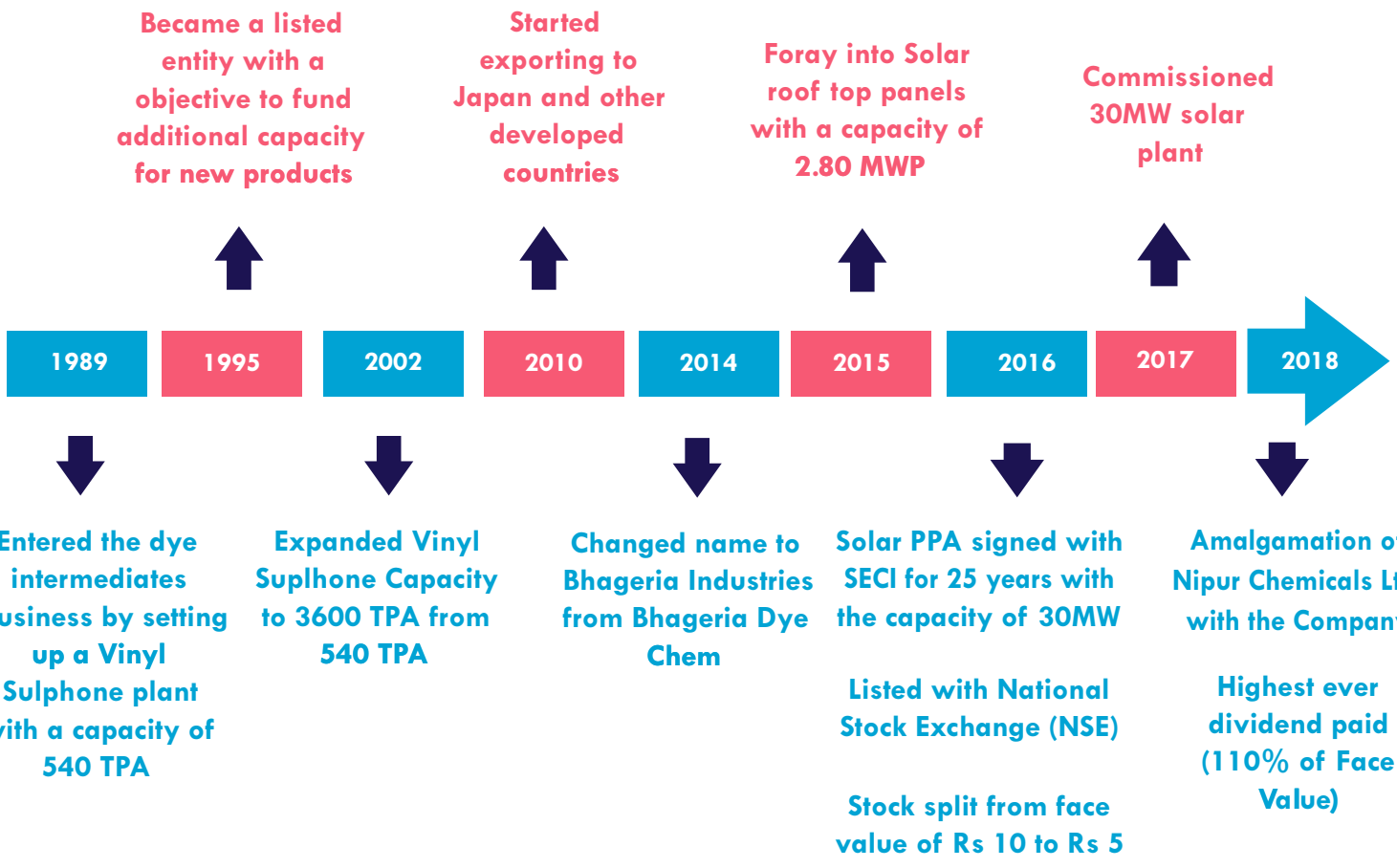
BHAGERIA INDUSTRIES LIMITED



29th Annual Report

2017-2018

History and Evolution



INDEX

BOARD OF DIRECTORS

Mr. Suresh Bhageria	-	Chairperson (WTD)
Mr. Vinod Bhageria	-	Managing Director
Mr. Vikas Bhageria	-	Jt. Managing Director (WTD)
Mrs. Chandraprabha Bhageria	-	Whole-Time Director
Mr. O.P. Bubna	-	Independent Non-Executive Director
Mr. S.P. Tulsian	-	Independent Non-Executive Director
Mr. P.S. Dalvi	-	Independent Non-Executive Director
Dr. Shyam Agrawal	-	Independent Non-Executive Director
Mr. Surendra Shriram Gupta	-	Independent Non-Executive Director
Mr. Sandeep Singh	-	Independent Non-Executive Director

AUDITORS

M/s MRB & Associates,
Chartered Accountants
A-102, 1st Floor, Shraddha Height
Telly Gully Cross Road,
Andheri (East), Mumbai-400069

REGISTERED OFFICE

Office No.1002, Topiwala Centre,
Off. S.V. Road, Near Rly. Stn. Goregaon (West),
Mumbai 400062
Tel No: 022 - 4043 6666
Website: www.bhageriagroup.com
Email ID: info@bhageriagroup.com
CIN No: L40300MH1989PLC052574

REGISTRAR AND TRANSFER AGENT (PHYSICAL & DEMAT)

Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Ind. Premises,
Andheri Kurla Road, Safed Pool,
Andheri (East), Mumbai-400072
Tel: 022 28515606/28515644
Email:sharexindia@vsnl.com

FACTORY/PLANT

1. Plot No-6310, IV Phase,
   G.I.D.C Vapi-396195, Gujarat
   Tel. No-(0260) 2452366

2. Plot No. D-17, MIDC
   Tarapur Boisar Industrial Area,
   Boisar, Palghar – 401506
   Tel. No-(02525) 661190

BANKERS

ORIENTAL BANK OF COMMERCE
YES BANK
ICICI BANK
EXIM BANK

ANNUAL GENERAL MEETING

Date : 21st July, 2018
Time : 11.30 A.M.
Venue : Maher Banquet, Topiwala Centre Mall,
2nd Floor, Off S. V. Road, Near Rly. Stn.,
Goregaon (West), Mumbai 400 062

BOOK CLOSURE

17th July, 2018
to
20th July, 2018
(BOTH DAYS INCLUSIVE)

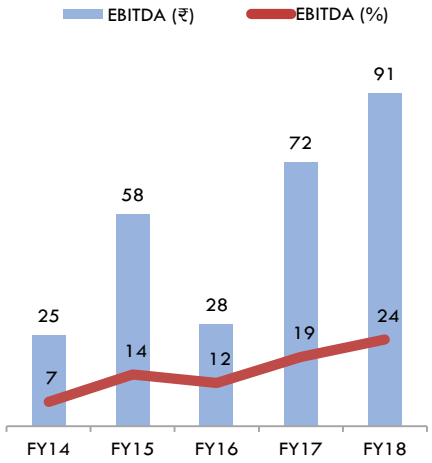
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FINANCIAL HIGHLIGHTS

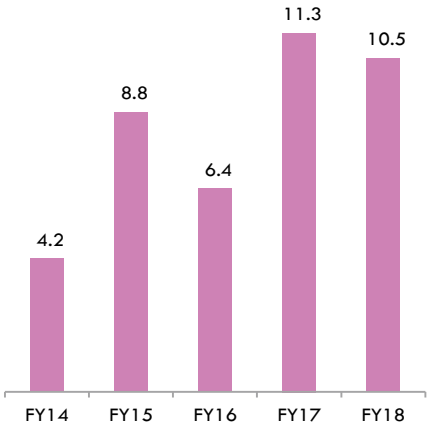
Revenue
Rs cr



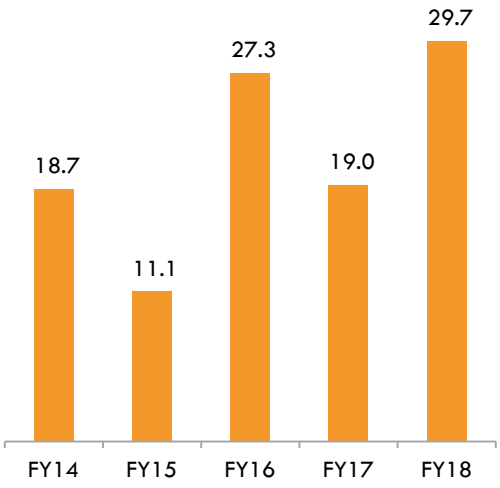
EBITDA & EBITDA margins
Rs. Cr & %



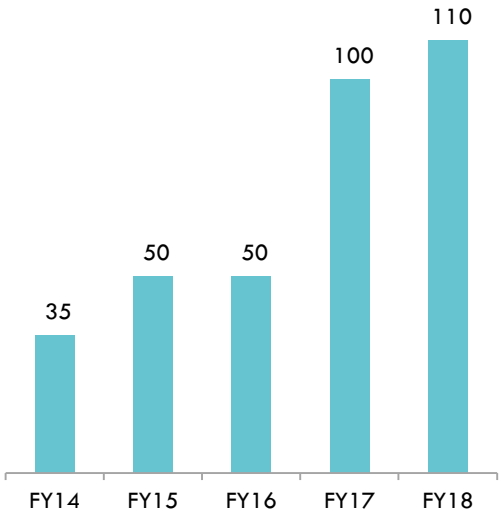
PAT margins
%



Dividend Payout
%



Dividend
% of face value



Highest ever dividend paid Rs 5.5 per share (110% of face value)

Chairman's Message:



Dear Shareholders,

I am privileged to report that we have had a good year in terms of performance across parameters – our core business of dye intermediates continued to do well and our 30MW solar power project commissioned successfully. We also completed the amalgamation with Nipur Chemicals Limited which will be value accretive to us.

Overcoming various hiccups of demonetization and GST implementation, the Indian economy has continued to perform well. The corporate earnings are improving and managements are back in the boardroom discussing growth plans. The dyes and pigments industry has continued to do well on the back of strong demand from the end user industries.

While domestic demand is showing positive trend with growth in the textiles industry, the export demand is picking up as well. With the continuing shut downs in China due to the environmental concerns, the world's focus has shifted to India to supply the deficit that the industry is facing. We, at Bhageria believe that we are well placed to grab this huge opportunity as we possess the competitive cost structures and also have wide reach of exports.

Our financial performance continues to improve. We ended the year with revenue of Rs 385 crores and EBITDA & EBITDA margins of Rs 91 crores and 23.7% respectively. Our PAT for FY18 stood at Rs 40crores with margin of 10.5%.The external credit rating of the company has further improved from the earlier "BBB" on long term scale and "A3+" on short term scale, to "BBB+" and "A2" respectively by CARE. The number of customers we are dealing with are growing and we are also strengthening our ties with them. We have started exporting to newer geographies and are expected to continue the same going forward. Our 30 MW solar power project is also fully operational now. Here we have a 25 year PPA with the Solar Energy Corporation of India (SECI). We are confident of achieving high returns from this project as the PPA is at attractive rates.

With the amalgamation of Nipur Chemicals Limited we have become more cost competitive and there is a scope of easier expansion in capacities if needed. The synergies created by the amalgamation would increase operational efficiency and integrated business functions.

Success of any business can be possible if its employees and peoples who put in persistent efforts to rise to their excellence level are taken together. I would like to reiterate that your company's employees are its valuable assets and it is entirely due to their hard works, firmness, commitment and dedication that your company has been able to deliver sustainable growth and value creation.

While we march ahead towards our business goals, we also make conscious efforts towards making active contributions to society and environment. We are investing in adequate pollution control equipment's as we believe in sustainable environment. Our regular contributions and initiatives towards uplifting several people in various aspects are our humble endeavor to make our world a better place.

I would like to assure you that your company will strive to capitalize by remaining focused on operational excellence and to remain committed to deliver strong growth and enhance 'shareholders and other stakeholders' values in every possible ways.

We expect to keep performing and delivering sustainable growth going forward with focus on profitability. I am thankful to the Board of Directors, for their continued support and guidance towards taking the Company ahead. We give the credit to our success to the employees, financial institutions, vendors, customers & shareholders.

Warm regards,

Yours Sincerely,

Suresh Bhageria
Chairman

CSR Activities



Heath & Safety

Installed Water Purification Plant at Kamptee & Mauda at Nagpur





Village Sanitation

Construction of toilets at Kachhi Gaam, Vapi

स्वच्छ भारत
एक कदम स्वच्छता की ओर

Eye Care

eyecare

Donated cataract operation equipments to Param Shakti Peeth, a non-profit organization serving the underprivileged in Delhi



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Members of BHAGERIA INDUSTRIES LIMITED (Formerly known as Bhageria Dye-chem Limited) (CIN : L40300MH1989PLC052574) will be held on Saturday, July 21, 2018 at 11:30 a.m. at Maher Banquet, Topiwala Centre Mall, 2nd Floor, Off S. V. Road, Near Rly. Stn., Goregaon (West), Mumbai 400 062, Maharashtra, India to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.

2. To declare Dividend on Equity Shares for the year ended March 31, 2018.

3. To appoint a Director in place of Mr. Suresh Bhageria (DIN: 00540285) who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration and 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 139, 142 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 thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. MRB & Associates, Chartered Accountants (Firm Registration No.136306W), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of Thirtieth Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Suresh Bhageria as Executive Chairperson (Whole-Time Director) of the Company:

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

''RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Mr. Suresh Bhageria (DIN:00540285) as Executive Chairperson (Whole-time Director) of the Company for a period of 3 (Three) years with effect from April 1, 2018 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole-time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Mr. Suresh Bhageria is re-appointed as Whole-time Director on the Board and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

6. Re-appointment of Mr. Vinod Bhageria as Managing Director of the Company:

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

"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Mr. Vinod Bhageria (DIN: 00540308) as Managing Director of the Company for a period of 3 (Three) years with effect from April 1, 2018 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Mr. Vinod Bhageria is re-appointed as the Managing Director on the Board and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

7. Re-appointment of Mr. Vikas Bhageria as Jt. Managing Director (Whole-time Director) of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the re-appointment of and payment of remuneration to Mr. Vikas Bhageria (DIN: 02976966) as Jt. Managing Director (Whole-time Director) of the Company for a period of 3 (Three) years with effect from April 1, 2018 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Jt. Managing Director (Whole-time Director) the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Mr. Vikas Bhageria is re-appointed as the Jt. Managing Director (Whole-time Director) on the Board and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

8. Approval of re-appointment of Mr. Sandeep Kumar Singh, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Kumar Singh (DIN:02814440), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

9. Approval of re-appointment of Mr. Omprakash Anandilal Bubna, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Omprakash Anandilal Bubna (DIN:00541174), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

10. Approval of re-appointment of Dr. Shyam Chandrabhan Agrawal, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Shyam Chandrabhan Agrawal (DIN:00541214), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024".

11. Approval of re-appointment of Mr. Pradipkumar Shankar Dalvi, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradipkumar Shankar Dalvi (DIN:00541427), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

12. Approval of re-appointment of Mr. Surendra Shriram Gupta, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Surendra Shriram Gupta (DIN:01147494), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

13. Payment of Remuneration to M/s. Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No.101049), the Cost Auditors of the Company for the Financial Year 2018-19:

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No.101049) appointed by the Board of Directors to conduct the audit of the cost records of the Company, be paid a remuneration for the Financial Year ending March 31, 2019 of Rs. 85,000/- plus GST as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing a Proxy should however be deposited at the registered office of the Company duly completed not less than FORTY EIGHT hours before the commencement of the meeting.

   Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, 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 carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The communication relating to remote e-voting containing the details of User ID and password is being sent alongwith this Notice to the Members.

3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. In case of Joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. A statement giving the details of the Directors seeking re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / Chairpersonships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, are provided in the Annexure.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from July 17, 2018 to July 20, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

8. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable on or after July 26, 2018 to those members:

   a) Whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before July 16, 2018; and

   b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on July 16, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

9. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to the transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

   The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No	Year ended	Date of Declaration	Due date of Transfer to IEPF
1	31.03.2011	20.08.2011	19.09.2018
2	31.03.2012	01.09.2012	30.09.2019
3	31.03.2013	31.08.2013	30.09.2020
4	31.03.2014	26.07.2014	25.08.2021
5	31.03.2015	01.08.2015	31.08.2022
6	31.03.2016	13.08.2016	12.09.2023
7	31.03.2017	02.12.2017	08.01.2025

   Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

11. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

12. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.

13. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited.

14. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s SHAREX DYNAMIC (INDIA) PVT.LTD
UNIT: (BHAGERIA INDUSTRIES LIMITED)
Unit No.1, Luthra Ind. Premises, Andheri Kurla Road,
Safed Pool, Andheri (east), Mumbai-400072.
Tel: 022 28515606/28515644
Email:sharexindia@vsnl.com

15. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole/ First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.

(b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS Form to the Registrar and Transfer Agent of the Company at the address given above.

(c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.

16. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

17. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

18. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

19. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.

20. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. Voting through electronic means:

i. Pursuant to 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 Obligation and Disclosure Requirements) Regulation,2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

ii. The Board of Directors of the Company has appointed Mr. Mahesh Soni, Partner of GMJ & Associates, Company Secretaries, failing him, Ms. Sonia Chettiar, Partner of GMJ & Associates, Company Secretaries, as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

iv. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

v. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 14, 2018.

vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e July 14,2018 only shall be entitled to avail the facility of e-voting / remote e-voting.

vii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 14, 2018, may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT. LTD. (Registrar & Transfer Agents of the Company).

viii. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 Hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the CHAIRPERSON. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.bhageriagroup.com) and on the website of CDSL https://www. Evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 21, 2018.

x. The instructions for shareholders voting electronically are as under:

a. The voting period begins on July 18, 2018 at 9.00 a.m. and ends on July 20, 2018 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 14, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

c. The shareholders should log on to the e-voting website www.evotingindia.com

d. Click on Shareholders/Members.

e. Now Enter your user ID

- For CDSL: 16 digits beneficiary ID
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- Members holding shares in Physical Form should enter Folio Number registered with the Company

f. Next enter the Image Verification as displayed and Click on Login.

g. 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.

h. 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

i. After entering these details appropriately, click on "SUBMIT" tab

j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

l. Click on the EVSN for the relevant BHAGERIA INDUSTRIES LIMITED on which you choose to vote.

m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

o. 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.

p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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.

t. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO 5:

Mr. Suresh Bhageria is the Executive Chairperson (Whole-time Director) of the Company and his existing term has expired on March 31, 2018. Keeping in mind the contribution made by Mr. Suresh Bhageria towards the growth and performance of the Company, your Board of Directors at their meeting held on January 25, 2018, have re-appointed Mr. Suresh Bhageria as the Whole-time Director of the Company. The terms of his re-appointment including remuneration, commission, perquisites etc. as have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:-

a) Salary: Rs. 3,00,000/- per month in the scale of Rs.1,00,000/- to Rs.10,00,000/- per month.

b) Commission: Upto 5% of Net Profit of the Company

c) Perquisites:

   i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actual or the Annual Salary whichever is less.

   ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

   iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be considered perquisites as aforesaid.

Provided that the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item No. 5 of the Notice.

Further Mr. Suresh Bhageria has been appointed as a Whole-time Director on Board and is liable to retire by rotation. The above mentioned explanatory statement read together with the resolution specified under SPECIAL BUSINESS as Item No. 5 of the Notice convening the Annual General Meeting may be considered as an abstract, of the terms of revised remuneration and perquisites payable to the aforesaid Whole time Director with effect from April 1, 2018.

MEMORANDUM OF INTEREST

Mr. Vinod Bhageria, Mr. Vikas Bhageria and Mrs. Chandraprabha Bhageria, being related to Mr. Suresh Bhageria, are deemed to be concerned and interested in the resolution at Item No. 5. Except the above-mentioned Directors none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 6:

Mr. Vinod Bhageria is the Managing Director of the Company and his existing term expired on March 31, 2018. Taking into account the role and responsibilities of Mr. Vinod Bhageria, your Board of Directors at their meeting held on January 25, 2018, have decided to re-appoint Mr. Vinod Bhageria as the Managing Director of the Company. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:-

a) Salary: Rs. 87,500/- per month in the scale of Rs. 75,000/- to Rs. 10,00,000/- per month.

b) Commission: Upto 5% of Net Profit of the Company.

c) Perquisites:

   i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actual or the Annual Salary whichever is less.

   ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

   iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be considered perquisites as aforesaid.

Provided that the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item No. 6 of the Notice.

Further Mr. Vinod Bhageria has been appointed as the Managing Director on Board, not liable to retire by rotation. The above mentioned explanatory statement read together with the resolution specified under SPECIAL BUSINESS as Item No. 6 of the Notice convening the Annual General Meeting may be considered as an abstract, of the terms of revised remuneration and perquisites payable to the aforesaid Managing Director with effect from April 1, 2018.

MEMORANDUM OF INTEREST

Mr. Suresh Bhageria being related to Mr. Vinod Bhageria, is deemed to be concerned and interested in the resolution at Item No. 6. Except the above-mentioned Director, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 7:

Mr. Vikas Bhageria is the Jt. Managing Director (Whole Time Director) of the Company and his existing terms has expired on March 31, 2018. Keeping in mind the contribution made by Mr. Vikas Bhageria towards business management & execution of projects in the Company, your Board of Directors at their meeting held on January 25, 2018, have decided to re-appoint Mr. Vikas Bhageria as the Jt. Managing Director (Whole Time Director) of the Company. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:-

a) Salary: Rs. 5,50,000/- per month in the scale of Rs.1,00,000/- to Rs.10, 00,000/- per month.

b) Commission: Upto 5% of Net Profit of the Company.

c) Perquisites:

   i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actual or the Annual Salary whichever is less.

   ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

   iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be considered perquisites as aforesaid.

Provided that the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

Accordingly, the Board recommends the passing of the Resolutions as set out in the Item No.7 of the Notice.

Further Mr. Vikas Bhageria has been appointed as the Jt. Managing Director (Whole Time Director) on Board and is liable to retire by rotation. The above mentioned explanatory statement read together with the resolution specified under SPECIAL BUSINESS as Item No.7 of the Notice convening the Annual General Meeting may be considered as an abstract, of the terms of remuneration and perquisites payable to the aforesaid Whole Time Director with effect from April 1, 2018.

MEMORANDUM OF INTEREST

Mr. Suresh Bhageria and Mrs. Chandraprabha Bhageria, being related to Mr. Vikas Bhageria, are deemed to be concerned and interested in the resolution at Item No.7. Except the above-mentioned Directors, none of the Directors of the Company is concerned or interested in this resolution.

ITEM 8 to 12:

Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta are Independent Non-Executive Directors of the Company. Pursuant to the Act, they were appointed as Independent Non-Executive Directors to hold office for five consecutive years for a term upto March 31, 2019, by the Members of the Company at the 25th AGM held on July 26, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta, being eligible for re-appointment as Independent Directors offer themselves for re-appointment, are proposed to be re-appointed as Independent Directors for another term of five consecutive years from April 1, 2019 upto March 31, 2024.

The performance of Independent Directors was evaluated on the following criteria:

- ❖ Exercise of independent judgment in the best interest of Company;
- ❖ Ability to contribute to and monitor corporate governance practice;
- ❖ Adherence to the code of conduct for independent directors.

In the opinion of the Board, Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as Independent Non-Executive Director of the Company and are independent of the management. Copy of the draft letter for re-appointment of Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta as Independent Directors of the Company.

Accordingly, the Board recommends the Special Resolutions set out at Item No.8 to 12 with respect to eligibility and re-appointment of Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agrawal, Mr. Pradipkumar Shankar Dalvi and

Mr. Surendra Shriram Gupta as Independent Directors of the Company for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

ITEM NO 13:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Sushil Kumar Mantri & Associates, Cost Accountants to conduct the audit of the cost records of the Company at Rs. 85,000/- plus GST, as applicable, to be paid as remuneration for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No.13 of the Notice, for ratification of the remuneration amounting to Rs. 85,000/- plus GST, as applicable and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending March 31, 2019, in respect of products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014.

The Board recommends the Resolution at Item No.13 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the Resolution at Item No.13 of this Notice.

ANNEXURE "A" TO THE EXPLANATORY STATEMENT:

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Suresh Bhageria, Mr. Vinod Bhageria and Mr. Vikas Bhageria:

I. GENERAL INFORMATION:

1. Nature of Industry: Manufacturing and Sale of Dyes and Dyes Intermediates and Generation and Distribution of Solar Power.
2. Date or expected date of commencement of commercial production: The Company commenced manufacturing in 1991.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

(in Crores)

Sr. No	Particulars	2017-18	2016-2017
1	Revenue	384.85	383.54
2	Profit after tax	40.27	43.42

5. Foreign Investments or collaborations, if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

Details	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Background details	Mr. Suresh Bhageria is 63 years of age and Bachelor of Commerce, having experience of more than 32 years in the areas of General Management and Dyes & Dyes Intermediates Industry.	Mr. Vinod Bhageria is 62 years of age and Bachelor of Commerce, having experience of more than 32 years in the areas of Dyes & Dyes Intermediates Industry, Finance, Taxation, Audit & other allied matters.	Mr. Vikas Bhageria is 39 years of age and Bachelor of Commerce and Master of Computer Applications having experience of more than 12 years in the areas General Business Management & Project Execution.
Past remuneration	132.00 (in Lakhs)	10.53 (in Lakhs)	109.00 (in Lakhs)
Recognition or awards	Nil	Nil	Nil
Job profile and his suitability	Mr. Suresh Bhageria manages the overall business of the Company including long term strategies. He has vast experience and possesses all required competencies. Thus, he is ideally suited for the job.	Mr. Vinod Bhageria's job involves diverse fields of finance, taxation, audit & other allied matters. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to direction and control of the Board of Directors. Thus, he is ideally suited for the job.	Mr. Vikas Bhageria contributes towards General Business Management & Project Execution. Thus, he is ideally suited for the job.
Remuneration proposed	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the proposed remuneration, Mr. Suresh Bhageria does not have any pecuniary relationship with the Company. Mr. Suresh Bhageria is related to Mr. Vinod Bhageria, Mr. Vikas Bhageria and Mrs. Chandraprabha Bhageria.	Besides the proposed remuneration, Mr. Vinod Bhageria does not have any pecuniary relationship with the Company. Mr. Vinod Bhageria is related to Mr. Suresh Bhageria.	Besides the proposed remuneration, Mr. Vikas Bhageria does not have any pecuniary relationship with the Company. Mr. Vikas Bhageria is related to Mr. Suresh Bhageria and Mrs. Chandraprabha Bhageria.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits : N.A.
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurement terms: N.A.

