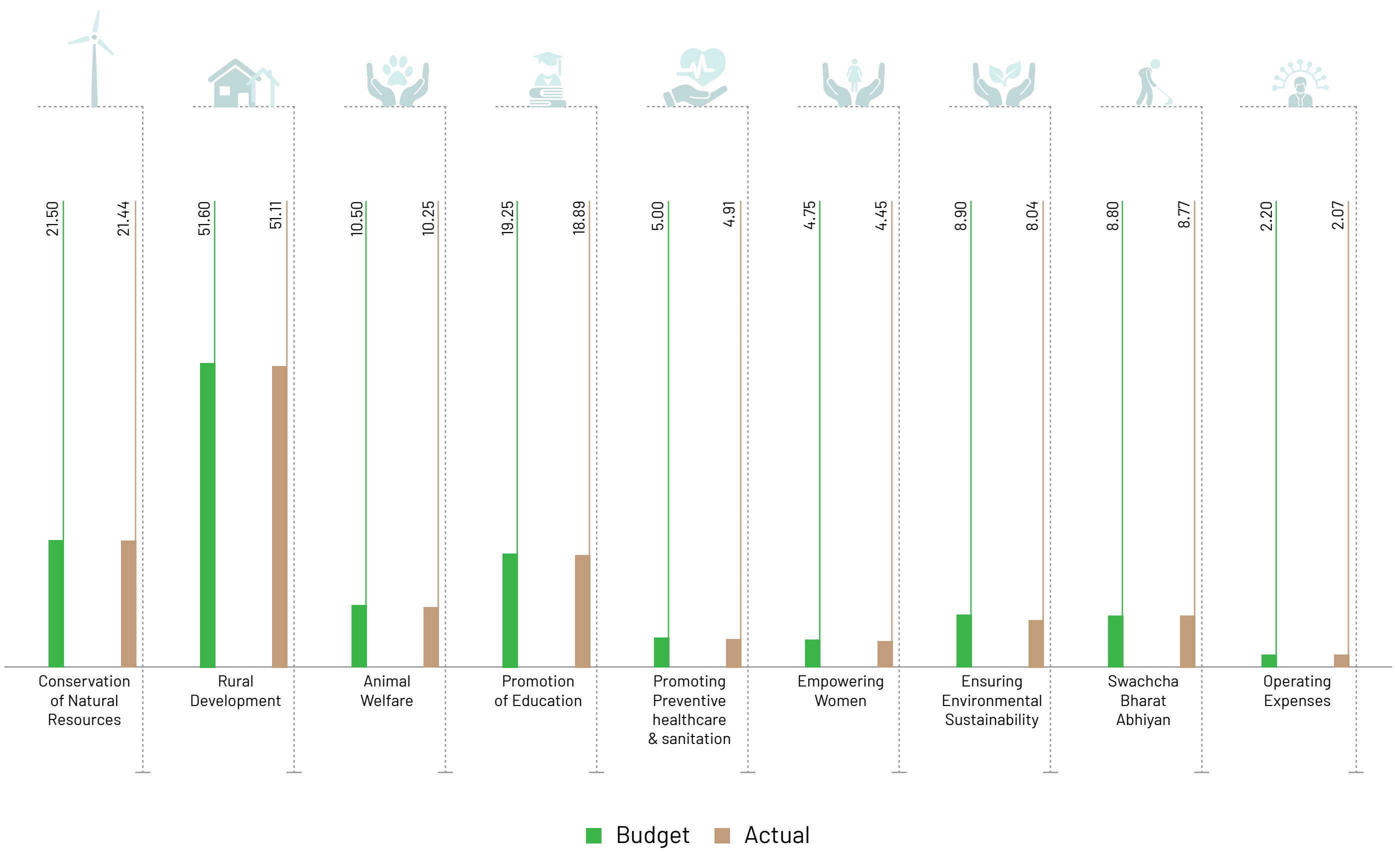
- Water storage at Virjoli increased from 40,000M3 in 2008 to 98,000M3; Water is now available round the year
- Paddy production increased from 2000kg/acre to 2650 kg/acre
- There was a widespread health improvement, increase in milk production, introduction of cashew processing plants
- Lote Parshuram, career guidance to village youth, resulting in more and more youths taking to science as a subject and villagers taking active interest in maintenance of biodiversity

The Company believes that rural development can be achieved by making the villagers self-sufficient, self-employed and entrepreneurs through creating awareness, providing education, training and technical support.

This rich experience became a base for further expansion and replication in many other villages. Since 2014, Excel's community upliftment programmes were structured as per the areas identified under the CSR Policy. These include conservation of natural resources, agriculture, animal welfare, rural development, preventive health measures, women empowerment and environment sustainability.

This year Excel has spent Rs. 129.93 lakh on CSR Projects against the mandatory amount of Rs.112.24 lakh. Sector wise amounts spent is illustrated below.

CORPORATE SOCIAL RESPONSIBILITIES (Contd.)



Mandatory 2% amount : Rs. 112.24 Lakh

Actual Budget : Rs. 132.50 Lakh
Actual Spent : Rs. 129.93 Lakh

HIGHLIGHTS 2018-19

1. Conservation of Natural Resources

Check dams: This year 7 permanent check dams were built creating 24,000 Cubic meter water storage capacity. More than 600 temporary structures were erected after monsoon which could accumulate 6,00,000 cubic meter water storage till February/ March. The consistent approach of constructing permanent check dams every year has eliminated water scarcity in many villages. It is facilitating further in getting rabi crops.




Recharging of bore wells: Arrangements were made for recharging of 3 bore wells by rain water. This led to increase in water levels. For instance, in one of the villages, the water flow has risen from 400 lit/hr to 4,000 lit/hr.



Roof rain water harvesting: Installed rain water collection facility on the roofs of 200 houses. The collected water was diverted to trenches for percolation for ground water recharge.


Solution for water shortage: Usar Thakurwadi is a village of 60 houses. It had been facing acute water shortage since past few years. Pipeline of about 1.5 kms length was built to fetch water from a well which was dug by these villagers and found good water reserve. Two low cost ferro-cement tanks of about 15,000 litres each are constructed for storing water.


2. Rural Development: Agriculture :

While the nation is progressing in many fields to become a world power, the agrarian community is still struggling to get its share of development to lead a dignified life.

Almost 43% of total labour force is in agriculture and allied sectors (forest, fisheries) contributes only 17% to GDP and is at 3rd place after services. It shows that assured and lucrative income from agriculture can only sustain agrarian community in farming which thereby can increase its share in GDP leading to food security.

INDIA'S POLICY FOCUS RECENTLY CHANGED FROM "INCREASING FARMERS' OUTPUT TO THEIR INCOME"

The Prime Minister of India has set a target of 'Doubling Income of Farmers' by 2022 by implementing the following proposed strategies:

- Planting better seed varieties/hybrids
- Improved production practices
- Diversification towards high value crops
- Development of infrastructure and market linkage
- Providing access to institutional credit
- Collective action for minimising scale disadvantages faced by small and marginal farmers

Excel also has aligned its programme with the same targets.

Objective: Doubling Income of FARMERS' in 3 to 5 years

1st YEAR'S APPROACH :

SENSITISING FARMERS ON "APPROACH TO DOUBLING INCOME" : HOUSE TO HOUSE CAMPAIGN

TARGET: 2000 FARMERS

1. **Agriculture Plan for 12 months - KHARIF-RABI-SUMMER**
   - Promotion of cultivation of vegetables with longer shelf life and higher value, both in kharif and rabi season
   - Integrated cropping, multiple crops in rabi
2. **Product/productivity improvement**
   - Promoting group farming-small farmer-large field
   - Use of seeds of better variety
   - Intensification of crops to save both time and space
   - Use agri-tools, machines to reduce cost of cultivation and adopt conservation agriculture techniques

3. **Advisory for crops based on climate change**
4. **Promotion of bamboo cultivation**
   - Renewable resource
   - Absorb greenhouse gases
   - Amazing growth rate
   - No Fertilizer-pesticide-herbicide required
   - Versatility-can replace the use of wood for nearly every application like paper, flooring, furniture, charcoal, building materials
   - Little wastage, soil protection (no soil erosion)
   - Source of income: economic development, fencing for pulses, vegetable plots

ACTIVITIES AND RESULTS

1. **Kharif Season:** Farmers were encouraged to take vegetable and Ragi along with paddy as an additional crop, which is not a traditional regular practice. 86 farmers responded positively. Quality seeds were distributed at very nominal cost, adequate for an area of 1000 sq.ft. This first-hand experience did not fetch great income but farmers could see a potential income source. Fresh vegetable for in house consumption was real Saving. Lady finger crop on bunds of paddy field.

   Almost 300 farmers were given bamboo saplings for plantation trials.

2. **Rabi Season:** It is proven thing that rabbi crops if properly planned can fetch much higher income.

   1. 270 Farmers from various villages in Lote, were given vegetable seeds, saplings, irrigation facilities to facilitate them to go for rabbi crop. Total area under cultivation was 133 acre. The total earning for the farmers was about Rs. 60.00 lakh. That stands on an average Rs.45,000/- per acre and Rs. 22,000/- per farmer.

2. 228 Farmers from 30 villages in Roha, Raigad, took vegetable crop in about 40 acres. Most of the farmers were first timers in vegetable crop. On an average per farmer income is Rs. 14,000/- to Rs. 16,000/- from 6 guntha (0.15 acre).

Various Crops Trials :

Sunflower:



Groundnut: Advanced Groundnut cultivation technique on Highrise bed with plastic mulching which help to improve seed germination in cold season.


Chili, Brinjal, Tomato, Radish, Fenugreek, Coriander, Spinach, bitter gourd.



WATERMELON

ONION

Onion white and Red trials taken were quite successful. Total 5 farmers volunteered for this trial.



Drip system for Banana, onion, water melon and other vegetables. Vegetable and Horticulture cultivation using drip irrigation: In all 7 farmers installed Drip system. This is the first-time farmers with marginal land holding have adopted drip irrigation in this region.



3. Empowering Women : Training programs for Women were conducted for making spices, value added products from Ragi and Fish. In all 490 women benefitted. Training in cashew processing was given 20 women. Besides that, four women entrepreneur groups were formed. 2 are engaged in making cotton and rexin bags. Other 2 are engaged in making Spices.

"Dhanadei" Bachat Gat demonstrated an appreciable performance. A group of 15 women formed their bachat gat immediately after receiving training in October 2018. By March 2019 they made a business of more than Rs. 2.0 lakh earning profit of Rs. 50,000/-.

Another Group of women in Lote have started Cotton bags making business looking at the potential opportunity created by plastic ban.





3. Preventive Health

11,200 School children from 6 schools in rural area, were subjected to primary eye scanning. 80 Students were found with some eye sight issues were further checked by experts from Laxmi Eye Institute.


4. Support in developing infrastructure facilities for community:

Rest/waiting room surrounded by Nakshatra Garden is developed at District Health Centre, Kalambini, Chiplun.



Roha Nagarparishad initiated a Clean Roha drive under SWACHCH BHARAT. On their request, Excel provided 18 display boards giving information on waste management, segregation. These boards are displayed in every ward. Also, to help civilians to overcome use of plastic bags, 8,000 cloths bags were handed over to Nagar Parishad, which were distributed to every household.


NOTICE

NOTICE is hereby given that the **58th ANNUAL GENERAL MEETING** of the members of **EXCEL INDUSTRIES LIMITED** will be held at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020 on **Tuesday**, the **13th August, 2019** at **3.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

2. To declare a Dividend for the financial year ended 31st March, 2019, on Equity Shares of the Company.

3. To appoint a Director in place of Mr. Atul G. Shroff (DIN 00019645), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint **Mr. Ashwin C. Shroff** as Executive Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ashwin C. Shroff, Chairman and Managing Director (DIN: 00019952) as Whole-time Director designated as Executive Chairman of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from 01st February, 2020 on the terms and conditions of the re-appointment including remuneration as set out in the Statement annexed to the Notice with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment including the remuneration as it may deem fit and as is acceptable to Mr. Ashwin C. Shroff;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it deem necessary and authorize executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard."

5. To re-appoint **Mr. Ravi A. Shroff** as Managing Director of the Company 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ravi A. Shroff (DIN: 00033505) as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from 3rd September, 2019 on the terms and conditions of the re-appointment including remuneration as set out in the Statement annexed to the Notice with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment including the remuneration as it may deem fit and as is acceptable to Mr. Ravi A. Shroff;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it deem necessary and authorize executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard."

6. To appoint **Mr. Hrishit A. Shroff** as an Executive Director of the Company 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 Sections 160, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Hrishit A. Shroff (DIN: 00033693), who was appointed as an Additional Director and designated as Executive Director of the Company by the Board of Directors with effect from 27th June, 2019, to hold office until the date of this annual general meeting, and in respect of whom the Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from 27th June, 2019 on the terms and conditions of the appointment including remuneration as set out in the Statement annexed to the Notice with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment including the remuneration as it may deem fit and as is acceptable to Mr. Hrishit A. Shroff;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it deem necessary and authorize executives of the Company for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard."

7. To re-appoint **Mr. Harish N. Motiwalla** as an Independent Director for a second term of five years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. H. N. Motiwalla (DIN:00029835), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024 and to continue to hold such directorship even post attaining the age of seventy five (75) years;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

8. To re-appoint **Mr. Madhukar B. Parekh** as an Independent Director for a second term of five years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. M. B. Parekh (DIN:00180955), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024 and to continue to hold such directorship even post attaining the age of seventy five (75) years;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

9. To re-appoint **Mr. Ram N. Bhogale** as an Independent Director for second term of five years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. R. N. Bhogale (DIN: 00292417), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

10. To re-appoint **Mr. Priyam S. Jhaveri** as an Independent Director for second term of five years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

    "RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. P. S. Jhaveri (DIN:00045038), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024;

    RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

11. To re-appoint **Mr. Shailesh S. Vaidya** as an Independent Director for second term of five years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

    "RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shailesh S. Vaidya (DIN 00002273), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

12. To re-appoint **Mr. Rajeev M. Pandia** as an Independent Director for second term of five years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajeev M. Pandia (DIN 00021730), Independent Non-Executive Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

13. To appoint **Mrs. Meena A. Galliara** as an Independent Non- Executive Director for a term of five years 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 provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Meena A. Galliara (DIN 07118699), who was appointed as an Additional Director of the Company and designated as Independent Director by the Board of Directors with effect from 27th June, 2019, to hold office until the date of this annual general meeting, and in respect of whom the Company has received a Notice from a Member in writing under Section 160 of the Act proposing her candidature for the office of the Director of the Company, and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from 27th June, 2019 till 26th June, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

14. Payment of **remuneration to Executive Directors** and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under:

    (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or

    (b) aggregate annual remuneration to all Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit;

    RESOLVED FURTHER THAT the approval hereinabove granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commencing from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors,"

    "RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Whole-time Directors including Managing Director exceeding ten per cent of the Net Profits of the Company in any financial year;

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution."

15. To ratify the remuneration of the **Cost Auditors** 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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Cost Auditors **M/s. Kishore Bhatia & Associates** (Firm Registration Number: 00294) for the financial year 2019-20, fixed at ₹ 4,15,000/- plus applicable taxes and out-of-pocket expenses, by the Board of Directors at its meeting held on 24th May, 2019 be and is hereby approved and ratified."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE, ONLY ON A POLL, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

Proxies submitted on behalf of limited companies, LLP, etc., must be supported by appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case, a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Pursuant to the provisions of Section 102 of the Companies Act, 2013, a Statement relating to the special business to be transacted at the meeting is annexed hereto.

3. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors being appointed /reappointed has been provided in the **Annexure-I** to this Notice.

4. The register of members and the share transfer books of the Company will remain closed from **Wednesday, the 07th August, 2019 to Tuesday, the 13th August, 2019** (both days inclusive).

5. Payment of dividend as recommended by the Directors, if declared at the meeting, will be made from **20th August, 2019** as follows: (a) to the Members holding shares in physical form and whose names appear in the Register of Members on the close of the day on **13th August, 2019**; and (b) to the Members holding shares in dematerialized form and whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the close of business hours on **06th August, 2019.**

6. Payment of dividend will be made through National Electronic Clearing Service (NECS) by crediting the dividend amount to the bank account of the shareholders wherever bank details are made available to the Company. Members holding shares in physical form and who wish to avail of NECS facility to receive dividend from the Company may furnish the information to Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through NECS mechanism.

7. All the documents referred to in this notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, during 2.00 p.m. to 4.00 p.m. up to the date of the Annual General Meeting.

8. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to Link Intime India Private Ltd, Company's Registrar & Share Transfer Agent, in respect of their holding in physical shares, quoting Folio No.

9. Members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes will receive the electronic copy of annual report 2018-19, unless any member has requested for a hard copy of the same. For members whose e-mail address are not registered with the Company will receive physical copies of the annual report 2018-19.

10. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register their e-mail address with the Registrar of the Company i.e. M/s Link Intime India Pvt. Ltd., C-101,247 Park, LBS Marg, Vikhroli (West), Mumbai-400 083.

11. Pursuant to the provisions of Sections 123 and 125 of the Companies Act, 2013, the amounts of dividends remaining unclaimed for a period of seven years from the date of declaration of dividend shall be transferred to the Investor Education and Protection Fund.

The details of dividend paid for the financial year 2011-12 onwards are given below:

Date of Declaration	Dividend for the year	Dividend ₹ / Per Share	Due date of transfer of dividend to the Investor Education & Protection Fund
20.07.2012	2011-12	2.00	25.08.2019
26.07.2013	2012-13	3.00	31.08.2020
26.09.2014	2013-14	3.75	01.11.2021
31.10.2014	2014-15	3.00	06.12.2021
10.09.2015	2014-15	4.00	16.10.2022
26.07.2016	2015-16	4.50	31.08.2023
03.08.2017	2016-17	6.00	08.09.2024
09.08.2018	2017-18	12.50	14.09.2025

Members who have not encashed the dividend warrants for the year 2011-2012 and/or any subsequent year(s) are requested to write to the Company for revalidation of dividend warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund.

The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF 5 available on www.iepf.gov.in.

12. **Facility for voting:**

(A) In compliance with the 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

(B) The Company will also provide voting facility through ballot paper at the venue of the annual general meeting. Members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

(C) Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

13. **Instructions for remote e-voting:** Following are the instructions for remote e-voting for members receiving an e-mail or a physical copy of this notice of Annual General Meeting:

(a) The remote e-voting period begins on **Saturday, the 10th August, 2019 at 9.00 a.m. and ends on Monday, the 12th August, 2019 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** i.e. **06th August, 2019**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(b) For remote e-voting the shareholders should log on to the e-voting website **www.evotingindia.com**.

(c) Click on Shareholders tab

(d) Now Enter your User ID

i. For CDSL: 16 digits beneficiary ID,

ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii. Members holding shares in physical form should enter Folio Number registered with the Company.

(e) Next enter the Image Verification as displayed on the screen and then click on Login.

(f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Account Number or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the field box as mentioned in instruction (d).

(h) After entering these details appropriately, click on "**SUBMIT**" tab.

(i) Members holding shares in physical form will then directly reach the 'Select Company' 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 used by the demat holders in future for voting for resolutions of the Company or 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.

(j) For Members holding shares in physical form, the log-in details can be used only for remote e-voting on the resolutions contained in this Notice.

(k) Next click on the EVSN for the Company '**Excel Industries Limited**'.

(l) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and 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.

(m) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

(n) 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.

(o) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(p) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.

(q) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(r) Note for Institutional Shareholders and Custodians:

(i) Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc) and Custodian are required to log on to https://www.evotingindia.com and register themselves as Corporates.

(ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(iii) After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

(iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(v) 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.

(s) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Mr. Prashant Diwan, Practicing Company Secretary, (Membership No. FCS 1403), has been appointed as the Scrutinizer to scrutinize the voting process to be conducted in a fair and transparent manner for the Annual General Meeting.

The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Thursday, **06th August, 2019.**

The Scrutinizer shall unblock the remote e-voting facility at the end of the remote e-voting period, in the presence of at least two witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or person authorized by him in writing.

The Chairman or the person authorized by him in writing shall declare the result of the voting on or before **14th August, 2019.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.excelind.co.in** and on the website of CDSL immediately after the result is declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

REQUEST TO THE MEMBERS

1. Members are requested to bring their attendance slip.
2. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates to the Company Secretary or to the Registrar and Transfer Agent, M/s Link Intime India Private Limited for consolidation of such folios into one to facilitate better services.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 27th June, 2019.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4

Mr. Ashwin C. Shroff was appointed as Chairman & Managing Director of the Company for a period of five years with effect from 1st February, 2015 and his current term will end on 31st January, 2020.

Mr. Ashwin C. Shroff, aged 74, has immense experience in strategic business management and expertise in the field of chemical and biotech industries. Considering his vast experience and significant contributions in the growth of the Company it would be in the interest of the Company to re-appointment him as Executive Chairman of the Company.

Pursuant to the authority conferred by the members at the annual general meeting of the Company held on 26th September, 2014, the Board of Directors of the Company at their meeting held on 27th June 2019, have re-designated Mr. Ashwin C. Shroff as Executive Chairman with effect from 3rd September 2019 for the remaining tenure of his present term upto 31st January, 2020.

The Board of Directors at their meeting held on 27.06.2019, on the recommendations of the Nomination and Remuneration Committee and subject to approval of the members by a Special Resolution, has re-appointed Mr. Ashwin C. Shroff as an Executive Chairman of the Company for a period of five years with effect from 1st February, 2020.

The terms & conditions of the re-appointment including the remuneration applicable to Mr. Ashwin C. Shroff are as under:

I. SALARY

   ₹ 10,00,000 (Ten Lakhs) per month in the scale of ₹ 10,00,000/- to ₹ 14,00,000/- per month.

   The annual increment in the salary will be effective from 1st February every year and will be decided by the Board of Directors.

II. PERQUISITES

   (a) Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and Mr. Ashwin C. Shroff , shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

   For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

   (b) Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

III. COMMISSION

   Commission of a sum calculated at 1% of the net profits of the Company in a particular financial year computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

IV. MINIMUM REMUNERATION

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr. Ashwin C. Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expenses for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and shall not be considered as perquisites.

V. OTHER TERMS

(a) The Company will provide a Car with driver to Mr. Ashwin C. Shroff.

(b) Mr. Ashwin C. Shroff shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.

(c) The appointment may be terminated by either party giving to the other party ninety days' notice in writing.

(d) The Directorship of Mr. Ashwin C. Shroff shall not be liable to retire by rotation.

(e) Mr. Ashwin C. Shroff as the Executive Chairman shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors of the Company.

(f) Mr. Ashwin C. Shroff as the Executive Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(g) Mr. Ashwin C. Shroff shall adhere to the Company's Code of Conduct.

(h) Mr. Ashwin C. Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

(i) In the event of any dispute or difference arising at any time between Mr. Ashwin C. Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ashwin C. Shroff under Section 190 of the Act.

Mr. Ashwin C. Shroff satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Ashwin C. Shroff are provided in "Annexure I" to the Notice pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and (iii) applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Ashwin C. Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays up to the date of the

Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at www.excelind.co.in

Mr. Ashwin C. Shroff and his relatives Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for approval by the members.

ITEM No. 5

Mr. Ravi A. Shroff was appointed as an Executive Director of the Company for a period of five years with effect from 3rd September, 2014 and his current term will end on 2nd September, 2019.

Considering his immense experience in the industry, business development & management and significant contribution in the progress of the Company it would be in the interest of the Company to re-appoint him as Whole-time Director and elevate him to the position of Managing Director of the Company.

The Board of Directors at their meeting held on 27.06.2019, on the recommendations of the Nomination and Remuneration Committee and subject to approval of the members by an Ordinary Resolution, re-appointed Mr. Ravi A. Shroff as Managing Director of the Company for a period of five years with effect from 3rd September, 2019

The terms & conditions of the re-appointment including the remuneration applicable to Mr. Ravi A. Shroff are as under:

I. SALARY

₹ 9,50,000/- per month in the scale of ₹ 9,50,000/- to ₹ 13,50,000/- per month.

The annual increment in the salary will be effective from 3rd September every year and will be decided by the Board of Directors.

II. PERQUISITES

(a) Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and Mr. Ravi A. Shroff , shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

(b) Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

III. COMMISSION

Commission of a sum calculated at 1.5% of the net profits of the Company in a particular financial year computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

IV. MINIMUM REMUNERATION

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr. Ravi A. Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expenses for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and shall not be considered as perquisites.

V. OTHER TERMS

(a) The Company will provide a Car with driver to Mr. Ravi A. Shroff

(b) Mr. Ravi A. Shroff shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.

(c) The appointment may be terminated by either party giving to the other party ninety days' notice in writing.

(d) The Directorship of Mr. Ravi A. Shroff shall not be liable to retire by rotation.

(e) Mr. Ravi A. Shroff as the Managing Director shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors of the Company.

(f) Mr. Ravi A. Shroff as the Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(g) Mr. Ravi A. Shroff shall adhere to the Company's Code of Conduct.

(h) Mr. Ravi A. Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

(i) In the event of any dispute or difference arising at any time between Mr. Ravi A. Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ravi A. Shroff under Section 190 of the Act.

Mr. Ravi A. Shroff satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Mr. Ravi A. Shroff are provided in "Annexure I" to the Notice pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and (iii) applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Mr. Ravi A. Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at www.exceind.co.in

Mr. Ravi A. Shroff and his relatives Mr. Ashwin C. Shroff and Mr. Hrishit A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for approval by the members.

ITEM No. 6

Mr. Hrishit A. Shroff is a Commerce graduate and a Chartered Accountant. He has also successfully completed an executive management course at Harvard Business School.

Before joining the Company he was an Executive Director at Excel Crop Care Limited and has over 10 years of experience in agro chemicals industry and business management.

Amongst other, he holds Directorship in Excel Bio Resources Limited, wholly owned subsidiary of the Company, MobiTrash Recycle Ventures Private Limited, Associate of the Company, Anshul Specialty Molecules Private Limited and Agrocel Industries Pvt. Ltd.

Mr. Hrishit A. Shroff has been working with the Company since 01st February, 2017 as President (Environment & Biotech Business and Corporate Services). He has been heading and steering Environment and Biotech Division and has successfully launched several Solid Waste Management solutions under his leadership.

The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Hrishit A. Shroff for the office of the Director of the Company. The Board of Directors at their meeting held on 27.06.2019, on the recommendations of the Nomination and Remuneration Committee and subject to approval of the members by an Ordinary Resolution, appointed Mr. Hrishit A. Shroff as an additional director designated as Executive Director for a period of five years with effect from 27th June, 2019.

The terms & conditions of the appointment including the remuneration applicable to Mr. Hrishit A. Shroff are as under:

I. SALARY

Rs 5,50,000/- per month in the scale of ₹ 5,50,000/- to ₹ 8,00,000/- per month.

The annual increment in the salary will be effective from 27th June every year and will be decided by the Board of Directors.

II. PERQUISITES

(a) Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance (together with reimbursement of expenses and/or allowances for utilities such as gas, electricity, water, furnishings and repairs), special allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance and such other perquisites as may be agreed to by the Board of Directors and Mr. Hrishit A. Shroff , shall be paid in accordance with the rules of the Company and value of such perquisites for each financial year shall not exceed 60% of his annual salary.

For the purpose of calculation of the above value of the perquisites, they shall be evaluated as per the Income-tax Rules, wherever applicable and in the absence of any such Rules, the perquisites shall be evaluated at actual cost.

(b) Company's contribution to Provident Fund, Superannuation or Annuity Fund (not exceeding ₹ 1.50 lakhs per annum), Gratuity payable as per the rules of the Company and Encashment of Leave at the end of his tenure (as per the rules of the Company applicable to senior executives) shall be in addition to the remuneration under (a) above and shall not be included in the computation of the total value of the perquisites as aforesaid.

III. COMMISSION

Commission of a sum calculated at 0.5% of the net profits of the Company in a particular financial year computed in the manner laid down in section 198, shall be paid within the overall ceilings stipulated in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

IV. MINIMUM REMUNERATION

If in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such an event, subject to the approval of the Shareholders as may be required, the remuneration by way of salary, perquisites and commission as specified in paragraphs I, II and III above will be paid as minimum remuneration subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

REIMBURSEMENT OF EXPENSES:

Expenses incurred by Mr Hrishit A Shroff for travelling, boarding, lodging and entertainment including expenses of his family members and attendant(s) during business trips and expenses for use of car for official duties and communication expenses at residence shall be reimbursed at actuals and shall not be considered as perquisites.

V. OTHER TERMS

(a) The Company will provide a Car with driver to Mr. Hrishit A. Shroff

(b) Mr. Hrishit A. Shroff shall be entitled to avail leave as per the Rules of the Company but not exceeding one month's leave for every 11 months of service on full pay and allowance basis.

(c) The appointment may be terminated by either party giving to the other party ninety days' notice in writing.

(d) The Directorship of Mr. Hrishit A. Shroff shall be liable to retire by rotation.

(e) Mr. Hrishit A. Shroff as the Executive Director shall perform all such duties and exercise all such powers bestowed on him from time to time by the Board of Directors and / or the Managing Director of the Company.

(f) Mr. Hrishit A. Shroff as the Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(g) Mr. Hrishit A. Shroff shall adhere to the Company's Code of Conduct.

(h) Mr. Hrishit A. Shroff shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

(i) In the event of any dispute or difference arising at any time between Mr. Hrishit A. Shroff and the Company in respect of the terms of his appointment, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Hrishit A. Shroff under Section 190 of the Act.

Mr. Hrishit A. Shroff satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Mr. Hrishit A. Shroff are provided in "Annexure I" to the Notice pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and (iii) applicable provisions of the Companies Act, 2013.

Copy of the draft Service Agreement to be entered into with Mr Hrishit A Shroff is available for inspection by the members on all working days between 2.00 p.m. and 4.00 p.m. except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting. Also, the draft of the Agreement can also be accessed at the Website of the Company at www.excelind.co.in

Mr. Hrishit A. Shroff and his relatives Mr. Ashwin C. Shroff and Mr. Ravi A. Shroff are interested in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for approval by the members.

ITEM No. 7

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Harish N. Motiwalla (DIN 00029835) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Non-Executive Independent Director of the Company for a period up to five (5) consecutive years till the conclusion of the 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Harish N. Motiwalla fulfils the conditions for appointment of Independent Director as specified in section 152(5) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his professional background and experience and contributions made by him during his tenure, the association of Mr. Harish N. Motiwalla would be beneficial to the Company and it is desirable to re-appoint Mr. Harish N. Motiwalla as an Independent Director for another term of five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who has attained the age of 75 years, can continue the directorship in a company with the approval of Members by way of Special Resolution. Since Mr. Harish N. Motiwalla will attain the age of 75 years during the second term of his re-appointment, and in order to continue his directorship beyond the age of 75 years and for his re-appointment for the second term, approval of the Members is sought by way of Special Resolution.

Copy of the draft letter of appointment of Mr. Harish N. Motiwalla setting out the terms and conditions of the re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company. During the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Harish N. Motiwalla as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. Harish N. Motiwalla does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Harish N. Motiwalla has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Harish N. Motiwalla are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM No. 8

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Madhukar B. Parekh (DIN 00180955) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Madhukar B. Parekh fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his industrial background and experience and contributions made by him during his tenure, the association of Mr. Madhukar B. Parekh would be beneficial to the Company and it is desirable to re-appoint Mr. Madhukar B. Parekh as an Independent Director for another term of five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who has attained the age of 75 years, can continue the directorship in a company with the approval of Members by way of Special Resolution. Since Mr. Madhukar B. Parekh will attain the age of 75 years during the second term of his re-appointment, and in order to continue his directorship beyond the age of 75 years and for his re-appointment for the second term, approval of the Members is sought by way of Special Resolution.

Copy of the draft letter of the re-appointment of Mr. Madhukar B. Parekh setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Madhukar B. Parekh as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. Madhukar B. Parekh does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Madhukar B. Parekh has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Madhukar B. Parekh are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

ITEM No. 9

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. R. N. Bhogale (DIN 00292417) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. R. N. Bhogale fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his industrial background and experience and contributions made by him during his tenure, the association of Mr. R. N. Bhogale would be beneficial to the Company and it is desirable to re-appoint Mr. R. N. Bhogale as an Independent Director for another term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Copy of the draft letter of appointment of Mr. R. N. Bhogale setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. R. N. Bhogale as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. R. N. Bhogale does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. R. N. Bhogale has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. R. N. Bhogale are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

ITEM No. 10

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Priyam S. Jhaveri (DIN 00045038) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Priyam S. Jhaveri fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his industrial background and experience and contributions made by him during his tenure, the association of Mr. Priyam S. Jhaveri would be beneficial to the Company and it is desirable to re-appoint Mr. Priyam S. Jhaveri as an Independent Director for another term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Copy of the draft letter of appointment of Mr. Priyam S. Jhaveri setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Priyam S. Jhaveri as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. Priyam S. Jhaveri does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Priyam S. Jhaveri has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Priyam S. Jhaveri are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

ITEM No. 11

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Shailesh S. Vaidya (DIN 00002273) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Shailesh S. Vaidya fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result , considered that given his professional background and experience and contributions made by him during his tenure, the association of Mr. Shailesh S. Vaidya would be beneficial to the Company and it is desirable to re-appoint Mr. Shailesh S. Vaidya as an Independent Director for another term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Copy of the draft letter of appointment of Mr. Shailesh S. Vaidya setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Shailesh S. Vaidya as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. Shailesh S. Vaidya does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Shailesh S. Vaidya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Shailesh S. Vaidya are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

ITEM No. 12

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr Rajeev M. Pandia (DIN 00021730) was appointed as an Independent Non-Executive Director of the Company by the members in the 53rd Annual General Meeting ("AGM") held on 26th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 58th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Rajeev M. Pandia fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his professional background and experience and contributions made by him during his tenure, the association of Mr. Rajeev M. Pandia would be beneficial to the Company and it is desirable to re-appoint Mr. Rajeev M. Pandia as an Independent Director for another term up to five (5) consecutive years with effect from August 13, 2019 till August 12, 2024.

Copy of the draft letter of appointment of Mr. Rajeev M. Pandia setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Rajeev M. Pandia as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

Mr. Rajeev M. Pandia does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Rajeev M. Pandia has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Rajeev M. Pandia are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the Members.

ITEM No. 13

Dr. Meena A. Galliara has done Ph.D and she is an Academician (CSR & Social Entrepreneurship)

In the opinion of the Board of Directors of the Company, Dr. Meena A. Galliara fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 proposing candidature of Dr. Meena A. Galliara for the office of the Director of the Company. The Board of Directors at its meeting held on June 27, 2019, on the recommendation of the Nomination and Remuneration Committee, appointed her as an additional director designated as independent director of the Company. Pursuant to Section 161(1) of the Companies Act, 2013 read with Article 85 of the Articles of Association of the Company she will hold office up to the date of this annual general meeting.

Considereding her professional background and experience, the association of Dr. Meena A. Galliara would be beneficial to the Company and it is desirable to appoint her as an Independent Women Director for the term of Five (5) consecutive years with effect from June 27, 2019 till June 26, 2024.

Copy of the draft letter of appointment of Dr. Meena A. Galliara setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Dr. Meena A. Galliara as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure I to this Notice.

She does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Meena A. Galliara are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 13 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the Members.

ITEM No. 14

As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

(i) Annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or

(ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulations shall be valid only till the expiry of the term of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations from Financial Year 2019-20 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, section 197 and other applicable provisions of the Companies Act, 2013 provide that aggregate annual remuneration to all the whole-time directors including managing director exceeding ten per cent of the Net Profits of the Company in any financial year shall require approval of shareholders by means of a special resolution.

In view of the above and in order to have a flexibility for payment of annual remuneration in excess of ten per cent of the net profits of the Company in any financial year, to the Whole-time Directors including Managing Director, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Mr. Ashwin C. Shroff and Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff are deemed to be concerned or interested in this Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the Members.

Item No. 15

The Board of Directors at its meeting held on 24th May, 2019 appointed M/s Kishore Bhatia & Associates, practicing cost accountants, as Cost Auditors of the Company, in term of section 148 of the Companies Act, 2013 and fixed a sum of ₹ 4,15,000/- plus out of pocket expenses and taxes, as applicable, as the remuneration payable for the financial year 2019-20.

The remuneration, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with the Section 148(3) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the resolution for approval of the members.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Registered Office:

184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 27th June, 2019

Route Map to the venue of the AGM

ANNEXURE I

Agenda Item No. 03.

Name of the Director	Mr. Atul G. Shroff
Date of Birth	23/12/1947
Academic Qualifications	SSC
Experience and Expertise	Industrialist with vast experience in Chemical and Bio-tech Industry and expertise in the field of business management and administration.
Date of first appointment on the Board	26/08/1994
Directorship in other companies	Transpek Industry Limited (Listed) Transchem Agritech Private Limited Madison Investments Private Limited Transpek Industry (Europe) Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other companies	Member in Stakeholder Relationship Committee - Transpek Industries Limited
No. of Shares held in the Company	59784
DIN	00019645
Relation with other Directors or Key Managerial Personnel	Ashwin C. Shroff, Dipesh K. Shroff and Atul G. Shroff are cousin brothers and Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff are his nephew.
Number of Board Meeting attended during the financial year	5
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 1,00,000/- Commission – ₹ 11,00,000/-

Agenda Item No. 04.

Name of the Director	Mr. Ashwin C. Shroff
Date of Birth	22.01.1945
Academic Qualifications	B.Sc.
Experience and Expertise	Industrialist with immense experience in Chemical and Bio-tech Industry and expertise in the field of strategic business management and leadership.
Date of first appointment on the Board	15.07.1975
Directorship in other companies	Transpek Industry Limited (Listed) Kamaljyot Investments Limited Excel Bio Resources Limited Transpek-Silox Industry Private Limited Anshul Specialty Molecules Private Limited Mobitrash Recycle Ventures Private Limited Developmental & Eco-Friendly Enterprises Centre For Bharatiya Management Development Global Bhatia Benevolent Foundation
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	Nil
No. of Shares held in the Company	83070
DIN	00019952
Relation with other Directors or Key Managerial Personnel of the Company	Father of Mr. Ravi A. Shroff and Mr. Hrishit A. Shroff and cousin of Mr. Atul G. Shroff and Dipesh K. Shroff.
Number of Board Meeting attended during the financial year	6

Remuneration and other terms & conditions of appointment/ re-appointment	As provided in the Statement annexed to the Notice
Remuneration paid/payable for the Financial Year 2018-19	₹ 2,74,47,935/-

Agenda Item No. 05.

Name of the Director	Mr. Ravi A. Shroff
Date of Birth	05-02-1978
Academic Qualifications	Chemical Engineer from Mumbai University and a Post Graduate in Chemistry from Boston University, USA
Experience and Expertise	Industrialist with experience in the field of Chemical and Pharma Industry and expertise in the field of strategic management, leadership and business development.
Date of first appointment on the Board	03-09-2014
Directorship in other companies	Transpek Industry Limited (Listed) TML Industries Limited Kamaljyot Investments Limited Excel Bio resources Limited Anshul Specialty Molecules Private Limited Harijash Investments Private Limited Brihat Investment Private Limited Nuevo Telesoft Private Limited Mobitrash Recycle Ventures Private Limited Microbiome Research Private Limited
Membership(s)/Chairmanship(s) of Board Committees in other Companies	Nil
No. of Shares held in the Company	47670
DIN	00033505
Relation with other Directors o Key Managerial Personnel of the Company	Son of Mr. Ashwin C. Shroff, Brother of Mr. Hrishit A. Shroff and Nephew of Mr. Atul G. Shroff and Mr. Dipesh K. Shroff
Number of Board Meeting attended during the financial year	6
Remuneration and other terms & conditions of appointment/ re-appointment	As provided in the Statement annexed to the Notice
Remuneration paid/payable for the Financial Year 2018-19	₹ 1,94,93,351/-

Agenda Item No. 06.

Name of the Director	Mr. Hrishit A. Shroff
Date of Birth	21-02-1980
Academic Qualifications	Chartered Accountant, Executive Management Course from Harvard Business School.
Experience and Expertise	Industrialist with experience in the field of Chemical and Bio-Tech Industry and expertise in the field of strategic management, leadership and business development.
Date of first appointment on the Board	27.06.2019
Directorship in other companies	Excel Bio resources Limited Mobitrash Recycle Ventures Private Limited Microbiome Research Private Limited Transchem Agritech Private Limited Anshul Specialty Molecules Private Limited Harijash Investments Private Limited Brihat Investment Private Limited Agrocel Industries Private Limited

No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	Nil
No. of Shares held in the Company	47669
DIN	00033693
Relation with other Directors or Key Managerial Personnel	Son of Mr. Ashwin C. Shroff, Brother of Mr. Ravi A. Shroff and Nephew of Mr. Atul G. Shroff and Mr. Dipesh K. Shroff
Number of Board Meeting attended during the financial year	NA
Remuneration and other terms & conditions of appointment/ re-appointment	As provided in the Statement annexed to the Notice

Agenda Item No. 07.

Name of the Director	Mr. H. N. Motiwalla
Date of Birth	24-03-1945
Academic Qualifications	Chartered Accountant
Experience and Expertise	As a financial professional he has vast experience and expertise in Accounts, Audit, Finance, Taxation, Company Law and Financial Controls
Date of first appointment on the Board	24-05-2002
Directorship in other companies	Balkrishna paper mills Limited (Listed) Multibase India Limited (Listed) Orient Abrasives Limited (Listed) Hitech Corporation Limited (Listed) Ashapura Minechem Limited (Listed) Siyaram Silk Mills Limited (Listed) Ashapura International Limited Gujarat Organics Limited LIC Mutual Fund Trustee Private Limited Geetanjali Trading and Investments Private Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	**Chairman** Audit Committee of - Multibase India Limited - Ashapura Minechem Limited - Siyaram Silk Mills Limited - Hitech Plast Limited - LIC Mutual Fund Trustee Private Limited NRC Committee of - Multibase India Limited - Siyaram Silk Mills Limited **Member** Audit Committee of - Balkrishna Paper Mills Limited - Ashapura International Limited NRC Committee of - Balkrishna Paper Mills Limited - Ashapura Minechem Limited - Hitech Plast Limited - Ashapura International Limited SRC Committee - Balkrishna Paper Mills Limited CSR Committee - Siyaram Silk Mills Limited

No. of Shares held in the Company	Nil
DIN	00029835
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	6
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 4,40,000/- Commission – ₹ 15,00,000/-

Agenda Item No. 08.

Name of the Director	Mr. M. B. Parekh
Date of Birth	26-08-1946
Academic Qualifications	Chem. Engineering from UDCT M.S. Chem. Engg. from University of Wisconsin, USA
Experience and Expertise	Industrialist with vast experience in chemical and consumer products Industry. He has expertise in the field of strategic business management and leadership.
Date of first appointment on the Board	25.03.2005
Directorship in other companies	Vinyl Chemicals (India) Limited (Listed) Pidilite Industries Limited (Listed) Fevicol Company Limited Kalva Marketing and Services Limited Harton Private Limited Trivenikalyan Trading Private Limited Devkalyan Sales Private Limited Pargro Investments Private Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other companies	Member in Audit Committee of Pidilite Industries Limited Vinyl Chemicals (India) Limited
No. of Shares held in the Company	Nil
DIN	00180955
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	3
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 80,000/- Commission – ₹ 7,00,000/-

Agenda Item No. 09.

Name of the Director	Mr. R. N. Bhogale
Date of Birth	08-02-1955
Academic Qualifications	B.E. (Mech)
Experience and Expertise	Industrialist with vast experience in auto components and engineering industry. He is expert in business operation and management.
Date of first appointment on the Board	06.12.2001
Directorship in other companies	Umasons Steelfab Private Limited Marathwada Auto Compo Private Limited Umasons Auto Compo Private Limited I Invent Labs Private Limited Fulkrum Financial Services Private Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other companies	Nil

No. of Shares held in the Company	Nil
DIN	00292417
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	5
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 3,20,000/- Commission – ₹ 14,00,000/-

Agenda Item No. 10.

Name of the Director	Mr. P. S. Jhaveri
Date of Birth	09-03-1955
Academic Qualifications	B.Com from Bombay University and Diploma in Business Management
Experience and Expertise	Industrialist with immense experience in Chemicals and Textile Auxiliary Industry. He is expert in business management and treasury operations.
Date of first appointment on the Board	20.10.2002
Directorship in other companies	Indian Extractions Limited (Listed) Sadhana Nitro Chem Limited (Listed) Phthalo Colours and Chemicals (India) Limited Nanavati Sons Private Limited Sonega Trades & Investments Private Limited Nanavati Speciality Chemicals Private Limited Phthalo Pigments Private Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	**Member** Audit Committee - Sadhana Nitro Chem Limited - Phthalo Pigments Private Limited Stakeholders Relationship Committee - Sadhana Nitro Chem Limited NRC Committee - Phthalo Pigments Private Limited
No. of Shares held in the Company	Nil
DIN	00045038
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	5
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 2,60,000/- Commission – ₹ 14,00,000/-

Agenda Item No. 11.

Name of the Director	Mr. S. S. Vaidya
Date of Birth	03.11.1957
Academic Qualifications	B.Com., LLB
Experience and Expertise	As an Advocate and Solicitor he has immense experience in the legal field and expertise in various laws. He is Partner of M/s. Kanga & Company, Advocates and Solicitors.
Date of first appointment on the Board	08.08.2014

Directorship in other companies	Siyaram Silk Mills Limited (Listed) Apcotex Industries Limited (Listed) Powerica Limited Prabhukripa Overseas Limited Infinite India Investment Management Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	**Chairman of** CSR Committee - Apcotex Industries Limited **Member of** SRC Committee - Apcotex Industries Limited
No. of Shares held in the Company as on 31.03.2019	Nil
DIN	00002273
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	4
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 1,00,000/- Commission – ₹ 7,00,000/-

Agenda Item No. 12.

