Himadri

**Ref. No: HSCL / Stock-Ex/2018-19/64**
**Date: 5 September 2018**

**E-mail: blsharma@himadri.com**

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|---|---|
| **Ref : Listing Code: 500184**<br>BSE Limited<br>Department of Corporate Services<br>P. J. Towers, 25th Floor,<br>Dalal Street,<br>Mumbai- 400 001 | **Ref: Listing Code: HSCL**<br>National Stock Exchange of India Ltd<br>Exchange Plaza, C-1, Block-G<br>BandraKurla Complex,<br>Bandra (E)<br>Mumbai- 400 051 |

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

Dear Sir,

In terms of Regulation 34(1) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2017-18 as adopted at the 30th Annual General Meeting held on 4 September 2018.

This is for your information and taking on record.

Thanking you,

Yours faithfully,

For Himadri Speciality Chemical Ltd

Company Secretary
FCS: 8148

Enclosed as above

KOLKATA
Himadri Speciality Chemical Ltd

Himadri



DEEPER ROOTS

STRONGER SHOOTS

# Himadri Speciality Chemical Ltd

*(Formerly known as Himadri Chemicals & Industries Limited)*

Annual Report **2017-18**

# WHAT YOU WILL FIND INSIDE


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### WHAT DOES THE COVER SIGNIFY?

WHAT WE SOW TODAY IS WHAT WE GET TOMORROW. AT HIMADRI, WE FIRMLY BELIEVE IN THIS ADAGE. WE HAVE DEFINED OUR STRONG FUNDAMENTALS AND GROWTH STORY WITH THE EXAMPLE OF A DEEP-ROOTED TREE, WITH STRONGER SHOOTS AND FRUITS. IT REFLECTS THE WHOLE PROCESS OF OUR ORGANISED INTEGRATED BUSINESS MODEL, WHILE CHARTING OUT OUR STORY OF INNOVATION, CHANGE, GROWTH AND SUCCESS WITH RESPECT TO A TREE AND ITS LIFECYCLE.

Access our annual report online:
himadri.com/performance

Or, scan to download

**Disclaimer**

This document contains statements about expected future events and financials of Himadri Speciality Chemical Limited, which are forward-looking. By their nature, forward-looking statements require The Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis Report of Himadri Speciality Chemical Limited's Annual Report for FY 2017-18.

# A TREE FLOWERS FROM A SEED

# A BUSINESS FLOWERS FROM AN IDEA



At Himadri Speciality Chemical Ltd (Himadri), innovation is our core strength. Backed by strong R&D and technology-led solutions, it has helped our business grow over the years.

**₹ 2,021.52 Crores**
Turnover as on 31 March 2018

**₹ 450.00 Crores**
EBITDA as on 31 March 2018

**₹ 242.57 Crores**
PAT as on 31 March 2018

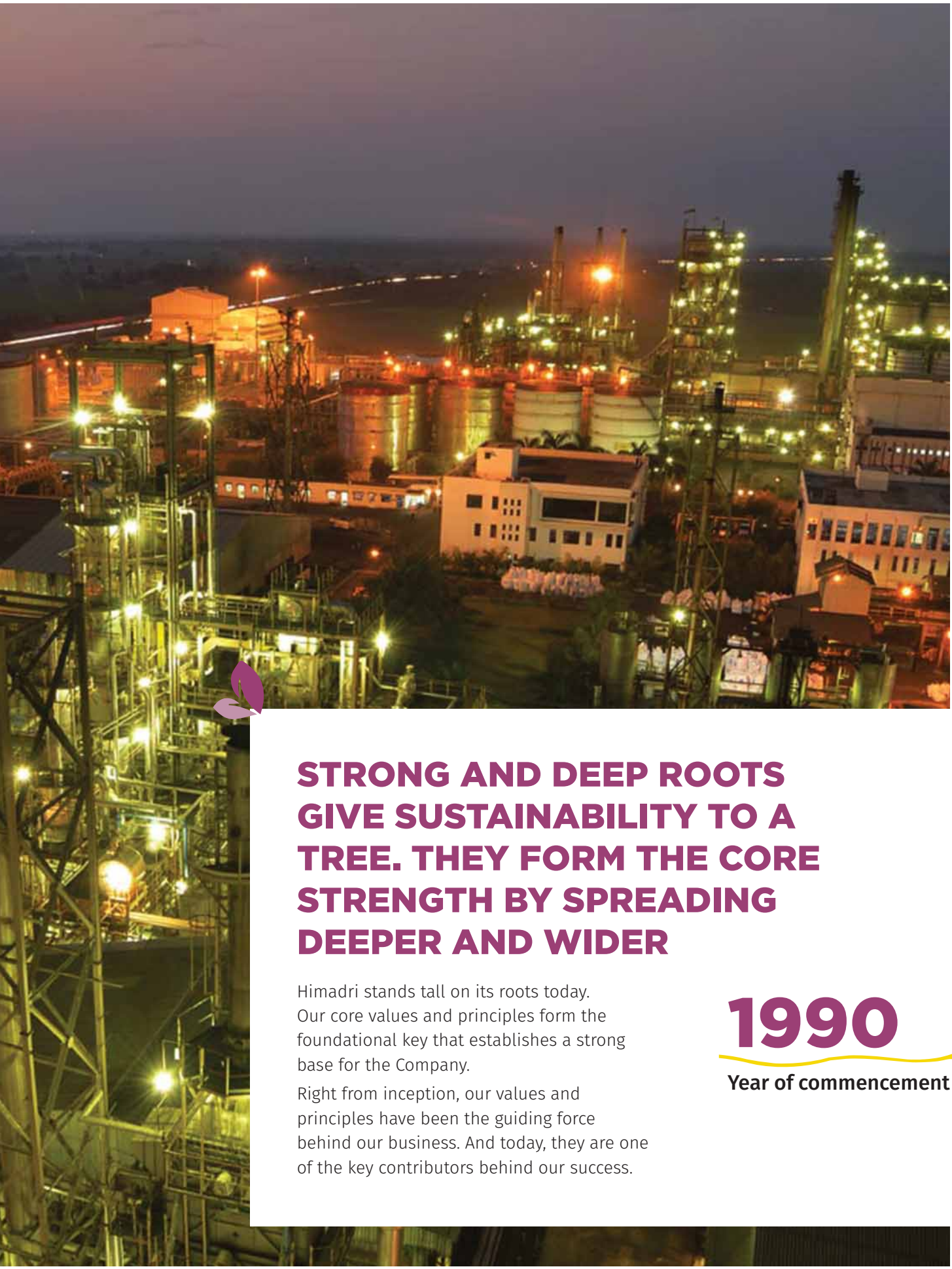
**70 %**
Coal Tar Pitch Market Share

## Investor Information

BSE CODE: 500184
NSE CODE: HSCL
BLOOMBERG: HCI IN
REUTERS: HMCH.NS

# FIRM ROOTS POWERFUL CORE VALUES





# STRONG AND DEEP ROOTS GIVE SUSTAINABILITY TO A TREE. THEY FORM THE CORE STRENGTH BY SPREADING DEEPER AND WIDER

Himadri stands tall on its roots today. Our core values and principles form the foundational key that establishes a strong base for the Company.

Right from inception, our values and principles have been the guiding force behind our business. And today, they are one of the key contributors behind our success.

**1990**

**Year of commencement**

# NURTURING BUSINESS FOSTERING GROWTH



## THE BETTER A TREE IS NURTURED, THE BETTER IT GROWS

At Himadri, we have always believed that strong base acts like backbone that helps business grow consistently. Progress evaluation at regular intervals further helps in identifying the shortcomings and potential opportunities ahead.

Since inception, the Company has regularly re-evaluated its key strategies, operational structure and the mission and vision to build a sound base. The integrated business model has helped tap potential values across every business segment. Our continuous focus on research and development towards new product development has allowed us to establish a strong presence across the carbon value-added chain. The high-demand specialised product basket has further helped the Company to evolve into a global carbon conglomerate with long standing relations with customers. Besides, the Company is environmentally responsible through its zero-discharge plants. Thus, nurturing a wholesome growth and success.

### DISTINCTIONS

- India's largest coal tar pitch and only integrated Carbon chemical company
- Setting up Asia's largest speciality carbon black unit
- India's only advance carbon material manufacturer, supplying material to be used for anode material in Lithium-ion batteries
- India's largest manufacturer of Naphthalene and SNF
- One of the few global manufacturers to have developed Zero QI pitch
- Over 170 specially-designed electric heated tankers as a dedicated fleet



## Established leadership

- Coal Tar Pitch
- Carbon Black
- Naphthalene
- Sulphonated Naphthalene Formaldehyde (SNF)

## Emerging leadership

- Advance Carbon Material
- Speciality Carbon Black

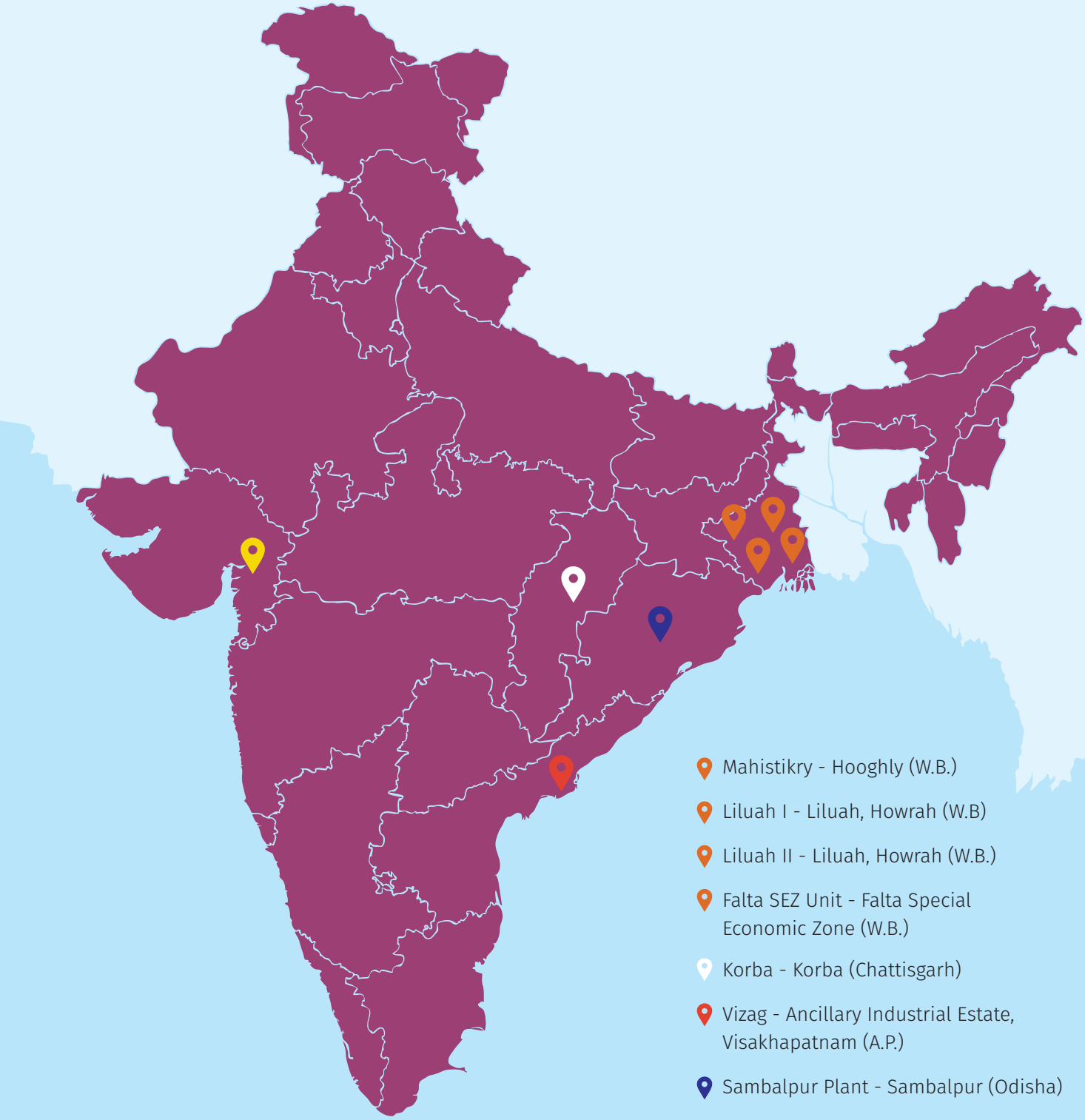
# VISION

Himadri harbours a vision to become a global leader in speciality carbon products by adopting appropriate eco-friendly technologies and enhancing core capabilities through continuous product improvement, technical innovations and customer satisfaction.

# MISSION

- To be company that constantly innovates new products and technologies in the field of Carbon
- To have an unrelenting customer focus while being customer's clear choice
- Be a company that attracts, develops individuals to build a proud Himadrian team
- Stay committed to a sustainable future and to improve the social, economic & environmental well-being of communities in the region of our operations

# STRATEGICALLY LOCATED 8 MANUFACTURING FACILITIES



# 400,000 TPA

Coal Tar Distillation capacity

# 120,000 TPA

Carbon Black capacity

# 20MW

Power Plant – co-generation

# 68,000 TPA

SNF capacity

## WE ARE EXPANDING

- Coal Tar Distillation
- Speciality Carbon Black
- Advance Carbon Material
- Power Plant

TPA – Tonnes per annum

The two power plants (12 MW and 8 MW) at Mahistikry are powered by gas produced during carbon black processing. This is clean and green power eligible for carbon credits.

During the year, Himadri has successfully developed a range of Speciality Carbon Black (CB) products by leveraging its R&D capabilities. These products find niche applications in moulded rubber goods, plastic master-batches, fibre, wire & cable, engineering plastics, films inks and coatings, among others.

# FROM CONCEPTION TO FRUITION

## Conception Beginning

**1990**
- Commissioned Coal Tar distillation plant in Howrah, West Bengal

**1992**
- Went public

**1993 - 1999**
- Commissioned a new unit at Visakhapatnam, Andhra Pradesh. Expansion of both plants

## Sprouting Expansion

**2000**
- Himadri Ispat Limited merged with the Company

**2004**
- Established New Coal Tar distillation plant at Mahistikry, Hooghly, West Bengal

**2005**
- Expansion of Hooghly plant

**2006**
- Commercialised a by-product refining plant at Mahistikry, Hooghly, West Bengal

**2007**
- Established new pitch melting facility at Korba, Chhattisgarh

## Seedling Product Diversification

**2009**
- Acquisition of SNF plant in Vapi, Gujarat
- Started production at Carbon Black Plant and started Power Plant at Mahistikry, Hooghly, West Bengal
- Creating an integrated complex at Mahistikry, Hooghly, West Bengal

**2010**
- Completed capacity addition at the coal tar distillation plant in Mahistikry, Hooghly, West Bengal

**2011**
- Recognised as an R&D centre from the Government of India
- Completed capacity addition for carbon black at Mahistikry, Hooghly, West Bengal
- Commissioned production of SNF at Mahistikry, Hooghly, West Bengal
- Established 100% export-oriented unit in Falta SEZ
- Established a coal tar pitch plant in China

## Sapling Scaling Up

### 2012

- Completed brownfield expansion of the power plant (from 12 Megawatts to 20 Megawatts)

### 2014

- Completed a brownfield project to enhance the Company's coal tar distillation capacity in India by 60%

## Maturity

**TRANSFORMATION AND VALUE-ADDITION**

### 2016

- Transformed identity to Himadri Speciality Chemical Ltd to reflect the true nature of business
- Commenced pitch melting plant at Sambalpur, Odisha, over-hauled carbon black marketing; installed continuous furnace for advance carbon material at Falta SEZ

## Fruition

**ENHANCING EMPHASIS ON VALUE ADDED HIGH MARGIN PRODUCTS**

### 2017 - 2018

- Commenced commercial operations for the pitch melting plant at Sambalpur, Odisha
- Setting up of manufacturing facility of Advance Carbon material (HSCP) at West Bengal
- Setting up of carbon black plant at West Bengal





# STURDY TRUNK LEAFY CROWN



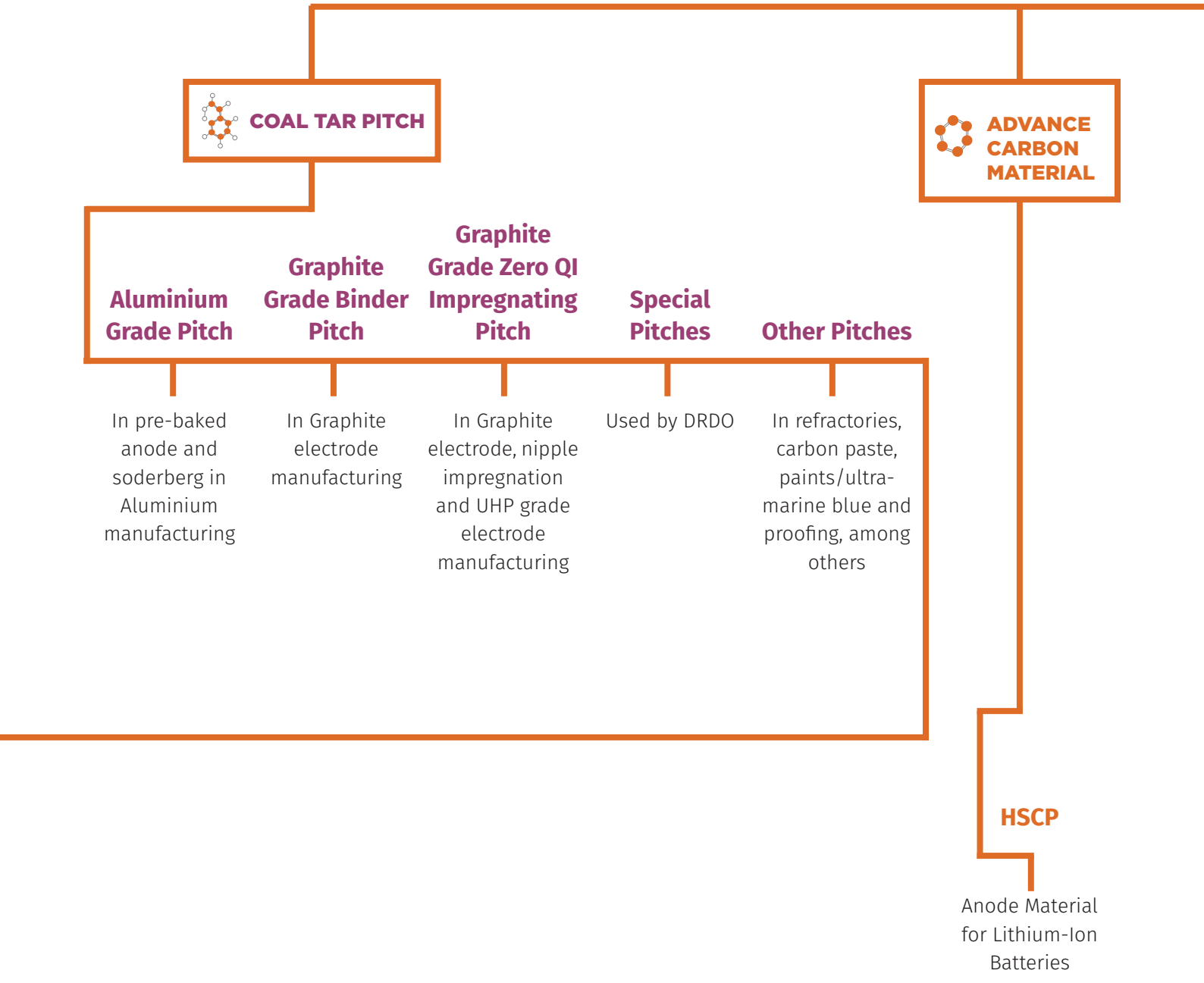
The stronger the trunk is, the taller the tree grows – making its crown (the main tree) leafier.

At Himadri, R&D is the trunk that the Company thrives on. And innovation is what it further grows on. Our R&D provides an upright support to our business while innovation supplements values and development. Together these are like the crowns that beautify our tree.

Over the years, with the help of R&D, the Company has developed a strong product value chain. The R&D centre at Mahistikry, Hooghly, West Bengal has helped the Company in developing new products and in commencing new businesses.

Himadri started with two products, coal tar pitch and oils. Today, it boasts of over 20 downstream chemical products with application across varied industries.

# ONE PRODUCT – MULTIPLE VALUES





## COAL TAR

- HIMCOAT ENAMEL
- HIMCOAT PRIMER-B
- HIMTAPE
- HIMWRAP

### OIL

| Carbon Black | Speciality Black | Power | Speciality Oils |
|---|---|---|---|
| Tyre manufacturers, conveyor belt, rubber, plastic, fibre coating and inks | Polymers, paints and coatings, battery electrodes, printing inks, polyester fibre, speciality packaging, films and sheets, and consumer-moulded parts | Captive consumption Export to grid | Wash oil, wood preservative oil, etc |

### NAPHTHALENE

| Refined Naphthalene | SNF & PCE |
|---|---|
| Dye and Dye Intermediate and Moth balls | Commercial and core Infrastructure constructions, pipe manufacturers, dyes and pigments, agrochemicals, leather, rubber, and high-performance concrete |

# STRONG R&D AND INNOVATION = STRENGTHENED INDUSTRY LEADERSHIP

## THE FRAGRANCE OF FLOWER TRAVELS IN THE DIRECTION OF WIND, BUT THE QUALITY OF OUR PRODUCT TRAVELS IN EVERY DIRECTION

Over the years, Himadri has attained industry leadership owing to its continuous R&D and innovation. We continuously develop and invest in new products, technologies and business models in the research-intensive area of advance chemicals. It provides with ways to improve the processes. R&D also allows us to recognise the needs of our customers to deliver tailor-made products. Our strong R&D has not only helped us to bring innovative products to India but is also powering our engine to create 'new to the world' products which are being marketed globally.



| What do we have at our R&D? | Benefit |
|---|---|
| Best scientific minds – a world class team | Brings in expertise and experience to make R&D work |
| Strong techno-commercial team | Translates market trend / consumer needs into fungible requirements |
| Large knowledge bank | Enables creation of bench-scale products |
| World class laboratory for product development and application testing (most modern analytical and characterisation equipment) | Enables product development, impact assessment and quantification of benefits |
| Pilot scale manufacturing facilities | Translates bench scale products to pilot |
| Strong design capabilities for optimal plant design | In-house technological advancements |
| Process R&D and models (across processes such as energy efficiency, process debottlenecking, green processes) | Continuous process improvement |
| Innovation culture – Himadri has inculcated innovation into organisation culture through initiatives such as innovation awards, innovation committee, an environment which encourages creativity | Innovation from grassroots and constant focus on R&D |

**6**
New grades introduced and commercialised in Speciality Carbon Black

**6%**
Reduction in energy consumption in certain processes

**11%**
Increased productivity of certain grades through debottlenecking

# INNOVATION-DRIVEN ACHIEVEMENTS!

## COAL TAR DISTILLATES

- Developed zero QI pitch –one of the few global manufacturers
- Developed special pitch which is used by DRDO
- Developed specialised binder pitch with better rheological properties (impacting the molecular structure of the pitch with better carbon-hydrogen ratios)
- Developed specialised pitch for UHP (Ultra High Power) electrodes for graphite industry
- Improved life of anodes through continuous process improvements

## SULPHONATED NAPHTHALENE FORMALDEHYDE

- Developed next -generation product in PCE
- Developed application specific SNF for non-construction segment (agrochemical/ gypsum/ latex)
- Developed high quality speciality formulations with high water retention, providing high strength to concrete

## CARBON BLACK

- Launched a series of application-specific Speciality Black with superior performance parameters which finds application in fibres, semicon cables, engineering plastics, inks and several other specialised applications
- Entered into different application industries like Fibre, Plastic, Inks and Coatings
- Developed conducting grade carbon black
- Modified reactors to deliver and cater to different grades
- Developed statistical process control techniques for consistent quality and improvement in overall yield
- De-bottlenecked key equipment for improving capacity utilisation of the plants
- Installed microscope and AHD/PHD analysers for particle size observation. This resulted in further improving the CB performance



## ADVANCE CARBON MATERIAL

- Only company in India with technology to manufacture raw material to be used as anode material for Lithium-ion Batteries
- High capacity and consistent material to cater to next generation of Lithium-ion batteries
- Developed in-house technology to manufacture high quality Advance Carbon Material

## OILS

- Developed special creosote oils for wood applications
- Replaced petroleum-based solar oil for benzoyl recovery in coke oven battery
- Developed special CT oil without any impurities, resulting in cleaner and high value-added grades of carbon black with better yields



# STRONGER SHOOTS SWEET FRUITS



Excellence is constant improvement that comes through continuous change. We believe a business that focuses on what it wants to be rather than what it already is, always improves at a faster pace.

When a business branches out, it helps explore new dimensions, new products and new markets while expanding through an integrated process.

At Himadri, sustained growth and constant value creation forms the basis of all our strategies. Our existing high-value products and new developments – Advance Carbon Material and Speciality Carbon Black – are the results of our on-going R&D efforts. These R&D endeavours reflect our philosophy of continuous improvement. For we believe in getting better, every single day.

# ADVANCE CARBON MATERIAL

## APPLICATIONS OF LITHIUM-ION BATTERY

### ELECTRIC VEHICLES
Growing Market

- Forklift
- Cars
- Bikes
- Bus
- Golf Cart

### CONSUMER ELECTRONIC AND DEVICES
Expanding Market

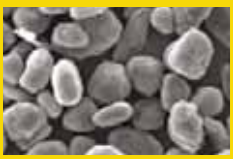
- Tablets
- Wearables
- Smart Phones
- Payment
- Personal Care
- Toys
- Phones
- Power Tools

### ENERGY STORAGE
Growing Market

- Portable Energy Storage
- Stationery Energy Storage
- Portable Solar Energy Storage

Today, lithium-ion batteries are widely used in the fast-growing sectors like electric vehicles, consumer electricals like laptops, smart phones and power storage equipment. Electric Vehicles and Energy Storage sectors, being at the nascent stage, present huge growth potential.

We, at Himadri, backed by our home-grown technology and niche offerings, are geared up to tap and leverage the underlying opportunities from this space.



**Anode Material**

Himadri is the only Indian player manufacturing Advance Carbon Material and one of the very few global corporations to make anode material using Coal Tar.

# SPECIALITY CARBON BLACK

The Company has forayed into Speciality Carbon Black – a segment that throws upon high growth potential. It has allowed the Company to diversify its customer base and strengthen its high margin value added product portfolio.