IV. DISCLOSURES:

The Information, as required, is provided under 'Report on Corporate Governance'.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015

I

Name	**Mr. Suresh Bhageria**
Directors Identification Number (DIN)	00540285
Brief Resume & Nature of expertise in specific functional areas	Mr. Suresh Bhageria is the Executive Chairperson (WTD) and manages the overall business of the Company including long term strategies. He has vast experience and possesses all required competencies.
Disclosure of relationship between directors inter-se	Mr. Suresh Bhageria is a close relative (Spouse) of Mrs. Chandraprabha Bhageria, (Father) of Mr. Vikas Bhageria and (Brother) of Mr. Vinod Bhageria.
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	NIL
Shareholding in Bhageria Industries Limited	11,38,331 Equity Shares

II

Name	**Mr. Vinod Bhageria**
Directors Identification Number (DIN)	00540308
Brief Resume & Nature of expertise in specific functional areas	Mr. Vinod Bhageria is the Managing Director of the Company. His work involves diverse fields of finance, taxation, audit & other allied matters.
Disclosure of relationship between directors inter-se	Mr. Vinod Bhageria is a close relative (Brother) of Mr. Suresh Bhageria.
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	NIL
Shareholding in Bhageria Industries Limited	4,018 Equity Shares

III

Name	**Mr. Vikas Bhageria**
Directors Identification Number (DIN)	02976966
Brief Resume & Nature of expertise in specific functional areas	Mr. Vikas Bhageria is the Jt. Managing Director (WTD) of the Company and contributes towards General Business Management & Project Execution.
Disclosure of relationship between directors inter-se	Mr. Vikas Bhageria is a close relative (son) of Mr. Suresh Bhageria and Mrs. Chandraprabha Bhageria.
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	NIL
Shareholding in Bhageria Industries Limited	7,83,932 Equity Shares

IV

Name	**Mr. Sandeep Kumar Singh**
Directors Identification Number (DIN)	02814440
Brief Resume & Nature of expertise in specific functional areas	Mr. Sandeep Kumar Singh is a renowned Media Professional specialised in Media Planning from the Mudra Institute of Communications, Ahmedabad & in General Business Management from IIIM, Bangalore.
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	1. Solid Containers Limited Membership-Audit Committee 2.The Byke Hospitality Limited Membership- Audit Committee, Stakeholders Relationship committee
Shareholding in Bhageria Industries Limited	Nil

V

Name	**Mr. Omprakash Anandilal Bubna**
Directors Identification Number (DIN)	00541174
Brief Resume & Nature of expertise in specific functional areas	Mr. O. P. Bubna is associated with the Company since July 12, 1989 and has an experience of over 40 Years in taxation field. He is Qualified B.Com from Mumbai University and M.B.A from S.P. Jain Institute of Management and research.
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	None
Shareholding in Bhageria Industries Limited	12,000 Equity shares

VI

Name	**Dr. Shyam Chandrabhan Agrawal**
Directors Identification Number (DIN)	00541214
Brief Resume & Nature of expertise in specific functional areas	Dr. Shaym Agarwal is associated with the Company since October 21, 1994. A reputed eye specialist. He has a rich experience of more than 35 years as a surgeon in the field of Ophthalmology.
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	None
Shareholding in Bhageria Industries Limited	Nil

VII

Name	**Mr. Pradipkumar Shankar Dalvi**
Directors Identification Number (DIN)	00541427
Brief Resume & Nature of expertise in specific functional areas	Mr. P. S. Dalvi is associated with the Company since September 1, 2000 and is specialized in the field of chemicals and possess an experience of over 38 years in the various fields. He is a Qualified B.Sc (Hons) Tech.
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	None
Shareholding in Bhageria Industries Limited	Nil

VIII

Name	**Mr. Surendra Shriram Gupta**
Directors Identification Number (DIN)	01147494
Brief Resume & Nature of expertise in specific functional areas	Mr. Surendra Shriram Gupta is associated with the Company since August 11, 2011. He has an experience of over 36 years in the field of Indirect Taxation and also a leading Consultant in Indirect Taxation. He is a well known philanthropist & holds professional qualifications of Chartered Accountant & Company Secretary.
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	Elegant Floriculture & Agrotech (India) Limited Membership-Audit Committee, Stakeholders Relationship Committee
Shareholding in Bhageria Industries Limited	Nil

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have great pleasure in presenting the 29th Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2018.

1. FINANCIAL HIGHLIGHTS:

The following is the highlight of the financial performance of the Company during the year under review.

(Rs. in Crores)

Particulars	2017-18	2016-17
Revenue from Operations (net of tax)	**373.31**	373.46
Other Income	**11.54**	10.08
Total Income	**384.85**	383.54
EBITDA	**91.33**	72.48
Less : Finance Cost	**6.05**	1.56
Less : Depreciation & Amortisation expenses	**22.88**	6.04
Profit before tax	**62.40**	64.89
Tax Expenses	**22.06**	21.42
Net Profit after tax	**40.34**	43.46
Other Comprehensive Income (Net of tax)	**(0.07)**	(0.04)
Total Comprehensive Income after tax	**40.27**	43.42
Earing per shares of Rs. 5 each (In Rs.)	**18.45**	23.02

2. OPERATIONAL REVIEW:

During the year under review, the Company has achieved a revenue of Rs. 384.85 Crores as against Rs. 383.54 Crores in the previous financial year. The Profit after tax for the financial year 2017-18 was Rs. 40.27 Crores as compared to previous year of Rs. 43.42 Crores due to higher depreciation of Rs. 22.88 Crores as against previous year of Rs. 6.04 Crores which resulted in a decline of 7.1%.

Dyes and Dye intermediates & Chemical Business

The turnover of the company from chemical business amounted to Rs.342.36 Crores as against Rs. 344.51 Crores for the previous year. The EBIT from this segment has shown an improvement at Rs. 62.73 Crores as against Rs. 58.59 Crores in the previous year.

Solar Power Business

The turnover of the company from solar power operations has gone up to Rs.24.49 Crores as against Rs. 2.63 Crores for the previous year. The EBIT from this segment has shown an improvement at Rs. 2.00 Crores as against Rs.0.12 Crores in the previous year.

3. SCHEME OF AMALGAMATION OF NIPUR CHEMICALS LIMITED WITH THE COMPANY:

The Hon'ble National Company Law Tribunal, Mumbai Bench approved the Scheme of Arrangement in the nature of Amalgamation between the Company and Nipur Chemicals Limited (Amalgamating Company) vide its Order dated April 5, 2018. Both the Companies have filed the said Order with the Registrar of Companies, Mumbai on May 3, 2018. Consequent upon the Scheme became effective from May 3, 2018 with effect from October 1, 2016, being the Appointed Date of the Scheme.

Upon coming into effect of the Scheme, 45,940 equity shares held by Nipur Chemicals Limited in the Company shall get cancelled on account of cross holdings and the Company is required to allot 59,42,530 Equity shares to the shareholders of Nipur Chemicals Limited in pursuance to the Scheme of Amalgamation. Thereafter, the Paid-up Capital of the company will increase to Rs. 10,91,10,450 (Ten Crore Ninety One Lakh Ten Thousand Four Hundred and Fifty) divided into 2,18,22,090 (Two Crore Eighteen Lakh Twenty Two Thousand & Ninety) equity shares of Rs. 5 each.

Your Company has given effect to the Scheme in the Accounts and accordingly the Assets and the Liabilities of Nipur Chemicals Limited are transferred to and vested in the Company with effect from October 1, 2016, being the Appointed Date of the Scheme.

Income accruing and expenses incurred by Nipur Chemicals Limited, during the period from October 1, 2016 to 31 March, 2018, have been incorporated in the Financial Statements after eliminating inter-company transactions. The effects of these transactions are reflected in the Financial Statements.

4. DIVIDEND:

Your Directors have pleasure in recommending, for approval of the Members, at its 29th Annual General Meeting, a Dividend of Rs. 5.50/- per share i.e.110% for the year ended March 31, 2018. If approved at the forthcoming Annual General Meeting, it will result in an outflow of Rs.12 Crores to the Members of the Company, in addition to Rs. 2.47 Crores as dividend distribution tax.

This will be 25th consecutive year of payment of dividend by your Company.

The Company has not transferred any amount to General Reserve during the financial year.

5. CAPITAL STRUCTURE & LIQUIDITY:

Authorised Share capital

Upon coming into effect of the Scheme, the Authorised Share Capital of Nipur Chemicals Limited (Transferor Company) amounting to Rs. 6,00,00,000/- has been added to the Authorised Share Capital of Bhageria Industries Ltd. (Transferee Company). Hence, the Authorised Capital of the Company has been increased to Rs.14,00,00,000/- (Rupees Fourteen Crores only) divided into 2,80,00,000 (Two Crores Eighty Lakhs) equity shares of Rs. 5/- each.

Issued and paid up Share Capital

The Paid Up Equity Share Capital as at March 31, 2018 was Rs. 79,627,500/- divided into 1,59,25,500 Equity Shares, having value of Rs.5/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options nor sweat equity.

Note: The Company is required to allot 59,42,530 equity shares to the shareholders of Nipur Chemicals Limited in pursuance to the Scheme of Amalgamation. Thereafter, the Paid-up Capital of the company will increase to Rs. 10,91,10,450 (Ten Crore Ninety One Lakh Ten Thousand Four Hundred and Fifty) divided into 2,18,22,090 (Two Crore Eighteen Lakh Twenty Two Thousand & Ninety) equity shares of Rs. 5/- each.

6. SUBSIDIARIES & ASSOCIATE COMPANIES:

The Company does not have any subsidiary or associate companies.

7. BOARD OF DIRECTORS:

Re-appointments:

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Suresh Bhageria, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The Board of Directors on recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mr. Suresh Bhageria as Executive Chairperson, Mr. Vinod Bhageria as Managing Director and Mr. Vikas Bhageria as Jt. Managing Director (Whole-time Director) for a period of 3 years with effect from April 1, 2018 to March 31, 2021 subject to approval of the members at the ensuing Annual General Meeting.

Based on evaluations and recommendations of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, the Board recommends re-appointment of Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Chandrabhan Agarwal, Mr. Pradipkumar Shankar Dalvi and Mr. Surendra Shriram Gupta as Independent Directors for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval of Members.

8. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

9. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Act, with respect to Directors Responsibility statement it is hereby confirmed:

a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the Directors had prepared the annual accounts on a going concern basis;

e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

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

10. KEY MANAGERIAL PERSONNEL:

Sr. No	Name of Personnel	Designation
1.	Mr. Suresh Bhageria	Chairperson
2.	Mr. Vinod Bhageria	Managing Director
3.	Mr. Vikas Bhageria	Jt. Managing Director
4.	Mrs. Chandraprabha Bhageria	Whole-time Director
5.	Mr. Rakesh Kachhadiya	Chief Financial Officer
*6.	Mr. Shrinath Tiwari	Company Secretary
**7.	Mr. Ketan Gaur	Company Secretary

*Mr. Shrinath Tiwari resigned from the Company w.e.f. October 31, 2017.

**Mr. Ketan Gaur was appointed w.e.f. January 25, 2018.

11. ANNUAL PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the Listing Regulations. Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The performance evaluation of the Board as a whole, Chairperson and Non-Independent Directors was also carried out by the Independent Directors in their meeting held on January 25, 2018.

Similarly, the performance of various committees, individual Independent and Non Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual directors.

12. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board met 5 (Five) times during the financial year. The meeting details are provided in the Corporate Governance Report that forms a part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

13. AUDIT COMMITTEE:

In accordance with the provisions of the Regulation 18 of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, the Company is having an Audit Committee comprising of Independent Directors. The Audit Committee was reconstituted on May 4, 2018, the Committee acts in accordance with the terms of reference specified from time to time by the Board. The details of the terms of Audit Committee and other details are explained in the Corporate Governance Report.

14. REMUNERATION & NOMINATION POLICY:

The Board of Directors as per recommendations of the Nomination & Remuneration Committee has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company (www.bhageriagroup.com).

16. PUBLIC DEPOSITS:

Your Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report. (Refer note no. 48)

18. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company is having in place a "Corporate Social Responsibility" (CSR) Committee. As part of its initiatives under CSR, the company has contributed funds for the schemes of rural development, promotion of education and medical aid. The contribution in this regard has been made to the registered trust(s) which are undertaking these schemes. The Company has also undertaken schemes in which the amount has been directly spent by the Company.

The Annual Report on CSR activities is annexed herewith as: **Annexure 'A'.**

19. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There were no material changes affecting the financial position of the Company between the end of the financial year and date of report.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There were no significant and material orders passed by the Regulators or Courts during the financial year ended March 31, 2018.

The Hon'ble National Company Law Tribunal, Mumbai Bench approved the Scheme of Arrangement in the nature of Amalgamation between the Company and Nipur Chemicals Limited vide its Order dated April 5, 2018.

21. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure 'B'** and forms an integral part of the Report.

22. INVESTOR EDUCATION & PROTECTION FUND (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to the transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends of Rs.1,97,608/- in respect of financial year 2009-10. Further, 1,22,400 Equity shares were transferred as per the requirements of IEPF rules. The details are available on our website www.bhageriagroup.com.

23. RELATED PARTY TRANSACTIONS:

Your Company has formulated a policy on related party transactions which is also available on Company's website www.bhageriagroup.com. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company had approved the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. All related party transactions are placed before the Audit Committee for review and approval.

All related party transactions entered during the Financial Year were in ordinary course of the business and on an arm's length basis. No material related party transactions were entered during the Financial Year by your Company. Accordingly, no disclosure is made in respect of related party transactions, as required under Section 134(3)(h)of the Act in Form AOC 2. Members may refer to note no. 48 of the financial statements which sets out related party disclosures pursuant to INDAS-24.

24. CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. The Code of Conduct is dealing with ethical issues and also foster a culture of accountability and integrity. The Code in accordance with the requirements of SEBI (LODR) Regulations, 2015 has been posted on the Company's website www.bhageriagroup.com.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

25. STATUTORY AUDITORS:

M/s. MRB & Associates, Chartered Accountants, (Firm Registration No.136306W), were appointed as the Statutory Auditors of the Company at the 28th AGM held on December 2, 2017 and will hold office until the conclusion of the 33rd AGM to be held in 2022, are recommended for ratification of appointment for the Financial Year 2018-19. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. M R B & Associates that their appointment for the financial year 2018-19 would be in conformity with the limits specified in the said Section.

The Report given by M/s. MRB & Associates, Chartered Accountants, on the financial statements of the Company for the financial year 2017-2018 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

26. COST AUDIT:

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company has been complying with the provisions of audit of cost records of the Company every year. The Board of Directors, on the recommendation of the Audit Committee, have appointed M/s. Sushilkumar Mantri & Associates, Cost Accountants as the Cost Auditors to audit the accounts of the Company for the Financial Year 2018-19 at a remuneration of 85,000/- plus GST as applicable and reimbursement of out of pocket expenses. As

required under the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

27. INTERNAL AUDIT:

Pursuant to provisions of Section 138 of the Companies Act, 2013 the Board on recommendation of the Audit Committee has appointed M/s. Kamal Dhanuka & Co, Chartered Accountants, having Registration No.131308W as Internal Auditors of the Company.

28. SECRETARIAL AUDIT:

The Secretarial Audit was carried out by M/s. GMJ & Associates, a firm of Company Secretaries in Practice for the Financial Year 2017-2018. The Report given by the Secretarial Auditors is annexed as **Annexure 'C'** and forms an integral part of this Board's Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014, the Audit Committee recommended and the Board of Directors have appointed M/s. GMJ & Associates, Company Secretaries as the Secretarial Auditors of the Company in relation to the financial year ending March 31, 2019. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under.

29. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Directors have laid down internal financial controls to be followed by your Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

30. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Statutory Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

31. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'D'** to this Report.'

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Company affirms that during the year under review, no complaints were received by the Committee for redressal.

33. ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

34. RISK MANAGEMENT POLICY:

The Board of Directors had constituted Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks.

The Committee on timely basis informed members of Board of Directors about risk assessment and minimization procedures which in the opinion of the Committee may threaten the existence of the Company.

Since the constitution of Risk Management Committee was not mandatory to the Company, the Board has dissolved the Committee and taken over the responsibility of ensuring compliance with the Risk Management policy.

35. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure 'E' & 'F'** to this Report.

36. AFFIRMATION ON COMPLIANCE OF SECRETARIAL STANDARDS:

The Board of Directors of the Company has affirmed with the compliances of Secretarial Standards issued by Institute of Company Secretaries of India.

37. LISTING:

The Company's Shares are listed on BSE Limited and National Stock Exchange of India Limited, Mumbai.

38. APPRECIATION:

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for the hard work, solidarity, cooperation and support of employees at all levels.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

ANNEXURE 'A' TO DIRECTORS' REPORT 2017-2018

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes propose to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

   CSR policy is stated herein below:

CSR Policy

(Approved by the Board of Directors on May 10, 2014)

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

1) Improving the quality of life in rural area.
2) Eradicating hunger, poverty and malnutrition,
3) Promoting healthcare including preventive healthcare.
4) Employment enhancing vocational skills.
5) Promotion of education including investment in technology in schools
6) Ensuring environment sustainability including measures for reducing inequalities faced by socially and economically backward groups.
7) Promoting sports including rural and Olympic sports.
8) Contribution to funds for promoting technology.
9) Investing in various rural development projects.
10) Contribution to the Prime Minister's National Relief Fund or any other fund setup by the Central Government for development and relief
11) Collaborate with likeminded bodies like Voluntary organizations, charitable trusts, governments and academic institutes in pursuit of our goals.
12) Interact regularly with stakeholders, review and publicly report our CSR initiatives and
13) Other areas approved by the CSR Committee that are covered in the CSR Rules as amended from time to time.

Web Link: www.bhageriagroup.com

2. Composition of CSR committee:

Name of The Member	Designation
Mr. O. P. Bubna	Chairperson
Dr. Shyam Agarwal	Member
Mr. P. S. Dalvi	Member

3. Average net profit of the company for last three financial years: Rs. 47.82 Crores

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above) : Rs.95.64 Lakhs

5. Details of CSR spend for the financial year:

a) Total amount spent for the financial year: Rs.183.99 Lakhs

b) Amount unspent if any: NIL

c) Manner in which the amount spent during the financial year is detailed below:

Sr. No	Projects/Activities	Sector	Location	Amount Outlay (Budget) Project or Programs wise (in Lakhs)	Amount Spent on the Project or programs (in Lakhs)	Cumulative Expenditure upto reporting period (in Lakhs)	Amount spent direct or through implementing agency
1	Construction of Water Tank and water supply system	Rural Development	Kombhalane, Taluka Akole, Ahmednagar.	Rs.50.00	Rs.30.09	Rs.30.09	Direct
2	Free Eye Camp and Spectacles Distribution	Promoting healthcare	Kombhalane, Taluka Akole, Ahmednagar.	Rs.0.90	Rs. 0.90	Rs. 0.90	Direct
3	Water Treatment Plant (RO + UF) with Water ATMs	Promoting healthcare	Kamptee, Taluka Mauda, District Nagpur.	Rs.16.90	Rs.16.90	Rs.16.90	Direct
4	Eye Care Equipment	Promoting healthcare	Dungarpur, Rajasthan	Rs.7.72	Rs.7.72	Rs.7.72	Direct
5	Eye Care Equipment	Promoting healthcare	Vrindavan, District Mathura, Uttar Pradesh	Rs.7.30	Rs.7.30	Rs.7.30	Direct
6	Eye Care Equipment	Promoting healthcare	Vrindavan, District Mathura, Uttar Pradesh	Rs.11.65	Rs.11.65	Rs.11.65	Param Shakti Peeth Vatsalyagram
7	Cyanorfarm Research Project	Rural Development	Keshavsrushti, Village Uttan, Thane	Rs.8.00	Rs.8.00	Rs.8.00	Uttan Vanaushadhi Sanshodhan Sanstha
8	Health and Education	Health and Literacy	Bangalore, Karnataka	Rs.1.00	Rs.1.00	Rs.1.00	Vivekananda Yoga Anusandhana Samsthana
9	Health and Education	Health and Literacy	Vidya Nagar, Latur	Rs.100.00	Rs.100.00	Rs.100	Vivekanand Medical Foundation & Research
10	Distribution of Biscuits	Eradicating Hunger	Village Vapi, Gujarat.	Rs.0.18	Rs.0.18	Rs.0.18	Direct
11	Food for Flood Relief	Eradicating hunger & poverty	District Bansakatha, Gujarat	Rs.0.25	Rs.0.25	Rs.0.25	Vapi Industries Association
			Total	**203.90**	**183.99**	**183.99**	

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

O.P. BUBNA
(DIN: 00541174)
CHAIRPERSON-CSR COMMITTEE

ANNEXURE 'B' TO DIRECTORS' REPORT 2017-2018

EXTRACT OF ANNUAL RETURN

FORM NO. MGT-9

"EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2018"

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN:-	L40300MH1989PLC052574
ii) Registration Date:-	12-07-1989
iii) Name of the Company:-	Bhageria Industries Limited
iv) Category / Sub-Category of the Company:-	Company limited by shares & Indian Non Government Company
v) Address of the Registered office and contact details:-	Office No -1002, Topiwala Centre, Off. S. V. Road, Near Goregaon Railway Station, Goregaon-West, Mumbai -400 062.
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing to 10% or more of the total turnover 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
a.	Organic Chemicals	20119	93.32
b.	Solar Power	35105	6.68

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held
……NOT APPLICABLE……..				

IV. SHARE HOLDING PATTERN

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2017				No. of Shares held at the end of the year 31-03-2018				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
A PROMOTER'S									
1) INDIAN									
a) Individual/HUF	5,479,625	-	5,479,625	34.408	6,031,273	-	6,031,273	37.872	3.464
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s).	-	-	-	-	-	-	-	-	-
d) Bodies Corporates	2,499,424	-	2,499,424	15.694	2,555,950	-	2,555,950	16.049	0.355
e) FI / Banks.	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	**7,979,049**	**-**	**7,979,049**	**50.102**	**8,587,223**	**-**	**8,587,223**	**53.921**	**3.819**
2) FOREIGN									
a) Individual NRI / For Ind	-	-	-	-	-	-	-	-	-
b) Other Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
f) Any Other Specify	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**7,979,049**	**-**	**7,979,049**	**50.102**	**8,587,223**	**-**	**8,587,223**	**53.921**	**3.819**
B PUBLIC SHAREHOLDING									
1) Instituitions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	8,573	-	8,573	0.054	13,103	-	13,103	0.082	0.028
c) Central Government	-	-	-	-	122,400	-	122,400	0.769	0.769
d) State Government	22,002	-	22,002	0.138	-	-	-	-	(0.138)
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**30,575**	**-**	**30,575**	**0.192**	**135,503**	**-**	**135,503**	**0.851**	**0.659**
2) Non-Institutions									
a) Bodies Corporate									
i) Indian	4,190,910	3,400	4,194,310	26.337	3,645,813	3,400	3,649,213	22.914	(3.423)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2,241,081	350,827	2,591,908	16.275	2,400,040	251,227	2,651,267	16.648	0.373
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	631,876	-	631,876	3.968	551,285	-	551,285	3.462	(0.506)
c) Other (specify)									
i) Non Resident Indians	112,630	205,000	317,630	1.994	156,679	158,200	314,879	1.977	(0.017)
ii) Overseas Corporate Bodies	2,422	-	2,422	0.015	25,571	-	25,571	0.161	0.146
iii) Foreign Nationals	-	-	-	-	-	-	-	-	-
iv) Clearing Members	177,730	-	177,730	1.116	10,559	-	10,559	0.066	(1.050)
v) Trusts	-	-	-	-	-	-	-	-	-
vi) Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**7,356,649**	**559,227**	**7,915,876**	**49.705**	**6,789,947**	**412,827**	**7,202,774**	**45.228**	**(4.477)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**7,387,224**	**559,227**	**7,946,451**	**49.898**	**6,925,450**	**412,827**	**7,338,277**	**46.079**	**(3.819)**
C Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**15,366,273**	**559,227**	**15,925,500**	**100.000**	**15,512,673**	**412,827**	**15,925,500**	**100.000**	**-**

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(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the Year (31.03.2018)			% changes 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	Bhageria Trade Invest Private Limited	2,261,634	14.201	-	2,300,599	14.446	-	0.245
2	Suresh Keshavdeo Bhageria	1,094,026	6.870	-	1,107,026	6.951	-	0.081
3	Deepakkumar Vishwambharlal Bhageria	785,200	4.930	-	836,352	5.252	-	0.322
4	Rakesh Niranjanlal Bhageria	811,901	5.098	-	811,901	5.098	-	-
5	Vikas Suresh Bhageria	783,932	4.922	-	783,932	4.922	-	-
6	Chandraprabha Suresh Bhageria	443,686	2.786	-	448,686	2.817	-	0.031
7	Harshita Vikas Bhageria	380,567	2.390	-	392,111	2.462		0.072
8	Akashdeep International Private Limited	191,850	1.205	-	209,411	1.315	-	0.110
9	Suresh Kumar Bhageria HUF	136,288	0.856	-	186,288	1.170	-	0.314
10	Dinesh Vishambharlal Bhageria	129,500	0.813	-	180,652	1.134	-	0.321
11	Rahul Niranjanlal Bhageria	174,557	1.096	-	174,557	1.096	-	-
12	Snehlata Bhageria	160,744	1.009	-	60,744	0.381	-	(0.628)
13	Chandadevi Vishambharlal Bhageria	116,244	0.730	-	156,706	0.984	-	0.254
14	Deepak Bhageria HUF	10,000	0.063	-	129,342	0.812	-	0.749
15	Dinesh Bhagerai HUF	-	-	-	127,831	0.803	-	0.803
16	Asha Dinesh Bhageria	80,400	0.505	-	107,090	0.672	-	0.167
17	Archana Deepak Bhageria	71,710	0.450	-	105,262	0.661	-	0.211
18	Vishambharlal Keshavdeo Bhageria	102,304	0.642	-	19,600	0.123	-	(0.519)
19	Sonika Rakesh Bhageria	71,000	0.446	-	102,203	0.642	-	0.196
20	Rakesh Bhageria HUF	6,000	0.038	-	71,064	0.446	-	0.408
21	Vikas Bhageria HUF	8,000	0.050	-	63,757	0.400	-	0.350
22	Rahul Bhageria HUF	6,000	0.038	-	58,606	0.368	-	0.330
23	Dhwani Rahul Bhageria	51,400	0.323	-	51,400	0.323	-	-
24	*Nipur Chemicals Limited	45,940	0.288	-	45,940	0.288	-	-
25	Vanita Saraf	16,000	0.100	-	16,000	0.100	-	-
26	Aditya Vinod Bhageria	14,548	0.091	-	14,545	0.091	-	-
27	Anjushree Abhishek Bhageria	13,000	0.082	-	13,000	0.082	-	-
28	Abhishek Vinod Bhageria	4,600	0.029	-	4,600	0.029	-	-
29	Vinodkumar Keshadeo Bhageria	4,018	0.025	-	4,018	0.025	-	-
30	Abhishek Vinod Bhageria HUF	4,000	0.025	-	4,000	0.025	-	-
	Total	**7,979,049**	**50.101**		**8,587,223**	**53.918**		**3.817**

Note :- *Upon coming into effect of the Scheme, 45,940 equity shares held by Nipur Chemicals Limited in the Company shall get cancelled on account of cross holdings.