Name of the Director	Mr. R. M. Pandia
Date of Birth	17-12- 1949
Academic Qualifications	Chemical Engineering from Indian Institute of Technology (IIT), Mumbai and Master's degree in the same field from Stanford University, California.
Experience and Expertise	He has vast experience and expertise in the field of strategic planning, project evaluation, international marketing, framing Government policies and business & risk management.
Date of first appointment on the Board	08.08.2014
Directorship in other companies	GRP Limited (Listed) Supreme Industries Limited (Listed) Thirumalai Chemicals Limited (Listed) Ultramarine & Pigments Limited (Listed) Supreme Petrochem Limited (Listed) Deepak Phenolics Limited
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	**Chairman of** Audit committee of GRP Limited **Member of** Audit, Risk Management & Stakeholders Relationship Committee of Supreme Industries Limited
No. of Shares held in the Company	Nil
DIN	00021730
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	5
Remuneration and other terms & conditions of appointment/ re-appointment	He is entitled to sitting fees for attending Board meetings and commission as approved by the Board of Directors.
Remuneration paid/payable for the Financial Year 2018-19	Sitting Fees – ₹ 2,70,000/- Commission – ₹ 14,00,000/-

Agenda Item No. 13.

Name of the Director	Dr. Meena A. Galliara
Date of Birth	28.06.1962
Academic Qualifications	Ph.D
Experience and Expertise	Academician (CSR & Social Entrepreneurship)
Date of first appointment on the Board	27.06.2019
Directorship in other companies	Nil
No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies	Nil
No. of Shares held in the Company	Nil
DIN	07118699
Relation with other Directors or Key Managerial Personnel	None
Number of Board Meeting attended during the financial year	N.A.
Remuneration and other terms & conditions of appointment/ re-appointment	N.A.
Remuneration paid/payable for the Financial Year 2018-19	N.A.

DIRECTORS' REPORT

To,
The Members,
Excel Industries Limited

Your Directors are pleased to present herewith the 58th Annual Report on the performance of your Company together with the Audited Financial Statements for the year ended 31st March, 2019 and the Auditors' Report thereon.

KEY FINANCIAL HIGHLIGHTS

The Company's financial performance, for the year ended 31st March, 2019 is summarized below:

₹/Lakhs

	2018-19		2017-18	
Revenue from Continuing Operations	**80600.30**		59414.50	
Profit before Tax		**23251.77**		10630.12
Provision for Taxation:				
– Current Tax	**7586.50**		2664.01	
– Tax in respect of earlier years	**—**		(1.99)	
– Deferred Tax	**474.87**	**8061.37**	661.37	3323.39
Profit After Tax from continuing operations		**15190.40**		7306.73
Add: Profit/(loss) from discontinuing operations	**24.68**		(80.57)	
Tax(expense)/credit of discontinuing operations	**(8.61)**		27.88	
Profit/(Loss) from discontinuing operations (after tax)		**16.07**		(52.69)
Profit for the year		**15206.47**		7254.04
Other Comprehensive Income (net of tax)		**1697.20**		1876.99
Total Comprehensive Income		**16903.67**		9131.03

DIVIDEND

Your Directors have recommended a dividend of ₹ 18.75 (375%) per equity share of Face Value of ₹ 5 each as against the dividend of ₹ 12.50 (250%) paid for the previous financial year 2017-18. The dividend payout is subject to the approval of the members at the ensuing Annual General Meeting.

AMOUNT TRANSFERRED TO GENERAL RESERVE

Your Company has transferred ₹ 50 crores to the General Reserve.

OPERATIONS REVIEW

During the year under review, the net sales from continuing operations increased from ₹ 59414.50 lakhs to ₹ 80600.30 lakhs, registering an increase of 36%. The exports increased from ₹ 9266.18 lakhs to ₹ 23244.15 lakhs registering an increase of 151%. Further, the Company made a profit before tax from its continuing operation ₹ 23251.77 lakhs compared to ₹ 10630.12 lakhs in the previous year. Net profit after tax for the year was ₹ 15206.47 lakhs as compared to ₹ 7254.04 lakhs in the previous year registering an increase of 110 %.

The reserves excluding revaluation reserves as on 31st March, 2019 are ₹ 58421.35 lakhs.

During the year, CRISIL Limited has upgraded the Credit Rating of the Company to "A+/Stable" for Long Term bank loan facilities and has re-affirmed the Credit Rating "A1" for Short Term bank loan facilities.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

ACQUISITION

The Board of Directors at its meeting dated 27th June, 2019, has approved the acquisition of a chemical manufacturing unit of NetMatrix Crop Care Limited located at Visakhapatnam at Andhra Pradesh Special Economic Zone (APSEZ), as a going concern by way of slump sale for a consideration of ₹ 95 crores (subject to working capital adjustments on the closing date). The purpose of the acquisition is to have additional manufacturing unit for the Company for capacity expansion and for expansion of product range.

CAPACITY EXPANSIONS/IMPROVEMENTS

To cater to enhanced market demand, the Company has successfully increased the capacity of DETC & DMTC by 30% and also installed Multiple Effect Evaporator (MEE) system at Roha site and has taken further steps towards Zero Liquid Discharge (ZLD) of effluents at both Roha & Lote sites. Pilot trials on various types of forward and reverse Osmosis are in progress.

Vigorous R&D activities and pilot scale studies are in progress aimed to conserve and recycle water at various stages of production appropriately. Water conservation is the next big theme the company is focusing at diligently.

The Company has also made new Raw Material and Finished Goods warehouses for meeting Pharma guidelines at Lote.

OUTLOOK

The majority of the population of India is dependent on agriculture. Of late, the rural economy has been a driver of consumer demand and a strong agricultural sector is essential for ensuring robust rural demand. India can be a leader in the value added agricultural sector like horticulture and food processing. Working on the right set of priorities like reforming the agricultural produce distribution system, building the infrastructure in the form of cold storage chains and warehousing and providing the required information in terms of weather forecasts, expert recommendations and data on agricultural produce price movements to the farmers is the need of the hour.

It is heartening to note that the Government has expressed the right intent in all of the above mentioned areas.

Talking of the Chemicals sector, India is at the cusp of a huge opportunity. The Size of the Indian Chemicals Industry is US $ 190 Billion. Specialty Chemicals with an annual revenue of ~ US $ 65 billion contribute to one – third of the total revenue of the Chemicals Industry. Chemicals are key inputs for many downstream industries including consumer goods, pharmaceuticals and agriculture. The Chemicals Industry will have a key role in the success of "The make in India programme" and achieving the goals of "making India a US $ 5 trillion economy" and "doubling farm income by 2022". In particular, production of specialty chemicals has a knowledge and skills intensive component. This can help in generating employment for the qualified youth of this country.

For the past two decades, China was the supplier of key chemicals to the world. All the major companies had built up China centric supply chain networks. Now, as China moves up on the prosperity scale, its focus is shifting from conventional industries like chemicals to hi-tech industries. From an export led economy, China is moving towards a consumption led economy. India is best placed to take advantage of the space created because of the changes in China. We have to be fast, responsive and at the same time take care that environmental compliance is not compromised because of this. The Government can help with facilitation by way of faster approvals / clearances for the companies who have the safety and environmental compliance systems in place. While the Government can help in creating a healthy business environment, it is incumbent upon the Chemical Companies to build their capabilities to take advantages of the opportunities and meet the challenges ahead.

Thus we are foreseeing exciting and challenging times ahead. Amidst all the changes, the Company is determined to stay focused on its goal of becoming a preferred supplier of choice for Specialty and Performance Chemicals and Intermediates. We will continue to leverage on our process R & D and manufacturing strengths. Building up new capabilities in Chemical Processes and Technologies will be a priority. All this will be accompanied by an intense focus on the Customers and the Market so that we are aware of the end user needs, are able to take advantages of the business opportunities , respond appropriately to the changes in the environment and build up a sustainable platform for the future.

HUMAN RESOURCES

Human Resource department is committed to facilitate the organization with execution by building and sustaining organizational capability of the Company. The function works closely to support objectives of the business and ensure that we enhance existing Company's capabilities.

A major deliverable for the function is maximizing employee performance in service of the Company's strategic objectives. Performance assessment and goal setting process is being followed across all functions, with a view to achieve the Company level objectives.

The Company focuses on nurturing existing talent and retaining the trained resources to ensure business and people both progress with the Company. We also look at hiring talent locally wherever possible. We have started working on succession planning for few key positions.

We ensure that business plans are executed by people who are trained, supported, and equipped to fulfill the Company's strategic vision. At site levels, very high emphasis is given on safety and use of safety gear. Special trainings and upgrading existing skills across levels of employees are of utmost importance. The function facilitates programs and welfare activities to bind people together as one team

The Company believes in having strong relationship with the employees, which plays a vital role in creating a strong organizational culture. The relationship of employees with the management always result in better work environment. There is a direct connect between manufacturing units and HO. In all functions the leadership team connects directly at different levels and functions. We have cordial relations with the employees and the unions representing the workmen. We strongly believe in resolving the issues sitting across the table.

Employee strength of the Company as on 31st March, 2019 was 900.

ENVIRONMENT, HEALTH AND SAFETY

The Company accords the highest importance to Environment, Health and Safety (EHS). Continuous investment in infrastructure like Multiple Effect Evaporator (MEE), Agitated Thin Film Dryer (ATFD) and Reverse Osmosis (RO) being done for achieving Zero Liquid Discharge (ZLD) and also skill development to ensure that the EHS of the Company is maintained at the highest standards.

The Company has acquired the latest 2015 version of ISO 9001 and 14001; and the quest for ISO 45001 is in the pipeline.

The Company, has introduced a new material handling system, thereby vastly improving ergonomics and safety in plant.

The Company has also won the "Certificate of Merit" for excellence in Environment Management System from Indian Chemical Council (ICC) in Aug-18.

QUALITY

Our focus is not only in quality control but also on quality assurance for continual improvement in process and product quality through operational audits, carrying out of technical analysis and the giving of advice on quality improvement. The role of Quality Assurance is to consult with the departments and make sure that product passes to customer standards.

With entry into newer markets and increased customer base, we have further strengthened our Quality Control / Quality Assurance team. More and more customers are carrying out audits and approving the facility for their product markets. With introduction of stability chambers, product shelf life has gained momentum. Various validation studies are in progress to gain insight about newer process scale ups and new product development.

In the European market, tonnage bands of some of our products has been increased and we have already completed all the activities to deal with BREXIT.

To comply with new regulations of Korean markets, activities related to our product registration has been initiated.

INSURANCE

The Company continues to carry adequate insurance cover for all its assets against unforeseeable perils like fire, flood, earthquake, etc. The Company continues to maintain consequential Loss (Fire) Policy and the Liability Insurance Policy as per the provisions of Public Liability Insurance Act. The Company has also taken a Directors and Officers' Responsibility Policy.

PUBLIC DEPOSITS

Details of deposits, covered under Chapter V of the Act are as under:

(a) The Company stopped accepting and renewing fixed deposits with effect from 1st April, 2014.

(b) There are no existing deposits from the public and the shareholders of the Company at the end of the FY 2018-19.

Total 17 Deposit holders did not claim their deposits after the date on which the deposits became due for payment. The amount due on such deposits and remaining unclaimed as on 31st March, 2019, was ₹ 6.56 lakhs.

(c) There has been no default in repayment of deposits or payment of interest thereon during the year under review.

(d) All unclaimed deposits of the Company are in compliance with the requirements of Chapter V of the Act.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The loans, guarantees or investments made by the Company during the financial year 2018-19 are provided in Notes to Standalone Financial Statements.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has two subsidiaries namely, Kamaljyot Investments Limited and Excel Bio Resources Limited. Also, the Company has one Associate company namely, MobiTrash Recycle Ventures Private Limited.

The salient features of the financial statements of the subsidiaries and the associate company as required under section 129 (3) of the Companies Act, 2013 are furnished in the annexures forming part of the financial statements.

The Policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link http://excelind.co.in/companyPolicies.html.

The financial statements of the subsidiary companies are not attached with this Annual Report. However, the Company will make available the annual accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same in accordance with section 136 of the Companies Act, 2013. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and are also available on the Company's website: http://excelind.co.in/annualReports.html. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

During the year, there was no addition of subsidiaries, associate companies or joint ventures of the Company neither any of the subsidiaries or associate company ceased to be so.

Kamaljyot Investments Limited is an investment Company registered under the provisions of RBI Act as a NBFC. The turnover for the year 2018-19 was ₹ 128.35 lakhs and Profit after tax was ₹ 109.62 lakhs.

Excel Bio-Resources Ltd. is a Company formed for carrying on the business of processing all kinds of waste including but not limited to municipal solid waste, urban waste, domestic waste, industrial waste, food processing waste etc. The turnover for the year 2018-19 was ₹ 7.57 lakhs and profit after taxation was ₹ 2.48 lakhs.

Mobitrash Recycle Ventures Pvt Ltd is a Company engaged in recycling of all kinds of waste and scrap. The turnover of the Company for the year 2018-19 is ₹ 206.94 lakhs and profit after taxation is ₹ 0.51 lakhs.

The contribution of the aforesaid subsidiaries and associate company to the overall performance of the Company is to the extent as provided in the consolidated financial statements of the Company.

UPDATE ON TRANSFER OF ENVIRONMENT AND BIO-TECH DIVISION OF THE COMPANY

The Board of Directors of the Company at their meeting held on 29th March, 2017 had approved the transfer of Environment and Bio-Tech (ENBT) Division of the Company to Excel Bio Resources Limited, a wholly owned subsidiary of the Company together with all related assets and liabilities, on a going concern basis by way of a slump sale for a consideration of not more than ₹ 10 crores. A Business Transfer Agreement (BTA) was executed between the Company and Excel Bio Resources Limited on 31.03.2017 for the said purpose. One of the condition in BTA pertaining to transfer of Municipal Solid Waste (MSW) Treatment Plant at Ahmedabad, is pending due to non-execution of the renewal Agreement for MSW treatment by the Ahmedabad Municipal Corporation (AMC). The Company is still pursuing the matter with AMC and on resolution of the matter the ENBT Division will be transferred to the Subsidiary company.

NUMBER OF MEETINGS OF THE BOARD

During the FY 2018-19, six meetings of the Board of Directors were held, details of the meetings held are provided in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS

Sad Demise of Mrs Usha A Shroff

Mrs. Usha A. Shroff, Executive Vice Chairperson, passed away on 29.04.2019. She was appointed on the Board of the Company in the year 2002 and she played a significant role in the growth of the Company. The Company immensely benefited from her vision and guidance. The Board placed on record its appreciation for the valuable contribution made by Mrs. Usha A. Shroff during her association with the Company.

Appointments and Resignations of Directors

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. Atul G. Shroff, Non-Executive director of the Company, will retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offers himself for re-appointment.

The term of office of Mr. Ashwin C. Shroff, will expire on 31st January, 2020. Mr. Ashwin C. Shroff has expressed his desire to be re-designated as Executive Chairman of the Company with effect from 3rd September, 2019. The Board at its meeting dated 27th June, 2019 has re-designated him as Executive Chairman with effect from 3rd September, 2019 and re-appointed him as Executive Chairman for a term of 5 years with effect from 1st February, 2020. His re-appointment is placed for the approval of the members in the Notice of the Annual General Meeting.

The term of office of Mr. Ravi A. Shroff, Executive Director, expires on 2nd September, 2019. The Board at its meeting held on 27th June, 2019 has approved re-appointment of Mr. Ravi A. Shroff as Whole-time Director and elevated him to the position of Managing Director of the Company for a term of 5 years with effect from 3rd September, 2019. His re-appointment is placed for approval of the members in the Notice of the Annual General Meeting.

Mr. Hrishit A. Shroff has been appointed as an additional director designated as Executive Director by the Board at its meeting dated 27th June, 2019 for a term of 5 years with effect from 27th June, 2019. His appointment is placed for approval of the members in the Notice of the Annual General Meeting.

The first term of the Independent Directors viz. Mr. H. N. Motiwalla, Mr. P. S. Jhaveri, Mr. R. N. Bhogale, Mr. M. B. Parekh, Mr. Shailesh S. Vaidya and Mr. Rajeev M. Pandia, expires at the forthcoming annual general meeting. As per Companies Act, 2013, the Independent Directors are eligible for re-appointments for a second term. The Board has approved the re-appointment of all the Independent Directors for a second term of five years with effect from 13th August, 2019. Their re-appointment for a second term of five (5) years is placed for approval of the members in the Notice of the Annual General Meeting.

Dr. Meena A. Galliara has been appointed by the Board at its meeting dated 27th June, 2019 as an additional Director (Independent Director) for a period of 5 years from 27th June, 2019 subject to approval of the shareholders. Her appointment is placed for approval of the members in the Notice of the Annual General Meeting.

The brief resume of the aforesaid Directors and other related information are provided in Annexure-I to the Notice of the Annual General Meeting.

KEY MANAGERIAL PERSONNEL

Mr. Ashwin C. Shroff, Chairman and Managing Director, Mr. Ravi A. Shroff, Executive Director, Mr. Hrishit A. Shroff, Executive Director, Mr. N. R. Kannan, Chief Executive Officer, Mr. Devendra Dosi, Chief Financial Officer and Mr. Surendra Singhvi, Company Secretary are the key managerial personnel of the Company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules and disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in **Annexure I,** forming part of this Report.

INDEPENDENT DIRECTOR

(i) Declaration from Independent Directors

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, inter-alia, includes preparedness and attendance at the meetings, understanding of Company's operations and business and contribution at Board Meetings.

(iii) Details of Familiarization Programme

The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link http://excelind.co.in/companyPolicies.html

EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Nomination and Remuneration Committee has formulated a Nomination and Remuneration Policy which lays down the criteria and manner of Performance Evaluation of the Board as a whole, its Committees and individual Directors.

Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal annual evaluation of the performance of the Board, its Committees and of individual Directors.

The Board as a whole is evaluated *inter-alia* on its ability to effectively supervise the functioning of the management, and decision taken on operational and strategic issues in the interest of the organization. The Committees of the Board are evaluated on their ability to address effectively the matters delegated to them in the charter and the quality of the recommendations made by them to the Board.

The evaluation of each of the directors is done, inter-alia, on the basis of his advisory role and contribution in the decision making, understanding of Company's business and risks and on the basis of the overall directions and guidance provided to the senior executives and supervision over their performance.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the year were on arm's length basis and there were no material related party transactions during the year, therefore Form AOC – 2 is not provided.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval is obtained on a yearly basis for transactions which are of repetitive nature and are anticipated to be entered during the year. Transactions entered into pursuant to omnibus approval are placed before the Audit Committee for review on a quarterly basis. All related party transactions during the year are mentioned in the Notes to the Financial Statements. Anshul Specialty Molecules Pvt. Ltd. is a part of the Promoter group and holds 42.63% of the share capital of the Company. In pursuance to regulation 2A of Schedule V of the SEBI (Listing Obligations and Requirements) Regulations, 2015, the transactions with Anshul Specialty Molecules Pvt. Ltd. are provided in Note no. 47 of Notes to Financial Statements. The Related Party Transaction Policy of the Company as approved by the Board may be accessed on the Company's website at the link http://excelind.co.in/companyPolicies.html

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has framed "Whistle Blower Policy" for Directors and employees of the Company for reporting their genuine concerns or grievances or cases of actual or suspected fraud or violation of the Company's Code of Conduct and Ethics Policy. The Whistle Blower Policy of the Company is available on the Company's website at http://excelind.co.in/companyPolicies.html.

NOMINATION AND REMUNERATION POLICY

On recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on Friday, 30th January, 2015 (as amended from time to time) has approved a Nomination and Remuneration Policy for the appointment and remuneration of the directors, key managerial personnel (KMP) and other employees.

The key objectives of the Policy are to lay down the criteria for appointment and remuneration of Directors, Key Managerial Personnel and Executives at Senior Management level and formulate the criteria and manner of effective evaluation of performance of the Board, its Committees and individual directors and review its implementation and compliance.

The Policy, *inter-alia*, includes criteria for determining qualifications, positive attributes, independence of a director, and expertise and experience required for appointment of Directors, KMP and Senior Management.

As per the Policy, the remuneration/ compensation to whole time Directors and senior management shall be recommended by the Nomination and Remuneration Committee to the Board for its approval. However, the remuneration / compensation to whole-time Directors shall be subject to the approval of the shareholders of the Company and will be in accordance with Section 197 of the Companies Act, 2013 read with Schedule V to the Act. Further, the Non-Executive Directors shall be entitled to fees for attending meetings of Board and Committees, and also to commission within the overall limit prescribed in the Companies Act, 2013 and as approved by the shareholders of the Company. Commission to the Non-Executive Directors for each year is approved by the Board.

The Nomination and Remuneration Policy is available on the Company's website at http://excelind.co.in/companyPolicies.html.

CORPORATE SOCIAL RESPONSIBILITY

The Company firmly believes that the industry owes duty of welfare to the society at large and it shall pursue the commitment of Social Responsibility and carry out the social work directly and/ or through other registered voluntary organizations.

The Company's policy on Corporate Social Responsibility states various CSR activities that the Company could undertake to discharge its responsibilities towards the society. The Company's Policy on Corporate Social Responsibility can be accessed at http://www.excelind.co.in/companyPolicies.html

In the FY 2018-19, the Company has undertaken various CSR activities at Roha, Lote and Mumbai. The CSR activities include Conservation of Natural Resources, Rural Development, Promotion of Education, Preventive Health Care, Empowering Women and ensuring Environmental Sustainability.

For the year ended 31st March, 2019, the Company has spent Rs. 129.93 lakhs on aforesaid CSR activities directly or through other registered voluntary organizations namely, Vivekanand Research & Training Institute, etc.

Details on CSR spending as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in **Annexure II**, forming part of this Report.

RISK MANAGEMENT

Your Company has voluntarily constituted a Risk Management Committee to formulate a policy for risk management for implementing and monitoring the risk management plan of the Company.

The risk management committee is composed of Four Members including two independent Directors, one Executive Director and the Chief Executive Officer of the Company.

Your Company recognizes Risks including the cyber security risk, as an integral part of business process and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses the risks existing in the internal and external environment and incorporates risk management plans in its business strategy and operational plans.

Your Company, through its risk management process, strives to mitigate the impact and likelihood of the risks within the risk taking ability as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of the Annual Report.

AUDIT COMMITTEE

The Audit Committee of Directors comprises of Mr. H. N. Motiwalla (Chairman of the Committee), Mr. P. S. Jhaveri, Mr. R. N. Bhogale, Mr. R. M. Pandia and Mr. Ravi A. Shroff. All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company. The terms of reference and other details of the Audit Committee are available in the Corporate Governance Report forming part of this Annual Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

At the 56th Annual General Meeting of the Company held on 03rd August, 2017, the members of the Company had appointed Price Water House, Chartered Accountants, LLP (Registration No. 012754N/N500016), as the Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of the 56th annual general meeting until the conclusion of the 61st Annual General Meeting.

The Auditors' Report on the Financial Statements for the year ended 31st March, 2019 does not contain any qualification, reservation, adverse remark or disclaimer and notes thereto are self-explanatory and do not require any explanations.

Secretarial Auditor

The Board had appointed, Mr. Prashant Diwan, Practising Company Secretary as the Secretarial Auditor of the Company for the year 2018-19 to conduct the Secretarial Audit of the Company. The Secretarial Audit Report of the Company issued by Mr. Prashant Diwan for the financial year ended 31st March 2019 is attached with this Report as **Annexure III**.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Cost Auditors

The Board of Directors at its meeting held on 25th May, 2018 had appointed M/s Kishore Bhatia & Associates (Firm Registration No. 00294), Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19 to conduct cost audit of all the applicable products of the Company. The Cost Audit Report for the year ended 31st March, 2018, which was required to be filed with the Ministry of Corporate Affairs on or before 26.10.2018, was filed on 15.10.2018.

Reporting of Frauds by Auditors

During the year under review, the Auditors have not reported any instance of fraud committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Your Company continues to follow the principles of good Corporate Governance and the Board of Directors lays strong emphasis on transparency, accountability and integrity. Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis and Corporate Governance Report together with Auditors' Certificate on Corporate Governance Report form part of this Annual Report.

EXTRACT OF ANNUAL RETURN

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, extract of Annual Return in Form MGT 9 is available on the Company's website at http://www.excelind.co.in/ and forms part of this Report as **Annexure IV.**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy and technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out in **Annexure V,** forming part of this Report

MATERIAL ORDERS PASSED BY THE REGULATORY AUTHORITIES OR COURT

There is no significant material order passed by the regulators / courts / tribunals which can impact the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has adequate systems of internal financial controls to safeguard and protect its assets from unauthorized use or misappropriation. All the financial transactions are properly authorized, recorded and reported to the Management. The Company follows all the applicable Accounting Standards for proper maintenance of books of accounts for financial reporting.

SECRETARIAL STANDARDS

The Directors state that all the applicable Secretarial Standards have been duly followed by the Company. The Secretarial Auditor in his Secretarial Audit report confirms the same.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2019, the Board of Directors hereby confirms 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) they 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 and loss of the Company for that period;

(c) they 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) they had prepared the annual accounts on a going concern basis;

(e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

The reports of Statutory Auditors and Secretarial Auditors are free from any qualification, reservation or adverse remark or disclaimer.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace. All individuals who are at the Company's premises, irrespective whether employees of the Company or outsiders are covered under this Policy. The Company has constituted an Internal Complaints committee to consider and resolve sexual harassment complaints lodged with the Committee. The constitution of the Committee is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaint was received from any employee during FY 2018-19 and hence no complaint is outstanding as on March 31, 2019 for redressal.

ACKNOWLEDGEMENTS

Your Directors acknowledge with gratitude the support and co-operation received from the Shareholders, Government Authorities, Bankers, Investors, Customers and Suppliers.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF
Chairman & Managing Director
DIN: 00019952

Date: 27th June 2019
Place: Mumbai

ANNEXURE I TO DIRECTORS' REPORT

Disclosure required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Ratio of the remuneration of each director to the median remuneration of the employees for the FY 2018-19 and percentage change in the remuneration of each director in the FY 2018-19:**

Name of Directors	Designation	Ratio of remuneration of the Director to the median remuneration of the employees	% increase in Remuneration
Ashwin C. Shroff	Chairman & Managing Director	56.13	13.82
Usha A. Shroff	Executive Vice Chairperson	37.92	12.10
Ravi A. Shroff	Executive Director	39.86	38.22
Dipesh K. Shroff	Non Executive Director	2.52	39.77
Atul G. Shroff	Non Executive Director	2.45	46.34
H. N. Motiwalla	Independent Director	3.97	49.23
R. N. Bhogale	Independent Director	3.52	48.28
M. B. Parekh	Independent Director	1.60	34.48
P. S. Jhaveri	Independent Director	3.39	45.61
S. S. Vaidya	Independent Director	1.64	8.11
R. M. Pandia	Independent Director	3.42	72.16
R. K. Sood	Nominee Director	1.60	39.29

2. **Percentage increase in the remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary in the FY 2018-19:**

Name	Designation	% increase in Remuneration
N. R. Kannan	Chief Executive Officer	6.78
Devendra P. Dosi	Chief Financial Officer	2.03
S. K. Singhvi	Company Secretary	4.91

3. **The median remuneration of employees of the Company has been increased by 1.66 % in the FY 2018-19 over the median remuneration of employees of the Company in FY 2017- 18.**

4. **There were 900 permanent employees on the rolls of the Company at the end of the FY 2018-19.**

ANNEXURE I TO DIRECTORS' REPORT

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.**

   The average increase in the salary of the employees other than the managerial personnel in FY 2018-19 is 0.80% and for managerial personnel is 19.58%.

   The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend.

   Note:
   Managerial personnel includes Managing Director and the Whole-time Directors.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company**

   Remuneration paid to Directors, KMP and other employees is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
DIN: 00019952

Date: 27th June, 2019
Place: Mumbai

ANNEXURE I TO DIRECTORS' REPORT

Disclosure required under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Top Ten Employees in terms of Remuneration drawn.

Sr. No.	Name of the Employee	Designation	Remuneration (₹ in lac)	Nature of employment, (Contractual or otherwise)	Qualifications	Experience (Years)	Joining Date	DOB	Age (Years)	Last employment	% of Equity shares held by the Employee along with spouse and children	Relative of any Director / Manager
1.	ASHWIN CHAMPRAJ SHROFF	Chairman & Managing Director	274.48	Contractual	B.Sc.	53	01.09.1965	22.01.1945	74	NA	0.66	Ashwin C. Shroff, Usha A. Shroff, Ravi A Shroff and Hrishit A. Shroff are relatives.
2.	USHA ASHWIN SHROFF	Executive Vice Chairperson	185.44	Contractual	M.Com.	51	01.11.1968	28.03.1947	72	NA	0.052	
3.	RAVI ASHWIN SHROFF	Executive Director	194.93	Contractual	BE – Chemical, PG in Chemistry, Boston University, USA	16	03.09.2014	05.02.1978	41	Anshul Specialty Molecules Pvt Ltd	0.38	
4.	HRISHIT ASHWIN SHROFF	President — Environment and Biotech Business and Corporate Services	86.28	Permanent	CA	13	01.02.2017	21.02.1980	39	Excel Crop Care Limited	0.38	
5.	N.R. KANNAN	CEO	83.05	Permanent	B.Sc., B.Sc. (Tech.)	31	17.07.2017	08.09.1963	55	Sanmar Specialty Ltd.	0	—
6.	ADITYA KUMAR NIGAM	Sr. VP – Manufacturing	65.29	Permanent	B.Tech.	32	18.08.2017	21.08.1962	56	Cheminova India Ltd.	0	—
7	DEVENDRA P. DOSI	CFO	63.78	Permanent	CA	22	01.11.2017	22.06.1972	46	H R Johnson (A division of Prism Johnson Ltd.)	0	—
8.	PRADEEP N. GHATTU	Sr. VP – Chemicals Business	52.31	Permanent	MBA	26	03.11.2004	02.01.1970	49	ABB India Ltd.	0	—
9.	SAURABH ANIL SHAH	VP – E&BT Business	50.51	Permanent	M.S., MBA	15	03.10.2012	14.12.1980	38	Deccan Aviation Pvt. Ltd.	0	—
10.	RAVI TUKADEV KULKARNI	Asst VP - Operations	14.10	Permanent	BE (Chemical)	26	12.12.2018	28.10.1969	49	Sequent Scientific Limited	0	—

Note: employee at Sr. No.10 has been in service only for part of the year.

ANNEXURE II TO DIRECTORS' REPORT

Details on CSR Activities of the Company for the financial year 2018-19

1. Excel believes that the industry seeks a license to exist from the community around it. Hence, it shall pursue the commitment of Corporate Social Responsibility and carry out the welfare work directly and/ or through other committed organizations. Excel's CSR Policy focuses on following key areas for carrying out its social responsibility.

   Conservation of Natural Resources

   Rural development

   Animal welfare

   Promotion of Education

   Promoting preventive health care & sanitation

   Empowering Women

   Environmental Sustainability

   The company's CSR Policy is available at http://excelind.co.in/companyPolicies.html

2. The CSR Committee consist of:

   Mr. Ashwin C. Shroff, Chairman

   Mrs. Usha A. Shroff (upto 28.04.2019)

   Mr. R. N. Bhogale

   Mr. M. B. Parekh

   Mr. R. M. Pandia

   Dr. Meena A. Galliara (w.e.f. 27.06.2019)

3. Average net profit of the company calculated as per Section 198 for the last three FY preceeding 31st March, 2019 is **₹ 5612.22 Lakhs**

4. CSR expenditure prescribed under Section 135 of the Companies Act, 2013 for the FY 2018-19 is **₹ 112.24 Lakhs**

5. (a) The total amount spent by the Company on CSR activities in FY 2018-19 is **₹ 129.93 Lakhs**

   (b) Amount unspent, if any: **NIL**

   (c) Manner in which the total amount spent by the Company on CSR activities in FY 2018-19 is detailed below:

(₹ in Lakhs)

Sr. No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the Dist./state/where project/ program was undertaken)	Amount outlay (budget) project or program wise	Amount spent on project of program – Direct expenses	Amount spent on project or program – Overhead expenses	Cumulative expenditure up to reporting period	Name and amount spend through implementing agency	
								Amount	Agency
1.	Constructed 7 (25000 cu met) permanent Check dams and 600 temporary soil/s and / boulders structures for rain water harvesting. Recharging of 7 Bore wells. Roof rain water harvesting in 300 houses from 9 villages.	Conservation of Natural Resources	State: Maharashtra Dist.: Raigad/ Ratnagiri State: Gujarat	21.50	21.44	0.00	21.44	21.44	Shri Vivekananda Research and Training Institute
2.	Doubling Income of farmers' in 3-5 years is the objective set. Farmers were encouraged for Rabbi crops, horticulture. Distributed: Vegetable seeds: 300 farmers Banana saplings: 300 farmers Bamboo: 650 farmers. Awareness programs, house to house campaign for encouraging farmers to diversify from traditional crops to cash crops. About 10 groups of farmers were encouraged to go for Community/cooperative farming.	Rural Development	State: Maharashtra Dist.: Raigad/ Ratnagiri	29.20	28.98	0.00	28.98	28.98	Shri Vivekananda Research and Training Institute
3.	Resting place for relatives of patients surrounded by "NAKSHTRAGARDEN" is developed in District Public Health Centre in Khed. Cement pipes are provided for laying Sewage piping in Roha. Supported for constructing Chaupal Shed for Fishermen in Chiplun.	RURAL DEVELOPMENT:	State: Maharashtra Dist.: Raigad/ Ratnagiri & State: Gujarat	22.40	22.13	0.00	22.13	22.13	Shri. Vivekananda Research and Training Institute
4.	Napier grass stumps were distributed for fodder cultivation. Awareness on Animal husbandry.	Animal Welfare	State: Maharashtra Dist.: Raigad/ Ratnagiri	10.50	10.25	0.00	10.25	10.25	Shri Vivekananda Research and Training Institute
5.	Conducting Career guidance, Personality development programs, provided LCD projector, and hardware for digitization of schools, supporting maintenance of school buildings, Sanitation and drinking water facility and Conducting overall Personality Development program, Teachers' training for adaptation of Pradnya Vikas program by Schools. Sp. Guidance program to Students of 10th Std. Support Schools in up-gradation of infrastructure.	Promotion of Education	State: Maharashtra Dist.: Raigad/ Ratnagiri	19.25	18.89	0.00	18.89	14.56	Shri Vivekananda Research and Training Institute and Jnan Prabodhini, Pune

(₹ in Lakhs)

Sr. No.	CSR Project/Activity Identified	Sector in which the project is covered	Area of project implementation (Name of the Dist./state/where project/ program was undertaken)	Amount outlay (budget) project or program wise	Amount spent on project of program – Direct expenses	Amount spent on project or program – Overhead expenses	Cumulative expenditure up to reporting period	Name and amount spend through implementing agency	
								Amount	Agency
6.	Creating Awareness on "Preventive Health Measures & Sanitation" in villagers. Promoting use of domestic wastewater for Vegetable cultivation in the Back yard.	Preventive Health Care & Sanitation	State: Maharashtra Dist.: Raigad/ Ratnagiri	5.00	4.91	0.00	4.91	4.91	Shri Vivekananda Research and Training Institute
7.	Supporting entrepreneurial Women group in making value added products on commercial level from Diff. Spices Making, Ragi and marketing. Form Mahila Bachat Gats.	Empowering Women	State: Maharashtra Dist.: Raigad/ Ratnagiri	4.75	4.45	0.00	4.45	4.45	Shri Vivekananda Research and Training Institute
8.	Developing Biodiversity Parks, tree plantation	Ensuring Environmental Sustainability	State: Maharashtra Dist.: Raigad/ Ratnagiri	8.90	8.04	0.00	8.04	8.04	Shri Vivekananda Research and Training Institute
9.	Swachcha Bharat Abhiyan - Roha Nagar Parishad : Displayed "Waste Segregation Awareness Boards in 17 wards", Distributed 8000 Cotton Bags for replacing use of Plastic Bags.		State: Maharashtra Dist.: Raigad/ Ratnagiri	8.80	8.77	0.00	8.77	8.77	Shri Vivekananda Research and Training Institute
10.	Operating Expenses		State: Maharashtra Dist.: Raigad/ Ratnagiri	2.20	0.00	2.07	2.07	2.07	Shri Vivekananda Research and Training Institute
	Grand Total			**132.50**	**127.86**	**2.07**	**129.93**	**125.60**	

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
and Chairman of the CSR Committee
DIN: 00019952

Date: 27th June, 2019
Place: Mumbai

ANNEXURE III TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT
FORM NO. MR-3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[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
EXCEL INDUSTRIES LIMITED
184-187, Swami Vivekanand Road
Jogeshwari (West)
Mumbai – 400 102

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EXCEL INDUSTRIES LIMITED** having **CIN: L24200MH1960PLC011807** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act,1996 and the Regulations and Bye-laws framed thereunder;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (d) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.

(v) The Drugs and Cosmetics Act, 1940 and The Drugs and Cosmetics Rules, 1945.

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations/guidelines were not applicable to the Company:

(i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(ii) 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 (Share Based Employee Benefits) Regulations, 2014;

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

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

(i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

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

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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 and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me and the representations made by the management and relied upon by me, I further report that, during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

CS PRASHANT DIWAN
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 27th June, 2019
Place: Mumbai

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

Annexure "A"

To
The Members
EXCEL INDUSTRIES LIMITED
184-187, Swami Vivekanand Road
Jogeshwari (West)
Mumbai – 400 102

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS PRASHANT DIWAN
Practicing Company Secretary
FCS: 1403 CP: 1979

Date: 27th June, 2019
Place: Mumbai

ANNEXURE IV TO DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2019

[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:

CIN	:	L24200MH1960PLC011807
Registration Date	:	05.09.1960
Name of the Company	:	Excel Industries Limited
Category of the Company	:	Company limited by shares
Sub-Category of the Company	:	Indian Non-Government Company
Address of the Registered office and contact details	:	184-87, Swami Vivekanand Road, Jogeshwari (West), Mumbai 400 102. Maharashtra Tel : 91 22 66464200 Fax: 91 22 26783657 Email : excel.mumbai@excelind.com
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083 Tel : 022 49186000 / 91 22 49186270 Fax: 91 22 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Diethyl Thio Phosphoryl Chloride	20119	52.07

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1.	Kamaljyot Investments Limited **Address:** 184-87 Swami Vivekanand Road, Jogeshwari (W), Mumbai 400 102	U65990MH1983PLC030597	Subsidiary	100%	2(87)(ii)
2.	Excel Bio Resources Limited **Address:** 184-87 Swami Vivekanand Road, Jogeshwari (W), Mumbai 400 102	U01403MH2007PLC176907	Subsidiary	100%	2(87)(ii)
3.	Mobitrash Recycle Ventures Private Limited **Address:** 184-87 Swami Vivekanand Road, Jogeshwari (W), Mumbai 400 102	U37100MH2015PTC269272	Associate	39.98%*	2(6)

* Shares held by subsidiaries of the Company.