## SPECIALITY CARBON BLACK – APPLICATION AREAS

**Anything that is manufactured "Black" has "Carbon Black"**

**SPECIALITY BLACK APPLICATIONS**

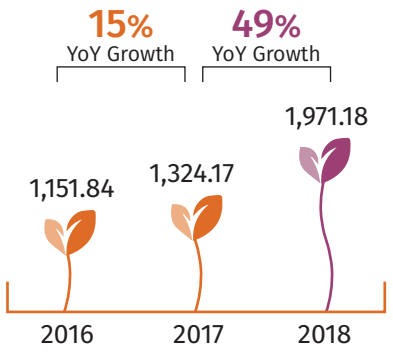
- Tyre Speciality
- Moulded Rubber Goods
- Plastic
- Fibre
- Wire & Cables
- Inks & Coatings

**Vision of Speciality Black and Advance Carbon Material:**
To be amongst the top
**5 global players**

**Focus segments for Himadri Speciality Blacks**

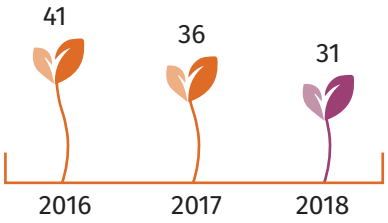
# FINANCIAL PERFORMANCE SNAPSHOT

## Net Revenue from Operations (₹ in Cr)

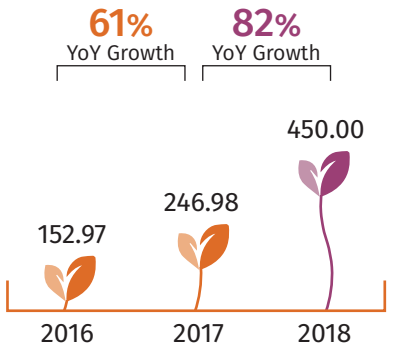



Increasing volumes and stronger realisation per MT has contributed to the better margins

## Net working capital (% of sales)

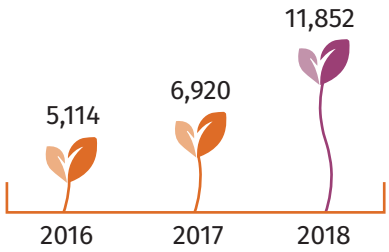



## EBITDA (₹ in Cr)

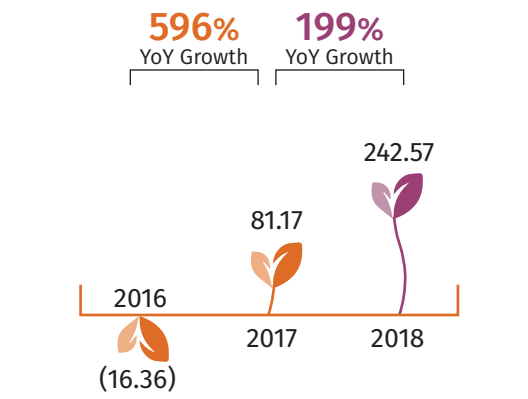



Stronger operational efficiencies and sale of high-margin value-added products are reflected in the EBITDA growth

## EBITDA Per MT (₹)

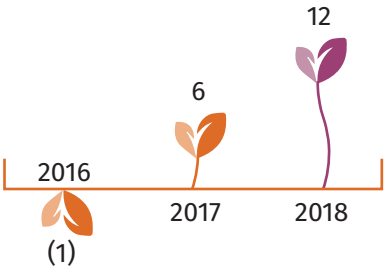


## Net Profit (₹ in Cr)

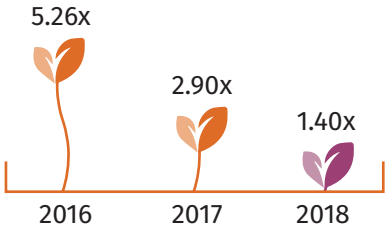



Higher EBITDA along with reduced interest burden (owing to debt repayment) has resulted in further improvement in profitability

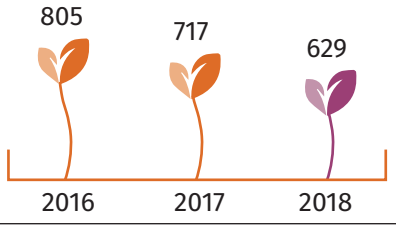
## Net Profit Margin (%)




## Net Debt to EBITDA

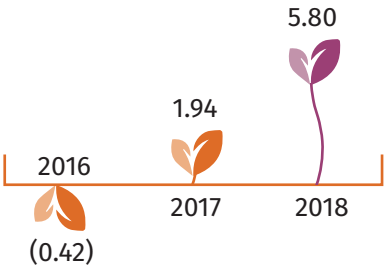



## Net Debt (₹ in Cr)

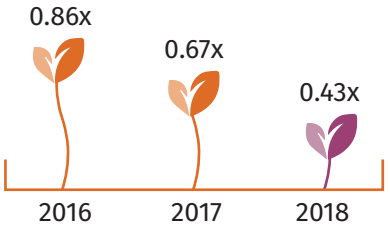



During the year, the Company continued to repay debt, thus paying off approximately ₹ 500 crores in the past four years

## EPS (₹)




## Debt Equity





# FROM THE MANAGING DIRECTOR'S DESK

# PROFITABLE GROWTH AND SUSTAINED VALUE - CREATION FORM THE HEART OF OUR STRATEGY

Dear Shareholders,

I sincerely appreciate and express my heartfelt gratitude for your continued support in all our endeavours. The year that went by was special for more reasons than one. Hence, I take this opportunity to share my thoughts and viewpoints on the last financial year.

2017-18 was a year that saw your Company emerging even more successful than before. Our increased revenues and profitability speak volumes of the same. The main factor that proved to be favourable for us is our value-added propositions in the speciality carbon chemical space that contributed to this growth.

In the previous fiscal, India couldn't take full advantage of the pick-up in global growth owing to transitory constraints from demonetisation and glitches in the implementation of GST. However, with the passage of time, the impact of demonetisation had waned out and GST issues started getting sorted. There was a marked improvement in investments and consumption which will further help India in retaining its position as the 'world's fastest growing large economy'. The central government's budgetary focus on rural housing and roads will transpire into building assets and creating jobs. Besides, the strong IIP numbers, revival in rural demand and increased infrastructure spending will continue driving the momentum.

***The transformation is constant. Innovation allows us to keep reinventing ourselves to stay competitive.***

The year went by was yet another validation of our distinctive passion and a reflection of our resolve to innovate. Since our inception, innovation has always been our top priority. Adaptation, revision and change - these three principles form the crux of our business. Consistent growth and sustained value – creation are the fuel we thrive on. Our strong research and development forte has built our foundation and allowed us to make remarkable breakthrough.

We have constantly refined our integrated manufacturing processes to stay competitive in the speciality chemical space. Our strengths include the balanced spectrum of our business activities, end-product applications and working closely with key customers.

Going forward the Company foresees strong breakthroughs across its new core – advance carbon material and speciality black. Our recent expansion in this segment will increase our share of value-added products and further strengthen our profitability.

We feel it is important to recognise the passion in people and give them a freehand autonomous environment to support innovation. This results in enhanced pride amongst employees. It lets our employees challenge their own assumptions and build a culture of constant innovation.

As a responsible corporate citizen, we are committed through our various interventions in education, skills development and environmental sustainability. We continue to adhere to highest level of compliance and governance and have always advocated fairness and transparency in our organisation. As we grow, we are adding a rich diversity and ensuring inclusiveness that makes us truly a global organisation.

At the end I would like to take this opportunity to thank all our employees for their dedication and commitment. I express my gratitude for the sound guidance and contribution of my fellow Directors as well as the Senior Management Team. As we continue to navigate our journey, let us together amplify our rich heritage, continue building a united approach, celebrate our diverse roots and be the leader to create value for all our Stakeholders.

Best Wishes,
**Bankey Lal Choudhary**
*Managing Director*



**HIMADRI THROUGH YEARS OF EXTENSIVE R&D EFFORTS HAS DEVELOPED A UNIQUE BUSINESS MODEL, WHICH IS ONE OF ITS KIND IN THE WORLD**

# CEO'S PERSPECTIVES

## What's your take on the year gone by?

Last year was quite remarkable! On one hand we maintained our leadership position in the coal tar pitch and carbon black. This was made possible through continuous innovations and value-additions. On the other hand we undertook new game-changing initiatives and achieved several technological breakthroughs in developing our new core - advance carbon material and speciality carbon black.

## What have been the key performance highlights for 2017-18?

**On the performance front, its been a good year:**

- Income from operation increased 34.70%, from ₹ 1,471 crores in 2016-17 to ₹ 2,021.52 crores in 2017-18
- Volumes grew 6%, from 356,902 MT in 2016-17 to 379,679 MT in 2017-18
- EBITDA increased 82%, from ₹ 247 crores in 2016-17 to ₹ 450 crores in 2017-18
- EBITDA per MT strengthened 71%
- Net Profit increased 199%, from ₹ 81 crores in 2016-17 to ₹ 243 crores in 2017-18
- Total finance cost reduced 12% from ₹ 80 crores in 2016-17 to ₹ 70 crores in 2017-18
- Debt equity strengthened to 0.43x from 0.67x owing to debt repayment of ₹ 89 crores in 2017-18
- Net Debt to EBITDA has improved from 2.9x to 1.4x

## Given that profit has increased by 199% last year, how sustainable are these numbers going ahead?

You have to understand that Himadri business is largely de–risked from external market movements. The growth in profit is not because of any cyclical considerations but is attributable to better product mix, higher capacity utilisation, focussed marketing and increase in high-value products in the portfolio. As can be seen, the growth levels are all sustainable.

Looking ahead, the demand of Coal Tar Pitch from aluminium industry is inelastic. Also, with continuous ramping up of capacity in aluminium sector, the demand is slated to grow further. Carbon black demand continues to remain strong. With naphthalene and SNF, India has a significant potential to replace imports in the country. With our new projects, the product mix will further change for better.

## Please throw some light on the new projects of the Company?

We have two large capital projects underway - speciality carbon black and advance carbon material. Both the business lines are high technology and high margin products. We have a vision to be among the top 5 global players in next 5 years for both the business lines. Our strong R&D capabilities have given us an edge in these businesses and we are now operating at the cutting edge of global technology in carbon products. In advance carbon material, we are the only players in India and among very few globally to have developed this product. We are very excited about our new journey, its prospects and the path we have undertaken.

We are also in the process of scaling up our coal tar distillation capacity by 25% through debottlenecking

## How do these businesses tie-up with future strategy of the Company?

These businesses are in perfect sync with our future strategy and strengths. Our growth drivers have been our expertise in carbon chemistry and our integration. Leveraging the above, we have built a very strong market presence in our existing products like coal tar pitch, carbon black, naphthalene, SNF etc which are the existing core businesses around which the Company has grown.

The new businesses leverage our strengths and provides the Company new cores to drive future growth. We are still leveraging one key raw material – coal tar, to drive higher value out of it. Our integrated operations mean that we have unparalleled advantage for speciality carbon black and advance carbon material globally. Our technical and research capabilities have made us one among very few companies globally to successfully develop these products. Given the nature of the products and their growing demand, they are perfectly positioned to become our new core drivers.

These businesses also provide us an opportunity to grow fast. Earlier, our overall growth was driven by aluminium and graphite electrode industry since they were the consumers of one of our major products out of coal tar distillation – coal tar pitch. However, with advance carbon material, our growth is now linked to lithium-ion batteries and electric vehicles.

## What will be the impact of the new projects on the cash flow and debt levels of the Company?

Our current cash flows over next two years are adequate to fund the project capital requirements. We as a Company have reduced our debt levels by more than ₹ 500 crores over last 5 years and will continue to work towards reducing it further. At Himadri, we take a holistic view on the health of the Company with focus on balance sheet along with the profitability. We have brought down working capital to 31% of sales from a level of 55% over last 5 years. We will continue our efforts towards reducing our debt levels alongside our new projects.

## Who are your peers in the industry and how does Himadri differentiate itself from its peers?

Himadri, business model revolves around Carbon Chemistry. Through years of extensive R & D efforts we have developed a unique business model, which is one of its kind in the world. With the kind of product integration we have done over the years no, other company in the world has been able to do. For different products we have different peers but there is no company other than Himadri which is manufacturing all the products as we are doing. The biggest strength of Himadri, lies in its unparalleled integration, which has been possible through years of R&D efforts. So, it will not be fair to compare any particular company with Himadri. Clearly, we have been able to develop a sustainable and growing business serving the core and sun rise sectors of economy at the same time.

## Last couple of years has seen high volatility in global carbon product prices. How do you see it affecting our Company?

The volatility in carbon product prices over last few years along with prices of other products like chemicals and metals have been primarily caused by rationalisation of capacity in China due to strict implementation of environmental norms. Sustainable operations are extremely critical in today's world. This is important not just from social perspective, but determines the survival itself of the business. Himadri has been very cognizant of sustainability since its inception and we are proud of the steps we have undertaken over the years towards this. All our units are 'zero discharge' with no environmental emissions. We adhere to not just the Indian environmental norms but global emission norms and take a holistic approach towards business sustainability.

## So, what has been your key success mantra over the years?

At the core of it, I believe our success is attributable to 'Himadrians' – our team at Himadri, who are our true assets. Our integrated business model provides a lot of resilience to our business while enabling us to capture value at all stages and give us cost advantages across the value chain. Our innovation and R&D capabilities and willingness to invest with a long-term view have been a key enabler in our successful addition of new products over the years. Today, we stand on a firm footing as the integration journey is progressing.

I have always believed that if one is 100% committed, success is assured. It is just a matter of time before you see the results. We have created a truly differentiated business model over the years and with our team, we are well poised for future growth.

# OUR NURTURERS





# MANAGEMENT DISCUSSION AND ANALYSIS

## 1) COMPANY OVERVIEW

Himadri Speciality Chemical Ltd is the largest integrated speciality carbon chemical manufacturer in India. As an established leader in India's coal tar distillation value chain, Himadri Speciality Chemical has always believed and harnessed the power of R&D and innovation. The Company has sowed seeds of Innovation since inception and continues to benefit from the harvest of newer and better products. As one of the leading players, the Company has built an integrated business model and is known for seamlessly adding value to its product chain and carving out a niche space for itself in the industry.

The Company manufactures an array of products, derived from coal tar distillation. In coal tar pitch (main product) Himadri enjoys a market share of 70% in India. In carbon black, the Company is the third largest



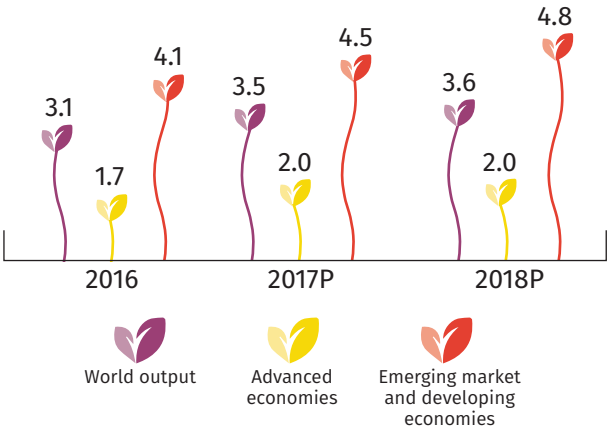
producer in the country. Himadri is also India's largest producer of sulphonated naphthalene formaldehyde (SNF). This is derived from naphthalene, which is another by-product of the coal tar distillation process. Himadri's integration across the value chain of coal tar distillation provides it a competitive advantage in terms of cost as well as product quality. The distinctive product portfolio is the outcome of innovation and inhouse research and development capability of the Company.

## 2) ECONOMY

### Global

The IMF is bullish about the global economic prospects and expects the GDP to surpass the past projections to 3.6% in 2018. Amongst the advanced economies, the US has tweaked its fiscal policies and tax reforms - impacting the global economy positively. In Europe, the cyclical recovery helped maintain the growth momentum. Brexit was declared as a good decision by several economists. Apart from helping stabilise UK's economy, it also generated employment opportunities. The emerging markets and developing economies (EMDEs) continued to sustain its momentum. This was backed by favourable financing costs, rising profits and improved business sentiments.

**Country/Region** (%)




*Source: IMF World Economy Outlook*

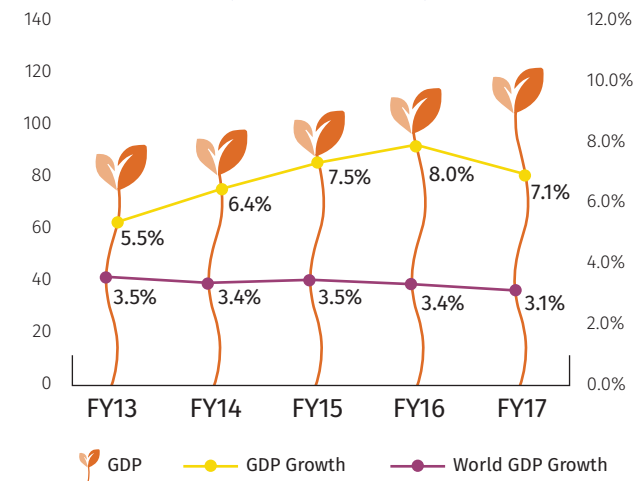
Although the world economy saw good growth, political discourse leaned towards trade protectionism. There has been rising speculation around rebalancing of trade surpluses, especially by USA – the economy that has gained the most from globalisation. Significant announcements were made by major world economies in the last quarter of FY 2017-18, increasing trade barriers to protect their domestic industries. If FY 2017-18 was a year of disregard for global rules, then FY 2018-19 will be the year to witness beginning of collective defence to have a rule based global trade.

Going ahead, the developments in the advance economy, emerging markets and developing economies will collectively contribute to the global uptrend. This forecast assumes an acceleration of activity in India with the implementation of structural reforms and a successful rebalancing of China's economy.

## Indian

The Indian economy recovered significantly well despite the temporary disruptions posed by demonetisation and GST. The expected growth of the Indian economy fared better – going from 6.7% in 2017 to 7.3% in 2018. After several iterations from the Government, GST was normalised by the end of the 2017-18. Rising crude oil prices and its impact on related industries made inflation rate slightly higher. The country also witnessed strong Industrial Production Index (IIP) numbers. It saw an increase by 7.10% in February of 2018 as compared to February 2017.

**Real GDP growth in India (new GDP series)**




*Source: Central Statistics Office (CSO), CRISIL Research*

## Outlook

The economic growth is projected to rise above 7%. This is on account of the efficiency-enhancing structural reforms undertaken by the Government, prediction of a favourable monsoon and increased public spending in the run-up towards the general elections. Notably, the GST will work in a number of ways:

- **Boost corporate investment**
- **Increase productivity**
- **Raise growth**

Creation of a single market and reduced capital equipment cost will make this possible. Going further, the recapitalisation of public banks and the new road plan will support investments immensely. The focus on 'Make in India' will continue driving the manufacturing sector. Besides, the Government's concerted effort towards improving the ease of doing business resulting in rank jump of 30 places will further support growth.



# 3) PRODUCT PORTFOLIO

## Coal Tar Pitch

Coal tar pitch (CTP), is a complex carbon compound. In aluminium industry, which is the largest user industry of coal tar pitch, the quality of CTP impacts the purity of the metal produced. It also impacts the power consumption and the life of the anode.

### Aluminium grade pitch:

Used as binder material for anode production in aluminium melting industry.

### Binder for graphite industry:

Used in graphite electrode for electric arc furnace (EAF) for steel industry.

### Impregnated pitch (Zero QI):

Himadri enjoys the status of being one of the few global producers of special grade zero QI impregnated pitch. This is ideal for the impregnation of graphite electrodes, nipples and production of UHP grade electrodes.

### Special pitches:

Used as raw material for refractories, carbon paste, paints and waterproofing, pitch for defence industry among others. These pitches are manufactured to aid customer requirement.

**Himadri's clientele incorporates all metal giants like Vedanta, Hindalco, Balco, Nalco, HEG and Graphite India. The Company's vast experience and technical know-how has been monetised with the development of multiple value-added grades of pitch. These find application in defence, refractory, ultramarine blue pigments, carbon paste and paints, among others.**



## YES, IT'S A FACT!

**0.1 tonne of CTP**
Required to produce 1 tonne of aluminium

**0.44 tonne of CTP**
Required to produce 1 tonne of graphite electrode

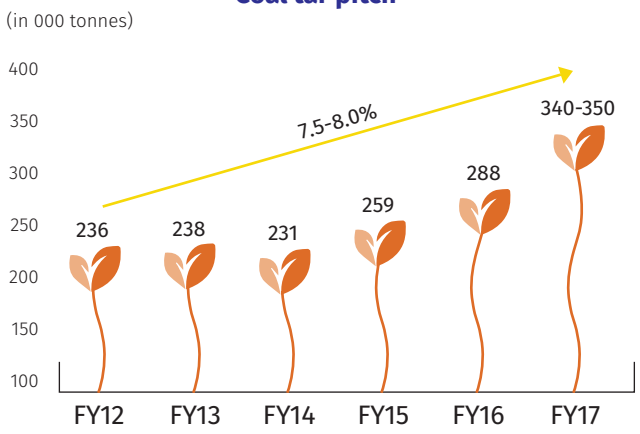
**400,000 TPA**
Distillation capacity of the Company

**70 %**
Market Share

## CTP Industry

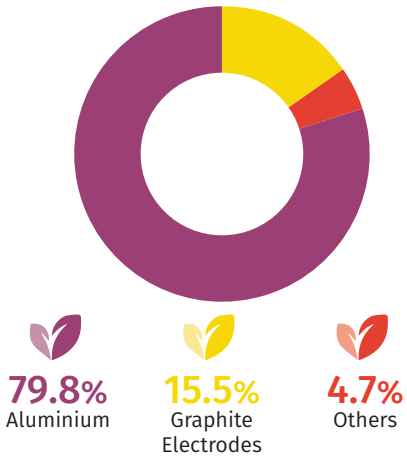
The domestic demand for coal tar pitch grew at a robust pace of 7.5-8% between 2012 and 2017. Aluminium industry is the key driver of the domestic coal tar pitch industry. This in turn drove demand for coal tar pitch. However, 2017 saw a significant rise in export demand. This can be accredited to shut down of plants in global markets.

**Domestic consumption trend: Coal tar pitch**




*Source: CRISIL Research, Industry*

**Domestic consumption: By end users**




*Source: CRISIL Research, Industry*

## Aluminium Industry

The aluminium demand recorded a CAGR of 5.2% between fiscal years 2012 to 2017. India's aluminium capacity rose from 2.73 MMT in 2016 to 3.7 million metric tonne (MMT) in 2017, recording an increase of ~35%.

## Graphite Industry

Graphite electrode is the only product, available commercially, that gives high level electrical conductivity. It can sustain extremely high heat that is generated during steel production. Approx. 1.7-1.9 kg of graphite electrode is needed to produce one tonne of steel; Graphite electrodes comprise two components primarily: needle coke and binder/impregnating pitch. The required volume of pitch depends on the electrode grade. However, typically 420-500 kg of binder pitch is needed for producing one tonne of graphite electrode.

## Outlook

Domestic coal-tar pitch demand is expected to grow at a robust pace of ~10% CAGR between 2017-20. This will primarily be led by Aluminium Industry and Graphite Electrode industry.

During 2017-22, the aluminium demand is anticipated to post a good 8-9% compound annual growth rate. As key sectors, power, construction, automobile and consumer-durables together sum up for over 80% of domestic aluminium demand. This is said to aid growth. A demographic shift, seen in the manufacture of aluminium products to Asia, is said to be driving growth.

The domestic EAF steel production is expected to increase at a moderate pace of ~3% over 2016-17 to 2019-22 driven by existing manufacturers.



## Himadri's Edge in CTP

- Sustainable operations are extremely critical in this industry. Himadri has zero discharge facilities with world class environmental norms ensuring long term sustainability
- CTP needs to be maintained at ~250°C – making imports extremely difficult and suitable logistics very critical; Himadri has a dedicated fleet over 170 electric heated tankers to transport liquid pitch at high temperatures
- The high cost of stopping and restarting aluminium smelters outcomes in running the same continuously. This translates into a steady and inelastic demand for high quality CTP irrespective of industry cycles
- Enjoys proximity to various coal tar sources

## Carbon Black

**3rd Largest**
Manufacturer of Carbon Black in India

**1.2 Lakh tonne**
Installed capacity of carbon black

**900 KTPA**
Current domestic market size of carbon black

Carbon black is used to manufacture many rubber products like automotive tyres, printing ink, painting, paper and plastics. It imparts tensile strength, black colour and abrasion resistance to rubber.

### Domestic Carbon Black consumption by application



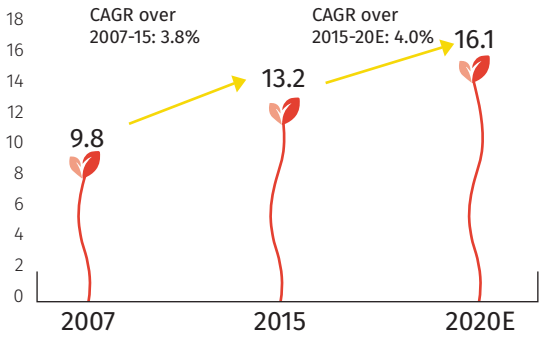
70% Rubber (Tyre)
20% Rubber (Non-Tyre)
10% Non-Rubber

*Source: CRISIL Research*

### Carbon Black Industry

In the year 2017, the Indian carbon black market was estimated to be ~ ₹42 billion. The demand for carbon black from the tyre segment grew by ~3%, whereas, the non-tyre rubber segment's demand was stagnant. The speciality black segment - 6% of the domestic consumption - grew at a moderate pace of ~6%.

**Carbon black demand trend** (%)




*Source: Industry Reports, ICICIdirect.com Research*



## Tyre Industry

In India, tyre industry comprises ~70% of carbon black consumption - used as a pigment and reinforcing agent in automobile tyres. This helps increase tyre life. By volume, Carbon Black forms 22-27% of the tyre and 10-12% by cost.

Tyre demand arises either from the original equipment manufacturers (OEMs) or the replacement market. OEMs demand depends on the trend in vehicle production while economic growth, usage characteristics and replacement cycles collectively dictate the replacement market demand.

Factors like higher auto sales, improvement in utilisation of freight rate and increased profitability among transporters (due to higher GDP growth), the tyre sales are projected to record 6-8% CAGR between 2016-17 and 2017-2022. Under the passenger segment, higher disposable income is also expected to drive sales. Together, all of these will see a rise in the demand for carbon black.