(iii) Change in Promoter's Shareholding

Sr. No .	Shareholder's Name	No.of Shares at the beginning (01.04.2017) / end of the Year (31.03.2018)	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	Bhageria Trade Invest Private Limited	2,261,634	14.201	01-04-2017				
				22-12-2017	38,965	Buy	2,300,599	14.446
	-Closing Balance	2,300,599	14.446	31-03-2018				
2	Suresh Keshavdeo Bhageria	1,094,026	6.870	01-04-2017				
				31-03-2018	13,000	Buy	1,107,026	6.951
	-Closing Balance	1,107,026	6.951	31-03-2018				
3	Deepakkumar Vishwambharlal	785,200	4.930	01-04-2017				
	Bhageria			02-06-2017	51,152	Gift	836,352	5.252
	-Closing Balance	836,352	5.252	31-03-2018				
4	Chandraprabha Suresh Bhageria	443,686	2.786	01-04-2017				
				18-08-2017	5,000	Buy	448,686	2.817
	-Closing Balance	448,686	2.817	31-03-2018				
5	Harshita Vikas Bhageria	380,567	2.390	01-04-2017				
				16-06-2017	11,544	Buy	392,111	2.462
	-Closing Balance	392,111	2.462	31-03-2018				
6	Akashdeep International Private	191,850	1.205	01-04-2017				
	Limited			25-08-2017	5,078	Buy	196,928	1.237
				01-09-2017	1,437	Buy	198,365	1.246
				22-09-2017	7,536	Buy	205,901	1.293
				09-03-2018	3,510	Buy	209,411	1.315
	-Closing Balance	209,411	1.315	31-03-2018				
7	Suresh Kumar Bhageria HUF	136,288	0.856	01-04-2017				
				01-12-2017	50,000	Buy	186,288	1.170
	-Closing Balance	186,288	1.170	31-03-2018				
8	Dinesh Vishambharlal Bhageria	129,500	0.813	01-04-2017				
				02-06-2017	51,152	Gift	180,652	1.134
	-Closing Balance	180,652	1.134	31-03-2018				
9	Chandadevi Vishambharlal Bhageria	116,244	0.730	01-04-2017				
				01-12-2017	29,655	Buy	145,899	0.916
				22-12-2017	10,807	Buy	156,706	0.984
	-Closing Balance	156,706	0.984	31-03-2018				
10	Deepak Bhageria HUF	10,000	0.063	01-04-2017				
				22-12-2017	35,342	Buy	45,342	0.285
				23-03-2018	25,469	Buy	70,811	0.445
				31-03-2018	58,531	Buy	129,342	0.812
	-Closing Balance	129,342	0.812	31-03-2018				
11	Dinesh Bhagerai HUF	3,000	0.019	01-04-2017				
				15-12-2017	47,239	Buy	50,239	0.315
				22-12-2017	7,588	Buy	57,827	0.363
				23-03-2018	53,000	Buy	110,827	0.696
				31-03-2018	17,004	Buy	127,831	0.803
	-Closing Balance	127,831	0.803	31-03-2018				
12	Asha Dinesh Bhageria	80,400	0.505	01-04-2017				
				24-11-2017	8,758	Buy	89,158	0.560
				01-12-2017	16,207	Buy	105,365	0.662
				22-12-2017	1,725	Buy	107,090	0.672
	-Closing Balance	107,090	0.672	31-03-2018				

BHAGERIA INDUSTRIES LIMITED

Sr. No.	Shareholder's Name	No.of Shares at the beginning (01.04.2017) / end of the Year(31.03.2018)	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
13	Archana Deepak Bhageria	71,710	0.450	01-04-2017				
				25-08-2017	7,000	Buy	78,710	0.494
				22-12-2017	26,552	Buy	105,262	0.661
	-Closing Balance	105,262	0.661	31-03-2018				
14	Sonika Rakesh Bhageria	71,000	0.446	01-04-2017				
				01-12-2017	1,203	Buy	72,203	0.453
				08-12-2017	30,000	Buy	102,203	0.642
	-Closing Balance	102,203	0.642	31-03-2018				
15	Rakesh Bhageria HUF	6,000	0.038	01-04-2017				
				22-12-2017	14,414	Buy	20,414	0.128
				31-03-2018	50,650	Buy	71,064	0.446
	-Closing Balance	71,064	0.446	31-03-2018				
16	Vikas Bhageria HUF	8,000	0.050	01-04-2017				
				22-12-2017	42,757	Buy	50,757	0.319
				23-03-2018	5	Buy	50,762	0.319
				31-03-2018	12,995	Buy	63,757	0.400
	-Closing Balance	63,757	0.400	31-03-2018				
17	Snehlata Bhageria	160,744	1.009	01-04-2017				
				31-03-2018	(100,000)	Sold	60,744	0.381
	-Closing Balance	60,744	0.381	31-03-2018				
18	Rahul Bhageria HUF	6,000	0.038	01-04-2017				
				22-12-2017	3,006	Buy	9,006	0.057
				31-03-2018	49,600	Buy	58,606	0.368
	-Closing Balance	58,606	0.368	31-03-2018				
19	Vishambharlal Keshavdeo Bhageria	102,304	0.642	01-04-2017				
				02-06-2017	(1,02,304)	Gift	-	-
				23-03-2018	19,600	Buy	19,600	0.123
	-Closing Balance	19,600	0.123	31-03-2018				
20	Aditya Vinod Bhageria	14,548	0.091	01-04-2017				
				17-11-2017	(2)	Sold	14,546	0.091
				23-03-2018	(1)	Sold	14,545	0.091
	-Closing Balance	14,545	0.091	31-03-2018				
21	Anjushree Abhishek Bhageria	13,000	0.082	01-04-2017				
				01-09-2017	(3,361)	Sold	9,639	0.061
				08-09-2017	(7,319)	Sold	2,320	0.015
				15-09-2017	(1,557)	Sold	763	0.005
				13-10-2017	12,237	Buy	13,000	0.082
	-Closing Balance	13,000	0.082	31-03-2018				

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

Sr. No.	Name	No. of Shares at the beginning (01.04.2017) / end of the Year(31.03.2018)	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	Prism Scan Express Pvt Ltd	979,000	6.147	01-04-2017				
				18-08-2017	(405)	Sold	978,595	6.145
	-Closing Balance	978,595	6.145	31-03-2018				
2	Futurage Corporate Care Private	964,900	6.059	01-04-2017				
	Limited			18-08-2017	(2,006)	Sold	962,894	6.046
	-Closing Balance	962,894	6.046	31-03-2018				
3	Hi Fi Trading Private Ltd.	686,476	4.311	01-04-2017				
				18-08-2017	(1,000)	Sold	685,476	4.304
				01-09-2017	(1,514)	Sold	683,962	4.295
				08-09-2017	(7,830)	Sold	676,132	4.246
				15-09-2017	(3,928)	Sold	672,204	4.221
				22-09-2017	(4,545)	Sold	667,659	4.192
				13-10-2017	(500)	Sold	667,159	4.189
	-Closing Balance	667,159	4.189	31-03-2018				
4	Reform Trading Co. Private Limited	892,690	5.605	01-04-2017				
				18-08-2017	(777)	Sold	891,913	5.601
				24-11-2017	(200,000)	Sold	691,913	4.345
				01-12-2017	(137,763)	Sold	554,150	3.480
				08-12-2017	21,221	Buy	575,371	3.613
				16-03-2018	(100,000)	Sold	475,371	2.985
				23-03-2018	(253,100)	Sold	222,271	1.396
	-Closing Balance	222,271	1.396	31-03-2018				
5	Bodal Chemicals Ltd	200,000	1.256	01-04-2017				
	-Closing Balance	200,000	1.256	31-03-2018		No Change		
6	Kadmawala Textile Mills Private Limited	153,721	0.965	01-04-2017				
				21-04-2017	579	Buy	154,300	0.969
				12-05-2017	761	Buy	155,061	0.974
				19-05-2017	669	Buy	155,730	0.978
				30-06-2017	(1,101)	Sold	154,629	0.971
				07-07-2017	(1,617)	Sold	153,012	0.961
				22-09-2017	14,608	Buy	167,620	1.053
				13-10-2017	140	Buy	167,760	1.053
				05-01-2018	1,725	Buy	169,485	1.064
				16-02-2018	9,976	Buy	179,461	1.127
	-Closing Balance	179,461	1.127	31-03-2018				
7	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	122,400	0.769	08-12-2017		No Change		
	-Closing Balance	122,400	0.769	31-03-2018				
8	Nirmal Bang Financial Services Private	2,245	0.014	12-05-2017				
	Limited			19-05-2017	4,695	Buy	6,940	0.044
				26-05-2017	410	Buy	7,350	0.046
				02-06-2017	(660)	Sold	6,690	0.042
				16-06-2017	12,129	Buy	18,819	0.118
				23-06-2017	(2,250)	Sold	16,569	0.104
				07-07-2017	(1,620)	Sold	14,949	0.094
				21-07-2017	51,900	Buy	66,849	0.420
				28-07-2017	(58,921)	Sold	7,928	0.050
				04-08-2017	850	Buy	8,778	0.055
				11-08-2017	10,000	Buy	18,778	0.118
				18-08-2017	(3,218)	Sold	15,560	0.098
				25-08-2017	(6,050)	Sold	9,510	0.060
				01-09-2017	(4,618)	Sold	4,892	0.031
				08-09-2017	1,511	Buy	6,403	0.040

BHAGERIA INDUSTRIES LIMITED

Sr. No.	Shareholder's Name	No.of Shares at the beginning (01.04.2017) / end of the Year(31.03.2018)	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
				15-09-2017	323	Buy	6,726	0.042
				22-09-2017	(2,546)	Sold	4,180	0.026
				30-09-2017	4,689	Buy	8,869	0.056
				06-10-2017	(3,279)	Sold	5,590	0.035
				13-10-2017	(3,548)	Sold	2,042	0.013
				20-10-2017	3,206	Buy	5,248	0.033
				27-10-2017	(1,367)	Sold	3,881	0.024
				03-11-2017	4,289	Buy	8,170	0.051
				17-11-2017	2	Buy	8,172	0.051
				01-12-2017	(650)	Sold	7,522	0.047
				15-12-2017	1	Buy	7,523	0.047
				29-12-2017	(1,163)	Sold	6,360	0.040
				05-01-2018	(4,356)	Sold	2,004	0.013
				12-01-2018	1,000	Buy	3,004	0.019
				26-01-2018	700	Buy	3,704	0.023
				02-02-2018	(2,805)	Sold	899	0.006
				09-02-2018	(695)	Sold	204	0.001
				23-02-2018	33,292	Buy	33,496	0.210
				09-03-2018	22,707	Buy	56,203	0.353
				16-03-2018	(44,442)	Sold	11,761	0.074
				23-03-2018	30,424	Buy	42,185	0.265
				31-03-2018	70,035	Buy	112,220	0.705
	-Closing Balance	112,220	0.705	31-03-2018				
9	Ajay Vishwanath Agarwal	74,000	0.465	01-04-2017				
	-Closing Balance	74,000	0.465	31-03-2018		No Change		
10	Manjula Jayantilal Shah	73,014	0.458	01-04-2017				
	-Closing Balance	73,014	0.458	31-03-2018		No Change		
11	Vishwanath L Agarwal	61,000	0.383	01-04-2017				
	-Closing Balance	61,000	0.383	31-03-2018		No Change		
12	Dolly Khanna	88,926	0.558	01-04-2017				
				19-05-2017	1,150	Buy	90,076	0.566
				16-06-2017	(1,000)	Sold	89,076	0.559
				04-08-2017	(6,595)	Sold	82,481	0.518
				11-08-2017	(5,955)	Sold	76,526	0.481
				18-08-2017	(2,720)	Sold	73,806	0.463
				25-08-2017	(1,000)	Sold	72,806	0.457
				15-09-2017	(1,000)	Sold	71,806	0.451
				30-09-2017	1,740	Buy	73,546	0.462
				06-10-2017	(1,500)	Sold	72,046	0.452
				03-11-2017	(5,000)	Sold	67,046	0.421
				10-11-2017	(2,000)	Sold	65,046	0.408
				24-11-2017	(4,725)	Sold	60,321	0.379
				01-12-2017	(5,000)	Sold	55,321	0.347
				08-12-2017	(6,000)	Sold	49,321	0.310
				15-12-2017	(2,000)	Sold	47,321	0.297
				22-12-2017	(2,000)	Sold	45,321	0.285
				29-12-2017	(2,000)	Sold	43,321	0.272
				05-01-2018	(2,500)	Sold	40,821	0.256
				12-01-2018	(5,820)	Sold	35,001	0.220
				19-01-2018	(3,500)	Sold	31,501	0.198
	-Closing Balance	31,501	0.198	31-03-2018				

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	Suresh Keshavdeo Bhageria	1,094,026	6.870	01-04-2017				
				31-03-2018	13,000	Buy	1,107,026	6.950
	Closing Balance	1,107,026	6.950	31-03-2018				
2	Vinod Keshavdeo Bhageria	4,018	0.030	01-04-2017	No Change			
	Closing Balance	4,018	0.030	31-03-2018				
3	Chandraprabha Suresh Bhageria	443,686	2.780	01-04-2017				
				18-08-2017	5,000	Buy	448,686	2.810
	Closing Balance	448,686	2.810	31-03-2018				
4	Vikas Suresh Bhageria	783,932	4.920	01-04-2017	No Change			
	Closing Balance	783,932	4.920	31-03-2018				
5	Omprakash Anandilal Bubna	12,000	0.080	01-04-2017	No Change			
	Closing Balance	12,000	0.080	31-03-2018				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,533.21	-	-	14,533.21
ii) Interest due but not paid	13.46	-	-	13.46
iii) Interest accrued but not due	9.09	-	-	9.09
Total (i+ii+iii)	**14,555.76**	**-**	**-**	**14,555.76**
Change in Indebtedness during the financial year				
• Addition	-	-	-	
• Reduction	6,181.84	-	-	6,181.84
Net Change	**(6,181.84)**	**-**	**-**	**(6,181.84)**
Indebtedness at the end of the financial year				
i) Principal Amount	8,351.37	-	-	8,351.37
ii) Interest due but not paid	21.72	-	-	21.72
iii) Interest accrued but not due	30.86	-	-	30.86
Total (i+ii+iii)	**8,403.95**	**-**	**-**	**8,403.95**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manger				Total Amount
		Suresh Bhageria (Chairperson)	Vinod Bhageria (MD)	Vikas Bhageria (Jt. MD)	Mrs. Chandra Prabha Bhageria (WTD)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	24.00	10.53	36.00	12.00	82.53
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	108.00	-	73.00	6.00	187.00
	as % of profit	-	-	-	-	-
	others (specify)	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	**132.00**	**10.53**	**109.00**	**18.00**	**269.53**
	Ceiling as per the Act					**651.56**

B. Remuneration to other directors: (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of the Directors						Total Amount
		Mr. O.P Bubna	Mr. P.S. Dalvi	Dr. Shyam Agrawal	Mr. S.S. Gupta	Mr. Sandeep Singh	Mr. S.P. Tulsian	
1	Independent Directors							
	(a) Fee for attending board committee meetings	1.25	0.75	0.75	1.00	1.00	1.00	5.75
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	**1.25**	**0.75**	**0.75**	**1.00**	**1.00**	**1.00**	**5.75**
2	Other Non Executive Directors							
	(a) Fee for attending board committee meetings	-	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total (B)=(1+2)	**1.25**	**0.75**	**0.75**	**1.00**	**1.00**	**1.00**	**5.75**
	Total Managerial Remuneration(A+B)							**275.28**
	Overall Ceiling as per the Act							**716.71**

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

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. S.N. Tiwari (Company Secretary)**	Mr. Ketan Gaur (Company Secretary)*	Mr. Rakesh L Kachhadiya (Chief Financial Officer)	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1.75	1.24	7.67	10.66
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit				
	others, specify				
5	Others, please specify	-	-	-	-
	Total	**1.75**	**1.24**	**7.67**	**10.66**

* Mr. Ketan Gaur has been appointed as a Company Secretary and Compliance officer w.e.f. January 25, 2018

** Mr. S.N. Tiwari has tendered his resignation w.e.f. October 31, 2017 from the position of Company Secretary and Compliance officer.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

NIL

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

ANNEXURE 'C' TO DIRECTORS' REPORT 2017-2018
Form No.MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,
The Members,
BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor,
Topiwala Centre, Off S.V. Road,
Goregaon (West),
Mumbai – 400062.

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

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

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

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

ii. The Companies Amendment Act, 2017 (to the extent notified).

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

iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

v. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable;

vi. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

   a) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

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

   d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not applicable during the period of audit]**

   e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**

   f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008; **[Not applicable during the period of audit]**

   g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Not applicable during the period of audit]**

   h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not applicable during the period of audit]**

   i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not applicable during the period of audit]**

vii. We have also examined the compliance with the applicable clauses of the Secretarial Standards I and II issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We report that the Company operates in Chemicals and Solar Power, apart from Environment, Pollution and safety related compliances, no specific Acts were applicable to the Company.

We report that the Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

- Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well 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 decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of Minutes.

We further report that based on the information provided and the representation made by the Chief Financial Officer / Company Secretary, taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws general laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were no events/ actions in pursuance of the above referred laws, rules, regulations, standards, etc. having a major bearing on the Company's affairs, except as stated below :

- The Hon'ble National Company Law Tribunal, Mumbai Bench has approved Scheme of Arrangement in the nature of amalgamation between Bhageria Industries Limited and Nipur Chemicals Limited (Amalgamating Company) vide its order dated 5th April, 2018.

For GMJ & ASSOCIATES
Company Secretaries

[SONIA CHETTIAR]
PARTNER
ACS: 27582 COP: 10130

PLACE: MUMBAI
DATE: 4th MAY, 2018.

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

ANNEXURE A

To,
The Members,
BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor,
Topiwala Centre, Off S.V. Road,
Goregaon (West),
Mumbai – 400062.

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our 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.

For GMJ & ASSOCIATES
Company Secretaries

[SONIA CHETTIAR]
PARTNER
ACS: 27582 COP: 10130

PLACE: MUMBAI
DATE: 4th MAY, 2018.

ANNEXURE 'D' TO DIRECTORS' REPORT 2017-18

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

Information as per section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2018 is given here below and forms a part of the Directors' Report.

A. CONSERVATION OF ENERGY:

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

The company has made concrete efforts for enhancement in the capacity utilization, cost competitiveness and quality through systematic process monitoring and adherence to technological norms. Sophisticated instruments were used for regulation and adjustment of parameters. Efforts were also made for up-gradation of the quality of plant operation. Utility are being combined besides waste recovery and for effective energy conservation.

(ii) The steps taken by the company for utilising alternate sources of energy;

The company has saved considerably in the cost of power. The company is constantly exploring avenues for cost saving as an on-going process. To utilise the alternate sources of energy, company has setup a SOLAR POWER Plants.

(iii) The capital investment on energy conservation equipment's;

Studies to reduce energy consumption of existing unit are on and suitable investment will continue to be made in these areas.

B. TECHNOLOGY ABSORPTION:

(i) the efforts made towards technology absorption during the year under review are: NOT APPLICABLE

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NOT APPLICABLE

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NOT APPLICABLE

(iv) During the year company has incurred R&D Expenditure of Rs. NIL.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

a	Activities relating to export, initiatives to increase exports, development of new export markets for products and services and export plan.	The Company has continued to maintain focus and avail of export opportunities based on economic considerations.
b	Foreign Exchange outgo	Rs. 2923.81 Lakhs (Pr Yr. Rs. 12305.90 Lakhs)
c	Foreign Exchange earned	Rs. 9310.37 Lakhs (Pr Yr. Rs. 7158.65 Lakhs)

Registered Office:
1002, 10th Floor,
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Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

ANNEXURE 'E' TO DIRECTORS' REPORT 2017-18

Disclosure in the Board's Report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18

Director's Name	Ratio to median remuneration
Mr. Suresh Bhageria	43.70:1
Mr. Vinod Bhgaeria	3.49:1
Mr. Vikas Bhgaeria	36.09:1
Mrs. Chandraprabha Bhageria	5.96:1
Mr. O.P. Bubna	0.41:1
Mr. P. S. Dalvi	0.25:1
Dr. Shyam Agrawal	0.25:1
Mr. S S Gupta	0.33:1
Mr. Sandeep Singh	0.33:1
Mr. S. P. Tulsian	0.33:1

2. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year 2017-18 compared to 2016-17 means part of the year.

Director's/CFO/CEO/CS/Mgr name	% age increase/decrease in remuneration
Mr. Suresh Bhageria (Chairman (Executive))	-44%
Mr. Vinod Bhgaeria (M.D. (Executive))	NIL
Mr. Vikas Bhageria (Joint M.D. (Executive))	-32%
Mr. O. P. Bubna (Independent & Non-Executive)	12%
Mr. P. S. Dalvi (Independent &Non-Executive)	-13%
Dr. Shyam Agrawal (Independent & Non-Executive)	-13%
Mr. S S Gupta (Independent & Non-Executive)	-10%
Mr. Sandeep Singh (Independent & Non-Executive)	16%
Mrs. Chandraprabha Bhageria (Promoter & Women Executive)	195%
Mr. S.P. Tulsian (Independent & Non-Executive)	16%
Mr. S. N. Tiwari (Company Secretary)*	Not Applicable
Mr. Ketan Gaur (Company Secretary)**	Not Applicable
Mr. Rakesh L Kachhadiya (Chief Financial Officer)	12%

3. Percentage increase in the median remuneration of employees in the financial year 2017-18 compared to 2016-17 :- 2.52%

4. Number of permanent employees on the rolls of the company :- 230 employees as on 31-03-2018

5. Average percentile increase in salaries of employees other than managerial personnel :- 16.50%

   Note - For computing average increase in remuneration, employees working for full financial year considered to make the figures comparable.

Notes :

1) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

2) * Mr. S.N. Tiwari has tendered his resignation w.e.f October 31, 2017 from the position of Company Secretary and Compliance officer.

3) ** Mr. Ketan Gaur has been appointed as a Company Secretary and Compliance officer w.e.f. January 25, 2018

Registered Office:
1002, 10th Floor,
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Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

ANNEXURE 'F' TO DIRECTORS' REPORT 2017-18

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH THE RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED MARCH 31, 2018

a) Employed throughout the financial year and was in receipt of remuneration for the year in aggregate of not less than Rs.1,02,00,000/-

Name	Age	Designation	Qualification	Experience	Nature of Employment	Remuneration (Rs. In Lakhs)	Date of Commencement of employment	Last employment/ Designation	% of Shareholding	Relatives
Suresh Bhageria	63	Chairperson	B.Com	More than 32 Year	Permanent	132.00	21/12/1994	Gujarat Seal Industries Pvt. Ltd (Director)	6.95%	Mr. Vinod Bhageria, Mr. Vikas Bhageria and Mrs. Chandraprabha Bhageria
Vikas Bhageria	39	Joint M.D.	B.Com,M.C.A.	More than 12 Year	Permanent	109.00	01/04/2015	Achyuta Miners Pvt Ltd (Director)	4.92%	Mr. Suresh Bhageria and Mrs. Chandraprabha Bhageria

b) Employed for a part of the financial year and was in receipt of remuneration at a rate in aggregate not less than Rs. 8,50,000/- per month - NIL

c) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company - N. A.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

ANNEXURE TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

In accordance with the SEBI (LODR) Regulations, 2015 (Listing Regulations) on Corporate Governance, the Report containing the details is as under:

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, integrity, transparency and fairness in all its transactions in the widest sense and meets its stakeholder's aspirations and social expectations. Good Corporate Governance practices stem from the culture and mind-set of the organization and at Bhageria Industries Limited [BIL] we are committed to do business in an efficient, responsible, honest and ethical manner and to meet the aspirations of all our stakeholders.

The Corporate Governance structure specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decisions regarding investment, diversification, major decisions regarding procurement, commercial and finance are forwarded ahead after approval of the Board.

Strong Governance has indeed helped BIL to deliver wealth to its shareholders in the form of uninterrupted dividends.

2. BOARD OF DIRECTORS:

Composition of the Board

As on March 31, 2018 the structure of the Board of the Company maintained an optimum mix of Executive, Non-Executive and Independent Directors and the same is in conformity with the Listing Regulations. The Board's current strength is 10 members, who are eminent personalities from various walks of life having rich experience in the field of marketing, finance, industry, business and management.

Besides the Chairperson, who is an Executive Promoter Director, the Board comprises of 2 Executive Promoter Directors, 1 Woman Promoter Executive Director and 6 Non-Executive, Independent Directors.

The details of composition of the Board, Category, Attendance of Directors at Board Meetings and last Annual General Meeting, number of other directorships and other committee memberships are given below:

Table 1: Composition of the Board of Directors as on March 31, 2018:

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and last Annual General Meeting, number of other Directorships and other Committee Memberships are given below:

Sr. No.	Name of Directors	Category	No. Of Board Meeting attended during the year 2017-2018	Attendance at last AGM held on 02nd December, 2017	* No. Of Other Directorships of Companies Held As on 31st March, 2018		No. of Membership of Outside Committees Held As on 31st March, 2018	
					Public	Private	Member	Chairman
1.	Mr. Suresh Bhageria	Executive/ Chairperson	5	Yes	1	2	---	---
2.	Mr. Vinod Bhageria	Managing Director/ Executive	5	Yes	---	2	---	---
3.	Mr. Vikas Bhageria	Promoter Executive	4	Yes	---	6	---	---
4.	Mrs. Chandraprabha S. Bhageria	*Promoter Executive	5	Yes	---	1	---	---
5.	Mr. P. S. Dalvi	Independent Non-Executive	3	Yes	---	---	---	---
6.	Mr. Surendra Gupta	Independent Non-Executive	4	Yes	1	---	---	2
7.	Mr. Sandeep Kumar Singh	Independent Non-Executive	4	Yes	2	---	3	---
8.	Mr. Shashikant Tulsian	Independent Non-Executive	4	Yes	---	5	---	---
9.	Mr. O. P. Bubna	Independent Non-Executive	5	Yes	---	---	---	---
10.	Dr. Shyam Agarwal	Independent Non-Executive	3	No	---	---	---	---

* Directorship in companies registered under Companies Act, 2013 or any earlier enactments, excluding Section 8 under Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956).

Relationships between Directors inter-se

Mr. Suresh Bhageria is related to Mrs. Chandraprabha Bhageria as spouse & father of Mr. Vikas Bhageria and brother of Mr. Vinod Bhageria, with such inter-se relation between them. None of the other Directors except as aforementioned are related to each other.

Shareholding of Non-Executive Independent Directors

None of the Non-Executive Independent Directors hold Equity Shares of the Company in their own name except Mr. O. P. Bubna who is holding 12,000 Equity Shares.

Number of Board Meetings

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting of the Board.

During the year 2017-18, the Board met 5 (Five) times. Details of these Meetings are as follows:-

Sr. No.	Board Meeting Date
1.	17-04-2017
2.	09-05-2017
3.	28-07-2017
4.	28-10-2017
5.	25-01-2018

The Company has held at least one Board meeting in every three months. The maximum gap between any two meetings was less than 120 days, as stipulated in Regulation 17 (2) of the Listing Regulations.

As mandated by Regulation 26 of Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairpersons of more than 5 committees in which they are members of such committees.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance.

The performance evaluation of the Independent Directors has been carried out by the entire Board of Directors to its satisfaction. In the above evaluation process the Directors, who were subjected to evaluation did not participate.

Obligations of Independent Directors

As mandated by Regulation 25 of the Listing Regulations, the Independent Directors on the Company's Board held a meeting on January 25, 2018, without the presence of Non-Independent Directors and Members of the management to:

(a) review the performance of non-independent directors and the board of directors as a whole;

(b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;

(c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Accordingly, the performance evaluation of the Chairperson and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Familiarisation Programme for Independent Directors

The Company has framed a policy for familiarization programme for Independent Directors and the same is disclosed on the website of the Company i.e. www.bhageriagroup.com.

Committees of Board

To focus effectively on the issues and ensure expedient resolution of the diverse matters, the Board has constituted a set of Committees of Independent Directors with specific terms of reference / scope. The committee operates as empowered agents of the Board. The inputs and details required for the decision is provided by the operating managers. The Minutes of the Meeting of all Committees of the Board are placed before the Board for discussions / noting.