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	
A.	**Promoters**									
(1)	**Indian**									
a)	Individual/HUF	423943	0	423943	3.38	423017	0	423017	3.37	(0.01)
b)	Central Govt	—	—	—	—	—	—	—	—	—
c)	State Govt(s)	—	—	—	—	—	—	—	—	—
d)	Bodies Corp.	6057100	0	6057100	48.18	6057100	0	6057100	48.18	—
e)	Banks/FI	—	—	—	—	—	—	—	—	—
f)	Any other	—	—	—	—	—	—	—	—	—
Sub-total (A)(1):		**6481043**	**0**	**6481043**	**51.56**	**6480117**	**0**	**6480117**	**51.55**	**(0.01)**
(2)	**Foreign**									
a)	NRIs – Individuals	104082	0	104082	0.83	104082	0	104082	0.83	—
b)	Other – Individuals	—	—	—	—	—	—	—	—	—
c)	Bodies Corp.	—	—	—	—	—	—	—	—	—
d)	Banks/FI	—	—	—	—	—	—	—	—	—
e)	Any other	—	—	—	—	—	—	—	—	—
Sub-total (A)(2):		**104082**	**0**	**104082**	**0.83**	**104082**	**0**	**104082**	**0.83**	**—**
Total shareholding of Promoter (A)=(A)(1)+(A)(2)		**6585125**	**0**	**6585125**	**52.38**	**6584199**	**0**	**6584199**	**52.38**	**—**
B.	**Public Shareholding**									
(1)	**Institutions**									
a)	Mutual Funds	825	0	825	0.01	825	0	825	0.01	0.00
b)	Banks/FI	972075	194	972269	7.73	976813	194	977007	7.77	0.04
c)	Central Govt	—	—	—	—	—	—	—	—	—
d)	State Govt(s)	—	—	—	—	—	—	—	—	—
e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
f)	Alternate investments fund	—	—	—	—	676	0	676	0.01	0.01
g)	Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
h)	Foreign portfolio investors	18837	100	18937	0.15	102883	100	102983	0.82	0.67
i)	Insurance Companies	0	1	1	0.00	0	1	1	0.00	0.00
j)	Provident funds/Pension funds	—	—	—	—	—	—	—	—	—
k)	Others (specify)	24	398	422	0.00	24	398	422	0.00	—
Sub-total (B)(1):		**991761**	**693**	**992454**	**7.89**	**1081221**	**693**	**1081914**	**8.61**	**0.72**
(2)	**Non-Institutions**									
a)	Bodies Corp.	—	—	—	—	—	—	—	—	—
i)	Indian	—	—	—	—	—	—	—	—	—
ii)	Overseas	—	—	—	—	—	—	—	—	—
b)	Individuals	—	—	—	—	—	—	—	—	—
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	2728536	275738	3004274	23.90	2699054	221241	2920295	23.23	(0.67)
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1219709	0	1219709	9.70	1267601	0	1267601	10.08	0.38
iii)	NBFC's registered with RBI	—	—	—	—	1160	0	1160	0.01	0.01
c)	Non Resident	—	—	—	—	—	—	—	—	—
d)	Others (specify)									
i)	IEPF	58728	0	58728	0.47	67270	0	67270	0.54	0.07
ii)	Trusts	0	270	270	0.00	0	270	270	0.00	—
iii)	HUF	169097	0	169097	1.35	159490	0	159490	1.27	(0.08)
iv)	Non-Residents	111506	1670	113176	0.90	110443	545	110988	0.88	(0.02)
v)	Clearing Members	40281	0	40281	0.32	28512	0	28512	0.23	(0.09)
vi)	Bodies Corporate	329791	1572	331363	2.64	347525	1468	348993	2.78	0.14
vii)	Others	47729	8486	56215	0.45	0	0	0	0	(0.45)
Sub-total (B)(2):		**4705377**	**287736**	**4993113**	**39.72**	**4681055**	**223524**	**4904579**	**39.02**	**(0.71)**
Total Public Shareholding (B)=(B)(1)+(B)(2)		**5697138**	**288429**	**5985567**	**47.62**	**5762276**	**224217**	**5986493**	**47.62**	**(0.01)**
C.	**Shares held by Custodian for GDRs & ADRs**	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)		**12282263**	**288429**	**12570692**	**100.00**	**12346475**	**224217**	**12570692**	**100.00**	**0.00**

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Mr. Atul Govindji Shroff	59784	0.48	0	59784	0.48	0	0
2.	Mrs. Shruti Atul Shroff	22018	0.18	0	22018	0.18	0	0
3.	Ms. Vishwa Atul Shroff	905	0.01	0	905	0.01	0	0
4.	Mrs.Chetna P Saraiya	8610	0.07	0	8610	0.07	0	0
5.	Mr. Praful M Saraiya	2033	0.02	0	2033	0.02	0	0
6.	Ms. Hiral tushar Dayal	10960	0.09	0	10034	0.08	0	(0.01)
7.	Mr. Tushar Charandas Dayal	1310	0.01	0	1310	0.01	0	0
8.	Ms. Ami Kantisen Shroff	31882	0.25	0	31882	0.25	0	0
9.	Mr. Kantisen Chaturbhuj Shroff	51546	0.41	0	51546	0.41	0	0
10.	Mr. Kantisen Chaturbhuj Shroff-HUF	5494	0.04	0	5494	0.04	0	0
11.	Mr. Dipesh Kantisen Shroff	8619	0.07	0	8619	0.07	0	0
12.	Mrs. Preeti Dipesh Shroff	14110	0.11	0	14110	0.11	0	0
13.	Mr. Abhay Sunil Saraiya	150	0	0	150	0	0	0
14.	Mr. Ashwin Champraj Shroff	83070	0.66	0	83070	0.66	0	0
15.	Mrs. Usha Ashwin Shroff	6497	0.05	0	6497	0.05	0	0
16.	Mrs. Anshul Ambrish Bhatia	21616	0.17	0	21616	0.17	0	0
17.	Mr. Ravi Ashwin Shroff	47670	0.38	0	47670	0.38	0	0
18.	Mr. Hrishit Ashwin Shroff	47669	0.38	0	47669	0.38	0	0
19.	Mr. Dilipsinh G Bhatia (NRI)	104082	0.83		104082	0.83		0
20.	M/s. Anshul Specialty Molecules Pvt. Ltd.	5358682	42.63	0	5358682	42.63	0	0
21.	M/s. Dipkanti Investments & Financing Pvt. Ltd.	235732	1.88	0	235732	1.88	0	0
22.	M/s. Vibrant Greentech India Pvt. Ltd.	149991	1.19	0	149991	1.19	0	0
23.	M/s. Hyderabad Chemical Products Pvt. Ltd.	46833	0.37	0	46833	0.37	0	0
24.	M/s. Pritami Investments Pvt. Ltd.	79862	0.64	0	79862	0.64	0	0
25.	M/s. Shrodip Investments Pvt. Ltd.	29350	0.23	0	29350	0.23	0	0
26.	M/s. Transpek Industry Limited	156650	1.25	0	156650	1.25	0	0
	Total	**6585125**	**52.38**	**0**	**6584199**	**52.38**	**0**	**0**

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

Sr. No.		Cumulative Shareholding during the year 2017-18		Cumulative Shareholding during the year 2018-19	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	6585030	52.38	6585125	52.38
	Purchase of shares by Vishwa Atul Shroff on 07.04.2017	95	0.00	0	0
	Hiral Tushar Dayal sold 926 shares on 19.10.2018.	0	0	(926)	0.00
	At the End of the year	6585125	52.38	6584199	52.38

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

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Date of change	Cumulative shareholding during the year/ Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of Shares Decreased	No of Shares Increased	Reason		No. of Shares	% of total Shares of the Company
1.	Life Insurance Corp of India	962799	7.66					962799	7.66
2.	Musaddilal Rawat	64416	0.51		5140	Market Purchase	18 May 2018	69556	0.55
					79851	Market Purchase	13 Jul 2018	149407	1.19
				-7040		Sale of Share	07 Sep 2018	142367	1.13
3.	Rajju D. Shroff	112352	0.89					112352	0.89
4.	Deep J. Master	137500	1.09	-500		Sale of share	20 Apr 2018	137000	1.09
				-9750		Sale of share	27 Apr 2018	127250	1.01
				-2250		Sale of share	04 May 2018	125000	0.99
				-2250		Sale of share	11 May 2018	122750	0.98
				-1000		Sale of share	18 May 2018	121750	0.97
				-750		Sale of share	25 May 2018	121000	0.96
				-1750		Sale of share	01 Jun 2018	119250	0.95
				-500		Sale of share	03 Aug 2018	118750	0.94
				-3500		Sale of share	10 Aug 2018	115250	0.92
				-1250		Sale of share	21 Sep 2018	114000	0.91
				-1500		Sale of share	09 Nov 2018	112500	0.89
				-250		Sale of share	16 Nov 2018	112250	0.89
				-250		Sale of share	23 Nov 2018	112000	0.89
				-800		Sale of share	30 Nov 2018	111200	0.88
				-597		Sale of share	07 Dec 2018	110603	0.88
				-1603		Sale of share	14 Dec 2018	109000	0.87
				-250		Sale of share	21 Dec 2018	108750	0.87
				-500		Sale of share	31 Dec 2018	108250	0.86
				-250		Sale of share	04 Jan 2019	108000	0.86
				-3500		Sale of share	01 Feb 2019	104500	0.83
				-500		Sale of share	08 Feb 2019	104000	0.83

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Date of change	Cumulative shareholding during the year/ Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of Shares Decreased	No of Shares Increased	Reason		No. of Shares	% of total Shares of the Company
				-250		Sale of share	15 Feb 2019	103750	0.83
				-250		Sale of share	08 Mar 2019	103500	0.82
				-250		Sale of share	15 Mar 2019	103250	0.82
				-250		Sale of share	29 Mar 2019	103000	0.82
5.	Ruchit Bharat Patel				18665	Market Purchase	27 Apr 2018	18665	0.15
					12857	Market Purchase	04 May 2018	31522	0.25
					18224	Market Purchase	11 May 2018	49746	0.40
					6731	Market Purchase	18 May 2018	56477	0.45
					7159	Market Purchase	25 May 2018	63636	0.51
					14566	Market Purchase	01 Jun 2018	78202	0.62
					11857	Market Purchase	08 Jun 2018	90059	0.72
				-24000		Sale of share	22 Jun 2018	66059	0.53
				-10000		Sale of share	10 Aug 2018	56059	0.45
					24000	Market Purchase	14 Sep 2018	80059	0.64
				-10000		Sale of share	21 Sep 2018	70059	0.56
				-5000		Sale of share	29 Sep 2018	65059	0.52
					11316	Market Purchase	01 Feb 2019	76375	0.61
6.	Shashi Gupta	30050	0.24	-10050		Sale of share	24 Aug 2018	20000	0.16
					2850	Market Purchase	21 Sep 2018	22850	0.18
					20	Market Purchase	29 Sep 2018	22870	0.18
					5120	Market Purchase	26 Oct 2018	27990	0.22
					3365	Market Purchase	16 Nov 2018	31355	0.25
					5568	Market Purchase	23 Nov 2018	36923	0.29
					9091	Market Purchase	30 Nov 2018	46014	0.37
					6851	Market Purchase	07 Dec 2018	52865	0.42
					1535	Market Purchase	21 Dec 2018	54400	0.43
					600	Market Purchase	31 Dec 2018	55000	0.44
					200	Market Purchase	04 Jan 2019	55200	0.44
					300	Market Purchase	11 Jan 2019	55500	0.44
					500	Market Purchase	18 Jan 2019	56000	0.45
					13051	Market Purchase	01 Feb 2019	69051	0.55
					200	Market Purchase	08 Feb 2019	69251	0.55
					2603	Market Purchase	15 Mar 2019	71854	0.57
7.	Vinod Kumar Ohri	70000	0.56			—	—	70000	0.56
8.	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	58728	0.47		8542	Transfer	28 Sep 2018	67270	0.54

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Date of change	Cumulative shareholding during the year/ Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of Shares Decreased	No of Shares Increased	Reason		No. of Shares	% of total Shares of the Company
9.	Finquest Financials Solutions Pvt. Ltd.				823	Market Purchase	13 Jul 2018	823	0.01
					1000	Market Purchase	03 Aug 2018	1823	0.01
					11245	Market Purchase	05 Oct 2018	13068	0.10
					4537	Market Purchase	12 Oct 2018	17605	0.14
					594	Market Purchase	19 Oct 2018	18199	0.14
					1900	Market Purchase	25 Jan 2019	20099	0.16
					13067	Market Purchase	01 Feb 2019	33166	0.26
					9631	Market Purchase	15 Feb 2019	42797	0.34
					11823	Market Purchase	22 Feb 2019	54620	0.43
					8485	Market Purchase	01 Mar 2019	63105	0.50
10.	Archana Khandelwal	53220	0.42					53220	0.42

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year			Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No of Shares Decreased	No of Shares Increased	Reason	No. of Shares	% of total Shares of the Company
	DIRECTORS							
1.	Mr. Ashwin C. Shroff	83070	0.66	0	0	0	83070	0.66
2.	Mrs. Usha A. Shroff	6497	0.05	0	0	0	6497	0.05
3.	Mr. Ravi A. Shroff	47670	0.38	0	0	0	47670	0.38
4.	Mr. Atul G. Shroff	59784	0.48	0	0	0	59784	0.48
5.	Mr. Dipesh K. Shroff	8619	0.07	0	0	0	8619	0.07
6.	Mr. R. N. Bhogale	0	0	0	0	0	0	0
7.	Mr. H. N. Motiwalla	0	0	0	0	0	0	0
8.	Mr. P. S. Jhaveri	0	0	0	0	0	0	0
9.	Mr. M. B. Parekh	0	0	0	0	0	0	0
10.	Mr. R. K. Sood	0	0	0	0	0	0	0
11.	Mr. Shailesh Vaidya	0	0	0	0	0	0	0
12.	Mr. Rajeev M. Pandia	0	0	0	0	0	0	0
	Key Managerial Personnel (KMP)							
1.	Mr. S. K. Singhvi	100	0.000	0	0	0	100	0.000
2.	Mr. Devendra Dosi	-	-	-	-	-	0	0
3.	Mr. N. R. Kannan	-	-	-	-	-	0	0

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director and Whole-time Directors: (Amt. in ₹)

Sr. No.	Particulars of Remuneration	Name of Managing Director and Whole-time Directors			Total Amount
		Mr. Ashwin C Shroff Chairman and Managing Director	**Mrs. Usha A Shroff** Executive Vice Chairperson	**Mr. Ravi A Shroff** Executive Director	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	64,50,000	43,74,224	45,93,333	1,54,17,557
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	50,21,032	47,79,382	50,44,557	1,48,44,971
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission	1,29,00,000	87,48,448	91,86,667	3,08,35,115
	– as % of profit	—	—	—	—
	– others, specify	—	—	—	—
5.	Others, please specify				
	Total (A)	**2,43,71,032**	**1,79,02,054**	**1,88,24,557**	**6,10,97,643**
	Ceiling as per the Act	23,29,63,900			

B. Remuneration to Non-Executive Directors

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Independent Directors						Total Amount
		Mr. R. N. Bhogale	**Mr. H. N. Motiwalla**	**Mr. P. S. Jhaveri**	**Mr. M. B. Parekh**	**Mr. S. S. Vaidya**	**Mr. R. M. Pandia**	
1.	Fee for attending Board/ Committee Meetings	3,20,000	4,40,000	2,60,000	80,000	1,00,000	2,70,000	14,70,000
2.	Commission	14,00,000	15,00,000	14,00,000	7,00,000	7,00,000	14,00,000	71,00,000
3.	Others, please specify	—	—	—	—	—	—	—
	Total (B1)	**17,20,000**	**19,40,000**	**16,60,000**	**7,80,000**	**8,00,000**	**16,70,000**	**85,70,000**

2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors		Name of the Nominee Director	Total Amount
		Mr. Atul G. Shroff	Mr. Dipesh K. Shroff	Mr. R. K. Sood	
1.	Fee for attending Board/ Committee Meetings	1,00,000	1,30,000	80,000	3,10,000
2.	Commission	11,00,000	11,00,000	7,00,000	29,00,000
3.	Others, please specify	—	—	—	—
	Total (B2)	**12,00,000**	**12,30,000**	**7,80,000**	**32,10,000**

Total Managerial remuneration to Non-Executive Director (B1 + B2)		**1,17,80,000**
Overall Ceiling as per the Act		2,32,96,390

Notes: 1. Commission to the Directors pertains to the FY 2018 -19.

2. Ceiling limits are for the year 2018-19.

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

Sr. No.	Particulars of Remuneration	Name of Key Managerial Directors			Total Amount
		Mr. Surendra Singhvi	Mr. N. R. Kannan	Mr. Devendra Dosi	
		Company Secretary	Chief Executive Officer	Chief Financial Officer	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	18,73,569	70,20,870	55,03,932	1,43,98,371
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	21,600	3,88,743	—	4,10,343
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—	
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission	—	—	—	—
	– as % of profit	—	—	—	—
	– others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total	**18,95,169**	**74,09,613**	**55,03,932**	**1,48,08,714**

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
DIN: 00019952

Date: June 27, 2019
Place: Mumbai

ANNEXURE V TO DIRECTORS' REPORT 2018-19

(A) CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy:

1. Reduction in lighting load throughout site by replacing conventional lamps with LED.
2. Installation of energy efficient pumps, motors, compressors etc. in utility services reducing equivalent power consumption by 10%.

(ii) The steps taken by the company for utilizing alternate sources of energy- Nil.

(iii) The capital investments on energy conservation equipment - ₹ 245.70 lakhs.

(B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

a. Due to the introduction of GCMS (Gas Chromatography Mass Spectroscopy) technology, various studies of impurity profiles have been completed to ensure customer satisfaction and product development.

b. The technology of ATFD / MEE has been assimilated in waste water treatment facility and it has ensured environmental compliance, in spite of increased market demand.

c. In a new development in R&D, we have taken chlorination under pressure to further sharpen our skills of chlorine handling.

d. Our R&D and QC team has successfully developed a low cost technique to get virtually "Arsenic" free Phosphorus trichloride. This will immensely improve the market penetration of phosphonates in cosmetics and other industries.

e. Our production team has imbibed the methods to use imported ethanol in the production process, to nullifying the dearth of ethanol supply from the domestic market due to greater channelization in petroleum industry.

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Nil.;

(iii) The expenditure incurred on R&D for the FY 2018-19:

(₹ in Lakhs)

Capital	13.92
Recurring	739.82
Total	753.74
Total R&D expenditure as a percentage of total turnover	0.94%

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earned in terms of actual inflows during the FY 2018-19 is ₹ 20248.28 lakhs and the foreign exchange outgo in terms of actual outflows during the FY 2018-19 is ₹ 15813.98 lakhs.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
DIN: 00019952

Date: 27th June, 2019
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

The lines of business in which the Company operates can be classified into two business segments i.e. Chemicals Business and Environment and Bio-Tech Business.

The Chemicals Business is engaged in the manufacture of agrochemical intermediates, specialty chemicals and pharmaceutical intermediates and actives. The Environment and Bio-Tech business is focused on Solid Waste Management products and services.

CHEMICALS BUSINESS

The annual sales turnover of the Chemicals Business for the year 2018-19 was Rs 797.28 Crores as against Rs. 588.50 Crores for the previous year.

The Chemicals Business of the Company can be classified into the following product groups:

- Agrochemical Intermediates.
- Specialty and Performance Chemicals.
- Polymer Inputs.
- Pharmaceutical Intermediates and Active Pharmaceutical Ingredients (APIs).

AGROCHEMICAL INTERMEDIATES

Industry Structure

- A large number of Agrochemical Intermediates are specialty and knowledge chemicals in the sense that they require specialized knowledge and skills in terms of chemistry and engineering capabilities, material handling and effluent treatment.
- In the past two decades, China had emerged as a hub for supply of Agrochemical Intermediates. The success of China was driven by process innovation and scale of operations aided by support from the Government.
- Many agrochemical companies (including the innovator companies) developed supply chains which were centered and dependent on China for critical intermediates. Many mid-sized companies even built a model of sourcing the penultimate intermediates and actives from China, converting the same into formulations with minimal / nil manufacturing and supplying the same into the market.
- In the scenario mentioned above, Indian companies of agrochemical intermediates faced tough times during the past two decades since they were forced to compete with extremely low priced intermediates from China. Indian companies were faced with a cost structure which was disadvantageous when the higher costs of power, effluent treatment and inferior infrastructure compared to China were factored in.
- A structural shift has been seen in the past two years. As China is moving towards a “moderately prosperous society”, there is a fundamental shift in the priorities of the Chinese Government. China is now aspiring for a leadership position in next gen technologies (Telecom Equipment, E-Commerce, Pollution Control, Electric Cars, Renewable Energy) as against the previous goal of being the “factory for the world”. At the same time, in line with the goal of moving towards a “moderately prosperous society”, the Chinese Government has made a “clean environment with blue skies” a top focus area. Unlike in the past, the Chinese Government started strict enforcement of environment norms. Non-compliance was firmly dealt with leading to closure of entire industrial parks. This resulted in a tremendous shortage of key intermediates in China. Agrochemical companies which had invested in a China centric supply chain were adversely impacted. “Diversification of China Risk” is now the theme for many Agrochemical Companies. This means that Indian chemical companies who have focused on technology, process development, R & D, Safety and environmental compliance will have a sustained competitive advantage

in times to come. On the other hand, companies who had worked on a model of sourcing the intermediates / actives will find the going tough.

Outlook

- In the year 2018-19, the agrochemicals industry came out of an inventory correction cycle which meant a strong demand for various agrochemical technicals.
- On the other hand, there was a severe tightness in availability of various intermediates due to the situation in China (as elaborated above).
- The Company had invested in building up manufacturing strengths over the years. Hence it was able to quickly ramp up and take advantage of the opportunities. The company took advantage of the "China Migration" effect to significantly increase exports.
- Subject to normal climatic conditions in India and other major agrochemical markets, we are likely to see a stable demand for agrochemicals during the current financial year 2019-20.
- As expected, the supplies from China for the key agrochemical intermediates manufactured by the Company have resumed and the prices have moderated. However, the prices are likely to settle down at a "new normal".
- The Company has continuously worked on process R & D, improving efficiencies. Cost optimization, technology and manufacturing infrastructure. We believe that this will stand us in good stead and we are confident of effectively withstanding the competition.

Opportunities

- Over the years, the Company has established its position as a reliable supplier of the key agrochemical intermediates manufactured by it. The Company expects that this will enable it to continue to be a leader in the range of products manufactured by it.
- The Company has been working on development of new products to expand the range of products. The Company with its strengths in manufacturing and process R & D is poised to take advantage of the opportunities in the intermediates space. The Company is actively pursuing the opportunities presented because of the structural shift in China and is engaging with agrochemical companies looking at India as a sourcing hub for intermediates.

Threats

- Agrochemicals are under constant regulatory scanner as well as subject of scrutiny of Non – Governmental Organizations (NGOs) and environmental and health activists. Any adverse impact on the end products using the intermediates manufactured by the Company could have a negative impact on the topline and bottom-line of the Company.
- The Company supports the efforts of the agrochemical industry in arriving at a fact based and scientific assessment of the agrochemicals of interest as well as disseminating a correct understanding of the conclusion of such (fact based and scientific) studies to the various stakeholders and regulatory agencies.

Specialty Chemicals

Industry Structure

- The Company's product portfolio includes a range of specialty chemicals including phosphorous based chelating agents for water treatment, soaps and detergents and industrial and institutional cleaners, mining chemicals and biocides.
- The large volume products of this product segment (the chelating agents) face stiff price competition from China and are extremely price sensitive. The key success factors are responsiveness to changes on the price front and efficient cost management.

- Biocides are used as disinfectants and anti-fouling agents in a wide range of applications. The biocides manufactured by the company have the advantage of efficacy for a broad spectrum of applications and are cost effective. The Company is a market leader in the range of products manufactured by it.

Outlook / Opportunities

- The drive of enforcement of pollution control norms in China during the last year afforded an opportunity for the Company to increase the volumes of the chelating agents produced by it.
- The Company has been able to take advantage of the anti-dumping duty levied by the US on imports of one of the large volume products in this range.
- Going forward, we see continued demand for the range of chelating agents manufactured by the company. These are large volume products with good market potential.

Threats

- The chelating products offered by the Company are characterized by commoditization and are extremely price sensitive which could lead to margin pressure in this product group. The Company is mitigating this risk by fast responsiveness to price movements to protect volumes and continuous efforts in cost optimization. The Company is also working on expanding the customer range.

POLYMER INPUTS

Industry Structure

Polymer Inputs / Additives are a class of functional chemicals which are used to impart special properties / functional characteristics to Polymers. These include Catalysts, Flame Retardants, Clarifying Agents, Branching and Cross-Linking Agents, Plasticizers etc. With the increasing use of Polymers in various applications like automobiles, electronics, construction industry, power equipment, aerospace etc. there is a good potential for Polymer Inputs and Additives

Outlook / Opportunities

- The Company continued to maintain leadership position for the Polycarbonate branching agent produced by it. In the previous financial year, there was a severe tightness in availability of the key raw material for this product due to an unplanned and extended shutdown taken by the US supplier and the closure of some of the Chinese producers on account of the environmental compliance drive initiated by the Chinese Government. Despite this, the Company managed to secure the raw material to service the committed orders and achieve the target volumes and maintain its market position.
- Going forward, the Company expects to maintain a leadership position in the products manufactured by it.
- The Company is working on new products in this segment which are at various stages of development.

Threats

- The limited product range is a matter of concern. It is possible that certain products will be phased out over the next few years due to switch over by customers to newer generation products. The Company has embarked on a focused and targeted program of new product development to add new products to its portfolio.

PHARMA INTERMEDIATES AND ACTIVES

Industry Structure

- The Pharmaceutical Companies can be broadly classified into two categories viz Innovator Companies which work on new molecules and are product R & D intensive and Generic Companies which leverage their process R & D and Engineering strengths to produce off patent (generic) drugs at low costs.

- India has emerged as a hub for manufacturing of generic drugs.
- The supply of intermediates for generic drugs was largely dependent on China. The recent tightening of environmental compliance norms had an impact on the availability of many key intermediates which had an adverse impact for many generic companies.
- The general view is that the changes in China and the increased emphasis on environmental compliance are structural in nature. This will mean that Companies which were largely dependent on China for key intermediates will have to revisit their supply chain management strategies.

Outlook/Opportunities

- Due to the above mentioned changes in China, it is expected that a lot of manufacturing of key intermediates will migrate to India. This means a tremendous opportunity for Indian manufacturing companies.
- Your Company with its focus on process R & D, manufacturing, safety and environmental compliance is well poised to take advantage of the opportunities presented. Your Company is fully integrated right from the basic (first step) intermediate to the final Active Pharmaceutical Ingredient (API) for its current set of products. This has given the Company a huge competitive advantage. The Company is working on more products with this model and we see a good growth potential for the Pharma products, going forward.

Threat

- The Pharma Industry is subject to intense regulatory scrutiny. Adverse findings during the regulatory audits of the Company's customers could have an adverse impact on the sales of the Company's intermediates / actives.

ENVIRONMENT & BIOTECH DIVISION

Industry Structure & Development

Municipal Solid Waste Management activity in India continues to receive attention in India. First phase of the ambitious Swachh Bharat Abhiyan launched by the honourable Prime Minister in 2014 will reach its culmination in 2019. While the mission has created immense enthusiasm in the country, a lot needs to be achieved in terms of scientific treatment of municipal solid waste (MSW).

Several infrastructure players involved in large scale projects of MSW management are facing stress due to reasons such as elongated and non-uniform tendering process and bankability of these projects. Given the large extent of the issue at hand, it is expected that the government will intervene, encourage and incentivize private players to participate and help solve the long pending issue.

De-centralized Solid Waste Management continues to be the most preferred and widely adopted method for MSW Treatment. Your Company has played a significant role in providing Organic Waste Converter systems to municipal corporations as well as private bulk waste generators across cities in India.

Opportunities and Threats

De-centralized Waste Management will continue to present a huge opportunity for the sale of your company's products such as Organic Waste Converter (OWC) machines, Bioneer, ORCOmin as well as treat range products used in waste management such as Bioculum and Sanitreat. Despite stiff competition from newly mushroomed set ups, your company continues to command a brand premium from customers looking for workable and sustainable solutions with prompt customer service. Your company has seen success in using digital medium of marketing to promote these products and services. This shall continue to be the strategy in the coming year as well.

As mentioned before, India has a huge problem of large quantities of untreated MSW being generated each day. There will be many opportunities to set up and operate integrated MSW Treatment plants in Public Private Partnership (PPP) mode across multiple cities in India. Your company shall actively evaluate opportunities in this area. Upon due diligence and risk analysis, your company shall take up projects that will yield medium to long term returns to the company.

Cities in India also grapple with the issue of millions of tons of legacy waste accumulated in the dumpsites making it an eyesore and a serious environmental hazard. Your company has taken trials of mining and segregation of this legacy material and has seen initial success in the same. Your company shall continue to pursue similar such opportunities in Landfill Mining across multiple cities in the coming year.

Countries that are at similar stage of development as India face similar issues on MSW Treatment. These countries are looking upon to India for solutions. Your company has established market for OWC machines in the Philippines through a reliable partner and has just made inroads into Kenya with de-centralized MSW solutions. The demand from countries in Asia and Africa shall remain strong in the coming year.

Segment Performance & Outlook

The ENBT business recorded a turnover of Rs.18.96 Crores in the financial year 2018-19. The turnover increased by 12% over the previous year. The growth is mainly due to increase in sales and introduction of ORCOmin.

The FY 2019-20 will see a steady increase in demand for de-centralized composting systems such as Excel's MSW Treatment solutions. Our business is government dependant and policy driven. Irrespective of which political party forms the central government in this year, the focus on implementation of solutions for MSW treatment will remain strong. Your company is well positioned to be able to cater to a spike in demand for solutions on MSW treatment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

The Company has proper and adequate system of internal audit and control which ensures that all the assets are safeguarded against loss from unauthorized use and that all transactions are authorized recorded and reported correctly.

The Company continuously improves upon the existing practices for each of its major functional areas with a view to strengthen the internal control systems.

The Company has assigned internal audit function to a firm of Chartered Accountants. Regular internal audit and checks are carried out to ensure that the responsibilities are discharged effectively. All major findings and suggestions arising out of internal audit are reported and reviewed by the Audit Committee. The management ensures implementation of these suggestions and reviews them periodically.

FINANCIAL PERFORMANCE AND ANALYSIS

During the year under review, the net sales from continuing operations increased from ₹ 59414.50 lakhs to ₹ 80600.30 lakhs, registering an increase of 36%. The exports increased from ₹ 9266.18 lakhs to Rs.23244.15 lakhs registering an increase of 151%. Further, the Company made a profit from its continuing operation before tax ₹ 23251.77 lakhs compared to ₹10630.12 lakhs in the previous year. Net profit after tax for the year is ₹ 15206.47 lakhs as compared to ₹ 7254.04 lakhs in the previous year registering an increase of 110%.

The reserves excluding revaluation reserves as on 31.03.2019 are ₹ 58421.35 lakhs.

During the year, CRISIL Limited has upgraded the Credit Rating of the Company to "A+/Stable" for Long Term bank loan facilities and has re-affirmed the Credit Rating "A1" for Short Term bank loan facilities.

KEY FINANCIAL RATIOS:

In accordance with the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:

The Company has identified following ratios as key financial ratios:

Particular	FY 2018-19	FY 2017-18	% Change
Debtors Turnover Ratio	5.91	5.05	16.94
Inventory Turnover Ratio	13.59	11.35	19.81
Interest Coverage Ratio*1	120.04	21.80	450.58
Current Ratio*2	2.69	1.72	56.94
Debt Equity Ratio*3	0.01	0.02	-38.20
Operating Profit Margin (%)*4	30.81%	20.76%	48.44
Net Profit Margin (%)*4	18.74%	12.22%	53.38
Return on Net Worth RONW (%)*5	25.75%	16.47%	56.34

*1 Change in interest coverage ratio is due to reduction in borrowings and improved performance during the year.

*2 Change in current ratio is due to better working capital management.

*3 Change in debt equity ratio is due to repayment of debt by the company during the year.

*4 Change in profit margin ratio in FY 2018-19 is due to 35.66% increase in sales over FY 2017-18 on account of better price realizations and higher volumes in certain product groups.

*5 Change in RONW as compared to FY 2017-18, FY 2018-19 RONW is higher by 56.34%, mainly due to 107.90% growth in PAT against the 34.08% growth in average net worth.

HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS

Human Resource department is committed to facilitate the organization with execution by building and sustaining organizational capability of the Company. The function works closely to support objectives of the business and ensure that we enhance existing Company's capabilities.

A major deliverable for the function is maximizing employee performance in service of the Company's strategic objectives. Performance assessment and goal setting process is being followed across all functions, with a view to achieve the Company level objectives.

The company focuses on nurturing existing talent and retaining the trained resources to ensure business and people both progress with the Company. We also look at hiring talent locally wherever possible. We have started working on succession planning for few key positions.

We ensure that business plans are executed by people who are trained, supported, and equipped to fulfill the company's strategic vision. At site levels, very high emphasis is given on safety and use of safety gear. Special trainings and upgrading existing skills across levels of employees are of utmost importance. The function facilitates programs and welfare activities to bind people together as one team

The Company believes in having strong relationship with the employees, which plays a vital role in creating a strong organizational culture. The relationship of employees with the management always result in better work environment. There is a direct connect between manufacturing units and HO. In all functions the leadership team connects directly at different levels and functions. We have cordial relations with the employees and the unions representing the workmen. We strongly believe in resolving the issues sitting across the table.

Employee strength of the Company as on 31st March, 2019 was 900.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand-supply conditions, raw materials cost, availability and prices of finished goods, foreign exchange market movements, changes in Government regulations, tax structure, economic and political developments within India and the countries where the Company conducts its business and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance includes transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalization, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-non of modern management.

1. **Company's Philosophy on the Code of Governance**

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders.

The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The Company has professionals on its Board of Directors who get actively involved in the deliberations of the Board as well as Committees of Directors on all important policy matters.

2. **Board of Directors**

(a) As on March 31, 2019, the Company's Board consists of Twelve (12) Directors out of which Three (3) are Whole-time Directors and Nine (9) are Non-Executive Directors. Out of the Nine (9) Non-Executive Directors, two (2) are Promoter Directors, Six (6) are Independent Directors and One (1) is Nominee Director of LIC of India.

The Company has obtained the requisite disclosures from the Directors in respect of their directorship in other companies and membership in committees of other companies. Composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorships/ memberships of committees of other companies are as under:

Name	Category of Directorship in Excel industries Limited	No. of Board Meetings Attended During 2018-19	Attendance at last AGM (09/08/2018)	No. of Directorship held in Listed Public Limited Companies	Name of listed companies where he/she is a Director		Membership of committees	Chairmanship of committees
					Company	Type of directorship		
Mr. Ashwin C. Shroff (promoter) (DIN: 00019952)	Chairman & Managing Director	6	YES	2	Excel Industries Ltd. Transpek Industry Ltd.	Chairman & Managing Director Chairman	Nil	Nil
Mrs. Usha A. Shroff (promoter) (DIN: 00020519)	Executive Vice Chairperson	6	YES	1	Excel Industries Ltd.	Executive Vice Chair person	2	Nil
Mr. Ravi A Shroff (promoter) (DIN: 00033505)	Executive Director	6	YES	2	Excel Industries Ltd. Transpek Industry Ltd.	Executive Director Non-Executive Director	2	Nil
Mr. Atul G. Shroff (promoter) (DIN: 00019645)	Promoter – Non-Executive	5	YES	2	Excel Industries Ltd. Transpek Industry Ltd.	Non-executive Director	1	Nil
Mr. Dipesh K. Shroff (promoter) (DIN: 00030792)	Promoter – Non-Executive	5	YES	3	Excel Industries Ltd. Transpek Industry Ltd. Excel Crop Care Ltd.	Non-Executive Director	1	1
Mr. R. N. Bhogale (DIN: 00292417)	Independent Director	5	YES	1	Excel Industries Ltd.	Independent Director	1	Nil

Name	Category of Directorship in Excel industries Limited	No. of Board Meetings Attended During 2018-19	Attendance at last AGM (09/08/2018)	No. of Directorship held in Listed Public Limited Companies	Name of listed companies where he/she is a Director		Membership of committees	Chairmanship of committees
					Company	Type of directorship		
Mr. H. N. Motiwalla (DIN: 00029835)	Independent Director	6	YES	7	Excel Industries Ltd. Multibase India Limited Ashapura Minechem Ltd. Siyaram Silk Mills Ltd. Balkrishna Paper Mills Ltd. Orient Abrasives Ltd. Hitech Corporation Ltd.	Independent Director	3	5
Mr. P.S. Jhaveri (DIN: 00045038)	Independent Director	5	YES	3	Excel Industries Ltd. Sadhana Nitro Chem Ltd. Indian Extractions Limited	Independent Director Chairman & Managing Director	3	Nil
Mr. M. B. Parekh (DIN: 00180955)	Independent Director	3	YES	3	Excel Industries Ltd. Pidilite Industries Ltd. Vinyl Chemicals (India) Ltd.	Independent Director Executive Chairman Chairman & Managing Director	2	Nil
Mr. S. S. Vaidya (DIN: 00002273)	Independent Director	4	YES	3	Excel Industries Ltd. Siyaram Silk Mills Ltd. Apcotex Industries Ltd.	Independent Director	1	Nil
Mr. R. M. Pandia (DIN: 00021730)	Independent Director	5	YES	6	Excel Industries Ltd. Thirumalai Chemicals Ltd. Ultramarine & Pigments Ltd. Supreme Petrochem Ltd. GRP Limited Supreme Industries Ltd.	Independent Director	3	1
Mr. R. K. Sood (DIN: 07127966)	Nominee Director (Equity Investor LIC of India)	4	YES	1	Excel Industries Ltd.	Nominee Director	Nil	Nil

Notes:

1) Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2) Membership and Chairmanship of the Audit Committee and Stakeholders Relationship Committee are only considered.
3) Details of Director(s) retiring or being re-appointed are given in Annexure I to the Notice of Annual General Meeting.
4) Brief profiles of each of the above Directors are available on the Company's website : http://www.excelind.co.in/

(b) Six Board meetings of the Company were held during the year 2018-19. Date of Board meetings held were:

25/05/2018	09/08/2018	25/09/2018
02/11/2018	01/02/2019	26/03/2019

(c) Mr. Ashwin C. Shroff, Mr. Atul G. Shroff and Mr. Dipesh K. Shroff are cousin brothers and Mr. Ravi A. Shroff is son of Mr. Ashwin C. Shroff and Late Mrs. Usha A. Shroff.

(d) No. of Shares held by Promoter Non-Executive Directors as on March 31, 2019

Name of the Director(s)	Shares Held (No.)
Mr. Atul G. Shroff	59,784
Mr. Dipesh K. Shroff	8,619

(e) Familiarization Program for Independent Directors:

The Company has conducted familiarization Program during the year for Independent Directors so as to assist them in performing their role as Independent Directors. Details of the Program are available on Company's website at http://www.excelind.co.in/companyPolicies.html.

(f) Skill, expertise and competence of the Board of Directors

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The table below summarizes the list of core skills, expertise, competencies identified by the Board as required in the context of its business:

Expertise required	Expertise Available
Chemical Industry and Biotech allied industry	Knowledge and experience of chemical and Biotech industry structure, manufacturing operations and Research & Development
Business Management & Leadership	Knowledge and experience in corporate strategy, planning, risk management and business sustainability. Leadership experience in advisory and supervising corporate management.
Finance	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System.
Legal Compliances	Knowledge in the field of law and legal compliance management
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values
Global Business Development	Expertise in global business development, operation and strategy.
Corporate Social Responsibility	Experience and knowledge in the matters of Corporate Social Responsibility including environment protection and social development

(g) Confirmation of Independence

During the year 2018-19, there have been six Independent Directors on the Board of the Company. All the Independent Directors have provided a declaration of their independence for the year 2018-19 to the Board. The Board after undertaking due assessment of the veracity of the declaration is of the opinion that each Independent Director fulfills the conditions of independence as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations and is independent of the management. No Independent Director has resigned during the year 2018-19 before the expiry of his tenure.

3. **Audit Committee**

(a) Terms of reference and composition:

The role of the Audit Committee is to supervise the Company's financial reporting process, internal control and disclosure of its financial information, to approve appointment of CFO, to recommend the appointment of Statutory Auditors, Cost Auditors and Internal Auditors and fixation of their remuneration, to review and discuss with the Auditors about adequacy of internal control systems, the scope of audit including observations of the Auditors, major accounting policies and practices, compliances with IND AS, Listing Regulations and other legal requirements concerning financial statements and related party transactions. The Committee also reviews the Company's risk management systems and the Quarterly, Half Yearly and Annual financial statements before they are submitted to the Board of Directors.

(b) The Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed in the Board meetings and taken on record.

(c) The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regard to the composition of the Audit Committee.

(d) The Audit Committee of the Board of Directors of the Company comprised of six Members during the year 2018-19. Composition and attendance at the Committee Meetings during the financial year 2018-19 was as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Mr. H. N. Motiwalla, Chairman	Independent Director	6	6
Mr. P. S. Jhaveri, Member	Independent Director	6	5
Mr. R. N. Bhogale, Member	Independent Director	6	5
Mr. R. M. Pandia, Member	Independent Director	6	5
Late Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson	6	6
Mr. Ravi A. Shroff, Member	Promoter, Executive Director	6	6

Audit Committee meetings are also attended by senior executives, Statutory Auditors and Internal Auditors. The Cost Auditors are also invited to the meetings, whenever required.

The Secretary of the Company acts as the Secretary to the Committee.

(e) The Audit Committee meetings were held on the following dates during the financial year 2018-19.

25/05/2018	09/08/2018	25/09/2018
02/11/2018	01/02/2019	26/03/2019

4. **Nomination and Remuneration Committee**

(a) Terms of reference and composition:

The broad terms of reference of the Company's Nomination and Remuneration Committee are to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment/removal, to formulate the criteria for evaluation of Independent Directors and the Board, to determine and recommend to the Board the remuneration payable to Whole-time Directors and senior management, to determine and recommend to the Board the payment of annual increments and commission to the Whole-time Directors and to formulate and recommend policy for remuneration to directors, key managerial personnel and other employees.

(b) The Nomination and Remuneration Committee comprised of three Members during the year 2018-19. Composition and attendance at the Committee Meetings during the financial year 2018-19 was as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Mr. H. N. Motiwalla, Chairman	Independent Director	3	3
Mr. R. N. Bhogale, Member	Independent Director	3	3
Mr. P. S. Jhaveri, Member	Independent Director	3	2

(c) The Nomination and Remuneration Committee meetings were held on the following dates during the financial year 2018-19.

25/05/2018	09/08/2018	01/02/2019

5. **Remuneration of Directors:**

(a) The Non-Executive Directors are paid sitting fees for attending meetings of the Board and Committees of Directors and commission, if any. There is no other pecuniary relationship or transaction of the non-executive directors with the Company.

(b) The Company pays remuneration to its Chairman & Managing Director, Executive Vice Chairperson and Executive Director by way of salary, commission, perquisites and allowances. Salary is paid within the range as approved by the Shareholders. The Board, on the recommendations of the Nomination and Remuneration Committee, approves annual increments to the Whole-time Directors. Commission of Whole-time Directors is range bound not exceeding 24 months' salary and is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceiling as stipulated in Section 197 of the Companies Act, 2013.

The criteria of making payments to the Non-Executive Directors is laid down in the Nomination & Remuneration Policy of the Company which is available on Company's website at http://www.excelind.co.in/companyPolicies.html.

(c) Given below are the details of remuneration paid to the Directors during the financial year 2018-19:

Directors	**Sitting Fees for Board/Committee Meetings** (₹)	**Salaries, Wages, Bonus and Other Perquisites** (₹)	**Commission*** (₹)	**Total** (₹)
Mr. Ashwin C. Shroff (Chairman & Managing Director)	N.A.	1,45,47,935.26	1,29,00,000	2,74,47,935.26
Mrs. Usha A. Shroff (Executive Vice Chairperson)	N.A.	97,96,112.51	87,48,448	1,85,44,559.59
Mr. Ravi A. Shroff (Executive Director)	N.A.	1,03,06,684.66	91,86,667	1,94,93,350.66
Mr. Atul G. Shroff (Non-Executive Director)	1,00,000	N.A.	11,00,000	12,00,000
Mr. Dipesh K. Shroff (Non-Executive Director)	1,30,000	N.A.	11,00,000	12,30,000
Mr. R. N. Bhogale (Independent Director)	3,20,000	N.A.	14,00,000	17,20,000
Mr. H. N. Motiwalla (Independent Director)	4,40,000	N.A.	15,00,000	19,40,000
Mr. P. S. Jhaveri (Independent Director)	2,60,000	N.A.	14,00,000	16,60,000
Mr. M. B. Parekh (Independent Director)	80,000	N.A.	7,00,000	7,80,000
Mr. S. S. Vaidya (Independent Director)	1,00,000	N.A.	7,00,000	8,00,000
Mr. R. M. Pandia (Independent Director)	2,70,000	N.A.	14,00,000	16,70,000
Mr. R. K. Sood (Nominee Director – LIC of India)	80,000	N.A.	7,00,000	7,80,000

(d) The employment of the Chairman & Managing Director, Executive Vice Chairperson and Executive Director is contractual. The employment is for a period of five years and terminable by either party giving 3 months' notice.

(e) Severance compensation is payable to the Whole-time Directors, if their employment is terminated before the contractual period, subject to the provisions and limitations specified in the Companies Act, 2013. There are no stock options or performance linked incentive to the Directors.

(f) The Company offers benefits to retired Whole-time Directors as per a scheme in force duly approved by the Shareholders. The quantum of benefits in each individual case is decided by the Board of Directors at its discretion.

(g) The Independent Directors were appointed for a period of five years pursuant to the provisions of sections 149, 150, 152 read with schedule IV and all other applicable provisions, and are not liable to retire by rotation.

(h) Performance evaluation criteria for Independent Director:

The Company has laid down evaluation criteria for Independent Directors. The criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for formulating strategy of the company etc. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

6. **Stakeholders' Relationship Committee:**

(a) The Stakeholders' Relationship Committee looks into the stakeholders' complaints, if any, and redresses the same expeditiously.

(b) The Stakeholders' Relationship Committee comprised of four members during the year 2018-19. Composition and attendance of Committee meetings during the financial year 2018-19 was as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Mr. Dipesh K. Shroff, Chairman	Promoter, Non-Executive Director	10	3
Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson	10	9
Mr. H. N. Motiwalla, Member	Independent Director	10	10
Mr. Ravi A. Shroff, Member	Promoter, Executive Director	10	9

(c) Mr. S. K. Singhvi, Company Secretary, is also designated as the Compliance Officer of the Company.

(d) The Stakeholders' Relationship Committee meetings were held on the following dates during the financial year 2018-19.

19/04/2018	18/05/2018	25/05/2018	18/06/2018	09/08/2018
24/09/2018	02/11/2018	01/02/2019	21/02/2019	22/03/2019

(e) During the year, 7 complaints were received from the investors, all of which were resolved to the satisfactions of shareholders. There were no pending complaints as on March 31, 2019.

7. **Corporate Social Responsibility Committee (CSR):**

(a) The Board of Directors of the Company in its meeting held on March 28, 2014 constituted the Corporate Social Responsibility Committee.

(b) The Role of the Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount to be spent on the CSR activities, and institute a transparent monitoring mechanism for implementation of the CSR Projects undertaken by the Company, and to review and amend, the Corporate Social Responsibility Policy of the Company whenever required.

(c) The Corporate Social Responsibility Committee comprised of five members during the year 2018-19. Composition and attendance of Committee meetings during the financial year 2018-19 was as follows:

Name of Director	Category	No. of Meetings held	No. of Meetings attended
Mr. Ashwin C. Shroff, Chairman	Promoter, Chairman and Managing Director	4	4
Mrs. Usha A. Shroff, Member	Promoter, Executive Vice Chairperson	4	4
Mr. R. N. Bhogale, Member	Independent Director	4	4
Mr. M. B. Parekh, Member	Independent Director	4	2
Mr. R. M. Pandia, Member	Independent Director	4	3

(d) The Corporate Social Responsibility Committee meetings were held on the following dates during financial year 2018-19.

25/05/2018	02/11/2018	01/02/2019	26/03/2019

8. **Risk Management Committee:**

(a) The Role of Committee is to review the risk management policy and plan of the Company from time to time and to guide and advise the executives in managing the business risks of the Company.

(b) The Committee comprised of five members during the year 2018-19. Composition and attendance of Committee meetings during the financial year 2018-19 was as follows:

Name of Director and Executives	Category	No. of Meetings held	No. of Meetings attended
Mr. H. N. Motiwalla	Independent Director	2	2
Mr. Rajeev M. Pandia	Independent Director	2	2
Mr. Ravi A. Shroff	Executive Director	2	2
Mr. B. Balachandran (upto 25.03.2019)	President (Chemicals Division)	2	0
Mr. N. R. Kannan	Chief Executive Officer	2	2

(c) The Risk Management Committee meeting was held on 25/09/2018 and 26/03/2019 during the financial year 2018-19.

9. **General Body Meetings:**

(a) Location and time of the last three Annual General Meetings:

AGM	Year	Location	Day/Date	Time	No. of Special Resolutions
55th	2015-16	Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Tuesday, 26th July, 2016	3.00 p.m.	1
56th	2016-17	Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Thursday, 03rd August, 2017	3.00 p.m.	1
57th	2017-18	Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020	Thursday, 09th August, 2018	3.00 p.m.	0

(b) Postal Ballot:

During the financial year 2018-19, no resolution was passed through postal ballot. No special resolution is proposed to be passed through postal ballot. Postal Ballot, whenever conducted, will be carried out as per the procedure mentioned in Rule 22 of Companies (Management and Administration) Rules, 2014, including any amendment thereof.

10. **Means of Communication:**

(a) The Un-audited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirements of the Listing Regulations.

(b) The financial results of the Company are published in the newspapers viz. Business Standard (English) (All Edition) and Free Press Journal (English), and Navshakti (Marathi).

(c) The financial results are also displayed on the Company's Website: http://www.excelind.co.in

(d) NEAPS and BSE Listing are web-based application designed by NSE and BSE respectively for corporate filing. All periodical compliance filings, inter-alia, shareholding pattern, corporate governance report, corporate announcements amongst others are also filed electronically through their portal.

(e) No presentation has been made by the Company to institutional investors or analysts.

(f) Management Discussion and Analysis Report forms part of the Annual Report.

11. **General Shareholder Information:**

(a) **Annual General Meeting**

Date and Time	:	Tuesday, the August 13, 2019 at 3.00 p.m.
Venue	:	Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020.

(b) **Financial Year** : April 01, 2018 to March 31, 2019

(c) **Dividend payment date** : From August 20, 2019

(d) **Listing on Stock Exchanges** : The Company's Equity shares are listed on the following Stock Exchanges:

1) BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

2) National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra – Kurla Complex, Bandra (E),
Mumbai 400 051

The Company has paid the listing fees to these Stock Exchanges for the year 2018-19.