## Non-tyre segment

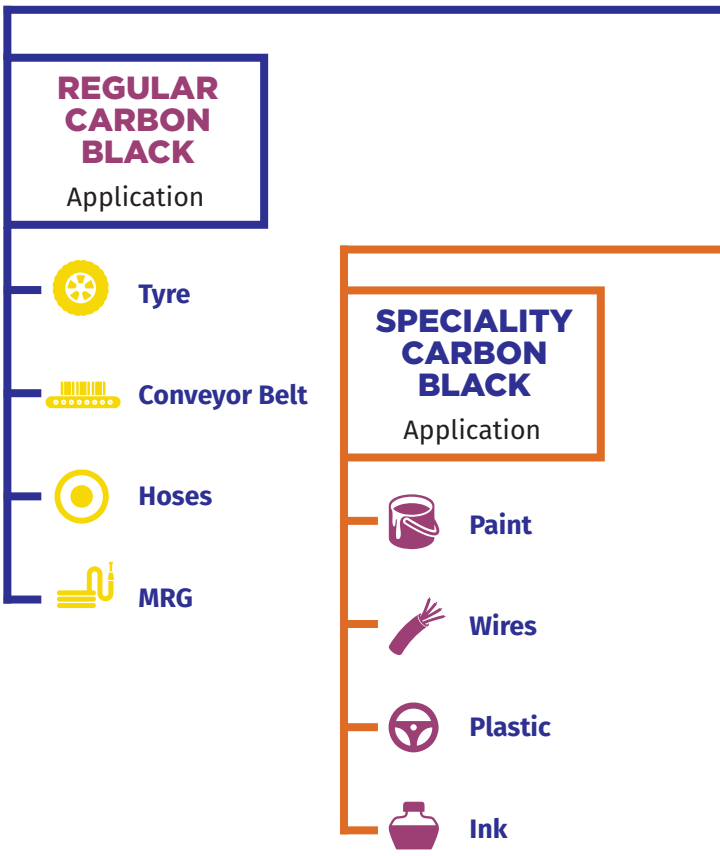
The Speciality Black segment is expected to grow at 6-7% CAGR over the next five years with an overall consumption of 6% at 53-55 TMT. It finds usage in non-rubber applications of coatings, paints, inks, dyes and pigments, among others.

## Himadri's Edge in Carbon Black

- **Solution provider with capability to supply tailor made carbon black for individual applications**
- **Lowest impurities in carcass and tread black**
- **Backward integration into cleanest feedstock**
- **Capability to produce ultra-high surface structure grades**
- **Proven track record in quality and delivery over last decade**

## Products with applications in different Industries

**Carbon Black Industry Overview**

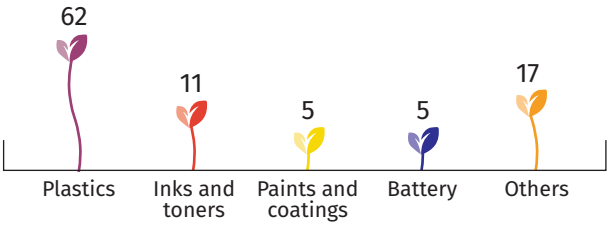



## SPECIALITY CARBON BLACK

**1,016 KTPA**

**Current global market size of speciality carbon black**

**Key end-use sectors** (% Share)



Speciality Carbon Black finds its usage in various end-user industries like conductive polymers, paints and coatings, battery electrodes, printing inks, polyester fibre, speciality packaging, films and sheets and consumer-moulded parts.

## Speciality Black Industry

Plastics segment makes for the largest market for speciality black. It includes various applications from commodity to extremely high-performance applications. The plastic segment accounts for 61-63% of speciality black's global demand. Of this, around 16% demands come from printing ink (mix of newspaper ink and high-value inkjet colorants), paints and coatings. Niche applications like batteries, adhesives, mulch, metallurgy, graphite and carbon products also use Speciality Black.

Driven by the plastics, paints and battery segment, the global demand for speciality blacks is expected to grow at ~3.4% CAGR from ~1,016KT in 2016 to 1,200 KT in 2021. Battery segment is expected to grow at a moderate pace of ~3.0% CAGR. This growth is to be driven by primary and rechargeable battery segments. Inks and other segments' demand might witness a lukewarm ~1.2% CAGR and ~2.7% CAGR, respectively.

# Advance Carbon Material

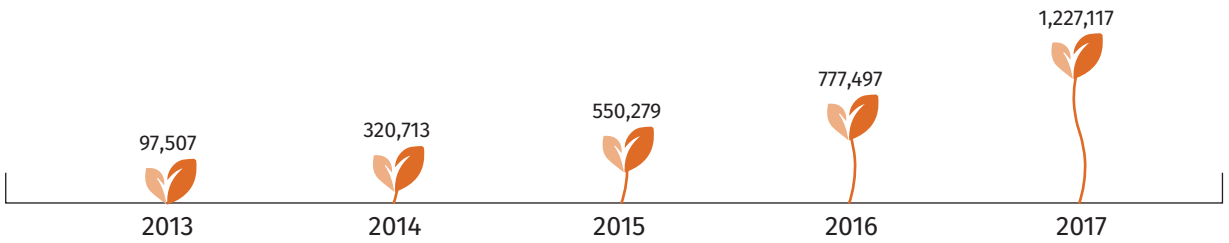
Advance Carbon Material (ACM) finds application as anode materials in lithium-ion batteries. With a rise in the demand for lightweight and high-energy density solutions, ACM is becoming the most competitive in the field of power applications for providing the highest energy density per weight.

## Advance Carbon Material Industry

The global lithium-ion cell production was 120GWh in 2017 (source: Avicene Energy 2018). By the year 2025, this demand is projected to reach 450-500 GWh of battery cells. The market for these batteries has exceeded from ~6 GWh, a decade earlier, to 70GWh (Giga Watt Hours) in 2016. Popularity and demand of portable electronic goods like tablets, laptops, mobiles and smartphones are behind this growth.

The advent of electric vehicles (100% battery-powered) and growing consumer preference towards the same, and growth in energy storage devices will further pave way for a rise in demand for Li-Ion batteries.

**Global EV Sales trend** (Volume in units)

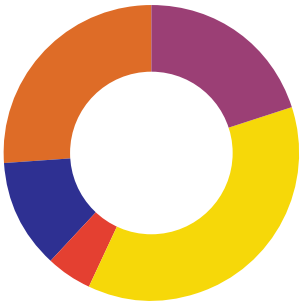



*Source: insideevs.com*

## Application of Lithium-ion batteries (%)

**CAGR 2017/2025**
**+19 % per year in volume**

**2017: > 120 GWh**



**26** Electronic Devices

**20** Auto, E-bus Excl. China

**37** Auto, E-bus China

**5** Industrial, ESS

**12** Others

**2025: 490 GWh**



**10** Electronic Devices

**24** Auto, E-bus Excl. China

**52** Auto, E-bus China

**5** Industrial, ESS

**9** Others



## Electric Vehicles

With the electric cars gaining extraordinary popularity globally, the new car registrations crossed 750,000 mark. State support plays a crucial role in popularising EVs. EVs have reached a 39.2% market share in Norway, 2.7% in Netherlands, 6.3% in Sweden and 2.2% in China, 1.7% in France & UK.

A rapid cost reduction in batteries, increase in energy density along with continuous improvement in technology is expected to further narrow the cost competitiveness gap between EVs and conventional internal combustion engines (ICE). At this pace of growth, there are high chances of electric cars stock reaching anywhere between 10-20 million vehicles by 2020 and between 40-70 million by 2025.

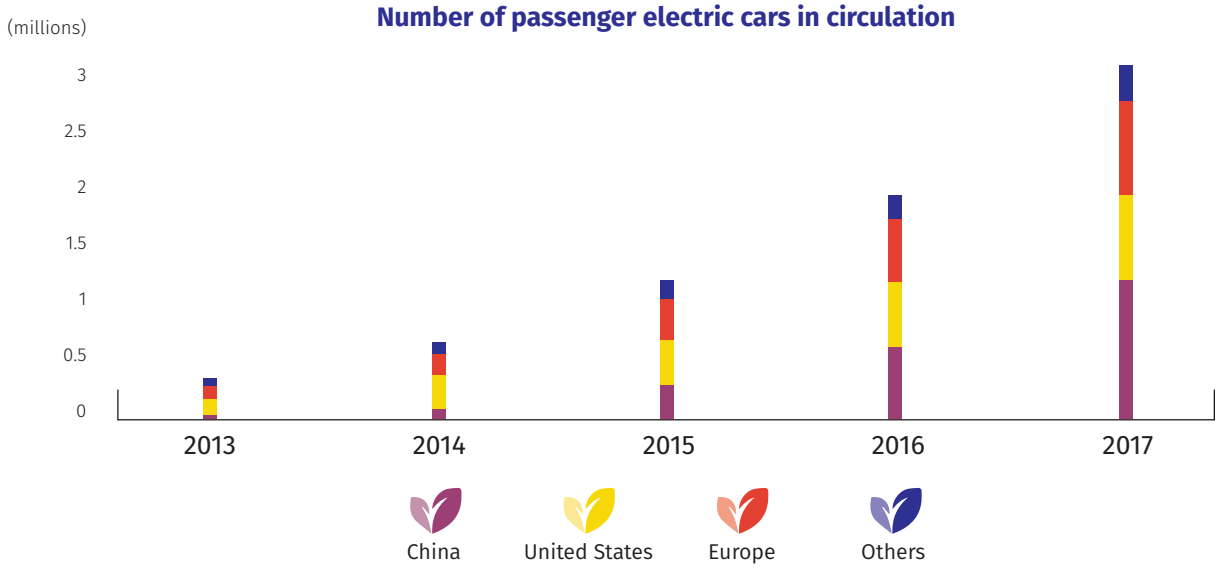
As per Chinese regulations, plugin hybrid electric vehicles and fully electric vehicles must make up 8% of all new vehicle production by 2018, rising to 10% in 2019 and 12% in 2020, thus helping increase demand.

As one of the only three producers of anode material through the coal tar route, Himadri is expected to benefit from the exponentially rising demand.

### The Government's Initiative

The coming 4-5 years might see the Central Government replacing its entire fleet of 5.5 lakhs vehicles with electric vehicles. Government plans to double the mandatory local content in EVS to 70% in 3 years. The EV eco-system investments might get a good thrust due to this.

**Number of passenger electric cars in circulation**



## Himadri's Edge in Advance Carbon Material

Himadri has emerged as the only Indian company to successfully manufacture advanced carbon material from in-house distilled coal tar. The Company produces anode material of both synthetic and natural varieties for lithium-ion batteries. Himadri is at an inflection point to become a key global player in the anode material space in next 5 years.

# Naphthalene

Naphthalene is a white, volatile, solid polycyclic hydrocarbon with a strong mothball odour. It is mainly derived from two sources: coal tar and petroleum. About 90% of the global naphthalene is produced from coal tar and about 10% is derived from petroleum. Naphthalene finds application in dyes and dyestuff intermediates, tanning agents, super plasticiser manufacture, pharmaceuticals and disinfectants, among other uses.

## Naphthalene Industry

The Indian domestic market for naphthalene anticipates an average of 4.5-5.5% growth rate during the financial year 2017-18. Significant quantity of Naphthalene and refined Naphthalene is imported from various countries at a considerable lower price which has direct adverse impact on the domestic industry. Government's support and intervention is required to create a level playing field and restrict dumping of these products in India.

## Himadri's Edge in Naphthalene

Himadri sells both technical and refined naphthalene. Himadri also uses naphthalene to manufacture sulphonated naphthalene formaldehyde (SNF), with a capacity of 68,000 TPA. SNF is primarily used by construction sector. It helps increase the concrete strength and fluidity while reducing the cement consumption. It is also used as a dispersing agent in dyes, leather and agro industries.

# Sulphonated Naphthalene Formaldehyde

SNF is a class of derivatives of sulfonic acid with a naphthalene functional unit. Naphthalene is mixed with sulphuric acid and formaldehyde at the desired temperature, and then treated with caustic soda solution to achieve the desired final product.

SNF is a unique super plasticising admixture that disperses cement particles and enables the rapid mixing of concrete. It finds extensive application in the building and construction sector. It reduces water requirements for a given workability, thereby reducing consumption of water and cement.

## SNF Industry

Indian SNF demand is expected to witness ~5.5% CAGR over FY17 - FY22. India being an emerging economy, the use of SNF in construction is less as compared to the developed economies. The rapid transformation into urbanisation is expected to drive a major change in the current consumption pattern. The growth will be largely driven by construction spends and key Government initiatives like Smart Cities, PMAY, Swachh Bharat and AMRUT, among others.

## Himadri's Edge in SNF

The use of SNF in India's chemical industry currently is only in 10% of construction activity. The global norm, on the other hand, is that of 40-50%. With a varied product portfolio in SNF itself, the Company has positioned itself to benefit from each direction. With a dominating share, Himadri is India's largest producer of SNF, with a market share of 50%, and is the only backward-integrated producer in India. To cater to the long-term demand, the Company has also widened the scope by widening its offerings.

## 4) RESEARCH & DEVELOPMENT

The Company's R&D Centre at Mahistikry (Hooghly, West Bengal) is recognised by the Government of India. The Company directs all its efforts towards developing new product formulations and satisfying market needs. With time, we have been able to reduce our product cost, improve quality and achieved better productivity. This has been possible with a constant focus on improvement of our products, processes and applications along with providing support to our manufacturing plants. Our research and development centres support our commercial development activities and manufacturing operations across all product segments.

**Products:** Our efficient R&D has helped develop products – making Himadri a leader in various spaces. The Company's new products help cater a vast industry.

**Process:** We constantly try to increase our facilities' productivity and efficiency aided by new process development. This in turn, helps produce value-added products with better realisations.

**Technology:** Our technology-led innovations help develop competency in coal tar pitch, carbon black, SNF and advance carbon material. The latest member joining the family being speciality black.

## 5) QUALITY

To continue as a clear choice for our customers, product quality is of paramount importance to us. Since inception, quality has topped our priorities. Our entire production process which is DCS based and also has cent percent emphasis on standard reference material testing on every shift ensures that we deliver on our product promise. The in-house processing and manufacturing enables the Company to better supervise quality control. This in turn helps mitigate short comings of any kind. Further, this helps the Company in making environment-friendly products and processes. These products and processes comply with the customer's and government norms. The Quality Assurance (QA) is supported by state of the art lab, which has received recognition from the Government. In order to ensure that the QA team remains abreast of the latest techniques, regular training is organised at NABL. Further multi skilling and job rotation was implemented to develop a flexible QA team. Regular quality control audits and documentation of lab practices in the quality manual ensure high-quality products. Regular audits and proprietary tests help maintain consistency in product quality. Various tests like MRI, CT Scan, C/H Ratio and wettability, among others, are carried out before delivery. This helps ensure consistency in the rheological and operational properties of the product. Further holistic maintenance of the lab equipment eliminates any chance of measurement error in the QA process. Together, these have helped Himadri in achieving best product and higher realisations on the catered products.

## 6) FINANCIAL REVIEW

### Consolidated Highlights

The consolidated gross revenue from operations stood at ₹ 207,184.68 lakhs during 2017-18 as compared to ₹ 149,008.82 lakhs in 2016-17. EBITDA stood at ₹ 45,239.08 lakhs during 2017-18 as compared to ₹ 26,131.09 lakhs in 2016-17. Profit after tax stood at ₹ 24,759.76 lakhs during 2017-18 as compared to ₹ 8,243.82 lakhs in 2016-17.

### Standalone Highlights

Standalone gross revenue from operations stood at ₹ 202,152.30 lakhs in 2017-18 as compared to ₹ 147,125.42 lakhs in 2016-17. Sales volumes increased by 6% y-o-y. EBITDA stood at ₹ 45,000.17 lakhs as compared to ₹ 24,697.96 lakhs in 2016-17. Profit after tax stood at ₹ 24,257.46 lakhs as compared to ₹ 8,117.37 lakhs in 2016-17.

### Shareholders Funds

The authorised share capital of the Company stood at ₹ 7,000 lakhs in the form of equity shares of ₹ 1 each which remained unchanged during the year. The paid up share capital stood at ₹ 4,184.08 lakhs as of 31 March 2018. The Company's reserve and surplus stood at ₹ 141,448.47 lakhs whereas the net worth is ₹ 145,632.55 lakhs.

## Dividend

With the Board's decision of being consistent in terms of payment of dividend, the Board has recommended 10% (₹ 0.10 per share) dividend for the year 2017-18 to reward its shareholders. The dividend is paid out of its accumulated profits, subject to approval of members at the ensuing Annual General Meeting.

## Finance

The Company continued to enjoy working capital facilities from various banks including State Bank of India, Central Bank of India, ICICI Bank, The Hong Kong and Shanghai Banking Corporation, DBS Bank, Union Bank of India Axis Bank, Citi Bank, IndusInd Bank, Yes Bank and IDBI bank. The Company has serviced these debts proactively.

## 7) HUMAN RESOURCES

People are at the heart of Himadri's vision to become a global leader in speciality carbon products  We have continued to invest in building capabilities for better understanding of our customers, in research and development of innovative solutions, marketing and to provide collaborative platforms for employees to engage and share ideas. An underlying philosophy that shapes our employee policies is that we trust our people to do the right thing.

Himadri continues to maintain a progressive people environment, where purpose driven talent is attracted, engaged and motivated by a consistent, meritocratic HR framework. Himadri's entrepreneurial culture is aimed to encourage the young generation to play a vital role in the organisation's growth.

Himadri nurtures its people by placing great emphasis on learning and development, career progression and employee welfare. In its journey to become a learning organisation, Himadri has been immensely focused on developing individual and organisational learning agility.

Cascading of organisational goals using the Balanced Scorecard (BSC) helps to bring in role clarity and alignment at all levels, creating an empowering work environment. We provide employees opportunities to explore career mobility options within the organisation and within the Himadri Group. There is exposure to latest technology and forums for networking to strengthen subject matter expertise.

Organisation has taken conscious efforts to promote diversity of all forms including gender diversity. Extended maternity leave as well as flexible work hours for new mothers are some of our key initiatives for retention of women. Keeping in view of a substantial millennial workforce, Himadri has introduced marriage gift policy. Last year we also introduced flexi-benefits allowing employees to choose pay components to suit their lifestyle.





## 8) ENVIRONMENT, HEALTH AND SAFETY MEASURES

Himadri is subjected to various environmental laws and regulations. These laws are applicable to the production, use and sale of chemicals, emissions into the air, discharges into waterways and other releases of materials into the environment. Along with these, it is also applicable to the generation, handling, storage, transportation, treatment and disposal of waste material.

Our endeavour is to ensure safe and lawful operation of our facilities with respect to the manufacturing and distribution of products. We realise our duty as a responsible corporate and hence have invested and undertaken eco-friendly measures to make our plants 'Zero discharge plant'. It ensures control of all forms of discharge – solid, liquid or gas. The Company also consciously increased it green cover by planting appox. 5,000 saplings.

We conduct programs for the environmental and occupational safety and health compliance. We also organise periodic internal and external regulatory audits that help identify and categorise potential environmental exposures. These in turn aid in identifying problem areas that need to be addressed. Our safety, health and environment committee ensure security within and around all our facilities. To strengthen our Safety First Attitude, upgradation of Safety systems including implementation of Fire Detection System was carried out.

Sustained efforts in this direction have resulted in Company being bestowed by Awards of Excellence in both Safety and Environment by Greentech foundation. To sensitise employees on Key Health risks, Health talks and seminars by leading subject matter experts were organised. Reaffirming that prevention is better than cure, medical check-ups were organised for the benefit the entire workforce. Yoga and physiotherapy sessions were held to promote the overall well-being of the individual.

## 9) RISK MANAGEMENT

Himadri's risk management, based on the principles of Enterprise Risk Management (ERM), covers the Company's all operations. It forms an integral element of the Company's management and strategy processes. Risk identification, analysis and the planning of risk management measures are carried out as part of the Company's strategy process.

The Company's risk profile and management measures are regularly evaluated and updated. The Group has developed a financial model which is used to compare the risk bearing capacity of the Company against its risk portfolio.

**Competition:** Competition is inevitable in every industry. Whether from peers or the new entrants, but competition is something every business must face.

**Mitigation Measures:** The Company's large production integrated facility has helped it position itself in a way to face competition from large players. The Company's CTP manufacturing facility's proximity to the client's production unit makes Himadri a strategic vendor for the end-user company.

**Transportation:** Unavailability of raw materials can impact the operations of the Company, thus hampering productivity.

**Mitigation Measures:** Himadri, a strategic player in the industry, operates its own fleet of tankers. With a tanker base of more than 170, the Company ensures timely delivery and procurement. Liquid pitch needs to be transported at a temperature of more than 200 degree

Celsius. This makes imports uneconomical. Taking an advantage, the Company also owns a number of customised tankers catering the client's demand.

**Quality:** Quality maintenance is a big risk for the Company as it does not attract potential customers.

**Mitigation Measures:** The Company has its own distillation facility, enabling usage of raw material from the in-house production. Forward integration further enables the Company to develop and produce a rich quality base of value-added products. The quality rich products also retain the key customers ensuring customer loyalty and low marketing cost.

**Market Presence:** With strategic facility location, a company's presence in the market also matters.

**Mitigation Measures:** Himadri enjoys market presence for 28 years. This presence has reaped goodwill for the Company in the respected industry. Several aluminium and graphite companies in India have been customers of Himadri for the past 20 years. Maintaining this relation, the Company has set up 8 facilities across India from east to west, marking its presence in 5 Indian states.

**Obsolete:** The fear of obsolete itself is a big term. No company ever wonders of manufacturing obsolete goods.

**Mitigation Measures:** To overcome this, the Company has its own R&D centre at Mahistikry. This R&D department is constantly involved in the process of innovation. With a team of 42 researchers the Company develops rare and niche products and processes.

**Environment risk:** Being a speciality chemicals manufacturer, the Company is highly exposed to environment risks. Some of the major risks include - effluent discharge, harmful emissions, improper waste management and resource depletion, among others.

**Mitigation measures:** All the facilities of the Company have zero-discharge from environment perspective. The Company maintains a healthy track record when it comes to ensuring compliance with relevant.

## 10) INDUSTRIAL RELATIONS

Industrial relations form an integral part of any manufacturing firm. At Himadri we believe in embracing our relations with our main assets i.e. our workforce. This helps in swiftly continuing our operations without conflicts between the labours and the Company's management. Utmost care of all the employees across all levels is taken by means of motivation and training sessions. This provides a friendly environment to work in. During the year, employee relationships remained cordial through the adoption of productive and performance-based policies. The Company's non-stop production and progress is the proof how Himadri maintains its relations with labours.



# 11) SOCIAL WELFARE ACTIVITIES

We create value for our communities through multiple initiatives as part of our CSR programmes. Our CSR initiatives envisage meeting the existing and emerging needs of the community through the development of customised programmes and adopt an entire life-cycle approach. Employees voluntarily and actively are involved towards various CSR activities of the Company which are scheduled throughout the year.

## Key CSR Programmes

### Health

This programme focuses on Organising Free Eye Check-up Camps, Running Free Village Medical Centre around the year.

**Free services rendered the village medical centre**



**6,162** Homeopathy Treatment

**12,793** Eye Treatment

**1,325** Pathological Investigation

**471** Acupuncture Treatment

**7,114** Spectacles Distribution

### Eye check-up camps

*a) At Gangate village, Birbhum, West Bengal : December 2017*





*b) At village medical centre: January 2018*





## Education

This programme aims to improve the accessibility and quality of secondary school education. We support expansion / extension of facilities in village school, free book distributions to needy school/ college students at the beginning of each Annual Academic Session, awarding prizes to meritorious village students annually every year.

*Book distribution to village students: Academic Year 2018*





Relevant school books were distributed to students in nearby primary and secondary schools.

## Environment

Community members, school students and employees are engaged in plantation and cleanliness drive – raising environmental consciousness. Community members are also encouraged to use renewable energy products, which reduce carbon emissions.

*Plantation activity on World Environment Day 2017*





## Infrastructure

To create better infrastructure in immediate communities' projects such as repair of village roads, building temples at adjoining villages at the request of local villagers have been executed. To alleviate scarcity of drinking water shortage, we have recently undertaken a drinking water project for inhabitants of adjoining villages.

### Other Activities

The company also made contribution to old age homes and donated clothes, blankets and monthly groceries to home for destitute children.

*Blanket Distribution at Gangate Village, Birbhum, West Bengal : Dec'17*



## 12) STATUTORY COMPLIANCES

The Company secretary, as the compliance officer, ensures that the Company complies with SEBI Listing Regulations. The Chief Financial Officer, the Chief Executive Officer and the Managing Director act as Compliance Officers for the prevention of insider trading. With a view to cover the risk of compliance with various rules and regulations of the Companies Act, 2013 SEBI directives and the Listing Regulations, the Company has appointed Internal Auditors to ensure reporting of any potential non-compliance. Compliance certificates are obtained from various managerial personnel, ensuring compliance with various statues.

## 13) INTERNAL CONTROL SYSTEM

At Himadri, the Board of Directors are responsible for ensuring and laying down the internal financial controls. It is also responsible for evaluating whether such controls are adequate and function effectively or not. Himadri has policies, procedures, control frameworks and management systems in place that map into the definition of Internal Financial Controls as detailed in the Companies Act, 2013. These have been established at the entity and process levels and are designed to ensure compliance to internal control requirements, regulatory compliance and appropriate recording of financial and operational information.

The senior management reviews and certifies the effectiveness of the internal control mechanism over financial reporting, adherence to the code of conduct and Company's policies for which they are responsible and also the compliance to established procedures relation to financial or commercial transactions, where they have a personal interest or potential conflict of interest, if any.

Himadri uses services of independent internal auditors to strengthen the internal controls process. There are well established and comprehensive internal control systems processes, rules, policies and procedures for effective monitoring and control of the entire Company operations and its subsidiaries.

The audit plan is approved by the Audit Committee, which reviews compliance to the plan. During the year, the Audit Committee met regularly to review reports submitted by the Auditors. All significant audit observations and follow-up actions thereon were reported to the Audit Committee.

The Audit Committee also met the Company's Statutory Auditors to ascertain their views on financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the Company. The Management acted upon the observations and suggestions of the Audit Committee.