Details of the Committees of the Board and other related information are as follows:

3. AUDIT COMMITTEE:

The Company has a qualified and independent Audit Committee comprising of three Directors. The broad terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. All the members have financial and accounting knowledge.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before its adoption by the Board, review of the internal audit report & internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

Representative of the statutory auditors is always invited to attend these meetings.

The terms of reference of the Audit Committee are as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

ii. Changes, if any, in accounting policies and practices and reasons for the same;

iii. Major accounting entries involving estimates based on the exercise of judgment by management;

iv. Significant adjustments made in the financial statements arising out of audit findings;

v. Compliance with listing and other legal requirements relating to financial statements;

vi. Disclosure of any related party transactions;

vii. Modified opinions in the draft audit report;

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit functions;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- Internal audit reports relating to internal control weaknesses, if any;
- Statement of deviations, if any; in terms of Regulation 32(1) & 32(7) of the Listing Regulations.

Head of the Finance and Accounts Department, representative of the Statutory Auditors and other executives as are considered necessary, attend meetings of the Audit Committee.

The Committee met 5 times during the year on 17-04-2017, 09-05-2017, 28-07-2017, 28-10-2017and 25-01-2018.

Attendance record at the meetings of the Audit Committee of Directors during Financial Year 2017–2018:

The names of members of committee and their attendance are as follows:

Name of the Members	Status	No. of Meetings Attended
Mr. O. P. Bubna	Chairperson	5
Mr. P. S. Dalvi	Member	4
Dr. Shyam Agarwal	Member	4

The Chairperson of the Committee was present at the Annual General Meeting held on December 2, 2017 to attend the shareholder's queries.

Mr. Ketan Gaur acts as a Secretary of the Committee.

The Audit Committee reviewed the Management Discussion & Analysis of financial condition and results of operations forming part of this Annual Report and other information.

The Board of Directors have reconstituted the Audit Committee on May 4, 2018.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Company is having "Nomination and Remuneration Committee" constituted in accordance with Section 178 of Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Committee comprises of Mr. O. P. Bubna, Independent Director as Chairperson, Dr. Shyam Agarwal and Mr. P.S. Dalvi as Members. All matters relating to review and approval of compensation payable to the executive and non-executive directors are considered by the Nomination and Remuneration Committee and necessary recommendations are made by the Committee to the Board for the approval within the overall limits approved by the Members in accordance with the Companies Act, 2013.

The Committee met 3 times during the year on 09-05-2017, 28-10-2017 and 25-01-2018.

During the year 2017-18, the attendance of the Nomination and Remuneration Committee is given below:

Name of the Members	Status	No. of Meetings Attended
Mr. O. P. Bubna	Chairperson	3
Mr. P. S. Dalvi	Member	2
Dr. Shyam Agarwal	Member	2

The Board of Directors have reconstituted the Nomination & Remuneration Committee on May 4, 2018.

Terms of Reference of the Nomination & Remuneration Committee, inter-alia are as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

Policy Relating To Remuneration of Directors, KMP & Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
  - Responsibilities and duties;
  - Time & efforts devoted;
  - Value addition;
  - Profitability of the Company & growth of its business;
  - Analyzing each and every position and skills for fixing the remuneration yardstick;
  - Standards for certain functions where there is a scarcity of qualified resources.
  - Ensuring tax efficient remuneration structures.
  - Ensuring that remuneration structure is simple and that the Cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
  - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

5. REMUNERATION OF DIRECTORS:

The Company pays remuneration to its Chairperson, Managing Director & Whole-time Director by way of Salary, perquisites and allowances. Salary is paid within the range as approved by the Shareholders and as per Companies Act, 2013. The Board approves all the revisions in salary, perquisites and allowances subject to the overall ceiling prescribed by Section 197 and 198 of the Companies Act, 2013. The Non-Executive Independent Directors have not been paid any remuneration except sitting fees during the financial year 2017-18.

Given below are the details of remuneration paid to Directors during the financial year 2017-18:

(in Lakhs)

Name of Director	Designation	Salary	Sitting fees	Commission	Total Remuneration
Mr. Suresh Bhageria	Chairperson (Executive)	24.00	-	108.00	132.00
Mr Vinod Bhageria	Managing Director	10.53	-	-	10.53
Mr. Vikas Bhageria	Jt. Managing Director (WTD)	36.00	-	73.00	109.00
Mrs Chandraprabha Bhageria	Executive Director	12.00	-	6.00	18.00
Mr O.P Bubna	Non-Executive Independent Director	-	1.25	-	1.25
Mr. P.S. Dalvi	Non-Executive Independent Director	-	0.75	-	0.75
Mr. S.S. Gupta	Non-Executive Independent Director	-	1.00	-	1.00
Mr. Sandeep Singh	Non-Executive Independent Director	-	1.00	-	1.00
Mr. S.P Tulsian	Non-Executive Independent Director	-	1.00	-	1.00
Dr. Shyam Agarwal	Non-Executive Independent Director	-	0.75	-	0.75

The Company does not have any stock option plans and hence such instrument does not form part of the remuneration package payable to any Executive Director and / or Non-Executive Director.

During the period under review, none of the directors were paid any performance linked incentive.

The performance of Independent Directors was evaluated on the following criteria:

- ❖ Exercise of independent judgment in the best interest of Company;
- ❖ Ability to contribute to and monitor corporate governance practice;
- ❖ Adherence to the code of conduct for independent directors.

The Committee reviewed the performance of the Directors i.e. Non-Executive Independent, Executive Directors and also the senior managerial personnel including Key Managerial Personnel during the year. The Director being evaluated did not participate in the Evaluation process at the time of the respective evaluation process of the individual director.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company is having a 'Stakeholders Relationship Committee' in accordance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Committee shall specifically look into the mechanism of redressal of grievances of shareholders & other security holders pertaining to transfer of shares, non-receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

The Stakeholders Relationship Committee of the Company comprises of three Independent Directors and Mr. Ketan Gaur the Company Secretary & Compliance Officer of the Company.

The Company has designated the e-mail ID info@bhageriagroup.com exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. www.bhageriagroup.com

The Committee met 4 times during the year on 09-05-2017, 28-07-2017, 28-10-2017 and 25-01-2018.

During the year 2017-18, the attendance of the Stakeholders Committee is given below:

Name of The Member	Designation	No of Meetings Attended
Mr. O. P. Bubna	Chairperson	4
Dr. Shyam Agarwal	Member	3
Mr. P.S. Dalvi	Member	3

The Board of Directors have reconstituted the Stakeholders Relationship Committee on May 4, 2018.

The following table shows the nature of complaints received from the shareholders during the year 2017-18.

Nature of complaints	No. of complaints received / resolved during the year 2017-18
Non receipt of Shares / Dividend/Bonus/Rights	2
Non receipt of Annual Report	2
Total	**4**

There were no complaints pending as on 31st March, 2018.

7. RISK MANAGEMENT:

The Board of Directors had constituted Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks. The Committee on timely basis informed members of Board of Directors about risk assessment and minimization procedures which in the opinion of the Committee may threaten the existence of the Company.

Since the constitution of Risk Management Committee was not mandatory to the Company, the Board has dissolved the Committee and taken over the responsibility of ensuring compliance with the Risk Management policy.

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company is having a 'Corporate Social Responsibility Committee' in accordance with the provisions of section 135 of the Companies Act, 2013. The Committee will meet as and when required. The Committee will devise / recommend to the Board which shall indicate activities, programs, projects will shall be undertaken by the company as specified in Schedule VII of the Companies Act, 2013. The activities / programmes undertaken by the Company and the amount spent by the Company are given in the Annexure to the Directors Report. This policy can be accessed from the Company's website www.bhageriagroup.com

The Committee met 2 times during the year on 09-05-2017 and 25-01-2018

During the year 2017-18, the attendance of the Corporate Social Responsibility Committee is given below:

Name of The Member	Designation	No of Meetings Attended
Mr. O. P. Bubna	Chairperson	2
Dr. Shyam Agarwal	Member	2
Mr. P.S. Dalvi	Member	1

The Board of Directors have reconstituted the Corporate Social Responsibility Committee on May 4, 2018.

Other Policies Mandated Under SEBI (LODR) Regulations, 2015:

- **Archival Policy-** In Compliance with Regulation 30(8) of SEBI (LODR) Regulations, 2015, the Company shall disclose on its website all such events, information which has been disclosed to the Stock Exchange(s) under Regulations 30. Such disclosures shall be posted on website of the Company for minimum five years and thereafter determine further action as per the archival policy of the Company. This policy can be accessed from the Company's website -www.bhageriagroup.com.
- **Policy for Preservation of Documents-** In Compliance with Regulation 9 of SEBI (LODR) Regulations, 2015, The Board of Directors has adopted policy on preservation of Documents. This policy for preservation of Documents can be accessed from the Company's website - www.bhageriagroup.com.
- **Policy for Determining Materiality of Events-** In Compliance with Regulations 30 of SEBI (LODR) Regulations, 2015, The Board of Directors has adopted a policy on Determining Materiality of Events or information. The objective of this policy is to ensure timely and adequate disclosure of events or Information. This Policy can be accessed from the Company's website -www.bhageriagroup.com.
- **Policy on Board Diversity-** The Company recognizes and embraces the benefit of having a diverse Board of Directors and views increasing diversity at the Board level as an essential element in maintaining competitive advantage in the Business in which it operates. This Policy can be accessed from the Company's website - www.bhageriagroup.com

9. GENERAL BODY MEETINGS:

- Location and time, where last 3 AGM's held:

  The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
31.03.2015	01.08.2015	11:00 A.M.	Lalit Restaurant Hall, Goregaon [W], Mumbai – 400 062
31.03.2016	13.08.2016	11:00 A.M.	------DO----
31.03.2017	02.12.2017	11:30 A.M.	Maher Banquet, Topiwala Centre Mall 2nd Floor off S. V. Road Near Rly Stn., Goregaon (West), Mumbai – 400062.

- Whether any Special Resolution passed in previous 3 AGM's:

Date of AGM	Description of Special Resolution
01.08.2015	❖ Special Resolution under section 196, 197, 203 for re-appointment of and payment of remuneration to Mr. Suresh Bhageria as Executive Chairperson of the Company. ❖ Special Resolution under section 196, 197, 203 for re-appointment of and payment of remuneration to Mr. Vinod Bhageria as Managing Director of the Company. ❖ Special Resolution under section 196, 197, 203 for appointment of and payment of remuneration to Mr. Vikas Bhageria as Jt. Managing Director of the Company. ❖ Special Resolution under section 180(1)(c) of the Companies Act, 2013, for borrowing Cash Credit facilities. ❖ Special Resolution under section 180(1)(a) of the Companies Act, 2013 to create such charges, mortgages and hypothecations.
13.08.2016	No Special Resolution was passed
02.12.2017	❖ Special Resolution under section 196, 197, 203 for the Appointment of Mrs. Chandraprabha Bhageria as Whole-Time Director ❖ Special Resolution under section 180(1)(c) of the Companies Act, 2013, for borrowing Cash Credit facilities. ❖ Special Resolution under section 180(1)(a) of the Companies Act, 2013 to create such charges, mortgages and hypothecations.

- During the year, no special resolution was passed through postal ballot. There is no special resolution proposed to be conducted through postal ballot.

- Court Convened Meetings :

Location	Date	Time	Resolution passed by Majority in number and 3/4th shareholding, present and voting
Lalit Restaurant Hall, Ground Floor, Station Road, Near Topiwala Talkies, Goregaon West, Mumbai 400062.	October 3, 2017	11.00 a.m.	Approval of Scheme of Amalgamation of Nipur Chemical Limited (Transferor Company) and Bhageria Industries Limited (Transferee Company), with their respective shareholders and creditors.

10. MEANS OF COMMUNICATION:

- Quarterly results: Results are submitted to Stock Exchanges electronically as provided by the respective exchange & published in newspapers and uploaded on the Company's website.
- Newspapers wherein results normally prominent: Business Standard & Tarun Bharat.
- Any website where displayed : www.bhageriagroup.com
- Whether it also displays official news releases: official press/media release was made on January 29, 2018 for the Quarter ended December 31, 2017.
- The presentations made to institutional investors or to the analysts: Investor presentations were made on February 19, 2018 for the Quarter ended December 31, 2017 during the year.

11. GENERAL SHAREHOLDERS INFORMATION:

- **Annual General Meeting :** Date, Time and Venue

ANNUAL GENERAL MEETING	:	29th Annual General Meeting.
DAY & DATE	:	Saturday, July 21, 2018
TIME	:	11:30 a.m.
VENUE	:	Maher Banquet, Topiwala Centre Mall, 2nd Floor, Off S. V. Road, Near Rly. Stn. Goregaon (West), Mumbai 400 062.

- **Financial Year:** 2018 -19 (Tentative)
  - o Financial reporting for the quarter ended June 30, 2018: 2nd week of August, 2018.
  - o Financial reporting for the quarter ended Sept.30, 2018: 2nd week of November, 2018.
  - o Financial reporting for the quarter ended Dec. 31, 2018: 2nd week of February, 2019.
  - o Financial reporting for the Year ended March 31, 2019: Audited Results by end of May, 2019.
- **Dividend Payment Date:** On or after July 26, 2018.
- **Listing on Stock Exchanges:**

  BSE Limited (BSE)
  Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
  Scrip Code – 530803

  National Stock Exchange of India Limited (NSE)
  Exchange Plaza, C 1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051
  Trading Symbol – BHAGERIA

  ISIN : INE354C01027

- **Payment of Listing Fees:**

  Annual listing fee for the financial year 2018-19 has been paid by the Company to BSE and NSE.

- **Payment of Depository Fees:**

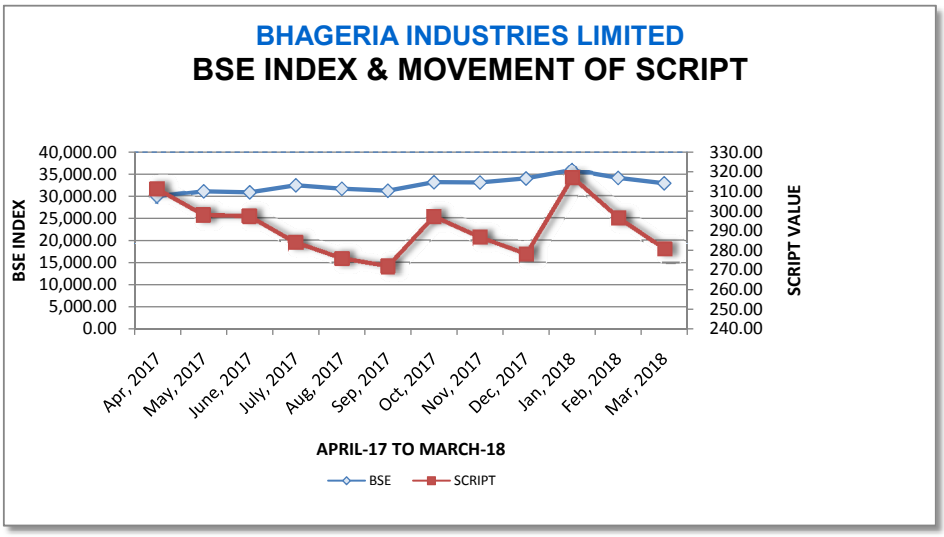
  Annual Custody / Issuer fee for the year 2018-19 has been paid by the Company to Central Depository Services Limited (CDSL) and will be paid to National Securities Depository Limited (NSDL) on receipt of the invoice.

BHAGERIA INDUSTRIES LIMITED

- **Market price data :** High, Low during each month in last financial year :

Month	Company's Shares		Closing	
	High	Low	Closing	BSE
	(Rs.)	(Rs.)	(Rs.)	Sensex
April, 2017	355.25	307.00	311.20	29,918.40
May,2017	372.30	285.05	298.00	31,145.80
June, 2017	336.95	292.05	297.40	30,921.61
July, 2017	330.00	280.20	283.90	32,514.94
August, 2017	290.10	228.00	275.70	31,730.49
September, 2017	298.80	255.00	271.75	31,283.72
October, 2017	334.00	269.60	297.25	33,213.13
November, 2017	310.85	272.30	286.70	33,149.35
December, 2017	293.00	254.55	277.95	34,056.83
January, 2018	340.00	269.00	317.15	35,965.02
February, 2018	334.80	280.10	296.50	34,184.04
March, 2018	306.25	267.15	280.60	32,968.68

- **Performance in comparison to broad-based indices such as BSE Sensex etc.**



- **In case the securities are suspended from trading, the directors report shall explain the reason thereof; -** Not Applicable

- **Registrar and Share Transfer Agents:**

SHAREX DYNAMIC [INDIA] PRIVATE LIMITED
[Unit: BHAGERIA INDUSTRIES LIMITED]
Unit No.1, Luthra Ind. Premises, Andheri Kurla Road,
Safed Pool, Andheri (East), MUMBAI - 400 072.
Tel: 022 2851 5606 / 2851 5644
Email: sharexindia@vsnl.com

- **Share Transfer Systems :**

Share Transfer Requests are received at the registered office of the Company as well as directly at RTAs office. RTA does the verification and processing of documents. In order to comply with the requirements of SEBI (LODR) Regulations, 2015 to effect transfer of shares within 15 days, the RTA has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.

- **Distribution of Shareholding :**

Shareholding Pattern as on March 31, 2018:

Category	No. of shares held	% of shareholding
Promoters	85,87,223	53.92
Bank, Financial Inst., Insurance Company, Central/State Govt. Inst/Non-Govt. Inst	1,35,503	0.85
FII(s)	25,571	0.16
Private Bodies Corporate	36,49,213	22.91
Indian Public	32,02,552	20.11
NRI/OCBs	3,14,879	1.98
Others	10,559	0.07
Total	**1,59,25,500**	**100.00**

Distribution of Shareholding as on March 31, 2018:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Equity Capital
Upto 500	9279	11,14,327	7.00
501-1000	587	4,47,277	2.81
1001-5000	436	9,71,968	6.10
5001-10000	52	3,50,576	2.20
10001 & 100000	47	14,36,403	9.02
100001 & above	25	1,16,04,949	72.87
Total	**10426**	**1,59,25,500**	**100.00**

- **Dematerialisation of Shares & Liquidity:**

As on March 31, 2018, 1,55,12,673 shares representing 97.40% of total equity shares were held in dematerialized form with NSDL and CDSL. The 100% shareholding of Promoters & Promoters Group is in dematerialised form in compliance with Regulation 31(2) of the Listing Regulations.

Liquidity:

Average Monthly Trading of the Company's Shares on BSE

Particulars	BSE	NSE
Number of Trades	5,460	25,070
Number of Shares	2,31,271	9,63,119

- **Outstanding GDR's /ADR's / Warrants or any Convertible instruments, conversion date and likely impact on equity :** Not Applicable
- **Commodity price risk or foreign exchange risk and hedging activities:** Market driven
- **Plant Locations :**

Chemical Plant -

1) Plot No. 6310, IV Phase, GIDC Industrial Estate, Vapi, Gujarat - 396 195
2) Plot No. D-17, MIDC Tarapur Boisar Industrial Area Boisar, Palghar – 401506.

Solar Power Plant -

1) 1.20 MWP Rooftop Solar Power Plant with Lucas TVS Limited situated at Padi, Chennai-600 050, India.
2) 1 MWP Rooftop Solar Power Plant with Asahi India Glass Limited situated at Plot No.F-76 to 81,SIPCOT Industrial Part, Irungattukottai, Sriperumbudur, District – Kancheepuram, Tamil Nadu – 602 117.
3) 480 KWP Rooftop Solar Power Plant with TRIL Infopark Limited situated at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai – 600 113.
4) 100 MWP Rooftop Solar Power Plant with Dr. Hedgewar Hospital situated at Garkheda Parisar, Near Gajanand Temple, Aurangabad – 431 005.
5) 30 MW Solar Power Plant at Ahmednagar, Maharashtra.
6) 1001.7 KWP Rooftop Solar Power Plant with Kajaria Ceramics Limited situated at 19Km Stone, Village Gailpur, Bhiwadi – Alwar road, PO Tapukara, Dt Alwar-301707.
7) 1MWP Ground Mounted Solar Power Plant situated at Andur, Taluka Tuljapur, District Osmanabad for captive consumption for Tarapur Plant.

- **Address for Correspondence :**

BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor,
Topiwala Centre, Off S. V. Road,
Goregaon [West], Mumbai – 400 062.
E-mail:info@bhageriagroup.com
Telephone No. 40436666

12. OTHER DISCLOSURES:

- Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large: - None of the transactions with any of the related parties were in conflict with the interests of the Company.
- Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years :- None
- Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee: - Pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations the Company has adopted a Vigil Mechanism/Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behaviour and had thus established a 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No person has been denied access to the Audit Committee.

- Details of compliance with mandatory requirements and adoption of the non-mandatory requirements :-

  The Company has complied with all mandatory requirements of Listing Regulations and has implemented the following non mandatory requirements:

  i. The Board: Not Applicable since the Company has an Executive Chairperson

  ii. Shareholders Rights: Presently the company is not sending half yearly communication.

  iii. Modified opinion(s) in the Audit Report: It is always the company's endeavour to present unqualified financial statements. There are no audit modified opinions in the company's financial statement for the year under review.

  iv. Separate posts of Chairperson and CEO : The Company is already having separate posts for Chairperson/CEO and Managing Director / Jt. Managing Director

  v. Reporting of Internal Auditor : The Internal Auditor is directly reporting to Audit Committee

- web link where policy for determining 'material' subsidiaries is disclosed : - Not Applicable
- web link where policy on dealing with related party transactions : - www.bhageriagroup.com
- disclosure of commodity price risks and commodity hedging activities : - Market driven

13. NON COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C OF CORPORATE GOVERNANCE REPORT OF SCHEDULE V ANNUAL REPORT OF LISTING REGULATIONS:

NONE

14. DISCLOSURE TO THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:

As Per Details Given under the Heading "Other Disclosures", Non Mandatory Requirements.

15. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT:

Company has complied with the Corporate Governance Requirements specified in Regulation 17 to 27 and in accordance with Regulation 46(2) of Listing Regulations, required information has been hosted on the Company's website www.bhageriagroup.com

16. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business and that the provisions of Section 188 of the Companies Act, 2013 & Regulation 23 of the Listing Regulations were not attracted. Further, there were no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All related party transactions are placed before the Audit Committee and also before the Board for their approval in accordance with the Policy on Related Party Transactions formulated by the Board of Directors of the Company and has been posted on the website of the Company www.bhageriagroup.com. Omnibus approval was obtained from the Audit Committee for transactions which were of repetitive nature with monitoring and review on quarterly basis.

17. CODE OF CONDUCT:

The Company has adopted a Code of Conduct for the Directors, Senior Management Personnel and Employees of the Company. The members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the code for the effective period. The Declaration by the Chairperson to that effect forms part of this Report.

18. DISCLOSURE OF EVENTS OR INFORMATION:

In accordance with Regulation 30(4)(ii) of Listing Regulations, the Company has framed a policy for determination of materiality, based on criteria specified in Regulation 30(4)(i), duly approved by the Board of Directors, which shall be disclosed on the Company's website www.bhageriagroup.com.

Further, the Company has authorized KMP's for the purpose of determining the materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the said regulation and the contact details of such personnel has been disclosed to the stock exchange(s) and as well is placed on the Company's website www.bhageriagroup.com.

The Company has framed an Archival Policy for the disclosures posted on the website of the Company under Regulation 30 of the Listing Agreement which has been disclosed on the Company's website.

19. MANAGEMENT DISCUSSIONS & ANALYSIS

Management Discussion and Analysis Report is given in a separate section forming part of the Directors' Report in this Annual Report.

20. STEPS FOR PREVENTION OF INSIDER TRADING

In compliance with the requirements of the Regulation 8 & Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular dated May 11, 2015; the Board of Directors has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by its employees and other connected persons, are uploaded on the website of the Company www.bhageriagroup.com.

21. CEO CERTIFICATION:

As required under Regulation 17(8) of Listing Regulations, a Certificate duly signed by Mr. Suresh Bhageria, Chairperson has been obtained. The Certificate is annexed to this Report.

22. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has obtained a Certificate from Auditors of the Company regarding compliance with the provisions relating to the corporate governance laid down in the Listing Regulations. This Certificate is annexed to the Report.

23. DECLARATION:

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to Regulation 26(3) of Listing Regulations with Stock Exchange is so far as it is applicable to them and there is no non-compliance thereof during the year ended March 31, 2018.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

CEO CERTIFICATION

The Board of Directors
Bhageria Industries Limited,
Mumbai

Re: Financial Statements for the year 2017-18 – Certification by CEO

I, Suresh Bhageria, Chairperson of **Bhageria Industries Ltd.,** hereby certify that:

(A) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31,2018 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violating the Company's code of conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(D) We have indicated to the Auditors and the Audit Committee that:

(1) There have been no significant changes in internal control over financial reporting during the year;

(2) There have been no significant changes in accounting policies during the year; and

(3) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Suresh Bhageria
Chairperson

Place: Mumbai
Date: May 4, 2018.

AUDITORS' CERTIFICATE

To
The Members,
Bhageria Industries Limited,

We have examined the compliance of conditions of Corporate Governance by **BHAGERIA INDUSTRIES LIMITED**, for the year ended on March 31, 2018, as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We further 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 MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
M. No. 058431

Place: Mumbai
Date: May 4, 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW:

Bhageria Industries Limited is one of the leading organic chemicals manufacturing company based in India with a focus on exports to over 10 countries. The main business of the Company is manufacturing and sale of Chemicals, Dyes, and Dyes Intermediates required for Dye manufacturers and merchant export of related items. We are one of the key manufacturers and have been recognised as 'Two Star Export House' by the Government of India. We believe we have built strong reputation in our markets, over 28 years of experience that has translated to a customer base.

The Company is also engaged in generation of Solar Power and EPC Contract. The Company has setup a solar plant at Ahmednagar and signed a PPA with SECI to supply power at Rs. 4.41/unit for a period of 25 years. Company has also setup rooftop solar plants for certain companies at adequate rate.

INDUSTRY STRUCTURE & DEVELOPMENTS:

Dyes and Dyes Intermediate:

Dyestuff sector is one of the core chemical industries in India. It is also the second highest export segment in chemical industry. Maharashtra and Gujarat account for 90% of dyestuff production in India due to the availability of raw materials and dominance of textile industry in these regions. Globally the dyestuffs industry has seen an impressive growth. Initially the industry's production bases were mostly in the west, but in the last few years, they have been shifting to the East. The dye markets are mostly dominated by reactive and disperse dyes. The demand for reactive acid and disperse dyes is expected to grow in future as these two dyes are dominant in all the regions. The demand for reactive and disperse dyes are common in all the regions whereas vat and other dyes are stagnant. In the Asian region, China, Korea and Taiwan are strong players in disperse dyes, while India leads in the production of reactive dyes due to an availability of intermediate vinyl sulphone in the country.

The growth of dye sector in the future continues to depend on the performance of end user industries like paints, textiles, printing inks, paper. The changing customer preferences, boom and expansion of infrastructure in certain parts of the world creates new market opportunities for the dye industry. To achieve global standards the industry needs to put efforts in critical areas so as to adopt aggressive growth and focus on exports, R&D, co-marketing alliances, up-gradation of manufacturing facility, contract manufacturing with companies having established markets, identification of areas of core competence, consolidation, collaboration by cluster development, outsourcing, environmental consciousness, cost reduction etc. The industry is likely to see many new dyeing technologies coming into the market with the help of good technical expertise and R&D achievements.