(e) **Stock Codes (for shares):**

The Bombay Stock Exchange	:	500650
National Stock Exchange of India Limited	:	EXCELINDUS
Demat ISIN Number in NSDL and CDSL	:	INE 369A01029

(f) **Market Price Data:**

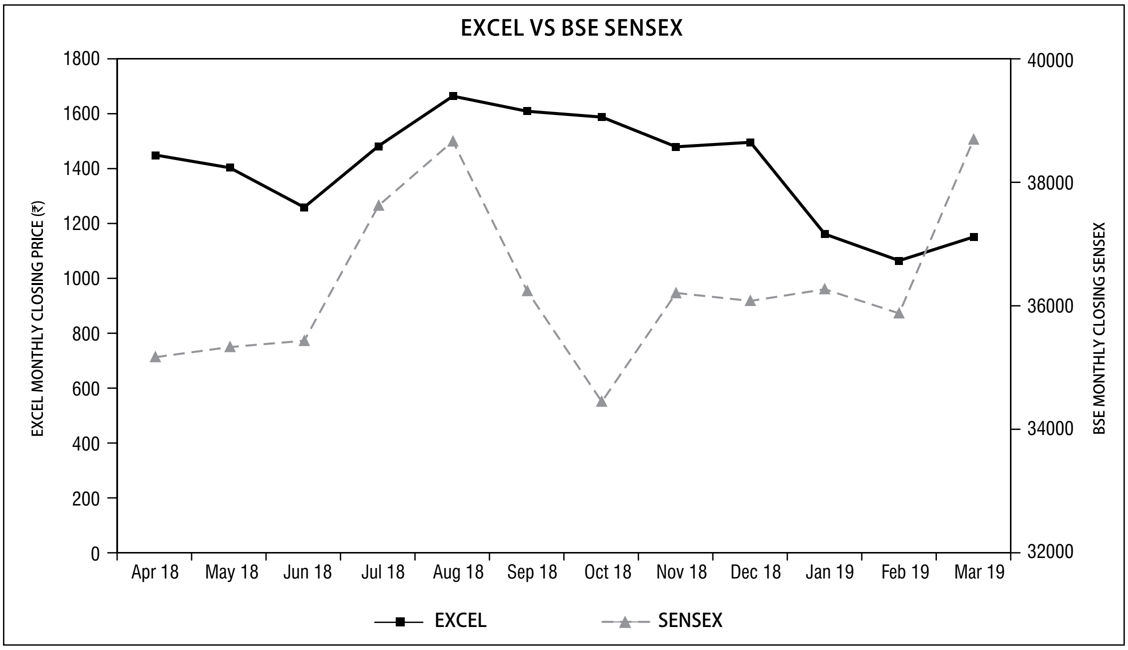
(IN ₹)

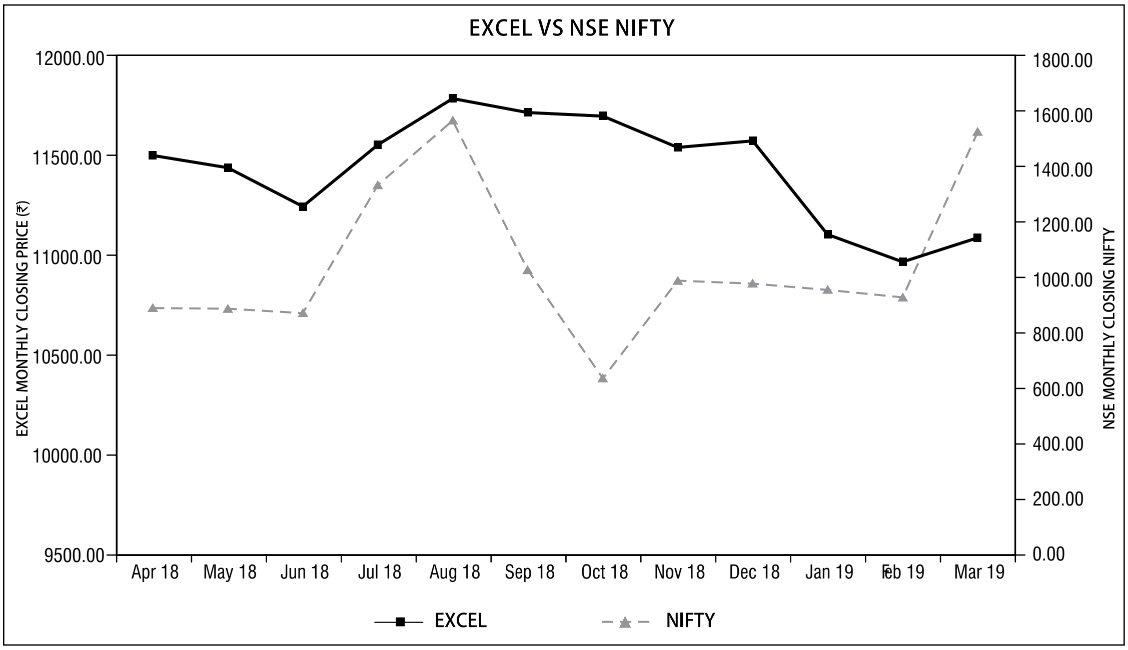
Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April-2018	1469.30	881.00	1463.85	869.00
May-2018	1505.95	1180.00	1493.90	1201.20
June-2018	1490.00	1173.20	1490.00	1180.00
July-2018	1500.00	1193.05	1499.00	1196.20
August-2018	1859.40	1445.00	1855.00	1431.05
September-2018	1906.95	1580.00	1922.30	1566.60
October -2018	1667.00	1262.05	1682.00	1263.60
November -2018	1680.00	1397.20	1694.00	1390.00
December-2018	1505.00	1314.15	1510.00	1307.65
January -2019	1492.95	970.00	1497.00	969.00
February -2019	1178.90	924.20	1199.00	922.55
March-2019	1274.05	1081.45	1270.00	1070.25

(Source: This information is compiled from the data available from the website of BSE and NSE)

(g) **Share Price Movements:**

Share Price Movement for the period from April, 2018 to March 2019 Excel Industries Limited v/s BSE Sensex & NSE Nifty.





(h) **Share Transfer System:** The share transfer function is carried out by the Registrar and Transfer Agent-Link Intime India Pvt. Ltd. SEBI vide its notification dated June 8, 2018, has amended the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from processing request for transfer of shares which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares of the Company in physical form even after this date, will not be able to lodge the shares with the Company / RTA for further transfer. Shareholders will need to convert them to demat form compulsorily, if they wish to effect any transfer. Only the requests for transmission and transposition of shares in physical form, will be accepted by the Company / RTA.

All the shareholders who are holding shares in physical form, should consider opening a demat account and submit request for dematerialization of their shares in order to maintain the liquidity of the shares. Requests for share transmission, transposition, duplicate share certificates etc. can be lodged at the office of Link Intime India Pvt. Ltd. at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 (Tel: +91 22 49186000 Fax: +91 22 49186060).

During the year 2018-19, share transfers and other share related requests were considered for approval every fortnight by the Company's Officials who were authorized in this behalf.

(i) **Distribution of Shareholdings as on March 31, 2019:**

- By Folio wise

Shareholding of Nominal Value (INR)	No. of Shareholders	Percentage	No. of Shares	Percentage
1 - 2500	16466	92.54	1473638	11.72
2501-5000	728	4.09	525140	4.18
5001-10000	299	1.68	418692	3.33
10001-15000	94	0.53	232034	1.85
15001-20000	39	0.22	134816	1.07
20001-25000	42	0.23	192183	1.53
25001-50000	51	0.29	358404	2.85
Above 50000	75	0.42	9235785	73.47
Total	**17,794**	**100.00**	**12,570,692**	**100.00**

Categories of Shareholders as on March 31, 2019:

Category	No. of Shareholders	No. of Shares	Voting Strength %
Promoters	26	65,84,199	52.38
Body Corporates	235	348993	2.78
Non-Resident Individuals	377	110988	0.88
Indian Banks, Financial Institutions and Mutual Funds	14	977832	7.78
Foreign Institutional Investors & Foreign Banks	31	103405	0.82
Others	16553	4445275	35.36
Total	**17236**	**1,25,70,692**	**100.00**

(j) **Dematerialization of Shares and Liquidity:**

98.22% of the Company's share capital is held in dematerialized form as on March 31, 2019. The Company's shares are regularly traded on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE).

(k) Outstanding GDRs, ADRs, Warrants or any convertible instruments – Not issued.

(l) Commodity Price Risk and Commodity Hedging Activities: The Company is not exposed to any commodity price risk.

(m) Unclaimed Shares

In compliance with Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI to the Regulations, the unclaimed shares of the Company lay in the "Excel Industries Limited Unclaimed Share Suspense Account" in demat form. Reminder letters are sent to the concerned shareholders at their registered address to claim their shares. Shares are transferred from the Unclaimed Share Suspense Account to the concerned shareholders account, who approach the Company in this regard. Status of account is as under:

Outstanding shares lying in the account at the beginning of the year		**Number of shareholders approached and to whom the Company transferred shares from the Unclaimed Share Suspense Account to shareholder account during the year**		**Number of shares transferred to IEPF Account u/s 124 (6) of The Companies Act, 2013**		**Outstanding shares lying in the Unclaimed Share Suspense Account at the end of the year**	
No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
44	7,728	2	217	15	3320	27	4191

Voting rights on the shares lying in the unclaimed share suspense account shall remain frozen till the rightful owners of the shares claim their shares

(n) **The details of unclaimed dividends and shares transferred to the IEPF during the year 2018-19 are as follows:**

Financial year	Amount of unclaimed dividend transferred	Number of shares transferred
2010-11	5,44,635	8542

The details of unclaimed dividend lying in the Unclaimed Dividend Accounts of the Company, details of shares transferred to IEPF and the shares due to be transferred to IEPF in the year 2019-20 are available on the website of the Company at www.excelind.com.

(o) **Plant Locations:**

(a)	Plot No. 112, M.I.D.C. Industrial Area, Dhatav, Roha, Dist. Raigad-402 116.	(c)	Narol Sarkhej Octroi Naka, Near Sewage Farm, Baherampura, Ahmedabad-380 022.
(b)	D-9, M.I.D.C., Lote Parshuram, Tal: Khed, Dist. Ratnagiri-415 722.		

(p) **Address for correspondence:**

Excel Industries Limited,
184-87, Swami Vivekanand Road, Jogeshwari (West),
Mumbai 400 102.
Tel.: 6646 4200
Fax.: 6696 3514 / 2678 3657
excel.mumbai@excelind.com

(q) **Address for correspondence for share related work:**

LINK INTIME INDIA PVT. LTD.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (W),
Mumbai-400 083
Tel: +91 22 49186000 Fax: +91 22 49186060

Help Desk contact

E-mail: rnt.helpdesk@linkintime.co.in

E-mail Address for Investor Grievances:

kiran.amburle@excelind.com

(r) **Credit Ratings**

CRISIL ratings on the bank facilities to the Company received during the year

Total Bank Loan Facilities Rated	Rs.149.5 Crores
Rating on Long-Term bank loan facilities	CRISIL A+/Stable (Upgraded from CRISIL A/Stable)
Rating on Short-Term bank loan facilities	CRISIL AI (Reaffirmed)

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company is committed to provide all its employees an environment free of gender based discrimination. In furtherance of this commitment, the Company strives to provide all its employees with equal opportunity and conditions of employment, free from gender based coercion, intimidation or exploitation. The Company is dedicated to ensure enactment, observance and adherence to guidelines and best practices that prevent and prosecute commission of acts of sexual harassment.

a. Number of complaints filed during the Financial year 2018-19- NIL
b. Number of complaints disposed of during the Financial year 2018-19- NIL
c. Number of complaints pending as on end of the Financial year 2018-19- NIL

12. **Other Disclosures:**

Particulars	**Legal requirement**	**Details**	**Website link for details/policy**
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There were no material significant related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company. (Related Party Transaction Policy).	http://www.excelind.co.in/companyPolices.html

Particulars	Legal requirement	Details	Website link for details/policy
Details of Non - Compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets, during the last three years	Schedule V(C) 10(b) to the SEBI Listing Regulations	There were no cases of non-compliance during the last three financial years, 2016-17, 2017-18 and 2018-19. There were no penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any Statutory Authority on any matter related to capital markets during the last three years.	www.excelind.co.in
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company (Whistle Blower Policy).	http://www.excelind.co.in/companyPolices.html
Subsidiary Companies	Regulation 24 of SEBI Listing Regulations	The Audit Committee reviews the quarterly financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The Company does not have any material unlisted Indian subsidiary company. The Company has a policy for determining material subsidiaries which is disclosed on its website (Material Subsidiary).	http://www.excelind.co.in/companyPolices.html
Policy on determination of materiality for disclosures	Regulation 23 of SEBI Listing Regulations	The Company has adopted a policy on determination of materiality of events for disclosures (Determining Materiality of Events).	http://www.excelind.co.in/companyPolices.html
Policy on archival and preservation of documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a policy on archival and preservation of documents (Preservation of Documents).	http://www.excelind.co.in/companyPolices.html

Particulars	Legal requirement	Details	Website link for details/policy
Code of Conduct	Regulation 17 of SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2019. The Annual Report of the Company contains a certificate by the Managing Director, on the compliance declarations received from Directors and Senior Management (EIL Code of Conduct & Ethics).	http://www.excelind.co.in/companyPolices.html
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment of Independent Directors are available on the Company's website. (Terms of appointment of Independent Director).	http://www.excelind.co.in/companyPolices.html

13. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46

    The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

14. **Particulars of Cost Auditor:**

Name of the Cost Auditor	M/s. Kishore Bhatia & Associates
Firm Registration No.	00294
Date of Appointment for the year 2018-19:	25/05/2018
Filing of Cost Audit Report for FY 2017-18:	
Due Date	25/10/2018
Actual Date	15/10/2018

15. Mr. Prashant Diwan, Practicing Company Secretary has given a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI, Ministry of Corporate Affairs or any such statutory authority.

16. There was no instance during the financial year 2018-19, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

17. Total fees for all services paid by the Company to the statutory auditor is provided in Note no. 39 of the Notes to Standalone Financial Statements forming part of this Annual Report. The Statutory Auditors have not provided any services to the subsidiaries of the Company.

18. **Managing Directors Declaration on Code of Conduct and Ethics:**

    The Board of Directors of the Company has laid down Code of Conduct and Ethics (The Code) for the Company's Directors and Senior Executives. All the Directors and the Senior Executives covered by the code have affirmed compliance with the code on an annual basis.

For and on behalf of the Board of Directors

ASHWIN C. SHROFF

Chairman & Managing Director
DIN: 00019952

Date: June 27, 2019
Place: Mumbai

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Excel Industries Limited

We have examined the compliance of conditions of Corporate Governance by Excel Industries Limited, for the year ended March 31, 2019 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

UDIN: 19117753AAAACF6697
Place: Mumbai
Date: June 27, 2019

Vipin R. Bansal
Partner
Membership No: 117753

TEN-YEAR HIGHLIGHTS

(₹ in lacs)

	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
I. CAPITAL ACCOUNTS										
A. Share Capital	**628.53**	628.53	628.53	645.28	595.28	545.28	545.28	545.28	545.28	545.28
B. Reserves	**58421.35**	43412.01	35188.76	31053.23	17582.26	14119.45	12849.76	11750.98	10536.63	9670.21
C. Convertible Warrants	**—**	—	—	—	172.50	345.00	—	—	—	—
D. Shareholders' Funds (A+B+C)	**59049.88**	44040.54	35817.29	31698.51	18350.55	15009.73	13395.04	12296.26	11081.91	10215.49
E. Borrowings	**621.63**	750.25	5958.12	7772.62	7881.65	9462.45	6887.10	6371.31	5181.78	6011.05
F. Deferred Tax Liability (Net)	**5994.91**	5244.47	4208.72	3735.83	1633.77	1382.83	1472.50	1406.24	1369.61	1468.26
G. Capital Employed (D+E+F)	**65666.42**	50035.26	45984.13	43206.96	27865.97	25855.01	21754.64	20073.81	17633.30	17694.80
H. Gross Block	**29094.01**	24471.91	20114.18	16565.88	26350.90	27900.95	24923.78	23246.53	21251.31	21507.89
I. Net Block	**24595.40**	22210.60	18789.96	16573.53	15835.04	14664.19	12310.04	11256.31	10096.98	10440.01
J. Debt-Equity Issue	**0.01:1**	0.02:1	0.17:1	0.25:1	0.43:1	0.63:1	0.51:1	0.52:1	0.47:1	0.59:1
II. REVENUE ACCOUNTS										
A. Gross Revenue**	**82,936.24**	61,481.34	51,352.31	49307.71	53655.32	46101.74	42454.83	34376.84	29647.53	25497.38
B. Profit/(Loss) before Taxes	**23,276.45**	10,549.55	2742.87	3655.28	5029.33	2053.42	2168.09	1176.75	2035.25	1139.61
% of Gross Revenue	**28.07%**	17.16%	5.34%	7.41%	9.37%	4.44%	5.11%	3.42%	6.86%	4.47%
C. Exceptional Item	**—**	—	—	—	—	—	—	724.01	—	—
D. Profit/(Loss) after Taxes	**15,206.47**	7,254.04	2,079.68	2519.56	4056.43	1748.15	1479.31	1514.33	1430.9	607.06
% of Gross Revenue	**18.34%**	11.80%	4.05%	5.11%	7.56%	3.78%	3.48%	4.41%	4.83%	2.38%
E. Return on Shareholders' Funds %	**25.75%**	16.47%	5.81%	12.17%	22.11%	11.65%	11.04%	12.32%	12.91%	5.94%
III. EQUITY SHAREHOLDERS' EARNINGS										
A. Earning per Equity Share*	**120.97**	57.71	16.48	20.05	36.22	16.03	13.59	13.46	12.30	7.30
B. Dividend per Equity Share*	**18.75**	12.50	6.00	4.50	7.00	3.75	3.00	2.00	3.75	2.00
C. Equity Dividend	**2357.00**	1571.34	754.24	565.68	803.4	408.96	327.17	218.11	408.96	218.11
D. Net Worth per Equity Share*	**469.74**	350.34	284.93	245.62	154.13	137.63	122.83	112.75	101.62	93.67
E. Market Rate as on 31st March	**1147.00**	866.75	380.40	217.10	280.90	69.00	60.00	68.70	74.15	58.25

* Face Value of Equity Share – ₹ 5/-.
** Includes Gross revenue of discontinuing operation.
***BS numbers of FY15-16/16-17/17-18 and FY18-19 are as per IND - AS and hence not comparable with earlier years.
****P&L numbers of FY16-17/17-18 and FY18-19 are as per IND - AS and hence not comparable with earlier years.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF EXCEL INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Excel Industries Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 Companies Act, 2013 ("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 March 31, 2019, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Assessment of the valuation of investment in equity instruments of unlisted companies: (Refer Note 7 to the standalone financial statements) The Company has investments amounting to ₹ 14,753.89 lakhs in equity instruments of certain unlisted companies, which are fair valued through Other comprehensive income at each reporting date. This is a key audit matter because of significance of the carrying value of these investments to the total assets and the extent of management judgement involved in the valuation of such investments. An independent valuer was engaged as an expert by the management to determine the fair value, who ascertained the fair value based on the Comparable Companies' Multiple Inputs. The key judgements involved in the valuation were identification of comparable companies, assessment of maintainable EBIDTA and other relevant valuation parameters.	Our procedures in relation to management's valuation of investments in equity instruments of unlisted companies included: • Understanding and evaluating the design and operating effectiveness of controls over valuation of investment in such equity instruments. • Evaluating the management expert's independence, competence, capabilities and objectivity; • Using auditors' expert to assist in audit of valuation approach and methodology and other factors such as valuation parameters. • Checking the accuracy and reasonableness of the input data provided by management to the management expert, with supporting evidence, such as revenue, EBIDTA, PAT of investee company for the year ended March 31, 2019; • Testing the mathematical accuracy of the valuation report. • Assessing adequacy of the presentation and disclosures. Based on the audit procedures performed, we found management's assessment in respect of valuation of investment in equity instruments of unlisted companies to be reasonable.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

   When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its standalone financial statements – Refer Note 48 to the standalone financial statements;

(ii) The Company has long-term contracts including derivative contracts as at March 31, 2019 for which there were no material foreseeable losses;

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019; and

(iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Vipin R. Bansal
Partner
Membership Number: 117753

Place : Mumbai
Date : May 24, 2019

Annexure A to Independent Auditors' Report

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of Excel Industries Limited on the standalone financial statements as of and for the year ended March 31, 2019.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Excel Industries Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 internal financial controls with reference to financial statements was 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 internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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 with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements 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, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Vipin R. Bansal
Partner
Membership Number: 117753

Place : Mumbai
Date : May 24, 2019

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Excel Industries Limited on the standalone financial statements as of and for the year ended March 31, 2019

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 3 on Property, Plant and Equipment and Note 4 on Investment Properties to the standalone financial statements, are held in the name of the Company.

(ii) The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)(a), (iii)(b) and (iii)(c) of the Order are not applicable to the Company.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 Act in respect of the investments made by it. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has complied with the applicable provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.

(vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of some of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, duty of customs, goods and services tax and other material statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, duty of customs and duty of excise duty as at March 31, 2019 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in Lakhs)*	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	613.90	Assessment year 1998-99 to 2000-01 and 2002-03	High Court
Income Tax Act, 1961	Income Tax Demand	844.38	Assessment year 2010-11 to 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax Demand	63.11	Assessment year 2016-17	Commissioner of Income Tax – Appeals
The Customs Act, 1962	Custom Duty	144.88	Financial Year 2011-2012 and 2012- 2013	Customs, Excise and Service tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	87.03	From April 2005 to November 2015	Customs, Excise and Service tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	12.17	January 2015 to June 2017	Commissioner Appeals

Further, according to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, service-tax, value added tax and goods and services tax as at March 31, 2019 which have not been deposited on account of any dispute.

(viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date. The Company does not have any loans or borrowings from Government, nor has it issued any debentures as at the balance sheet date.

(ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi) The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

(xv) The Company has not entered into any non cash transactions with its directors or persons connected with them covered within the meaning of section 192 of the Act. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Vipin R. Bansal
Partner
Membership Number: 117753

Place : Mumbai
Date : May 24, 2019

STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	23,299.20	19,784.10
Capital work-in-progress		1,150.85	2,328.83
Investment properties	4	145.35	97.67
Intangible assets	5	31.99	48.17
Investments in subsidiaries and joint venture	6	421.47	421.47
Financial assets			
i. Investments	7	18,788.39	16,962.24
ii. Loans	8	336.51	367.57
iii. Other financial assets	9	0.33	—
Current tax assets (net)		1,309.08	1,296.39
Other non-current assets	10	391.52	348.37
Total non-current assets		**45,874.69**	**41,654.81**
Current assets			
Inventories	11	6,601.75	5,256.06
Financial assets			
i. Investments	12	6,893.65	127.06
ii. Trade receivables	13	15,386.62	11,898.32
iii. Cash and cash equivalents	14	300.13	124.69
iv. Bank balances other than (iii) above	15	66.34	102.79
v. Loans	16	85.58	93.76
vi. Other financial assets	17	194.01	190.44
Other current assets	18	1,155.37	843.63
Total current assets		**30,683.45**	**18,636.75**
Assets classified as held for sale	19	1,328.66	1,486.70
Total assets		**77,886.80**	**61,778.26**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	628.53	628.53
Other equity	21	58,421.35	43,412.01
Total equity		**59,049.88**	**44,040.54**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	22	6.25	89.51
Employee benefit obligations	23	1,133.83	1,227.30
Deferred tax liabilities (net)	24	5,994.91	5,244.47
Total non-current liabilities		**7,134.99**	**6,561.28**
Current liabilities			
Financial liabilities			
i. Borrowings	25	615.38	660.74
ii. Trade payables			
(a) total outstanding dues of micro and small enterprises	26	2.00	4.34
(b) total outstanding dues other than (ii) (a) above	26	9,798.48	8,545.26
iii. Other financial liabilities	27	570.38	863.80
Employee benefit obligations	28	244.05	382.53
Current tax liabilities (net)		—	50.46
Other current liabilities	29	167.44	357.28
Total current liabilities		**11,397.73**	**10,864.41**
Liabilities directly associated with assets classified as held for sale	30	304.20	312.03
Total liabilities		**18,836.92**	**17,737.72**
Total equity and liabilities		**77,886.80**	**61,778.26**
Significant accounting policies	1		
Critical estimates and adjustment	2		

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
CONTINUING OPERATIONS			
Revenue from operations	31	80,600.30	59,414.50
Other income	32	439.58	372.78
Total income		**81,039.88**	**59,787.28**
EXPENSES			
Cost of materials consumed	33	35,306.11	26,953.68
Purchase of stock in trade	34	—	66.87
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	35	(925.40)	(510.12)
Excise duty	36	—	1,235.87
Employee benefit expenses	37	7,156.98	7,046.97
Depreciation and amortisation expense	38	1,779.53	1,494.02
Other expenses	39	14,227.33	12,288.19
Finance Costs	40	243.56	581.68
Total expenses		**57,788.11**	**49,157.16**
Profit before tax from continuing operations		**23,251.77**	**10,630.12**
Tax expense for continuing operations	24		
— Current tax		7,586.50	2,664.01
— Deferred tax		474.87	661.37
— Tax in respect of earlier years		—	(1.99)
Total tax expense		**8,061.37**	**3,323.39**
Profit for the year from continuing operations (after tax)		**15,190.40**	**7,306.73**
Discontinuing operations			
Profit/(Loss) from discontinuing operations	46	24.68	(80.57)
Tax on discontinuing operations	24, 46	(8.61)	27.88
Profit/(Loss) from discontinuing operations (after tax)		**16.07**	**(52.69)**
Profit for the year		**15,206.47**	**7,254.04**
Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
Remeasurement gains/(losses) on net defined benefit plans	41	146.60	111.07
Changes in Fair Value of Equity Instruments	7	1,826.15	2,140.30
(ii) Tax relating to above	24	(275.55)	(374.38)
B (i) Items that will be reclassified to profit or loss		—	—
(ii) Tax relating to above		—	—
Other Comprehensive Income for the year, net of tax		**1,697.20**	**1,876.99**
Total comprehensive income for the year		**16,903.67**	**9,131.03**
Total comprehensive income/(loss) from			
Continuing Operations		16,887.60	9,183.72
Discontinuing Operations		16.07	(52.69)
Earnings per share for profit from continuing operations (in INR)	49		
Basic		120.84	58.13
Diluted		120.84	58.13
Earnings per share for profit from discontinuing operations (in INR)	49		
Basic		0.13	(0.42)
Diluted		0.13	(0.42)
Earnings per share for profit from continuing and discontinuing operations (in INR)	49		
Basic		120.97	57.71
Diluted		120.97	57.71

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

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Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax from Continuing operations	23,251.77	10,630.12
Profit / (Loss) before tax from Discontinuing operations	24.68	(80.57)
Adjustments for:		
Depreciation and amortisation expenses	1,812.47	1,523.19
Finance costs	243.56	581.68
Provision for doubtful debts Receivables (net)	43.12	80.58
Unrealised exchange differences (net)	38.30	(38.21)
Dividend Income	(321.71)	(283.08)
Interest Income	(33.98)	(37.54)
Gain on fair valuation of investments through profit and loss	(1.64)	(4.18)
Profit on sale of investment	(0.29)	—
Net loss on sale / discard of property, plant and equipment	63.09	110.33
Operating profit before working capital changes	**25,119.37**	**12,482.32**
Adjustments for:		
(Increase) / decrease in Inventories	(1,290.26)	(73.34)
(Increase) / decrease in Trade Receivables	(3,518.14)	(489.36)
(Increase) / decrease in Other Bank balances	45.26	(0.01)
(Increase) / decrease in Loans (Current and Non current)	55.59	(140.95)
(Increase) / decrease in Other Financial Assets (Current)	(0.24)	(138.01)
(Increase) / decrease in Other Assets (Current and Non current)	(302.12)	515.08
Increase / (decrease) in Trade Payables	1,314.21	2,492.70
Increase / (decrease) in Other Financial Liabilities (Current)	51.93	(4.03)
Increase / (decrease) in Employee benefit obligations (Current and Non current)	(84.40)	(53.35)
Increase / (decrease) in Other Current Liabilities	(192.71)	(5.67)
	21,198.49	**14,585.38**
Less: Income taxes paid (net of refunds)	7,667.83	2,563.78
NET CASH INFLOW GENERATED FROM OPERATING ACTIVITIES — [A]	**13,530.66**	**12,021.60**
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Tangible assets (including capital work in progress, capital advances and Capital Vendor)	(4,641.68)	(5,188.53)
Purchase of Intangible assets	(8.77)	(31.12)
Proceed from sale of fixed assets	144.74	23.23
Fixed Deposits with Banks (net)	—	168.00
Proceeds from sale of Investments	2,000.00	—
Interest received	31.09	35.31
Dividend received	321.71	283.08
Purchase of current investments	(8,764.66)	(122.88)
NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES — [B]	**(10,917.57)**	**(4,832.91)**

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Borrowings	—	5,991.43
Repayment of Borrowings	(296.43)	(11,790.91)
Repayment of Fixed deposits accepted from public (including Interest)	(4.38)	(6.32)
Dividend Paid (Including DDT)	(1,894.33)	(907.78)
Interest Paid	(243.33)	(592.40)
NET CASH (OUTFLOW) FROM FINANCING ACTIVITIES — [C]	**(2,438.47)**	**(7,305.98)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS — [A+B+C]	174.62	(175.63)
Add: Cash and cash equivalents at the beginning of the year (Refer Note 14)	130.13	305.76
Cash and cash equivalents at the end of the year	**304.75**	**130.13**
Components of cash and cash equivalents		
Balances with Banks		
In current accounts	300.13	124.69
Cash and cash equivalents pertaining to discontinued operations	4.62	5.44
Total cash and cash equivalents	**304.75**	**130.13**

Notes:

1. The standalone cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
2. The accompanying notes are an integral part of these standalone financial statements.
3.. Refer Note 46 for disclosure relating to discontinuing operations.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

STANDALONE STATEMENT OF CHANGES IN EQUITY

(All amounts in INR lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

Particulars	Notes	Amount
As at March 31, 2018		**628.53**
Changes in equity share capital	20	—
As at March 31, 2019		**628.53**

B. OTHER EQUITY

Particulars	Notes	Attributable to owners of Excel Industries Limited						
		Reserves and surplus			Other reserves			
		Securities premium	General Reserve	Capital redemption reserve	Capital Reserve	Retained Earnings	FVOCI – Equity investments	Total Other Equity
Balance at March 31, 2017		**534.37**	**20,037.32**	**16.75**	**0.01**	**3,175.76**	**11,424.55**	**35,188.76**
Profit for the year		—	—	—	—	7,254.04	—	7,254.04
Other comprehensive income		—	—	—	—	48.03	1,828.96	1,876.99
Total comprehensive income for the year		**—**	**—**	**—**	**—**	**7,302.07**	**1,828.96**	**9,131.03**
Transfer from Retained Earnings		—	4,500.00	—	—	(4,500.00)	—	—
Dividend paid (Including dividend distribution tax)	44	—	—	—	—	(907.78)	—	(907.78)
Balance at March 31, 2018		**534.37**	**24,537.32**	**16.75**	**0.01**	**5,070.05**	**13,253.51**	**43,412.01**
Profit for the year		—	—	—	—	15,206.47	—	15,206.47
Other comprehensive income		—	—	—	—	95.86	1,601.34	1,697.20
Total comprehensive income for the year		**—**	**—**	**—**	**—**	**15,302.33**	**1,601.34**	**16,903.67**
Transfer from Retained Earnings		—	5,000.00	—	—	(5,000.00)	—	—
Dividend paid (Including dividend distribution tax)	44	—	—	—	—	(1,894.33)	—	(1,894.33)
Balance at March 31, 2019		**534.37**	**29,537.32**	**16.75**	**0.01**	**13,478.05**	**14,854.85**	**58,421.35**

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

BACKGROUND

Excel Industries Limited (the Company) is a public limited Company domiciled in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Company is engaged in manufacturing and selling of Chemicals, Pharma intermediates and Environmental products. Chemicals comprising of Industrial and Specialty chemicals and Pesticides Intermediates. Environmental products comprising of Soil Enricher, Bio - Pesticides and other Bio-products (E&BT). The Company caters to both domestic and international markets. The Company is also engaged in manufacturing activity on behalf of third parties.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These accounting policies have been consistently applied to all the years presented by the Company unless otherwise stated.

These standalone financial statements were authorised for issue by the Company's Board of Directors on May 24, 2019.

A. Basis of preparation

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

The standalone financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- assets held for sale - measured at lower of carrying amount or fair value less cost to sell; and
- defined benefit plans- plan assets measured at fair value.

(iii) Amended standards adopted by the Company

The company has applied the following Ind AS pronouncements and amendments for the first time with effect from April 1, 2018.

* Ind AS 115, Revenue from Contract from customers.
* Appendix B, Foreign Currency Transactions and advances consideration to Ins AS 21, the effect of change in Foreign Exchange Rates.
* Amendments to Ind AS 40, Investment Property.
* Amendments to Ind AS 12, Income Taxes.

The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from April 1, 2018 and it has no material impact on the standalone financial statements of the Company.

Other amendments listed above did not have any impact on the standalone financial statements.

(iv) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

B. Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM). The Chairman and Managing Director is designated as CODM. Refer Note 45 for segment information presented.

C. Foreign Currency translation

(i) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

entity operates ('the functional currency'). The standalone financial statements are presented in Indian Rupee (INR) which is the functional and presentation currency for the Company.

(ii) Transaction and balances

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign entity are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined. Exchange differences arising on the settlement of monetary items or on translating monetary items are recognised in the Statement of Profit and Loss.

D. Revenue recognition

Effective April 1, 2018, the Company has adopted Ind AS 115, Revenue from Contract with Customer using the modified retrospective approach and there are no material adjustments required to be made in retained earnings as at April 1, 2018.

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

In certain customer contracts shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services over time when the performance obligation is completed.

Sale of goods:

Revenue from sale of products is recognized when the Company satisfies a performance obligation in accordance with the provisions of contract with customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolesce and loss pass to the customer and the Company has present right to payment, all of which occurs at a point in time upon shipment or delivery of goods. The Company collects goods and services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered. The Company collects service tax / GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Export incentives

Income from export incentives such as Duty drawback/MEIS scheme etc. are recognised on accrual basis to the extent the ultimate realisation is reasonably certain.

Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.

Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.

E. Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

F. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Profit and Loss Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

G. Leases

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

H. Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

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

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

I. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

J. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

K. Inventories

Raw materials, stores and spares, packing material, work in progress, stock in trade and finished goods are stated as lower of cost and net realisable value. Cost of Raw material, stores and spares, packing material and traded goods comprises of cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of monthly moving weighted average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

By-products and unservisable / damaged finished goods are valued at estimated net realisable value.

L. Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations. The results of discontinued operations are presented separately in the Statement of Profit and Loss.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

M. Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt Instruments

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair Value through Other Comprehensive Income (FVOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

Fair Value through Profit or Loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Company assesses if there is any significant increase in credit risk pertaining to the assets and accordingly creates necessary provisions, wherever required.

N. Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period and impact is recorded in the profit and loss account.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 43. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

O. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

P. Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation/amortisation and impairments, if any. Historical cost includes tax, duties, freight and other incidental expenditure that is directly attributable to the acquisition of the items. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the year end.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Depreciation methods, estimated useful lives and residual value

As per technical evaluation of the Company the useful life considered for the following items is different than the life stipulated in Schedule II to the Companies Act 2013:

Description of Asset	Depreciation rates	Schedule II Rates
Buildings	1.58%-31.67%	1.58%
Road	9.50%-20.58%	9.50%
Plant and Machinery - Metallic	5.28%	4.75%
Plant and Machinery - Non-metallic	11.88%	4.75%
Electrical Installations	9.50%-32.64%	9.50%

Assets individually costing INR 25,000 or less are depreciated fully in the year of acquisition.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

Q. Investment property

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have useful life of 25-40 years. The useful life has been determined based on technical evaluation performed by the management expert.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

R. Intangible assets and Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, but not exceeding the period given here under:

Category	**Useful life**
Computer software	4 years

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

S. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

T. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the statement of profit or loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

U. Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

V. Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent asset is disclosed and not recognised, where an inflow of economic benefits is probable.

W. Employee Benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liability are presented as current employee benefits obligation in the balance sheet.

(ii) Long-term employee benefit obligations

Leave Obligation:

The liabilities for leave obligation by actuaries which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related services. They are therefore measured as the present value of expected only payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

Long Service awards:

The Company provides for the long service awards for eligible employees as per the scheme announced by the Company. The liability towards the long services awards is provided at each balance sheet date on the basis of independent actuary valuation.

Defined benefit plan — Gratuity

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Defined benefit plan — Voluntary early separation scheme:

The Company also has a defined benefit plan for its employees, i.e. Medical Voluntary retirement scheme in which employees suffering from continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period up to 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. This Scheme is not funded.

Defined Contribution Plan — Provident Fund:

The Company pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined Contribution Plan — Superannuation Fund:

The Company makes contribution to the Superannuation Scheme, a defined contribution scheme, administered by insurance companies. The Company has no obligation to the scheme beyond its monthly contributions.

There are no obligations other than the contribution payable to the Superannuation Fund Trust. The Company recognises contribution payable to the Superannuation Fund as an expenditure, when an employee renders the related service. The contribution is charged to the statement of profit and loss of the year when the contribution accrues. The scheme is funded with a insurance Company in the form of qualifying insurance policies.

(iii) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

X. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Y. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

Z. Earnings Per Share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

NOTE 2 - CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

AA. Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

The preparation of the financial statements requires management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affect only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgements are as under:

(a) Estimation of current tax expenses and payable:

Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where the Company operates. Any difference between the estimates and final tax assessments will impact the income tax as well the resulting assets and liabilities.

(b) Estimated fair value of unlisted securities:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. This involves selection of valuation method, developing estimates, identification of comparable companies, assessment of maintainable EBITA and other relevant valuation parameters. Estimated fair values may vary from the actual price that would be achieved in an arms length transaction at the reporting date.

(c) Useful lives of Property plant and equipment and Intangible assets

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

(d) Estimation of long term benefit obligation:

The liabilities of the Company arising from long term employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions.

(e) Impairment of financial assets (including trade receivables):

Allowance for doubtful receivables represent the estimate of losses that could arise due to inability of the Customer to make payments when due. These estimates are based on the customer ageing, customer category, specific credit circumstances and the historical experience of the group as well as forward looking estimates at the end of each reporting period

(f) Estimation of Provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture, fixture and office equipments	Vehicles	Technical books	Total
Year ended March 31, 2018											
Gross carrying amount											
Opening gross carrying amount	**500.31**	**216.47**	**3,617.43**	**13,465.46**	**159.08**	**562.16**	**152.35**	**287.95**	**201.23**	**1.19**	**19,163.63**
Additions	24.50	—	582.14	2,399.60	47.01	109.00	198.00	121.15	52.79	—	3,534.19
Disposals/adjustments	—	—	3.50	(123.39)	(0.45)	(0.59)	(2.48)	(10.15)	—	—	(133.56)
Closing gross carrying amount	**524.81**	**216.47**	**4,203.07**	**15,741.67**	**205.64**	**670.57**	**347.87**	**398.95**	**254.02**	**1.19**	**22,564.26**
Accumulated Depreciation											
Opening accumulated depreciation	—	3.69	111.86	1,031.62	38.84	50.12	12.62	51.75	21.22	0.19	1,321.91
Depreciation charge during the year	—	3.69	122.77	1,084.72	42.96	69.50	31.25	70.67	32.51	0.18	1,458.25
Disposals	—	—	—	—	—	—	—	—	—	—	—
Closing accumulated depreciation	**—**	**7.38**	**234.63**	**2,116.34**	**81.80**	**119.62**	**43.87**	**122.42**	**53.73**	**0.37**	**2,780.16**
Net carrying amount	**524.81**	**209.09**	**3,968.44**	**13,625.33**	**123.84**	**550.95**	**304.00**	**276.53**	**200.29**	**0.82**	**19,784.10**

Particulars	Freehold land	Leasehold land	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture fixture and office equipments	Vehicles	Technical books	Total
Year ended March 31, 2019											
Gross carrying amount											
Opening gross carrying amount	**524.81**	**216.47**	**4,203.07**	**15,741.67**	**205.64**	**670.57**	**347.87**	**398.95**	**254.02**	**1.19**	**22,564.26**
Additions	—	—	483.62	3,827.56	108.87	178.87	70.40	784.80	70.33	1.21	5,525.66
Disposals/adjustments	—	—	(127.83)	(156.66)	(0.29)	(5.29)	(0.07)	(6.53)	(9.62)	—	(306.29)
Closing gross carrying amount	**524.81**	**216.47**	**4,558.86**	**19,412.57**	**314.22**	**844.15**	**418.20**	**1,177.22**	**314.73**	**2.40**	**27,783.63**
Accumulated Depreciation											
Opening accumulated depreciation	**—**	**7.38**	**234.63**	**2,116.34**	**81.80**	**119.62**	**43.87**	**122.42**	**53.73**	**0.37**	**2,780.16**
Depreciation charge during the year	—	3.69	149.68	1,248.47	50.95	86.66	39.94	133.78	38.26	0.40	1,751.83
Disposals	—	—	(6.54)	(35.96)	(0.25)	—	(0.03)	(2.35)	(2.43)	—	(47.56)
Closing accumulated depreciation	**—**	**11.07**	**377.77**	**3,328.85**	**132.50**	**206.28**	**83.78**	**253.85**	**89.56**	**0.77**	**4,484.43**
Net carrying amount	**524.81**	**205.40**	**4,181.09**	**16,083.72**	**181.72**	**637.87**	**334.42**	**923.37**	**225.17**	**1.63**	**23,299.20**

Notes:

(a) Buildings include cost of shares in co-operative housing societies INR 0.01 lakhs (Previous Year: INR 0.01 lakhs).

(b) Leased assets:

Property, plant and equipment includes the following assets where the Company is a lessee under a finance lease:

Particulars	As at March 31, 2019	As at March 31, 2018
Plant and machinery		
Gross carrying amount	1,585.03	1,619.86
Accumulated depreciation	(298.89)	(204.82)
Net carrying amount	**1,286.14**	**1,415.04**

The lease term in respect of assets acquired under finance leases generally expire within three to five years. The legal title to these items vests with lessor during lease period. At the expiry of lease period, the Company has the option to acquire the leased assets at a nominal price as mentioned in lease arrangement. As at March 31, 2019, Plant and Machinery having net carrying value of INR 153.69 lakhs (Previous year : INR 850.38) lakhs are pending transfer in name of the Company for which lease obligations have been fully discharged and are included in INR 1,286.14 lakhs (Previous Year : INR 1,415,04 Lakhs) above.

(c) Property, plant and equipment pledged as security

Refer Note 25(b) for information on Property, plant and equipments pledged as security by the Company.

(d) Contractual obligations

Refer Note 48 (c) (i) for disclosure of contractual commitments for the acquisition of property, plant and equipments.

(e) Disposal / adjustments for the current year includes INR 57.24 lakhs (Gross carrying amount) and INR 6.34 lakhs (Accumulated depreciation) being transfer to investment properties. Refer Note 4.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 4 - INVESTMENT PROPERTIES

Particulars	As at March 31, 2019	As at March 31, 2018
Gross Carrying amount		
Opening gross carrying amount/Deemed Cost	102.29	102.29
Add: Transfer from Property, Plant and Equipment (Refer Note 3(e))	57.24	—
Closing gross carrying amount	**159.53**	**102.29**
Accumulated depreciation		
Opening accumulated depreciation	**4.62**	**2.31**
Add: Transfer from Property, Plant and Equipment (Refer Note 3(e))	6.34	—
Less: Depreciation charge for the year	3.22	**2.31**
Closing accumulated depreciation	**14.18**	**4.62**
Net Carrying amount	**145.35**	**97.67**

(i) Amounts recognised in the Statement of Profit or Loss for investment properties

Particulars	As at March 31, 2019	As at March 31, 2018
Rental income	44.21	11.42
Direct operating expenses for property that generated rental income	1.17	1.88
Direct operating expenses for property that did not generate rental income	0.84	0.76
Profit from investment properties before depreciation	**42.20**	**8.78**
Depreciation	3.22	2.31
Profit from investment properties	**38.98**	**6.47**

(ii) Leasing arrangements

Certain investment properties are leased to tenants under operating leases with rentals payable monthly. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Within 1 year	39.59	7.22
Later than 1 year but not later than 5 years	112.35	1.76
Later than 5 years	—	—
Total	**151.94**	**8.98**

(iii) Fair value of investment properties

Particulars	As at March 31, 2019	As at March 31, 2018
Investment Properties	693.39	293.39

(iv) Estimation of fair value

The Company periodically obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties.