# CORPORATE INFORMATION

## Chairman Emeritus
**Mr. Damodar Prasad Choudhary**

## Board of Directors
**Mrs. Rita Bhattacharya**
(DIN: 03157199)
– Nominee of LIC of India

**Mr. Shyam Sundar Choudhary**
(DIN: 00173732)
– Executive Director

**Mr. Bankey Lal Choudhary**
(DIN: 00173792)
– Managing Director

**Mr. Vijay Kumar Choudhary**
(DIN: 00173858)
– Executive Director

**Mr. Sakti Kumar Banerjee**
(DIN: 00631772)
–Independent Director

**Mr. Hardip Singh Mann**
(DIN: 00104948)
–Independent Director

**Mr. Santimoy Dey**
(DIN: 06875452)
–Independent Director

**Mr. Hanuman Mal Choraria**
(DIN: 00018375)
–Independent Director

**Mr. Santosh Kumar Agarwala**
(DIN: 00364962)
–Independent Director

**Mr. Suryakant Balkrishna Mainak**
(DIN: 02531129)
–Independent Director

## Senior Management Team
**Mr. Anurag Choudhary**
– Chief Executive Officer

**Mr. Amit Choudhary**
– President, Projects

**Mr. Tushar Choudhary**
– President, Operations

**Mr. Kamlesh Kumar Agarwal**
– Chief Financial Officer

**Mr. Bajrang Lal Sharma**
– Company Secretary & Compliance Officer

**Dr. Soumen Chakraborty**
– President, Carbon Black Division

**Mr. Monojit Mukherjee**
– Business Head, Carbon Black Division

**Mr. Somesh Satnalika**
– Vice President, Strategy & Business Development

**Mr. Santanu Chatterjee**
– Senior Vice President, HR and Administration

## Bankers
Axis Bank Limited
Bank of Baroda
Central Bank of India
Citi Bank, N.A.
HDFC Bank
HSBC Bank
ICICI Bank Limited
IndusInd Bank Limited
IDBI Bank Limited
IDFC Bank
Kotak Mahindra Bank
RBL Bank Ltd
State Bank of India
Standard Chartered Bank
Union Bank of India
Yes Bank Limited

## Registrar & Share Transfer Agents
M/s. S.K. Infosolutions Pvt. Ltd
34/1A, Sudhir Chatterjee Street
Kolkata 700 006
Tel: (033) 2219 6797/ 4815
E-mail: contact@skcinfo.com/ skcdilip@gmail.com
Web Site: www.skcinfo.com

## Registered Office
Fortuna Tower
23-A, Netaji Subhas Road
8th Floor, Kolkata 700 001
Tel Fax : 91 (033) 22104261/62
E-mail: info@himadri.com
Web Site: www.himadri.com
CIN: L27106WB1987PLC042756

## Corporate Office
8, India Exchange Place, 2nd Floor,
Kolkata 700 001
Tel: (033) 2230-4363/ 9953
Fax: 91-033- 2230-9051

## Auditors
M/s B S R & Co. LLP
Chartered Accountants
Unit No: 603-604, 6th Floor,
Tower –I Godrej Waterside Sector- V
Salt lake City
Kolkata 700 091

## Solicitors & Advocates
M/s Aquilaw
9 Old Post Office Street
8th Floor
Kolkata 700 001

## Works
### Unit number 1
58 N.S. Road, Liluah, Howrah (W.B.)

### Unit number 2
27B Gadadhar Bhatt Road, Liluah, Howrah (W.B.)

### Mahistikry Plant
Mahistikry, P.S. – Haripal District Hooghly (W.B.)

### Visakhapatnam Unit
Ancillary Industrial Estate Visakhapatnam (A.P.)

### Korba Unit
Jhagrah, Rajgamar Colliery Korba (Chhattisgarh)

### Vapi Unit
GIDC 1st Phase, Vapi (Gujarat)

### Sambalpur Unit
Kenghati, P.O. Jayantpur,
Sambalpur 768112

### Falta (SEZ unit)
Falta Special Economic Zone
Sector - II, Vill - Simulberia, Falta,
Dist - 24 Pgs (South), West Bengal

### Windmills
1. Village Amkhel, Taluka- Sakri, District Dhule, Maharashtra

2. Village Titane, Taluka- Sakri, District Dhule, Maharashtra

### China Unit
Longkou, Shandong China

# BOARD'S REPORT

**Dear Shareholders,**

Your Directors are pleased to present the 30th Annual Report of your Company, together with the Audited Financial Statements and the Auditors' Report thereon for the financial year ended 31 March 2018.

## 1. FINANCIAL RESULTS

The financial results of the Company for the financial year ended 31 March 2018 are summarized below:

**Amount in ₹ Lakhs**

| Sl. No. | Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|---|
| | | 2017-18 | 2016-17 | 2017-18 | 2016-17 |
| I. | **Revenue from operations** | **202,152.30** | 147,125.42 | **207,184.68** | 149,008.82 |
| II. | **Other income** | **776.73** | 789.87 | **1,225.95** | 583.70 |
| III. | **Total income (I + II)** | **202,929.03** | 147,915.29 | **208,410.63** | 149,592.52 |
| IV. | **Expenses** | | | | |
| | Cost of materials consumed | **133,249.40** | 88,052.80 | **137,370.32** | 87,458.98 |
| | Changes in inventories of finished goods and work-in-progress | **(771.63)** | 645.87 | **(845.30)** | 703.09 |
| | Excise duty | **5,034.56** | 14,708.21 | **5,034.56** | 14,708.21 |
| | Employee benefits expense | **4,663.10** | 3,585.39 | **4,839.16** | 3,730.54 |
| | Finance costs | **7,042.98** | 8,047.45 | **7,044.87** | 8,157.74 |
| | Depreciation and amortisation expense | **3,141.42** | 3,097.36 | **3,323.24** | 3,278.14 |
| | Other expenses | **14,976.70** | 17,438.08 | **15,546.86** | 19,089.24 |
| | **Total expenses (IV)** | **167,336.53** | 135,575.16 | **172,313.71** | 137,125.94 |
| V. | **Profit before tax (III-IV)** | **35,592.50** | 12,340.13 | **36,096.92** | 12,466.58 |
| VI. | **Tax expenses** | | | | |
| | Current tax | **7,609.88** | 2,644.45 | **7,612.00** | 2,644.45 |
| | Deferred tax | **3,725.16** | 1,578.31 | **3,725.16** | 1,578.31 |
| VII. | **Profit for the year (V-VI)** | **24,257.46** | 8,117.37 | **24,759.76** | 8,243.82 |

## 2. PERFORMANCE HIGHLIGHTS

### i) Financial Performance - Standalone

The Company achieved total Revenue from Operations of ₹ 202,152.30 lakhs for the year ended 31 March 2018 as against ₹ 147,125.42 lakhs for the year ended 31 March 2017 represented an increase of 37.40% on account of increased volume, improved product mix and better realizations. EBITDA for the year, excluding the effect of foreign exchange fluctuation loss/ (gain) and other income was ₹ 45,000.17 lakhs as compared to ₹ 24,697.96 lakhs for the previous year. EBITDA for the year is increased by 82.20% due to increased contribution, higher utilization of capacities and operational efficiencies. During the financial year 2017-18, the Company earned a profit after tax of ₹ 24,257.46 lakhs as compared to ₹ 8,117.37 lakhs in the previous year.

### ii) Financial Performance – Consolidated

On consolidated basis, the total revenue from operations in the financial year 2017-18 increased by 39.04% to ₹ 207,184.68 lakhs from ₹ 149,008.82 lakhs in the previous year. EBITDA for the year, excluding the effect of foreign exchange fluctuation loss/ (gain) and other income, was ₹ 45,239.08 lakhs as compared to ₹ 26,131.09 lakhs for the previous year. EBITDA for the year is increased by 73.12% due to increased contribution, higher utilization of capacities and operational efficiencies. During the financial year 2017-18, the Company earned a profit after tax of ₹ 24,759.76 lakhs as compared to ₹ 8,243.82 lakhs in the previous year.

# BOARD'S REPORT (Contd.)

## 3. REDEMPTION OF DEBENTURE

The Company, on 28 June 2010, had issued 1,000 9.60% Redeemable Non-Convertible Debentures of face value of ₹ 1,000,000 each aggregating ₹ 10,000 lakhs to be redeemed at par at the end of 10 years from the date of allotment on private placement basis to ICICI Bank Limited. These debentures, as per terms of the issue, are redeemable at par on or after 7 years from the date of allotment, at the option of the either party. During the current year, the debenture holder has exercised its put option of redemption and accordingly these Non-Convertible Debentures have been fully repaid on 28 June 2017.

## 4. DEBENTURE REDEMPTION RESERVE (DRR)

In terms of Section 71(4) of the Companies Act, 2013 the Company has transferred a sum of ₹428.56 lakhs (previous year: ₹ 678.56 lakhs) to the credit of Debenture Redemption Reserve out of its current profits for the purpose of redemption of Non-Convertible Debentures issued by the Company.

## 5. DIVIDEND

The Board is pleased to recommend a Dividend of 10% (₹ 0.10 per share) on 418,407,867 equity shares of ₹ 1/- each for the financial year 2017-18 out of its current profits, subject to the approval of Members at the ensuing Annual General Meeting of your Company. The Dividend payout (including corporate dividend tax) will be ₹ 504.41 lakhs (previous year: ₹ 503.59 lakhs).

## 6. SUBSIDIARIES

The Company has an unlisted non-material wholly owned Indian subsidiary Company, Equal Commodeal Private Limited ('ECPL'). The Company also has two step down subsidiary Companies 1) AAT Global Limited in Hong Kong in which the Company holds 100% equity through its wholly owned Indian Subsidiary, 2) Shandong Dawn Himadri Chemical Industry Limited ("SDHCIL") in China, in which the Company holds 94% equity through its wholly owned subsidiary Company, AAT Global Limited.

A report on the performance and financial position of each of the aforementioned subsidiaries as per provisions of sub section (3) of Section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 in Form AOC-1 is annexed to the Annual Report and hence not repeated here for the sake of brevity.

During the financial year 2017-18, no Company has become or ceased to be a subsidiary, joint venture or associate of the Company.

## 7. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Indian Accounting Standards (IND AS) 110 - "Consolidated Financial Statements" as notified by Ministry of Corporate Affairs and as per the general instruction for preparation of consolidated financial statements given in Schedule III of the Companies Act, 2013 and in compliance with the SEBI Listing Regulations, the Company has prepared Consolidated Financial Statements. The Audited Consolidated Financial Statements along with the Auditors' Report thereon forms part of the Annual Report.

## 8. WINDMILLS

During the financial year 2017-18, the performance of the windmills at Dhule in Maharashtra remained satisfactory and it generated 3,139,620 kwh units of wind energy as compared to 3,646,615 kwh units in the previous year. The revenue generated by the windmills for the year remained at ₹ 160.24 lakhs as compared to ₹ 180.74 lakhs in previous year.

## 9. WORKING CAPITAL

The Company continued to enjoy working capital facilities under multiple banking arrangements including State Bank of India, Central Bank of India, ICICI Bank,Citibank N.A., Axis Bank Ltd, Yes Bank Ltd, IndusInd Bank Ltd, Union Bank of India, IDBI Bank Ltd, Bank of Baroda, Standard Chartered Bank, IDFC Bank, HDFC Bank, HSBC Bank, Kotak Mahindra Bank and RBL Bank Ltd. The Company has been regular in servicing these debts.

# BOARD'S REPORT (Contd.)

## 10. REVISION OF CREDIT RATING

The Credit Analysis & Research Ltd (CARE) has revised the rating assigned to the Company's various credit facilities and debt instruments during the financial year 2017-18 and those are as follows:

| Facilities | Rating |
|---|---|
| Long-term Bank Facilities | CARE A+; Stable (Single A Plus; Outlook Stable) |
| Short-term Bank Facilities | CARE A1+ (A One Plus) |
| Non-Convertible Debentures | CARE A+; Stable (Single A Plus; Outlook Stable) |
| Commercial Paper | CARE A1+ (A One Plus) |

## 11. CAPITAL EXPENDITURE

During the financial year 2017-18, the Company incurred capital expenditure on account of addition to fixed assets aggregating to ₹ 5,205.17 lakhs (including Capital work-in-progress and capital advances).

## 12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Shyam Sundar Choudhary (DIN: 00173732), the Executive Director of the Company will retire from the office by rotation, and being eligible, offer himself for re-appointment.

During the financial year, Mr. Santosh Kumar Agrawala (DIN: 00364962) and Mr. Suryakant Balkrishna Mainak (DIN: 02531129) have been appointed as Independent Directors by means of passing Special resolutions at the last Annual General Meeting of the Company.

During the financial year, Mr. Vijay Kumar Choudhary (DIN: 00173858) has been re-appointed as Whole-time Director by means of passing a Special resolution at the last Annual General Meeting of the Company.

The Board met 5 (Five) times during the financial year 2017-18 with the maximum time gap not exceeding 120 days in between two consecutive meetings.

The constitution of the Board is in compliance with the provisions of Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations.

***The brief resume and other details relating to the Directors, who are to be appointed / re-appointed as stipulated under Regulation 36(3) of the SEBI Listing Regulations, are provided in the Notice of Annual General Meeting forming part of the Annual Report.***

The number and dates of meetings held by the Board and its Committees, attendance of Directors and remuneration paid to them are given separately in the attached Corporate Governance Report in terms of Section 134(3)(b) of the Companies Act, 2013.

During the financial year 2017-18, there was no change in the Key Managerial Personnel of your Company. However, the Board of Directors at its meeting held on 29 May 2018 has expanded the list of Key Managerial Personnel by designating certain senior managerial personnel as KMP.

## 13. DECLARATION FROM INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given necessary declaration of their independence to the Board as stipulated in Section 149(6) of the Companies Act, 2013 as required in terms of Section 134(3)(d) of the Companies Act, 2013.

## 14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments that occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

## 15. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, and as per Schedule II Part C(A)(4)(a) of the SEBI Listing Regulations, your directors confirm that:

a. In the preparation of the annual accounts for the year ended 31 March 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. The Directors have selected suitable accounting policies and applied them consistently and made judgments and estimates that were reasonable and

# BOARD'S REPORT (Contd.)

prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The Directors have prepared the annual accounts on a going-concern basis;

e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and

f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

## 16. NOMINATION & REMUNERATION POLICY

The Company, pursuant to the provisions of Section 178 of the Companies Act, 2013 and in terms of Regulation 19(4) of the SEBI Listing Regulations, has a policy on Nomination and Remuneration for its Directors, Key Managerial Personnel and Senior Management which inter-alia provides for the diversity of the Board and provides the mechanism for performance evaluation of the Directors and the said policy was mended from time to time and annexed herewith and marked as **Annexure I** forming part of this report.

## 17. LOANS, INVESTMENTS AND GUARANTEE

During the financial year 2017-18, the Company has not given any loans, made investments or provided any guarantee except a loan given of ₹ 2,421.41 lakhs to one of its wholly owned subsidiary Company, Equal Commodeal Private Limited, for its business purpose. However, the details of loans, investments made or guarantee given and subsisting as on the close of the financial year 2017-18 are provided in the notes to the financial statements.

## 18. EXTRACTS OF THE ANNUAL RETURN

The extract of Annual Return for the financial year ended on 31 March 2018, as required pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form No. MGT-9 is annexed herewith and marked as **Annexure II** forming part of this report.

## 19. PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND EMPLOYEES AND RELATED DISCLOSURE

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are annexed herewith and marked as **Annexure III** and **Annexure IV** respectively forming part of this Report.

## 20. RISK MANAGEMENT (RISK ASSESSMENT AND MINIMIZATION PROCEDURE)

The Company has a Policy on Risk Management (Risk Assessment and Minimization Procedure) to identify various kinds of risk in the business of the Company. The Board and the Senior Management review the policy from time to time and take adequate steps to minimize the risk in business. There are no such risks which, in the opinion of the Board, threaten the existence of your Company. However, some of the risks which are inherent in business and type of industry in which it operates are elaborately described in the Management Discussion and Analysis forming part of this Report.

## 21. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls adopted and followed by your Company are adequate and are operating effectively which were reviewed by the Board and Audit Committee from time to time. The Board observed that during the financial year 2017-18, no material or serious observations have been received from the Internal Auditors of your Company regarding inefficiency or inadequacy of such controls.

# BOARD'S REPORT (Contd.)

## 22. EMPLOYEE STOCK OPTION PLAN (ESOP)

Your Company has adopted the Himadri Employee Stock Option Plan ("ESOP 2016") for granting of options to eligible employees of your Company as approved by the Members of your Company at the 28th Annual General Meeting held on 24 September 2016. The applicable disclosures as required under the SEBI Guidelines as amended, and the details of stock options as at 31 March 2018 under the ESOP 2016 are set out in the attached **Annexure V** and forms part of the report

**Grant of Options (Second Tranche) under "ESOP 2016"**

The Nomination and Remuneration Committee at its meeting held on 8 May 2018 has granted further options of 2,695,000 to the eligible employees in second tranche pursuant to Himadri Employee Stock Option Plan ("ESOP 2016") at an exercise price of ₹ 140/- per share. These options shall vest after 1 year, and are exercisable within a period of five years from the date of grant upon satisfaction of vesting conditions.

## 23. AUDITORS AND AUDITORS' REPORT

- **Statutory Auditors**

  M/s B S R. & Co. LLP, Chartered Accountants, (Firm registration no. 101248W/W-100022) the Statutory Auditors of the Company were re-appointed at the last Annual General Meeting held on 22 September 2017 for second term of five years commencing from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held for the financial year 2021-22, subject to ratification of the appointment at every Annual General Meeting.

  In accordance with the Companies (Amendment) Act, 2017 with effect from 7 May 2018, the ratification of appointment of Statutory Auditors at every Annual General Meeting has been done away with, therefore the necessary resolution seeking consent of the members for ratification of appointment of statutory auditors will not be placed at the ensuing Annual General Meeting of the Company.

  The Auditors' Report and notes to the financial statements are self-explanatory and therefore do not call for any further explanation.

- **Secretarial Auditor**

  Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed M/s MKB & Associates, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report, pursuant to Section 204(1) of the Companies Act, 2013, for the financial year ended 31 March 2018 is given in **Annexure VI** attached hereto and forms part of this Report.

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

- **Cost Auditor**

  Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors at its meeting held on 29 May 2018, and upon recommendation of the Audit Committee, appointed Mr. Sambhu Banerjee, Cost Accountant, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19. The Company has received necessary consent from Mr. Sambhu Banerjee, Cost Accountant, to act as the Cost Auditor of the Company for the financial year 2018-19 along with the certificate confirming that his appointment would be within the limit as applicable.

  As required under the Act, the remuneration payable to Cost Auditor is required to be ratified by the Members of the Company at the ensuing Annual General Meeting. Accordingly a Resolution seeking approval of members for ratification of payment of remuneration is included in the Notice convening the Annual General Meeting of the Company.

# BOARD'S REPORT (Contd.)

## 24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism / Whistle Blower Policy in terms of Section 177 of the Companies Act, 2013 and as per Regulation 22 of the SEBI Listing Regulations for the employees to report their grievances / concerns about instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct by means of Protected Disclosure to the Vigilance Officer or the Chairman of the Audit Committee.

The vigil mechanism / whistle blower policy may be accessed on the Company's website at the link: https://www.himadri.com/pdf/corporate_governance/policy_on_vigil_mechanism.pdf

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

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year 31 March 2018, as required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014, is annexed herewith and marked as **Annexure VII** forming part of this Report.

## 26. RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on the Materiality of and Dealing with Related Party Transactions in terms of Regulation 23 of the SEBI Listing Regulations and the said Policy is posted on the Website of the Company and during the financial year 2017-18 there were no transactions with related parties which qualify as material transactions under the SEBI Listing Regulations.

All the Related Party Transactions entered into by the Company during the financial year were in ordinary course of business and on arm's length basis. There have been no materially significant related party transactions between the Company and its related parties except Wholly Owned Subsidiaries. The details of the related party transactions are disclosed as per Indian Accounting Standard (IND AS) – 24 and set out in note 40 to the Standalone financial statements forming part of this annual report.

The disclosure of material related party transactions entered in the ordinary course of business during the financial year 2017-18 with its wholly owned subsidiary company as required to be made under Section 134(3)(h) read with Section 188 (2) of the Companies Act, 2013 in form AOC-2 is given in **Annexure VIII** forming the part of this report.

## 27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board in compliance with the provisions of Section 135(1) of the Companies Act, 2013 and rules made thereunder has a Committee to be known as CSR Committee constituted by Mr. Santimoy Dey, Independent Non-executive Director, Mr. Sakti Kumar Banerjee, Independent Non-executive Director and Mr. Shyam Sundar Choudhary, Executive Director of the Company as its members. The CSR policy has been placed on the Website of the Company and can be accessed through the link: https://www.himadri.com/pdf/corporate_governance/policy_on_corporate_social_responsibility.pdf

During the financial year 2017-18 the Company was required to expend a sum of ₹ 57.07 lakhs towards CSR expenditure pursuant to Company's CSR Policy, however, the Company could expend a sum of ₹ 33.03 lakhs and there was a shortfall of ₹ 24.04 lakhs.

The Company's CSR initiatives usually involve setting up the foundation of various programs on a small scale, to get experience from on-ground realities and to get feedback from the concerned community, and then putting an enhanced sustainable model to ensure maximum benefit to the community. The CSR Committee has been continuously focused on providing social benefits to the society in its true sense and the shortfall will be added to the CSR expenditure for the current financial year.

# BOARD'S REPORT (Contd.)

The Annual Report on CSR activities in terms of Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith and marked as **Annexure IX** forming part of this report.

## 28. ANNUAL EVALUATION OF THE MEMBERS OF THE BOARD

The Board, upon recommendation of the Nomination and Remuneration Committee and as per the criteria and manner provided for the annual evaluation of each member of the Board and its Committees, has evaluated the performance of the entire Board, its Committees and individual directors. All the members of the Board and its Committees met the criteria of performance evaluation as set out by the Nomination and Remuneration Committee.

## 29. PUBLIC DEPOSIT

During the financial year 2017-18, the Company has not accepted any deposits from public within the meaning of Section 73 and Section 74 of the Companies Act, 2013, therefore the disclosure pursuant to Rule 8 (5)(v) & (vi) of Companies (Accounts) Rules, 2014, is not applicable to the Company.

## 30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There were no significant and material orders passed by any Regulatory authority or Courts or Tribunals impacting the going concern status and Company's operation in future, therefore the disclosure under rule 8 (5)(vii) of Companies (Accounts) Rules, 2014, is not applicable to the Company.

## 31. TRANSFER OF UNCLAIMED DIVIDEND TO IEPF

During the financial year 2017-18, the Company pursuant to provision of Section 124 of the Companies Act, 2013 has transferred a sum of ₹ 488,148 to the Investor Education & Protection Fund, the amount of dividend which was unclaimed/unpaid for a period of seven years for the financial year 2009-10. The Company sends reminder letters to the Shareholders from time to time for claiming their unpaid dividend.

## 32. TRANSFER OF SHARES TO IEPF

The Company pursuant to the provisions of Section 124(6) of the Companies Act, 2013 has transferred 2,538,240 shares to the credit of IEPF Account of those shareholders whose dividend remained unclaimed for a consecutive period of seven years from the financial year 2008-09.

## 33. CORPORATE GOVERNANCE

In terms of the provisions of Regulation 34(3) of the SEBI Listing Regulations, the Corporate Governance Report together with a certificate from a Practising Company Secretary confirming compliance, is annexed herewith and marked as **Annexure X** forming part of this report.

## 34. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required under Schedule V of the SEBI Listing Regulations forms an integral part of this report.

## 35. COMMITTEE ON BUSINESS RESPONSIBILITY REPORTING

Himadri is deeply committed to growing the business responsibly with a long-term perspective, as well as to the nine principles enshrined in the National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business, as notified by the Ministry of Corporate Affairs, Government of India, in July 2011.

The Board has constituted a "Business Responsibility Report (BRR) Committee" on 29 May 2018, consisting of 1) Mr. Anurag Choudhary, CEO 2) Mr. Kamlesh Kumar Agarwal - CFO 3) Mr. Monojit Mukherjee, Business Head (CBD) 4) Mr. Somesh Satnalika, Senior Vice President (Strategy & Business Development).

# BOARD'S REPORT (Contd.)

**Scope of the Committee**

- To review the BRR Policy from time to time and to make modifications required if any;
- To monitor the preparation of the BRR Reporting in the format as prescribed by the SEBI;
- To do all other acts and things which are incidental to the BRR Reporting;

The Board shall review the performance of the Committee as well as BRR Policy on annual basis.

## 36. BUSINESS RESPONSIBILITY REPORT (BRR)

The Business Responsibility Report (BRR) of the Company as required pursuant to the Regulation 34 (f) of the SEBI Listing Regulations, annexed herewith and marked as **Annexure XI** forming part of this report and the same is also available at Company's website at www.himadri.com

## 37. LISTING ON STOCK EXCHANGES

The Company's 418,407,867 equity shares of ₹ 1/- each are continued to be listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has remitted the listing fee to these stock exchanges, up to date.

The Non-Convertible Debentures (NCD) issued by the Company on private placement basis aggregating ₹ 15,000 lakhs continue to be listed at BSE and the Company has been regular in the remittance of the listing fee to the concerned exchange for such debentures.

## 38. DEMATERIALISATION OF SHARES

There were 413,420,772 equity shares of the Company held by the shareholders in dematerialised form as on 31 March 2018, representing 98.81% of the total paid-up share capital of the Company consisting of 418,407,867 equity shares of ₹ 1/- each.

The Company's equity shares are compulsorily required to be traded in dematerialised form; therefore, members are advised to expedite the process of converting the physical shareholding into dematerialised form through their D/P(s).

## 39. E-VOTING FACILITY AT AGM

In terms of Regulation 44 of SEBI Listing Regulations and in compliance with the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21(1) (a) to (h) of the Companies (Management and Administration) Rules, 2014 (as amended), the Items of Business specified in the Notice convening the 30th Annual General Meeting of the Company may be transacted through electronic voting system and for this purpose the Company is providing e-Voting facility to its' members whose names will appear in the register of members as on the cut-off date (fixed for the purpose), for exercising their right to vote by electronic means through the e-Voting platform to be provided by National Securities Depository Limited (NSDL). The detailed process and guidelines for e-voting has been provided in the notice convening the meeting.

## 40. INTERNAL COMPLAINT COMMITTEE

The Company has an Internal Complaint Committee as required to be formed under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder which were notified on 9 December 2013.

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

# BOARD'S REPORT (Contd.)

During the financial year 2017-18, the committee submitted its Annual Report as prescribed in the said Act and there was no complaint as regards sexual harassment received by the Committee during the year.

## 41. AWARDS & RECOGNITIONS

The Company received the Global Recognition at the League of American Communication Professionals and its annual report has been ranked 22nd among the top 100 Annual Reports globally and the Company has also been Conferred Platinum Award in the core industry group. In addition, the Company has been recognised for Awards & Achievements as follows:

- 18th Annual Greentech Environment Award
- World's 100 Greatest Brands 2017-18 Asia & GCC
- Mr. Anurag Choudhary, CEO, recognized as "World's 100 Greatest Leaders 2017-18"
- Mr. Anurag Choudhary, CEO, received Asia Pacific Entrepreneurship Awards (APEA) India
- Recognized as Star Export House by Ministry of Commerce, Govt. of India
- India's Best Company of the Year Award 2017
- 16th Annual Greentech Safety Award

## 42. ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for the continued support and cooperation extended to the Company by its bankers, customers, vendors, suppliers, dealers, investors, business associates, all the stakeholders, shareholders, debenture holders and various departments of the State and the Central Government.