Solar Power:

India has achieved a milestone for installing 20 GW in cumulative solar installations to date. 20 GW was the initial goal set up for 2022 by the National Solar Mission, which has been reached four years ahead of time. This demonstrates the commitment by the new government, which is working hard to achieve the revised target of 100 GW solar by 2022.

FUTURE OUTLOOK:

As was indicated last year, with the consistent shift in the manufacturing base of Dyes and Dye-intermediates from the western countries to the Asian countries, the market has been witnessing accelerated demand more so with the Indian Products having an edge over those of China on account of various socio economic and environmental factors.

Many multinational and Chinese chemical companies are trying to collaborate with Indian intermediates manufacturers and now India is a major supplier as against China 5 years back.

The Company is consolidating its resources to build a market presence in the international arena. During the year under review, the Company faced turbulence in the market and the same has been reflected in the results of the Company. The Company is taking all corrective measures to strengthen itself against the volatility. Chemicals are an indispensable part of human life and we hope that our commitment will continue to drive the Company, as we move forward.

Credit Rating: The external credit rating of your company has further improved from the earlier "BBB" on long term scale and "A3+" on short term scale, to "BBB+" and "A2" respectively by CARE, which has been as a result of our performance and financial discipline.

India will be an attractive destination for the Global Investments in the coming years. Under the domestic solar market is slated to explode with projects scheduled to be implemented. The overall domestic market is estimated to swell to the level of 100 GW by 2022. Bhageria Industries, with the proposed expansion, would move into next level tier, which not only provides insulation from the Chinese competition but also augments the pricing premiums.

Bhageria Industries can also contribute in some way to the proposed ambitious plan of 100 GW solar energy installation.

Solar power in India at current levels is already cheaper than electricity generated through coal/nuclear. Support from various Central and States Government for solar power industry is also continuously increasing.

OPPORTUNITIES & THREATS:

- Pollution and effluent problems have become the single biggest factor in restricting the growth of the dyestuff industry in the developed nations. Tighter rules and regulations, strict laws and high standard for treatment of the effulents have forced these countries to look for better opportunities without sacrificing their interest. If India has to capitalize on these opportunity, then there seems to be no harm in encouraging this industry in the country provided proper measures are taken for effluent treatment.
- Shutdown of capacities in China due to the environmental issues is likely to continue in the near term.
- Apart from professional marketing, the need of the hour is disciplined marketing by the Indian manufacturers. It has to be realized that cutting prices at unrealistic levels only harms the national interest.
- The world market for textiles is growing and, therefore, the demand for dyes will continue to grow in future.
- Low per capita consumption of dyes and dyestuff products compared to other countries and India's fast growth are attracting many international manufacturers to the Indian market.
- Under penetrated Indian Market: Compared to the developed economies and China, current penetration of specialty chemicals in Indian market is very low. Further, with a favorable demographic profile and growth of domestic consumption led by a burgeoning middle-class, demand of Dyes & Dyestuff is bound to increase.

RISKS & CONCERNS:

- **Regulatory Environment:**

  Chemicals industry in a highly regulated industry with stringent environment norms. Any change in policy by the government may have an adverse impact on the performance of the Company in the sector. However, Bhageria Industries Limited is an established company with decades of experience. We follow best in class process controls and systems, and hence we are always ready to adapt to any changes in the government regulations.

- **Increase in Raw Material Prices:**

  Increase in price of input materials could impact the Company's profitability to the extent that the same are not absorbed by the market through price increases and / or could have a negative impact on the demand in the market. The Company has a strong supply chain management system with focus on inventory management to mitigate impact of fluctuation in the raw material prices.

- **Foreign Exchange Variation:**

  One third of the Company's revenues are derived from export sales. Hence, any fluctuation in the foreign exchange may have an adverse impact on the Company's financials. Bhageria Industries has adopted appropriate hedging policies to mitigate such risks.

SAFETY, HEALTH AND ENVIRONMENT (SHE):

The Company's aim to focus on safety, health and environment is the key to sustainable growth. The Company believes in accomplishing the Safety, Health and Environment (SHE) goal of being harmless to the environment, no risk to employees and no incidents which might create a negative impact on the community. The company also conduct monthly safety programs at each premises. The Board gives guidance to the management ensuring that the implications of safety and sustainability are addressed properly in all the strategic initiatives. The Company has a strong belief that its quality is known through its social responsibility and commitment to create a healthy world.

Safety	Health	Environment
✓ Safety representative For each plant	✓ In-house occupational Health Center	✓ Air pollution control system
✓ Fire hydrant for each plant	✓ Part time doctor	✓ Member of CETP, TEPS & MWML
✓ Safety training	✓ Medical representatives	✓ Recover & re-use of water in process and gardening
✓ Classroom training	✓ Pre-medical checkup	✓ Solid waste management
✓ On job training	✓ Annual medical checkup	✓ Sludge and gypsum
✓ Mock drill for Ethylene Oxide conducted by Reliance	✓ Special camps	✓ Green zone in both factories with good greenery

FINANCIAL PERFORMANCE:

The highlights of the financial performance of the Company for the year under review are as under:

- Revenue of the company for year was Rs. 385 crore as against previous year of Rs. 384 crore.
- Revenue from chemical business at Rs. 343 crore compared to previous year of Rs. 345 crore, and Revenue from solar business at Rs. 24 crore compared to previous year of Rs. 3 crore.
- EBIT from chemical business at Rs. 63 crore compared to previous year of Rs. 59 crore, and EBIT from solar business at Rs. 2.00 crore compared to previous year of Rs. 0.12 crore.
- EBITDA of Rs. 91 crore in FY18 (up 26% YoY); EBITDA margin at 23.7%.
- Profit after tax was Rs. 40.27 crore; PAT margin at 10.5%
- The Company's Basic Earnings Per Shares (EPS) and Diluted Earnings Per Shares (EPS) was Rs. 18.45 in FY18.
- Board of Directors have recommended final dividend for the financial year 2017-18 of Rs. 5.5/- per equity share (face value: Rs. 5/- each) i.e.110%.
- Your Company is continuously paying dividend since 1993-94.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee of the Board & to the Chairperson and Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

INFORMATION TECHNOLOGY:

Information Technology continues to support business operations and drive competitive advantages for your Company. Over the years, Bhageria Industries has implemented a comprehensive ERP system which helps the Company to enhance the supply chain and make the sourcing and supply forecasts more accurate. IT system and infrastructure is being continuously monitored and enhanced with any required upgrades.

HUMAN RESOURCES:

BIL recognizes the importance of the quality and competence of its workforce towards sustained growth of the Company. The management allocates sufficient attention in training the workforce to ensure that they are well equipped to take up challenging projects, and ensure their timely delivery by sticking to target schedules. The Company offers a host of measures like incentives to the employees directly involved in timely completion of such projects. Employee development activities such as workshops, presentations etc. have been organized during the year for continual capacity building and capability enhancement of employees.

The Company has, under its employment 230 officers and workmen.

The Company:

- delegates power to employees to implement the Company's policy on health, safety, environment and loss control.
- encourages associates to participate in framing the personnel policies and motivates them to give same level of commitment for continuous improvement performance.
- has in place an attractive policy of performance-linked incentive to encourage and reward employee performance.
- ensures compliance with the policy through a process of training and competence, review and audit.

During the year, the Company did not experience any strikes or lockouts.

CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic developments within the country and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis, of any subsequent developments, events or information.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
Date : May 4, 2018.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

INDEPENDENT AUDITOR'S REPORT

To The Members of
BHAGERIA INDUSTRIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of BHAGERIA INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rule issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent;

and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order issued under section 143 (11) of the Act.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2018, and its financial performance including Other Comprehensive Income, its Cash Flows and the Changes in Equity for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. 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 Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act 2013, read with relevant rule issued there under;

e) On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **" Annexure A"** to this report; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in Note No. 45.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any 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,

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in **"Annexure B"** statements on the matter specified in paragraphs 3 and 4 of the Order to the extent applicable.

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership Number: 058431

Place: Mumbai
Date: May 4, 2018

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Bhageria Industries Limited

Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the companies act, 2013 ("the act")

We have audited the internal financial controls over financial reporting of BHAGERIA INDUSTRIES LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership Number: 058431

Place: Mumbai
Date: May 4, 2018

Annexure - B to the Independent Auditors' Report

Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Bhageria Industries Limited

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

I. In respect of its fixed assets: -

a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

b. The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;

c. All title deeds of immovable properties are held in the name of the company.

II. In Respect of inventory

a. The inventories have been physically verified during the year by the management. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

b. During such verification, no material discrepancies where noticed.

III. According to the information and explanations given to us, the company has granted unsecured loan to one body corporate covered in a the Register maintained under section 189 of the Companies Act, 2013, in the respect of which:

a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the company's interest.

b) The schedule of repayment of principal and payment of interest has been stipulated and repayments are receipt of principal amount and interest have been regular as per stipulation.

c) There is no amount outstanding as at the year end.

IV. In our opinion and according to the information and explanations provided to us, provisions of section 185 and 186 of the Companies Act 2013, in respect of loans to entities in which directors are interested have been complied with by the Company.

V. The Company has not accepted any public deposit for the year ended 31st March, 2018.

VI. As we have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. However we have not made a detailed examination of the same.

VII. In respect of statutory dues:-

(a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and any other material statutory dues with appropriate authorities. The Company did not have any undisputed amount payable in this respect at 31st March 2018 for a period of more than six months from the date when they become payable.

(b) On the basis of examination of books of account, there is no dues of income tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, which is disputed and not deposited. The particulars of Dues of Sales tax as on 31st March, 2018 which has not been deposited on account of a dispute, are given below-

Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs.in Lakhs)	Previous Year (Rs.in Lakhs)
The Maharashtra Value Added Tax, 2002	VAT	Deputy Commissioner of Dales Tax (Appeals)	2006-07	1.48	1.48
The Maharashtra Value Added Tax, 2002	VAT	Deputy Commissioner of Dales Tax (Appeals)	2008-09	2.37	2.37
The Maharashtra Value Added Tax, 2002	VAT	Deputy Commissioner of Dales Tax (Appeals)	2010-11	1.4	1.4
The Gujarat Value Added Tax Act, 2006	Sales Tax	Gujarat Value Added Tax Tribunal, Ahmedabad	2008-09	8.81	8.81
Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Mumbai	2011-12	16.33	16.33
Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Mumbai	2012-13	16.96	16.96
Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Raigad, Maharashtra	2005-06	0.23	0.23
Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Raigad, Maharashtra	2006-07	0.26	0.26
Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Raigad, Maharashtra	2007-08	1.09	1.09

VIII. In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to a financial institutions or banks.

IX. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

X. In our opinion and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

XI. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

XII. The Company is not a Nidhi company and hence, reporting under clause 3(xii) of the order is not applicable to the company.

XIII. According to the information and explanations provided by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.

XIV. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

XV. According to information and explanations given to us, the Company has not entered into any non- cash transactions with directors or persons connected with him, therefore, clause (xv) of order is not applicable.

XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore, clause (xvi) of the order is not applicable to the company.

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership Number: 058431

Place: Mumbai
Date: May 4, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(Rs. in Lakhs)

	Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
I	**ASSETS**				
	1. Non Current Assets				
	(a) Property, Plant and Equipment	4	29,701.63	26,670.87	2,238.83
	(b) Capital Work-In-Progress	4	434.42	1,816.02	383.79
	(c) Investment Property	5	223.68	233.91	36.68
	(d) Financial Assets				
	(i) Investments	6	10.69	149.54	-
	(ii) Loans	7	212.38	136.10	29.64
			30,582.80	**29,006.44**	**2,688.94**
	2. Current Assets				
	(a) Inventories	8	3,102.96	2,382.96	1,856.22
	(b) Financial Assets				
	(i) Investments	9	79.81	2,732.76	3,405.40
	(ii) Trade Receivables	10	8,737.09	5,221.26	4,490.57
	(iii) Cash and Cash Equivalents	11	633.65	1,251.18	289.22
	(iv) Other Bank Balances other than (iii) above	12	2,666.79	9,701.01	586.69
	(v) Loans	13	300.00	-	-
	(vi) Others	14	45.88	8.38	73.37
	(c) Current Tax Asset (net)	15	2,110.84	1,460.45	15.73
	(d) Other Current Assets	16	1,233.10	729.57	611.47
			18,910.12	**23,487.57**	**11,328.67**
	Total Assets		**49,492.92**	**52,494.01**	**14,017.61**
II	**EQUITY AND LIABILITIES**				
	Equity				
	(a) Equity Share Capital	17	793.98	793.98	796.28
	(b) Other Equity	18	28,737.66	25,669.50	7,522.33
			29,531.64	**26,463.48**	**8,318.61**
	LIABILITIES				
	1. Non Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	19	920.44	440.55	524.75
	(b) Provisions	20	68.17	49.58	-
	(c) Deferred Tax Liabilities (Net)	21	5,156.54	3,636.99	467.72
			6,145.15	**4,127.12**	**992.47**
	2. Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	22	7,279.79	13,958.22	808.03
	(ii) Trade Payable	23	5,223.23	3,384.02	3,240.31
	(iii) Other Financial Liabilities	24	1,063.13	4,143.49	435.31
	(b) Other Current Liabilities	25	244.90	410.41	222.88
	(c) Provisions	26	5.08	3.52	-
	(d) Current Tax Liabilities (Net)	27	-	3.75	-
			13,816.13	**21,903.41**	**4,706.53**
	Total Equity and Liabilities		**49,492.92**	**52,494.01**	**14,017.61**
	Summary of Significant Accounting Policies	2-3			

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

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership No. 058431
Place : Mumbai
Date : May 4, 2018

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Vinod Bhageria
Managing Director
DIN: 00540308

Ketan Gaur
Company Secretary

Rakesh Kachhadiya
Chief Financial Officer

Place : Mumbai
Date : May 4, 2018

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

(Rs. in Lakhs)

	Particulars	Note No.	For the Year ended March 31, 2018	For the year ended March 31, 2017
I	**Revenue**			
	Value of Sales & Services	28	41,187.03	37,345.91
	Less: GST Recovered		3,855.99	-
	Revenue from Operations		37,331.04	37,345.91
	Other Income	29	1,154.11	1,008.04
	Total Income		**38,485.15**	**38,353.95**
II	**Expenses**			
	Cost of materials consumed	30	20,470.87	17,958.13
	Purchase of Stock-in-Trade	31	1,840.89	3,923.01
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	32	85.15	(331.02)
	Employee Benefits Expenses	33	1,394.06	971.62
	Finance Costs	34	604.76	155.80
	Depreciation and Amortization Expenses	35	2,288.32	603.71
	Excise Duty		646.42	2,631.48
	Other Expenses	36	4,914.39	5,952.55
	Total Expenses		**32,244.87**	**31,865.28**
III	**Profit before tax (I- II)**		6,240.28	6,488.67
IV	**Less: Tax Expense:**			
	Current Tax		1,328.43	1,433.13
	MAT Credit Entitlement		(647.07)	(1,364.57)
	Deferred Tax	21	1,523.44	2,073.98
	(Excess) / Short Provision for tax		1.58	(0.30)
	Total Tax Expense		**2,206.38**	**2,142.24**
V	**Profit for the Year (III-IV)**		**4,033.90**	**4,346.43**
VI	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	Re-measurement gains/ (losses) on defined benefit obligations		(11.24)	(6.79)
	Tax Effect on above		3.89	2.35
	Other Comprehensive Income for the year, net of tax		**(7.35)**	**(4.44)**
VII	**Total Comprehensive Income for the year (V+VI)**		**4,026.55**	**4,341.99**
VIII	**Earnings Per Equity Share (Face Value Rs.5 Per Share):**	37		
	Basic and Diluted (Rs.)		18.45	23.02
	Summary of Significant Accounting Policies	2-3		

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

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership No. 058431
Place : Mumbai
Date : May 4, 2018

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Vinod Bhageria
Managing Director
DIN: 00540308

Ketan Gaur
Company Secretary

Rakesh Kachhadiya
Chief Financial Officer

Place : Mumbai
Date : May 4, 2018

BHAGERIA INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE FOR THE YEAR ENDED MARCH 31, 2018

A : Equity Share Capital (Equity shares of Rs. 5 each issued, subscribed and fully paid)

(Rs. in Lakhs)

Particulars	Note No.	No. of Shares	Amount
Balance as at the April 1, 2016		**7,962,750**	**796.28**
Changes in equity share capital during the year 2016-17			
Add : Sub-division of Shares		7,962,750	-
Less : Cancellation on account of Business Combination	17	(45,940)	(2.30)
Balance as at March 31, 2017		**15,879,560**	**793.98**
Changes in equity share capital during the year 2017-18		-	-
Balance at the March 31, 2018		**15,879,560**	**793.98**

B : Other Equity

(Rs. in Lakhs)

Particulars	Note No.	Reserve and Surplus					Total Other Equity
		Pending for allotment on account of Business Combination	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at April 1, 2016	18	**-**	**81.42**	**1,091.61**	**440.10**	**5,909.20**	**7,522.33**
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	4,346.43	4,346.43
Other Comprehensive Income		-	-	-	-	(4.44)	(4.44)
On account of Amalgamation		297.13	13,987.27	-	-	-	14,284.40
Final Dividend (Including Corporate Dividend Tax)		-	-	-	-	(479.22)	(479.22)
Balance as at March 31, 2017		**297.13**	**14,068.69**	**1,091.61**	**440.10**	**9,771.97**	**25,669.50**
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	4,033.90	4,033.90
Other Comprehensive Income		-	-	-	-	(7.35)	(7.35)
Final Dividend (Including Corporate Dividend Tax)		-	-	-	-	(958.40)	(958.40)
Balance as at March 31, 2018		**297.13**	**14,068.69**	**1,091.61**	**440.10**	**12,840.13**	**28,737.66**

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership No. 058431
Place : Mumbai
Date : May 4, 2018

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Vinod Bhageria
Managing Director
DIN: 00540308

Ketan Gaur
Company Secretary
Place : Mumbai
Date : May 4, 2018

Rakesh Kachhadiya
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2018	For the year ended March 31, 2017
A. Cash Flow from Operating Activities		
Net Profit Before Tax	**6,240.28**	**6,488.67**
Adjustments:		
Depreciation and Amortization of Property, Plant and Equipment	2,288.32	603.71
Loss/ (Profit) on Sale of property, plant and equipment (net)	-	(1.08)
Interest Income	(513.51)	(204.78)
Exchange Fluctuation (Gain)/ Loss on Loan	4.11	14.45
Net gains / (loss) arising on financial assets measured at FVTPL	22.21	(9.03)
Profit on Sale of Current Investment	(221.83)	(543.78)
Dividend Income	(2.31)	(7.73)
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(7.35)	(4.44)
Finance Costs (Including Fair Value Change in Financial Instruments)	604.76	155.80
Operating cash flows before working capital changes	**8,414.69**	**6,491.79**
Adjustments for Changes in Working Capital		
Decrease/ (Increase) in Inventories	(720.00)	(320.99)
Decrease/ (Increase) in Trade receivables	(3,515.83)	821.03
Decrease/ (Increase) in Non-Current Loans	(76.28)	26.43
Decrease/ (Increase) in Financial Assets - Other	(390.08)	42.44
Decrease/ (Increase) in Other Current Assets	(231.13)	199.89
Increase/ (Decrease) in Trade Payables	1,839.21	(375.97)
Increase/ (Decrease) in Current Financial Liabilities - Other	119.05	55.02
Increase/ (Decrease) in Other Current Liabilities	(165.51)	143.72
Increase/ (Decrease) in Non-Current Provisions	18.59	14.69
Increase/ (Decrease) in Current Provisions	1.56	2.14
Cash generated from operations	**5,294.27**	**7,100.19**
Income taxes paid (net of refund)	(1,340.97)	(1,511.58)
Net cash flow from operating activities (A)	**3,953.30**	**5,588.61**
B. Cash Flow from Investing Activities		
Purchase or Construction of Property, Plant and Equipment (including capital work-in-progress and capital advances)	(7,450.20)	(10,412.59)
Proceeds from/ (Investment in) fixed deposits (net)	7,034.22	(9,114.32)
Decrease/ (Increase) in Non-Current Investments	138.85	(149.54)
Sale of Property, Plant and Equipment	-	2.25
Proceeds from Sale of Investment	2,852.57	1,225.45
Cash & Cash equivalents received on Business Combination	-	124.20
Investment received on Business Combination	-	1,048.63
Interest Received	513.51	204.78
Dividend Received	2.31	7.73
Net cash flow from/ (used in) investing activities (B)	**3,091.26**	**(17,063.42)**

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in Lakhs)

C. Cash Flow from Financing Activities		
Dividend (Including Corporate Dividend Tax)	(958.40)	(479.22)
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	534.99	(100.95)
Increase / (Decrease) in Current Borrowings	(6,678.43)	13,150.19
Finance Costs	(560.25)	(133.25)
Net cash flow from financing activities (C)	**(7,662.09)**	**12,436.77**
Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)	**(617.53)**	**961.96**
Cash and cash equivalents at the beginning of the year (Refer Note 11)	1,251.18	289.22
Cash and cash equivalents at the end of the year (Refer Note 11)	633.65	1,251.18

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

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership No. 058431
Place : Mumbai
Date : May 4, 2018

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Vinod Bhageria
Managing Director
DIN: 00540308

Ketan Gaur
Company Secretary
Place : Mumbai
Date : May 4, 2018

Rakesh Kachhadiya
Chief Financial Officer

Note 1: Company Overview

Bhageria Industries Limited is a public limited company domiciled in India having its registered office at 1002, 10th Floor, Topiwala Centre, Off. S.V. Road, Near Goregaon Railway Station, Goregaon (West), Mumbai – 400062. The Company was incorporated on July 12, 1989 under the provision of the Companies Act, 1956. The Company is engaged in manufacturing of Dyes & Dyes Intermediate and generation and distribution of solar power. The equity shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited.

Note 2: Summary of Significant Accounting Policies

1. Statement of Compliance

The financial statements of the company have been prepared in accordance with Indian Accounting Standards ("Ind-AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016. Upto the financial year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 (Previous GAAP) and the other relevant provisions of the Companies Act 2013.

The financial statements for the year ended March 31, 2018 are the Company's first Ind AS financial statements. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101, "First time adoption of Indian Accounting Standards". The date of transition to Ind-AS is April 1, 2016. The transition was carried out from Accounting Principles generally accepted in India (previous GAAP). Reconciliation and descriptions of the effect of the transition have been summarized in Note No. 51.

2. Basis of Measurement

The financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities (including financial instruments) which have been measured at fair value at the end of each reporting period as explained in the accounting policies stated below.

3. Current versus non-current classification

The Company has classified all its assets and liabilities under current and non-current as required by Ind AS 1- Presentation of Financial Statements.

The asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The Company's functional currency is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

4. Use of estimates, judgments and assumptions

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 3 below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

5. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment including excise duty collected which flows to the Company on its own account but excluding taxes or duties collected on behalf of the government.

The Company follows specific recognition criteria as described below before the revenue is recognized.

- **Sale of goods**
  - ❖ Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery of goods, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
  - ❖ Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of Service Tax, Value Added Taxes (VAT), and Goods and Service Tax (GST) and is net of discounts.

- **Other Operating Revenue**

  - Other Operating revenue comprises of following items:
    - Revenue from Solar Power
    - Job work Income
    - Duty Drawback and other export incentives
  - Revenue from manufacturing charges is recognized on completion of contractual obligation of manufacturing and delivery of product manufactured.
  - Revenue from export incentives are recognized upon adherence to the compliances as may be prescribed with regard to export and / or realization of export proceeds as per foreign trade policy and its related guidelines.
  - Revenue from sale of scrap is recognized on delivery of scrap items.
  - Other Income
  - Other income comprises of interest income, rent income, dividend from investment and profits on redemption of investments.
  - Interest income from financial assets is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis by reference to the principal outstanding and at the effective rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
  - Dividend income from investment is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably).
  - Profit on redemption of investment is recognized by upon exercise of power by the company to redeem the investment held in any particular security / instrument (non-current as well as current investment).

6. Foreign Currency-Transactions and Balances

The Company's functional currency is Indian Rupee and accordingly, the financial statements are presented in Indian Rupee.

Transactions in foreign currencies are initially recorded by the company in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of that item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

7. Employee Benefits

- **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 period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

- **Other Long-term employee benefit obligations**

  The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future 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. Re-measurements 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.

  The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, zegardless of when the actual settlement is expected to occur.

- **Post-employment obligations**

  The Company operates the following post-employment schemes:

  (i) Defined benefit plans such as gratuity

  (ii) Defined contribution plans such as provident fund.

  (i) Defined benefit plan - Gratuity Obligations

  The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

  The liability or asset recognised in the balance sheet in respect of defined benefit 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 actuarially determined 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 a terms approximating to the terms of the 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.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

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.

(ii) Defined Contribution Plan

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.

8. Tax Expenses

The tax expense for the period comprises current and deferred tax. Taxes are recognised in the statement of profit and loss, except to the extent that it relates to the items recognised in the comprehensive income or in Equity. In which case, the tax is also recognised in the comprehensive income or in Equity.

- **Current tax:**

  Current tax payable is calculated based on taxable profit for the year. Current tax is recognized based on the amount expected to be paid to or recovered from the tax authorities based on applicable tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

- **Deferred tax:**

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

  Deferred tax liabilities are generally recognized for all taxable temporary timing difference. Deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

  The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

  Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the reporting date. Current and deferred tax for the year are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

- **Minimum Alternate Tax (MAT) Credit:**

  MAT credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

9. Property, Plant and Equipment

Land is carried at historical cost. All other items of property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

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 entity and the cost can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. All other repairs and maintenance costs are recognized as expense in the statement of profit and loss account as and when incurred.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work- in- Progress.

Cost of the assets less its residual value (estimated at 5% of the cost) is depreciated over its useful life. Depreciation is calculated on written down basis over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit and loss account.

The management believes that the estimated useful lives are realistic and reflects fair approximation of the period over which the assets are likely to be used. At each financial year end, management reviews the residual values, useful lives and method of depreciation of property, plant and equipment and values of the same are adjusted prospectively where needed.

Transition to Ind AS

On transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP as the deemed cost of the property, plant and equipment.

10. Investment properties

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 impairment loss, if any.

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 an annual 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 and loss in the period of derecognition.

Transition to Ind AS

The Company has elected to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., April 1, 2016.

11. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

12. Impairment of Non-Financial Assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

13. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

14. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has present obligation (legal or constructive) as a result of past event and it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense related to a provision is presented in the statement of profit and loss net of any reimbursement/contribution towards provision made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liability:

Contingent liability is disclosed in the case;

- When there is a possible obligation which could arise from past event and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or;
- A present obligation that arises from past events but is not recognized as expense because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or;
- The amount of the obligation cannot be measured with sufficient reliability.

Contingent asset:

Contingent asset is disclosed in case a possible asset arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and adjusted to reflact the current best estimates.

15. Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The determination of whether an arrangement is a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is considered as a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

16. Financial instruments

The Company recognizes financial assets and financial liabilities when it becomes party to the contractual provision of the instrument.

Part I - Financial Assets

- **Initial recognition and measurement**

  Financial assets are initially measured at its fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the concerned Financial assets, as appropriate, on initial recognition.

  Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss. However, trade receivable that do not contain a significant financing component are measured at ransaction price.