The fair values of investment properties have been determined by independent valuer who holds recognised and relevant professional qualification.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 5 - INTANGIBLE ASSETS

Particulars	Computer software	Total
Year ended March 31, 2018		
Gross carrying amount		
Opening gross carrying amount	**118.08**	**118.08**
Additions	31.12	31.12
Closing gross carrying amount	**149.20**	**149.20**
Accumulated amortisation		
Opening accumulated amortisation	67.57	67.57
Amortisation charge for the year	33.46	33.46
Closing accumulated amortisation	**101.03**	**101.03**
Closing Net carrying amount	**48.17**	**48.17**
Year ended March 31, 2019		
Gross carrying amount		
Opening gross carrying amount	149.20	149.20
Additions	8.30	8.30
Closing gross carrying amount	**157.50**	**157.50**
Accumulated amortisation		
Opening accumulated amortisation	101.03	101.03
Amortisation charge for the year	24.48	24.48
Closing accumulated amortisation	**125.51**	**125.51**
Closing net carrying amount	**31.99**	**31.99**

NOTE 6 - INVESTMENT IN SUBSIDIARIES AND JOINT VENTURE

Particulars	As at March 31, 2019	As at March 31, 2018
Unquoted equity instruments at cost		
Investments in wholly owned subsidiaries		
199,982 (March 31, 2018: 199,982) Equity shares of INR 100 each fully paid up in Kamaljyot Investments Limited	370.34	370.34
510,000 (March 31, 2018: 510,000) Equity shares of INR 10 each fully paid up in Excel Bio Resources Limited	51.13	51.13
	421.47	421.47
Investment in joint venture		
468,000 (March 31, 2018: 468,000) Equity shares of Hongkong $ 1 each fully paid up in Wexsam Limited, Hong Kong	27.26	27.26
Less: Impairment in value of investment	(27.26)	(27.26)
	—	—
Total	**421.47**	**421.47**
Aggregate amount of unquoted Investments	421.47	421.47

(All amounts in INR lakhs, unless otherwise stated)

NOTE 7 - NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Investment in Equity Instruments (fully paid-up)		
Quoted at FVOCI		
584,977 (March 31, 2018: 584,977) Equity shares of INR 10 each fully paid up in Punjab Chemicals and Crop Protection Limited	4,009.43	2,270.59
4,285 (March 31, 2018: 4,285) Equity shares of INR 10 each fully paid up in TIL Limited	11.10	19.14
13,400 (March 31, 2018: 13,400) Equity shares of INR 10 each fully paid up in Bank of India	13.97	13.88
	4,034.50	2,303.61
Unquoted at FVOCI		
888,750 (March 31, 2018: 888,750) Equity shares of INR 10 each fully paid up in TML Industries Limited	18.16	39.99
1,067,450 (March 31, 2018: 1,067,450) Equity shares of INR 10 each fully paid up in Transpek-Silox Industry Private Limited	14,730.48	14,613.39
2,500 (March 31, 2018: 2,500) Equity shares of INR 10 each fully paid up in The Saraswat Co-operative Bank Limited	0.25	0.25
50,000 (March 31, 2018: 50,000) Equity shares of INR 10 each fully paid up in Biotech Consortium India Limited	5.00	5.00
	14,753.89	14,658.63
Total	**18,788.39**	**16,962.24**
Aggregate amount of unquoted Investments	14,753.89	14,658.63
Aggregate amount of quoted Investments	4,034.50	2,303.61

NOTE 8 - LOANS – NON-CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Loans to employees	5.65	9.62
Security deposits	330.86	357.95
Total	**336.51**	**367.57**

NOTE 9 - OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Margin Money deposits with maturity of more than 12 months@	0.33	—
Total	**0.33**	**—**

@ Refer Note 15(a)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 10 - OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Capital advances		
Unsecured, considered good	341.95	288.09
Unsecured, considered doubtful	41.62	41.62
	383.57	329.71
Provision for doubtful capital advances	(41.62)	(41.62)
	341.95	288.09
Prepaid expenses	20.03	21.15
Balances with Government Authorities	29.54	39.13
Total	**391.52**	**348.37**

NOTE 11 - INVENTORIES

Particulars	As at March 31, 2019	As at March 31, 2018
Raw materials [including stock-in-transit INR 227.81 lakhs (March 31, 2018: INR 385.97)]	2,283.10	1,977.23
Packing materials	82.35	79.60
Finished goods	1,800.98	1,479.60
Work-in-progress	1,999.33	1,395.31
Stores and spares [including fuel and coal]	435.99	324.32
Total	**6,601.75**	**5,256.06**

Refer Note 2(k) for basis of valuation.

Amounts recognised in Statement of Profit or Loss:

Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Writedowns of inventories as at year end amounted to INR 21.10 lakhs (as at March 31, 2018 - INR 1.38 lakhs). These writedowns were recognised as an expense and included in 'changes in inventories of finished goods, stock-in-trade and work-in-progress' in the Statement of Profit and Loss.

NOTE 12 - CURRENT INVESTMENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Investments in Mutual Funds		
Unquoted at FVPL		
Kotak Medium Term Fund - Regular Plan - Growth Nil (March 31, 2018: 880,374.274) units of INR 10 fully paid up	—	127.06
Edelweiss Liquid Fund - Direct Plan - Daily Dividend 1,733.538 (March 31, 2018: Nil) units of INR 1,000 fully paid up	17.39	—
Kotak Liquid - Direct Plan - Daily Dividend 346,209.464 (March 31, 2018: Nil) units of INR 1,000 fully paid up	4,235.12	—
Kotak Equity Arbitrage Fund - Direct Plan - Monthly Dividend 23,993,742.854 (March 31, 2018: Nil) units of INR 10 fully paid up	2,641.14	—
Total	**6,893.65**	**127.06**
Aggregate amount of unquoted Investments	6,893.65	127.06

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 13 - TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Receivables from related parties (Refer Note 47)	45.54	34.26
Other Trade receivables	15,416.89	11,944.64
Less: Allowance for doubtful debts/Expected credit loss	75.81	80.58
Total	**15,386.62**	**11,898.32**
Current portion	15,386.62	11,898.32
Non-current portion	—	—

Break-up of security details

Particulars	As at March 31, 2019	As at March 31, 2018
Secured, considered good	—	—
Unsecured, considered good	15,386.62	11,898.32
Doubtful	75.81	80.58
Total	**15,462.43**	**11,978.90**
Less : Allowance for doubtful debts / Expected credit loss	(75.81)	(80.58)
Total	**15,386.62**	**11,898.32**

Note: For credit risk and provision for loss allowance (Refer Note 43)

NOTE 14 - CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Banks:		
In Current accounts	300.13	124.69
Total	**300.13**	**124.69**

NOTE 15 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Margin money deposits (Refer Note (a) below)	6.38	6.64
Unclaimed dividend account	59.96	51.15
Other balances in current account (Refer Note (b) below)	—	45.00
Total	**66.34**	**102.79**

Notes:

(a) Margin money deposits of INR 6.71 lakhs (March 31, 2018: INR 6.64 lakhs) have been given against Letter of Credit and Bank guarantees.

(b) Other balances in current account represents amount deposited in an escrow account for buy back of equity shares. During the year, escrow bank has transferred the balance lying in escrow account to the Company.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 16 - LOANS – CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Loans to employees	18.23	14.88
Security deposits	67.35	78.88
Total	**85.58**	**93.76**

NOTE 17 - OTHER CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Interest accrued	19.44	15.78
Foreign exchange forward contracts	70.90	—
Others	103.67	174.66
Total	**194.01**	**190.44**

NOTE 18 - OTHER CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Balances with Government Authorities	129.93	29.20
Prepaid expenses	212.71	190.05
Advances to suppliers	305.98	179.45
Export benefits receivable	506.25	444.11
Others	0.50	0.82
Total	**1,155.37**	**843.63**

NOTE 19 - ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	As at March 31, 2019	As at March 31, 2018
Disposal Group (Refer Note below)	1,328.66	1,486.70
Total	**1,328.66**	**1,486.70**

Note:

Refer Note 46 for disclosures pertaining to Discontinuing Operations. .

Refer Note - 30 for information about liabilities of the disposal segment (E&BT division) that is classified as held for sale at balance sheet date.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 20 - EQUITY SHARE CAPITAL

Particulars	No. of shares	Amount
Authorised shares		
As at March 31, 2019		
Equity shares of INR 5/- each	38,000,000	1,900.00
11% Cumulative Redeemable Preference Shares of INR 10/- each	850,000	85.00
Unclassified Shares of INR 5/- each	300,000	15.00
As at March 31, 2018		
Equity shares of INR 5/- each	38,000,000	1,900.00
11% Cumulative Redeemable Preference Shares of INR 10/- each	850,000	85.00
Unclassified Shares of INR 5/- each	300,000	15.00
Issued, subscribed and paid-up		
As at March 31, 2019		
Equity shares of INR 5/- each fully paid-up	12,570,692	628.53
Total	**12,570,692**	**628.53**
As at March 31, 2018		
Equity shares of INR 5/- each fully paid-up	12,570,692	628.53
Total	**12,570,692**	**628.53**

(i) Movement in Equity Share Capital

Equity Shares	As at March 31, 2019		As at March 31, 2018	
	Nos.	Amount	Nos.	Amount
At the beginning of the year	12,570,692	628.53	12,570,692	628.53
Outstanding at the end of the year	**12,570,692**	**628.53**	**12,570,692**	**628.53**

(ii) Terms/ rights attached to equity shares

The Company has one class of equity shares having par value of INR 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 20 - EQUITY SHARE CAPITAL (Contd.)

(iii) Details of shares held by shareholders holding more than 5% shares in the Company:

Name of the shareholder	As at March 31, 2019		As at April 1, 2018	
	Nos. of Shares	% of holding	Nos. of Shares	% of holding
Anshul Specialty Molecules Private Limited	5,358,682	42.63%	5,358,682	42.63%
Life Insurance Corporation of India	962,799	7.66%	962,799	7.66%

(iv) Disclosure for shares of the company held by parent / ultimate parent company:

Name of the shareholder	As at March 31, 2019		As at April 1, 2018	
	Nos. of Shares	% of holding	Nos. of Shares	% of holding
Anshul Specialty Molecules Private Limited	5,358,682	42.63%	5,358,682	42.63%

NOTE 21 - OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
Capital reserve	0.01	0.01
Securities premium	534.37	534.37
Capital redemption reserve	16.75	16.75
General reserve	29,537.32	24,537.32
Retained earnings	13,478.05	5,070.05
Other reserves	14,854.85	13,253.51
Total	**58,421.35**	**43,412.01**

(i) Capital Reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	0.01	0.01
Closing balance	**0.01**	**0.01**

(ii) Securities Premium

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	534.37	534.37
Closing balance	**534.37**	**534.37**

(iii) Capital Redemption Reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	16.75	16.75
Closing balance	**16.75**	**16.75**

(iv) General reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	24,537.32	20,037.32
Add: Amount transferred from retained earnings	5,000.00	4500.00
Closing balance	**29,537.32**	**24,537.32**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 21 - OTHER EQUITY (contd.)

(v) Retained earnings

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	5,070.05	3,175.76
Profit for the year	15,206.47	7,254.04
Dividend Paid	(1,571.34)	(754.24)
Dividened Distribution tax	(322.99)	(153.54)
Transfer to general reserve	(5,000.00)	(4,500.00)
Items of Other Comprehensive Income (OCI) recognised directly in retained earnings:		
— Remeasurement of Post Employment benefits obligations (net of tax)	95.86	48.03
Closing balance	**13,478.05**	**5,070.05**

(vi) Other reserves – FVOCI – Equity Investment

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	13,253.51	11,424.55
Change in fair value of FVOCI equity instruments	1,826.15	2,140.30
Tax on above	(224.81)	(311.34)
Closing balance	**14,854.85**	**13,253.51**

Nature and purpose of reserves

Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital Redemption Reserve

Represent reserve created during buy back of Equity Shares and it is a non-distributable reserve.

General Reserve

The General Reserve is used from time to time to record transfer of profit from retained earnings, for appropriation purposes. As general reserve is created by transfer from one component of equity to another and it is not an item of other comprehensive income.

Other reserves – FVOCI – Equity Investments

The Company has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income. These changes are accumulated within FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

NOTE 22 - NON-CURRENT BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Term Loans (Secured)		
From others		
Vehicle loan from a financial institution	6.25	22.52
Finance lease obligations	—	66.99
Total	**6.25**	**89.51**

NOTE 22 - NON-CURRENT BORROWINGS (contd.)

Notes:

(a) Term loans under vehicle finance from a financial institution amounting to INR 22.52 lakhs (March 31, 2018: INR 41.54 lakhs) carrying interest rate ranging from 12% to 14% per annum repayable in equated monthly instalments and secured by hypothecation of the vehicles acquired by utilising the said loans.

(b) Finance lease obligation amounting to INR 66.99 lakhs (March 31, 2018: INR 299.04 lakhs) from Siemens Financial Services Private Limited for a period of three years and is secured by hypothecation of equipments taken on lease. It will be discharged by monthly lease rental payments on various dates and carry the interest @ 11.50% to 12.50% per annum.

(c) Installments falling due within a year in respect of all the above Loans aggregating INR 83.26 lakhs (March 31, 2018: INR 251.07 lakhs) have been grouped under "Current maturities of long-term debt" (Refer Note 27).

(d) Refer Note 43(B) for liquidity risk.

(e) The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 25 (b).

(f) Refer Note 25 (c) net debt reconciliation.

NOTE 23 - EMPLOYEE BENEFIT OBLIGATIONS NON-CURRENT

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Provision for Employee benefit obligations (Refer Note 41):		
Leave obligation	948.18	1,032.88
Medical Voluntary retirement scheme	114.01	117.35
Long service award	71.64	77.07
Total	**1,133.83**	**1,227.30**

NOTE 24 - TAXATION

(a) Income tax expense

Particulars	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Current tax		
Current tax on profits for the year	7,595.11	2,636.13
Adjustments for current tax of prior periods	—	(1.99)
Total current tax expense	**7,595.11**	**2,634.14**
Deferred tax	474.87	661.37
Total deferred tax expense/(benefit)	**474.87**	**661.37**
Total Income tax expense	**8,069.98**	**3,295.51**
Income tax expense/(credit) is attributable to:		
Profit from continuing Operations	8,061.37	3,323.39
Profit/(Loss) from discontinuing Operations	8.61	(27.88)
	8,069.98	**3,295.51**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 24 - TAXATION (contd.)

(b) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates :

Particulars	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Profit from continuing operations before income tax expenses	23,251.77	10,630.12
Profit/(Loss) from discontinuing operations before income tax expenses	24.68	(80.57)
	23,276.45	**10,549.55**
Tax at the Indian tax rate of 34.944% (Previous year - 34.608%)	**8,133.72**	**3,650.99**
Add / (less) effects of :		
Exempt Income	(80.26)	(97.94)
Revenue expenditure on scientific research u/s 35 (2)AB	(82.12)	(217.55)
Difference in tax rate	—	(20.30)
Adjustment to current tax of prior periods	—	1.99
Others	98.64	(21.68)
Income tax expense	**8,069.98**	**3,295.51**

(c) Deferred tax

The balance comprises temporary differences attributable to:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Deferred tax assets		
Liabilities / provisions that are deducted for tax purposes when paid	537.49	556.47
Provision for doubtful receivables and advances	95.31	108.79
Other timing differences	140.22	58.51
Total deferred tax assets	**773.02**	**723.77**
Deferred tax liabilities		
Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate.	3,194.40	2,654.51
Financial assets at fair value through Other Comprehensive Income	3,147.35	2,922.55
Other timing differences	426.18	391.18
Total deferred tax liabilities	**6,767.93**	**5,968.24**
Net deferred tax liabilities	**5,994.91**	**5,244.47**

Movement in deferred tax assets/(liabilities):

Particulars	**As at March 31, 2018**	**Charged/(credited) to profit and loss**	**Charged/(credited) to OCI**	**As at March 31, 2019**
For the year ended March 31, 2019				
Liabilities / provisions that are deducted for tax purposes when paid	556.47	(31.77)	50.74	537.49
Provision for doubtful receivables and advances	108.79	13.48	—	95.31
Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate.	(2,654.51)	539.89	—	(3,194.40)
Financial assets at fair value through Other Comprehensive Income	(2,922.54)	—	224.81	(3,147.35)
Other timing differences Net	(332.67)	(46.71)	—	(285.96)
Total Deferred tax assets/(liabilities)	**(5,244.47)**	**474.89**	**275.55**	**(5,994.91)**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 24 - TAXATION *(Contd.)*

Particulars	As at March 31, 2017	Charged/(credited) to profit and loss	Charged/(credited) to OCI	As at March 31, 2018
For the year ended March 31, 2018				
Liabilities / provisions that are deducted for tax purposes when paid	464.91	(154.60)	63.04	556.47
Provision for doubtful receivables and advances	73.63	(35.16)	—	108.79
MAT Credit Entitlement	493.87	493.87	—	—
Additional depreciation/amortisation on tangible and intangible assets for tax purposes due to higher tax depreciation rate.	(2,304.71)	349.80	—	(2,654.51)
Financial assets at fair value through Other Comprehensive Income	(2,611.21)	—	311.34	(2,922.55)
Other timing differences	(325.21)	7.46	—	(332.67)
Total Deferred tax assets/(liabilities)	**(4,208.72)**	**661.37**	**374.38**	**(5,244.47)**

NOTE 25 - SHORT TERM BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Cash credits	615.38	660.74
Total	**615.38**	**660.74**

Notes:

(a) Cash credit loan from banks are secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivables etc. and is further secured by a second charge on the Property, Plant and Equipment at Roha and Lote Parashuram. The cash credit loan is repayable on demand and carries interest rates at 9.45% to 11.20% (March 31, 2018 - 9.45% to 11.20%).

(b) The carrying amounts of financial and non financial assets hypothecated / mortgaged as security for current and non-current borrowings are as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Current Assets		
Financial Assets		
Trade Receivables	15,837.71	12,462.97
Non Financial Assets		
Inventories	6,874.69	5,584.43
Total Current Assets Pledged as Security	**22,712.40**	**18,047.40**
Non Current Assets		
Property Plant and Equipment		
Land (Freehold and Lease hold)	346.20	724.38
Buildings	2,914.12	3,059.88
Plant and machinery	15,539.72	13,945.69
Other Property Plant and Equipment	1,178.13	1,471.44
Total Non-current assets pledged as security	**19,978.17**	**19,201.39**
Total assets pledged as security	**42,690.57**	**37,248.79**

The Company is in the process of satisfaction of charge created on certain assets, inrespect of loans which were repaid in the previous year.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 25 - SHORT TERM BORROWINGS (contd.)

(c) Net debt reconciliation

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents	(300.13)	(124.69)
Current investments in mutual funds	(6,893.65)	(127.06)
Non Current Borrowings (Including current maturities)	89.51	340.58
Current Borrowings	615.38	660.74
Interest payable on above borrowings	0.24	0.01
Net Debt	**(6,488.65)**	**749.58**

Particulars	Other assets		Liabilities from financing activities		
	Cash and cash equivalents	Current investments	Non Current Borrowings	Current Borrowings	Interest payable on borrowings
Net Debt as at March 31, 2018	**(124.69)**	**(127.06)**	**340.58**	**660.74**	**0.01**
Cash from continuing operation	(174.62)	—	—	—	—
Cash (outflow) from discontinuing operation	(0.82)	—	—	—	—
Purchase of investments	—	(8,764.66)	—	—	—
Sales of investments	—	2,000.00	—	—	—
Fair value adjustments	—	(1.93)	—	—	—
Acquisition of loan	—	—	—	—	—
Repayment of loan	—	—	(251.07)	(45.36)	—
Interest expenses	—	—	—	—	**243.56**
Interest paid	—	—	—	—	**(243.33)**
Net Debt as at March 31, 2019	**(300.13)**	**(6,893.65)**	**89.51**	**615.38**	**0.24**

Particulars	Other assets		Liabilities from financing activities		
	Cash and cash equivalents	Current investments	Non Current Borrowings	Current Borrowings	Interest payable on borrowings
Net Debt as at March 31, 2017	**(298.88)**	**—**	**1,757.60**	**5,043.32**	**10.73**
Cash from continuing operation	175.63	—	—	—	—
Cash (outflow) from discontinuing operation	(1.44)	—	—	—	—
Purchase of investments	—	(122.88)	—	—	—
Sales of investments	—	—	—	—	—
Fair value adjustments	—	(4.18)	—	—	—
Acquisition of loan	—	—	22.56	5,968.75	—
Repayment of loan	—	—	(1,439.58)	(10,351.33)	—
Interest expenses	—	—	—	—	**581.68**
Interest paid	—	—	—	—	**(592.40)**
Net Debt as at March 31, 2018	**(124.69)**	**(127.06)**	**340.58**	**660.74**	**0.01**

NOTE 26 - TRADE PAYABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Total Outstanding due of micro and small enterprises	2.00	4.34
Total Outstanding due of creditors other than micro and small enterprises	9,798.48	8,545.26
Total	**9,800.48**	**8,549.60**

Notes:

(a) The Company has certain payables to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 26 - TRADE PAYABLES *(Contd.)*

Particulars	As at March 31, 2019	As at March 31, 2018
— Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.00	4.34
— Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.03	0.15
— Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	308.81	240.62
— Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	—	—
— Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	68.42	—
— Interest due and payable towards suppliers registered under MSMED Act, for payments already made	2.94	2.12
— Further interest remaining due and payable for earlier years	—	63.20

(b) Refer Note 43 for information about liquidity risk and market risk of trade payables.

NOTE 27 - OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term debt (Refer Note (b) below)	83.26	251.07
Interest accrued and due	0.24	0.01
Unclaimed Dividend	59.96	51.15
Unclaimed Matured fixed Deposits	6.56	9.96
Unclaimed interest on matured fixed deposits	2.61	3.59
Creditors for Capital Goods	273.77	452.79
Sundry Deposits	15.10	14.35
Foreign exchange forward contracts	54.67	—
Others	74.21	80.88
Total	**570.38**	**863.80**

Notes:

(a) There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

(b) Current maturities of long term debt includes amount due in next 12 months from various term loans and deposits as under (Refer Note 22):

Particulars	As at March 31, 2019	As at March 31, 2018
From others		
Vehicle loan from a financial institution	16.27	19.02
Finance lease obligation	66.99	232.05
Total	**83.26**	**251.07**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 28 - EMPLOYEE BENEFIT OBLIGATIONS — CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee benefit obligations (Refer Note 41):		
Leave obligation	91.93	185.84
Gratuity	89.94	137.42
Medical voluntary retirement scheme	46.90	46.41
Long service award	15.28	12.86
Total	**244.05**	**382.53**

NOTE 29 - OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Statutory dues including provident fund and tax deducted at sources	53.34	206.00
Advances from customers	104.48	61.42
Other payables	9.62	89.86
Total	**167.44**	**357.28**

NOTE 30 - LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	As at March 31, 2019	As at March 31, 2018
Disposal Group (Refer Note below)	304.20	312.03
Total	**304.20**	**312.03**

Notes:

Refer Note 46 for disclosures pertaining to Discontinuing Operations.

Refer Note 19 for information about assets of the disposal segment (E&BT division) that is classified as held for sale at balance sheet date.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 31 - REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from contracts with customers:		
a) Sale of products		
Sales of products	79,272.92	58,503.46
b) Sale of services		
Processing charges	326.98	346.88
Others	128.32	—
	79,728.22	58,850.34
Other operating revenue:		
a) Export incentives	674.19	378.72
b) Scrap sales	197.89	185.44
	872.08	**564.16**
Total	**80,600.30**	**59,414.50**

Revenue from contracts with customers disaggregated based on geography:

	Year ended March 31, 2019	Year ended March 31, 2018
— Domestic	57,356.15	50,221.74
— Exports	23,244.15	9,192.76
Total	**80,600.30**	**59,414.50**

Reconciliation of Gross revenue with the revenue from contracts with customers

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Gross Revenue	80,664.37	59,470.28
Less: *Discounts*	64.07	55.78
Net revenue recognised from contracts with customers	**80,600.30**	**59,414.50**

Note:

(a) The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.

(b) There are no material contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

(c) Goods and Services Tax (GST) has been effective from July 1, 2017. Consequently, excise duty, value added tax (VAT), Service tax etc. have been replaced with GST. Until June 30, 2017, 'Sale of products' included the amount of excise duty recovered on sales. With effect from July 1, 2017, 'Sales of products' excludes the amount of GST recovered. Accordingly, revenue from 'Sale of Products' and 'Revenue from operations' for the year ended March 31, 2019 are not comparable with those of the previous year. Had the previously reported revenue was shown net of excise duty, comparative revenue of the Company (Continuing Operations) would have been as follows :

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
a) Sale of products	79,272.92	59,826.31
Less: Excise Duty (Refer Note 36)	—	1,322.85
Net Sale of Products	**79,272.92**	**58,503.46**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 32 - OTHER INCOME

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income on		
Bank deposits	22.94	28.01
Others	10.83	9.53
	33.77	**37.54**
Dividend income		
From non current investments (Refer note below)	229.70	283.08
From current investments	92.01	—
	321.71	**283.08**
Others		
Rent (Refer Note 4)	50.38	17.19
Gain on fair valuation of current investments	1.64	4.18
Profit on sale of current investments	0.29	—
Others	31.79	30.79
	84.10	**52.16**
Total	**439.58**	**372.78**

Note:

All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting period.

NOTE 33 - COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
a. Raw materials		
Inventory at the beginning of the year	1,591.26	1,710.20
Add: Purchases	34,424.42	25,667.37
	36,015.68	**27,377.57**
Less: Inventory at the end of the year	2,055.29	1,591.26
Total cost of Raw materials consumed	**33,960.39**	**25,786.31**
b. Packing materials		
Inventory at the beginning of the year	79.60	92.33
Add: Purchases	1,348.47	1,154.64
	1,428.07	**1,246.97**
Less: Inventory at the end of the year	82.35	79.60
Total cost of Packing materials consumed	**1,345.72**	**1,167.37**
Total	**35,306.11**	**26,953.68**

NOTE 34 - PURCHASE OF STOCK IN TRADE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Chemicals and others	—	66.87
Total	**—**	**66.87**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 35 - (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the end of the year		
Finished goods	1,800.98	1,479.60
Work-in-progress	1,999.33	1,395.31
Stock-in-trade	—	—
	3,800.31	**2,874.91**
Inventories at the beginning of the year		
Finished goods	1,479.60	1,034.60
Work-in-progress	1,395.31	1,312.43
Stock-in-trade	—	17.76
	2,874.91	**2,364.79**
Total	**(925.40)**	**(510.12)**

NOTE 36 - EXCISE DUTY

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Excise Duty	—	1,235.87
Total	**—**	**1,235.87**

NOTE 37 - EMPLOYEE BENEFIT EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	5,989.20	5,915.93
Contribution to provident and other funds	470.34	473.98
Provision/ payment of gratuity (Refer note 41)	199.87	218.19
Workman and staff welfare expenses	497.57	438.87
Total	**7,156.98**	**7,046.97**

NOTE 38 - DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on Property Plant and Equipment (Refer Note 3)	1,751.83	1,458.25
Depreciation on Investment Property (Refer Note 4)	3.22	2.31
Amortisation of Intangible Assets (Refer Note 5)	24.48	33.46
Total	**1,779.53**	**1,494.02**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 39 - OTHER EXPENSES

Particulars		Year ended March 31, 2019		Year ended March 31, 2018
Consumption of stores and spares		70.77		47.98
Processing charges		128.01		88.15
Power and fuel		4,682.41		3,762.41
Effluent expenses		1,191.24		719.89
Rent (Refer Note 51(b))		315.14		203.38
Rates and taxes		39.91		51.46
Bank charges		99.75		114.01
Contractor's labour charges		58.02		28.77
Water charges		187.64		186.76
Sales commission		97.54		115.71
Insurance		105.83		109.20
Repairs and maintenance on:				
– Plant and machinery		1,935.04		2,086.54
– Buildings		121.52		188.27
– Others		79.26		74.95
CSR Expenditure (Refer Note 50)		129.93		85.10
Travelling and conveyance		254.34		246.61
Legal and professional fees		852.74		671.38
Directors' sitting fees (Refer Note 47)		17.80		16.50
Non Executive Directors' Commission (Refer Note 47)		100.00		65.00
Auditor's Remuneration (Refer details below)		41.74		37.77
Bad debts/sundry debit balances written off (net):				
Bad Debts written off during the year	72.96		67.58	
Less: Utilisation from Provision for doubtful debts	(72.96)	—	(67.58)	—
Expected credit loss/Provision for doubtful receivables/advances (net)		68.19		80.58
Freight outward and forwarding expenses		1,931.23		1,784.78
Charity and donations		179.49		103.17
Net foreign exchange loss		170.38		76.84
Net loss on disposal of property, plant and equipment		63.09		110.33
Miscellaneous expenses		1,306.32		1,232.65
Total		**14,227.33**		**12,288.19**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Details of Auditor's Remuneration: (Net of credit for taxes)		
Audit Fee	24.00	24.00
Tax Audit Fee	5.50	5.50
Limited Review	6.00	6.00
Certification fees and other matters	5.15	1.50
Reimbursement of expenses	1.09	0.77
Total	**41.74**	**37.77**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 40 - FINANCE COSTS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest	195.73	514.25
Other borrowing costs	47.83	48.77
Exchange differences regarded as an adjustment to borrowing costs	—	18.66
Total	**243.56**	**581.68**

NOTE 41 - EMPLOYEE BENEFIT OBLIGATIONS

(i) Leave Obligation

The Leave Obligation cover Company's liability for earned leave. Amount recognised in the balance sheet is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Obligation not expected to be settled within next 12 months (non - current)	967.26	1,049.33
Obligation expected to be settled within next 12 months (current)	91.93	185.84
Total*	**1,059.19**	**1,235.17**

*Includes amount pertaining to discontinued operation INR 19.08 lakhs (March 1, 2018 - INR 16.45 lakhs)

(ii) Long Service Award

The Company provides for long service award to eligible employees upon achievement of certain years of service. Amount recognised in the balance sheet is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Obligation not expected to be settled within next 12 months (non - current)	71.64	77.07
Obligation expected to be settled within next 12 months (current)	15.28	12.86
Total	**86.92**	**89.93**

(iii) Gratuity

(a) The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity is calculated at specified number of days (15 days/22 days) of last drawn salary depending upon the tenure of service for each year of completed service. The gratuity plan is a funded plan.

NOTE 41 - EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

(b) The amounts recognised in balance sheet and the movement in the gratuity over the year are as follows:

Particulars	Fair value of Plan Assets	Present Value of Obligations	Net amount
Balance as at March 31, 2017	3,888.36	4,319.47	431.11
Current Service Cost	—	203.20	203.20
Interest Expense or Cost	—	319.64	319.64
Investment Income	287.74	—	(287.74)
Total amount recognised in Statement of Profit and Loss *	**287.74**	**522.84**	**235.10**
Re-measurement (or Actuarial) (gain) / loss arising from:			
– change in financial assumptions	—	(96.59)	(96.59)
– experience variance	—	(96.89)	(96.89)
– return on plan assets, excluding amount recognised in net interest expense	(11.31)	—	11.31
Total amount recognised in Other Comprehensive Income	**(11.31)**	**(193.48)**	**(182.17)**
Benefits Paid	—	(360.29)	(360.29)
Employer's Contribution	268.50	—	(268.50)
Benefits Paid	(351.08)	—	351.08
Balance as at March 31, 2018 **	**4,082.21**	**4,288.54**	**206.33**
Current Service Cost	—	195.00	195.00
Interest Expense or Cost	—	329.98	329.98
Investment Income	314.11	—	(314.11)
Total amount recognised in Statement of Profit and Loss *	**314.11**	**524.98**	**210.87**
Re-measurement (or Actuarial) (gain) / loss arising from:			
– change in financial assumptions	—	—	—
– experience variance	—	(187.92)	(187.92)
– Return on plan assets, excluding amount recognised in net interest expense	(11.94)	—	11.94
Total amount recognised in Other Comprehensive Income	**(11.94)**	**(187.92)**	**(175.98)**
Benefits Paid	—	(424.01)	(424.01)
Employer's Contribution	55.71	—	(55.71)
Benefits Paid	(399.37)	—	399.37
Balance as at March 31, 2019**	**4,040.72**	**4,201.59**	**160.87**

* Includes amount pertaining to discontinuing operations INR 11.00 Lakhs (March 31, 2018 - INR 16.91 Lakhs)

** Includes present value obligations pertaining to discontinuing operations INR 70.93 lakhs (March 31, 2018 - INR 68.91 lakhs)

(c) The net liability disclosed above related to funded and unfunded plans are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Present value of funded obligation	4,201.59	4,288.54
Fair value of plan assets	4,040.72	4,082.21
Deficit of funded plan	**160.87**	**206.33**
Unfunded plans	—	—
Deficit of Gratuity plan	**160.87**	**206.33**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 41 - EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

(d) Assumptions:

The principal financial assumptions used in valuation of Gratuity are as follows:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Discount rate (per annum)	7.70%	7.70%
Salary growth rate (per annum)*	8.50%	8.50%
Attrition rate (derived based on age)	1.00% to 5.00%	1.00% to 5.00%
Mortality rate	% of Indian Assured Lives Mortality (2006-08)	

* The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors such as supply and demand factors in the employment market. (The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario.)

(e) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Gratuity	**As at March 31, 2019**			**As at March 31, 2018**		
	Change in Assumption	**Increase in Rate / Increase (Decrease) in DBO**	**Decrease in Rate / Decrease (Increase) in DBO**	**Change in Assumption**	**Increase in Rate / Increase (Decrease) in DBO**	**Decrease in Rate / Decrease (Increase) in DBO**
Discount rate	1.00%	-6.80%	7.70%	1.00%	-7.00%	7.90%
Salary growth rate	1.00%	7.20%	-6.50%	1.00%	7.40%	-6.60%
Attrition rate	50.00%	-0.50%	0.50%	50.00%	-0.50%	0.60%

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

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

(f) The major categories of plan assets are as follows:

Gratuity	**As at March 31, 2019**		**As at March 31, 2018**	
	Amount	**%**	**Amount**	**%**
Insurer Managed funds	4,040.72	100%	4,082.21	100%

(g) Defined benefit liability and employer contributions:

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2018 - 8 years).The expected maturity analysis of undiscounted gratuity is as follows:

Gratuity	**As at March 31, 2019**	**As at March 31, 2018**
1 year	566.16	634.86
2-5 years	1,141.03	1,113.50
6-10 years	2,360.42	2,291.71
More than 10 years	4,325.54	4,684.04

(iv) Medical Voluntary retirement scheme (MVRS)

(a) The Company also has a defined benefit plan for its employees, viz., voluntary early separation scheme on account of continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period upto 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the defined benefit plan is recognised in full in the period in which they occur in the Statement of Profit and Loss. This Scheme is not funded.

NOTE 41 - EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

(b) The amounts recognised in balance sheet and the movement in the obligation over the year are as follows:

Particulars	Amount
Balance as at March 31, 2017	**129.07**
Current Service Cost	—
Interest Expense or Cost	9.03
Re-measurement (or Actuarial) (gain) / loss arising from:	—
– change in financial assumptions	—
– experience variance	—
Total amount recognised in Statement of Profit and Loss *	**9.03**
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	(2.88)
– experience variance	73.98
Total amount recognised in Other Comprehensive Income	**71.10**
Benefits Paid	(41.75)
Balance as at March 31, 2018	**167.45**
Current Service Cost	—
Interest Expense or Cost	12.88
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	—
– experience variance	—
Total amount recognised in Statement of Profit and Loss *	**12.88**
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	—
– experience variance	29.38
Total amount recognised in Other Comprehensive Income	**29.38**
Benefits Paid	(48.80)
Balance as at March 31, 2019 **	**160.91**

* Includes amount pertaining to discontinuing operations INR Nil (March 31, 2018 - INR Nil)

** Includes amount pertaining to discontinuing operations INR Nil (March 31, 2018 - INR 3.69 Lakhs)

(c) Assumptions:

The principal financial assumptions used in valuation of MVRS are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate (per annum)	7.70%	7.70%
Mortality rate	100% (of LIC 96-98 mod ultimate)	

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 41 - EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

(d) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Gratuity	As at March 31, 2019			As at March 31, 2018		
	Change in Assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO	Change in Assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Discount Rate	1.00%	-2.30%	2.50%	1.00%	-2.40%	2.50%

(v) Defined Contribution Plan

The Company has certain defined contribution plans such as provident fund, super annuation fund and family pension fund for the benefit of the employees. Contributions are made to provident fund in India for employee at the rate of 12% of basic salary as per regulations. The Contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The Expenses recognised during the period towards defined contribution plan is INR 479.66 Lakhs (March 31, 2018 - INR 483.27 Lakhs).

(vi) Risk Exposure for Gratuity (funded plan):

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

Assets Volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan assets has investments in insure managed funds. Hence assets are considered to be secured.

Change in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in value of plans bond holdings.

NOTE 42 - FAIR VALUE MEASUREMENTS

(i) Financial instruments by category

Particulars	Note	As at March 31, 2019			As at March 31, 2018		
		FVOCI	FVPL	Amortised cost	FVOCI	FVPL	Amortised cost
Financial assets							
Equity Investments	7	18,788.39	—	—	16,962.24	—	—
Investments in Mutual Funds	12	—	6,893.65	—	—	127.06	—
Trade receivables	13	—	—	15,386.62	—	—	11,898.32
Cash and cash equivalents	14	—	—	300.13	—	—	124.69
Bank balances other than cash and cash equivalents	15	—	—	66.34	—	—	102.79
Loans	8 and 16	—	—	422.09	—	—	461.33
Other financial assets	9 and 17	—	70.90	123.44	—	—	190.44
Total financial assets		**18,788.39**	**6,964.55**	**16,298.62**	**16,962.24**	**127.06**	**12,777.57**
Financial liabilities							
Borrowings	22 and 25	—	—	621.63	—	—	750.25
Trade payables	26	—	—	9,800.48	—	—	8,549.60
Other Financial Liabilities	27	—	54.67	515.71	—	—	863.80
Total financial liabilities		**—**	**54.67**	**10,937.82**	**—**	**—**	**10,163.65**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 42 - FAIR VALUE MEASUREMENTS *(Contd.)*

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial asset and liabilities measured at fair value - recurring fair value measurements:	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2019					
Financial Asset					
Financial Investment at FVOCI					
Equity Instruments	7	4,034.50	14,753.89	—	18,788.39
Financial Investment at FVPL					
Investments in Mutual Funds	12	—	6,893.65	—	6,893.65
Other financial assets	17	—	70.90	—	70.90
Total Financial Assets		**4,034.50**	**21,718.44**	**—**	**25,752.94**
Financial Liabilities					
Other Financial Liabilities	27	—	54.67	—	54.67
Total Financial Liabilities		**—**	**54.67**	**—**	**54.67**

Financial asset and liabilities measured at fair value - recurring fair value measurements:	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2018					
Financial Asset					
Financial Investment at FVOCI					
Equity Instruments	7	2,303.61	14,658.63	—	16,962.24
Financial Investment at FVPL					
Investments in Mutual Funds	12	—	127.06	—	127.06
Other financial assets	17	—	—	—	—
Total Financial Assets		**2,303.61**	**14,785.69**	**—**	**17,089.30**
Financial Liabilities					
Other Financial Liabilities	27	—	—	—	—
Total Financial Liabilities		**—**	**—**	**—**	**—**

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

Level 1: Financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, mutual funds, bonds and debentures, that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate. The mutual funds are valued using the closing NAV published by mutual fund.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 42 - FAIR VALUE MEASUREMENTS *(Contd.)*

(iv) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- Investments in quoted equity instruments are valued using the closing price at Bombay Stock Exchange (BSE) at the reporting period.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates as at the balance sheet date, prevailing with Authorised Dealers dealing in foreign exchange.
- the use of Net Assets Value ('NAV') for valuation of mutual fund investment. NAV represents the price at which the issuer will issue further units and will redeem such units of mutual fund to and from the investors.

(v) Fair value measurements using significant unobservable inputs (level 2)

The following table presents the changes in level 2 items for the periods ended March 31, 2019 and March 31, 2018:

Particulars	Unquoted equityshares	Total
As at March 31, 2017	**13,147.30**	**13,147.30**
Gain/(loss) recognised in other comprehensive income	1,511.33	1,511.33
As at March 31, 2018	**14,658.63**	**14,658.63**
Gain/(loss) recognised in other comprehensive income	95.26	95.26
As at March 31, 2019	**14,753.89**	**14,753.89**
Unrealised gain/(loss) recognised in profit and loss related to assets held		
Year ended March 31, 2018	—	—
Year ended March 31, 2019	—	—

(vi) Fair value inputs and relationships to fair value

The following table summarises the quantative information about the significant unobservable inputs used in level 2 fair value measurements. See (iii) above for the valuation techniques adopted.

Particulars	Fair Value as at		Significant unobservable inputs	Probability-weighted range		Sensitivity
	March 31, 2019	March 31, 2018		**March 31, 2019**	March 31, 2018	
Unquoted equity shares	**14,753.89**	14,658.63	EBITDA Multiple	**5%**	5%	2019: Increased EBITDA multiple 5% would increase FV by INR 744.24; decreased EBITDA multiple -5% would decrease FV by INR 744.24. 2018: Increased EBITDA multiple 5% would increase FV by INR 748.99; decreased EBITDA multiple -5% would decrease FV by INR 748.99.

(vii) Valuation process

The procedures used in evaluation of unlisted equity securities in the main level 2 by the company are derived and evaluated as follow:

— value of equity shares of the companies is derived from valuations of comparable companies, as manifest through stock market valuation of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevent to valuation.

— used the profitability-based valuation mutiple of comparable listed companies for the purpose of analysis.

— maintainable operating EBITDA, has been computed considering its performance for the year ened, and adjustments, as appropriate, for non operating income and expenses.

— value arived as above under CCM method is adjusted, as appropriate, for surplus assets, (cash and cash equivalent, investments, interest accrued on deposits), borrowings (including stretched creditors), surplus assets, deferred tax aseets, contingent liabilities and other matters. The total value then divided by the entity share outstanding as at March 31, to arrive at the value per equity share.

NOTE 42 - FAIR VALUE MEASUREMENTS *(Contd.)*

(viii) Fair value of Financial assets and liabilities measured at amortised cost

Particulars	Note	As at March 31, 2019		As at March 31, 2018	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets					
Trade receivables	13	15,386.62	15,386.62	11,898.32	11,898.32
Cash and cash equivalents	14	300.13	300.13	124.69	124.69
Bank balances other than cash and cash equivalents	15	66.34	66.34	102.79	102.79
Loans	8 and 16	422.09	422.09	461.33	461.33
Other financial assets	9 and 17	194.34	194.34	190.44	190.44
Total Financial Assets		**16,369.52**	**16,369.52**	**12,777.57**	**12,777.57**
Financial Liabilities					
Borrowings	22 and 25	621.63	621.63	750.25	750.25
Trade payables	26	9,800.48	9,800.48	8,549.60	8,549.60
Other Financial Liabilities	27	570.38	570.38	863.80	863.80
Total Financial Liabilities		**10,992.49**	**10,992.49**	**10,163.65**	**10,163.65**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other bank balances, loans and other financial assets and liabilities are considered to be the same as their fair values due to their short-term nature. The carrying amount of long term borrowings is not expected to be materially different than their fair values.

NOTE 43 - FINANCIAL RISK MANAGEMENT

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk . This note presents the Company's objectives, policies and processes for managing its financial risk. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

– protect the Company's financial results and position from financial risks;
– maintain market risks within acceptable parameters, while optimising returns; and
– protect the Company's financial investments, while maximising returns.

The note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance.

(A) Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. Credit risks from balances with banks and financial institutions are managed in accordance with the Company's policy. For derivative and financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit ratings assigned by the credit rating agencies. The Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

In respect of its investments the company aims to minimize its financial credit risk through the application of risk management principles.

The gross carrying amount of trade receivables is INR 15,462.43 Lakhs (March 31, 2018: INR 11,978.90 Lakhs)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 43 - FINANCIAL RISK MANAGEMENT *(Contd.)*

Reconciliation of loss allowance provision- Trade receivables

Particular	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Loss allowance at the beginning of the year	80.58	67.58
Add: Additional Provision made	68.19	80.58
Less: Provision write off / reversed	72.96	67.58
Loss allowance at the end of the year	**75.81**	**80.58**

The Company maintains exposure in cash and cash equivalents, term deposits with banks, Investments, Loans, Security deposits and other financial assets.

Security deposits are interest free deposits given by the Company for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of Security deposit is INR 398.21 lakhs (March 31, 2018: INR 436.83 Lakhs).

Other advances are given for trade purpose which is in line with normal business activities of the Company . Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of capital advances is INR 383.57 lakhs (March 31, 2018: INR 329.71 Lakhs).

Reconciliation of loss allowance provision- Capital advances

Particular	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Loss allowance at the beginning of the year	41.62	41.62
Add: Additional Provision made	—	—
Less: Provision write off / reversed	—	—
Loss allowance at the end of the year	**41.62**	**41.62**

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking manage to Company's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of financial liabilities

Particular	**Note**	**Less than 1 year**	**1 year to 2 year**	**2 year to 3 year**	**3 year and above**	**Total**
As at March 31, 2019						
Borrowings	22 and 25	615.38	6.25	—	—	621.63
Trade Payables	26	9,800.48	—	—	—	9,800.48
Other Financial Liabilities	27	515.71	—	—	—	515.71
Total non-derivative liabilities		**10,931.57**	**6.25**	**—**	**—**	**10,937.82**
Derivatives (Net-settled)						
Forward contracts for hedge purpose	27	54.67	—	—	—	54.67
Total derivative liabilities		**54.67**	**—**	**—**	**—**	**54.67**

Particular	**Note**	**Less than 1 year**	**1 year to 2 year**	**2 year to 3 year**	**3 year and above**	**Total**
As at March 31, 2018						
Borrowings	22 and 25	660.74	83.26	6.25	—	750.25
Trade Payables	26	8,549.60	—	—	—	8,549.60
Other Financial Liabilities	27	863.80	—	—	—	863.80
Total		**10,074.14**	**83.26**	**6.25**	**—**	**10,163.65**
Derivatives (Net-settled)						
Forward contracts for hedge purpose	27	—	—	—	—	—
Total derivative liabilities		**—**	**—**	**—**	**—**	**—**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 43 - FINANCIAL RISK MANAGEMENT *(Contd.)*

(C) Market risk

The Company is exposed to risk from movements in foreign currency exchange rates, interest rates and market prices that affect its assets, liabilities and future transactions.

(i) Foreign exchange risk

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and a portion of its business is transacted in multiple currencies and therefore the Company is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Company takes decision to hedge by forming view after discussions with it's advisors and as per policies set by Management.

Foreign exchange derivatives and exposures outstanding as at Balance Sheet date

The Company's exposure to foreign currency risk at the end of the reporting period as on March 31, 2019

Particular	Currency	In INR	In Foreign Currency
Financial assets			
Export Receivables	USD	4,696.74	67.96
	EURO	290.87	3.75
Bank Balances	USD	1.38	0.02
Derivative asset			
Foreign exchange forwards	USD		(51.95)
Foreign exchange forwards	EURO		(2.76)
Net Exposure to foreign currency risk (assets)			**17.02**
Financial liabilities			
Import Payables	USD	2,934.72	42.46
Derivative liabilities			
Foreign exchange forwards	USD		(22.89)
Net Exposure to foreign currency risk (liabilities)			**19.57**

The Company's exposure to foreign currency risk at the end of the reporting period as on March 31, 2018

Particular	Currency	In INR	In Foreign Currency
Financial assets			
Export Receivables	USD	1,500.79	23.03
	EURO	446.22	5.55
Bank Balances	USD	1.09	0.02
Derivative asset			
Foreign exchange forwards	USD	—	—
Net Exposure to foreign currency risk (assets)			**28.60**
Financial liabilities			
Import Payables	USD	1,692.42	25.96
Derivative liabilities			
Foreign exchange forwards	USD	—	—
Net Exposure to foreign currency risk (liabilities)			**25.96**

Foreign Currency Risk Sensitivity

A change of 5% in Foreign Currency would have the following impact on profit before tax

Particular	Increase in FC conversion rate		Decrease in FC conversion rate	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
USD	88.17	(9.53)	(88.17)	9.53
EURO	14.54	22.31	(14.54)	(22.31)
Increase / (decrease) in profit or loss	**102.71**	**12.78**	**(102.71)**	**(12.78)**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 43 - FINANCIAL RISK MANAGEMENT *(Contd.)*

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates.