Your directors also express their thanks to all the employees and officers of the Company for their dedication and hard work and for achieving excellent growth of the Company.

**For and on behalf of the Board**

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
(DIN: 00173792)

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
(DIN: 00173732)

Place: Kolkata
Date: 29 May 2018

# ANNEXURE I
**of the Board's Report**

## Nomination & Remuneration Policy of the Company

### I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations'), the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted the Committee comprising of three non-executive Independent Directors as required under Listing Regulations. In order to comply with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 13 November 2013 changed of the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and further the same was re-constituted on 11 August 2014 with three non-executive Independent Directors as Member of the Committee. The Committee has reviewed and formulated "Remuneration Policy" in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the applicable rules thereto and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations').

Section 178 of the Companies Act, 2013, inter-alia provides that the Committee shall formulate the criteria for determining qualifications, positive attitudes and independence of a Director and recommend to the Board a policy relating to remuneration for Directors, Key Managerial Personnel (KMP) and other employees;

The Remuneration Policy of Himadri Speciality Chemical Ltd (Formerly Known as Himadri Chemicals & Industries Limited) and its subsidiaries (the "Company"), is designed to attract, motivate and retain quality people in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to Directors, Key Managerial Personnel and other employees of the Company as per the provisions of the Companies Act, 2013.

### II. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI Listing Regulations and/or any other SEBI Regulations as amended from time to time.

### III. OBJECTIVE

a) To make recommendations to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;

b) To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

c) To evaluate the performance of the members of the Board and provide necessary reports to the Board for further evaluation and to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

d) To make recommendations to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management and to ensure that such remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

### IV. DEFINITIONS:

"**Board**" means Board of Directors of the Company.

"**Company**" means "Himadri Speciality Chemical Ltd (Formerly Known as Himadri Chemicals & Industries Limited)"

# ANNEXURE I
**of the Board's Report (Contd.)**

"**Employees' Stock Option**" means the option given to the directors, officers or employees of a Company or of its holding Company or subsidiary Company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

"**Independent Director**" means a director referred to in Section 149 (6) of the Companies Act, 2013 and in Regulation 16 of SEBI Listing Regulations;

"**Key Managerial Personnel**" (KMP) means persons referred to in Section 2(51) of Companies Act, 2013;

(i) Chief Executive Officer or the Managing Director or the Manager;

(ii) Company Secretary;

(iii) Whole-time Director;

(iv) Chief Financial Officer;

(v) Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(vi) Such other officer as may be prescribed.

**"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.

**"Policy or This Policy"** means, "Nomination and Remuneration Policy."

**"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**"Service rules/HR Policy"** means "Service Rules/HR Policy" as framed by the Management which are applicable to all employees, may be amended or modified form time to time by the management.

[2]"**Senior Management**" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer:

An Organisational Chart defining the Core Management Team and managerial personnel "one Level below the chief executive officer/ managing director/whole time director/ manager" is annexed hereto forming the part of this policy and marked as **Annexure "A"**.

## V. APPOINTMENT AND REMOVAL:

### A. Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on

# ANNEXURE I
**of the Board's Report (Contd.)**

the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**B. Term / Tenure:**

1. **Managing Director/Whole time Director/Executive Director/Manager:** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

   No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October 2014 or such other date as may be determined by the Committee as per regulatory requirement, he/she shall be eligible for appointment for one more term of 5 years only.

   At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Executive Director of a listed Company.

**C. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

**D. Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Managing Director / Executive Director / Whole Time director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations made thereunder and Service rules/HR Policy of the Company as prevalent at that time.

**E. Retirement:**

The Managing Director / Executive Director / Whole Time director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Managing Director / Executive Director / Whole Time director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to such approvals as may be required in this regard.

## VI. PROVISIONS RELATING TO REMUNERATION:

**A. General:**

1. The remuneration / compensation / commission etc. to Managing Director, Executive / Whole Time Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board

# ANNEXURE I
**of the Board's Report (Contd.)**

for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managing Director, Executive/ Whole Time Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and in accordance with and subject to the relevant provisions of the Articles of Association of the Company.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Executive/ Whole Time Directors , KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

**B. Remuneration to Non-Executive / Independent Director:**

1. Remuneration / Commission: The Committee may recommend the payment of remuneration / commission in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
4. Stock Options: An Independent Director shall not be entitled to any stock option of the Company.

**C. Executive / Whole Time Director**

**1. Appointment/Re-appointment, Remuneration and Terms and Conditions:**

Appointment and Re-appointment, if any, of Executive Directors/ Whole Time Directors including remuneration and other terms and conditions thereof shall be in accordance with the provisions of Section 196, 197 of the Companies Act, 2013 read with Schedule V appended thereto. The Committee will recommend the appointment or re-appointment, if any, of any of the Executive/ Whole time Directors to the Board and same will be approved by the shareholders at General meetings by passing the necessary resolution in terms of provisions of Companies act, 2013.

The components of remuneration package may include the following:

- Basic Pay
- Allowances
- LTA
- Any other perks and benefits.

**2. Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are

# ANNEXURE I
**of the Board's Report (Contd.)**

inadequate, the Company shall pay remuneration to its Executive/ Whole Time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. **Over all Maximum Managerial Remuneration**

The total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole Time Directors and its Managers in respect of any financial year shall not exceed 11% of the net profit of the Company for that financial year calculated in the manner as laid down in Section 198 of Companies Act. 2013 except that the Remuneration of the Directors shall not be Deducted from the Gross profit.

In the event of Payment of Remuneration exceeding 11% of net profit necessary formalities to be complied with as per the said Act.

4. **Provisions for excess remuneration**

If any Executive/ Whole Time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## D. Key Managerial Personnel and Senior Management

Remuneration of KMP and Senior Management Personnel is proposed by the Company's Nomination and Remuneration Committee and subsequently approved by the Board of Directors. The remuneration is evaluated annually against performance of the Company, individual performance/ contribution and decides Remuneration rationally. The remuneration of KMP and Senior Management Personnel may comprise of the following:

- A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- Special pay
- Variable pay linked with Performance in respect of certain positions
- Allowances (HRA, Conveyance etc.)
- LTA
- Perquisite and benefits
- Coverage on Mediclaim
- Retirement benefits including Superannuation

The KMP (s) and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

# ANNEXURE I
**of the Board's Report (Contd.)**

### [2]VII. POLICY ON DIVERSITY OF BOARD:

The Board of Directors shall have the optimum combination of executive and non-executive Directors including Independent Directors from the different fields like Planning, Strategy, Production, Management, Engineering, Quality Assurance, Finance & Accountancy, Legal, Sales and Marketing, Supply chain, Research and Development, Human Resources etc., or as may be considered appropriate by the Committee from time to time.

The Board shall have at least one member who has accounting or related financial management expertise and at least three members who are financially literate. And the Board should have at least one woman director as its member.

### VIII. ASSISTANCE FROM OUTSIDE AGENCY

The committee may take the assistance of External expert/agency as and when required to ensure that recommendations are based on rationale as also parameter to judge the performance level through a process.

### IX. AMENDMENT / REVISION

Any policy including Remuneration Policy is dynamic concept. Hence it will be reviewed periodically & bring changes/ amendment as and when required based on business need, benchmark with comparable Industries and any other factors relevant in the context of formulation of Remuneration Policy that has direct linkage between business growth & attract, retain & motivate people on sustainable basis.

### X. DISCLOSURE OF INFORMATION

Information as required in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Company (Appointment & Remuneration) Rules, 2014 shall be disclosed in the Board in the manner as provided therein.

[1]Amended by the Nomination and Remuneration Committee at its meeting held on 26 March 2015

[2]Amended by the Nomination and Remuneration Committee at its meeting held on 08 May 2018

**ANNEXURE – A***

(One Level below the Executive Directors including functional heads)

Himadri Speciality Chemical Ltd

(Formerly Known as HIMADRI CHEMICALS & INDUSTRIES LIMITED)

**EXECUTIVE DIRECTORS**

↓

**Senior Management / Core Management Team**

↓

- Chief Executive Officer (CEO)
- President - Projects
- President - Operations
- Chief Financial Officer (CFO)
- Business Head - Carbon Black Division
- Vice President - Strategy & Business Development
- President - Carbon Black Division
- Senior Vice President - HR and Administration
- Company Secretary & Compliance Officer

***Amended with effect from 8 May 2018**

# ANNEXURE II
**of the Board's Report**

## FORM NO. MGT- 9

## EXTRACT OF ANNUAL RETURN

**as on the financial year ended on 31 March 2018**

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

## I. REGISTRATION AND OTHER DETAILS:

| | | | |
|---|---|---|---|
| i) | CIN | : | L27106WB1987PLC042756 |
| ii) | Registration Date | : | 28 July 1987 |
| iii) | Name of the Company | : | Himadri Speciality Chemical Ltd |
| iv) | Category / Sub-Category of the Company | : | Public Company / Limited by shares |
| v) | Address of the Registered office and contact details | : | 23A, Netaji Subhas Road, 8th Floor, Suite No 15, Kolkata – 700001, Ph: 033-22309953, website: www.himadri.com |
| vi) | Whether Listed Company | : | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent | : | M/s S. K. Infosolutions Pvt. Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata – 700006,<br>**Contact Person**<br>Dilip Bhattacharya<br>Ph: 033-22196797/4815,<br>email: skcdilip@gmail.com |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to Total Turnover of the Company |
|---|---|---|---|
| 1 | Carbon Materials & Chemicals | 23999 | 91.00% |

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

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---|---|---|---|---|---|
| 1 | Equal Commodeal Private Limited – 72/4, Shambhu Nath Pandit Street, Kolkata – 700025 | U51909WB2011PTC160507 | Subsidiary | 100% | 2 (87)(ii) |
| 2 | AAT Global Limited – Suite 1101, 11/F, Supreme House, 2A Hart Avenue, Tsim Sha Tsui, Kowloon, Hong Kong | N.A. | Subsidiary | 100%[1] | 2 (87)(ii) |
| 3 | Shandong Dawn Himadri Chemical Industry Limited<br>No. 368, North Heping Road,<br>Longkou Economic Development Zone, Longkou City. China – 265700 | N.A. | Subsidiary | 94%[2] | 2 (87)(ii) |

[1] Holding through Equal Commodeal Private Limited

[2] Holding through AAT Global Limited

# ANNEXURE II
**of the Board's Report (Contd.)**

## IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

### (i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1 April 2017] | | | | No. of Shares held at the end of the year [As on 31 March 2018] | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. PROMOTER AND PROMOTER GROUP** | | | | | | | | | |
| **(1) Indian** | | | | | | | | | |
| a) Individual/ HUF | 12728600 | - | 12728600 | 3.04 | 12728600 | - | 12728600 | 3.04 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 192086607 | - | 192086607 | 45.91 | 192086607 | - | 192086607 | 45.91 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| **Sub Total (A)(1)** | **204815207** | **-** | **204815207** | **48.95** | **204815207** | **-** | **204815207** | **48.95** | **-** |
| **(2) Foreign** | | | | | | | | | |
| a) Individual/ NRI | - | - | - | - | - | - | - | - | - |
| b) Government | - | - | - | - | - | - | - | - | - |
| c) Institutions | - | - | - | - | - | - | - | - | - |
| d) Foreign Portfolio Investors | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| **Sub Total (A)(2)** | - | - | - | - | **-** | **-** | **-** | **-** | **-** |
| **Total shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)** | **204815207** | **-** | **204815207** | **48.95** | **204815207** | **-** | **204815207** | **48.95** | **-** |
| **B. PUBLIC SHAREHOLDING** | | | | | | | | | |
| **(1) Institutions** | | | | | | | | | |
| a) Mutual Funds | - | 3000 | 3000 | 0.00 | 2251551 | - | 2251551 | 0.54 | 0.54 |
| b) Banks / FI | 379927 | 15000 | 394927 | 0.09 | 353888 | 3000 | 356888 | 0.08 | (0.01) |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Foreign Portfolio | 2785693 | - | 2785693 | 0.67 | 9025905 | - | 9025905 | 2.16 | 1.49 |
| g) Insurance Companies | - | - | - | - | - | - | - | - | - |
| h) FIIs | - | - | - | - | - | - | - | - | - |
| i) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| j) Others (specify) Foreign Institutional | 241447 | - | 241447 | 0.06 | - | - | - | - | (0.06) |
| **Sub Total (B)(1):-** | **3407067** | **18000** | **3425067** | **0.82** | **11631344** | **3000** | **11634344** | **2.78** | **1.96** |

# ANNEXURE II
**of the Board's Report (Contd.)**

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1 April 2017] | | | | No. of Shares held at the end of the year [As on 31 March 2018] | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (2) Cent Govt/State Govt/ President of India | - | - | - | - | - | - | - | - | - |
| **Sub Total (B)(2):-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| (3) Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 33243867 | 162800 | 33406667 | 7.98 | 26449822 | 80000 | 26529822 | 6.34 | (1.64) |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs | 34775654 | 7814455 | 42590109 | 10.18 | 49031583 | 4904095 | 53935678 | 12.89 | 2.71 |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs | 29732707 | - | 29732707 | 7.11 | 13118759 | - | 13118759 | 3.14 | (3.97) |
| c) Others | | | | | | | | | |
| IEPF | - | - | - | - | 2538240 | - | 2538240 | 0.61 | 0.61 |
| Trustees | - | - | - | - | - | - | - | - | - |
| Non Resident Indians | 960375 | - | 960375 | 0.23 | 1918720 | - | 1918720 | 0.46 | 0.23 |
| Overseas Corporate Bodies | 103178860 | - | 103178860 | 24.66 | 103178860 | - | 103178860 | 24.66 | - |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Clearing Members | 298875 | - | 298875 | 0.07 | 738237 | - | 738237 | 0.17 | 0.10 |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Bodies - DR | - | - | - | - | - | - | - | - | - |
| **Sub Total (B)(3):-** | **202190338** | **7977255** | **210167593** | **50.23** | **196974221** | **4984095** | **201958316** | **48.27** | **(1.96)** |
| **Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)** | **205597405** | **7995255** | **213592660** | **51.05** | **208605565** | **4987095** | **213592660** | **51.05** | **-** |
| **C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS** | - | - | - | - | - | - | - | - | - |
| **Grand Total (A+B+C)** | **410412612** | **7995255** | **418407867** | **100.00** | **413420772** | **4987095** | **418407867** | **100.00** | **-** |

# ANNEXURE II
**of the Board's Report (Contd.)**

## (ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (As on 1 April 2017) | | | Shareholding at the end of the year (As on 31 March 2018) | | | % change in share holding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | %of Shares Pledged / encumbered to total shares | |
| 1 | Mr. Damodar Prasad Choudhary | 1484280 | 0.35 | - | 1484280 | 0.35 | - | - |
| 2 | Mr. Bankey Lal Choudhary | 1484280 | 0.35 | - | 1484280 | 0.35 | - | - |
| 3 | Mr. Vijay Kumar Choudhary | 3266640 | 0.78 | - | 3266640 | 0.78 | - | - |
| 4 | Mr. Shyam Sundar Choudhary | 3234280 | 0.77 | - | 3234280 | 0.77 | - | - |
| 5 | Ms. Sushila Devi Choudhary | 850000 | 0.20 | - | 850000 | 0.20 | - | - |
| 6 | Ms. Saroj Devi Choudhary | 822850 | 0.20 | - | 822850 | 0.20 | - | - |
| 7 | Ms. Sheela Devi Choudhary | 763420 | 0.18 | - | 763420 | 0.18 | - | - |
| 8 | Ms. Kanta Devi Choudhary | 822850 | 0.20 | - | 822850 | 0.20 | - | - |
| 9 | Himadri Dyes & Intermediates Ltd | 98284310 | 23.49 | - | 98284310 | 23.49 | - | - |
| 10 | Himadri Credit & Finance Ltd | 9487000 | 2.27 | - | 9487000 | 2.27 | - | - |
| 11 | Himadri Industries Ltd | 46140000 | 11.03 | - | 46140000 | 11.03 | - | - |
| 12 | Himadri Coke & Petro Ltd | 38175297 | 9.13 | - | 38175297 | 9.13 | - | - |
| **TOTAL** | | **204815207** | **48.95** | **-** | **204815207** | **48.95** | **-** | **-** |

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

| Sl. No. | | Shareholding at the beginning of the year (As on 1 April 2017) | | Cumulative Shareholding during the year (1 April 2017 – 31 March 2018) | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 1 | At the beginning of the year | 204815207 | 48.95 | - | - |
| | Nil changes during the year* | - | - | - | - |
| | At the end of the year | - | - | 204815207 | 48.95 |
| | | | | | |

*There is no change in the shareholding of promoters during the financial year 2017-18.

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

| Sl. No. | Name of the Shareholders | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|
| | | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1 | BC India Investments | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 103178860 | 24.66 | - | - |
| | Increase / (Decrease) in Shareholding during the year | - | - | - | - | - | - |
| | At the end of the year | 31-03-2018 | - | - | - | 103178860 | 24.66 |
| 2 | Chaturvedi Advisory Services LLP | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 10000000 | 2.39 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 19-05-2017 | Sell | (800000) | (0.19) | 9200000 | 2.20 |
| | | 08-12-2017 | Sell | (107811) | (0.03) | 9092189 | 2.17 |
| | | 15-12-2017 | Sell | (14079) | (0.00) | 9078110 | 2.17 |
| | | 22-12-2017 | Sell | (34485) | (0.01) | 9043625 | 2.16 |
| | | 30-03-2018 | Sell | (198769) | (0.05) | 8844856 | 2.11 |
| | At the end of the year | 31-03-2018 | - | - | - | 8844856 | 2.11 |

# ANNEXURE II
**of the Board's Report (Contd.)**

| Sl. No. | Name of the Shareholders | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|
| | | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 3 | Dilip Kumar Lakhi | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 9850878 | 2.35 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 07-04-2017 | Sell | (202500) | (0.04) | 9648378 | 2.31 |
| | | 28-04-2017 | Sell | (165000) | (0.04) | 9483378 | 2.27 |
| | | 05-05-2017 | Sell | (130826) | (0.03) | 9352552 | 2.24 |
| | | 12-05-2017 | Sell | (144000) | (0.04) | 9208552 | 2.20 |
| | | 19-05-2017 | Sell | (72000) | (0.02) | 9136552 | 2.18 |
| | | 16-06-2017 | Sell | (70142) | (0.02) | 9066410 | 2.16 |
| | | 23-06-2017 | Sell | (96000) | (0.02) | 8970410 | 2.14 |
| | | 30-06-2017 | Sell | (154000) | (0.03) | 8816410 | 2.11 |
| | | 21-07-2017 | Sell | (150336) | (0.04) | 8666074 | 2.07 |
| | | 28-07-2017 | Sell | (58950) | (0.01) | 8607124 | 2.06 |
| | | 04-08-2017 | Sell | (46000) | (0.01) | 8561124 | 2.05 |
| | | 25-08-2017 | Sell | (270000) | (0.06) | 8291124 | 1.99 |
| | | 01-09-2017 | Sell | (500000) | (0.12) | 7791124 | 1.87 |
| | | 08-09-2017 | Sell | (121367) | (0.03) | 7669757 | 1.84 |
| | | 22-09-2017 | Sell | (735203) | (0.18) | 6934554 | 1.66 |
| | | 29-09-2017 | Sell | (75000) | (0.02) | 6859554 | 1.64 |
| | | 06-10-2017 | Sell | (645000) | (0.15) | 6214554 | 1.49 |
| | | 13-10-2017 | Sell | (215818) | (0.05) | 5998736 | 1.44 |
| | | 03-11-2017 | Sell | (105000) | (0.03) | 5893736 | 1.41 |
| | | 05-01-2018 | Sell | (24407) | (0.01) | 5869329 | 1.40 |
| | | 12-01-2018 | Sell | (160000) | (0.04) | 5709329 | 1.36 |
| | At the end of the year | 31-03-2018 | - | - | - | 5709329 | 1.36 |
| 4 | HSBC Global Investment Funds - Asia Ex Japan Equity Smaller Companies# | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | - | - | - | - |
| | Increase / (Decrease) in Shareholding during the year | 13-10-2017 | Buy | 564478 | 0.13 | 564478 | 0.13 |
| | | 20-10-2017 | Buy | 33523 | 0.01 | 598001 | 0.14 |
| | | 27-10-2017 | Buy | 718145 | 0.17 | 1316146 | 0.31 |
| | | 03-11-2017 | Buy | 718595 | 0.17 | 2034741 | 0.48 |
| | | 10-11-2017 | Buy | 652071 | 0.16 | 2686812 | 0.64 |
| | | 08-12-2017 | Buy | 328144 | 0.08 | 3014956 | 0.72 |
| | | 09-02-2018 | Buy | 248376 | 0.06 | 3263332 | 0.78 |
| | | 16-02-2018 | Buy | 1082 | 0.00 | 3264414 | 0.78 |
| | At the end of the year | 31-03-2018 | - | - | - | 3264414 | 0.78 |
| 5 | Investor Education and Protection Fund (IEPF)# | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | - | - | - | - |
| | Increase / (Decrease) in Shareholding during the year | 22-12-2018 | Transfer | 2538240 | 0.61 | 2538240 | 0.61 |
| | At the end of the year | 31-03-2018 | - | - | - | 2538240 | 0.61 |
| 6 | Vallabh Roopchand Bhanshali | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 2854220 | 0.68 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 21-07-2017 | Sell | (267745) | (0.06) | 2586475 | 0.62 |
| | | 29-09-2017 | Sell | (100000) | (0.02) | 2486475 | 0.60 |
| | | 19-01-2018 | Sell | (120000) | (0.03) | 2366475 | 0.57 |
| | At the end of the year | 31-03-2018 | - | - | - | 2366475 | 0.57 |

# ANNEXURE II
**of the Board's Report (Contd.)**

| Sl. No. | Name of the Shareholders | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|
| | | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 7 | Ecap Equities Limited | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 2098700 | 0.50 | - | - |
| | Increase / (Decrease) in Shareholding during the year | - | - | - | - | - | - |
| | At the end of the year | 31-03-2018 | - | - | - | 2098700 | 0.50 |
| 8 | Anant Udyog LLP# | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | - | - | - | - |
| | Increase / (Decrease) in Shareholding during the year | 07-07-2017 | Buy | 1410513 | 0.34 | 1410513 | 0.34 |
| | | 11-08-2017 | Buy | 5000 | 0.00 | 1415513 | 0.34 |
| | | 18-08-2017 | Buy | 10000 | 0.00 | 1425513 | 0.34 |
| | | 15-09-2017 | Buy | 5487 | 0.00 | 1431000 | 0.34 |
| | | 29-09-2017 | Sell | (20000) | (0.00) | 1411000 | 0.34 |
| | | 06-10-2017 | Sell | (20000) | (0.01) | 1391000 | 0.33 |
| | | 27-10-2017 | Buy | 10000 | 0.00 | 1401000 | 0.33 |
| | | 08-12-2017 | Buy | 5000 | 0.00 | 1406000 | 0.33 |
| | | 15-12-2017 | Buy | 5000 | 0.00 | 1411000 | 0.33 |
| | | 22-12-2017 | Buy | 10000 | 0.01 | 1421000 | 0.34 |
| | | 25-01-2018 | Buy | 5000 | 0.00 | 1426000 | 0.34 |
| | | 02-02-2018 | Buy | 6917 | 0.00 | 1432917 | 0.34 |
| | | 09-02-2018 | Buy | 59083 | 0.02 | 1492000 | 0.36 |
| | | 02-03-2018 | Buy | 5000 | 0.00 | 1497000 | 0.36 |
| | | 09-03-2018 | Buy | 18000 | 0.00 | 1515000 | 0.36 |
| | | 16-03-2018 | Buy | 25000 | 0.01 | 1540000 | 0.37 |
| | At the end of the year | 31-03-2018 | - | - | - | 1540000 | 0.37 |
| 9 | Manek Bhanshali | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 2616400 | 0.63 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 14-08-2017 | Sell | (764835) | (0.18) | 1851565 | 0.45 |
| | | 30-09-2017 | Sell | (224770) | (0.06) | 1626795 | 0.39 |
| | | 25-01-2018 | Sell | (200000) | (0.05) | 1426795 | 0.34 |
| | At the end of the year | 31-03-2018 | - | - | - | 1426795 | 0.34 |
| 10 | Enam Investment & Services Pvt Ltd. | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 1740990 | 0.42 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 04-08-2017 | Sell | (324283) | (0.08) | 1416707 | 0.34 |
| | At the end of the year | 31-03-2018 | - | - | - | 1416707 | 0.34 |
| 11 | Bajaj Allianz Life Insurance Company Ltd* | | | | | | |
| | At the beginning of the year | 01-04-2017 | | 1598047 | 0.38 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 28-04-2017 | Buy | 1000000 | 0.24 | 2598047 | 0.62 |
| | | 05-05-2017 | Buy | 316352 | 0.08 | 2914399 | 0.70 |
| | | 12-05-2017 | Buy | 396087 | 0.09 | 3310486 | 0.79 |
| | | 19-05-2017 | Sell | (60000) | (0.01) | 3250486 | 0.78 |
| | | 26-05-2018 | Sell | (199630) | (0.05) | 3050856 | 0.73 |
| | | 23-06-2017 | Sell | (100000) | (0.02) | 2950856 | 0.71 |
| | | 30-06-2017 | Sell | (41114) | (0.01) | 2909742 | 0.70 |
| | | 07-07-2017 | Sell | (77650) | (0.02) | 2832092 | 0.68 |

# ANNEXURE II
**of the Board's Report (Contd.)**

| Sl. No. | Name of the Shareholders | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|
| | | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| | | 14-07-2017 | Sell | (220000) | (0.05) | 2612092 | 0.63 |
| | | 21-07-2017 | Sell | (80000) | (0.02) | 2532092 | 0.61 |
| | | 28-07-2017 | Sell | (200000) | (0.05) | 2332092 | 0.56 |
| | | 04-08-2017 | Sell | (416000) | (0.10) | 1916092 | 0.46 |
| | | 11-08-2017 | Sell | (200000) | (0.05) | 1716092 | 0.41 |
| | | 15-09-2017 | Sell | (35000) | (0.01) | 1681092 | 0.40 |
| | | 22-09-2017 | Sell | (220000) | (0.05) | 1461092 | 0.35 |
| | | 13-10-2017 | Sell | (210000) | (0.05) | 1251092 | 0.30 |
| | | 27-10-2017 | Sell | (100000) | (0.02) | 1151092 | 0.28 |
| | | 03-11-2017 | Sell | (400000) | (0.10) | 751092 | 0.18 |
| | | 10-11-2017 | Sell | (300000) | (0.07) | 451092 | 0.11 |
| | | 01-12-2017 | Sell | 9301092) | (0.07) | 150000 | 0.04 |
| | | 08-12-2017 | Sell | (150000) | (0.04) | 0 | 0.00 |
| | At the end of the year | 31-03-2018 | | - | - | - | - |
| 12 | Anant Udyog Private Limited* | | | | | | |
| | At the beginning of the year | 01-04-2017 | - | 1410513 | 0.34 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 07-07-2017 | Sell | (1410513) | (0.34) | 0 | 0.00 |
| | At the end of the year | 31-03-2018 | - | - | - | - | - |
| 13 | Avr Investment Advisors LLP* | | | | | | |
| | At the beginning of the year | 01-04-2017 | | 1234000 | 0.29 | - | - |
| | Increase / (Decrease) in Shareholding during the year | 19-05-2017 | Sell | (74000) | (0.02) | 1160000 | 0.27 |
| | | 07-07-2017 | Buy | 15000 | 0.01 | 1175000 | 0.28 |
| | | 14-07-2017 | Buy | 60000 | 0.02 | 1235000 | 0.30 |
| | | 11-08-2017 | Sell | (1070000) | (0.26) | 165000 | 0.04 |
| | | 18-08-2017 | Buy | 62500 | 0.01 | 227500 | 0.05 |
| | | 09-01-2017 | Sell | (62500) | (0.01) | 165000 | 0.04 |
| | | 22-09-2017 | Sell | (165000) | (0.04) | 0 | 0.00 |
| | | 02-09-2018 | Buy | 297000 | 0.07 | 297000 | 0.07 |
| | | 02-09-2018 | Buy | 300000 | 0.07 | 597000 | 0.14 |
| | | 16-02-2018 | Sell | (297000) | (0.07) | 300000 | 0.07 |
| | | 16-02-2018 | Buy | 23000 | 0.01 | 323000 | 0.08 |
| | | 23-02-2018 | Sell | (200000) | (0.05) | 123000 | 0.03 |
| | | 02-03-2018 | Sell | (50000) | (0.01) | 73000 | 0.02 |
| | | 16-03-2018 | Sell | (30000) | (0.01) | 43000 | 0.01 |
| | | 23-03-2018 | Sell | (20000) | (0.00) | 23000 | 0.01 |
| | | 23-03-2018 | Buy | 20000 | 0.00 | 43000 | 0.01 |
| | At the end of the year | | | | | 43000 | 0.01 |

# Not included in Top Ten shareholders as on 1 April 2017. The same is reflected above since included in top ten shareholders as on 31 March 2018.