- **Subsequent measurement**

  For purposes of subsequent measurement, financial assets are classified in four categories:

  - ❖ Financial Assets at amortised cost
  - ❖ Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)
  - ❖ Financial Assets at FVTPL (Fair Value through Profit or Loss)

❖ **Financial Assets at amortised cost:**

A Financial Assets is measured at the amortised cost if both the following conditions are met:

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

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment a re recognised in the profit or loss.

❖ **Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)**

A Financial Assets is classified as at the FVTOCI if following criteria are met:

The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

❖ **Financial Assets at FVTPL (Fair Value through Profit or Loss)**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

❖ **Other Equity Investments:**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss.

- **De- recognition:**

  A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Company has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

- **Impairment of financial assets:**

  In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

  ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

  Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.

  For trade receivables, Company applies 'simplified approach', which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward-looking estimates are analysed.

  For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

Part II - Financial Liabilities

- **Initial recognition and measurement**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

- **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

❖ **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

❖ **Loans and borrowings**

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

❖ **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

- **De-recognition:**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

- **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.

Part-III Fair value measurement:

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - inputs that are unobservable for the asset or liability

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

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

17. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

18. Business Combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred;

- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- Consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in th acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Business Combination involving entities or business under common control shall be accounted for using the pooling of interest method.

19. Cash flow statements:

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

20. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

Company uses derivative financial instruments such as forward currency contracts to mitigate its foreign currency fluctuation risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of heading instrument is recognized in the Statement of Profit or Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

21. Earnings Per Share

Basic Earnings per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

22. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

23. Segment Reporting

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Note 3: Key Accounting Judgements, Estimates & Assumptions

The preparation of the Company's financial statements requires the management to make judgments', estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

A. Income taxes and Deferred tax assets:

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. The management assumes that taxable profit will be available while recognizing the deferred tax assets.

B. Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life as prescribed in the Schedule II of the Companies Act, 2013 and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

C. Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

D. Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

E. Recognition and measurement of defined benefit obligation:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

F. Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

G. Contingencies:

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

H. Allowances for uncollected trade receivable and advances:

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated amounts which are irrecoverable. Individual trade receivables are written off when management deems them not collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 4 : Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Leasehold Land	Freehold Land	Residential Building	Godown	Factory Building	Boundary Wall	Safety Equipments	Plant & Machinery	Lab Equipments	E.T.P	Generator	Solar Power Plant	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Total	Capital Work-in Progress
Gross Carrying Amount as at April 1, 2016	**13.16**	**-**	**1.44**	**6.06**	**70.98**	**-**	**2.99**	**962.92**	**4.99**	**499.13**	**0.52**	**1,899.58**	**94.34**	**79.89**	**22.68**	**33.21**	**3,691.90**	**383.79**
Additions	-	681.45	-	-	-	-	-	171.51	-	-	-	11,746.01	1.46	0.97	5.38	3.15	12,609.94	1,432.23
Additions on account of business combination	8,064.00	-	-	-	2,022.00	22.00	-	825.44	-	272.13	-	1,195.88	0.99	15.09	0.04	1.65	12,419.22	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	(6.93)	-	-	(6.93)	-
As at March 31, 2017	**8,077.16**	**681.45**	**1.44**	**6.06**	**2,092.98**	**22.00**	**2.99**	**1,959.87**	**4.99**	**771.26**	**0.52**	**14,841.47**	**96.79**	**89.02**	**28.11**	**38.01**	**28,714.13**	**1,816.02**
Additions / Transfer	-	-	-	-	-	-	-	50.02	-	-	-	5,247.55	10.56	-	0.20	0.52	5,308.85	(1,381.60)
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	**8,077.16**	**681.45**	**1.44**	**6.06**	**2,092.98**	**22.00**	**2.99**	**2,009.89**	**4.99**	**771.26**	**0.52**	**20,089.02**	**107.35**	**89.02**	**28.31**	**38.53**	**34,022.98**	**434.42**
Accumulated depreciation as at April 1, 2016	**3.11**	**-**	**0.76**	**3.69**	**66.14**	**-**	**1.41**	**738.85**	**4.96**	**316.06**	**0.52**	**149.39**	**63.65**	**62.42**	**13.39**	**28.72**	**1,453.07**	**-**
Depreciation charge during the year	0.14	-	0.04	0.36	60.70	4.96	0.30	156.08	-	69.97	-	273.41	9.52	11.18	5.54	3.74	595.93	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	-	-5.75	-	-	(5.75)	-
As at March 31, 2017	**3.25**	**-**	**0.80**	**4.05**	**126.84**	**4.96**	**1.70**	**894.93**	**4.96**	**386.02**	**0.52**	**422.80**	**73.17**	**67.84**	**18.94**	**32.46**	**2,043.25**	**-**
Depreciation charged during the year	-	-	0.04	0.31	117.68	7.68	-	235.74	-	81.84	-	1,812.16	8.60	7.05	3.95	3.04	2,278.09	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	**3.25**	**-**	**0.84**	**4.36**	**244.52**	**12.64**	**1.70**	**1,130.67**	**4.96**	**467.86**	**0.52**	**2,234.97**	**81.77**	**74.89**	**22.89**	**35.50**	**4,321.34**	**-**
Net carrying amount as at March 31, 2018	**8,073.91**	**681.45**	**0.60**	**1.70**	**1,848.47**	**9.36**	**1.29**	**879.20**	**0.03**	**303.39**	**0.00**	**17,854.06**	**25.58**	**14.12**	**5.42**	**3.04**	**29,701.63**	**434.42**
Net carrying amount as at March 31, 2017	**8,073.91**	**681.45**	**0.64**	**2.01**	**1,966.15**	**17.04**	**1.29**	**1,064.92**	**0.03**	**385.23**	**0.00**	**14,418.67**	**23.63**	**21.17**	**9.17**	**5.56**	**26,670.87**	**1,816.02**
Net carrying amount as at April 1, 2016	**10.05**	**-**	**0.68**	**2.37**	**4.84**	**-**	**1.59**	**224.06**	**0.03**	**183.07**	**0.00**	**1,750.19**	**30.69**	**17.47**	**9.29**	**4.49**	**2,238.83**	**383.79**

1. Asset under construction : Capital Work-in Progress as at March 31, 2018 comprises of expenditure on construction of the boundary wall at 30 MW Solar Power Plant, Kombhalne, Ahmednagar, furniture & fixure at head office and plant & macinery at Vapi.
2. No depreciation has been claimed on assets, to the extent of cenvat claimed.
3. Addition of Property, Plant and equipment on account of business combination is acquired at fair value on acquisation date (Refer Note No. 49)

Note 5 : Investment Property

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Gross Carrying Amount		
Opening gross carrying amount	**257.87**	**52.87**
Additions in account of business combination	-	205.00
Closing gross carrying amount	**257.87**	**257.87**
Accumulated Depreciation		
Opening accumulated depreciation	**23.96**	**16.19**
Depreciation charged for the year	10.23	7.77
Closing accumulated depreciation	**34.19**	**23.96**
Net carrying amount	**223.68**	**233.91**

Notes:

a) The Investment Property consist of three offices situated at Goregaon, Mumbai.

b) Amount recognised in the statement of profit and loss for the above investment properties is Rs.10.23 Lakhs (P.Y. Rs. 7.77 Lakhs) during the financial year ended March 31, 2018 and March 31, 2017 respectively

c) Disclosure for Fair Value

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment Property	431.80	431.80	226.80

d) Description of valuation techniques used and key inputs to valuation on investment properties.

The Company obtains independent valuations for its investment properties at reasonable interval. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including:

i) Current prices in an active market for investment properties of different nature or recent prices of similar investment properties in less active markets, adjusted to reflect those differences.

ii) Discounted cash flow projections based on reliable estimates of future cash flows.

iii) Capitalised income projections based upon a estimated net market income from investment properties and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment properties have been determined by reputed third party and independent valuers. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 2.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 6 : Non-Current Financial Assets - Investments

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Quoted Equity Instruments			
Investments carried at fair value through profit or loss			
6,500 (March 31, 2017: 7,500, April 1, 2016: Nil) Equity Shares of Kisan Mouldings Limited of Rs. 10 each fully paid up	9.97	6.65	-
Nil (March 31, 2017: 2,026, April 1, 2016: Nil) Equity Shares of N R Agarwal Industries Ltd of Rs. 10 each fully paid up	-	4.46	-
Quoted Mutual Fund / Liquid Fund Instruments			
Investments carried at fair value through profit or loss			
Nil (as at March 31, 2017: 57.68 unit, April 1, 2016: Nil) mutual fund of UTI-Treasury Advance Fund - Institutional Plan - Growth	-	1.25	-
Unquoted Equity Instruments			
Investments carried at fair value through profit or loss			
200 (March 31, 2017: 200, April 1, 2016: Nil) Equity Shares of The Thane Janta Sahakari Bank Limited of Rs. 10 each fully paid up	0.72	0.72	-
Unquoted Debentures & Bonds Instruments			
Investments carried at fair value through profit or loss			
Nil (March 31, 2017: 115, April 1, 2016: Nil) Structured Secured Redeemable Non-Convertible Debenture of face value of Rs. 100,000 each in Anand Rathi Global Finance Limited	-	136.46	-
Total	**10.69**	**149.54**	**-**
Aggregate amount of quoted investments -At Cost	2.60	8.67	-
Aggregate amount of quoted investments -At Market Value	9.97	12.35	-
Aggregate amount of unquoted investments -At Cost	0.10	115.10	-
Aggregate amount of unquoted investments -At Market Value	0.72	137.18	-
Category-wise Non current investment			
Financial assets carried at cost	-	-	-
Financial assets measured at fair value through profit & loss	10.69	149.54	-
Financial assets carried at amortised cost	-	-	-
Total	**10.69**	**149.54**	**-**

Note 7 : Non-Current Financial Assets - Loans

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Telephone Deposit	0.49	0.49	0.49
Electricity Deposit	136.38	79.31	25.15
Rent Deposit	6.15	4.00	4.00
Other security Deposits	69.36	52.30	-
Total	**212.38**	**136.10**	**29.64**

Note 8 : Inventories

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Raw Materials	2,286.30	1,574.20	1,436.19
Goods-in-transit /at port	75.54	-	105.95
Work-in-progress	165.71	148.24	59.09
Finished Goods	509.78	145.54	88.69
Stock-in-trade	6.17	473.03	163.31
Consumables and Fuel	57.35	38.96	-
Stores and Spares	2.11	2.99	2.99
Total	**3,102.96**	**2,382.96**	**1,856.22**

Note 9 : Current Financial Assets - Investments

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Quoted Equity Instruments **Investments carried at fair value through profit or loss**			
Nil (March 31, 2017: Nil, April 1, 2016: 4,657) Equity Shares of HDFC Bank Limited of Rs. 2 each fully paid up	-	-	49.88
Nil (March 31, 2017: Nil, April 1, 2016: 8,65,000) Equity Shares of Vakrangee Limited of Rs. 1 each fully paid up	-	-	1,713.41
Nil (March 31, 2017: Nil, April 1, 2016: 1275) Equity Shares of Alkem Laboratories Limited of Rs. 2 each fully paid up	-	-	17.29
Nil (March 31, 2017: Nil, April 1, 2016: 4982) Equity Shares of Asian Paint Limited of Rs. 1 each fully paid up	-	-	43.26
Nil (March 31, 2017: Nil, April 1, 2016: 1522) Equity Shares of Bajaj Finance Limited of Rs. 2 each fully paid up	-	-	105.39
Nil (March 31, 2017: Nil, April 1, 2016: 4866) Equity Shares of Bharat Forge Limited of Rs. 2 each fully paid up	-	-	42.49
Nil (March 31, 2017: Nil, April 1, 2016: 5271) Equity Shares of Bharat Petroleum Corpn Limited of Rs. 10 each fully paid up	-	-	47.67
Nil (March 31, 2017: Nil, April 1, 2016: 541) Equity Shares of Bosch Limited of Rs. 10 each fully paid up	-	-	112.44
Nil (March 31, 2017: Nil, April 1, 2016: 25515) Equity Shares of City Union Bank Limited of Rs. 1 each fully paid up	-	-	24.78
Nil (March 31, 2017: Nil, April 1, 2016: 13688) Equity Shares of Colgate Pamolive (India) Limited of Rs. 1 each fully paid up	-	-	113.72
Nil (March 31, 2017: Nil, April 1, 2016: 1121) Equity Shares of Container Corporation of India Limited of Rs. 10 each fully paid up	-	-	13.94
Nil (March 31, 2017: Nil, April 1, 2016: 3571) Equity Shares of Cummins India Limited of Rs. 2 each fully paid up	-	-	30.06
Nil (March 31, 2017: Nil, April 1, 2016: 17212) Equity Shares of DCB Bank Limited of Rs. 10 each fully paid up	-	-	13.64
Nil (March 31, 2017: Nil, April 1, 2016: 687) Equity Shares of Eicher Motors Limited of Rs. 10 each fully paid up	-	-	131.77
Nil (March 31, 2017: Nil, April 1, 2016: 2656) Equity Shares of Emami Limited of Rs. 1 each fully paid up	-	-	24.76
Nil (March 31, 2017: Nil, April 1, 2016: 3357) Equity Shares of Engineers India Limited of Rs. 5 each fully paid up	-	-	5.71
Nil (March 31, 2017: Nil, April 1, 2016: 382) Equity Shares of Glaxosmithkline Consumer Healthcare Limited of Rs. 10 each fully paid up	-	-	23.06
Nil (March 31, 2017: Nil, April 1, 2016: 2623) Equity Shares of HDFC Limited of Rs. 2 each fully paid up	-	-	29.00

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Nil (March 31, 2017: Nil, April 1, 2016: 1057) Equity Shares of Hero Motocorp Limited of Rs. 2 each fully paid up	-	-	31.14
Nil (March 31, 2017: Nil, April 1, 2016: 10041) Equity Shares of Hindustan Petroleum Corporation Limited of Rs. 10 each fully paid up	-	-	79.10
Nil (March 31, 2017: Nil, April 1, 2016: 3631) Equity Shares of Inter Globe Aviation Limited of Rs. 10 each fully paid up	-	-	31.71
Nil (March 31, 2017: Nil, April 1, 2016: 3709) Equity Shares of IPCA Lab Limited of Rs. 2 each fully paid up	-	-	21.59
Nil (March 31, 2017: Nil, April 1, 2016:16378) Equity Shares of J & K Bank Limited of Rs. 1 each fully paid up	-	-	9.91
Nil (March 31, 2017: Nil, April 1, 2016: 10028) Equity Shares of Kotak Mahindra Bank Limited of Rs. 5 each fully paid up	-	-	68.26
Nil (March 31, 2017: Nil, April 1, 2016: 2174) Equity Shares of Larson & Tubro Limited of Rs. 2 each fully paid up	-	-	26.45
Nil (March 31, 2017: Nil, April 1, 2016: 7850) Equity Shares of Max Financial Services Limited of Rs. 2 each fully paid up	-	-	27.01
Nil (March 31, 2017: Nil, April 1, 2016: 7850) Equity Shares of Max India -Tauras Venture Limited of Rs. 10 each fully paid up	-	-	8.68
Nil (March 31, 2017: Nil, April 1, 2016: 1570) Equity Shares of Max Venture and Industries Limited of Rs. 10 each fully paid up	-	-	0.98
Nil (March 31, 2017: Nil, April 1, 2016: 448) Equity Shares of Page Industries Limited of Rs. 10 each fully paid up	-	-	54.28
Nil (March 31, 2017: Nil, April 1, 2016: 16856) Equity Shares of SBI Limited of Rs. 1 each fully paid up	-	-	32.74
Nil (March 31, 2017: Nil, April 1, 2016: 2658) Equity Shares of Speciality Restaurants Limited of Rs. 10 each fully paid up	-	-	2.26
Nil (March 31, 2017: Nil, April 1, 2016: 8488) Equity Shares of Sun Pharmaceuticals Industries Limited of Rs. 1 each fully paid up	-	-	69.60
Nil (March 31, 2017: Nil, April 1, 2016: 1627) Equity Shares of TCS Limited of Rs. 1 each fully paid up	-	-	41.01
Nil (March 31, 2017: Nil, April 1, 2016: 1031) Equity Shares of United Spirits Limited of Rs. 2 each fully paid up	-	-	25.77
Nil (March 31, 2017: Nil, April 1, 2016: 16216) Equity Shares of Voltas Limited of Rs. 1 each fully paid up	-	-	45.10
	-	-	
Quoted Mutual Fund Instruments			
Investments carried at fair value through profit or loss			
3211.15 unit (as at March 31, 2017: Nil, April 1, 2016: Nil) fund of DSP Black Rock Mutual Fund	79.81	-	-
Nil (as at March 31, 2017: 4079811.02 unit, April 1, 2016: Nil) mutual fund of Franklin India Ultra Short Bond Fund	-	907.81	-
Nil (as at March 31, 2017: 465310 unit, April 1, 2016: Nil) mutual fund of Birla Sun Life Cash Manager- Growth	-	1,824.95	-
Nil (as at March 31, 2017: Nil, April 1, 2016: 1576458.22 unit) mutual fund of Axis Equity Fund- Growth	-	-	287.55
Total	**79.81**	**2,732.76**	**3,405.40**
Aggregate amount of quoted investments -At Cost	79.05	2,728.65	3,336.00
Aggregate amount of quoted investments -At Market Value	79.81	2,732.76	3,405.40

Note 10 : Current Financial Assets - Trade Receivables

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured			
Considered Good	8,444.07	5,221.26	4,490.57
Receivable from related parties (Refer Note No. 48)	293.02	-	-
Total	**8,737.09**	**5,221.26**	**4,490.57**

Note 11 : Current Financial Assets - Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Bank Balances			
In current accounts	579.58	878.65	153.71
In fixed deposits with maturity of less than 3 months	-	332.65	108.43
Cash in Hand	2.79	5.41	12.33
Unpaid Dividend Account*	51.28	34.47	14.75
Total	**633.65**	**1,251.18**	**289.22**

* The amount is to be utilised towards settlement of respective unpaid dividends.

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company and earn interest at the applicable short-term deposit bank rates.

Note 12 : Current Financial Assets - Other Bank Balances

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Fixed Deposits with maturity period of more than 3 months but less than 12 months (include accrued interest)*	2,666.79	9,701.01	586.69
Total	**2,666.79**	**9,701.01**	**586.69**

*Held as lien against bank guarantee and loan arrangements

Note 13 : Current Financial Assets - Loans

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Security Deposit with Solar Energy Corporation of India (SECI)	300.00	-	-
Total	**300.00**	**-**	**-**

Note 14 : Current Financial Assets - Others

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good			
Duty Drawback Receivable	43.47	4.58	24.72
Incentive Licenses	2.41	3.80	48.65
Total	**45.88**	**8.38**	**73.37**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 15 : Current Tax Assets (net)

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
MAT Credit Entitlement	2,018.58	1,420.51	-
Income Tax Refund	38.88	39.94	15.73
Taxes Paid (incl. Tax Deducted at Source)	1,332.81	-	-
Less : Provision for Income Taxes	(1,279.43)	-	-
Total	**2,110.84**	**1,460.45**	**15.73**

Note 16 : Other Current Assets

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Advances	298.28	25.88	-
Advances other than Capital Advances:			
Advance Payment to Vendors	20.15	195.72	340.16
Advance Payment to Employees	10.74	12.51	-
Balance with Government Authorities:			
Cenvat Credit Receivables	30.19	223.65	128.15
Vat Refund Receivables	118.45	239.10	137.05
GST Refund Receivables	726.35	-	-
Prepaid Expenses	28.94	32.71	6.11
Total	**1,233.10**	**729.57**	**611.47**

Note 17 : Equity Share Capital

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised Capital			
2,80,00,000 (March 31, 2017: 1,60,00,000, April 1, 2016: 80,00,000) Equity Shares of Rs. 5 each #	1,400.00	800.00	800.00
1,20,00,000 Equity Shares of Rs.5/- each of Nipur Chemicals Limited on business combination *	-	600.00	-
Total	**1,400.00**	**1,400.00**	**800.00**
Issued, Subscribed and Paid up Capital			
1,58,79,560 (March 31, 2017: 1,59,25,500, April 1, 2016: 79,62,750) Equity Shares of Rs. 5 each fully paid up#	793.98	796.28	796.28
Less :- Cancelled on business combination 45,940 Equity Shares of Rs. 5/- each fully paid ^	-	(2.30)	-
Total	**793.98**	**793.98**	**796.28**

Pursuant to approval of the Members :

Authorised share capital of the Company was subdivided from Rs. 8 Crore (consisting of 80,00,000 equity shares of face value of Rs.10 each) to Rs. 8 Crore (consisting of 1,60,00,000 equity shares of face value of Rs. 5 each). Consequent to the decision, Issued and paid-up capital was subdivided from 79,62,750 equity shares of face value of Rs. 10 each as on the record date, i.e. October 27, 2016 (end of the day), into 1,59,25,500 equity shares of face value of Rs. 5 each.

Business combination of Nipur Chemicals Limited with Company :

* 1,20,00,000 Equity Shares of Rs. 5/- each fully paid added to authorised capital of the company pursuant to the Scheme of Arrangement & Amalgamation sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench on April 5, 2018 w.e.f. Appointed Date : October 1, 2016

^ 45,940 Equity Shares of Rs. 5/- each held by Nipur Chemicals Limited has been cancelled in pursuant to the Scheme of Arrangement & Amalgamation sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench on April 5, 2018 w.e.f. Appointed Date : October 1, 2016

(a) Terms / rights attached to:

Equity Shares

The Company has only one class of Equity Shares having par value of Rs. 5/- each. ((p.y. equity shares of Rs.10/- each). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount to various stakeholders of the company.

Dividend

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board is subject to the approval of the shareholders in the ensuring Annual General Meeting.

b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

Particulars	Year ended 31st March, 2018		Year ended 31st March, 2017	
	No. of shares	Amount (Rs. in Lakhs)	No. of shares	Amount (Rs. in Lakhs)
Balance as at the Beginning of the year	15,879,560	793.98	7,962,750	796.28
Add : Sub-division of Shares #	-	-	7,962,750	-
Less : Cancellation on account of amalgamation ^	-	-	(45,940)	(2.30)
Balance as at the end of the year	**15,879,560**	**793.98**	**15,879,560**	**793.98**

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Before cancellation and pending allotment of shares to shareholders of Nipur Chemicals Limited

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	%	No. of shares	%	No. of shares	%
Equity shares with voting rights						
Bhageria Trade Invest Pvt. Ltd.	2,300,599	14.45%	2,261,634	14.20%	1,090,817	13.70%
Suresh Kumar Keshavdeo Bhageria	1,107,026	6.95%	1,094,026	6.87%	547,013	6.87%
Futurage Corporate Care Pvt. Ltd.	962,894	6.05%	964,900	6.06%	599,176	7.53%
Prism Scan Express Pvt Ltd	978,595	6.14%	979,000	6.15%	502,500	6.31%
Reform Trading Co. Private Limited.	#	#	892,690	5.61%	456,345	5.73%
Rakesh Niranjanlal Bhageria	811,901	5.10%	811,901	5.10%	#	#
Deepak Vishwambharlal Bhageria	836,352	5.25%	#	#	#	#

Less than 5%

(d) The Company is a stand alone company and does not have any holding company.

Note 18 : Other Equity

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(i) Pending for allotment on account of Business Combination	297.13	297.13	-
(ii) Securities Premium Reserve	1,091.61	1,091.61	1,091.61
(iii) Capital Reserve	14,068.69	14,068.69	81.42
(iv) General Reserve	440.10	440.10	440.10
(v) Retained Earnings	12,840.13	9,771.97	5,909.20
Total	**28,737.66**	**25,669.50**	**7,522.33**

(i) Pending for allotment on account of Business Combination :

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Balance as at the beginning of the year	297.13	-
Add : Additions during the year *	-	297.13
Balance as at the end of the year	**297.13**	**297.13**

* 59,42,530 Equity Shares of Rs. 5/- each fully paid issued and pending for allotment to Equity Shareholders of Nipur Chemicals Limited pursuant to the Scheme of Arrangement & Amalgamation sanctioned by Honourable National Company Law Tribunal, Mumbai Bench on April 5, 2018 w.e.f. Appointed Date : October 1, 2016.

(ii) Securities Premium Reserve:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Balance as at the beginning of the year	1,091.61	1,091.61
Add : Additions during the year	-	-
Less: Amount utilised during the year	-	-
Balance as at the end of the year	**1,091.61**	**1,091.61**

(iii) Capital Reserve:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Balance as at the beginning of the year	14,068.69	81.42
Add : Additions during the year	-	13,987.27
Balance as at the end of the year	**14,068.69**	**14,068.69**

Note : *Capital Reserve on Amalgamation is created as per the Scheme of Amalgamation between erstwhile Nipur Chemicals Limited with the Company approved by the Hon'ble NCLT, Bombay Bench on April 5, 2018.

(iv) General Reserve:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Balance as at the beginning of the year	440.10	440.10
Less: Utilised for Final Dividend (Including Corporate Dividend Tax)	-	-
Balance as at the end of the year	**440.10**	**440.10**

(v) Retained Earnings:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Balance as at the beginning of the year	9,771.97	5,909.20
Add: Profit for the year	4,033.90	4,346.43
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(7.35)	(4.44)
Less: Utilised for Final Dividend (Including Corporate Dividend Tax)	(958.40)	(479.22)
Balance as at the end of the year	**12,840.13**	**9,771.97**

NATURE AND PURPOSE OF RESERVES

(a) Capital Reserve : Capital Reserve is utilised in accordance with provision of the Act

(b) Security Premium Reserve : Security Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provision of the Act.

(c) General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

(d) Retained Earnings : Retained earnings are the profit that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

Note 19 : Non-Current Financial Liabilities - Borrowings

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured Term Loans*			
Foreign Currency Term Loans from			
ICICI Bank	376.18	440.55	524.75
Exim Bank	544.26	-	-
Total Non-Current Borrowings	**920.44**	**440.55**	**524.75**

* Net of Current maturities of long-term debts and Interest accrued, which are included in Note 24

Note: Nature of security and terms of repayment for Secured Borrowings :

Nature of Security	Terms of Repayment
Secured by first charge on 1 MWP rooftoop solar power plant assets situated at Kancheepuram,Tamil Nadu and 480 KWP rooftoop solar power plant assets situated at Chennai,Tamil Nadu. Also secured by project specific receivables and Personal Guarantees of some of the Directors of the company.	Term loan from ICICI Bank is repayable in equal quarterly installments between December 28, 2015 to December 28, 2022 along with interest of 3M USD LIBOR+325 bps per annum on reducing quarterly balance.
Secured by first charge on 30 MW (AC) / 39 MW (DC) grid-connected solar PV power plant at Village: Kombhalane, Taluka: Akole, District: Ahmednagar, Maharashtra and exclusive charge on current assets of the company related to the project,both present and future. and second charge on entire current assets of the Company, both present and future.	Term loan from Exim Bank is repayable in equal quarterly installments between May 2, 2018 to August 1, 2030 along with interest of 6M USD LIBOR+365 bps per annum on reducing quarterly balance.