The Company borrows at variable as well as fixed interest rates and the same is managed by the Company by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Company has borrowed in a mix of short term and long term loans.

Exposure to interest rate risk

Particulars	As at March 31, 2019	As at March 31, 2018
Variable rate borrowings	615.38	660.74
Fixed rate borrowings	89.51	340.58
Total Borrowings	**704.89**	**1,001.32**

Interest rate sensitivity

A change of 50bps in interest rates would have following impact on profit before tax

Particulars	As at March 31, 2019	As at March 31, 2018
Interest rates - increase by 50 basis point (50 bps)	(3.52)	(5.01)
Interest rates - decrease by 50 basis point (50 bps)	3.52	5.01

(iii) Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet as fair value through OCI.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio.

Particular	Impact on profit after tax	
	Year ended March 31, 2019	Year ended March 31, 2018
NSE/BSE increase in 1% of price/NAV		
Investments in Quoted equity shares	40.35	23.04
Investments in Mutual Fund	68.94	1.27
NSE/BSE decrease in 1% of price/NAV		
Investments in Quoted equity shares	(40.35)	(23.04)
Investments in Mutual Fund	(68.94)	(1.27)

NOTE 44 - CAPITAL MANAGEMENT

(a) Risk Managements

The Company's aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The Company's capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short-term investments.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The debt equity ratio highlights the ability of a business to repay its debts. As at March 31, 2019, the ratio was -10.99%.

Particulars	As at March 31, 2019	As at March 31, 2018
Net Debt	(6,488.65)	749.58
Total Equity	59,049.88	44,040.54
Net Debt to Equity ratio	-10.99%	1.70%

(All amounts in INR lakhs, unless otherwise stated)

NOTE 44 - CAPITAL MANAGEMENT *(Contd.)*

(b) Dividend

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
(i) Equity Shares		
Final Dividend for the year ended March 31, 2018 INR 12.50 (March 31, 2017 - INR 6.00) per fully paid share	1,571.34	754.24
Dividend distribution tax on above	322.99	153.54
(ii) Dividend not Recognised at the end of reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of INR 18.75 per fully paid equity share (March 31, 2018 - INR 12.50). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	2,357.00	1,571.34
DDT on Proposed dividend	484.49	322.99

NOTE 45 - SEGMENT INFORMATION

(a) Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the Company. The Company operates in following business segment as per Indian Accounting Standard 108 "operating segments":

(a) **Chemicals** - Comprising of Industrial and Specialty Chemicals, Pesticides Intermediates, Polymer and Pharma Intermediates.

(b) **Environment** - Comprising of Soil enricher, Bio - pesticides and other Bio products. The Environment and Bio Tech (E&BT) segment is identified as discontinuing operations (Refer Note 46).

Segment revenue includes sales, export incentives, processing charges and other income from operations.

Segment Revenue in the geographical segments considered for disclosure are as follows :

(a) Revenue within India includes sales to customers located within India.

(b) Revenue outside India includes sales to customers located outside India.

Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

(b) Segment Result:

Particulars	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Segment Results (Profit before tax and interest)		
Continuing operation - Chemicals	26,756.29	13,969.89
Discontinuing operation - E&BT (Refer Note 46)	24.68	(80.57)
Total Segment Result	**26,780.97**	**13,889.32**
Less: Finance Cost	243.56	581.68
Other un-allocable expenditure (net of unallocable income)	3,260.96	2,758.09
Profit before tax	**23,276.45**	**10,549.55**

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 45 - SEGMENT INFORMATION *(Contd.)*

(c) Segment Revenue:

The segment revenue is measured in the same way as in the Statement of Profit and Loss.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Segment Revenue (Revenue from operations)		
Continuing operation - Chemicals	80,600.30	59,414.50
Discontinuing operation - E&BT (Refer Note 46)	1,895.72	1,694.06
Total Segment Revenue	**82,496.02**	**61,108.56**
Less: Inter segment revenue	—	—
Total Segment Revenue	**82,496.02**	**61,108.56**
Revenue from external customers:		
India	59,235.80	51,842.38
Other countries	23,260.22	9,266.18
Total Segment Revenue	**82,496.02**	**61,108.56**

(d) Segment Assets:

Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

Particulars	As at March 31, 2019	As at March 31, 2018
Segment Assets:		
Continuing operation - Chemicals	47,479.48	38,498.76
Discontinuing operation - E&BT (Refer Note 46)	1,328.66	1,486.70
Unallocated	29,078.66	21,792.80
Total Assets as per balance sheet	**77,886.80**	**61,778.26**
Total assets of Company broken down by location of the assets, is shown below:		
India	72,897.81	59,830.16
Other countries	4,988.99	1,948.10
Total Assets	**77,886.80**	**61,778.26**

(e) Segment Liabilities:

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment.

Particulars	As at March 31, 2019	As at March 31, 2018
Segment Liabilities:		
Continuing operation - Chemicals	9,650.98	8,285.71
Discontinuing operation - E&BT (Refer Note 46)	304.20	312.03
Unallocated	8,881.74	9,139.98
Total liabilities as per balance sheet	**18,836.92**	**17,737.72**
Total liabilities of Company broken down by location of the liabilities, is shown below:		
India	15,902.20	16,045.30
Other countries	2,934.72	1,692.42
Total Liabilities	**18,836.92**	**17,737.72**

The company has a customer based in Outside India which has accounted for more than 10% of the Company's total revenue. Total revenue from this customer is INR 8,318.25 Lakhs. (March 31, 2018 : INR 6,913.13 Lakhs) was accounted by another customer based in India).

NOTE 46 - DISCONTINUING OPERATION

(a) Description:

On March 29, 2017, the Board of Directors of the Company has approved divestment of Environment & Bio-tech (E&BT) division to Excel Bio Resources Limited (EBRL), a wholly owned subsidiary. Accordingly, on March 31, 2017, the Company signed a Business Transfer Agreement (BTA) to sell E&BT division to EBRL for consideration of INR 975 lakhs which is subject to net working capital and other adjustments as on the date of completion. Assets associated with E&BT division has been classified as held for sale along with liabilities directly associated with these assets.

The transaction is not completed pending fulfillment of certain conditions mentioned in BTA. The management of the Company continues to pursue for achievement of these conditions as at March 31, 2019.

(b) Financial information relating to the discontinuing operations is set out below.

Particulars	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Revenue	1,895.72	1,694.06
Expenses	1,838.10	1,745.46
Profit / (loss) from operating activities	**57.62**	**(51.40)**
Depreciation / amortization	32.94	29.17
Profit / (loss) before tax	**24.68**	**(80.57)**
Income-tax credit	(8.61)	27.88
Profit / (loss) from discontinuing operations after tax	**16.07**	**(52.69)**

(c) The carrying amount of assets and liabilities pertaining to discontinuing operations:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Assets classified as held for sale		
Non-current assets		
Property, plant and equipment	364.45	368.10
Capital work-in-progress	32.62	11.24
Other intangible assets	0.47	—
Financial assets	75.61	91.86
Other non-current assets	52.47	77.85
Current assets		
Inventories	272.94	328.37
Trade receivables	451.09	564.65
Financial assets	1.75	8.06
Cash and cash equivalents	4.62	5.44
Other current assets	72.64	31.13
Total assets of disposal group held for sale	**1,328.66**	**1,486.70**
Liabilities directly associated with assets classified as held for sale		
Trade payables	180.64	179.29
Financial liabilities	45.77	53.04
Other non-current and current liabilities	77.79	79.70
Total liabilities of disposal group held for sale	**304.20**	**312.03**

(d) The net cash flows attributable to the discontinuing operations are as below:

Particulars	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Operating activities	216.40	(235.44)
Investing activities	(50.94)	(76.30)
Financing Activities	(166.28)	310.30
Net cash inflows / (outflows)	(0.82)	(1.44)

There are certain condition for completing of divestment of business which are outside the control of the company. The company continue to pursue for fulfilment of these conditions, which it expect to favourabley achive, to enable completing of divestment of the said business.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 47 - RELATED PARTY DISCLOSURES AS PER IND AS 24

1. **Name of related parties and nature of relationship:**

(a) **Parent entity**

The Company is controlled by the following entity:

Name	Type	Place of incorporation	Ownership interest as at March 31, 2019	Ownership interest as at March 31, 2018
Anshul Specialty Molecules Private Limited (w.e.f August 23, 2017)	Immediate and Ultimate Parent Company	India	42.63%	42.63%
Utkarsh Global Holdings Private Limited (upto August 22, 2017)#	Immediate and Ultimate Parent Company	India	—	—

up to August 22, 2017, Utkarsh Global Holding Private Limited was holding ownership interest of 42.63%.

(b) **Subsidiaries**

Kamaljyot Investments Limited
Excel Bio Resources Limited

(c) **Key Management Personnel (KMP)**

Mr. Ashwin C. Shroff (Chairman and Managing Director)
Mrs. Usha A. Shroff (Executive Vice Chairperson)
Mr. Ravi Ashwin Shroff (Executive Director)
Mr. R. N. Bhogale (Independent Director)
Mr. H. N. Motiwala (Independent Director)
Mr. P. S. Jhaveri (Independent Director)
Mr. M. B. Parekh (Independent Director)
Mr. S. S. Vaidya (Independent Director)
Mr. R. M. Pandia (Independent Director)
Mr. Dipesh K. Shroff (Non - Executive Director)
Mr. Atul G. Shroff (Non - Executive Director)
Mr. R. K. Sood (Nominee Director - LIC)

Relatives of KMP with whom transactions have taken place:

Mr. Hrishit Ashwin Shroff (Son of Mr. Ashwin C Shroff and Mrs. Usha A Shroff)
Mrs. Anshul Amrish Bhatia (Daughter of Mr. Ashwin C Shroff and Mrs. Usha A Shroff)
Mrs. Kanaklata A Saraiya (Sister of Mrs. Usha A. Shroff)
Mrs. Uma Shailesh Kapadia (Sister of Mrs. Usha A. Shroff)

(d) **Enterprise over which KMP or their relative have significant influence and transactions have taken place:**

Agrocel Industries Private Limited
Anshul Specialty Molecules Private Limited (upto August 22, 2017)
Divakar Techno Specialities & Chemicals Private Limited
Mobitrash Recycle Ventures Private Limited*
Shree Vivekanand Research and Training Institute
C C Shroff Research Institute
Transpek Industry (Europe) Limited
Transpek Industry Limited
TML Industries Limited
C C Shroff Self Help Centre
Rashtriya Seva Trust
Shrujan Trust
Shrujan Creations
Shroff Family Charitable Trust
Shroff Foundation Trust

* also an associate company

(All amounts in INR lakhs, unless otherwise stated)

NOTE 47 - RELATED PARTY DISCLOSURES AS PER IND AS 24 *(Contd.)*

2. Related Party Transaction

Particulars	Sale of goods	Sale of services	Purchase of traded goods	Purchase of Services	Dividend Paid	Sales commission	Salary, Bonus, contribution to PF & Commission*	Directors Sitting fees	CSR Expenditure
Parent entity									
Anshul Specialty Molecules Private Limited	**0.55**	**35.25**	**4.34**	—	**669.84**	—	—	—	—
	—	—	—	—	—	—	—	—	—
Utkarsh Global Holdings Private Limited	—	—	—	—	—	—	—	—	—
	—	—	—	—	*321.52*	—	—	—	—
Subsidiaries									
Excel Bio Resources Limited	**2.69**	**0.14**	—	—	—	—	—	—	—
	3.96	*0.17*	—	—	—	—	—	—	—
Kamaljyot Investments Limited @	—	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	—	—	—
Enterprises owned or significantly influenced by key management personnel or their relatives									
Agrocel Industries Private Limited	**0.50**	**21.56**	**2.12**	—	—	—	—	—	—
	0.07	—	*1.32*	—	—	—	—	—	—
Transpek Industry Limited	—	—	—	—	**19.58**	—	—	—	—
	—	—	—	—	*9.40*	—	—	—	—
Divakar Techno Specialities & Chemicals Private Limited	—	—	—	—	—	**30.40**	—	—	—
	—	—	—	—	—	*32.43*	—	—	—
C C Shroff Research Institute	—	**0.11**	—	—	—	—	—	—	—
	—	*0.88*	—	—	—	—	—	—	—
C C Shroff Self Help Centre	—	—	**0.05**	—	—	—	—	—	—
	—	—	*0.16*	—	—	—	—	—	—
Transpek Industry (Europe) Limited	—	—	—	**0.49**	—	—	—	—	—
	—	—	—	*27.89*	—	—	—	—	—
Mobitrash Recycle Ventures Private Limited	**12.55**	**0.37**	—	—	—	—	—	—	—
	13.72	*0.21*	*0.11*	—	—	—	—	—	—
TML Industries Limited	**0.53**	—	—	—	—	—	—	—	—
	37.72	—	—	—	—	—	—	—	—
Shree Vivekanand Research and Training Institute	—	—	—	—	—	—	—	—	**100.85**
	—	—	—	—	—	—	—	—	*69.78*
Rashtriya Seva Trust	—	—	—	—	—	—	—	—	**5.00**
	—	—	—	—	—	—	—	—	—
Shroff Family Charitable Trust	—	**2.80**	—	—	—	—	—	—	—
	—	—	—	—	—	—	—	—	—
Shroff Foundation Trust	—	—	—	—	—	—	—	—	**50.00**
	—	—	—	—	—	—	—	—	—
Shrujan Trust	—	—	—	—	—	—	—	—	**10.10**
		—							
Shrujan Creations	—	—	**3.21**	—	—	—	—	—	—
		—							
Mr. Ashwin.C. Shroff	—	—	—	—	**10.38**	—	**274.48**	—	—
	—	—	—	—	*4.98*	—	*202.18*	—	—
Mrs. Usha A. Shroff	—	—	—	—	**0.81**	—	**185.45**	—	—
	—	—	—	—	*0.39*	—	*158.17*	—	—
Mr. Ravi A. Shroff	—	—	—	—	**5.96**	—	**194.93**	—	—
	—	—	—	—	*2.86*	—	*136.46*	—	—
Mr. Hrishit A. Shroff	—	—	—	—	**5.96**	—	**81.71**	—	—
	—	—	—	—	*2.86*	—	*56.96*	—	—
Mr. R. N. Bhogale	—	—	—	—	—	—	**14.00**	**3.20**	—
	—	—	—	—	—	—	*9.00*	*2.60*	—
Mr. H. N. Motiwala	—	—	—	—	—	—	**15.00**	**4.40**	—
	—	—	—	—	—	—	*9.00*	*4.00*	—
Mr. P. S. Jhaveri	—	—	—	—	—	—	**14.00**	**2.60**	—
	—	—	—	—	—	—	*9.00*	*2.40*	—
Mr. M. B. Parekh	—	—	—	—	—	—	**7.00**	**0.80**	—
	—	—	—	—	—	—	*5.00*	*0.80*	—
Mr. S. S. Vaidya	—	—	—	—	—	—	**7.00**	**1.00**	—
	—	—	—	—	—	—	*6.00*	*1.40*	—

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 48 - CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS *(Contd.)*

Particulars	Sale of goods	Sale of services	Purchase of traded goods	Purchase of Services	Dividend Paid	Sales commission	Salary, Bonus, contribution to PF & Commission*	Directors Sitting fees	CSR Expenditure
Mr. R. M. Pandia	—	—	—	—	—	—	**14.00**	**2.70**	—
	—	—	—	—	—	—	*8.00*	*1.70*	—
Mr. Dipesh K. Shroff	—	—	—	—	**1.08**	—	**11.00**	**1.30**	—
	—	—	—	—	—	—	*7.00*	*1.80*	—
Mr. Atul G. Shroff	—	—	—	—	**7.47**	—	**11.00**	**1.00**	—
	—	—	—	—	—	—	*7.00*	*1.20*	—
Mr. R. K. Sood	—	—	—	—	—	—	**7.00**	**0.80**	—
	—	—	—	—	—	—	*5.00*	*0.60*	—
Mrs. Anshul Amrish Bhatia	—	—	—	—	**2.70**	—	—	—	—
	—	—	—	—	*1.30*	—	—	—	—
Mrs. Kanaklata A. Saraiya	—	—	—	—	—	—	—	—	—
	—	—	—	—	*0.02*	—	—	—	—
Mrs. Uma Shailesh Kapadia	—	—	—	—	—	—	—	—	—
	—	—	—	—	*0.001*	—	—	—	—

Amount in bold represent the amount of March 31, 2019 and amount in italics represents amount of March 31, 2018.

*The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are not determinable. Further, remuneration key managerial personnel includes INR 37.13 lakhs (March 31, 2018: INR 31.59 lakhs) towards contribution to provident fund and other funds.

3. Outstanding Balances

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
The following balances are outstanding at the end of the reporting period in relation to transactions with related parties		
Receivables:		
Excel Bio Resources Limited	3.29	4.57
Anshul Specialty Molecules Private Limited	4.05	—
C C Shroff Research Institute	0.04	2.15
Transpek Industry Limited	0.02	—
Mobitrash Recycle Ventures Private Limited	30.32	27.54
Agrocel Industries Private Limited	16.97	10.00
TML Industries Limited	0.56	—
Shroff Family Charitable Trust	0.29	—
Payables:		
Divakar Techno Specialities & Chemicals Private Limited	17.45	17.21
C C Shroff Self Help Centre	0.05	—
Rashtriya Seva Trust	5.00	—
Shrujan Creations	0.16	—
Mobitrash Recycle Ventures Private Limited	0.11	0.11
Mr. Ashwin C. Shroff	129.00	111.00
Mrs. Usha A. Shroff	87.48	80.40
Mr. Ravi A. Shroff	91.87	70.40
Mr. R. N. Bhogale	14.00	9.00
Mr. H. N. Motiwala	15.00	9.00
Mr. P. S. Jhaveri	14.00	9.00
Mr. M. B. Parekh	7.00	5.00
Mr. S. S. Vaidya	7.00	6.00
Mr. R. M. Pandia	14.00	8.00
Mr. Dipesh K. Shroff	11.00	7.00
Mr. Atul G. Shroff	11.00	7.00
Mr. R. K. Sood	7.00	5.00

(All amounts in INR lakhs, unless otherwise stated)

NOTE 48 - CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

(a) Contingent Liabilities:

Particular	As at March 31, 2019	As at March 31, 2018
Income-tax	322.68	274.26
Excise duty	109.99	109.99
Sales tax	17.89	17.89
Custom duty	144.88	144.88
Claims against the Company not acknowledged as debts	30.28	30.28
Liability in respect of claims made by workers and contract labourers	Amount not ascertainable	Amount not ascertainable

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above contingent liabilities pending resolution of the respective proceedings.

(b) Contingent Assets:

The Company did not have any Contingent assets as at the end of the year.

(c) Commitments:

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Capital Commitments		
Capital expenditure contracted at the end of reporting period but not recognised as liabilities is as follows:		
Gross Capital Commitment	1,738.50	1,713.21
Less: Capital Advance (Refer Note 10)	341.95	288.09
Net Capital Commitments	**1,396.55**	**1,425.12**

(ii) Other Commitments

i) For other commitments relating to lease arrangements - (Refer Note 51)

ii) In terms of the Share Purchase Agreement (SPA) dated June 5, 2016 relating to the sale of shares in Excel Crop Care Limited, the Company, along with other selling shareholders, has agreed to certain indemnities, with overall restrictions on tenure, value etc., as more specifically agreed in the SPA. The Company has not received any such claims in terms of the SPA till March 31, 2019.

NOTE 49 - EARNINGS PER SHARE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Earnings per equity share for profit from continuing operation attributable to owners (in INR)		
(a) Basic earnings per share	120.84	58.13
(b) Diluted earnings per share	120.84	58.13
Earnings/(loss) per equity share for profit from discontinuing operation attributable to owners (in INR)		
(a) Basic earnings/(loss) per share	0.13	(0.42)
(b) Diluted earnings/(loss) per share	0.13	(0.42)
Earnings per equity share for profit from continuing and discontinuing operation attributable to owners (in INR)		
(a) Basic earnings per share	120.97	57.71
(b) Diluted earnings per share	120.97	57.71

(All amounts in INR lakhs, unless otherwise stated)

NOTE 49 - EARNINGS PER SHARE *(Contd.)*

Earnings used in calculating earnings per share

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Basic earnings per share		
Profits/(Loss) attributable to the equity holders of the Company used in calculating basic earnings per share:		
From continuing operation	15,190.40	7,306.73
From discontinuing operation	16.07	(52.69)
Diluted earnings per share		
Profits/(Loss) attributable to the equity holders of the Company used in calculating diluted earnings per share:		
From continuing operation	15,190.40	7,306.73
From discontinuing operation	16.07	(52.69)

Weighted average number of shares used as the denominator

Particulars	Year ended March 31, 2019 Number of shares	Year ended March 31, 2018 Number of shares
Weighted average number of equity shares used as the denominator in calculating basic earning per share	12,570,692	12,570,692
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	12,570,692	12,570,692

NOTE 50 - DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Amount required to be spent as per Section 135 of the Act	80.99	71.85
Amount spent during the year on:		
(i) Construction/Acquision of assets	—	—
(ii) On purpose other than (i) above	129.93	85.10
Total	**129.93**	**85.10**

NOTE 51 - LEASE

(a) Finance Lease:

In respect of finance lease obligations, future Minimum Lease Payments and their Present Value are as follows:

	As at March 31, 2019		As at March 31, 2018	
	Minimum Payments	Present Value of MLP	Minimum Payments	Present Value of MLP
(a) Not later than one year	69.28	66.99	253.13	232.05
(b) Later one year but not later than five years	—	—	69.28	66.99
(c) Later than five years	—	—	—	—
Total minimum lease payments	**69.28**	**66.99**	**322.41**	**299.04**
Less : Amounts representing Finance charges	(2.29)	—	(23.37)	—
Present value of Minimum Lease Payments	**66.99**	**66.99**	**299.04**	**299.04**

NOTE 51 - LEASE *(Contd.)*

(b) Operating Lease:

Office premises, godowns and furniture and fixture are obtained on operating leases for various tenors.

These lease arrangements range for a period between 11 months and 9 years, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Particulars	As at March 31, 2019	As at March 31, 2018
Commitments for minimum lease payments in relation to non - cancellable operating leases are payable as follows:		
(a) Not later than one year	104.44	66.84
(b) Later than one year but not later than five years	95.76	34.35
(c) Later than five years	—	—
Lease payments recognized in the Statement of Profit and Loss during the year	**116.28**	**93.26**

NOTE 52 - RESEARCH AND DEVELOPMENT COSTS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Research and Development costs, debited to the Statement of Profit and Loss are as under:		
Revenue expenses debited to Research and Development Expenses Account and other heads of accounts*	667.91	590.10
Depreciation on Research and Development Equipment	71.91	82.37
	739.82	**672.47**

* includes INR 245.62 lakhs, INR 105.62 lakhs and INR 282.86 lakhs (Previous Year: INR 220.26 lakhs, INR 116.88 lakhs and INR 231.01 lakhs) in respect of Research and Development units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology.

Capital Expenditure incurred during the year on Research and Development INR 13.92 lakhs (Previous Year INR 181.32 lakhs) [including capital expenditure on qualifying assets of INR 9.93 lakhs, INR 2.71 lakhs and INR 1.28 lakhs (Previous Year: INR 15.91 lakhs, INR 82.40 lakhs and INR 72.60 lakhs in respect of Research and Development Units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology)].

NOTE 53 - DETAILS OF DONATION TO A POLITICAL PARTY

The Company has given donation to political parties amounting to INR Nil (Previous Year - INR 25.00 lakhs), which is included in Note-39, Miscellaneous expenses.

NOTE 54 - STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards issued, but not yet effective upto the date of issuance of the Company's standalone financial statements is disclosed below. The Company shall adopt these as and when they becomes effective.

(a) Ind AS 116 Note on Lease

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Second Amendment Rules, 2019, notifying Ind AS 116, 'Leases'. This will replace Ind AS 17, Leases. Ind AS 116 sets out the principles of recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases on their balance sheet. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets and 'short term' leases. At the commencement date of a lease, lessees are required to recognise a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-to-use asset.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 54 - STANDARDS ISSUED BUT NOT YET EFFECTIVE *(Contd.)*

The new standard is mandatory for financial years commencing on or after April 1, 2019. The standard permits either full retrospective or a modified retrospective approach for the adoption. The Company plans to adopt Ind AS 116 using modified retrospective approach.

The Company is currently evaluating the impact this standard will have on the financial statement.

(b) Appendix C, Uncertainty over Income Tax Treatment to Ind AS 12, Income Taxes:

The Appendix clarifies how to apply the recognition and measurement principles while recognizing current tax, deferred tax, taxable profits (losses), tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over tax treatments under Ind AS 12. As per the Appendix, the Company needs to assess whether it is probable that a tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings. The Appendix will be applied retrospectively with the cumulative effect of its initial application on the opening balance sheet as on 1st April 2019.

The impact of the Appendix on the Financial Statements, as assessed by the Company, is expected to be not material.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of Excel Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Excel Industries Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associate company (refer Note 44 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income) , the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 associate company as at March 31, 2019, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associate company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 sub-paragraph 14 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Assessment of the valuation of investment in equity instruments of unlisted companies: (Refer Note 7 to the consolidated financial statements) The Company has investments amounting to Rs. 14,754.54 lakhs in equity instruments of certain unlisted companies, which are fair valued through Other comprehensive income at each reporting date.	Our procedures in relation to management's valuation of investments in equity instruments of unlisted companies included: • Understanding and evaluating the design and operating effectiveness of controls over valuation of investment in such equity instruments.
Assessment of the valuation of investment in equity instruments of unlisted companies: (Refer Note 7 to the consolidated financial statements) The Company has investments amounting to Rs. 14,754.54 lakhs in equity instruments of certain unlisted companies, which are fair valued through Other comprehensive income at each reporting date. This is a key audit matter because of significance of the carrying value of these investments to the total assets and the extent of management judgement involved in the valuation of such investments. An independent valuer was engaged as an expert by the management to determine the fair value, who ascertained the fair value based on the Comparable Companies' Multiple Inputs. The key judgements involved in the valuation were identification of comparable companies, assessment of maintainable EBIDTA and other relevant valuation parameters.	Our procedures in relation to management's valuation of investments in equity instruments of unlisted companies included: • Understanding and evaluating the design and operating effectiveness of controls over valuation of investment in such equity instruments. • Evaluating the management expert's independence, competence, capabilities and objectivity; • Using auditors' expert to assist in audit of valuation approach and methodology and other factors such as valuation parameters. • Checking the accuracy and reasonableness of the input data provided by management to the management expert, with supporting evidence, such as revenue, EBIDTA, PAT of investee company for the year ended March 31, 2019; • Testing the mathematical accuracy of the valuation report. • Assessing adequacy of the presentation and disclosures. Based on the audit procedures performed, we found management's assessment in respect of valuation of investment in equity instruments of unlisted companies to be reasonable.

Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our and other auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate company are responsible for assessing the ability of the Group and of its associate company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. The respective Board of Directors of the companies included in the Group and of its associate company are responsible for overseeing the financial reporting process of the Group and of its associate company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

11. We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

14. We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 14,108.71 lakhs and net assets of Rs. 11,329.03 lakhs as at March 31, 2019, total revenue of Rs. 2.69 lakhs, total comprehensive income (comprising of profit and other comprehensive income) of Rs. 2,127.73 lakhs and net cash outflows amounting to Rs. 219.16 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated

financial statements also include the Group's share of total comprehensive income (comprising of loss and other comprehensive income) of Rs. Nil for the year ended March 31, 2019 as considered in the consolidated financial statements, in respect of one associate company whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and the associate company and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries and associate company, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

15. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records 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.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and the associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2019 on the consolidated financial position of the Group and its associate company - Refer Note 46 to the consolidated financial statements;

(ii) The Group and its associate company had long-term contracts including derivative contracts as at March 31, 2019 for which there were no material foreseeable losses;

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2019. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiaries and associate company, which are incorporated in India, during the year ended March 31, 2019; and

(iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended March 31, 2019.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Vipin R. Bansal
Partner
Membership Number: 117753

Place : Mumbai
Date : May 24, 2019

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditors' Report of even date to the members of Excel Industries Limited on the consolidated financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Excel Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date. Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is not applicable to one associate company in India, namely MobiTrash Recycle Ventures Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 internal financial controls over financial reporting was 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 internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement , including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

   Our opinion is not modified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Vipin R. Bansal
Partner
Membership Number: 117753

Place : Mumbai
Date : May 24, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	23,663.62	20,152.20
Capital work-in-progress		1,162.14	2,340.07
Investment properties	4	145.35	97.67
Intangible assets	5	31.99	48.17
Intangible assets under development		21.18	—
Investments in joint venture and associate	6	—	—
Financial assets			
(i) Investments	7	31,704.31	27,125.06
(ii) Loans	8	412.11	459.43
(iii) Other financial assets	9	0.33	—
Current tax assets (net)		1,399.27	1,374.80
Other non-current assets	10	356.52	313.37
Total non-current assets		**58,896.82**	**51,910.77**
Current assets			
Inventories	11	6,874.68	5,584.43
Financial assets			
(i) Investments	12	7,652.59	1,032.64
(ii) Trade receivables	13	15,838.76	12,464.25
(iii) Cash and cash equivalents	14	358.94	403.49
(iv) Bank balances other than (iii) above	15	81.00	116.51
(v) Loans	16	436.16	194.44
(vi) Other financial assets	17	202.42	195.45
Other current assets	18	1,228.33	915.31
Total current assets		**32,672.88**	**20,906.52**
Total assets		**91,569.70**	**72,817.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	628.53	628.53
Other equity	20	69,327.87	52,618.78
Total equity		**69,956.40**	**53,247.31**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	21	6.25	89.51
Employee benefit obligations	22	1,152.91	1,247.44
Deferred tax liabilities (net)	23	8,765.02	7,067.78
Total non-current liabilities		**9,924.18**	**8,404.73**
Current liabilities			
Financial liabilities			
(i) Borrowings	24	615.38	660.74
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises	25	2.00	4.34
(b) total outstanding dues other than (ii) (a) above	25	9,979.71	8,730.44
(iii) Other financial liabilities	26	616.15	916.84
Employee benefit obligations	27	314.97	451.44
Current tax liabilities (net)		3.18	52.05
Other current liabilities	28	157.73	349.40
Total current liabilities		**11,689.12**	**11,165.25**
Total liabilities		**21,613.30**	**19,569.98**
Total equity and liabilities		**91,569.70**	**72,817.29**
Significant accounting policies	1		
Critical estimates and judgements	2		

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No.: 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
CONTINUING OPERATIONS			
Revenue from operations	29	82,496.02	61,112.77
Other income	30	589.57	530.06
Total income		**83,085.59**	**61,642.83**
EXPENSES			
Cost of materials consumed	31	35,369.22	27,008.79
Purchase of stock in trade	32	536.50	669.36
(Increase)/decrease in inventories of finished goods, work-in-progress and stock in trade	33	(850.61)	(536.69)
Excise duty	34	—	1,235.87
Employee benefits expenses	35	7,601.15	7,437.94
Depreciation and amortisation expenses	36	1,812.46	1,523.19
Other expenses	37	14,952.37	13,029.98
Finance Costs	38	243.70	581.79
Total expenses		**59,664.79**	**50,950.23**
Profit before share of net profits of investments accounted for using equity method and tax		**23,420.80**	**10,692.60**
Share of net profit / (loss) of associate and joint venture accounted for using equity method		—	—
Profit before tax		**23,420.80**	**10,692.60**
Tax expense	23		
— Current tax		7,600.40	2,640.35
— Deferred tax		474.87	661.37
— Tax in respect of earlier years		0.10	1.53
Total tax expense		**8,075.37**	**3,303.25**
Profit for the year		**15,345.43**	**7,389.35**
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
Remeasurement gains/(losses) on net defined benefit plans	39	146.60	111.07
Changes in Fair Value of Equity Instruments	7	4,333.76	7,050.78
(ii) Tax relating to above	23	(1,222.37)	(1,387.90)
B (i) Items that will be reclassified to profit or loss		—	—
(ii) Tax relating to above		—	—
Other Comprehensive Income for the year, net of tax		**3,257.99**	**5,773.95**
Total Comprehensive Income for the year		**18,603.42**	**13,163.30**
Earnings per share (in INR)	47		
Basic		122.07	58.78
Diluted		122.07	58.78

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No.: 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items and tax	23,420.80	10,692.60
Adjustments for:		
Depreciation and amortisation expenses	1,812.46	1,523.19
Finance costs	243.70	581.79
Provision for doubtful debts Receivables (net)	43.12	234.73
Unrealised exchange differences (net)	38.30	(38.21)
Dividend Income	(435.37)	(394.98)
Interest Income	(50.76)	(54.68)
Gain on fair valuation of investments through profit and loss	(19.72)	(30.01)
Profit on sale of investment	(0.29)	—
Net loss on sale / discard of property, plant and equipment	63.09	110.46
Operating profit before working capital changes	**25,115.33**	**12,624.89**
Adjustments for:		
(Increase) / decrease in Inventories	(1,290.25)	(73.33)
(Increase) / decrease in Trade Receivables	(3,517.91)	(644.79)
(Increase) / decrease in Other Bank balances	44.32	(0.96)
(Increase) / decrease in Loans (Current and Non current)	55.60	(140.94)
(Increase) / decrease in Other Financial Assets (Current)	(0.34)	(137.65)
(Increase) / decrease in Other Assets (Current and Non current)	(302.31)	480.23
Increase / (decrease) in Trade Payables	1,308.91	2,495.54
Increase / (decrease) in Other Financial Liabilities (Current)	51.97	(19.48)
Increase / (decrease) in Employee benefit obligations (Current and Non current)	(84.40)	(53.34)
Increase / (decrease) in Other Current Liabilities	(191.67)	(6.24)
	21,189.25	**14,523.93**
Less: Income taxes paid (net of refunds)	7,673.74	2,614.84
NET CASH INFLOW GENERATED FROM OPERATING ACTIVITIES – [A]	**13,515.51**	**11,909.09**
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Tangible assets (including capital work in progress, capital advances and Capital Vendor)	(4,620.66)	(5,196.57)
Purchase of Intangible assets	(29.48)	(31.12)
Proceed from sale of fixed assets	145.05	23.24
Fixed Deposits with Banks (net)	—	168.00
Proceeds from sale of Investments	2,421.00	377.03
Interest received	43.80	52.23
Dividend received	435.37	394.98
Inter corporate deposit given	(250.00)	—
Purchase of current investments	(9,266.53)	(311.48)
NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES – [B]	**(11,121.45)**	**(4,523.69)**

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Borrowings	—	5,991.43
Repayment of Borrowings	(296.43)	(11,790.91)
Repayment of Fixed deposits accepted from public (including Interest)	(4.38)	(6.32)
Dividend Paid (Including DDT)	(1,894.33)	(907.78)
Interest Paid	(243.47)	(592.40)
NET CASH (OUTFLOW) FROM FINANCING ACTIVITIES — [C]	**(2,438.61)**	**(7,305.98)**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS — [A+B+C]	(44.55)	79.31
Add: Cash and cash equivalents at the beginning of the year (Refer Note 14)	403.49	324.18
Cash and cash equivalents at the end of the year (Refer Note 14)	**358.94**	**403.49**
Components of cash and cash equivalents		
Balances with Banks		
In current accounts	358.94	403.49
Total cash and cash equivalents	**358.94**	**403.49**

Notes:

1. The consolidated cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
2. The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No.: 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

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Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

Particulars	Notes	Amount
As at March 31, 2018		**628.53**
Changes in equity share capital	19	—
As at March 31, 2019		**628.53**

B. OTHER EQUITY

Particulars	Notes	Attributable to owners of Excel Industries Limited							
		Reserves and surplus			Other reserves				
		Securities premium	General Reserve	Capital redemption reserve	Capital Reserve	Retained Earnings	Statutory Reserve	FVOCI – Equity investments	Total other equity
Balance at March 31, 2017		**534.37**	**20,087.32**	**16.77**	**0.01**	**5,236.61**	**403.51**	**14,084.67**	**40,363.26**
Profit for the year		—	—	—	—	7,389.35	—	—	7,389.35
Other comprehensive income		—	—	—	—	48.03	—	5,725.92	5,773.95
Total comprehensive income for the year		**—**	**—**	**—**	**—**	**7,437.38**	**—**	**5,725.92**	**13,163.30**
Transfer from Retained Earnings		—	4,500.00	—	—	(4,525.29)	25.29	—	—
Dividend paid (Including dividend distribution tax)	42	—	—	—	—	(907.78)	—	—	(907.78)
Balance at March 31, 2018		**534.37**	**24,587.32**	**16.77**	**0.01**	**7,240.92**	**428.80**	**19,810.59**	**52,618.78**
Profit for the year		—	—	—	—	15,345.43	—	—	15,345.43
Other comprehensive income		—	—	—	—	95.86	—	3,162.13	3,257.99
Total comprehensive income for the year		**—**	**—**	**—**	**—**	**15,441.29**	**—**	**3,162.13**	**18,603.42**
Transfer from Retained Earnings		—	5,000.00	—	—	(5,022.06)	22.06	—	—
Dividend paid (Including dividend distribution tax)	42	—	—	—	—	(1,894.33)	—	—	(1,894.33)
Balance at March 31, 2019		**534.37**	**29,587.32**	**16.77**	**0.01**	**15,765.82**	**450.86**	**22,972.72**	**69,327.87**

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No.: 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
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DIN: 00019952

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N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

BACKGROUND

Excel Industries Limited (the Company or the Holding Company), its subsidiaries, associate and joint venture together referred to as the Group. Excel Industries Limited (The Company or the Holding Company) is a public company domiciled in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. The Holding Company is engaged in manufacturing and selling of Chemicals, Pharma intermediates and Environmental products. Chemicals comprising of Industrial and Specialty chemicals and Pesticides Intermediates. Environmental products comprising of Soil Enricher, Bio - Pesticides and other Bio-products (E&BT). The Holding Company caters to both domestic and international markets. The Holding Company is also engaged in manufacturing activity on behalf of third parties. Excel Bio Resources Limited is a wholly owned subsidiary of the Company and is in the process of exploring business opportunities in the areas of renewable bio-resources, waste management, renewable energy and biotechnological processes. Kamaljyot Investments Limited, a Non Banking Financial Company, another wholly owned subsidiary of the Company, is primarily engaged in activities of Investment Holding and Financing.

NOTE 1 — Significant Accounting Policies:

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These accounting policies have been consistently applied to all the years presented by the Group unless otherwise stated.

These consolidated financial statements were authorised for issue by the Company's Board of Directors on May 24, 2019.

A. Basis of preparation

(i) Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

The consolidated financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities (including derivative instruments) is measured at fair value;
- assets held for sale - measured at lower of carrying amount or fair value less cost to sell; and
- defined benefit plans- plan assets measured at fair value.

(iii) Amended standards adopted by the Group

The Group has applied the following Ind AS pronouncements and amendments for the first time with effect from April 1, 2018.

* Ind AS 115, Revenue from Contract from customers.

* Apendix B, Foreign Curency Transactions and advances consideration to Ins AS 21, the effect of change in Foreign Exchange Rates.

* Amendments to Ind AS 40, Investment Property.

* Amendments to Ind AS 12, Income Taxes.

The Group has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April 2018 and it has no material impact on the consolidated financial statements of the Company.

Other amendments listed above did not have any impact on the standalone financial statements.

(iv) Current and non current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

B. Principles of consolidation and equity accounting

The Consolidated financial statements comprise of the financial statements of Excel Industries Limited ("the Holding Company"), its subsidiaries, associate and joint venture. The details of the share holding held by the Group is given in Note 44.

(i) Subsidiaries

Subsidiaries are all entities over which The Group has control. The Group controls an entity when The Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by The Group.

(ii) Associate

Associate is an entity over which The Group has significant influence but not control or joint control. This is generally the case where The Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see note (iv) below), after initially being recognised at cost.

(iii) Joint ventures

Investments in joint ventures are accounted for using the equity method (See note (iv) below), after initially being recognised at cost in the consolidated balance sheet.

(iv) Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in statement of profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

C. Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM). The Chairman and Managing Director is designated as CODM. Refer Note 43 for segment information presented.

D. Foreign Currency Translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group's entities are measured using the currency of the primary economic environment in which the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (INR) which is the functional and presentation currency of the Group.

(ii) Transaction and balances

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign entity are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined. Exchange differences arising on the settlement of monetary items or on translating monetary items are recognised in the Statement of Profit and Loss.

E. Revenue recognition

Effective April 1, 2018, the Group has adopted Ind AS 115, Revenue from Contract with Customer using the modified retrospective approach and there are no material adjustments required to be made in retained earnings as at April 1, 2018.

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Group recognises revenue for such services over time when the performance obligation is completed.

Sale of goods:

Revenue from sale of products is recognized when the Group satisfies a performance obligation in accordance with the provisions of contract with customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolesce and loss pass to the customer and the Group has present right to payment, all of which occurs at a point in time upon shipment or delivery of goods. The Group collects goods and services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered. The Group collects service tax / GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Export incentives

Income from export incentives such as Duty drawback / MEIS scheme etc. are recognised on accrual basis to the extent the ultimate realisation is reasonably certain.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.

Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Gain on sales of Securities

Gain and losses on sale of securities are recognised on trade date basis. Gains and losses on sale of securities are determied based on the weighted average cost method of accounting.

F. Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

G. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Profit and Loss Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Group will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

H. Leases

As a lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

I. Impairment of Non-Financial Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

J. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

K. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

L. Inventories

Raw material, stores and spares, packing material,work in progress, traded and finished goods are stated as lower of cost and net realisable value. Cost of Raw material store and spare, packing material and traded goods comprises of cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of monthly simple weighted average. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

By-products and unserviceable/damaged finished goods are valued at estimated net realisable value.

M. Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Measurement

At initial recognition, The Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt Instruments

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair Value through Other Comprehensive Income (FVOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

Fair Value through Profit or Loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where The Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when The Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Group assesses if there is any significant increase in credit risk pertaining to the assets and accordingly creates necessary provisions, wherever required.

N. Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period and impact is recorded in the profit and loss account.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 41. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

O. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

P. Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation/amortisation and impairments, if any. Historical cost includes tax, duties, freight and other incidental expenditure that is directly attributable to the acquisition of the items. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.to the acquisition of the items. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the year end.

Depreciation methods, estimated useful lives and residual value

As per technical evaluation of The Group the useful life considered for the following items are different than the life stipulated in Schedule II to the Companies Act 2013:

Description of Asset	Depreciation rates	Schedule II rates
Buildings	1.58%-31.67%	1.58%
Road	9.50%-20.58%	9.50%
Plant and Machinery - Metallic	5.28%	4.75%
Plant and Machinery - Non-metallic	11.88%	4.75%
Electrical Installations	9.50%-32.64%	9.50%

Assets individually costing INR 25,000 or less are depreciated fully in the year of acquisition.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that The Group will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement profit or loss.

Q. Investment property

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by The Group, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties are depreciated using the straight-line method over their estimated useful lives. Investment properties generally have useful life of 25-40 years. The useful life has been determined based on technical evaluation performed by the management expert.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

Though The Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

R. Intangible assets and Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, but not exceeding the period given here under:

Category	Useful life
Computer software	4 years

S. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

T. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the statementof profit or loss.

Borrowings are classified as current liabilities unless The Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

U. Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

V. Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognised when The Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent asset is disclosed and not recognised, where an inflow of economic benefits is probable.

W. Employee Benefits

(i) Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Long-term employee benefit obligations

Leave Obligation:

The liabilities for leave obligation acturies which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related services. They are therefore measured as the present value of expected payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

Long Service awards:

The Group provides for the long service awards for eligible employees as per the scheme announced by the Group. The liability towards the long services awards is provided at each balance sheet date on the basis of independent actuary valuation.

Defined benefit plan — Gratuity:

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost..

Defined benefit plan — Voluntary early separation scheme:

The Group also has a defined benefit plan for its employees, i.e. Medical Voluntary retirement scheme in which employees suffering from continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period up to 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. This Scheme is not funded.

Defined Contribution Plan — Provident Fund:

The Group pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined Contribution Plan — Superannuation Fund:

The Group makes contribution to the Superannuation Scheme, a defined contribution scheme, administered by insurance companies. The Company has no obligation to the scheme beyond its monthly contributions.

There are no obligations other than the contribution payable to the Superannuation Fund Trust. The Group recognises contribution payable to the Superannuation Fund as an expenditure, when an employee renders the related service. The contribution is charged to the statement of profit and loss of the year when the contribution accrues. The scheme is funded with a insurance group in the form of qualifying insurance policies.

(iii) Bonus plans

The Group recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES *(Contd.)*

X. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Y. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

Z. Earnings Per Share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of The Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

AA. Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

NOTE 2 — CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affect only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgements are as under:

(a) Estimation of current tax expenses and payable:

Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where The Company operates. Any difference between the estimates and final tax assessments will impact the income tax as well the resulting assets and liabilities.

(b) Estimated fair value of unlisted securities:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. This involves selection of valuation method, developing estimates, identification of comparable companies, assessment of maintainable EBITA and other relevant valuation parameters. Estimated fair values may vary from the actual price that would be achieved in an arms length transaction at the reporting date.