*ceased to be the top ten shareholders as on 31 March 2018. The same is reflected above since included in top ten shareholders as on 1 April 2017.

# ANNEXURE II
**of the Board's Report (Contd.)**

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

| Sl. No. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| **Directors** | | | | | |
| 1 | Mr. Bankey Lal Choudhary, Managing Director | | | | |
| | At the beginning of the year | 1484280 | 0.35 | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | 1484280 | 0.35 |
| 2 | Mr. Shyam Sundar Choudhary, Executive Director | | | | |
| | At the beginning of the year | 3234280 | 0.77 | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | | | 3234280 | 0.77 |
| 3 | Mr. Vijay Kumar Choudhary, Executive Director | | | | |
| | At the beginning of the year | 3266640 | 0.78 | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | 3266640 | 0.78 |
| 4 | Mr. Sakti Kumar Banerjee, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 5 | Mr. Santimoy Dey, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 6 | Mr. Hanuman Mal Choraria, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 7 | Mr. Hardip Singh Mann, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 8 | Ms. Rita Bhattacharya, Nominee Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 9 | Mr. Santosh Kumar Agrawala, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |

# ANNEXURE II
**of the Board's Report (Contd.)**

| Sl. No. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 10 | Mr. Suryakant Balkrishna Mainak, Independent Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| **Key Managerial Personnel** | | | | | |
| 1 | Mr. Anurag Choudhary, CEO | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 2 | Mr. Kamlesh Kumar Agarwal, CFO | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 3 | Mr. Bajrang Lal Sharma, Company Secretary | | | | |
| | At the beginning of the year | - | - | - | - |
| | Changes during the year | - | - | - | - |
| | At the end of the year | - | - | - | - |

## V. INDEBTEDNESS

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

**Amount in ₹ Lakhs**

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the financial year** | | | | |
| i) Principal Amount | 71,077.54 | 4,334.72 | - | 75,412.26 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 598.76 | - | - | 598.76 |
| **Total (i+ii+iii)** | **71,676.30** | **4,334.72** | **-** | **76,011.02** |
| **Change in Indebtedness during the financial year** | | | | |
| Addition | 3,216.70 | 10,968.18 | - | 14,184.88 |
| Reduction | 20,144.13 | 3,337.28 | - | 23,481.41 |
| **Net Change** | **(16,927.43)** | **7,630.90** | **-** | **(9,296.53)** |
| **Indebtedness at the end of the financial year** | | | | |
| i) Principal Amount | 54,049.81 | 11,965.62 | - | 66,015.43 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 699.06 | - | - | 699.06 |
| **Total (i+ii+iii)** | **54,748.87** | **11,965.62** | | **66,714.49** |

# ANNEXURE II
**of the Board's Report (Contd.)**

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Executive Directors

**Amount in ₹ Lakhs**

| Sl. No. | Particulars of Remuneration | Name of MD/WTD | | | Total Amount |
|---|---|---|---|---|---|
| | | Bankey Lal Choudhary, Managing Director | Shyam Sundar Choudhary, Executive Director | Vijay Kumar Choudhary, Executive Director | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 90.00 | 90.00 | 90.00 | 270.00 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 4.68 | 0.68 | 0.68 | 6.04 |
| | (c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission<br>- as % of profit<br>- others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | **Total (A)** | **94.68** | **90.68** | **90.68** | **276.04** |
| | Ceiling as per the Act | 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 | | | |

### B. Remuneration to other Directors

**Amount in ₹ Lakhs**

| Sl. No. | Name of the Director and its Category | Fee for attending board /committee meetings | Commission | Others, please specify | Total |
|---|---|---|---|---|---|
| **Independent Directors** | | | | | |
| 1 | Sakti Kumar Banerjee | 1.48 | - | - | 1.48 |
| 2 | Santimoy Dey | 1.44 | - | - | 1.44 |
| 3 | Hardip Singh Mann | 1.00 | - | - | 1.00 |
| 4 | Hanuman Mal Choraria | 1.24 | - | - | 1.24 |
| 5 | Santosh Kumar Agrawala | 1.00 | - | - | 1.00 |
| 6 | Suryakant Balkrishna Mainak | 0.60 | | | 0.60 |
| | **Total (1)** | | | | **6.76** |
| **Other Directors** | | | | | |
| 1 | Rita Bhattacharya | 1.00 | - | - | 1.00 |
| | **Total (2)** | | | | **1.00** |
| | **Total (B) (1+2)** | | | | **7.76** |

**TOTAL MANAGERIAL REMUNERATION (TOTAL A+B) = ₹ 283.80 lakhs**

**OVERALL CEILING AS PER THE ACT** – Remuneration paid to Non-executive Directors in the form of sitting fees for attending the Board / Committee meetings are well within the ceilings as prescribed under Section 197 of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

# ANNEXURE II
**of the Board's Report (Contd.)**

## C. Remuneration to Key Managerial Personnel Other than MD/WTD

**Amount in ₹ Lakhs**

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---|---|---|---|---|---|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 108.45 | 16.08 | 45.30 | 169.83 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.68 | - | 0.22 | 0.90 |
| | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | | | | |
| 2 | Stock Option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission | | | | |
| | - as % of profit | | | | |
| | Others specify... | | | | |
| 5 | Others, please specify | | | | |
| | **Total** | **109.13** | **16.08** | **45.52** | **170.73** |

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences under the Companies Act 2013 for the year ended 31 March 2018.

# ANNEXURE III
**of the Board's Report**

## DETAILS PURSUANT TO RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

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

| Name | Designation | Ratio |
|---|---|---|
| Mr. Bankey Lal Choudhary | Managing Director | 41.69 : 1 |
| Mr. Shyam Sundar Choudhary | Executive Director | 41.69 : 1 |
| Mr. Vijay Kumar Choudhary | Executive Director | 41.69 : 1 |

2. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2017-18:**

| Name | Designation | % increase in remuneration |
|---|---|---|
| Mr. Bankey Lal Choudhary | Managing Director | 67% |
| Mr. Shyam Sundar Choudhary | Executive Director | 67% |
| Mr. Vijay Kumar Choudhary | Executive Director | 67% |
| Mr. Anurag Choudhary | Chief Executive Officer | 55% |
| Mr. Kamlesh Kumar Agarwal | Chief Financial Officer | 30% |
| Mr. Bajrang Lal Sharma | Company Secretary | 8% |

* Refer Note

3. **The percentage increase in the median remuneration of employees in the financial year 2017-18:**

   The percentage increase in the median remuneration of employees is 12%

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

   There were 820 number of permanent employees on the rolls of the Company as on 31 March 2018.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2017-18 was 10% whereas the increase in the managerial remuneration for the same financial year was 38%.

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

   The remuneration paid to Directors, Key Managerial Person and other employees are as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

   ***Note:** The Non-Executive Directors of the Company are entitled for sitting fees as per the statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non -Executive Directors are provided in the Report on Corporate Governance and are governed by the Remuneration Policy of the Company, as provided in the Annual Report. In view of this, the calculation of the ratio of remuneration and percentage increase in remuneration of Non-Executive Directors would not be meaningful and hence not provided.

## DETAILS PURSUANT TO RULE 5 (2) & (3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

### Names of the Top Ten Employees in terms of Remuneration Drawn

| Name | Designation, Nature of Employment | Remuneration Received (₹ in Lakhs) | Qualification, Experience (yrs) | Date of commencement of employment | Age (yrs) | % of equity Shares held | Last employer, designation | Relative of any director of the Company |
|---|---|---|---|---|---|---|---|---|
| Mr. Anand Prakash[3] | Sr. Vice President, Permanent | 30.21 | PhD (Mechanical Engineering) from University of Minnesota, B-Tech (Chemical Engineering) from IIT Bombay, 12 | 01.02.2018 | 37 | - | Cabot Corporation Product Line Manager (Special Blacks) | Nil |
| Mr. Anurag Choudhary[2] | Chief Executive Officer, Permanent | 109.13 | B.Com, 27 | 01.04.1991 | 46 | - | None | Mr. Shyam Sundar Choudhary |
| Mr. Amit Choudhary | President Projects, Permanent | 94.13 | B.Com, 19 | 01.05.1999 | 43 | - | None | Mr. Shyam Sundar Choudhary |
| Mr. Tushar Choudhary | President Operations, Permanent | 94.13 | B.Com, 19 | 01.05.1999 | 42 | - | None | Mr. Bankey Lal Choudhary |
| Mr. Monojit Mukherjee | Business Head-CBD, Permanent | 99.00 | PGDM (Marketing) from IIM Ahmedabad, B. Tech in Chemical, 33 | 16.04.2014 | 60 | - | Philips Carbon Black Limited, Executive Director (Marketing & New Projects) | Nil |
| Mr. Somesh Satnalika | VP- Strategy and Business Development, Permanent | 93.32 | PGDM (Finance), CA, 14 | 09.06.2014 | 36 | - | Booz & Co., Senior Associate | Nil |
| Dr. Soumen Chakraborty | Director CBD, Permanent | 54.89 | Phd (Polymer Science), M-tech, B-Tech, 41 | 26.08.2015 | 68 | - | Dunlop India (P) Ltd, | Nil |

| Name | Designation, Nature of Employment | Remuneration Received (₹ in Lakhs) | Qualification, Experience (yrs) | Date of commencement of employment | Age (yrs) | % of equity Shares held | Last employer, designation | Relative of any director of the Company |
|---|---|---|---|---|---|---|---|---|
| Mr. Arvind Shetty[4] | GM-Strategy, Permanent | 8.18 | MBA (Marketing & Operations) from Narsee Monjee Institute of Management, Mumbai, B.Tech, 11.8 years | 29.01.2018 | 39 | - | Renoir Management Consulting (India) Pvt Ltd, Project Manager | Nil |
| Mr. Kamlesh Kumar Agarwal | Chief Financial Officer, Permanent | 45.52 | FCA & CS, 23 | 06.09.1995 | 47 | - | None | Nil |
| Mr. Subhasis Ta | SR. GM-Engineering, Permanent | 35.53 | BE (Electronics), 25 | 21.10.2008 | 47 | - | Philips Carbon Black Limited, Manager- Electrical | Nil |

**Notes:**

1. Remuneration includes salary, Company's contributions to provident fund, superannuation, bonus, allowances, performance bonus and monetary value of perquisites.
2. Mr. Anurag Choudhary was employed throughout the financial year hence is covered under Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
3. Mr. Anand Prakash was employed for a part of the financial year hence is covered under Rule 5(2)(ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
4. Mr. Arvind Shetty was employed for a part of the financial year and is covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
5. None of the aforesaid employees are covered under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

# ANNEXURE V
**of the Board's Report**

Disclosure as required under Section 62(1)(b) of the Companies, Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are appended as below:

| Sl. No. | | Himadri Employee Stock Option Plan 2016 |
|---|---|---|
| 1 | **Date of Shareholders' Approval** | 24 September 2016 |
| 2 | **Total No. of Options approved under ESOS** | 4,000,000 |
| 3 | **Vesting Requirements** | The Options granted under ESOP 2016 would vest after one year but not later than five years from the date of grant of such option. Vesting of Options would be subject to continued employment with the Company and Options would vest on passage of time and also fulfilment of certain performance parameters. |
| 4 | **Exercise price or pricing formula** | ₹ 19 (Exercise Price) |
| 5 | **Maximum term of options granted** | 9.65 years from the date of grant |
| 6 | **Source of Shares** | Primary |
| 7 | **Variation in terms of option** | No variation |
| 8 | **Method of Option Valuation** | Black Scholes Merton Model |
| 9 | **Option Movement during the year** | - |
| | **- Number of Options outstanding at the beginning of the period** | 1,304,600 |
| | **- Number of Options granted during the year** | - |
| | **- Number of Options forfeited/lapsed during the year** | 23,500 (lapsed) |
| | **- Number of Options vested during the year** | - |
| | **- Number of Options exercised during the year** | - |
| | **- Number of Shares arising as a result of exercise of options** | - |
| | **- Money realized by exercise of options (Amount in ₹)** | - |
| | **- Loan repaid by the Trust during the year from exercise price received** | - |
| | **- Number of Options outstanding at the end of the year** | 1,281,100 |
| | **- Number of Options exercisable at the end of the year** | |
| 10 | **Weighted average exercise price of Options granted whose** | |
| | (a) Exercise Price equals market price | - |
| | (b) Exercise Price is greater than market price | - |
| | (c) Exercise Price is less than market price | 19 |
| | Weighted average fair value of Options granted during the year whose | |
| | (a) Exercise Price equals market price | - |
| | (b) Exercise Price is greater than market price | - |
| | (c) Exercise Price is less than market price | 24.94 |

# ANNEXURE V
**of the Board's Report (Contd.)**

| | | | |
|---|---|---|---|
| **11** | **Employee Wise details of Options granted** | | |
| | **i. Senior Management Personnel** | | |
| **Name** | **Designation** | **Options granted during the year** | **Exercise Price** |
| None | | | |
| | **ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year; and** | | |
| **Name** | **Designation** | **Options granted during the year** | **Exercise Price** |
| None | | | |
| | **iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversations) of the Company at the time of grant** | | |
| **Name** | **Designation** | **Options granted during the year** | **Exercise Price** |
| None | | | |

Note:

1) Other details as required under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with SEBI circular CIR/CFD/POLICY CELL/2/2015 dated 16 June 2015 forms part of the Notes to financial statements in this Annual Report.

2) The Shareholders by way of special resolution dated 24 September 2016, at Annual General Meeting, have authorised the Nomination and Remuneration Committee ("the Committee") to grant options to the employees under the Himadri Employee Stock Option Plan 2016 ("ESOP 2016"). Accordingly, the Committee has further granted 2,695,000 (Twenty six lakhs ninety five thousand only) options as Grant II on 8 May 2018, to its eligible employees (with each such option conferring a right upon the employee to apply for one equity share of the Company) under the ESOP 2016. The face value of each equity share is ₹ 1/- and exercise price per option/equity share is ₹ 140 per share, and the options shall vest after 1 year but within 5 years from the date of such grant.

# ANNEXURE VI
**of the Board's Report**

## 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 of Managerial Personnel) Rules, 2014]

To

The Members,

**Himadri Speciality Chemical Ltd**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Himadri Speciality Chemical 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.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on the verification of the 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 31 March 2018, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

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

iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investments, Foreign Direct Investments and External Commercial Borrowings;

v) The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by 'SEBI', to the extent applicable:

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

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

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

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

   e) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

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

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

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

vi) Other than fiscal, labour and environmental laws, which are generally applicable to all companies, the following laws/acts are specifically applicable to the Company:

# ANNEXURE VI
**of the Board's Report (Contd.)**

a) The Petroleum Act 1934 and Rules made thereunder;

b) The Legal Metrology Act, 2009;

c) The Bengal Electricity Duty Act, 1935 and rules thereunder;

d) The West Bengal Ground Water Resources (Management, Control and Regulation) Act, 2005;

e) The Boilers Act, 1923;

f) The West Bengal Molasses Control Act, 1973 and West Bengal Molasses Control (Regulation, Storage and Transport) Notified Order 1986;

g) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

h) The Environment (Protection) Act, 1986

i) The Water (Prevention and Control of Pollution) Act, 1974

j) The Air (Prevention and Control of Pollution) Act, 1981

We have also examined compliance with the applicable clauses of the Secretarial Standards 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. mentioned above.

We further report that

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

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

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

We further report that during the period under audit, the Company has passed the following special resolutions:

a) raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 1,000 crore through postal ballot on 8th December 2017;

b) appointment of Vijay Kumar Choudhary as Executive Director of the Company for a period of three years effective from 1st April 2017;

We further report that during the audit period the Company has redeemed 9.6% Non-Convertible Debentures issued to ICICI Bank Limited aggregating to ₹ 100 Crores on 28th June 2017.

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

**For MKB & Associates**
**Company Secretaries**

Sd/-
**Manoj Kumar Banthia**
**[Partner]**
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 28 May 2018
Place: Kolkata

# ANNEXURE VI
**of the Board's Report (Contd.)**

## Annexure I to the Secretarial Audit Report

The Members,
Himadri Speciality Chemical Ltd

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

1. Maintenance of secretarial record is the responsibility of the management of the company. 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, regulations, standards is the responsibility of 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 MKB & Associates**
**Company Secretaries**

Sd/-
**Manoj Kumar Banthia**
**[Partner]**
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 28 May 2018
Place: Kolkata

# ANNEXURE VII
**of the Board's Report**

**Information as per Section 134(3)(m), read with the Rule 8(3) of Companies (Accounts) Rules, 2014 for the year ended 31 March 2018:**

## A. CONSERVATION OF ENERGY

| Sl. No. | Particulars | Description |
|---|---|---|
| **1.** | **Steps taken or impact on conservation of energy** | The efforts to conserve and optimize the use of energy through improved operational method and other means has been continued to be in practice. The Company has undertaken a programme towards saving in electricity to replace existing fluorescent light with LED Bulb / Tube Lights across all plants and work places. This will increase operational efficiency at no cost. |
| **2.** | **Steps taken by the Company for utilizing alternate source of energy** | The Company has its own co-generation 20MW Power Plants based on waste heat recovery system. The gas is a bye-product of carbon black manufacturing industry which is hazardous and also a threat to the environment. Hence instead of venting this into the environment, the Company utilizes that waste gas for generation of power. This serves the twin objectives of pollution control as well as achievement of economy in operations since the power generated is used by the Company in its own projects. |
| **3.** | **Capital investment in energy conservation equipment.** | The power plants already being operational, no additional expenditure has been incurred therein, whereas the replacement of LED lights is part of maintenance and in the nature of recurring expenditure. |

## B. TECHNOLOGY ABSORPTION

| Sl No. | Particulars | Description |
|---|---|---|
| 1. | Efforts made towards technology absorption | In-house Research & Development play a vital role in the following areas:-<br>1. Improvement in quality and enhanced output by process control;<br>2. Finding alternate means to save energy and cost;<br>3. Development of new products;<br>4. Re-cycling waste and optimum utilization thereof. |
| 2. | Benefits derived like product improvement, cost reduction, product development, import substitution | 1. Maintenance of leading position in market;<br>2. Reduction in cost of fuel consumption;<br>3. Improvement in quality of output in line with global standards;<br>4. Optimum utilization of resources by improving the quality of output and refining process technology;<br>5. Development and evolution of various kinds of value-added products like Advanced Carbon Material, SNF etc. |
| 3. | Expenditure incurred on Research and Development | Capital expenditure as well as recurring expenditure incurred from time to time during the year on laboratory items, tools, spares, handling equipment and salaries of research personnel remain merged with various heads as per established accounting policy and expenditures incurred during the year under review on Research & Development are as follows :<br>i) Capital expenditure: ₹ 191.89 lakhs;<br>ii) Revenue expenditure: ₹ 326.22 lakhs;<br>iii) Total Research & Development expenditure: ₹ 518.11 lakhs;<br>iv) Total R&D expenditure as a percentage of total turnover: 0.26% |

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

**Total foreign exchange used and earned during the year:**

**Amount in ₹ Lakhs**

| | **2017-18** | 2016-17 |
|---|---|---|
| Total foreign exchange outgo in terms of actual outflow | **72,246.66** | 52,184.53 |
| Total foreign exchange earned in terms of actual inflows | **9,203.11** | 11,220.50 |

# ANNEXURE VIII
**of the Board's Report**

## FORM NO. AOC-2

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

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

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

| | |
|---|---|
| (a) Name(s) of the related party and nature of relationship: | Not Applicable |
| (b) Nature of contracts/arrangements/transactions: | |
| (c) Duration of the contracts / arrangements/transactions: | |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | |
| (e) Justification for entering into such contracts or arrangements or transactions: | |
| (f) Date(s) of approval by the Board: | |
| (g) Amount paid as advances, if any: | |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: | |

**b. Details of material contracts or arrangement or transactions at arm's length basis:**

| | |
|---|---|
| (a) Name(s) of the related party and nature of relationship: | Not Applicable |
| (b) Nature of contracts/arrangements/transactions: | |
| (c) Duration of the contracts / arrangements/transactions: | |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | |
| (e) Date(s) of approval by the Board, if any: | |
| (f) Amount paid as advances, if any: | |

**Note:** The above disclosures on material transactions are based on the principle that transactions with wholly-owned subsidiaries are exempt for the purpose of section 188 (1) of the Companies Act, 2013.

# ANNEXURE IX
**of the Board's Report**

## ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013]

**1. Brief outline of the Corporate Social Responsibility (CSR) Policy of the Company**

The Company adopted CSR Policy as recommended by the CSR Committee and the scopes of the Policy are given hereunder:

(i) eradicating hunger, poverty and malnutrition, promoting health care including preventive healthcare and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

(iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;

(v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents;

(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;

(viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;

(x) rural development projects;

(xi) slum area development.

The following kinds of Expenditures were approved by the CSR Committee to be undertaken by the Company including ongoing expenditures or expenditure to be made by the Company during FY 2017-18 directly or made through Trusts :-

a. Expenditure on promotion of education including undertaking of recurring expenditure of running a School and expenditure on distribution of Mid-day meal among the poor children, situated at Village area surrounding the Company's Factory at Mahistikry;

b. Expenditure on running a dispensary (Medical Services) within the surrounding area of Company's Plant situated at Mahistikry, including cost of medicine, free health checkup facility etc;

c. Expenditure on eradicating hunger and distribution of food, drinking water and cloth.

# ANNEXURE IX
**of the Board's Report (Contd.)**

## 2. The Composition of CSR Committee

The Corporate Social Responsibility Committee ('the CSR Committee') of the Board is responsible for overseeing the execution of the Company's CSR Policy, and ensuring that the CSR objectives are met. The CSR committee comprise of the following Directors:

i) Mr. Santimoy Dey, Independent Non-executive Director

ii) Mr. Sakti Kumar Banerjee, Independent Non-executive Director

iii) Mr. Shyam Sundar Choudhary, Executive Director

## 3. Financial Details

| Particulars | Amount in ₹ Lakhs |
|---|---|
| Average Net Profit / (Loss) of the Company for the last three financial years | 2,867.00 |
| Prescribed CSR Expenditure (2% of the average net profits) | 57.34 |
| **Details of CSR Expenditure during the financial year** | |
| **Total amount to be spent for the financial year** | **57.34** |
| Amount spent | 33.03 |
| Amount unspent | 24.31 |

## 4. Manner in which the amount spent during the financial year is detailed below

**Amount in ₹ Lakhs**

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---|---|---|---|---|---|---|---|
| **Sl. No.** | **CSR Project or activity identified** | **Sector in which the project is covered** | **Programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken** | **Amount (budget) project/ programs wise** | **Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs. (2) Overheads** | **Cumulative expenditure upto the reporting period** | **Amount spent: Direct or through implementing agency** |
| 1 | Expenditure on Promotion of Education | (a) | Mahistikry, Dist-Hooghly (WB) | - | 3.14 | 3.14 | Direct and through implementing agencies |
| 2 | Expenditure on running a dispensary | (b) | Surrounding area of the District and the State in which the Company's Plant is situated | - | 8.96 | 8.96 | Direct and through implementing agencies |

# ANNEXURE IX
**of the Board's Report (Contd.)**

**Amount in ₹ Lakhs**

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---|---|---|---|---|---|---|---|
| **Sl. No.** | **CSR Project or activity identified** | **Sector in which the project is covered** | **Programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken** | **Amount (budget) project/ programs wise** | **Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs. (2) Overheads** | **Cumulative expenditure upto the reporting period** | **Amount spent: Direct or through implementing agency** |
| 3 | Expenditure on eradicating hunger and distribution of food, drinking water and cloth | (c) | Surrounding area of the District and the State in which the Company's Plant is situated | - | 20.93 | 20.93 | Direct and through implementing agencies |
| | **TOTAL** | | | **-** | **33.03** | **33.03** | |

* Some CSR activities have been carried out directly by the Company and some through implementing agencies. Details of implementing agencies are 1) Nanhey Lal Mohini Devi Foundation 2) Bharat Seva Nidhi

**5. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:**

The required explanation for reasons for not expending the required amount has been provided in the Board's Report for the financial year 2017-18.

**6. Responsibility Statement**

We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the projects and activities in compliance with our CSR objectivities.