Note 20: Non-Current Provisions

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefits:			
Provision for Gratuity (refer note 47)	68.17	49.58	-
Total	**68.17**	**49.58**	**-**

Note 21 : Deferred Tax Liabilities (Net)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred Tax Liabilities/ (Assets) arising on account of timing differences in:			
Property, Plant and Equipment - Depreciation	5,165.73	3,641.54	430.03
Gratuity	(24.99)	(17.77)	-
Financial Instruments - Borrowings	13.96	11.17	21.96
Changes in Fair Value of Investment	1.84	2.05	15.73
Deferred Tax Liabilities (net)	**5,156.54**	**3,636.99**	**467.72**

Movement in Deferred Tax Liabilities/ (Assets) (Rs. in Lakhs)

Particular	Depreciation	Gratuity	Changes in Fair Value of Investment	Borrowings	Total
As at April 1, 2016	**430.03**	**-**	**15.73**	**21.96**	**467.72**
Charged/ (Credited):					
To Profit or Loss	3,211.51	(15.42)	(13.68)	(10.79)	3,171.62
To Other Comprehensive Income	-	(2.35)	-	-	(2.35)
As at March 31, 2017	**3,641.54**	**(17.77)**	**2.05**	**11.17**	**3,636.99**
Charged/ (Credited):					
To Profit or Loss	1,524.19	(3.33)	(0.21)	2.79	1,523.44
To Other Comprehensive Income	-	(3.89)	-	-	(3.89)
As at March 31, 2018	**5,165.73**	**(24.99)**	**1.84**	**13.96**	**5,156.54**

Note 22 : Current Financial Liabilities - Borrowings

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured Loans (Repayable on demand)			
Working Capital Loans from Banks	3,407.67	5,261.72	808.03
Short Term Loans	1,500.00	1,500.00	-
Buyer's Credit from Bank	2,372.12	7,196.50	-
Total	**7,279.79**	**13,958.22**	**808.03**

Note:

These facilities are secured against the following charge on various assets of the Company :

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Collateral : Extension of mortgage charge on factory land, building and plant & machinery situated at Vapi,Gujarat and Office premises situated at Goregaon,Maharashtra owned by the Company.
3. Buyer's Credit taken from bank against immovable and movable assets of 30MW Solar Power Plant situated at Kombhale, Maharashtra. Exclusive charge on current assets of the company related to the project,both present and future. and second charge on entire current assets of the Company,both present and future.
4. Personal Guarantees of some of the Directors of the company.
5. Short Term Loan Taken from Bank against Fixed Deposits.

Note 23 : Current Financial Liabilities - Trade Payables

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade Payable			
Dues to Micro and Small Enterprises	-	-	-
Others	5,223.23	3,384.02	3,240.31
Total	**5,223.23**	**3,384.02**	**3,240.31**

Note: Disclosure for micro and small enterprises:

As per information available with the Company, there are no Micro and Small Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006, to whom the Company owes dues, which are outstanding as at March 31, 2018.

Note 24 : Current Financial Liabilities - Others

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current Maturities of Long-Term Debt:			
Foreign Currency Term Loans from Banks (Refer Note 19 above)	151.14	100.00	102.30
Interest Accrued	52.58	22.55	-
Foreign Currency Forward Contracts Payable	1.23	-	-
Unpaid Dividend	51.28	34.47	14.75
Liabilities for Acquisition of Property, Plant and Equipment	670.11	3,920.66	265.20
Employee Related Liabilities	136.79	65.81	53.06
Total	**1,063.13**	**4,143.49**	**435.31**

Note 25 : Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Statutory Tax Payable (Including Provident Fund, Tax Deducted at Source and other indirect taxes)	156.91	237.31	122.60
Advances from Customers	57.73	144.09	80.13
Other Liabilities	30.26	29.01	20.15
Total	**244.90**	**410.41**	**222.88**

Note 26 : Current Provisions:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee benefits:			
Provision for Gratuity [Refer Note 47]	5.08	3.52	-
Total	**5.08**	**3.52**	**-**

Note 27 : Current Tax Liabilities (Net):

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Income Tax	-	1,392.83	-
Less: Income Tax Assets	-	(1,389.08)	-
Total	**-**	**3.75**	**-**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2018 and March 2017:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Accounting profit before tax from continuing operations	6,240.28	6,488.67
Tax at income tax at the rate of 34.608% (March 31, 2017: 34.608%)	2,159.64	2,245.60
Tax effect of :		
Difference in Depreciation and Amortisation	(1,557.85)	(2,140.92)
Income exempt from tax/items not deductable	79.57	(36.12)
Income tax expense reported in the statement of Profit and Loss	681.36	68.56
Tax adjustment for earlier year	1.58	(0.30)
Deferred Tax Expense Reported in the statement of Profit and Loss	1,523.44	2,073.98
	2,206.38	**2,142.24**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 28 : Revenue from Operations

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Value of Sales	38,535.77	36,691.08
Other Operating Revenue:		
Revenue from Solar Power	2,345.39	263.11
Job work Income	21.32	48.20
Duty drawback and other export incentives	247.77	278.64
Others	36.79	64.88
Total	**41,187.03**	**37,345.91**

Note 29 : Other Income

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest income earned on financial assets that are not designated as at fair value through profit or loss		
From Bank deposits (at amortised cost)	513.51	204.78
From Others (at amortised cost)	71.35	-
Dividend income		
Dividends from investment in equity shares (designated at cost or at FVTPL)	2.31	7.73
Other gains or losses:		
Net gains / (loss) arising on financial assets measured at FVTPL	(22.21)	9.03
Profit on Sale of Current Investment	221.83	543.78
Other non-operating income		
Rental Income	12.72	15.59
Foreign Exchange Gain (Net)	332.92	182.19
Miscellaneous Income	21.68	44.94
Total	**1,154.11**	**1,008.04**

Note 30 : Cost of Materials

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Opening Stock	1,574.20	1,542.14
Add: Purchases	21,258.52	17,927.96
Add: Stock received on account of Business Combination	-	62.23
Less: Closing Stock	2,361.84	1,574.20
Total	**20,470.87**	**17,958.13**

Note 31 : Purchase of Stock in Trade

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Traded goods	1,840.89	3,923.01
Total	**1,840.89**	**3,923.01**

Note 32 : Change in Inventories of finished goods, work-in-process and stock in trade

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Inventories at the end of the year :		
Finished Goods	509.78	145.54
Work-in-progress	165.71	148.24
Stock-in-trade	6.17	473.04
	681.66	**766.81**
Inventories at the beginning of the year :		
Finished Goods	145.54	88.69
Work-in-progress	148.24	59.09
Stock-in-trade	473.04	163.31
Inventories recd on account of business combination :		
Finished Goods	-	124.71
	766.81	**435.79**
Total	**85.15**	**(331.02)**

Note 33 : Employee Benefits Expenses

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Salaries, Wages and Bonus	1,298.38	913.17
Contributions to Provident and Other Funds (Refer Note 47)	24.88	17.35
Gratuity Expenses (Refer Note 47)	8.91	10.54
Staff Welfare Expenses	61.89	30.56
Total	**1,394.06**	**971.62**

Note 34 : Finance Costs

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Interest on Borrowings from Banks on Term Loans	133.32	33.43
Interest on Borrowings from Banks	416.01	60.31
Bank Charges and Commission	63.51	30.88
Borrowings measured at amortized cost	(8.07)	31.18
Total	**604.76**	**155.80**

Note 35 : Depreciation and Amortisation Expense

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Depreciation on tangible assets (Refer Note 4 & 5)	2,288.32	603.71
Total	**2,288.32**	**603.71**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 36 : Other Expenses

(Rs. in Lakhs)

Particulars		Year Ended March 31, 2018	Year Ended March 31, 2017
Manufacturing Expenses			
Job Work and Labour Charges		411.71	2,859.36
Repairs and Maintenance - Machinery		81.98	92.36
Repairs and Maintenance - Buildings		208.28	55.99
Power, Fuel and Water Charges		2,039.41	1,131.09
Stores & Spares		53.33	108.11
Lab Expenses		0.81	2.75
Factory Expenses		24.14	10.52
Effluent Treatment Charges		86.54	67.78
	(A)	**2,906.20**	**4,327.96**
Selling & Distribution Expenses			
Commission		50.05	43.10
Freight and Forwarding		812.86	999.91
Business Promotion		24.42	18.22
Loading and Unloading Charges		27.93	26.41
	(B)	**915.26**	**1,087.65**
Establishment Expenses			
Excise Duty on FG (includes difference between the excise duty on opening and closing stock of finished goods)		(16.17)	(6.70)
Compensation paid		276.00	-
Contribution towards CSR		183.99	75.21
Legal and professional Charges (please refer 36(a))		105.80	74.16
Donations and contributions		80.47	57.64
Solar Operating Expenses		86.07	19.52
Rent, Rates and Taxes		75.03	32.47
Miscellaneous Expenses		58.13	28.81
Traveling and Conveyance		57.80	52.67
Indirect Tax Expenses		51.79	22.24
Insurance Expenses		46.03	32.60
Vehicle Expenses		16.46	7.88
Amalgamation Exp		14.19	11.30
Repairs and Maintenance - Others		13.02	15.65
Printing and Stationery		9.33	6.96
Communication		8.48	8.29
Membership Fees		5.87	6.50
Director Sitting Fees		5.75	5.78
Forward Contract Premium Expenses		3.34	7.05
Bad Debts		3.20	60.18
RTA Charges		2.96	1.73
Repairs and maintenance - Computer		2.90	1.20
Postage & Courier Expense		2.50	7.17
Shares related Trading Expenses		-	5.87
ECGC Premium		-	2.77
	(C)	**1,092.94**	**536.94**
Total (A+B+C)		**4,914.39**	**5,952.55**

36(a) :

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Payments to the auditors comprises (net of taxes)		
As Auditors		
For Statutory Audit	3.00	3.00
For Tax Audit	0.75	0.75
For Internal Audit	1.50	1.50
For Cost Audit	0.80	0.55
For Other Services		
For Certification	-	-
For Taxation Matters	-	0.25
Total	**6.05**	**6.05**

Note 37 : Earnings Per Equity Share

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Net Profit attributable to Equity Shareholders (Rs. in Lakhs)	4,026.55	4,341.99
Weighted Average Number of Equity Shares (Nos. in Lakhs)	2,18,22,090	1,88,65,717
Basic and Diluted Earnings Per Share (Rs.)	18.45	23.02
Face value per Share (Rs.)	5.00	5.00

Note : The Increase in number of shares due to Business Combination (Refer note 49)

Note 38 : Financial Assets at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non-Current Financial Assets			
Loans	212.38	136.10	29.64
Current Financial Assets			
Trade receivables	8,737.09	5,221.26	4,490.57
Cash and Cash Equivalents	633.65	1,251.18	289.22
Other bank balances	2,666.79	9,701.01	586.69
Loans	300.00	-	-
Others	45.88	8.38	73.37
Total	**12,595.79**	**16,317.93**	**5,469.49**

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Note 39 : Financial Liabilities at Amortised Cost Method

The carrying value of the following financial liabilities recognised at amortised cost:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non-Current Financial Liabilities			
Borrowings	920.44	440.55	524.75
Current Financial Liabilities			
Borrowings	7,279.79	13,958.22	808.03
Trade Payable	5,223.23	3,384.02	3,240.31
Other Financial Liabilities	1,061.90	4,143.49	435.31
Total	**14,485.36**	**21,926.28**	**5,008.40**

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 40 : Financial Assets at Fair Value Through Profit or Loss

The carrying value of the following financial assets recognised at fair value through profit or loss:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non- Current & Current Financial Assets			
Investments	90.50	2,882.30	3,405.40
Total	**90.50**	**2,882.30**	**3,405.40**

Note: The above investments are quoted instruments in active markets and the same is recognised at fair value. Fair value measurement is done considering the Level -1 of Fair Value Hierarchy as per the Ind-AS 113.

Note 41 : Financial Liabilities at Fair Value Through Profit or Loss

The carrying value of the following financial liabilities recognised at fair value through profit or loss:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current Financial Liabilities			
Other Financial Liabilities	1.23	-	-
Total	**1.23**	**-**	**-**

Note: The above other financial liabilities includes Foreign Currency Forward and Options Contracts. Fair Value measurement is done considering the Level -1 of Fair Value Hierarchy as per the Ind-AS 113.

Note 42 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Aging analysis and Credit ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - Interest rate	Borrowings at variable rates	Sensitivity analysis	Not used any Interest rate derivatives.
Market Risk - Price risk	Equity Instruments		Company maintains its portfolio in accordance with the framework set by the Risk Management policies.
Market Risk - Foreign exchange risk	Export, Import and Borrowings		Forward contracts and Currency options

Credit Risk :

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company does not expect any credit risk on account of trade receivables.

Financial instruments and cash deposits

Credit risk from balances/investments with banks and financial institutions is managed in accordance with the Company's treasury risk management policy. Investments of surplus funds are made only with approved counterparties and within limits assigned to each counterparty. The limits are assigned based on corpus of investable surplus and corpus of the investment avenue. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk :

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2018, March 31, 2017 and April 1, 2016:

(Rs. in Lakhs)

Particulars	Carrying amount	Less than 12 Months	More than 12 Months	Total
Year ended March 31, 2018				
Secured Loans	8,351.37	7,430.93	920.44	8,351.37
Trade Payables	5,223.23	5,223.23	-	5,223.23
Interest Accured	52.58	52.58	-	52.58
Liabilities for Acquisition of Property, Plant and Equipment	670.11	670.11	-	670.11
Others Liabilities	434.20	434.20	-	434.20
Year ended March 31, 2017				
Secured Loans	14,498.77	14,058.22	440.55	14,498.77
Trade Payables	3,384.02	3,384.02	-	3,384.02
Interest Accured	22.55	22.55	-	22.55
Liabilities for Acquisition of Property, Plant and Equipment	3,920.66	3,370.66	550.00	3,920.66
Others Liabilities	510.69	510.69	-	510.69
Year ended April 1, 2016				
Secured Loans	1,435.08	910.33	524.75	1,435.08
Trade Payables	3,240.31	3,240.31	-	3,240.31
Interest Accrued	-	-	-	-
Liabilities for Acquisition of Property, Plant and Equipment	265.20	265.20	-	265.20
Others Liabilities	290.69	290.69	-	290.69

Market Risk :

Market risk comprises three types of risk: price risk, interest rate risk and currency risk. The risks may affect income and expenses, or the value of its financial instruments of the Company. The objective of the Management of the Company for market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company exposure to, and the Management of, these risks is explained below:

Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities. The value of the financial instruments is not material and accordingly any change in the value of these investments will not affect materially the profit or loss of the Company.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since, the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is very low. The Company has not used any interest rate derivatives.

Interest rate sensitivity

No sensitivity analysis is prepared as the Company does not expect any material effect on the Company's results arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the reporting period.

Foreign Exchange Risk

Foreign exchange risk arises on future commercial transactions and on all recognised monetary assets and liabilities, which are denominated in a currency other than the functional currency of the Company. The Company's management has set policy wherein exposure is identified, benchmark is set and monitored closely, and accordingly suitable hedges are undertaken. Policy also includes mandatory initial hedging requirements for exposure above a threshold.

The Company's foreign currency exposure arises mainly from foreign exchange imports, exports and foreign currency borrowings, primarily with respect to USD.

As at the end of the reporting period, the carrying amounts of the company's foreign currency denominated monetary assets and liabilities in respect of the primary foreign currency i.e. USD and derivative to hedge the exposure, are as follows:

(USD in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
USD exposure			
Assets	56.52	21.31	19.51
Liabilities	58.41	130.79	14.94
Net	**(1.88)**	**(109.49)**	**4.58**
Derivatives to hedge USD exposure			
Forward contracts (USD)	29.00	-	-
Option contracts- (USD)	-	-	-
Total Hedge USD	**29.00**	**-**	**-**
Net Exposure	**27.12**	**(109.49)**	**4.58**

The Company's exposure to foreign currency changes for all other currencies is not material.

Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonable possible change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities and derivatives is as follows:

If Rs. had (strengthened) / weakened against USD by 2%

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(Decrease) / increase in profit for the year	35.27	141.98

Note 43 : Capital Management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
A) Net Debt			
Borrowings (Current and Non-Current)	8,403.95	14,521.32	1,435.08
Cash and cash equivalents	(3,390.22)	(13,697.30)	(4,281.31)
Net Debt (A)	**5,013.73**	**824.02**	**(2,846.23)**
B) Equity			
Equity share capital	793.98	793.98	796.28
Other Equity	28,737.66	25,669.50	7,522.33
Total Equity (B)	**29,531.64**	**26,463.48**	**8,318.61**
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	0.17	0.03	(0.34)

Note 44 : Contingent Liabilities not Provided for:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Disputed Liabilities in respect of Sales Tax	14.06	14.06	14.06
Bank Guarantee Given by Bank on Behalf of the Company	7.00	1,354.50	1,200.00
Disputed Custom Liabilities	34.88	34.88	-
Total	**55.94**	**1,403.44**	**1,214.06**

Note 45 : Capital Commitments:

(Rs. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be Executed (Net of Capital Advances)	939.17	3,893.62	2.47
Total	**939.17**	**3,893.62**	**2.47**

Note 46 : Segment Information:

Information about Primary Business Segment

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. The Company is engaged in Dyes, Dyes Intermediates and Basic Chemicals and Generation and Distribution of Solar Power during the year, consequently the Company have separate reportable business segment for the year ended March 31, 2018.

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India and outside india, consequently the Company have separate reportable geographical segment for the year ended March 31, 2018. i.e) Domestic and Export.

(a) Primary Segment

(Rs. in Lakhs)

Particulars	For The Year Ended	
	31.03.2018	31.03.2017
1. Segment Revenue (net of taxes)		
Segment - A (Solar Power)	2,448.91	263.11
Segment - B (Chemicals)	34,882.13	37,082.80
Less: Inter Segment Revenue	-	-
Net Sales / Income from Operations	**37,331.04**	**37,345.91**
2. Segment Results Profit/(Loss) (before tax and interest from each segment)		
Segment - A (Solar Power)	200.19	11.65
Segment - B (Chemicals)	6,272.82	5,858.51
Less: Interest	604.76	155.80
Add: Other Un-allocable Income (net off)	372.05	774.31
Total Profit Before Tax	**6,240.29**	**6,488.67**
3. Assets		
Segment - A (Solar Power)	19,758.45	16,265.14
Segment - B (Chemicals)	27,722.99	25,033.30
Unallocated	2,011.48	11,195.57
Total Assets	**49,492.92**	**52,494.01**
4. Liabilities		
Segment - A (Solar Power)	5,294.84	17,235.35
Segment - B (Chemicals)	9,451.82	5,107.98
Unallocated	5,214.62	3,687.20
Total Liabilities	**19,961.28**	**26,030.53**

(b) Secondary Segment

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Revenue from Domestic Sales	28,020.66	30,168.48
Revenue from Exports	9,310.37	7,177.43
Total	**37,331.04**	**37,345.91**

Note 47 : Employee Benefits:

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

a. Employers' Contribution to Provident Fund and Employee's Pension Scheme

b. Employers' Contribution to Employee's State Insurance

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Employers' Contribution to Provident Fund and Employee's Pension Scheme	16.08	13.89
Employers' Contribution to Employee's State Insurance	8.79	3.46
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 33)	**24.88**	**17.35**

II. Defined Benefit Plan

Gratuity Fund

Particulars		Year Ended March 31, 2018	Year Ended March 31, 2017
a.	**Major Assumptions**	**(% p.a.)**	**(% p.a.)**
	Discount Rate	7.86%	7.50%
	Salary Escalation Rate @	5.00%	5.00%
	@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
	Employee Turnover	2.00%	2.00%
b.	**Change in Present Value of Obligation**		
	Present Value of Obligation as at the beginning of the year	**89.43**	**13.45**
	Current Service Cost	3.85	3.72
	Past Service Cost	4.76	7.15
	Interest Cost	1.88	1.20
	Benefit paid	(1.64)	-
	Total Actuarial (Gain)/ Loss on Obligations	12.31	7.15
	a. Effect of Change in Financial Assumptions	(3.65)	3.27
	b. Effect of Change in Demographic Assumptions	-	-
	c. Experience (Gains)/ Losses	15.95	3.88
	Due to Acquisition/Business Combination/Divestiture	-	56.76
	Present Value of Obligation as at the end of the year	**110.58**	**89.43**
c.	**Change in Fair value of Plan Assets during the Period**		
	Fair value of Plan Assets, Beginning of Period	**36.33**	**19.10**
	Interest Income Plan Assets	1.57	1.53
	Actual Company Contributions	-	-
	Actuarial Gains/(Losses)	1.07	0.36
	Benefits Paid	(1.64)	-
	Acquisition/Business Combination/Divestiture	-	15.33
	Fair value of Plan Assets, End of Period	**37.32**	**36.33**
d.	**Net (assets) / liability recognized in the balance sheet and the Fair Value of Assets**		
	Present Value of Obligation at the end of the year	110.58	89.43
	Fair Value of Plan Assets at the end of the year	37.32	36.33
	Net (assets) / liability recognized in the balance sheet	73.26	53.10
	Net liability - current (refer note 26)	5.08	3.52
	Net liability - non current (refer note 20)	68.18	49.58
e.	**Expenses Recognised in the Statement of Profit and Loss**		
	Current Service Cost	3.85	3.72
	Net Interest Cost / (Income)	0.30	(0.33)
	Past Service Cost	4.76	7.15
	Total expenses recognised in the Statement of Profit and Loss (refer note 33)	**8.91**	**10.54**
f.	**Expense Recognised in the Statement of Other Comprehensive Income**		
	Amount recognized in OCI, Beginning of Period	**6.88**	**0.09**
	Remeasurements due to :		
	Effect of Change in financial assumptions*	(3.65)	3.27
	Effect of Change in demographic assumptions	-	-

	Effect of experience adjustments	15.95	3.88
	Return on plan assets (excluding interest)	(1.07)	(0.36)
	Amount recognized in OCI, Current year	11.24	6.79
	Amount recognized in OCI, End of Period	**18.12**	**6.88**
	*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience		
g.	**Maturity profile of defined benefit obligation**		
	With in 1 year	5.28	3.55
	1-2 year	3.47	5.33
	2-3 year	6.61	5.09
	3-4 year	8.85	5.95
	4-5 year	28.33	9.54
	Above 5 years	61.07	61.82
h.	**Sensitivity Analysis for significant assumption is as below**		
	Defined Benefit Obligation - Discount Rate + 100 basis points	(11.88)	(7.43)
	Defined Benefit Obligation - Discount Rate - 100 basis points	12.42	7.81
	Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	12.05	5.26
	Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(11.34)	(5.00)

Note 48 : Related Party Disclosure:

i) Relationship

Description of relationship	**Names of Related Parties**
Key Management Personnel :	Mr. Suresh Bhageria (Chairman) Mr. Vikas Bhageria (Joint Managing Director) Mr. Vinod Bhgaeria (Managing Director) Ms. Chandraprabha Bhageria (Whole Time Director) Mr. O. P. Bubna (Independent Non-Executive Director) Mr. S. P. Tulsian (Independent Non-Executive Director) Mr. P. S. Dalvi (Independent Non-Executive Director) Dr. Shyam Agrawal (Independent Non-Executive Director) Mr. Surendra Shriram Gupta (Independent Non-Executive Director) Mr. Sandeep Singh (Independent Non-Executive Director) Mr. Rakesh L Kachhadiya (Chief Financial Officer) Mr. S. N. Tiwari (up to October 30, 2017) (Company Secretary) Mr. Ketan Gaur (w.e.f. January 25, 2018) (Company Secretary)
Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence :	M/s Gini & Jony Limited M/s Dainik Multitrade Pvt Ltd. Smt. Ratnadevi Bhageria Charitable Trust
Close family members of Key Management Personnel	
Daughter of Suresh Bhageria	Mrs. Vanita Saraf
Son-in-law of Suresh Bhageria	Mr. Ashish Saraf

Notes:

1) The list of related parties above has been limited to entities with which transactions have taken place.

2) Related party transactions have been disclosed till the time the relationship existed.

ii) Transaction with Related Parties during the year

Rs. in lakhs)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
KMP Remuneration and Salary		
Mr. Suresh Bhageria	132.00	194.25
Mr. Vikas Bhageria	109.00	194.74
Mr. Vinod Bhgaeria	10.53	10.53
Ms. Chandraprabha Bhageria	18.00	6.11
Mr. Rakesh L Kachhadiya	7.67	6.83
Mr. S. N. Tiwari	1.75	3.00
Mr. Ketan Gaur	1.24	-
	280.19	**415.46**
Sitting Fees		
Mr. O. P. Bubna	1.25	1.11
Mr. S. P. Tulsian	1.00	0.86
Mr. P. S. Dalvi	0.75	0.86
Dr. Shyam Agrawal	0.75	0.86
Mr. Surendra Shriram Gupta	1.00	1.11
Mr. Sandeep Singh	1.00	0.86
	5.75	**5.66**
Salary to Relatives		
Mrs. Vanita Saraf	30.10	2.80
Mr. Ashish Saraf	3.01	1.50
	33.11	**4.30**
Sale of Goods		
M/s. Gini & Jony Ltd	869.34	-
	869.34	-
Interest Income on Loan given		
M/s. Gini & Jony Ltd	33.71	-
	33.71	**-**
Professional Fees		
Mr. Surendra Shriram Gupta	1.62	-
	1.62	**-**
Rent Expenses		
M/s. Dainik Multi Trade Pvt Ltd.	9.81	1.44
	9.81	**1.44**
Donations and CSR Expenses		
Smt. Ratnadevi Bhageria Charitable Trust	20.00	5.00
	20.00	**5.00**
Loan Given and Received Back		
M/s. Gini & Jony Ltd	478.00	-
	478.00	**-**

iii) Balance with Related Parties :

(Rs. in lakhs)

Particulars	Balances as at March 31, 2018	Balances as at March 31, 2017	Balances as at April 1, 2016
Receivables			
M/s. Gini & Jony Ltd	293.02	-	-
	293.02	-	-
Remuneration / Salary Payable			
Mr. Suresh Bhageria	20.63	-	-
Mr. Vikas Bhageria	9.99	-	-
Mr. Vinod Bhgaeria	0.88	-	-
Ms. Chandraprabha Bhageria	4.03	-	-
Mr. Rakesh L Kachhadiya	1.07	-	-
Mr. Ketan Gaur	0.35	-	-
Mrs. Vanita Saraf	3.18	-	-
Mr. Ashish Saraf	0.43	-	-
	40.13	**-**	**-**
Payables			
M/s. Dainik Multi Trade Pvt Ltd.	0.78	-	-
	36.95	**-**	**-**

Note 49 : Business Combination

The Company has acquired M/s. Nipur Chemicals Limited, under the scheme of amalgamation with appointed date as October 1, 2016. The scheme has been approved on April 5, 2018. This acquisition will enable the company to reduce the cost of production and increase in production capacity.

Upon business combination, 45,940 equity shares held by Nipur Chemicals Limited in the Company get cancelled on account of cross holdings and the Company is required to allot 59,42,530 Equity shares to the shareholders of Nipur Chemicals Limited in pursuance to the Scheme of Amalgamation. Thereafter, the Paid-up Capital of the company will increase to Rs. 10,91,10,450 (Ten Crore Ninety One Lakh Ten Thousand Four Hundred and Fifty) divided into 2,18,22,090 (Two Crore Eighteen Lakh Twenty Two Thousand & Ninety) Equity shares of Rs. 5 each.

Company has given effect to the Scheme in the Accounts and accordingly the Assets and the Liabilities of Nipur Chemicals Limited are transferred to and vested in the Company with effect from October 1, 2016, being the Appointed Date of the Scheme.