(c) Useful lives of Property plant and equipment and Intangible assets

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

(d) Estimation of Long Term Employee Benefis:

The liabilities of the Group arising from long term employee benefit and the related current service cost, are determined on an actuarial basis using various assumptions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 2. CRITICAL ACCOUNTING JUDGEMENTS ASSUMPTIONS AND ESTIMATES *(Contd.)*

(e) Impairment of financial assets (including trade receivables):

Allowance for doubtful receivables represent the estimate of losses that could arise due to inability of the customer to make payments when due. These estimates are based on the customer ageing, customer category, specific credit circumstances and the historical experience of The Company as well as forward looking estimates at the end of each reporting period.

(f) Estimation of Provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Group. The Group exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

NOTE 3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture, fixture and office equipments	Vehicles	Technical books	Total
Year ended March 31, 2018											
Gross carrying amount											
Opening gross carrying amount	521.85	216.47	3,629.04	13,778.20	162.69	562.16	153.08	290.16	219.81	1.34	19,534.80
Additions	24.50	—	582.14	2,455.88	50.05	109.23	198.12	125.77	53.97	—	3,599.66
Disposals / Adjustments	—	—	3.50	(123.40)	(0.45)	(0.59)	(2.48)	(10.28)	—	—	(133.70)
Closing gross carrying amount	**546.35**	**216.47**	**4,214.68**	**16,110.68**	**212.29**	**670.80**	**348.72**	**405.65**	**273.78**	**1.34**	**23,000.76**
Accumulated depreciation											
Opening accumulated depreciation	—	3.69	112.07	1,057.12	39.86	50.27	21.44	52.20	24.17	0.32	1,361.14
Depreciation charge during the year	—	3.69	122.98	1,107.87	44.70	69.59	31.41	71.79	35.21	0.18	1,487.42
Closing accumulated depreciation	—	**7.38**	**235.05**	**2,164.99**	**84.56**	**119.86**	**52.85**	**123.99**	**59.38**	**0.50**	**2,848.56**
Net carrying amount	**546.35**	**209.09**	**3,979.63**	**13,945.69**	**127.73**	**550.94**	**295.87**	**281.66**	**214.40**	**0.84**	**20,152.20**

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and machinery	Data processing equipments	Electrical installation	Laboratory equipments	Furniture fixture and office equipments	Vehicles	Technical books	Total
Year ended March 31, 2019											
Gross carrying amount											
Opening gross carrying amount	546.35	216.47	4,214.68	16,110.68	212.29	670.80	348.72	405.65	273.78	1.34	23,000.76
Additions	—	—	483.62	3,840.08	110.54	178.87	70.40	785.74	84.76	1.21	5,555.22
Disposals / Adjustments	—	—	(127.85)	(156.65)	(0.30)	(5.29)	(0.07)	(6.83)	(9.62)	—	(306.61)
Closing gross carrying amount	**546.35**	**216.47**	**4,570.45**	**19,794.11**	**322.53**	**844.38**	**419.05**	**1,184.56**	**348.92**	**2.55**	**28,249.37**
Accumulated depreciation											
Opening accumulated depreciation	—	7.38	235.05	2,164.99	84.56	119.86	52.85	123.99	59.38	0.50	2,848.56
Depreciation charge during the year	—	3.69	149.92	1,274.28	52.97	86.66	40.08	134.67	42.09	0.40	1,784.76
Disposals	—	—	(6.54)	(35.96)	(0.26)	—	(0.03)	(2.35)	(2.43)	—	(47.57)
Closing accumulated depreciation	**—**	**11.07**	**378.43**	**3,403.31**	**137.27**	**206.52**	**92.90**	**256.31**	**99.04**	**0.90**	**4,585.75**
Net carrying amount	**546.35**	**205.40**	**4,192.02**	**16,390.80**	**185.26**	**637.86**	**326.15**	**928.25**	**249.88**	**1.65**	**23,663.62**

Notes:

(a) Buildings include cost of shares in co-operative housing societies INR 0.01 lakhs (Previous Year: INR 0.01 lakhs).

(b) Leased assets

Property, plant and equipment includes the following assets where the Group is a lessee under a finance lease:

Particulars	As at March 31, 2019	As at March 31, 2018
Plant and machinery		
Cost/Deemed cost	1,585.03	1,619.86
Accumulated depreciation	(298.89)	(204.82)
Net carrying amount	**1,286.14**	**1,415.04**

The lease term in respect of assets acquired under finance leases generally expire within three to five years. The legal title to these items vests with lessor during lease period. At the expiry of lease period, the Group has the option to acquire the leased assets at a nominal price as mentioned in lease arrangement. As at March 31, 2019, Plant and Machinery having net carrying value of INR 153.69 lakhs (Previous year : INR 850.38) lakhs are pending transfer in name of the Group for which lease obligations have been fully discharged and are included in INR 1,286.14 lakhs (Previous Year : INR 1,415,04 Lakhs) above.

(c) Property, plant and equipment pledged as security

Refer Note 24(b) for information on Property, plant and equipments pledged as security by the Group.

(d) Contractual obligations

Refer Note 46(c)(i) for disclosure of contractual commitments for the acquisition of property, plant and equipments.

(e) Disposal/ adjustments for the current year includes INR 57.24 lakhs (Gross carrying amount) and INR 6.34 lakhs (Accumulated depreciation) being transfer to investment properties. Refer Note 4.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 4. INVESTMENT PROPERTIES

Particulars	As at March 31, 2019	As at March 31, 2018
Gross Carrying amount		
Opening gross carrying amount/Deemed Cost	102.29	102.29
Add: Transfer from Property, Plant and Equipment (Refer Note 3(e))	57.24	—
Closing gross carrying amount	**159.53**	**102.29**
Accumulated depreciation		
Opening accumulated depreciation	**4.62**	**2.31**
Add: Transfer from Property, Plant and Equipment (Refer Note 3(e))	6.34	—
Less: Depreciation charge for the year	3.22	2.31
Closing accumulated depreciation	**14.18**	**4.62**
Net Carrying amount	**145.35**	**97.67**

(i) Amounts recognised in the Statement of Profit or Loss for investment properties

Particulars	As at March 31, 2019	As at March 31, 2018
Rental income	44.21	11.42
Direct operating expenses for property that generated rental income	1.17	1.88
Direct operating expenses for property that did not generate rental income	0.84	0.76
Profit from investment properties before depreciation	**42.20**	**8.78**
Depreciation	3.22	2.31
Profit from investment properties	**38.98**	**6.47**

(ii) Leasing arrangements

Certain investment properties are leased to tenants under operating leases with rentals payable monthly. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Within 1 year	39.59	7.22
Later than 1 year but not later than 5 years	112.35	1.76
Later than 5 years	—	—
Total	**151.94**	**8.98**

(iii) Fair value of investment properties

Particulars	As at March 31, 2019	As at March 31, 2018
Investment Properties	693.39	293.39

(iv) Estimation of fair value

The Group periodically obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties.

The fair values of investment properties have been determined by independent valuer who holds recognised and relevant professional qualification.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 5. INTANGIBLE ASSETS

Particulars	Computer software	Total
Year ended March 31, 2018		
Gross carrying amount		
Opening gross carrying amount	**118.08**	**118.08**
Additions	31.12	31.12
Closing gross carrying amount	**149.20**	**149.20**
Accumulated amortisation		
Opening accumulated amortisation	67.57	67.57
Amortisation charge for the year	33.46	33.46
Closing accumulated amortisation	**101.03**	**101.03**
Closing Net carrying amount	**48.17**	**48.17**
Year ended March 31, 2019		
Gross carrying amount		
Opening gross carrying amount	149.20	149.20
Additions	8.30	8.30
Closing gross carrying amount	**157.50**	**157.50**
Accumulated amortisation		
Opening accumulated amortisation	101.03	101.03
Amortisation charge for the year	24.48	24.48
Closing accumulated amortisation	**125.51**	**125.51**
Closing net carrying amount	**31.99**	**31.99**

NOTE 6. INVESTMENTS IN JOINT VENTURE AND ASSOCIATE

Particulars	As at March 31, 2019	As at March 31, 2018
Unquoted equity instruments at cost (Refer Note 44)		
Investments in associate		
3,998 (March 31, 2018: 3,998) Equity shares of INR 10 each fully paid up in Mobitrash Recycle Ventures Private Limited	0.40	0.40
Less : Share of loss on associate restricted to the carrying value of investment	(0.40)	(0.40)
	—	—
Investment in joint venture		
468,000 (March 31, 2018: 468,000) Equity shares of Hongkong $ 1 each fully paid up in Wexsam Limited, Hong Kong	27.26	27.26
Less : Impairment in value of investment	(27.26)	(27.26)
	—	—
Total	**—**	**—**
Aggregate amount of unquoted Investments	—	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 7. NON-CURRENT INVESTMENTS

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Investment in Equity Instruments (fully paid-up)		
Quoted at FVOCI		
584,977 (March 31, 2018: 584,977) Equity shares of INR 10 each fully paid up in Punjab Chemicals and Crop Protection Limited	4,009.43	2,270.59
4,285 (March 31, 2018: 4,285) Equity shares of INR 10 each fully paid up in TIL Limited	11.10	19.14
13,400 (March 31, 2018: 13,400) Equity shares of INR 10 each fully paid up in Bank of India	13.97	13.88
6,198 (March 31, 2018: 6,198) Equity share of INR 10 each fully paid in Aimco Pesticides Ltd	7.94	9.79
1,000 (March 31, 2018: 1,000) Equity share of INR 2 each fully paid in Ajanta Pharma Limited	10.30	14.06
702,703 (March 31, 2018: 702,703) Equity share of INR 10 each fully paid in Transpek Industry Limited	10,560.22	8,591.26
8 (March 31, 2018: 8) Equity share of INR 10 each fully paid in Bayer Cropscience Limited	0.35	0.34
40 (March 31, 2018: 40) Equity share of INR 2 each fully paid in Birla Precision Technologies Limited @	0.01	—
3,500 (March 31, 2018: 3,500) Equity share of INR 1 each fully paid in Elgi Rubber International Limited	0.84	1.50
4,700 (March 31, 2018: 4,700) Equity Share of INR 10 each fully paid in Gujarat State Financial Corporation	0.06	0.13
50,000 (March 31, 2018: 50,000) Equity share of INR 10 each fully paid in GTL Infra Limited	0.47	1.30
1,000 (March 31, 2018: 1,000) Equity share of INR 1 each fully paid in Hindalco Industries Limited	2.05	2.15
250 (March 31, 2018: 250) Equity share of INR 10 each fully paid in Hester BioScience Ltd	3.86	4.01
100 (March 31, 2018: 100) Equity share of INR 10 each fully paid in Indokem Limited	0.01	0.01
10 (March 31, 2018: 10) Equity share of INR 10 each fully paid in Monsanto India Limited	0.26	0.28
105,000 (March 31, 2018: 105,000) Equity share of INR 5 each fully paid in Navin Fluorine International Limited	746.71	809.45
670,880 (March 31, 2018: 576,941) Equity share of INR 10 each fully paid in Tanfac Industries Ltd	1,458.83	655.12
100 (March 31, 2018: 100) Equity share of INR 2 each fully paid in Uniphos Enterprises Limited	0.11	0.08
100 (March 31, 2018: 100) Equity share of INR 10 each fully paid in Vinati Organics Limited	1.64	0.90
500 (March 31, 2018: 500) Equity share of INR 10 each fully paid in Aksharchem (India) Limited	1.64	2.97
688 (March 31, 2018: 688) Equity share of INR 5 each fully paid in Alkyl Amines Chemicals Limited	5.77	4.16
2,000 (March 31, 2018: 2,000) Equity share of INR 2 each fully paid in Amines & Plasticizers Limited	0.67	1.16
471 (March 31, 2018: 471) Equity share of INR 2 each fully paid in Balaji Amines Limited	2.30	2.65
250 (March 31, 2018: 250) Equity share of INR 2 each fully paid in Bodal Chemicals Limited	0.32	0.30

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 7. NON-CURRENT INVESTMENTS *(Contd.)*

Particulars	As at March 31, 2019	As at March 31, 2018
2,500 (March 31, 2018: 2,500) Equity share of INR 1 each fully paid in Camlin Fine Sciencies Limited	1.25	2.55
1,000 (March 31, 2018: 1,000) Equity share of INR 10 each fully paid in Cosco (India) Limited	1.68	3.33
250 (March 31, 2018: 250) Equity share of INR 10 each fully paid in Cosmo Films Limited	0.49	0.62
27,699 (March 31, 2018: 27,699) Equity share of INR 10 each fully paid in Daikaffil Chemicals (India) Limited	10.33	15.75
500 (March 31, 2018: 500) Equity share of INR 10 each fully paid in Deep Industries Limited	0.70	0.73
3,500 (March 31, 2018: 3.500) Equity share of INR 2 each fully paid in Deepak Nitrite Limited	9.61	8.71
500 (March 31, 2018: 500) Equity share of INR 2 each fully paid in Graphite India Limited	2.23	3.63
2,858 (March 31, 2018: 2,858) Equity share of INR 10 each fully paid in Indo Amines Limited	2.69	2.43
500 (March 31, 2018: 500) Equity share of INR 5 each fully paid in Kabra Extrusion Techink Limited	0.43	0.59
250 (March 31, 2018: 250) Equity share of INR 2 each fully paid in Lupin Limited	1.85	1.84
4,000 (March 31, 2018: 4,000) Equity share of INR 10 each fully paid in Mangalam Organics Limited	21.99	8.02
100 (March 31, 2018: 100) Equity share of INR 10 each fully paid in MPS Limited	0.48	0.50
75 (March 31, 2018: 75) Equity share of INR 10 each fully paid in Nilkamal Limited	1.07	1.14
500 (March 31, 2018: 500) Equity share of INR 10 each fully paid in Sadhana Nitro Chem Limited	1.66	1.09
250 (March 31, 2018: 250) Equity share of INR 2 each fully paid in Sanghvi Movers Limited	0.28	0.44
500 (March 31, 2018: 500) Equity share of INR 1 each fully paid in Skipper Limited	0.38	1.08
100 (March 31, 2018: 100) Equity share of INR 10 each fully paid in Talwalkar Better Value Fitness Limited	0.05	0.17
15,000 (March 31, 2018: 200) Equity share of INR 10 each fully paid in Thirumalai Chemicals Limited	13.33	3.42
2,500 (March 31, 2018: 2,500) Equity share of INR 10 each fully paid in Tinna Rubber and Infrastructure Limited	1.05	1.49
2,050 (March 31, 2018: 2,050) Equity share of INR 10 each fully paid in Tina Trade Limited	0.44	0.21
50 (March 31, 2018: 50) Equity share of INR 10 each fully paid in TVS Srichakra Limited	1.10	1.61
1,500 (March 31, 2018: 1,500) Equity share of INR 10 each fully paid in Universal Starch Chem Allied Limited	0.71	0.42
100 (March 31, 2018: Nil) Equity share of INR 10 each fully paid in Talwalkars Lifestyles Limited	0.12	—
2,500 (March 31, 2018: Nil) Equity share of INR 10 each fully paid in I G Petrochemicals Limited	7.47	—
50,000 (March 31, 2018: Nil) Equity share of INR 10 each fully paid in Jiyo Eco Products Limited	27.00	—
2,000 (March 31, 2018: Nil) Equity share of INR 10 each fully paid in Star Paper Mills Limited	2.52	—
	16,949.77	12,465.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 7. NON-CURRENT INVESTMENTS *(Contd.)*

Particulars	As at March 31, 2019	As at March 31, 2018
Unquoted at FVOCI		
920,500 (March 31, 2018: 920,500) Equity shares of INR 10 each fully paid up in TML Industries Limited	18.81	41.42
1,067,450 (March 31, 2018: 1,067,450) Equity shares of INR 10 each fully paid up in Transpek-Silox Industry Private Limited	14,730.48	14,613.39
2,500 (March 31, 2018: 2,500) Equity shares of INR 10 each fully paid up in The Saraswat Co-operative Bank Limited	0.25	0.25
50,000 (March 31, 2018: 50,000) Equity shares of INR 10 each fully paid up in Biotech Consortium India Limited	5.00	5.00
1,000 (March 31, 2018: 1,000) Equity shares of INR 10 each fully paid up in Alpic Finance Limited	1.00	1.00
4,900 (March 31, 2018: 4,900) Equity shares of INR 10 each fully paid up in Ashok Organic Industries Limited	7.84	7.84
5 (March 31, 2018: 5) Equity shares of INR 5 each fully paid up in Syngenta India Limited	0.01	0.01
420 (March 31, 2018: 420) Equity shares of INR 10 each fully paid up in Lloyds Finance Limited	0.17	0.17
Less : Impairment in value of investment	(9.02)	(9.02)
	14,754.54	14,660.06
Total	**31,704.31**	**27,125.06**
Aggregate amount of unquoted Investments	14,754.54	14,660.06
Aggregate amount of quoted Investments	16,949.77	12,465.00

@ Amount below rounding off norms as on March 31, 2018: INR 274.00

NOTE 8. LOANS – NON-CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Loans to employees	7.67	10.91
Security deposits	404.44	448.52
Total	**412.11**	**459.43**

NOTE 9. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Margin Money deposits with maturity of more than 12 months @	0.33	—
Total	**0.33**	**—**

@ Refer Note 15(a)

NOTE 10. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Capital advances		
Unsecured, considered good	306.95	253.09
Unsecured, considered doubtful	76.62	76.62
	383.57	329.71
Provision for doubtful capital advances	(76.62)	(76.62)
	306.95	253.09
Prepaid expenses	20.03	21.15
Balances with Government Authorities	29.54	39.13
Total	**356.52**	**313.37**

NOTE 11. INVENTORIES

Particulars	As at March 31, 2019	As at March 31, 2018
Raw materials [including stock-in-transit INR 227.81 lakhs (March 31, 2018: INR 385.97 lakhs)]	2,294.02	1,985.03
Packing materials	133.09	116.28
Finished goods	1,836.81	1,562.32
Work-in-progress	2,004.14	1,397.33
Traded goods	164.14	194.83
Stores and spares [including fuel and coal]	442.48	328.64
Total	**6,874.68**	**5,584.43**

Refer Note 2(k) for basis of valuation.

Amounts recognised in Statement of Profit or Loss:

Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Writedowns of inventories as at year end amounted to INR 21.10 lakhs (as at March 31, 2018 - INR 1.38 lakhs). These writedowns were recognised as an expense and included in 'changes in inventories of finished goods, work-in-progress and traded goods' in the Statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 12. CURRENT INVESTMENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Investments in Mutual Funds		
Quoted at FVPL		
Reliance ETF Liquid BeEs 177.06 (March 31, 2018: 21,48.888) units of INR 10 fully paid up	1.77	21.49
	1.77	**21.49**
Unquoted at FVPL		
Kotak Medium Term Fund - Regular Plan - Growth 784,562.245 (March 31, 2018: 1,664,936.519) units of INR 10 fully paid up	119.91	236.32
Edelweiss Liquid Fund - Direct Plan Daily Dividend 1,733.538 (March 31, 2018: Nil) units of INR 1,000 fully paid up	17.39	—
Kotak Liquid Direct Plan - Daily Dividend 346,209.464 (March 31, 2018: Nil) units of INR 1,000 fully paid up	4,235.12	—
Kotak Equity Arbitrage Fund – Deposit Plan – Monthly Dividend 25,342,280.125 (March 31, 2018: Nil) units of INR 10 fully paid up	2,785.54	—
Aditya Birla Sun Life Cash Plus – Growth – Regular Plan 1,278.083 (March 31, 2018: 2,443.096) units of INR 10 fully paid up	0.38	6.77
HDFC Arbitrage Fund – Wholesale Plan – Regular Plan Nil (March 31, 2018: 3,559,767.581) units of INR 10 fully paid up	—	373.31
ICICI Prudential Flexible Income – Growth Nil (March 31, 2018: 6,019.043) units of INR 10 fully paid up	—	19.75
ASK India 2025 Equity Fund 33,335.708 (March 31, 2018: Nil) units of INR 10 fully paid up	32.56	—
Reliance Arbitage Fund – Monthly Dividend Plan 771,912.688 (March 31, 2018: Nil) units of INR 10 fully paid up	82.03	—
IDFC Arbitrage Fund Monthly Dividend (Regular Plan) 29,66,801.943 (March 31, 2018: 2,966,801.943) units of INR 10 fully paid up	377.89	375.00
	7,650.82	**1,011.15**
Total	**7,652.59**	**1,032.64**
Aggregate amount of quoted Investments	1.77	21.49
Aggregate amount of unquoted Investments	7,650.82	1,011.15

NOTE 13. TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Receivables from related parties (Refer Note 45)	45.32	29.69
Other trade receivables	15,989.57	12,669.29
Less: Allowance for doubtful debts / Expected credit loss	196.13	234.73
Total	**15,838.76**	**12,464.25**
Current portion	15,838.76	12,464.25
Non-current portion	—	—

Break-up of security details

Particulars	As at March 31, 2019	As at March 31, 2018
Secured, considered good	—	—
Unsecured, considered good	15,838.76	12,464.25
Doubtful	196.13	234.73
Total	**16,034.89**	**12,698.98**
Less : Allowance for doubtful debts / Expected credit loss	(196.13)	(234.73)
Total	**15,838.76**	**12,464.25**

Note: For credit risk and provision for loss allowance (Refer Note 41)

NOTE 14. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Banks:		
In Current accounts	358.94	403.49
Total	**358.94**	**403.49**

NOTE 15. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Margin money deposits (Refer Note (a) below)	6.38	6.64
Unclaimed dividend account	59.96	51.15
Fixed deposits with maturity of more than three months and less than twelve months	14.66	13.72
Other balances in current account (Refer Note (b) below)	—	45.00
Total	**81.00**	**116.51**

Notes:

(a) Margin money deposits of INR 6.71 lakhs (March 31, 2018: INR 6.64 lakhs) have been given against Letter of Credit and Bank guarantees.

(b) Other balances in current account represents amount deposited in an escrow account for buy back of equity shares. During the year, escrow bank has transferred the balance lying in escrow account to the Company.

NOTE 16. LOANS – CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Loans to a related party (Refer Note 45)	100.00	100.00
Loans to employees	18.81	15.56
Loans to others	250.00	—
Security deposits	67.35	78.88
Total	**436.16**	**194.44**

NOTE 17. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Interest accrued	26.89	19.93
Foreign exchange forward contracts	70.90	-
Others	104.63	175.52
Total	**202.42**	**195.45**

NOTE 18. OTHER CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good (unless otherwise stated)		
Balances with Government Authorities	148.23	47.81
Prepaid expenses	216.34	200.11
Advances to suppliers	321.69	222.46
Export benefits receivable	506.25	444.11
Others	35.82	0.82
Total	**1,228.33**	**915.31**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 19. EQUITY SHARE CAPITAL

Particulars	No. of shares	Amount
Authorised shares		
As at March 31, 2019		
Equity shares of INR 5/- each	38,000,000	1,900.00
11% Cumulative Redeemable Preference Shares of INR 10/- each	850,000	85.00
Unclassified Shares of INR 5/- each	300,000	15.00
As at March 31, 2018		
Equity shares of INR 5/- each	38,000,000	1,900.00
11% Cumulative Redeemable Preference Shares of INR 10/- each	850,000	85.00
Unclassified Shares of INR 5/- each	300,000	15.00
Issued, subscribed and paid-up		
As at March 31, 2019		
Equity shares of INR 5/- each fully paid-up	12,570,692	628.53
Total	**12,570,692**	**628.53**
As at March 31, 2018		
Equity shares of INR 5/- each fully paid-up	12,570,692	628.53
Total	**12,570,692**	**628.53**

(i) Movement in Equity Share Capital

Equity Shares	As at March 31, 2019		As at March 31, 2018	
	Nos.	Amount	Nos.	Amount
At the beginning of the year	12,570,692	628.53	12,570,692	628.53
Outstanding at the end of the year	**12,570,692**	**628.53**	**12,570,692**	**628.53**

(ii) Terms/ rights attached to equity shares

The Group has one class of equity shares having par value of INR 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

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

(All amounts in INR lakhs, unless otherwise stated)

NOTE 19. EQUITY SHARE CAPITAL (Contd.)

(iii) Details of shares held by shareholders holding more than 5% shares in the Group:

Name of the shareholder	As at March 31, 2019		As at April 31, 2018	
	Nos. of Shares	% of holding	Nos. of Shares	% of holding
Anshul Specialty Molecules Private Limited	5,358,682	42.63%	5,358,682	42.63%
Life Insurance Corporation of India	962,799	7.66%	962,799	7.66%

(iv) Disclosure for shares of the company held by parent / ultimate parent company:

Name of the shareholder	As at March 31, 2019		As at April 1, 2018	
	Nos. of Shares	% of holding	Nos. of Shares	% of holding
Anshul Specialty Molecules Private Limited	5,358,682	42.63%	5,358,682	42.63%

NOTE 20. OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
Capital reserve	0.01	0.01
Securities premium	534.37	534.37
Capital redemption reserve	16.77	16.77
Statutory reserve	450.86	428.80
General reserve	29,587.32	24,587.32
Retained earnings	15,765.82	7,240.92
Other reserves	22,972.72	19,810.59
Total	**69,327.87**	**52,618.78**

(i) Capital reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	0.01	0.01
Closing balance	**0.01**	**0.01**

(ii) Securities premium

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	534.37	534.37
Closing balance	**534.37**	**534.37**

(iii) Capital redemption reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	16.77	16.77
Closing balance	**16.77**	**16.77**

(iv) Statutory reserve

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	428.80	403.51
Add : Amount transferred from retained earnings	22.06	25.29
Closing balance	**450.86**	**428.80**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

Note 20. OTHER EQUITY (Contd.)

(v) General reserve

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Opening balance	24,587.32	20,087.32
Add: Amount transferred from retained earnings	5,000.00	4,500.00
Closing balance	**29,587.32**	**24,587.32**

(vi) Retained earnings

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Opening balance	7,240.92	5,236.61
Profit for the year	15,345.43	7,389.35
Dividend paid	(1,571.34)	(754.24)
Dividend distribution tax	(322.99)	(153.54)
Transfer to general reserve	(5,000.00)	(4,500.00)
Transfer to statutory reserve	(22.06)	(25.29)
Items of Other Comprehensive Income (OCI) recognised directly in retained earnings:		
— Remeasurement of Post Employment benefits obligations (net of tax)	95.86	48.03
Closing balance	**15,765.82**	**7,240.92**

(vii) Other reserves – FVOCI – Equity Investments

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Opening balance	19,810.59	14,084.67
Change in fair value of FVOCI equity instruments	4,333.76	7,050.78
Tax on above	(1,171.63)	(1,324.86)
Closing balance	**22,972.72**	**19,810.59**

Nature and purpose of reserves

Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital redemption reserve

Represent reserve created during buy back of Equity Shares and it is a non-distributable reserve.

General reserve

The General Reserve is used from time to time to record transfer of profit from retained earnings, for appropriation purposes. As general reserve is created by transfer from one component of equity to another and it is not an item of other comprehensive income.

Other reserves – FVOCI – Equity Investments

The Group has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income. These changes are accumulated within FVOCI equity investments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Statutory Reserve

The statutory reserve represents fund created out of profit of the year in accordance with requirement of Section 45IC(1) of Reserve Bank of India act, 1934.

NOTE 21. NON-CURRENT BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Term Loans (Secured)		
From others		
Vehicle loan from a financial institution	6.25	22.52
Finance lease obligations	—	66.99
Total	**6.25**	**89.51**

Notes:

(a) Term loans under vehicle finance from a financial institution amounting to INR 22.52 lakhs (March 31, 2018: INR 41.54 lakhs) carrying interest rate ranging from 12% to 14% per annum repayable in equated monthly instalments and secured by hypothecation of the vehicles acquired by utilising the said loans.

(b) Finance lease obligation amounting to INR 66.99 lakhs (March 31, 2018: INR 299.04 lakhs) from Siemens Financial Services Private Limited for a period of three years and is secured by hypothecation of equipments taken on lease. It will be discharged by monthly lease rental payments on various dates and carry the interest @ 11.50% to 12.50% per annum.

(c) Installments falling due within a year in respect of all the above Loans aggregating INR 83.26 lakhs (March 31, 2018: INR 251.07 lakhs) have been grouped under "Current maturities of long-term debt" (Refer Note 26).

(d) Refer Note 41(B) for liquidity risk.

(e) The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 24.

(f) Refer Note 24(f) net debt reconciliation.

NOTE 22. EMPLOYEE BENEFIT OBLIGATIONS– NON CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee benefit obligations (Refer Note 39):		
Leave obligation	967.26	1,049.33
Medical voluntary retirement scheme	114.01	121.04
Long service award	71.64	77.07
Total	**1,152.91**	**1,247.44**

NOTE 23. TAXATION

(a) Income tax expense

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Tax expenses on Profit for the year		
Current tax		
Current tax on profits for the year	7,600.40	2,640.35
Adjustments for current tax of prior periods	0.10	1.53
Total (A)	**7,600.50**	**2,641.88**
Deferred tax	474.87	661.37
Total	**474.87**	**661.37**
Total Income tax expense	**8,075.37**	**3,303.25**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 23. TAXATION (Contd.)

(b) Reconciliation of tax expense and accounting profit multiplied by statutory tax rates:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit from continuing operations before income tax expenses	23,420.80	10,692.60
Tax at the Indian tax rate of 34.944% (Previous year - 34.608%)	**8,184.16**	**3,700.50**
Add / (less) effects of :		
Exempt Income	(80.26)	(136.19)
Revenue expenditure on scientific research u/s 35 (2)AB	(82.12)	(217.55)
Difference in tax rate	—	(20.30)
Adjustment to current tax of prior periods	(0.10)	(1.53)
Others	53.69	(21.68)
Income tax expense	**8,075.37**	**3,303.25**

(c) Deferred tax

The balance comprises temporary differences attributable to:

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax assets		
Liabilities / provisions that are deducted for tax purposes when paid	537.50	556.47
Provision for doubtful receivables and advances	95.31	108.79
Other timing differences	140.22	58.51
Total deferred tax assets	**773.03**	**723.77**
Deferred tax liabilities		
Additional depreciation/amortisation on property, plant and equipment, and intangible assets for tax purposes due to higher tax depreciation rates	3,194.40	2,654.51
Financial assets at fair value through Other Comprehensive Income	5,917.84	4,746.21
Other timing differences	425.81	390.83
Total deferred tax liabilities	**9,538.05**	**7,791.55**
Net deferred tax liabilities	**8,765.02**	**7,067.78**

Movement in deferred tax assets / (liabilities):

Particulars	As at March 31, 2018	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at March 31, 2019
For the year ended March 31, 2019				
Liabilities / provisions that are deducted for tax purposes when paid	556.47	(31.77)	50.74	537.50
Provision for doubtful receivables and advances	108.79	13.48	—	95.31
Additional depreciation/amortisation on property, plant and equipment, and intangible assets for tax purposes due to higher tax depreciation rates	(2,654.51)	539.89	—	(3,194.40)
Financial assets at fair value through Other Comprehensive Income	(4,746.21)	—	1,171.63	(5,917.84)
Other timing differences (net)	(332.32)	(46.73)	—	(285.59)
Total Deferred tax assets / (liabilities)	**(7,067.78)**	**474.87**	**1,222.37**	**(8,765.02)**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 23. TAXATION (Contd.)

Particulars	As at March 31, 2017	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at March 31, 2018
For the year ended March 31, 2018				
Liabilities / provisions that are deducted for tax purposes when paid	464.91	(154.60)	63.04	556.47
Provision for doubtful receivables and advances	73.63	(35.16)	—	108.79
MAT Credit Entitlement	499.38	499.38	—	—
Additional depreciation/amortisation on property, plant and equipment, and intangible assets for tax purposes due to higher tax depreciation rates	(2,304.71)	349.80	—	(2,654.51)
Financial assets at fair value through Other Comprehensive Income	(3,421.35)	—	1,324.86	(4,746.21)
Other timing differences (net)	(325.21)	7.11	—	(332.32)
Total Deferred tax assets / (liabilities)	**(5,013.35)**	**666.53**	**1,387.90**	**(7,067.78)**

NOTE 24. SHORT TERM BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Cash credits	615.38	660.74
Total	**615.38**	**660.74**

Notes:

(a) Cash credit loan from banks are secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivables etc. and is further secured by a second charge on the Property, Plant and Equipment at Roha and Lote Parashuram. The cash credit loan is repayable on demand and carries interest rates at 9.45% to 11.20% (March 31, 2018 - 9.45% to 11.20%).

(b) The carrying amounts of financial and non financial assets hypothecated / mortgaged as security for current and non-current borrowings are as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Current Assets		
Financial Assets		
Trade Receivables	15,837.71	12,462.97
Non Financial Assets		
Inventories	6,874.68	5,584.43
Total Current Assets Pledged as Security	**22,712.39**	**18,047.40**
Non Current Assets		
Property Plant and Equipment		
Land (Freehold and Lease hold)	346.20	724.38
Buildings	2,914.12	3,059.88
Plant and machinery	15,539.72	13,945.69
Other Property Plant and Equipment	1,178.13	1,471.44
Total Non-current assets pledged as security	**19,978.17**	**19,201.39**
Total Assets pledged as security	**42,690.56**	**37,248.79**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 24. SHORT TERM BORROWINGS (Contd.)

Excel Industries Ltd. is in the process of satisfaction of charge created on certain assets, inrespect of loans which were repaid in the previous year.

(c) Net debt reconciliation

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Cash and cash equivalents	(358.94)	(403.49)
Current investments in mutual funds	(7,652.59)	(1,032.64)
Non Current Borrowings (Including current maturities)	89.51	340.58
Current Borrowings	615.38	660.74
Interest payable on above borrowings	0.24	0.01
Net Debt	**(7,306.40)**	**(434.80)**

Particulars	**Other assets**		**Liabilities from financing activities**		
	Cash and cash equivalents	**Current investments**	**Non Current Borrowings**	**Current Borrowings**	**Interest payable on borrowings**
Net Debt as at March 31, 2018	**(403.49)**	**(1,032.64)**	**340.58**	**660.74**	**0.01**
Cash flows	44.55	—	—	—	—
Purchase of investments	—	(9,266.53)	—	—	—
Sales of investments	—	2,421.00	—	—	—
Fair value adjustments	—	225.58	—	—	—
Acquisition of loan	—	—	—	—	—
Repayment of loan	—	—	(251.07)	(45.36)	—
Interest expenses	—	—	—	—	243.70
Interest paid	—	—	—	—	(243.47)
Net Debt as at March 31, 2019	**(358.94)**	**(7,652.59)**	**89.51**	**615.38**	**0.24**

Particulars	**Other assets**		**Liabilities from financing activities**		
	Cash and cash equivalents	**Current investments**	**Non Current Borrowings**	**Current Borrowings**	**Interest payable on borrowings**
Net Debt as at March 31, 2017	**(324.18)**	**(1,153.49)**	**1,757.60**	**5,043.32**	**10.73**
Cash flows	(79.31)	—	—	—	—
Purchase of investments	—	(311.48)	—	—	—
Sales of investments	—	377.03	—	—	—
Fair value adjustments	—	55.30	—	—	—
Acquisition of loan	—	—	22.56	5,968.75	—
Repayment of loan	—	—	(1,439.58)	(10,351.33)	—
Interest expenses	—	—	—	—	581.68
Interest paid	—	—	—	—	(592.40)
Net Debt as at March 31, 2018	**(403.49)**	**(1,032.64)**	**340.58**	**660.74**	**0.01**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 25. TRADE PAYABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Trade payables: micro and small enterprises	2.00	4.34
Trade payables: others	9,979.71	8,730.44
Total	**9,981.71**	**8,734.78**

Notes:

(a) The Group has certain payables to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows.

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.00	4.34
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.03	0.15
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	308.81	240.62
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	—	—
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	68.42	—
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	2.94	2.12
Further interest remaining due and payable for earlier years	—	63.20

(b) Refer Note 43 for information about liquidity risk and market risk of trade payables.

NOTE 26. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term debt (Refer Note (b) below)	83.26	251.07
Interest accrued and due	0.24	0.01
Unclaimed Dividend	59.96	51.15
Unclaimed Matured fixed Deposits	6.56	9.96
Unclaimed interest on matured fixed deposits	2.61	3.59
Creditors for Capital Goods	315.86	505.37
Sundry Deposits	15.10	14.35
Foreign exchange forward contracts	54.67	—
Others	77.89	81.34
Total	**616.15**	**916.84**

Notes:

(a) There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

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(All amounts in INR lakhs, unless otherwise stated)

NOTE 26. OTHER CURRENT FINANCIAL LIABILITIES (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
(b) Current maturities of long term debt includes amount due in next 12 months from various term loans and deposits as under (Refer Note 21):		
From others		
Vehicle loan from a financial institution	16.27	19.02
Finance lease obligation	66.99	232.05
Total	**83.26**	**251.07**

NOTE 27. EMPLOYEE BENEFIT OBLIGATIONS – CURRENT

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee benefit obligations (Refer Note 39):		
Leave obligation	91.93	185.84
Gratuity	160.87	206.33
Medical voluntary retirement scheme	46.89	46.41
Long service award	15.28	12.86
Total	**314.97**	**451.44**

NOTE 28. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Statutory dues including provident fund and tax deducted at sources	41.41	196.87
Advances from customers	104.48	61.42
Other payables	11.84	91.11
Total	**157.73**	**349.40**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 29. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from contracts with customers:		
a) Sale of products		
Finished Goods (Refer Note below)	79,191.60	58,503.46
Traded Goods	1,895.72	1,698.27
b) Sale of services		
Processing charges	326.98	346.88
Others	128.32	—
	81,542.62	**60,548.61**
Other operating revenue:		
a) Export incentives	674.19	378.72
b) Scrap sales	279.21	185.44
	953.40	**564.16**
Total	**82,496.02**	**61,112.77**
Revenue from contracts with customers disaggregated based on geography:		
– Domestic	59,235.80	51,846.59
– Exports	23,260.22	9,266.18
Total	**82,496.02**	**61,112.77**

Reconciliation of Gross revenue with the revenue from contracts with customers:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Gross Revenue	82,560.09	61,199.62
Less: Discounts	64.07	86.85
Net revenue recognised from contracts with customers	**82,496.02**	**61,112.77**

Note:

(a) The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.

(b) There are no material contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

(c) Goods and Services Tax (GST) has been effective from July 1, 2017. Consequently, excise duty, value added tax (VAT), Service tax etc. have been replaced with GST. Until June 30, 2017, 'Sale of products' included the amount of excise duty recovered on sales. With effect from July 1, 2017, 'Sales of products' excludes the amount of GST recovered. Accordingly, revenue from 'Sale of Products' and 'Revenue from operations' for the year ended March 31, 2019 are not comparable with those of the previous year. Had the previously reported revenue was shown net of excise duty, comparative revenue of the Group would have been as follows :

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
a) Sale of products	79,191.60	59,826.31
Less: Excise Duty (Refer Note 34)	—	1,322.85
Net Sale of Products	**79,191.60**	**58,503.46**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 30. OTHER INCOME

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income on		
Bank deposits	23.03	29.29
Inter corporate deposit	16.78	15.84
Others	10.95	9.55
	50.76	**54.68**
Dividend income		
From long term investments (Refer note below)	229.70	394.98
From Current Investments	205.67	—
	435.37	**394.98**
Others		
Rent (Refer Note 4)	54.94	22.87
Gain on fair valuation of current investments	19.72	30.01
Profit on sale of current investments	0.29	—
Others	28.49	27.52
	103.44	**80.40**
Total	**589.57**	**530.06**

Note:

All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting period.

NOTE 31. COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
a. Raw materials		
Inventory at the beginning of the year	1,599.06	1,718.91
Add: Purchases	34,436.54	25,676.25
	36,035.60	**27,395.16**
Less: Inventory at the end of the year	2,066.21	1,599.06
Total cost of Raw materials consumed	**33,969.39**	**25,796.10**
b. Packing materials		
Inventory at the beginning of the year	116.28	121.22
Add: Purchases	1,416.64	1,207.75
	1,532.92	**1,328.97**
Less: Inventory at the end of the year	133.09	116.28
Total cost of Packing materials consumed	**1,399.83**	**1,212.69**
Total	**35,369.22**	**27,008.79**

NOTE 32. PURCHASE OF STOCK IN TRADE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Chemicals and others	536.50	669.36
Total	**536.50**	**669.36**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 33. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the end of the year		
Finished goods	1,836.81	1,562.32
Work-in-progress	2,004.14	1,397.33
Stock in trade	164.14	194.83
	4,005.09	**3,154.48**
Inventories at the beginning of the year		
Finished goods	1,562.32	1,061.71
Work-in-progress	1,397.33	1,312.43
Stock in trade	194.83	243.65
	3,154.48	**2,617.79**
Total	**(850.61)**	**(536.69)**

NOTE 34. EXCISE DUTY

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Excise Duty	—	1,235.87
Total	—	**1,235.87**

NOTE 35. EMPLOYEE BENEFIT EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	6,406.16	6,275.94
Contribution to provident and other funds	479.66	483.27
Provision/payment of gratuity (Refer Note 39)	210.87	235.10
Workman and staff welfare expenses	504.46	443.63
Total	**7,601.15**	**7,437.94**

NOTE 36. DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on Property Plant and Equipment (Refer Note 3)	1,784.76	1,487.42
Depreciation on Investment Property (Refer Note 4)	3.22	2.31
Amortisation of Intangible Assets (Refer Note 5)	24.48	33.46
Total	**1,812.46**	**1,523.19**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 37. OTHER EXPENSES

Particulars		Year ended March 31, 2019		Year ended March 31, 2018
Consumption of stores and spares		72.86		48.16
Processing charges		128.90		90.82
Power and fuel		4,761.43		3,831.96
Effluent expenses		1,191.24		719.89
Rent (Refer Note 49(b))		333.57		222.40
Rates and taxes		42.01		54.04
Bank charges		99.75		114.01
Contractor's labour charges		175.70		104.81
Water charges		187.64		186.76
Sales commission		104.27		132.77
Insurance		107.27		110.17
Repairs and maintenance on :				
Plant and machinery		1,990.11		2,115.11
Buildings		132.77		188.27
Others		148.90		150.03
CSR expenditure (Refer Note 48)		129.93		85.10
Travelling and conveyance		312.06		298.02
Legal and professional fees		967.04		775.08
Directors' sitting fees (Refer Note 45)		17.80		16.50
Non Executive Directors' Commission (Refer Note 45)		100.00		65.00
Bad debts/sundry debit balances written off (net):				
Bad Debts written off during the year	81.72		141.09	
Less: Utilisation from Provision for doubtful debts	(81.72)	—	(141.09)	—
Expected credit loss/Provision for doubtful receivables/advances (net)		43.12		234.73
Freight outward and forwarding expenses		2,055.81		1,867.52
Charity and donations		179.51		106.07
Net foreign exchange loss		170.50		76.97
Net loss on disposal of property, plant and equipment		63.09		110.46
Miscellaneous expenses		1,437.09		1,325.33
Total		**14,952.37**		**13,029.98**

NOTE 38. FINANCE COSTS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest	195.87	514.36
Other borrowing costs	47.83	48.77
Exchange differences regarded as an adjustment to borrowing costs	—	18.66
Total	**243.70**	**581.79**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 39. EMPLOYEE BENEFIT OBLIGATIONS

(i) Leave Obligation

The Leave Obligation cover Group's liability for earned leave. Amount recognised in the balance sheet is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Obligation not expected to be settled within next 12 months (non - current)	967.26	1,049.33
Obligation expected to be settled within next 12 months (current)	91.93	185.84
Total	**1,059.19**	**1,235.17**

(ii) Long Service Award

The Group provides for long service award to eligible employees upon achievement of certain years of service. Amount recognised in the balance sheet is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Obligation not expected to be settled within next 12 months (non - current)	71.64	77.07
Obligation expected to be settled within next 12 months (current)	15.28	12.86
Total	**86.92**	**89.93**

(iii) Gratuity

(a) The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity is calculated at specified number of days (15 days/22 days) of last drawn salary depending upon the tenure of service for each year of completed service. The gratuity plan is a funded plan.

(b) The amounts recognised in balance sheet and the movement in the gratuity over the year are as follows:

Particulars	Fair value of Plan Assets	Present Value of Obligations	Net amount
Balance as at March 31, 2017	3,888.36	4,319.47	431.11
Current Service Cost	—	203.20	203.20
Interest Expense or Cost	—	319.64	319.64
Investment Income	287.74	—	(287.74)
Total amount recognised in Statement of Profit and Loss	**287.74**	**522.84**	**235.10**
Re-measurement (or Actuarial) (gain) / loss arising from:			
– change in financial assumptions	—	(96.59)	(96.59)
– experience variance	—	(96.89)	(96.89)
– return on plan assets, excluding amount recognised in net interest expense	(11.31)	—	11.31
Total amount recognised in Other Comprehensive Income	**(11.31)**	**(193.48)**	**(182.17)**
Benefits Paid	—	(360.29)	(360.29)
Employer's Contribution	268.50	—	(268.50)
Benefits Paid	(351.08)	—	351.08
Balance as at March 31, 2018	**4,082.21**	**4,288.54**	**206.33**
Current Service Cost	—	195.00	195.00
Interest Expense or Cost	—	329.98	329.98
Investment Income	314.11	—	(314.11)
Total amount recognised in Statement of Profit and Loss	**314.11**	**524.98**	**210.87**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 39. EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

Particulars	**Fair value of Plan Assets**	**Present Value of Obligations**	**Net amount**
Re-measurement (or Actuarial) (gain) / loss arising from:			
– change in financial assumptions	—	—	—
– experience variance	—	(187.92)	(187.92)
– Return on plan assets, excluding amount recognised in net interest expense	(11.94)	—	11.94
Total amount recognised in Other Comprehensive Income	**(11.94)**	**(187.92)**	**(175.98)**
Benefits Paid	—	(424.01)	(424.01)
Employer's Contribution	55.71	—	(55.71)
Benefits Paid	(399.37)	—	399.37
Balance as at March 31, 2019	**4,040.72**	**4,201.59**	**160.87**

(c) The net liability disclosed above related to funded and unfunded plans are as follows:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Present value of funded obligation	4,201.59	4,288.54
Fair value of plan assets	4,040.72	4,082.21
Deficit of funded plan	**160.87**	**206.33**
Unfunded plans	—	—
Deficit of Gratuity plan	**160.87**	**206.33**

(d) Assumptions:

The principal financial assumptions used in valuation of Gratuity are as follows:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Discount rate (per annum)	7.70%	7.70%
Salary growth rate (per annum)*	8.50%	8.50%
Attrition rate (derived based on age)	1.00% to 5.00%	1.00% to 5.00%
Mortality rate	% of Indian Assured Lives Mortality (2006-08)	

*The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors such as supply and demand factors in the employment market. (The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario.)