**For and on behalf of the Board**

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
(DIN: 00173792)

Sd/-
**Santimoy Dey**
*Chairman – CSR Committee*
(DIN: 06875452)

Date: 27 April 2018
Place: Kolkata

# ANNEXURE X
**of the Board's Report**

## CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') the details of compliance by the Company with the norms on Corporate Governance are as under:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

Himadri has been following best practices of Corporate Governance with highest standards and a good culture that is built on core values and professionalism over the period of Company's existence which has become a part of its business ethics and DNA.

We evolve and follow not just the prescribed Corporate Governance guidelines, but also adopt accepted best practices. We consider it our inherent responsibility to protect the rights of our shareholders and disclose timely, adequate and accurate information regarding our financials and performance of the Company. It is a firm conviction of the Company that good Corporate Governance practices are powerful enablers, which infuse trust among stakeholders and enhanced confidence those are able to attract and retain financial and human capital.

The Company conforms to the requirements of the Corporate Governance as stipulated in Part C of the Schedule V of the SEBI Listing Regulations that are implemented in a manner so as to achieve the objectives of the principles stated in the clause with respect to Rights of Shareholders, Role of Stakeholders in Corporate Governance, Disclosure and Transparency, Responsibilities of the Board and other responsibilities prescribed under these regulations.

A Management Discussion and Analysis Report has been given as a separate Annexure forming the part of the Annual Report.

### 2. BOARD OF DIRECTORS ("BOARD")

The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company and has been vested with the requisite powers, authorities and duties. The Board of Directors is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders.

#### a) Composition of the Board

The Company has a balanced mix of Executive, Non-Executive and Independent Non-Executive Directors. As on 31 March 2018, the Board consisted of 10 (Ten) directors, out of which 3 (Three) Directors are Executive, 1 (One) is Nominee Director i.e Woman Director (Non-Executive) and 6 (Six) are Non-Executive Independent Directors. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act, 2013") and Regulation 17 (1) of SEBI Listing Regulations.

All the Independent Directors satisfied the criteria/conditions of independence as laid down in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations.

In Compliance with Regulation 25 of the Listing Regulations, 2015, none of the Directors on the Board is Independent Directors of more than 7 (Seven) listed companies and none of the Whole-time

# ANNEXURE X
**of the Board's Report (Contd.)**

Directors is Independent Directors in any listed Company. None of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees as specified in Regulation 26 (1) of the SEBI Listing Regulations, across all the Companies in which he/she is a Director. For the purpose of determination of limit of chairpersonship and membership, the Audit Committee and the Stakeholders' Relationship Committee alone has been considered.

## b) Disclosure of Relationships between Directors inter-se

| Sl. No. | Name of the Director | Category | Relationship between Directors inter-se* |
|---|---|---|---|
| 1 | Mr. Shyam Sundar Choudhary | Promoter, Executive Director | Brother of Mr. B. L. Choudhary and Mr. V. K. Choudhary |
| 2 | Mr. Bankey Lal Choudhary | Promoter, Managing Director | Brother of Mr. S.S. Choudhary and Mr. V. K. Choudhary |
| 3 | Mr. Vijay Kumar Choudhary | Promoter, Executive Director | Brother of Mr. B. L. Choudhary and Mr. S. S. Choudhary |
| 4 | Ms. Rita Bhattacharya | Nominee Director (Non-Executive) of LIC of India | NA |
| 5 | Mr. Hardip Singh Mann | Independent, Non-Executive | NA |
| 6 | Mr. Sakti Kumar Banerjee | Independent, Non-Executive | NA |
| 7 | Mr. Santimoy Dey | Independent, Non-Executive | NA |
| 8 | Mr. Hanuman Mal Choraria | Independent, Non-Executive | NA |
| 9 | Mr. Santosh Kumar Agrawala | Independent, Non-Executive | NA |
| 10 | Mr. Suryakant Balkrishna Mainak | Independent, Non-Executive | NA |

*Relative as per Section 2(77) of the Act, 2013

Apart from the relations mentioned hereinabove, there is no inter-se relation among the Directors of the Company.

## c) Board procedure and access to information

The Board is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of the Company reviewed all information provided periodically for discussion and consideration at its meetings as provided under the Act, 2013 (including any amendment and re-enactment thereof) and SEBI Listing Regulations inter alia the agendas mentioned in Part A of Schedule II of SEBI Listing Regulations.

Detailed agenda, setting out the business to be transacted at the meeting(s) is circulated to the Directors well in advance as stipulated under the Act, 2013 and Secretarial Standard – 1 ("SS-1"). All material information are incorporated in the agenda for facilitating meaningful and focused discussion at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. Additional item(s) on the agenda, if required are permitted to be discussed at the meeting.

Board makes timely strategic decisions to ensure operations are in line with strategy, to ensure the integrity of financial information and the robustness of financial and other controls, to oversee the management of risk and review the effectiveness of risk management processes and to ensure that the right people are in place and coming through. Non-executive directors are expected to provide an effective monitoring role and to provide help and advice as a sounding board for the executive directors. All this is in the long term interest of the

# ANNEXURE X
**of the Board's Report (Contd.)**

Company and should be based on the optimum level of information, through smooth processes, by people with the right skills mix and in a constructive manner. The Independent Directors play an important role in deliberations at the Board and Committee meetings and bring to the Company their expertise in the fields of business, commerce, finance and management.

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The meetings of the Board are generally convened at the Company's Corporate Office at Kolkata. In case of urgency or when the Board meeting is not practicable to be held, the matters are resolved through circulation, which is then noted by the Board in its next meeting.

The facility to participate in meeting(s) through video conferencing is also provided to Directors to the extent permissible.

The minutes of the Board Meetings are circulated in advance as per the requirement of SS-1 to all the Directors and confirmed at subsequent Meeting.

The Board also reviews the declarations made by the Managing Director / Chief Financial Officer / Unit Heads of the Company regarding compliance of all applicable laws on a quarterly basis.

The Board also periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning to the business and affairs of the Company.

### d) Meetings of the Board of Directors

During the financial year 2017-18, the Board met 5 (Five) times, i.e. on 10 May 2017, 17 June 2017, 3 August 2017, 2 November 2017 and 29 January 2018. The maximum time in between two meetings was not more than 120 days and the required information were made available to the Board. These meetings were well attended by the Directors. The dates for the Board Meetings were decided well in advance and communicated to the Directors and stock exchange(s). The agenda along with the explanatory notes were sent well in advance to each Director.

### e) Separate Meeting of Independent Directors

Schedule IV of the Act, 2013 and the SEBI Listing Regulations mandates the Independent Directors of the Company to hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the management. During the financial year 2017-18, 1 (One) separate meeting of Independent Directors was held on 29 January 2018 without the presence of the Non-Independent Directors and the members of the Management, inter alia, to discuss matters pertaining to review of performance of Non-Independent Director and the Board as a whole, including the Chairman of the meetings (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### f) Performance Evaluation

Pursuant to the provisions of the Act, 2013 and SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, of individual Directors individually and that of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committees and Corporate Social Responsibility Committee. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board Culture, Execution and Performance of Specific Duties, Obligations and Governance and the evaluation was done based upon the responses received from the Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board (excluding the director being evaluated). The Directors expressed their satisfaction with the evaluation process.

# ANNEXURE X
**of the Board's Report (Contd.)**

The details of composition of the Board as at 31 March 2018, the attendance record of the Directors at the Board Meetings held during financial year 2017-18 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by them in other Public Companies and number of Board Meetings and dates on which held and number of shares and convertible instruments held by non-executive directors are given here below:

| Sl. No. | Directors' name | No of Shares held | Category | Attendance | | Directorship in public Companies* | No. of committee position held in all Companies[1] | |
|---|---|---|---|---|---|---|---|---|
| | | | | Board Meetings | Last AGM | | As Member | As Chairman |
| 1 | Mr. Shyam Sundar Choudhary | 3234280 | Promoter, Executive Director | 5 | Y | 4 | 1 | - |
| 2 | Mr. Bankey Lal Choudhary | 1484280 | Promoter, Managing Director | 4 | Y | 7 | - | - |
| 3 | Mr. Vijay Kumar Choudhary | 3266640 | Promoter, Executive Director | 1 | Y | 5 | - | - |
| 4 | Ms. Rita Bhattacharya | - | Nominee Director (Non-Executive) of LIC of India | 5 | - | 1 | - | - |
| 5 | Mr. Hardip Singh Mann | - | Independent Non-Executive | 4 | - | 1 | - | - |
| 6 | Mr. Sakti Kumar Banerjee | - | Independent Non-Executive | 4 | Y | 1 | 2 | - |
| 7 | Mr. Santimoy Dey | - | Independent Non-Executive | 3 | Y | 2 | 2 | 1 |
| 8 | Mr. Hanuman Mal Choraria | - | Independent Non-Executive | 4 | Y | 1 | 1 | 1 |
| 9 | Mr. Santosh Kumar Agrawala | - | Independent Non-Executive | 4 | Y | 2 | 1 | 1 |
| 10 | Mr. Suryakant Balkrishna Mainak[2] | - | Independent Non-Executive | 2 | - | 7 | 4 | 2 |

*Directorship in Public Companies includes listed as well as reporting entity

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within the limits as prescribed under the Act and the Listing Regulations.

[1] Pursuant to Regulation 26 of the SEBI (LODR) Regulations, 2015, Memberships/Chairmanships of only Audit Committee and Stakeholder's Relationship Committee in all Public Limited Companies (including Himadri Speciality Chemical Ltd) have been considered;

[2] Mr. Suryakant Balkrishna Mainak has been appointed as an Independent Director w.e.f. 3 August 2017.

# ANNEXURE X
**of the Board's Report (Contd.)**

**g) Formal Letter of Appointment to the Independent Directors**

During the financial year 2017-18, one Independent Director was appointed at the Board Meeting held on 3 August 2017, and the approval of the shareholder was obtained on 22 September 2017, and the Company has issued appointment letters as per provisions of Sections 149 and 152 read with Schedule IV of the Act, 2013 and rules made thereunder and pursuant to the provisions of the SEBI Listing Regulations. Individual letter of appointment were issued to the Independent Directors on their appointment containing the terms and conditions of their appointment, role, duties and liabilities, evaluation process, code of conduct, etc. The specimen letter of appointment issued to the Independent Directors has been posted on the Company's website at www.himadri.com

**h) Familiarisation Programme for Independent Directors**

Pursuant to Regulation 25 (7) of the SEBI Listing Regulations, the Company imparted a Familiarization Programme for Independent Directors to familiarize them about their roles, rights and responsibilities in the Company, nature of the Industry in which the Company operates, review of Investments of the Company, business model of the Company, Prevention of Insider Trading regulations, SEBI Listing Regulations, etc. The details of the familiarisation programme are available on the website of the Company at www.himadri.com

**i) Codes and Policies**

The Board has adopted all applicable codes and policies as per the requirement of the Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Listing Regulations. The requisite codes and policies are posted on the Company's website at www.himadri.com and references thereof have been given elsewhere in this Annual Report.

**j) Code of Conduct for all Directors and Senior Management Personnel**

In terms of Regulation 17 of the SEBI Listing Regulations, there exists a Code of Conduct, laid down by the Board, for all the Board Members and Senior Management of the Company. The Board of Directors laid down a separate Code for the Non-Executive Directors of the Company. The aforesaid Codes are available on the Company's website at www.himadri.com All Directors and Senior Management Personnel ("SMPs") of the Company as on 31 March 2018, have individually affirmed compliance with the said Code in terms of Regulation 26 of the SEBI Listing Regulations. A declaration signed by the Chief Executive Officer to this effect is enclosed at the end of this report. The Code of Conduct for the Non-Executive Directors is in line with the provisions of Section 149(8) and Schedule IV of the Act, 2013 and contains brief guidance for professional conduct by the Non-Executive Independent Directors.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of the Company laid down Code of Conduct to regulate, monitor and report Insider Trading by the Company's employees and other connected persons and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of price sensitive information to the Stock Exchange(s) by the Company to enable the investor community to take informed investment decisions with regard to the Company's securities. The Code of

# ANNEXURE X
**of the Board's Report (Contd.)**

Conduct to regulate, monitor and report Insider Trading has replaced the Company's earlier code on Insider Trading framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

**k) Brief Note on the Directors seeking appointment / re-appointment at the 30th Annual General Meeting**

The Company has furnished information as required by Regulation 34 (2) read with Schedule V of the SEBI Listing Regulations relating to the Directors retiring by rotation and seeking re-appointment in the Notice convening the 30th Annual General Meeting. Shareholders may kindly refer the same. The names of the companies in which the Directors hold directorship and membership of committees of the Board are given separately.

Information about Directors proposed to be appointed/re-appointed as required under Reg. 36(3) of SEBI Listing Regulations is furnished in the Notice convening the ensuing Annual General Meeting.

**l) Committees of Board**

The Board constituted various committees as mandated under Chapter IV of the SEBI Listing Regulations to function in specific areas and to take informed decisions within delegated powers. Each Committee exercises its functions within the scope and area as defined in its constitution guidelines. These Committees are constituted in conformity of the SEBI Listing Regulations and mentioned as follows: -

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility (CSR) Committee

**m) Other Board Committees**

The Board, in addition to the mandatory Committees under Chapter IV of the SEBI Listing Regulations has constituted various other committees as required by law namely:

- Share Transfer Committee
- Finance and Management Committee
- Internal Complaint Committee

## 3. AUDIT COMMITTEE

**a. Composition, Meetings and Attendance**

The Audit Committee comprises of three (3) Non-Executive Directors, of which all are Independent Directors. Mr. Hanuman Mal Choraria, Chairman of the Committee is an Independent and Non-Executive Director with over three decades of experience in Corporate Law, Accounting and Taxation. All the members of the Audit Committee have adequate accounting and financial knowledge and the composition of the Committee is in compliance with the requirements of Section 177 of the Act, 2013 and Regulation 18 of the SEBI Listing Regulations with the Stock Exchanges.

The Managing Directors, Statutory Auditors, Internal Auditors and Chief Financial Officer are invited to attend meetings of the Audit Committee. The Key Managerial Personnel are also invited from time to time to provide feedback on the observation of the Internal Auditors. The Company Secretary acts as the Secretary to the Audit Committee.

# ANNEXURE X
**of the Board's Report (Contd.)**

The Audit Committee met 4 (four) times during the year with a maximum time in between two meetings was not exceeding four months, i.e., on 10 May 2017, 3 August 2017, 2 November 2017 and 29 January 2018. The Committee reviewed the results of operation and the statement of significant related party transactions submitted by management. The composition of the Audit Committee and the details of meetings attended by each of the members are given below:

| Sl. No | Names of members | Status | No of meetings attended |
|---|---|---|---|
| 1 | Mr. Hanuman Mal Choraria | Chairman, Independent Non-Executive | 4 |
| 2 | Mr. Sakti Kumar Banerjee | Member, Independent Non-Executive | 3 |
| 3 | Mr. Santimoy Dey | Member, Independent Non-Executive | 2 |

## b. Terms of reference

The present terms of reference of the Audit Committee are aligned as per the provisions of Section 177 of the Act, 2013 and include the roles as laid out in Part C of Schedule II of the SEBI Listing Regulations. The brief description of the terms of reference of the Audit Committee in line with the Act, 2013 and the SEBI Listing Regulations is as follows:

(i) 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;

(ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a) 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 Act, 2013;

b) Changes, if any, in accounting policies and practices and reasons for the same;

c) Major accounting entries involving estimates based on the exercise of judgment by management;

d) Significant adjustments made in the financial statements arising out of audit findings;

e) Compliance with listing and other legal requirements relating to financial statements;

f) Disclosure of any related party transactions;

g) Modified opinion(s) in the draft audit report;

(v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(vi) 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;

(vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

# ANNEXURE X
**of the Board's Report (Contd.)**

(viii) Approval or any subsequent modification of transactions of the Company with related parties;

(ix) Scrutiny of inter-corporate loans and investments;

(x) Valuation of undertakings or assets of the Company, wherever it is necessary;

(xi) Evaluation of internal financial controls and risk management systems;

(xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(xiv) Discussion with internal auditors of any significant findings and follow up there on;

(xv) 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;

(xvi) 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;

(xvii) 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;

(xviii) To review the functioning of the Whistle Blower Mechanism;

(xix) 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;

(xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

As stipulated in Part C of Schedule II of SEBI Listing Regulations, the Audit Committee also reviews management discussion and analysis of financial performance, significant related party transactions, and Internal Audit reports relating to internal control and appointment/removal and terms of remuneration of Internal Auditor.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board.

## 4. NOMINATION AND REMUNERATION COMMITTEE

### a. Composition, Meetings and Attendance

The Nomination and Remuneration Committee of the Company has been constituted in accordance with the provisions of Section 178 of the Act, 2013 as well as in terms of Regulation 19 of the SEBI Listing Regulations comprised of requisite number of Independent Non-Executive Directors. Mr. Santimoy Dey, the Independent Non-executive Director is the Chairman of the Committee. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

# ANNEXURE X
**of the Board's Report (Contd.)**

The Committee met 2 (two) times during the year i.e. on 26 July 2017 and 12 October 2017 and reviewed the remuneration paid/payable to its Whole-time Directors, Key Managerial Personnel and Senior Executives. The details of meetings attended by each of the members are given below:

| Sl. No | Names of members | Status | No of meetings attended |
|---|---|---|---|
| 1 | Mr. Santimoy Dey | Chairman, Independent Non-Executive | 2 |
| 2 | Mr. Sakti Kumar Banerjee | Member, Independent Non-Executive | 2 |
| 3 | Mr. Hanuman Mal Choraria | Member, Independent Non-Executive | 2 |

## b. Terms of Reference

The present terms of reference of the Nomination and Remuneration Committee is aligned as per the provisions of Section 178 of the Act, 2013 and include the roles as laid out in Part D Para (A) of Schedule II of the SEBI Listing Regulations. The brief description of the terms of reference of the Nomination and Remuneration Committee in line with the Act, 2013 and the SEBI Listing Regulations is as follows:

i) formulation of the criteria for determining qualifications, positive attitudes 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;

ii) formulation of criteria for evaluation of performance of independent directors and the Board;

iii) devising a policy on diversity of Board of Directors;

iv) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

v) 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.

## c. Remuneration policy

The Board of Directors of the Company has on the recommendation of the Nomination and Remuneration Committee of the Board approved a Nomination and Remuneration Policy of the Company which, inter alia, covers Policy on appointment, remuneration and removal of Directors, Key Managerial Personnel and Senior Management, Policy on succession planning and Policy on Board diversity. This policy is available in the Investor Relations section of the Company's website at www.himadri.com

## d. Criteria for Performance Evaluation of Independent Directors

The Nomination and Remuneration Committee laid down the criteria for performance evaluation of Independent Non-Executive Directors. They are enumerated as below:

**i) Qualifications:** Details of professional qualifications of the member.

**ii) Experience:** Details of prior experience of the member, especially the experience relevant to the entity.

**iii) Knowledge and Competency.**

**iv) How the person fares across different competencies as identified for effective functioning of the entity and the Board (The entity may list various competencies and mark all directors against every such competency).**

**v) Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.**

**vi) Fulfilment of functions:** Whether the person understands and fulfils the functions to him/her as assigned by the Board and the law (e.g. Law imposes certain obligations on independent directors).

# ANNEXURE X
**of the Board's Report (Contd.)**

vii) **Ability to function as a team:** Whether the person is able to function as an effective team- member.

viii) **Initiative:** Whether the person actively takes initiative with respect to various areas.

ix) **Availability and attendance:** Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.

x) **Commitment:** Whether the person is adequately committed to the Board and the entity.

xi) **Contribution:** Whether the person contributed effectively to the entity and in the Board meetings.

xii) **Integrity:** Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).

xiii) **Independence:** Whether person is independent from the entity and the other directors and there is no conflict of interest.

xiv) **Independent views and judgement:** Whether the person exercises his/ her own judgement and voices opinion freely.

## e. Remuneration to Directors and Disclosures

### i) Non-Executive Directors

The Non-Executive / Independent Directors are not being paid any remuneration by the Company, except sitting fees for attending the meetings. Further, the Company has not entered into any pecuniary relation or transaction with non-executive directors during the financial year 2017-18 save and except as provided hereunder.

**Remuneration to Independent / Non-Executive Directors (Sitting fees)**

| Sl. No. | Name of the Directors | Amount of sitting fees paid (₹) |
|---|---|---|
| 1 | Mr. S.K. Banerjee | 148,000 |
| 2 | Mr. Hardip Singh Mann | 100,000 |
| 3 | Ms. Rita Bhattacharya | 100,000 |
| 4 | Mr. Santimoy Dey | 144,000 |
| 5 | Mr. Hanuman Mal Choraria | 124,000 |
| 6 | Mr. Santosh Kumar Agrawala | 100,000 |
| 7 | Mr. Suryakant Balkrishna Mainak | 60,000 |

**Shareholding of Non-Executive Director(s)**

As on 31 March 2018, none of the Non-Executive Directors were holding any shares or convertible instruments in the Company.

### ii) Executive Directors

All managerial remuneration for Executive Director/ Whole-time Directors were approved by the shareholders at the Annual General Meeting and paid in accordance with Schedule V appended to the Companies Act, 2013. The Remuneration package of the Directors is given hereunder:

# ANNEXURE X
**of the Board's Report (Contd.)**

**a) All elements of remuneration package of Individual Directors summarised under major groups, such as salary, benefits, bonuses, stock options, pension etc.:**

**Amount ₹ in Lakhs**

| Components of Remuneration package Paid during the financial year | Names of Directors | | |
|---|---|---|---|
| | Mr. Bankey Lal Choudhary | Mr. Shyam Sundar Choudhary | Mr. Vijay Kumar Choudhary |
| **Salary (Yearly)** | 90.00 | 90.00 | 90.00 |
| **Bonus** | NIL | NIL | NIL |
| **Perquisites** | 4.68 | 0.68 | 0.68 |
| **Stock Options** | NIL | NIL | NIL |
| **Pensions** | NIL | NIL | NIL |
| **Total Remuneration** | 94.68 | 90.68 | 90.68 |

*Remuneration of Directors were revised w.e.f 1 July 2017, however, the remuneration paid to each of the Director are within the ceiling provided under the Section 198 read with Schedule V of the Companies Act, 2013

**b) Details of fixed components and performance linked incentives along with the Performance Criteria:**

As per the remuneration approved by the shareholders, apart from the salary, no performance linked incentive is paid to any of the Director.

**c) Service Contract, Notice Period and Severance fees*:**

| Sl. No. | Name of the Director | Service Contract Period | Remarks |
|---|---|---|---|
| 1 | Mr. Bankey Lal Choudhary – Managing Director | 3 years | Present tenure valid till 31 March 2019 |
| 2 | Mr. Shyam Sundar Choudhary – Executive Director | 5 years | Present tenure valid till 31 March 2020 |
| 3 | Mr. Vijay Kumar Choudhary – Executive Director | 3 years | Present tenure valid till 31 March 2020 |

* There are no notice period and severance fees.

**d) Stock options, details, if any and whether issued at discount as well as the period over which accrued and over which exercisable:**

The Company has not issued any stock options to its Directors of the Company.

**e) Criteria of making payments to Non-Executive Directors:**

The criteria for making payments to Non-Executive Directors is placed on the website of the Company at www.himadri.com

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

### a) Composition, Meetings and Attendance

The Stakeholders' Relationship Committee comprise of 3 (Three) members. The Committee comprises of Mr. Santimoy Dey, as the Chairman, Mr. S.S. Choudhary and Mr. S.K. Banerjee as its members and majority of directors are Independent.

The Committee reviewed the status of Investors' Complaints periodically relating to transfer and transmission of shares, non-receipt of dividend, among others.

# ANNEXURE X
**of the Board's Report (Contd.)**

During the year, the Committee met 10 (Ten) times i.e. on 22 April 2017, 8 June 2017, 24 June 2017, 31 July 2017, 11 September 2017, 12 October 2017, 18 December 2017, 18 January 2018, 12 February 2018 and 17 March 2018. The details of meetings attended by each of the members are given below:

| Sl. No. | Names of members | Status | No of meetings attended |
|---|---|---|---|
| 1 | Mr. Santimoy Dey | Chairman, Independent Non-Executive | 10 |
| 2 | Mr. Sakti Kumar Banerjee | Member, Independent Non-Executive | 10 |
| 3 | Mr. Shyam Sundar Choudhary | Member, Executive Director | 8 |

### b) Terms of Reference

- To review the issue of Duplicate Shares.
- To review the Status of Unpaid Dividend.
- To review the pending Investors Complaint.
- To review the Reconciliation of Share Capital Audit report.
- To review the periodical Compliance with Stock Exchange(s).
- To monitor expeditious redressal Investor's Grievances.
- To review and monitor the transfer of shares to IEPF Authority.
- All other matters relating to Shares.

### c) Name and Designation of Compliance Officer

Mr. Bajrang Lal Sharma, Company Secretary has been designated as Compliance Officer in terms of Regulation 6(1) (a) of the SEBI Listing Regulations with stock exchange(s). Mr. Kamlesh Kumar Agarwal, Chief Financial Officer of the Company has been authorised under Regulation under 30(5) of the SEBI Listing Regulations for the purpose of determining materiality of an event or information for the purpose of making disclosures to stock exchanges. The shareholders may send their complaints directly to the Company Secretary, Himadri Speciality Chemical Ltd, 23A, Netaji Subhas Road, 8th Floor, Suite No 15, Kolkata - 700 001 or may email at: investors@himadri.com Those members who desire to contact over telephone may do so at 91- 033- 2230 9953 / 4363.

### d) Status of Investors' Grievances

There were 5 complaints pending at the beginning of the year. During the financial year 2017-18, total 299 complaints were received from investors, and 297 complaints were resolved, and the remaining 7 complaints were also resolved subsequently in the month of April 2018.

The Company regularly updates the status of Investors Complaints on "SCORES", an online portal introduced by SEBI for resolving Investors complaints. There was one investors' complaint pending at the end of the financial on the SCORES, which was subsequently resolved.

## 6. SHARE TRANSFER COMMITTEE

The Share Transfer Committee comprises of Mr. S. S. Choudhary, as the Chairman, and Mr. B. L. Choudhary as its members. The Committee approves transfer of shares, consolidation /sub-division of shares/ re-materialization and other related matters.

In accordance with Regulation 40 read with Schedule VII of the SEBI Listing Regulations, and in order to expedite the process of share transfer and the redressal of investors' grievances, the Board has delegated its powers with the Company Secretary of the Company, who periodically visits the office of the Company's Registrar and Share Transfer Agent M/s S. K. Infosolutions Pvt. Ltd and monitors the activities.

The Committee holds periodical meetings for transfer and transmission of shares and co-ordinates with Company's Registrar & Share Transfer Agent. During the financial year 2017-18, the Committee met 21 (Twenty One) times.