Income accruing and expenses incurred by Nipur Chemicals Limited, during the period from October 1, 2016 to March 31, 2018, have been incorporated in the Financial Statements after eliminating inter-company transactions. The effects of these transactions are reflected in the Financial Statements.

Purchase Consideration:

59,42,530 equity shares pending for issuance as consideration payable to Shareholders of M/s. Nipur Chemicals Limited was based on face value of shares as on date of acquisition of Rs. 5 per share. i.e. Rs. 297.13 Lakhs

Fair value of the identifiable assets and liabilities of Nipur Chemicals Limited as at the date of acquisition.

(Rs. in Lakhs)

Particulars	Amount
Assets	
Property,Plant and Equipment	12,624.22
Non-Current Investment	147.81
Long Term Loans & Advances	132.89
Current Investment	907.81
Cash and Bank Balances	124.20
Inventories	205.75
Trade Receivables	1,551.72
Short - Term Loans and Advances	292.11
Total Assets (A)	**15,986.50**

(Rs in Lakhs)

Particulars	Amount
Liabilities	
Deferred Tax Liabilites	1,097.64
Long Term Provisions	34.89
Trade Payable	519.68
Short - Term Provisions	1.38
Other Current Liabilities	43.81
Total Liabilities (B)	**1,697.40**
Acquistion date fair value of net assets C = (A-B)	**14,289.10**

Calculation of Goodwill/Capital Reserve

Particulars	Amount
Net Identifiable assets acquired	14,289.10
Less : Cross Holding Shares Cancelled	4.70
Less: Purchase Consideration	297.13
Capital Reserve	**13,987.27**

Acquired receivables

The fair value of acquired trade receivables is Rs. 1,551.72 Lakhs with respect to M/s. Nipur Chemicals Limited (gross of inter-company adjustments).

Revenue and profit contribution

The acquired business contributed revenues and profits to the group for the period March 31,2017 as follows:

For the date of acquitision, NCL has contributed Rs. 3096.75 Lakhs of revenue and Rs. 91.97 Lakhs to the Net profit before tax (gross of inter-company adjustments) to the continuing operation of the Company. If the acquistion had taken at the beginning of the year, revenue from continuing operations of the NCL would have been Rs. 6,324.52 Lakhs and the profit before tax from continuing operations for the year would have been Rs. 920.61 lakhs (gross of inter-company adjustments).

Contingent liability on business combination

A contingent liability of Rs 41.88 lacs was recognised on the acquisition of M/s. Nipur Chemicals Limited for disputed custom liabilities and bank guarantee given by company.

Note 50 : Events after the Reporting Period

The Board of Directors at its meeting held on May 4, 2018, have recommended final dividend for the financial year 2017-18 of Rs. 5.5/- per equity share (face value: Rs. 5/- each) i.e) 110% , being subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company. This dividend will be paid on expanded equity of Rs. 10.91 Crores with an outlay of Rs. 12.00 Crores plus dividend distribution tax of Rs. 2.47 Crores thereon aggregating to Rs.14.47 Crores due to amalgamation of Nipur Chemicals Limited as approved by NCLT. The actual dividend amount will be dependent on the relevant share capital outstanding as on record date/ book closure.

Note No. 51 First Time Adoption of Ind-AS

For all periods up to March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 Indian GAAP ("IGAAP"). These standalone financial statements of Bhageria Industries Limited for the year ended March 31, 2018 have been prepared in accordance with Ind-AS. This is the first set of Financial Statements in accordance with Ind-AS. For the purpose of transition from the IGAAP to Ind-AS, the Company has followed guidance provided in Ind-AS 101 - First Time Adoption of Indian Accounting Standards, w.e.f. April 01, 2016 as the transition date.

The transition to Ind-AS has resulted in changes in the presentation of the financial statements, disclosures in the notes, accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the standalone financial statements for the year ended on March 31, 2018 as well as for March 31, 2017 for comparative information. In preparing these financial statements, opening balance sheet was prepared as at 1 April 2016. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions on first time adoption of Ind-AS availed in accordance with Ind-AS 101, have been described below:

Exemptions availed on first time adoption of Ind-AS 101:

Ind-AS 101 allows certain optional exemptions and mandatory exemptions on first time adoption of Ind-AS from the retrospective application of certain provisions of Ind-AS. The Company has accordingly applied the following exemptions:

A. Ind AS optional exemptions:

- **Property, Plant and Equipment and Intangible Assets**

  Ind-AS 101 permits, a first time adopter to elect to continue with the carrying values for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind-AS 38 and Investment properties covered by Ind-AS 40.

  Accordingly, the Company has elected to measure all of its Property, Plant and Equipment, Investment Properties and Intangible Assets at their previous GAAP carrying value.

- **Leases**

  Appendix C to Ind-AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind-AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind-AS 101 allows a first-time adopter to determine whether an arrangement existing at the date of transition to Ind-AS contains a lease on the basis of facts and circumstances existing at that date, except where the effect is expected to be not material.

  The Company has elected to apply this exemption for such contracts/arrangements.

B. Ind AS mandatory exceptions:

- **Estimates**

  An entity's estimates in accordance with Ind-AS at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is an objective evidence that those estimates were in error.

  Ind-AS estimates at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

- **Classification and measurement of financial assets**

  Ind-AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

The following reconciliations provides the effect of transition to Ind-AS from IGAAP in accordance with Ind-AS 101:

A. Equity as at beginning of April 1, 2016 and as at March 31, 2017

B. Net profit for the year ended March 31, 2017

C. Reconciliation of Equity as reported under previous GAAP

A. Reconciliation of equity as at beginning of April 1, 2016 (date of transition to Ind-AS) and as at March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	Balance Sheet as at March 31, 2017			Balance Sheet as at April 1, 2016		
		Indian GAAP *	Effects of transition to Ind-AS	Ind-AS	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
I ASSETS							
1. Non Current Assets							
Property, Plant and Equipment	1	26,904.78	(233.91)	26,670.87	2,275.51	(36.68)	2,238.83
Capital Work-in-progress		1,816.02	-	1,816.02	383.79	-	383.79
Investment Property	1	-	233.91	233.91	-	36.68	36.68
Financial assets							
Investments	2	145.48	4.06	149.54		-	-
Deposits		-	136.10	136.10	29.64	-	29.64
Other non current assets		160.26	(160.26)	-			
		29,026.55	**(20.11)**	**29,006.44**	**2,688.94**	**-**	**2,688.94**
2. Current Assets							
Inventories		2,382.96	-	2,382.96	1,856.22	-	1,856.22
Financial Assets							
Investment	2	2,728.65	4.11	2,732.76	3,336.00	69.40	3,405.40
Trade receivables		5,221.26	-	5,221.26	4,490.57	-	4,490.57
Cash and cash equivalents		10,952.19	(9,701.01)	1,251.18	875.91	(586.69)	289.22
Bank balances other than (iii) above		-	9,701.01	9,701.01	-	586.69	586.69
Others		2,165.86	(2,157.48)	8.38	-	73.37	73.37
Current Tax Asset		-	1,460.45	1,460.45	-	15.73	15.73
Other current assets		19.69	709.88	729.57	700.55	(89.08)	611.47
		23,470.62	**16.95**	**23,487.57**	**11,259.27**	**69.40**	**11,328.67**
Total Assets		**52,497.17**	**(3.16)**	**52,494.01**	**13,948.21**	**69.40**	**14,017.61**
II EQUITY AND LIABILITIES							
Equity							
Equity share capital		793.98	-	793.98	796.28	-	796.28
Other Equity	2 to 5	24,694.58	974.92	25,669.50	6,954.61	567.72	7,522.33
		25,488.56	**974.92**	**26,463.48**	**7,750.89**	**567.72**	**8,318.61**
LIABILITIES							
1. Non Current Liabilities							
Financial Liabilities							
Borrowings	3	472.83	(32.28)	440.55	588.21	(63.46)	524.75
Provisions		49.58	-	49.58	-	-	-
Deferred tax liabilities (Net)	4	3,623.78	13.21	3,636.99	430.03	37.69	467.72
		4,146.19	**(19.07)**	**4,127.12**	**1,018.24**	**(25.77)**	**992.47**
2. Current Liabilities							
Financial Liabilities							
Borrowings		13,958.22	-	13,958.22	808.03	-	808.03
Trade Payable		3,384.02	-	3,384.02	3,240.31	-	3,240.31
Other financial liabilities		4,554.51	(411.02)	4,143.49	658.19	(222.88)	435.31
Other current liabilities		-	410.41	410.41	-	222.88	222.88
Provisions	5	965.67	(962.15)	3.52	472.54	(472.54)	-
Current Tax Liabilities (Net)		-	3.75	3.75		-	-
		22,862.42	**(959.01)**	**21,903.41**	**5,179.07**	**(472.54)**	**4,706.53**
Total Equity and Liabilities		**52,497.17**	**(3.16)**	**52,494.01**	**13,948.21**	**69.40**	**14,017.61**

B. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	Indian GAAP*	Effects of transition to Ind-AS	Ind-AS
I Revenue				
Revenue from Operations		34,714.43	-	34,714.43
Other Income	2	1,068.66	(60.62)	1,008.04
Total Income		**35,783.09**	**(60.62)**	**35,722.47**
II Expenses				
Cost of materials consumed		17,958.13	-	17,958.13
Purchase of Stock-in-Trade		3,923.01	-	3,923.01
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(331.02)	-	(331.02)
Employee Benefits Expenses	6	978.41	(6.79)	971.62
Finance Costs	3	124.61	31.19	155.80
Depreciation and Amortization Expenses		603.71	-	603.71
Other Expenses	7	5,941.25	11.30	5,952.55
Total Expenses		**29,198.10**	**35.70**	**29,233.80**
III Profit/(loss) before tax (I- II)		**6,584.99**	**(96.32)**	**6,488.67**
IV Less: Tax Expense:				
Current Tax		1,433.13	-	1,433.13
MAT Credit Entitlement		(1,364.57)	-	(1,364.57)
Deferred Tax	4	2,096.11	(22.13)	2,073.98
Excess/Short Provision for tax		(0.30)	-	(0.30)
V Profit for the year (III-IV)		**4,420.62**	**(74.19)**	**4,346.43**
VI Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit plans	8	-	(6.79)	(6.79)
Tax effect		-	2.35	2.35
Other Comprehensive Income for the year, net of tax		**-**	**(4.44)**	**(4.44)**
VII Total Comprehensive Income for the year (V+VI) (Comprising Profit and Other Comprehensive Income for the year), net of tax		**4,420.62**	**(78.63)**	**4,341.99**

C. Reconciliation of Equity as reported under previous GAAP

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2017	For the year ended April 1, 2016
Total equity (Shareholder's funds under Previous GAAP)	**24,694.58**	**6,954.61**
Reversal of proposed dividend (including dividend distribution tax) in the absence of obligating event	958.40	472.55
Effect of measuring Loans at amortised cost	32.28	63.46
Effect of measuring investments in Equity Shares at fair value through profit or loss	8.76	69.40
Amalgamation Expenses written Off	(11.30)	-
Deferred tax on Ind AS adjustments	(13.22)	(37.69)
Total equity under Ind AS	**25,669.50**	**7,522.33**

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

FOOT NOTES :

1. Investment Property :

Under Indian GAAP, Investment property is investment in offices that are not intended to be occupied substantially for use by, or in the operations of, the investing enterprise. Under Ind-AS, Investment property is land or buildings(or part thereof) or both held (whether by owner or by a lessee under finance lease to earn rentals or earn capital appreciation or both. Accordingly, Property, plant & equipment amounting to Rs. 233.91 lakhs as on March 31, 2017 (Rs. 36.68 lakhs as on April 1, 2016) have been reclassified as Investment Property.

2. Investments in Mutual Fund & Equity Shares :

Under Indian GAAP, Non-current investments and current investments in equity instruments were measured at cost less permanent diminution in value. Under Ind AS, these financial assets have been classified at FVTPL on the date of transition to Ind AS. The fair value changes are recognized in profit or loss . On transitioning to Ind AS, these financial assets have been measured at their fair values which is higher than cost as per previous GAAP. The corresponding deferred taxes have also been recognized as at March 31, 2017 and as at April 1, 2016. The effect of this change is an increase in total equity as at March 31, 2017 of Rs. 8.76 lakhs (Rs. 69.40 lakh as at April 1, 2016), decrease in profit before tax of Rs. 60.62 lakh for year ending March 31, 2017.

3. Borrowings (Non- Current) :

Under Indian GAAP, Long term borrowings were recognized on undiscounted basis. Ind AS requires such liabilities to be recognized at present value (discounted value) where the effect of time value of money is material i.e at amortized cost. This led to a increase in the total equity as at March 31, 2017 of Rs. 32.28 lakhs (Rs. 63.46 Lakhs as on April 1, 2016 which was adjusted against Borrowings (Non current). Ind AS also provides that where discounting is used, the carrying amount of the liability increases in each period to reflect the passage of time. This increase is recognized as finance cost. The interest cost on unwinding of discount and impact of change in discount rate are recognized in the Statement of Profit and Loss under 'Finance costs', leading to decrease in profit before tax for the year ended March 31, 2017 of Rs. 31.18 lakhs .The corresponding deferred taxes have also been recognized as at March 31, 2017 and as at April 1, 2016.

4. Deferred tax :

Under Indian GAAP, deferred taxes are computed for the timing differences in respect of recognition of items of profit or loss for the purpose of financials reporting and for income taxes. Under Ind AS, deferred taxes are computed for the temporary differences between carrying amount of an asset or liability in the statement of financial position and its tax base. On the date of transition deferred taxes have been calculated as per the approch defined as per Ind AS on financial position as per Ind AS and accordingly difference has been accounted and statement of financial position, profit and loss account and other comprehensive income. The effect of this change is an decrease in total equity as at March 31, 2017 of Rs. 13.22 lakhs (Rs 37.69 lakhs as at April 1, 2016), and increase in profit after tax Rs 24.47 for the year ended March 31, 2017.

5. Proposed Dividend :

Under Indian GAAP, dividends on equity shares recommended by the board of directors after the end of the reporting period but before the financial statements were approved for issue were recognized in the financial statements as a liability. Under Ind AS, such dividends are recognized when declared by the members in a general meeting. The effect of this change is an increase in total equity as at March 31, 2017 of Rs. 958.40 lakh (Rs. 472.54 lakh as at April 1, 2016), but does not affect profit before tax and total profit for the year ended March 31, 2017.

6. Employee benefit expense (Actuarial Gain & Loss) :

Under Indian GAAP, actuarial gains and losses were recognized in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset which is recognized in other comprehensive income. Consequently, the tax effect of the same has also been recognized in other comprehensive income under Ind AS instead of profit or loss. The actuarial gains / (loss) for the year ended March 31, 2017 were Rs. (6.79) lakh and the tax effect thereon Rs. 2.35 lakh. This change does not affect total equity, but there is a increase in profit before tax of Rs. 4.44 lakh for the year ended March 31, 2017.

7. Other expenses(Amalgamation Expenses) :

Under Indian GAAP, expenses incurred on amalgamation were to be written off in 5 consecutive years starting from year of incurring the expenditure. Under Ind AS, expenses related to amalgamation are to be expensed out in the year in which expense is incurred. The effect of this change is an decrease in profit before tax as at March 31, 2017 of Rs. 11.30 lakhs.

8. Other comprehensive income (OCI)

Concept of other comprehensive income did not exist under Indian GAAP. Under Ind-AS, all items of income and expenses recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income or expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'Other comprehensive income' includes remeasurement of defined employee benefits plans. The amount related to remeasurement of defined employee benefit plan of INR 6.79 lakhs and tax effect of INR 2.35 lakhs is presented as part of OCI during the financial year 2016-17.

9. Statement of Cash Flows :

The Transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 52 : CSR EXPENDITURE

Gross amount required to be spend during the year Rs. 95.64 Lakhs

Amount spent during the year Rs.183.99 Lakhs as detailed hereunder :

(Rs. In lakhs)

Nature of activity	2017-18	2016-17
Promoting Healthcare and Literacy including preventive healthcare	145.47	72.21
Rural Development	38.09	3.00
Eradication of Poverty and Malnutrition	0.43	-
Total	**183.99**	**75.21**

Note 53 : Previous Years' Figures:

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and polices to the extent applicable. The Company has adopted Ind-AS on April 1, 2017 with the transition date as April 1, 2016, and adoption was carried out in accordance with Ind-AS 101 - First Time Adoption of Indian Accounting Standards. The previous period's figures have been regrouped or rearranged wherever necessary.

The accompanying notes are an integral part of these financial statements

For MRB & Associates
Chartered Accountants
Firm Registration Number: 136306W

Manish R Bohra
Proprietor
Membership No. 058431
Place : Mumbai
Date : May 4, 2018

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Vinod Bhageria
Managing Director
DIN: 00540308

Ketan Gaur
Company Secretary
Place : Mumbai
Date : May 4, 2018

Rakesh Kachhadiya
Chief Financial Officer

SIX YEAR FINANCIAL SUMMARY

(Rs. in Lakhs)

FINANCIAL YEAR	2017-18 #	2016-17 #	2015-16	2014-15	2013-14	2012-13
Income						
Revenue from Operation (Gross)	41,187.03	37,345.91	25,592.45	43,619.30	38,931.02	13,887.76
Less : Excise Duty & GST Recovered	(3,855.99)	-	(1,747.43)	(2,378.75)	(2,052.72)	(964.94)
Other Income	1,154.11	1,008.04	193.99	264.51	119.63	25.74
	38,485.15	**38,353.95**	**24,039.01**	**41,505.05**	**36,997.93**	**12,948.56**
Expenditure						
Material & Overheads (+ / - Stock Adjustment)	29,351.78	31,105.77	21,195.00	35,668.51	34,509.50	12,553.29
Finance Cost	604.76	155.80	129.97	213.08	140.60	145.81
Profit Before Depreciation & Tax	**8,528.60**	**7,092.38**	**2,714.04**	**5,623.46**	**2,347.83**	**249.46**
Depreciation	2,288.32	603.71	339.44	147.86	85.03	72.64
Tax Expenses	2,206.38	2,142.24	842.01	1,814.97	722.20	50.57
Other Comprehensive Income (Net of tax)	(7.35)	(4.44)	-	-	-	-
Net Profit After Tax	**4,026.55**	**4,341.99**	**1,532.59**	**3,660.63**	**1,540.61**	**126.25**
EBITDA (Rs.)	**9,133.36**	**7,248.18**	**2,844.01**	**5,836.54**	**2,488.43**	**395.27**
EBITDA (%)	23.7%	18.9%	11.8%	14.1%	6.7%	3.1%
Dividend (%)	**110%**	**100%**	**50%**	**50%**	**35%**	**8%**
Dividend (in Rs. per shares)	5.50	5.00	5.00	5.00	3.50	0.80
Earning Per Share (Face Value of Rs. 5 each)	**18.45**	**23.02**	**9.63**	**22.99**	**9.68**	**0.80**
Cash Earning Per Share (Face Value of Rs. 5 each)	28.94	26.22	11.75	23.91	10.21	1.57

STATEMENT OF ASSETS & LIABILITY

A. Equity and Liability						
Shareholders' Funds						
Share capital	793.98	793.98	796.28	796.28	796.28	796.28
Reserves and surplus	28,737.66	25,669.50	6,954.61	5,903.67	2,723.04	1,508.67
	29,531.64	**26,463.48**	**7,750.89**	**6,699.94**	**3,519.32**	**2,304.95**
Non-Current Liabilities						
Long-Term Borrowings	920.44	440.55	588.21	-	-	-
Other Long-Term Liabilities	-	-	-	3.50	-	-
Long-Term Liabilities & Provision	68.17	49.58	-	-	-	-
Deferred Tax Liabilities (net)	5,156.54	3,636.99	430.03	224.62	93.66	44.87
	6,145.15	**4,127.12**	**1,018.24**	**228.12**	**93.66**	**44.87**
Current Liabilities						
Short-Term Borrowings	7,279.79	13,958.22	808.03	1,699.02	4,081.21	909.37
Trade Payables	5,223.23	3,384.02	3,240.31	2,879.09	3,213.22	1,861.86
Other Current Liabilities	1,308.03	4,557.65	658.21	341.58	372.09	190.38
Short-Term Provisions	5.08	3.52	472.54	540.27	509.28	10.33
	13,816.13	**21,903.41**	**5,179.09**	**5,459.96**	**8,175.81**	**2,971.94**
Total	**49,492.92**	**52,494.01**	**13,948.22**	**12,388.02**	**11,788.78**	**5,321.75**
B. Assets						
Non-Current Assets						
Net Fixed Assets	30,359.73	28,720.80	2,659.31	1,802.18	722.03	459.36
Non-Current Investment	10.69	149.54	-	-	-	-
Long-Term Loans and Advances	212.38	136.10	29.96	48.98	25.70	0.70
	30,582.80	**29,006.44**	**2,689.27**	**1,851.16**	**747.73**	**460.07**
Current Assets						
Current Investment	79.81	2,732.76	3,336.00	2,133.25	-	-
Sundry Debtors	8,737.09	5,221.26	4,490.57	4,403.28	4,739.44	2,352.89
Inventories	3,102.96	2,382.96	1,856.21	2,535.03	1,882.97	1,208.12
Cash & Bank Balance	3,300.44	10,952.19	875.92	844.13	3,124.77	550.36
Other Current Assets	3,689.82	2,198.40	700.25	621.17	1,293.86	750.31
	18,910.12	**23,487.57**	**11,258.95**	**10,536.86**	**11,041.05**	**4,861.68**
Total	**49,492.92**	**52,494.01**	**13,948.22**	**12,388.02**	**11,788.78**	**5,321.75**

 # prepared in accordance with new accounting standards prescribed under Companies (Indian Accounting Standards) Rules, 2015 applicable to the Company w.e.f. April 1, 2017.

BHAGERIA INDUSTRIES LIMITED

Registered Office: Office No. 1002, 10th Floor, Topiwala Centre, Off S.V. Road,
Goregaon (West), Mumbai – 400062
[Purshuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]
CIN:L40300MH1989PLC052574

PROXY FORM

Name of the Member(s): _____

Registered Address: _____

_____ E-Mail Id:_____

Folio No./Client ID:

DP ID :

No. of Shares :

I/We being the member(s) of _____ shares of BIL hereby appoint:

1) Name: _____ Email id: _____

Address: _____ or failing him

2) Name: _____ Email id: _____

Address: _____ or failing him

3) Name: _____ Email id: _____

Address: _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Saturday, July 21, 2018 at 11:30 a. m. at Maher Banquet, Topiwala Centre Mall, 2nd Floor, Off S. V. Road, Near Rly. Stn. Goregaon (West), Mumbai 400 062 and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
Ordinary Business:			
1.	Consider and adopt Audited Financial Statement for the financial year ended March 31, 2018 along with reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2018.		
3.	Re-appointment of Mr. Suresh Bhageria who retires by rotation.		
4.	Ratification of appointment of M/s. MRB & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.		
Special Business:			
5.	Re-appointment of Mr. Suresh Bhageria as Whole Time Director of the Company for a period of 3 (Three) years w.e.f. April 1, 2018.		
6.	Re-appointment of Mr. Vinod Bhageria as Managing Director of the Company for a period of 3 (Three) years w.e.f. April 1, 2018.		
7.	Re-appointment of Mr. Vikas Bhageria as Jt. Managing Director (Whole Time Director) of the Company for a period of 3(Three) years w.e.f. April 1, 2018.		

8.	Re-appointment of Mr. Sandeep Kumar Singh as Independent Director for a second term of 5 consecutive years with effect from April 1, 2019 to March 31, 2024, existing term expires on March 31, 2019.		
9.	Re-appointment of Mr. Omprakash Anandilal Bubna as Independent Director for a second term of 5 consecutive years with effect from April 1, 2019 to March 31, 2024, existing term expires on March 31, 2019.		
10	Re-appointment of Dr. Shyam Chandrabhan Agrawal as Independent Director for a second term of 5 consecutive years with effect from April 1, 2019 to March 31, 2024, existing term expires on March 31, 2019.		
11.	Re-appointment of Mr. Pradipkumar Shankar Dalvi as Independent Director for a second term of 5 consecutive years with effect from April 1, 2019 to March 31, 2024, existing term expires on March 31, 2019.		
12.	Re-appointment of Mr. Surendra Shriram Gupta as Independent Director for a second term of 5 consecutive years with effect from April 1, 2019 to March 31, 2024, existing term expires on March 31, 2019.		
13.	Approval of the Remuneration of the Cost Auditors for the Financial year 2018-19.		

Signed this……. Day of ……2018

Affix Revenue Stamp of Rs. 1

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note:

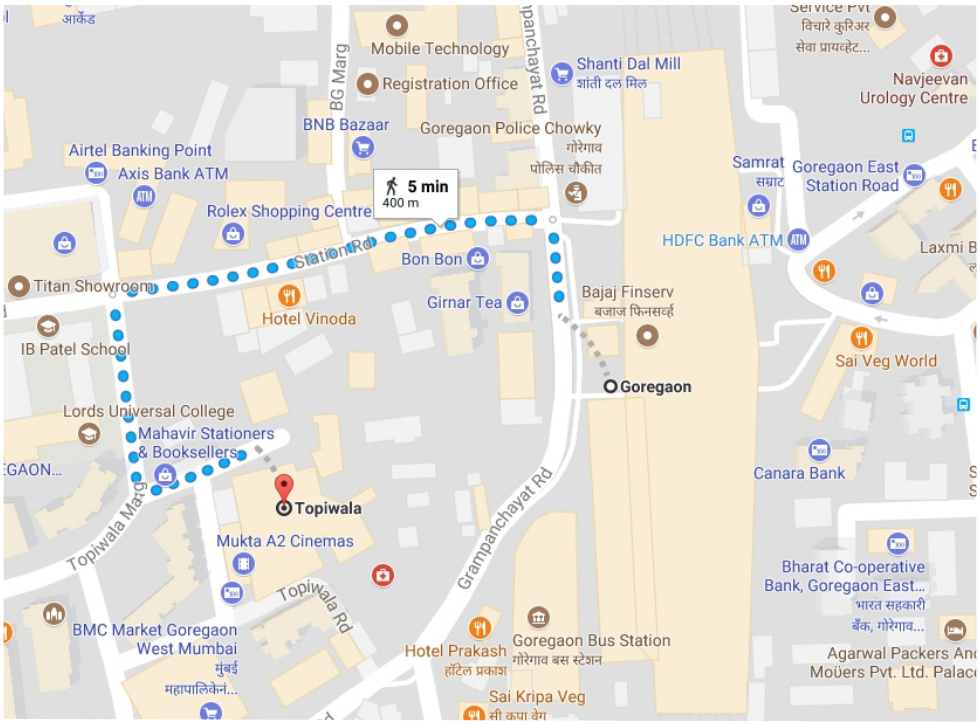
(1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.

(2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 29th Annual General Meeting.

(3) * This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.

(4) Please complete all details including details of Members(s) in above box before Submission.

The Route Map to the AGM Venue
Maher Banquet, Topiwala Centre Mall, 2nd Floor,
Off S. V. Road, Near Rly. Stn., Goregaon (West), Mumbai 400 062





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BHAGERIA INDUSTRIES LIMITED

CIN NO. - L40300MH1989PLC052574

Regd.Off.:1002, Topiwala Centre, Off. S. V. Road, Goregaon-West, Mumbai-400 062.
Tel No - (022)-4043 6666 Website : www.bhageriagroup.com Email ID : info@bhageriagroup.com