(e) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Gratuity	**As at March 31, 2019**			**As at March 31, 2018**		
	Change in Assumption	**Increase in Rate / Increase (Decrease) in DBO**	**Decrease in Rate / Decrease (Increase) in DBO**	**Change in Assumption**	**Increase in Rate / Increase (Decrease) in DBO**	**Decrease in Rate / Decrease (Increase) in DBO**
Discount rate	1.00%	-6.80%	7.70%	1.00%	-7.00%	7.90%
Salary growth rate	1.00%	7.20%	-6.50%	1.00%	7.40%	-6.60%
Attrition rate	50.00%	-0.50%	0.50%	50.00%	-0.50%	0.60%

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

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 39. EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

(f) The major categories of plan assets are as follows:

Gratuity	As at March 31, 2019		As at March 31, 2018	
	Amount	%	Amount	%
Insurer Managed funds	4,040.72	100%	4,082.21	100%

(g) Defined benefit liability and employer contributions:

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2018 - 8 years). The expected maturity analysis of undiscounted gratuity is as follows:

Gratuity	As at March 31, 2019	As at March 31, 2018
1 year	566.16	634.86
2-5 years	1,141.03	1,113.50
6-10 years	2,360.42	2,291.71
More than 10 years	4,325.54	4,684.04

(iv) Medical Voluntary retirement scheme (MVRS):

(a) The Group also has a defined benefit plan for its employees, viz., voluntary early separation scheme on account of continued ill-health not amounting to occupational disease and thereby unable to perform normal duties of their post. Under the Scheme, the benefits will be given for a retired employee for a maximum period upto 10 years or age of retirement, whichever is earlier. In case of early death of the employee, the legal heir of the employee shall get 50% of separation benefit for the rest of the benefit period. The costs of providing benefits under the said plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the defined benefit plan is recognised in full in the period in which they occur in the Statement of Profit and Loss. This Scheme is not funded.

(b) The amounts recognised in balance sheet and the movement in the obligation over the year are as follows:

Particulars	Amount
Balance as at March 31, 2017	**129.07**
Current Service Cost	—
Interest Expense or Cost	9.03
Re-measurement (or Actuarial) (gain) / loss arising from:	—
– change in financial assumptions	—
– experience variance	—
Total amount recognised in Statement of Profit and Loss	**9.03**
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	(2.88)
– experience variance	73.98
Total amount recognised in Other Comprehensive Income	**71.10**
Benefits Paid	(41.75)
Balance as at March 31, 2018	**167.45**
Current Service Cost	—
Interest Expense or Cost	12.88
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	—
– experience variance	—
Total amount recognised in Statement of Profit and Loss	**12.88**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 39. EMPLOYEE BENEFIT OBLIGATIONS *(Contd.)*

Particulars	Amount
Re-measurement (or Actuarial) (gain) / loss arising from:	
– change in financial assumptions	—
– experience variance	29.38
Total amount recognised in Other Comprehensive Income	**29.38**
Benefits Paid	(48.80)
Balance as at March 31, 2019	**160.91**

(c) Assumptions:

The principal financial assumptions used in valuation of MVRS are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate (per annum)	7.70%	7.70%
Mortality rate	100% (of LIC 96-98 mod ultimate)	

(d) The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Gratuity	As at March 31, 2019			As at March 31, 2018		
	Change in Assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO	Change in Assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Discount Rate	1.00%	-2.30%	2.50%	1.00%	-2.40%	2.50%

(v) Defined Contribution Plan:

The Group has certain defined contribution plans such as provident fund, super annuation fund and family pension fund for the benefit of the employees. Contributions are made to provident fund in India for employee at the rate of 12% of basic salary as per regulations. The Contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The Expenses recognised during the period towards defined contribution plan is INR 479.66 lakhs (March 31, 2018 - INR 483.27 lakhs).

(vi) Risk Exposure for Gratuity (funded plan):

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

Assets Volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan assets has investments in insurer managed funds. Hence assets are considered to be secured.

Change in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in value of plans bond holdings.

NOTE 40. FAIR VALUE MEASUREMENTS

(i) Financial instruments by category

Particulars	Note	As at March 31, 2019			As at March 31, 2018		
		FVOCI	FVPL	Amortised cost	FVOCI	FVPL	Amortised cost
Financial assets							
Equity Investments	7	31,704.31	—	—	27,125.06	—	—
Investments in Mutual Funds	12	—	7,652.59	—	—	1,032.64	—
Trade receivables	13	—	—	15,838.76	—	—	12,464.25
Cash and cash equivalents	14	—	—	358.94	—	—	403.49
Bank balances other than cash and cash equivalents	15	—	—	81.00	—	—	116.51
Loans	8 and 16	—	—	848.27	—	—	653.87
Other financial assets	9 and 17	—	70.90	131.85	—	—	195.45
Total financial assets		**31,704.31**	**7,723.49**	**17,258.82**	**27,125.06**	**1,032.64**	**13,833.57**

(All amounts in INR lakhs, unless otherwise stated)

NOTE 40. FAIR VALUE MEASUREMENTS *(Contd.)*

Particulars	Note	As at March 31, 2019			As at March 31, 2018		
		FVOCI	FVPL	Amortised cost	FVOCI	FVPL	Amortised cost
Financial liabilities							
Borrowings	21 and 24	—	—	621.63	—	—	750.25
Trade payables	25	—	—	9,981.71	—	—	8,734.78
Other Financial Liabilities	26	—	54.67	561.48	—	—	916.84
Total financial liabilities		**—**	**54.67**	**11,164.82**	**—**		**10,401.87**

(ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial asset and liabilities measured at fair value - recurring fair value measurements:	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2019					
Financial Asset					
Financial Investment at FVOCI					
Equity Instruments	7	16,949.77	14,754.54	—	31,704.31
Financial Investment at FVPL					
Investments in Mutual Funds	12	1.77	7,650.82	—	7,652.59
Other financial assets	17	—	70.90	—	70.90
Total Financial Assets		**16,951.54**	**22,476.26**	—	**39,427.80**
Financial Liabilities					
Other Financial Liabilities	26	—	54.67	—	54.67
Total Financial Liabilities		—	**54.67**	—	**54.67**

Financial asset and liabilities measured at fair value - recurring fair value measurements:	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2018					
Financial Asset					
Financial Investment at FVOCI					
Equity Instruments	7	12,465.00	14,660.06	—	27,125.06
Financial Investment at FVPL					
Investments in Mutual Funds	12	21.49	1,011.15	—	1,032.64
Other financial assets	17	—	—	—	—
Total Financial Assets		**12,486.49**	**15,671.21**	—	**28,157.70**
Financial Liabilities					
Other Financial Liabilities	26	—	—	—	—
Total Financial Liabilities		—	—	—	—

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

Level 1: Financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, mutual funds, bonds and debentures, that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 40. FAIR VALUE MEASUREMENTS *(Contd.)*

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate. The mutual funds are valued using the closing NAV published by mutual fund.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Group carries such instruments at cost less impairment, if applicable.

(iii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- Investments in quoted equity instruments are valued using the closing price at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) at the reporting period.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates as at the balance sheet date, prevailing with Authorised Dealers dealing in foreign exchange.
- the use of Net Assets Value ('NAV') for valuation of mutual fund investment. NAV represents the price at which the issuer will issue further units and will redeem such units of mutual fund to and from the investors.

(iv) Fair value measurements using significant unobservable inputs (level 2)

The following table presents the changes in level 2 items for the periods ended March 31, 2019 and March 31, 2018:

Particulars	**Unquoted equityshares**	**Total**
As at March 31, 2017	**13,147.30**	**13,147.30**
Gain/(loss) recognised in other comprehensive income	1,512.76	1,512.76
As at March 31, 2018	**14,660.06**	**14,660.06**
Gain/(loss) recognised in other comprehensive income	94.48	94.48
As at March 31, 2019	**14,754.54**	**14,754.54**
Unrealised gain/(loss) recognised in profit and loss related to assets held		
Year ended March 31, 2018	—	—
Year ended March 31, 2019	—	—

(v) Fair value inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 2 fair value measurements. See (iii) above for the valuation techniques adopted.

Particulars	**Fair Value as at**		**Significant unobservable inputs**	**Probability-weighted range**		**Sensitivity**
	March 31, 2019	**March 31, 2018**		**March 31, 2019**	**March 31, 2018**	
Unquoted equity shares	14,754.54	14,660.06	EBITDA Multiple	5%	5%	2019: Increased EBITDA multiple 5% would increase FV by INR 737.69; decreased EBITDA multiple -5% would decrease FV by INR 737.69. 2018: Increased EBITDA multiple 5% would increase FV by INR 732.93; decreased EBITDA multiple -5% would decrease FV by INR 732.93.

(All amounts in INR lakhs, unless otherwise stated)

(vi) Valuation process

The procedures used in evaluation of unlisted equity securities in the main level 2 by the Company are derived and evaluated as follow:

- value of equity shares of the companies is derived from valuations of comparable companies, as manifest through stock market valuation of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.
- used the profitability-based valuation multiple of comparable listed companies for the purpose of analysis.
- maintainable operating EBITDA, has been computed considering its performance for the year end, and adjustments, as appropriate, for non operating income and expenses.
- value arrived as above under CCM method is adjusted, as appropriate, for surplus assets, (cash, cash and equivalent, investments, interest accrued on deposits), borrowings (including stretched creditors), surplus assets, deferred tax assets, contingent liabilities and other matters. The total value then divided by the entity share outstanding as at March 31, to arrive at the value per equity share.

(vii) Fair value of Financial assets and liabilities measured at amortised cost

Particulars	Notes	As at March 31, 2019		As at March 31, 2018	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets					
Trade receivables	13	15,838.76	15,838.76	12,464.25	12,464.25
Cash and cash equivalents	14	358.94	358.94	403.49	403.49
Bank balances other than cash and cash equivalents	15	81.00	81.00	116.51	116.51
Loans	8 and 16	848.27	848.27	653.87	653.87
Other financial assets	9 and 17	131.85	131.85	195.45	195.45
Total Financial Assets		**17,258.82**	**17,258.82**	**13,833.57**	**13,833.57**
Financial Liabilities					
Borrowings	21 and 24	621.63	621.63	750.25	750.25
Trade payables	25	9,981.71	9,981.71	8,734.78	8,734.78
Other Financial Liabilities	26	561.48	561.48	916.84	916.84
Total Financial Liabilities		**11,164.82**	**11,164.82**	**10,401.87**	**10,401.87**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other bank balances, loans and other financial assets and liabilities are considered to be the same as their fair values due to their short-term nature. The carrying amount of long term borrowings is not expected be materially different than their fair values.

NOTE 41. FINANCIAL RISK MANAGEMENT

In the course of its business, the Group is exposed to a number of financial risks: credit risk, liquidity risk and market risk . This note presents the Group's objectives, policies and processes for managing its financial risk. The key risks and mitigating actions are also placed before the Board of Directors of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group manages the risk through the finance department that ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The activities are designed to:

- protect the Group's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Group's financial investments, while maximising returns.

The note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance.

(A) Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. Credit risks from balances with banks and financial institutions are managed in accordance with the Group's policy. For derivative and financial instruments, the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit ratings assigned by the credit rating agencies. The Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

NOTE 41. FINANCIAL RISK MANAGEMENT *(Contd.)*

In respect of its investments the Group aims to minimize its financial credit risk through the application of risk management principles.

The gross carrying amount of trade receivables is INR 16,034.89 Lakhs (March 31, 2018: INR 12,698.98 Lakhs)

Reconciliation of loss allowance provision – Trade receivables

Particular	Year ended March 31, 2019	Year ended March 31, 2018
Loss allowance at the beginning of the year	234.73	141.09
Add: Additional Provision made	43.12	234.73
Less: Provision write off/ reversed	81.72	141.09
Loss allowance at the end of the year	**196.13**	**234.73**

The Group maintains exposure in cash and cash equivalents, term deposits with banks, investments Loans, Security deposits and other financial assets. Security deposits are interest free deposits given by the Group for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of Security deposit is INR 471.99 lakhs (March 31, 2018: INR 527.40 lakhs)

Other advances are given for trade purpose which is in line with normal business activities of the Group. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of capital advances is INR 383.57 lakhs (March 31, 2018: INR 329.71 lakhs)

Reconciliation of loss allowance provision – Capital advances

Particular	Year ended March 31, 2019	Year ended March 31, 2018
Loss allowance at the beginning of the year	76.62	76.62
Add: Additional Provision made	—	—
Less: Provision write off / reversed	—	—
Loss allowance at the end of the year	**76.62**	**76.62**

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking manage to Group's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of financial liabilities

Particular	Note	Less than 1 year	1 year to 2 year	2 year to 3 year	3 year and above	Total
As at March 31, 2019						
Borrowings	21 and 24	615.38	6.25	—	—	621.63
Trade Payables	25	9,981.71	—	—	—	9,981.71
Other Financial Liabilities	26	561.48	—	—	—	561.48
Total non-derivative liabilities		**11,158.57**	**6.25**	**—**	**—**	**11,164.82**
Derivatives (Net-settled)						
Forward contracts for hedge purpose	26	54.67	—	—	—	54.67
Total derivative liabilities		**54.67**	**—**	**—**	**—**	**54.67**

Particular	Note	Less than 1 year	1 year to 2 year	2 year to 3 year	3 year and above	Total
As at March 31, 2018						
Borrowings	21 and 24	660.74	83.26	6.25	—	750.25
Trade Payables	25	8,734.78	—	—	—	8,734.78
Other Financial Liabilities	26	916.84	—	—	—	916.84
Total		**10,312.36**	**83.26**	**6.25**	**—**	**10,401.87**
Derivatives (Net-settled)						
Forward contracts for hedge purpose	26	—	—	—	—	—
Total derivative liabilities		**—**	**—**	**—**	**—**	**—**

NOTE 41. FINANCIAL RISK MANAGEMENT *(Contd.)*

(C) Market risk

The Group is exposed to risk from movements in foreign currency exchange rates, interest rates and market prices that affect its assets, liabilities and future transactions.

(i) Foreign exchange risk

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and a portion of its business is transacted in multiple currencies and therefore the Group is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Group takes decision to hedge by forming view after discussions with it's advisors and as per policies set by Management.

Foreign exchange derivatives and exposures outstanding as at Balance Sheet date

The Group's exposure to foreign currency risk at the end of the reporting period as on March 31, 2019

Particular	Currency	In INR Lakhs	In Foreign Currency
Financial assets			
Export Receivables	USD	4,696.74	67.96
	EURO	290.87	3.75
Bank Balances	USD	1.38	0.02
Derivative asset			
Foreign exchange forwards	USD		(51.95)
Foreign exchange forwards	EURO		(2.76)
Net Exposure to foreign currency risk (assets)			**17.02**
Financial liabilities			
Import Payables	USD	2,934.72	42.46
Derivative liabilities			
Foreign exchange forwards	USD		(22.89)
Net Exposure to foreign currency risk (liabilities)			**19.57**

The Group's exposure to foreign currency risk at the end of the reporting period as on March 31, 2018

Particular	Currency	In INR Lakhs	In Foreign Currency
Financial assets			
Export Receivables	USD	1,500.79	23.03
	EURO	446.22	5.55
Bank Balances	USD	1.09	0.02
Derivative asset			
Foreign exchange forwards	USD		—
Net Exposure to foreign currency risk (assets)			**28.60**
Financial liabilities			
Import Payables	USD	1,692.42	25.96
Derivative liabilities			
Foreign exchange forwards	USD		—
Net Exposure to foreign currency risk (liabilities)			**25.96**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 41. FINANCIAL RISK MANAGEMENT *(Contd.)*

Foreign Currency Risk Sensitivity

A change of 5% in Foreign Currency would have the following impact on profit before tax

Particular	**Increase in FC conversion rate**		**Decrease in FC conversion rate**	
	Year ended March 31, 2019	**Year ended March 31, 2018**	**Year ended March 31, 2019**	**Year ended March 31, 2018**
USD	88.17	(9.53)	(88.17)	9.53
EURO	14.54	22.31	(14.54)	(22.31)
Increase / (decrease) in profit or loss	**102.71**	**12.78**	**(102.71)**	**(12.78)**

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates.

The Group borrows at variable as well as fixed interest rates and the same is managed by the Group by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Group has borrowed in a mix of short term and long term loans.

Exposure to interest rate risk

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Variable rate borrowings	615.38	660.74
Fixed rate borrowings	89.51	340.58
Total Borrowings	**704.89**	**1,001.32**

Interest rate sensitivity

A change of 50bps in interest rates would have following impact on profit before tax

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Interest rates - increase by 50 basis point (50 bps)	(3.52)	(5.01)
Interest rates - decrease by 50 basis point (50 bps)	3.52	5.01

(iii) Price Risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet as fair value through OCI.

To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

Particular	**Impact on profit after tax**	
	Year ended March 31, 2019	**Year ended March 31, 2018**
NSE/BSE increase in 1% of price/NAV		
Investments in Quoted equity shares	169.50	124.65
Investments in Mutual Fund	76.53	10.33
NSE/BSE decrease in 1% of price/NAV		
Investments in Quoted equity shares	(169.50)	(124.65)
Investments in Mutual Fund	(76.53)	(10.33)

NOTE 42. CAPITAL MANAGEMENT

(a) Risk Managements

The Group's aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The Group's capital management is driven by Group's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Group's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short-term investments.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

(All amounts in INR lakhs, unless otherwise stated)

NOTE 42. CAPITAL MANAGEMENT *(Contd.)*

The debt equity ratio highlights the ability of a business to repay its debts. As at March 31, 2019, the ratio was -10.44%

Particulars	As at March 31, 2019	As at March 31, 2018
Net Debt	(7,306.40)	(434.80)
Total Equity	69,956.40	53,247.31
Net debt to equity ratio	-10.44%	-0.82%

(b) Dividend

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Equity Shares		
Final Dividend for the year ended March 31, 2018 INR 12.50 (March 31, 2017 - INR 6.00) per fully paid share	1,571.34	754.24
Dividend distribution tax on above	322.99	153.54
(ii) Dividend not Recognised at the end of reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of INR 18.75 per fully paid equity share (March 31, 2018 - INR 12.50). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	2,357.00	1,571.34
DDT on Proposed dividend	484.49	322.99

NOTE 43. SEGMENT INFORMATION

(a) Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the holding vompany. The Group operates in following business segment as per Indian Accounting Standard 108 "operating segments:

(a) **Chemicals -** Comprising of Industrial and Specialty Chemicals, Pesticides Intermediates, Polymer and Pharma Intermediates

(b) **Environment -** Comprising of Soil enricher, Bio - pesticides and other Bio products (E&BT).

Segment revenue includes sales, export incentives, processing charges and other income from operations

Segment Revenue in the geographical segments considered for disclosure are as follows :

(a) Revenue within India includes sales to customers located within India.

(b) Revenue outside India includes sales to customers located outside India.

Segment Revenue, Results, Assets and Liabilities includes the respective amounts identifiable to each of segments and amounts allocated on a reasonable basis.

(b) Segment Result:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Segment Results (Profit before tax and interest)		
Chemicals	26,756.29	13,969.89
Environment & Biotech	24.68	(80.57)
Total Segment Result	**26,780.97**	**13,889.32**
Less: Finance Cost	243.70	581.79
Other un-allocable expenditure (net of unallocable income)	3,116.47	2,614.93
Profit before tax	**23,420.80**	**10,692.60**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 43. SEGMENT INFORMATION *(Contd.)*

(c) Segment Revenue:

The segment revenue is measured in the same way as in the Statement of Profit and Loss.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Segment Revenue (Revenue from operations)		
Chemicals	80,600.30	59,418.71
Environment & Biotech	1,895.72	1,694.06
Total Segment Revenue	**82,496.02**	**61,112.77**
Less: Inter segment revenue	—	—
Total Segment Revenue	**82,496.02**	**61,112.77**
Revenue from external customers:		
India	59,235.80	51,846.59
Other countries	23,260.22	9,266.18
Total Segment Revenue	**82,496.02**	**61,112.77**

(d) Segment Assets:

Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

Particulars	As at March 31, 2019	As at March 31, 2018
Segment Assets:		
Chemicals	47,479.48	38,498.76
Environment & Biotech	1,328.66	1,486.70
Unallocated	42,761.56	32,831.83
Total Assets as per balance sheet	**91,569.70**	**72,817.29**
Total assets of Group broken down by location of the assets, is shown below:		
India	86,580.71	70,869.19
Other countries	4,988.99	1,948.10
Total Assets	**91,569.70**	**72,817.29**

(e) Segment Liabilities:

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment.

Particulars	As at March 31, 2019	As at March 31, 2018
Segment Liabilities:		
Chemicals	9,650.98	8,285.71
Environment & Biotech	304.20	312.03
Unallocated	11,658.12	10,972.24
Total liabilities as per balance sheet	**21,613.30**	**19,569.98**
Total liabilities of Company broken down by location of the liabilities, is shown below:		
India	18,678.58	17,877.56
Other countries	2,934.72	1,692.42
Total Liabilities	**21,613.30**	**19,569.98**

The Group has a customer based in Outside India which has accounted for more than 10% of the Company's total revenue. Total revenue from this customer is INR 8,318.25 lakhs. (March 31, 2018 : INR 6,913.13 lakhs was accounted by another customer based in India).

NOTE 44. INTEREST IN OTHER ENTITIES

(a) Subsidiaries

The group's subsidiaries are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business / incorporation	Ownership interest held by the Company as at		Ownership interest held by non controlling interests as at	
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Excel Bio Resources Limited	India	100%	100%	0%	0%
Kamaljyot Investments Limited	India	100%	100%	0%	0%

(b) Non-Controlling Interest (NCI)

No NCI as group is holding 100% ownership in all subsidiaries.

(c) Interest in Associate and Joint Venture

Name of the entity	Place of business / incorporation	% of ownership interest	Relationship	Accounting method	Carrying Amount as at (In lacs)	
					March 31, 2019	March 31, 2018
MobiTrash Recycle Ventures Private Limited*	India	39.98%	Associate	Equity Method	—	—
Wexam Limited, Hongkong**	Hong Kong	33%	Joint Venture	Equity Method	—	—

* Gross Investment value is INR 0.40 Lakhs (March 31, 2018 INR 0.40 Lakhs) and the same is fully adjusted from share of loss from associates (Refer Note 6).

** Since there were no activities in the said jointly controlled entity for the past many years, the financials are not available. Accordingly, the proportionate interest of the group in the said jointly controlled entity has not been considered in the Consolidated Financial Statements. Further, the group does not have any liability or contingent liability, which needs to be accounted with respect to the said jointly controlled entity (Refer Note 6).

NOTE 45. RELATED PARTY DISCLOSURES AS PER IND AS 24

1. Name of related parties and nature of relationship:

(a) Parent entity

The Group is controlled by the following entity:

Name	Type	Place of incorporation	Ownership interest	
			March 31, 2019	March 31, 2018
Anshul Specialty Molecules Private Limited (w.e.f August 23, 2017)	Immediate and Ultimate Parent Company	India	42.63%	42.63%
Utkarsh Global Holdings Private Limited (upto August 22, 2017)#			—	—

up to August 22, 2017, Utkarsh Global Holding Private Limited was holding ownership interest of 42.63%.

(b) Key Management Personnel (KMP)

Mr. Ashwin C. Shroff (Chairman and Managing Director)

Mrs. Usha A. Shroff (Executive Vice Chairperson)

Mr. Ravi Ashwin Shroff (Executive Director)

Mr. R. N. Bhogale (Independent Director)

Mr. H. N. Motiwala (Independent Director)

Mr. P. S. Jhaveri (Independent Director)

Mr. M. B. Parekh (Independent Director)

Mr. S. S. Vaidya (Independent Director)

Mr. R. M. Pandia (Independent Director)

Mr. Dipesh K. Shroff (Non - Executive Director)

Mr. Atul G. Shroff (Non - Executive Director)

Mr. R. K. Sood (Nominee Director - LIC)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts in INR lakhs, unless otherwise stated)

NOTE 45. RELATED PARTY DISCLOSURES AS PER IND AS 24 *(Contd.)*

Relatives of KMP with whom transactions have taken place:

Mr. Hrishit A. Shroff (Son of Mr. Ashwin C Shroff and Mrs. Usha A Shroff)

Mrs. Anshul A. Bhatia (Daughter of Mr. Ashwin C Shroff and Mrs. Usha A Shroff)

Mrs. Kanaklata A. Saraiya (Sister of Mrs. Usha A. Shroff)

Mrs. Uma S. Kapadia (Sister of Mrs. Usha A. Shroff)

(c) Enterprise over which KMP or their relative have significant influence and transactions have taken place:

Agrocel Industries Private Limited
Anshul Specialty Molecules Private Limited (upto August 22, 2017)
Divakar Techno Specialities & Chemicals Private Limited
Mobitrash Recycle Ventures Private Limited *
Shree Vivekanand Research and Training Institute
C C Shroff Research Institute
Transpek Industry (Europe) Limited
Transpek Industry Limited
TML Industries Limited
C C Shroff Self Help Centre
Rashtriya Seva Trust
Shrujan Trust
Shrujan Creations
Shroff Family Charitable Trust
Shroff Foundation Trust

* also an associate company.

(b) Loans and advances in the nature of loans to related parties:

Disclosure for loans and advances in terms of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

Particulars	Purpose of Loan	As at March 31, 2019	As at March 31, 2018
Loans to - TML Industries Limited			
Balance as at year end	**Business Purpose**	100.00	100.00
Maximum amount outstanding at any time during the year		100.00	100.00

(2) Related Party Transaction

(a) Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Particulars	Sale of goods	Sale of services	Interest Received	Purchase of traded goods	Purchase of Services	Dividend Paid	Sales commission	Salary, Bonus, contribution to PF & Commission*	Directors Sitting fees	CSR Expenditure
Parent entity										
Anshul Specialty Molecules Private Limited	**0.55**	**35.25**	—	**4.34**	—	**669.84**	—	—	—	—
	—	—	—	—	—	—	—	—	—	—
Utkarsh Global Holdings Private Limited	—	—	—	—	—	**—**	—	—	—	—
	—	—	—	—	—	*321.52*	—	—	—	—
Enterprises owned or significantly influenced by key management personnel or their relatives										
Agrocel Industries Private Limited	**0.50**	**21.56**	—	**2.12**	—	—	—	—	—	—
	0.07	—	—	*1.32*	—	—	—	—	—	—
Transpek Industry Limited	—	—	—	—	—	**19.58**	—	—	—	—
	—	—	—	—	—	*9.40*	—	—	—	—
Divakar Techno Specialities & Chemicals Private Limited	—	—	—	—	—	—	**30.40**	—	—	—
	—	—	—	—	—	—	*32.43*	—	—	—

(All amounts in INR lakhs, unless otherwise stated)

NOTE 45. RELATED PARTY DISCLOSURES AS PER IND AS 24 *(Contd.)*

Particulars	Sale of goods	Sale of services	Interest Received	Purchase of traded goods	Purchase of Services	Dividend Paid	Sales commission	Salary, Bonus, contribution to PF & Commission*	Directors Sitting fees	CSR Expenditure
C C Shroff Research Institute	—	**0.11**	—	—	—	—	—	—	—	—
	—	*0.88*	—	—	—	—	—	—	—	—
C C Shroff Self Help Centre	—	—	—	**0.05**	—	—	—	—	—	—
	—	—	—	*0.16*	—	—	—	—	—	—
Transpek Industry (Europe) Limited	—	—	—	—	**0.49**	—	—	—	—	—
	—	—	—	—	*27.89*	—	—	—	—	—
Mobitrash Recycle Ventures Private Limited	**12.55**	**0.37**	—	—	—	—	—	—	—	—
	13.72	*0.21*	—	*0.11*	—	—	—	—	—	—
TML Industries Limited	**0.53**	—	**12.30**	—	—	—	—	—	—	—
	37.72	—	*15.84*	—	—	—	—	—	—	—
Shree Vivekanand Research and Training Institute	—	—	—	—	—	—	—	—	—	**100.85**
	—	—	—	—	—	—	—	—	—	*69.78*
Rashtriya Seva Trust	—	—	—	—	—	—	—	—	—	**5.00**
	—	—	—	—	—	—	—	—	—	—
Shroff Family Charitable Trust	—	**2.80**	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	—	—	—	—
Shroff Foundation Trust	—	—	—	—	—	—	—	—	—	**50.00**
	—	—	—	—	—	—	—	—	—	—
Shrujan Trust	—	—	—	—	—	—	—	—	—	**10.10**
		—								
Shrujan Creations	—	—	—	**3.21**	—	—	—	—	—	—
		—								
Mr. Ashwin C. Shroff	—	—	—	—	—	**10.38**	—	**274.48**	—	—
	—	—	—	—	—	*4.98*	—	*202.18*	—	—
Mrs. Usha A. Shroff	—	—	—	—	—	**0.81**	—	**185.45**	—	—
	—	—	—	—	—	*0.39*	—	*158.17*	—	—
Mr. Ravi A. Shroff	—	—	—	—	—	**5.96**	—	**194.93**	—	—
	—	—	—	—	—	*2.86*	—	*136.46*	—	—
Mr. Hrishit A. Shroff	—	—	—	—	—	**5.96**	—	**81.71**	—	—
	—	—	—	—	—	*2.86*	—	*56.96*	—	—
Mr. R. N. Bhogale	—	—	—	—	—	—	—	**14.00**	**3.20**	—
	—	—	—	—	—	—	—	*9.00*	*2.60*	—
Mr. H. N. Motiwala	—	—	—	—	—	—	—	**15.00**	**4.40**	—
	—	—	—	—	—	—	—	*9.00*	*4.00*	—
Mr. P. S. Jhaveri	—	—	—	—	—	—	—	**14.00**	**2.60**	—
	—	—	—	—	—	—	—	*9.00*	*2.40*	—
Mr. M. B. Parekh	—	—	—	—	—	—	—	**7.00**	**0.80**	—
	—	—	—	—	—	—	—	*5.00*	*0.80*	—
Mr. S. S. Vaidya	—	—	—	—	—	—	—	**7.00**	**1.00**	—
	—	—	—	—	—	—	—	*6.00*	*1.40*	—
Mr. R. M. Pandia	—	—	—	—	—	—	—	**14.00**	**2.70**	—
	—	—	—	—	—	—	—	*8.00*	*1.70*	—
Mr. Dipesh K. Shroff	—	—	—	—	—	**1.08**	—	**11.00**	**1.30**	—
	—	—	—	—	—	—	—	*7.00*	*1.80*	—
Mr. Atul G. Shroff	—	—	—	—	—	**7.47**	—	**11.00**	**1.00**	—
	—	—	—	—	—	—	—	*7.00*	*1.20*	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 45. RELATED PARTY DISCLOSURES AS PER IND AS 24 *(Contd.)*

Particulars	Sale of goods	Sale of services	Interest Received	Purchase of traded goods	Purchase of Services	Dividend Paid	Sales commission	Salary, Bonus, contribution to PF & Commission*	Directors Sitting fees	CSR Expenditure
Mr. R. K. Sood	—	—	—	—	—	—	—	**7.00**	**0.80**	—
	—	—	—	—	—	—	—	*5.00*	*0.60*	—
Mrs. Anshul A. Bhatia	—	—	—	—	—	**2.70**	—	—	—	—
	—	—	—	—	—	*1.30*	—	—	—	—
Mrs. Kanaklata A. Saraiya	—	—	—	—	—	—	—	—	—	—
	—	—	—	—	—	*0.02*	—	—	—	—
Mrs. Uma S. Kapadia	—	—	—	—	—	—	—	—	—	—
	—	—	—	—	—	*0.001*	—	—	—	—

Amount in bold represent the amount of March 31, 2019 and amount in italics represents amount of March 31, 2018.

* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are not determinable. Further, remuneration key managerial personnel includes INR 37.13 lakhs (March 31, 2018 : INR 31.59 lakhs) towards contribution to provident fund and other funds.

3. Outstanding Balances

Particulars	As at March 31, 2019	As at March 31, 2018
The following balances are outstanding at the end of the reporting period in relation to transactions with related parties		
Receivables:		
Anshul Specialty Molecules Private Limited	4.05	—
C C Shroff Research Institute	0.04	2.15
Transpek Industry Limited	0.02	—
Mobitrash Recycle Ventures Private Limited	30.32	27.54
Agrocel Industries Private Limited	16.97	10.00
TML Industries Limited	103.63	100.00
Shroff Family Charitable Trust	0.29	—
Payables:		
Divakar Techno Specialities & Chemicals Private Limited	17.45	17.21
C C Shroff Self Help Centre	0.05	—
Rashtriya Seva Trust	5.00	—
Shrujan Creations	0.16	—
Mobitrash Recycle Ventures Private Limited	0.11	0.11
Mr. Ashwin C. Shroff	129.00	111.00
Mrs. Usha A. Shroff	87.48	80.40
Mr. Ravi Ashwin Shroff	91.87	70.40
Mr. R. N. Bhogale	14.00	9.00
Mr. H. N. Motiwala	15.00	9.00
Mr. P. S. Jhaveri	14.00	9.00
Mr. M. B. Parekh	7.00	5.00
Mr. S. S. Vaidya	7.00	6.00
Mr. R. M. Pandia	14.00	8.00
Mr. Dipesh K. Shroff	11.00	7.00
Mr. Atul G. Shroff	11.00	7.00
Mr. R. K. Sood	7.00	5.00

(All amounts in INR lakhs, unless otherwise stated)

NOTE 46. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

(a) Contingent Liabilities:

Particular	As at March 31, 2019	As at March 31, 2018
Income-tax	322.68	274.26
Excise duty	109.99	109.99
Sales tax	17.89	17.89
Custom duty	144.88	144.88
Claims against the Group not acknowledged as debts	30.28	30.28
Liability in respect of claims made by workers and contract labourers	Amount not ascertainable	Amount not ascertainable

It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above contingent liabilities pending resolution of the respective proceedings.

(b) Contingent Assets:

The Group did not have any Contingent assets as at the end of the year.

(c) Commitments:

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Capital Commitments		
Capital expenditure contracted at the end of reporting period but not recognised as liabilities is as follows:		
Gross Capital Commitment	1,738.50	1,713.21
Less: Capital Advance (Refer Note 10)	306.95	288.09
Net Capital Commitments	**1,431.55**	**1,425.12**

(ii) Other Commitments

i) For other commitments relating to lease arrangements - (Refer Note 49)

ii) In terms of the Share Purchase Agreement (SPA) dated June 5, 2016 relating to the sale of shares in Excel Crop Care Limited, the Group, along with other selling shareholders, has agreed to certain indemnities, with overall restrictions on tenure, value etc., as more specifically agreed in the SPA. The Company has not received any such claims in terms of the SPA till March 31, 2019.

NOTE 47. EARNINGS PER SHARE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Earnings per equity share for profit attributable to owners (in INR)		
(a) Basic earnings per share	122.07	58.78
(b) Diluted earnings per share	122.07	58.78

Earnings used in calculating earnings per share

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profits attributable to the equity holders of the group used in calculating basic earnings per share:		
Basic earnings per share	15,345.43	7,389.35
Diluted earnings per share	15,345.43	7,389.35

Weighted average number of shares used as the denominator

Particulars	Year ended March 31, 2019 Number of shares	Year ended March 31, 2018 Number of shares
Weighted average number of equity shares used as the denominator in calculating basic earning per share	12,570,692	12,570,692
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	12,570,692	12,570,692

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

NOTE 48. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Amount required to be spent as per Section 135 of the Act	80.99	71.85
Amount spent during the year on:		
(i) Construction/Acquision of assets	—	—
(ii) On purpose other than (i) above	129.93	85.10
Total	**129.93**	**85.10**

NOTE 49. LEASE

(a) Finance Lease

In respect of finance lease obligations, future Minimum Lease Payments and their Present Value are as follows:

Particulars	As at March 31, 2019		As at March 31, 2018	
	Minimum Payments	Present Value of MLP	Minimum Payments	Present Value of MLP
(a) Not later than one year	69.28	66.99	253.13	232.05
(b) Later one year but not later than five years	—	—	69.28	66.99
(c) Later than five years	—	—	—	—
Total minimum lease payments	**69.28**	**66.99**	**322.41**	**299.04**
Less: Amounts representing Finance charges	(2.29)	—	(23.37)	—
Present value of Minimum Lease Payments	**66.99**	**66.99**	**299.04**	**299.04**

(b) Operating Lease:

Office premises, godowns and furniture and fixture are obtained on operating leases for various tenors.

These lease arrangements range for a period between 11 months and 9 years, which include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Particulars	As at March 31, 2019	As at March 31, 2018
Commitments for minimum lease payments in relation to non - cancellable operating leases are payable as follows:		
(a) Not later than one year	104.44	66.84
(b) Later than one year but not later than five years	95.76	34.35
(c) Later than five years	—	—
Lease payments recognized in the Statement of Profit and Loss during the year	116.28	93.26

NOTE 50. RESEARCH AND DEVELOPMENT COSTS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Research and Development costs, debited to the Statement of Profit and Loss are as under:		
Revenue expenses debited to Research and Development Expenses Account and other heads of accounts*	667.91	590.10
Depreciation on Research and Development Equipment	71.91	82.37
	739.82	**672.47**

*includes INR 245.62 lakhs, INR 105.62 lakhs and INR 282.86 lakhs (Previous Year: INR 220.26 lakhs, INR 116.88 lakhs and INR 231.01 lakhs) in respect of Research and Development units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology.

Capital Expenditure incurred during the year on Research and Development INR 13.92 lakhs (Previous Year INR 181.32 lakhs) [including capital expenditure on qualifying assets of INR 9.93 lakhs, INR 2.71 lakhs and INR 1.28 lakhs (Previous Year: INR 15.91 lakhs, INR 82.40 lakhs and INR 72.60 lakhs in respect of Research and Development Units at Roha, Lote and Mumbai respectively which is approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology)].

NOTE 51. DETAILS OF DONATION TO A POLITICAL PARTY

The Group has given donation to political parties amounting to INR Nil (Previous Year - INR 25.00 lakhs), which is included in Note-37, Miscellaneous expenses.

NOTE 52. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III OF THE COMPANIES ACT, 2013.

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Excel Industries Limited								
March 31, 2019	83.81%	58,627.36	99.08%	15,203.66	52.09%	1,697.20	90.85%	16,900.86
March 31, 2018	81.92%	43,618.87	98.17%	7,254.04	32.51%	1,876.99	69.37%	9,131.03
Subsidiaries								
Excel Bio Rescources Limited								
March 31, 2019	0.09%	59.96	0.03%	5.30	0.00%	—	0.03%	5.30
March 31, 2018	0.11%	57.47	-0.02%	(1.35)	0.00%	—	-0.01%	(1.35)
Kamaljyot Investments Limited								
March 31, 2019	16.11%	11,269.08	0.89%	136.47	47.91%	1,560.79	9.12%	1,697.26
March 31, 2018	17.97%	9,570.97	1.85%	136.66	67.49%	3,896.96	30.64%	4,033.62
Associate and Joint Venture								
March 31, 2019	0.00%	—	0.00%	—	0.00%	—	0.00%	—
March 31, 2018	0.00%	—	0.00%	—	0.00%	—	0.00%	—
Total								
March 31, 2019	100%	69,956.40	100%	15,345.43	100%	3,257.99	100%	18,603.42
March 31, 2018	100%	53,247.31	100%	7,389.35	100%	5,773.95	100%	13,163.30

NOTE 53. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards issued, but not yet effective upto the date of issuance of the Company's standalone financial statements is disclosed below. The Company shall adopt these as and when they becomes effective.

(a) Ind AS 116 Note on Lease

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Second Amendment Rules, 2019, notifying Ind AS 116, 'Leases'. This will replace Ind AS 17, Leases. Ind AS 116 sets out the principles of recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases on their balance sheet. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets and 'short term' leases. At the commencement date of a lease, lessees are required to recognise a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-to-use asset.

The new standard is mandatory for financial years commencing on or after April 1, 2019. The standard permits either full retrospective or a modified retrospective approach for the adoption. The Group plans to adopt Ind AS 116 using modified retrospective approach.

The Group is currently evaluating the impact this standard will have on the financial statement.

(b) Appendix C, Uncertainty over Income Tax Treatment to Ind AS 12, Income Taxes:

The Appendix clarifies how to apply the recognition and measurement principles while recognizing current tax, deferred tax, taxable profits (losses), tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over tax treatments under Ind AS 12. As per the Appendix, the Company needs to assess whether it is probable that a tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings. The Appendix will be applied retrospectively with the cumulative effect of its initial application on the opening balance sheet as on 1st April 2019.

The impact of the Appendix on the Financial Statements, as assessed by the Group, is expected to be not material.

As per our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

VIPIN R. BANSAL
Partner
Membership No.: 117753

Place : Mumbai
Date: May 24, 2019

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART A- Subsidiaries

Rs. in lakhs

Sr. No.	Particulars	Name of the Subsidiary	
		Kamaljyot Investments Limited	**Excel Bio Resources Limited**
1	The date on which the subsidiaries were incorporated	09/08/1983	18/12/2007
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA	NA
4	Share capital	199.98	51.00
5	Reserves and Surplus	2454.12	8.95
6	Total Assets	2659.28	64.34
7	Total Liabilities	2659.28	64.34
8	Investments (total)	2289.93	0.20
9	Turnover	128.35	7.57
10	Profit before taxation	114.01	3.49
11	Provision for taxation	4.39	1.01
12	Profit after taxation	109.62	2.48
13	Proposed Dividend	—	—
14	% of shareholding	100%	100%

Notes –

1. Names of Subsidiaries which are yet to commence operations – Both the aforesaid subsidiaries have commenced operations. There is no other subsidiary, which is yet to commence operations.
2. Names of the subsidiaries which have been liquidated or sold during the year – No subsidiary has been liquidated or sold during the year.

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART B- Associates and Joint Ventures

Sr. No.	Name of the Associate or Joint Venture	MobiTrash Recycle Ventures Private Limited
1	Latest Audited Balance Sheet date	31.03.2019
2	Date on which the Associate or Joint venture was associated or acquired	15/10/2015
3	Shares of Associate or Joint Venture held by the Company on the year end	
	(a) No. Shares held	By Excel Bio Resources Limited – 1999 shares* By Kamaljyot Investments Limited – 1999 shares*
	(b) Amount of Investment in Associate/Joint Venture	—
	(c) Extent of Holding %	*39.98
4	Description of how there is significant influence	Shares held by Subsidiaries
5	Reason why Associate/ Joint Venture not consolidated	N.A.
6	Net worth attributable to shareholding as per latest audited Balance Sheet	(36,50,813)
7	Profit / (Loss) for the year	
	i. Considered in Consolidation	
	ii. Not considered in Consolidation	50,688

Notes –

1. Names of associates or joint ventures which are yet to commence operations – The aforesaid associate company has commenced operations. There is no other associate or joint venture, which is yet to commence operations.
2. Names of the associates or joint ventures which have been liquidated or sold during the year – No associate or joint venture has been liquidated or sold during the year.

For and on behalf of the Board of Directors of Excel Industries Limited

ASHWIN C. SHROFF
Chairman and Managing Director
DIN: 00019952

RAVI A. SHROFF
Executive Director
DIN: 00033505

N.R. KANNAN
Chief Executive Officer

DEVENDRA P. DOSI
Chief Financial Officer

SURENDRA K. SINGHVI
Company Secretary

Place : Mumbai
Date: May 24, 2019

CORPORATE INFORMATION

Chairman Emeritus
Kantisen C. Shroff
G. Narayana

Board of Directors
Ashwin C. Shroff: *Chairman & Managing Director*
Late Usha A. Shroff: *Executive Vice Chairperson**
Ravi A. Shroff: *Executive Director*
Hrishit A. Shroff: *Executive Director* **
Atul G. Shroff: *Non-Executive Director*
Dipesh K. Shroff: *Non-Executive Director*
H. N. Motiwalla: *Independent Director*
P. S. Jhaveri: *Independent Director*
R. N. Bhogale: *Independent Director*
R. M. Pandia: *Independent Director*
M. B. Parekh: *Independent Director*
S. S. Vaidya: *Independent Director*
Dr. Meena A. Galliara: *Independent Director* **
R. K. Sood: *Nominee Director (LIC)*

Chief Executive Officer
N R Kannan

Chief Financial Officer
Devendra Dosi

Company Secretary
Surendra K. Singhvi

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Price Waterhouse Chartered Accountants LLP

Bankers
Bank of India
State Bank of India
Axis Bank Limited
HDFC Bank Limited

Registrar & Transfer Agent
Link Intime India Private Limited
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M.I.D.C. Area, Lote Parshuram, Maharashtra.
Baherampura, Ahmedabad, Gujarat.

*Upto 28/04/2019
** W.e.f. 27/06/2019

Excel Industries Limited
CIN: L24200MH1960PLC011807

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