# ANNEXURE X
**of the Board's Report (Contd.)**

The Company confirms that there were no share transfers lying pending as on 31 March 2018 and all request for de-materialization and re-materialization of shares as on that date were confirmed / rejected into the NSDL / CDSL system.

## 7. FINANCE AND MANAGEMENT COMMITTEE

The Finance and Management Committee comprises of Mr. S. S. Choudhary and Mr. B. L. Choudhary as its members. During the financial year 2017-18, the Committee met 39 (thirty nine) times.

### Terms of reference

The terms of reference of Finance and Management Committee include the following:

- To Sign and execute documents, letters on behalf of the Company in compliance with the various rules and regulations made under the various enactments;
- To sign and execute documents, letters, agreements on behalf of the Company other matters incidental to then business of the Company in ordinary course of business;
- To Borrow moneys from banks (otherwise than issue of debentures) from time to time for its' projects expansion and working capital and providing security;
- To sign & execute documents with banks and financial institutions;
- To open banking accounts with banks and to deal with matters relating thereto;
- Investing the surplus funds of the Company;
- Making loans in ordinary course of business;
- Giving authority to employees for representing the Company before various authorities including Court of laws;
- All other day-to-day operations of the Company.

## 8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company in terms of Section 135(1) of the Act, 2013 has constituted Corporate Social Responsibility Committee Consisting following Directors as members:

a. Mr. Santimoy Dey (Chairman, Independent Director)

b. Mr. Shyam Sundar Choudhary, (Executive)

c. Mr. Sakti Kumar Banerjee (Independent Director)

### Terms of reference

The terms of reference of Corporate Social Responsibility include the following:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities referred above and
- To monitor the Corporate Social Responsibility Committee from time to time.

During the financial year 2017-18, the Committee met 2 (Two) times.

The CSR policy of your Company is displayed on the Company's website at www.himadri.com

## 9. INTERNAL COMPLAINT COMMITTEE

The Company has an Internal Complaint Committee constituted in terms of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which was re-constituted from time to time.

### Terms of reference

The terms of reference of Internal Complaint Committee include the following:

i) The Committee shall act in accordance with the provisions of the Act and Rules (including any statutory modifications, alteration or re-enactment thereof for the time being in force) made there under including the service rules, if any made applicable on the employee of the Company;

ii) The Committee shall follow the service rules while dealing with the complaints in case the complaints is against the employee of the Company and deal with the matter keeping in view the principal of natural justice;

# ANNEXURE X
**of the Board's Report (Contd.)**

iii) The Committee shall maintain all records relating to Complaints received and their redressal;

iv) The Committee shall hold such meetings as may be required from time to time for redressal of the Complaints made under the provisions of the Act.

v) The Committee shall ensure to maintain high degree of confidentiality with regards to the aggrieved person as well as the respondent;

vi) The Committee shall organise such number workshops or awareness programme from time to time for educating the employees of the Company in this regard;

vii) The Committee shall prepare an Annual Report ending 31 December each year in terms of Section 21 of the Act read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 containing the following details:

a) Number of complaints of sexual harassment received in the year;

b) Number of complaints disposed off during the year;

c) Number of cases pending for more than ninety days;

d) Number of workshops or awareness programme against sexual harassment carried out;

e) Nature of action taken by the employer or District Officer

The Committee has submitted the Annual Report to the Board in terms of Section 21 of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received by the Committee during the financial year 2017-18.

## 10. GENERAL BODY MEETINGS

**i) Details of location, time and date of the last three Annual General Meetings are given below:**

| Financial Year | Number of the AGM | Date | Venue | Time |
|---|---|---|---|---|
| 2014-15 | 27th AGM | 22 September 2015 | "Kala Kunj" 48 Shakespeare Sarani, Kolkata- 700 017 | 10.00 am |
| 2015-16 | 28th AGM | 24 September 2016 | "Bharatiya Bhasha Parishad" 36A, Shakespeare Sarani, Kolkata – 700 017 | 10.00 am |
| 2016-17 | 29th AGM | 22 September 2017 | "Kala Kunj Hall" 48 Shakespeare Sarani, Kolkata- 700 017 | 3.30 pm |

**ii) Details of Special Resolution(s) passed during the last three years in Annual General Meetings.**

| | | |
|---|---|---|
| 27th AGM held on 22 September 2015 | 1. | Re-appointment of Mr. Bankey Lal Choudhary (DIN: 00173792), as Managing Director of the Company for a further period of 3 (Three) years with effect from 1 April 2016 |
| | 2. | Re-appointment of Mr. Shyam Sundar Choudhary (DIN: 00173732), as Whole-time Director of the Company for a further period of 5 (five) years with effect from 1 April 2015; |
| 28th AGM held on 24 September 2016 | 1. | Approval of "Himadri Employee Stock Option Plan 2016" and Grant of Employee Stock Options to the employees of the Company thereunder; |
| | 2. | Approval of Grant of Employee Stock Options to the employees of Subsidiary Companies of the Company under "Himadri Employee Stock Option Plan 2016"; |
| 29th AGM held on 22 September 2017 | 1. | Appointment of Mr. Vijay Kumar Choudhary (DIN: 00173858) as Whole Time Director of the Company for a further period of 3 (Three) years with effect from 1 April 2017 to 31 March 2020. |

# ANNEXURE X
**of the Board's Report (Contd.)**

**iii) Details of Resolution passed through Postal Ballot.**

During the year ended 31 March 2018, the Company has passed the following Special Business through Postal Ballot (including e-voting), conducted in accordance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard (SS-2) on General Meetings and the SEBI Listing Regulations:

**Special Resolution:** Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 1000 crores.

Notice of Postal Ballot were sent through permitted modes (email, speed post and courier) to all the members of the Company along with Postal Ballot Form and postage pre-paid self-addressed envelopes (in case of physical dispatches). The said dispatch was completed on 9 November 2017.

Mr. Shyam Sundar Choudhary, Whole time Director and Mr. Bajrang Lal Sharma, Company Secretary of the Company, were authorised by the Board and were responsible for conducting the entire postal ballot and e-voting process under the provisions of the Act read together with the rules made thereunder and in terms of the Listing Regulations.

The Board had appointed Mr. Samir Kumar Ghosh, Company Secretary in Practice as the Scrutinizer, for scrutinizing the Postal Ballot process in a fair and transparent manner. On the basis of the Report of the Scrutinizer, Mr. Shyam Sundar Choudhary, Whole time Director, declared the results of the Postal Ballot on 9 December 2017. The details of the Voting are as follows:

**Summary of Voting Results**

| No. of Votes Casted | In favour | | In Against | |
|---|---|---|---|---|
| | No of Votes | % | No of Votes | % |
| 317401584 | 315338377 | 99.35 % | 2063207 | 0.65% |

On the basis of the Scrutinizer's report dated 9 December 2017, the special resolution as proposed in the notice of Postal ballot was duly passed with requisite majority on Friday the 8 December 2017 (i.e. the last date of receipt of Postal ballot Forms) as per clause 16.6.3 of SS-2.

**iv) No Special Resolution at present is proposed to be passed through Postal Ballot. Therefore, the procedure for Postal Ballot is not applicable.**

# ANNEXURE X
**of the Board's Report (Contd.)**

## 11. MEANS OF COMMUNICATION

a. **Quarterly/Annual Financial Results:** The unaudited quarterly financial results are announced within 45 days from the end of each quarter and the audited annual results are announced within 60 days from the end of the last quarter. These financial results, after being taken on record by the Audit Committee and Board of Directors, are communicated to the Stock Exchanges where the shares of the Company are listed. Any news, updates, or vital/useful information to shareholders are being intimated to Stock Exchange(s) and are being displayed on the Company's website: www.himadri.com

b. **Newspapers:** During the financial year 2017-18, financial results (Quarterly & Annual) were published in newspapers viz. The Financial Express, Economic Times in English (all editions), Jansatta (Hindi) and Ei Samay (Vernacular) in the format prescribed under Annexure XI of the SEBI Listing Regulations with the Stock Exchanges where the shares of the Company are listed.

c. **Website:** The financial results are also posted on the Company's Website at www.himadri.com The Company's website provides information about its business and the section on "Investor Relations" serves to inform and service the Shareholders allowing them to access information at their convenience.

d. **Annual Report:** Annual Report is circulated to all the members within the required time frame, physically through post and via e-mail, wherever the e-mail ID is available in accordance with the "Green Initiative Circular" issued by MCA. The shareholders have been provided e-voting option for the resolutions passed at the general meeting to vote as per their convenience.

e. **E-mail ID of the Registrar & Share Transfer Agent:** All the share related requests/ queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agent of the Company, M/s S. K. Infosolutions Pvt. Ltd 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006 and/ or e-mail them to skcdilip@gmail.com

f. **Designated E-mail ID for Complaints/ Redressal:** In compliance with Regulation 46(2) of SEBI Listing Regulations entered into with the Stock Exchange(s), the Company has designated an e-mail ID investors@himadri.com exclusively for the purpose of registering complaints/ grievances by investors. Investors whose requests/ queries/ correspondence remain unresolved can send their complaints/ grievances to the above referred e-mail ID and the same would be attended to promptly by the Company.

g. **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for Corporates. Any Corporate Action, inter alia, the Shareholding Pattern, Corporate Governance Report, Financial Results, disclosures with respect to Board Meeting or any other Corporate Action Announcements are filed electronically on NEAPS.

h. **BSE Corporate Compliance & Listing Centre:** The Listing Centre is a web-based application designed by BSE for Corporates. Any Corporate Action, inter alia, the Shareholding Pattern, Corporate Governance Report, Financial Results, and other intimations are filed electronically on BSE's Listing Centre.

i. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redressal system through SCORES. The Action Taken

# ANNEXURE X
**of the Board's Report (Contd.)**

Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.

j. **News releases/Investor Updates and Investor presentations:** The Company usually uploads a general presentation, press release, earning release periodically about the Company and its business on the website for the benefit of all the stakeholders. However, during the year the Company has not made any specific presentation to any Institutional Investor.

## 12. GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting (AGM) and Book Closure Dates

The day, Date, Time and Venue of the 30th Annual General Meeting and Book Closure Dates in relation thereto have been indicated in the Notice Convening the AGM, which forms part of the Annual report.

### Financial Year

The financial year of the Company is from 1 April to 31 March every year.

### Tentative Schedule for the Meetings for the financial year 2018-19

| Financial Year | 2018-19 |
|---|---|
| **Board meetings for approval of quarterly results** | |
| -Quarter ended 30 June 2018 | Within 2nd Week of August 2018 |
| -Quarter ended 30 September 2018 | Within 2nd week of November 2018 |
| -Quarter ended 31 December 2018 | Within 2nd week of February 2019 |
| -Audited Financial Results for the year ended 31 March 2019 | Within 60 days from the end of the financial year |
| Annual General Meeting for the financial year 2018-19 | In accordance with Section 96 of the Act, 2013 |
| Posting of Annual Report | 21 (clear) days before the meeting |
| Posting of Dividend Warrants | Within 30 days from the date of AGM |
| Receipt of Proxy Forms | Atleast 48hrs before the meeting |

### Dividend payment date

The Company will remit the dividend within a period of 30 days from the date of declaration and the required funds will be transferred to the Dividend Account within 5 days from the date of the Annual General Meeting.

### Listing of Securities on stock exchange(s)

**Equity Shares:** The Company's shares are presently listed on the following stock exchange(s):

| Sl. No. | Stock exchange | Listing code |
|---|---|---|
| 1 | BSE Limited<br>P. J. Towers, Dalal Street, Fort Mumbai- 400 001 | 500184 |
| 2 | National Stock Exchange of India Ltd<br>"Exchange Plaza" Bandra-Kurla Complex, Bandra ( E), Mumbai - 400 051 | HSCL |

The Company has remitted the listing fee to the Stock Exchanges.

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**of the Board's Report (Contd.)**

**Non-Convertible Debentures:** The Non-Convertible Debentures (NCDs) issued by the Company on private placement basis aggregating to ₹ 150 Crores are listed at BSE Limited. The details are given hereunder:

| Sl. No. | Details of NCD | Stock Exchange | Listing Code | ISIN Number |
|---|---|---|---|---|
| 1 | 2,500,000, 10.00 % Secured, Redeemable Non-Convertible Debentures of ₹ 400/- each aggregating to ₹ 100 Crores issued on Private placement basis to LIC of India | BSE Limited | 946887 | INE019C07023 |
| 2 | 500, 12.50% Secured, Redeemable Non-Convertible Debentures of ₹ 1,000,000/- each aggregating to ₹ 50 Crores issued on Private placement basis to LIC of India | BSE Limited | 949610 | INE019C07031 |

The Company has been regular in making payment of interest on these debentures. The Company has remitted the listing fee to the Stock Exchange(s).

## Market price data

Monthly high / low market price of the shares during the financial year 2017-18 at the BSE Limited and at National Stock Exchange of India Ltd were as under: -

| | BSE | | NSE | |
|---|---|---|---|---|
| | Amount in ₹ | | Amount in ₹ | |
| Month | High | Low | High | Low |
| Apr-17 | 57.70 | 44.35 | 57.70 | 44.00 |
| May-17 | 67.70 | 54.00 | 67.70 | 54.10 |
| Jun-17 | 79.10 | 58.85 | 79.00 | 58.65 |
| Jul-17 | 88.40 | 71.65 | 88.30 | 73.00 |
| Aug-17 | 106.35 | 72.40 | 105.85 | 72.60 |
| Sep-17 | 145.35 | 102.20 | 145.40 | 102.25 |
| Oct-17 | 178.30 | 137.10 | 178.20 | 136.95 |
| Nov-17 | 177.95 | 135.00 | 177.95 | 152.15 |
| Dec-17 | 168.70 | 147.50 | 168.80 | 147.00 |
| Jan-18 | 197.00 | 151.50 | 196.80 | 151.50 |
| Feb-18 | 186.40 | 144.75 | 160.90 | 144.00 |
| Mar-18 | 161.00 | 141.00 | 160.90 | 141.00 |

## Stock Performance in comparison to broad-based indices

| Financial Year | BSE SENSEX | | NSE CNX NIFTY | |
|---|---|---|---|---|
| | Change in Himadri Share Price | Change in SENSEX | Change in Himadri Share Price | Change in Nifty |
| 2017-18 | +235.85% | +11.30% | +234.06% | +10.25% |

## Registrar and Share Transfer Agent

The Company has engaged the services of M/s S. K. Infosolutions Pvt. Ltd of 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006, a SEBI registered Registrar as its Share Transfer Agent for processing the transfer, sub-divisions, consolidation, splitting of securities among others. Since the shares are compulsorily required to be traded in dematerialized form, shareholders are requested to get their physical shareholdings converted into DEMAT form through their depository.

All the queries related with shares may be forwarded directly to the Company's Registrar. The Company has made necessary arrangements with Depositories viz NSDL/ CDSL for dematerialization of shares. M/s S. K. Infosolutions Pvt. Ltd has appointed as common agency to act as transfer agent for both physical and demat shares.

Shareholders are requested to surrender the old share certificates having Face Value of ₹ 10/- each to the Registrar and Share Transfer Agent for cancellation and exchange of new

# ANNEXURE X
**of the Board's Report (Contd.)**

certificates of face Value of ₹ 1/- each pursuant to stock split approved by the shareholders at the Annual General Meeting held on 28 September 2010, for which the Record Date was fixed on 9 November 2010.

### Share Transfer System

The Company ensures that all transfers are duly affected within the prescribed period. The Board has constituted a Share Transfer Committee for approval of the transfers, which meets on regular intervals. Share Transfer, Duplicate issue of shares and all other investors' related activities are attended and processed at the office of the Registrar and Share Transfer Agent, M/s S. K. Infosolutions Pvt. Ltd, Kolkata.

Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificate on half-yearly basis is filed with the stock exchange(s) for due compliance of share transfer formalities by the Company.

### Nomination facilities

Section 72 of the Act, 2013 read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, provides for the facility of nomination to shares and debentures. This facility is mainly useful in case of those holders who hold their shares in single name. Investors are advised to avail of this facility, especially those holding shares in single name to avoid any complication in the process of transmission, in case of death of the holders.

In case the shares are held in physical mode, the nomination form may be obtained from the Registrar & Share Transfer Agent. In case of shares held in Demat form, such nomination is to be conveyed to the DP as per the formats prescribed by them.

### Dividend remittance

Dividend on equity shares as recommended by the Board for the year ended 31 March 2018, when declared at the ensuing annual general meeting will be paid:

i) in respect of shares held in electronic form, to those persons whose names appear as beneficial owners in the statement (s) furnished by the Depositories as on the close of the market day prior to start of book closure and

ii) in respect of shares held in physical form, to those Shareholders whose names appear on the Company's register of members after giving effect to all valid share transfers in physical form lodged with the Company before the start of date of book closure.

Members may please note that the dividend warrants shall be payable at par at the designated branches of the bank for an initial period of three months. The members are therefore advised to encash dividend warrants within the initial validity period of three months. After expiry of initial validity period, bank draft will be issued against cancellation of warrants upon request of the shareholders, if any.

### Electronic Clearing Service – NECS

Members desirous of receiving dividend by direct electronic deposits of dividend vide NECS in their account may authorise the Company with their mandate. Members are requested to provide necessary details of their bank account to Company's Registrar and Share Transfer Agent, M/s S. K Infosolutions Pvt. Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006, Ph No: 91-033- 22196797/ 4815.

### Bank details in case of physical Shareholdings

With a view to provide protection against fraudulent encashment of dividend warrants, members are requested to provide, if not provided earlier, their bank account number, bank account type, names and address of bank branches, with their folio number to Company's Registrar and Share Transfer Agent, M/s S. K Infosolutions Pvt. Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006, to enable them to print the same on dividend warrants. This is a mandatory requirement in terms of SEBI circular No. D&CC/ FITTC / CIR-04/ 2001 dated 13 November 2001.

### Unclaimed / Unpaid Dividend

The amount of unclaimed dividend are lying credit in separate bank accounts. Members may please note that pursuant to Section 124(5) and Section 125 of the Companies Act, 2013 the amount lying in credit of any unpaid dividend account if remained un-claimed for 7 years from the date they became due for payment shall be transferred to the Investor Education and Protection Fund. As on 31 March 2018, the following amounts are unclaimed and lying credit in separate bank accounts with various banks.

# ANNEXURE X
**of the Board's Report (Contd.)**

| Financial Year | Date of declaration | Amount Unpaid/ Unclaimed as on 31.03.2018 | Due date for transfer to Investor Education and Protection Fund | Banker's name in which the unpaid amount is lying |
|---|---|---|---|---|
| 2010-11 | 28 September 2011 | 480,354.10 | 3 November 2018 | State Bank of India |
| 2011-12 | 29 September 2012 | 505,540.20 | 4 November 2019 | State Bank of India |
| 2012-13 | 23 September 2013 | 536,305.70 | 29 October 2020 | State Bank of India |
| 2013-14 | 24 September 2014 | 522,413.60 | 30 October 2021 | State Bank of India |
| 2015-16 | 24 September 2016 | 325,526.70 | 30 October 2023 | State Bank of India |
| 2016-17 | 22 September 2017 | 606,716.40 | 28 October 2024 | State Bank of India |

Therefore, members who have so far not encashed their dividend warrants or have not received the dividend warrants may write to the Company or its' Share Transfer Agents for issue of duplicate dividend warrants / drafts.

### Transfer of Shares to IEPF

During the financial year 2017-18, the Company has transferred 2,538,240 unclaimed shares of 1,745 shareholders in respect of which dividend has not been paid or claimed for seven consecutive years or more pursuant to Section 124 (6) of the Companies Act, 2013 to the credit of IEPF Authority as prescribed in Section 125 of the Companies Act, 2013 in DEMAT Account No: IN300708/ CL-ID: 10656671 through NSDL.

However, the shareholders may re-claim those shares from the IEPF Authority by complying with prescribed procedure and filing the e-Form (IEPF-5) online with MCA portal. The shareholder claiming the shares should take a print out of the e-Form (IEPF-5) and forward the same with all documents as mentioned in the e-form to the NODAL Officer of the Company for onward submission to the IEPF Authority along with verification report. The name, address and contact no of the NODAL Officer of the Company is given hereunder:

**Name: Mr. Bajrang Lal Sharma,**
**Designation: Company Secretary & Compliance Officer**
Himadri Speciality Chemical Ltd
**Regd. Off: 23A, Netaji Subhas Road, 8th Floor, Suite No 15, Kolkata- 700 001**
**Corporate Office: 8, India Exchange Place, 2nd Floor, Kolkata- 700 001**
**Contact No: 033-22309953/ 22304363**
**E-mail: blsharma@himadri.com**

### Distribution of Shareholding and Shareholding Pattern as on 31 March 2018

### Distribution of Shareholding as on 31 March 2018

| No. of shares | No. of Shareholders | % of total number of shareholders | Number of shares held | % of the total number of shares |
|---|---|---|---|---|
| Upto 5000 | 53,357 | 76.18 | 7,220,110 | 1.73 |
| 5001 to 10000 | 8,523 | 12.17 | 7,341,812 | 1.75 |
| 10001 to 20000 | 4,063 | 5.80 | 6,645,083 | 1.59 |
| 20001 to 30000 | 1,521 | 2.17 | 3,908,466 | 0.93 |
| 30001 to 40000 | 589 | 0.84 | 2,159,044 | 0.52 |
| 40001 to 50000 | 535 | 0.76 | 2,570,866 | 0.61 |
| 50001 to 100000 | 711 | 1.02 | 5,307,844 | 1.27 |
| 100001 to 500000 | 560 | 0.80 | 11,908,369 | 2.85 |
| 500001 to 1000000 | 67 | 0.10 | 4,930,902 | 1.18 |
| 1000001 and Above | 112 | 0.16 | 366,415,371 | 87.57 |
| **Total** | **70,038** | **100.00** | **418,407,867** | **100.00** |

# ANNEXURE X
**of the Board's Report (Contd.)**

### Shareholding pattern as on 31 March 2018

| Category of shareholders | No. of Shareholders | % of total number of shareholders | Number of shares held | % of the total number of shares |
|---|---|---|---|---|
| **(A) Promoter Group** | | | | |
| (a) Directors & relatives | 8 | 0.01 | 12,728,600 | 3.04 |
| (b) Bodies corporate | 4 | 0.01 | 192,086,607 | 45.91 |
| **Sub- total (A)** | **12** | **0.02** | **204,815,207** | **48.95** |
| **(B) Non-promoters** | | | | |
| (a) Mutual funds / UTI | 3 | 0.01 | 2,251,551 | 0.54 |
| (b) Financial institutions | 1 | 0.00 | 321,123 | 0.08 |
| (c) Foreign Company | 1 | 0.00 | 103,178,860 | 24.66 |
| (d) Foreign Portfolio | 40 | 0.06 | 9,025,905 | 2.16 |
| (e) Bodies corporate | 848 | 1.21 | 29,806,299 | 7.11 |
| (f) Individuals | 67,680 | 96.63 | 67,054,437 | 16.03 |
| (g) NRI(s) | 1,451 | 2.07 | 1,918,720 | 0.46 |
| (h) Nationalised Bank | 2 | 0.00 | 35,765 | 0.01 |
| **Sub Total (B)** | **70,026** | **99.98** | **213,592,660** | **51.05** |
| **Total (A) + (B)** | **70,038** | **100.00** | **418,407,867** | **100.00** |

### Dematerialization of shares and liquidity

The shares of the Company are under compulsory demat list of SEBI and it has joined as a member of the Depository services with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as an Issuer Company for dematerialization of its' shares. Shareholders can get their shares dematerialized with either NSDL or CDSL.

Pursuant to stock split approved by the shareholders at the Annual General Meeting held on 28 September 2010, each equity shares of face value of ₹ 10/- each has been sub-divided into ten equity shares of ₹ 1/- each and the depositories allotted the following new ISIN number to the Company:

| NSDL - INE 019C01026 | CDSL - INE 019C01026 |
|---|---|

As on 31 March 2018, out of the 418,407,867 equity shares of the Company 413,420,772 shares were held in Electronic form representing 98.80 % to the total paid up share capital, whereas balance of 4,987,095 shares were held in physical form representing 1.20% to the total paid up share capital of the Company.

### Foreign Exchange Risk and Hedging activities

In terms of the SEBI Listing Regulations, the Management Discussion and Analysis Report forms part of the Annual Report. Disclosures relating to risks including commodity price risk, foreign exchange risk, etc., have been adequately covered under the Management Discussion and Analysis Report.

# ANNEXURE X
**of the Board's Report (Contd.)**

### Locations of Plants

| Sl. No. | Location of Plant |
|---|---|
| 1 | Mahistikry, P.S. - Haripal, District - Hooghly (W.B.) |
| 2 | Liluah Unit (Howrah), 58, N.S. Road, Liluah, Howrah - 711 204 (W. B.) |
| 3 | Liluah Unit (Howrah), 27-B, Gadadhar Bhatt Road, Liluah, Howrah - 711 204 (W.B.) |
| 4 | Korba Unit - Vill - Jhagrah, Rajgamar Colliery, Korba - 495683 (Chhattisgarh) |
| 5 | Vizag Unit - Plot No. 67, 68 & 69, Ancillary Industrial Estate, Vill: Pedagantyada, PIN - 530 013 (A. P.) |
| 6 | Wind Mills Division:<br>a. Vill - Amkhel: Taluka - Sakri,<br>District - Dhule, Maharashtra<br>b. Vill - Titane, Taluka - Sakri,<br>District - Dhule, Maharashtra |
| 7 | Vapi Unit - G.I.D.C., Phase I, Vapi, Gujarat |
| 8 | Sambalpur Unit, Kenghati. P.O Jayantpur, Sambalpur - 768112 |
| 9 | Falta Special Economic Zone<br>J.L. No 1, Dag No: 49,50,51, Sector - II, Vill - Simulberia, P.O.- Falta, Dist - 24 Pgs (South),<br>West Bengal - 743504 |
| 10 | China Unit, Longkou, Shandong, China. |

### Address for correspondence

All communication may be sent to Mr. Bajrang Lal Sharma, Company Secretary and Compliance Officer at the following address:

Himadri Speciality Chemical Ltd
**23A, Netaji Subhas Road,**
**8th Floor, Suite no 15**
**Kolkata - 700 001**
**Phone number: (033) 2230 9953/ 2230 4363**
**Fax No 91-33-2230-9051,**
**e-mail: investors@himadri.com**

All shares related queries may be sent to the Company's Registrar and Share Transfer Agent, M/s S. K. Infosolutions Pvt. Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006. Ph. No: 91-033- 22196797/ 4815.

## 13. SUBSIDIARY COMPANIES

The Company has an unlisted non-material wholly owned Indian subsidiary Company, Equal Commodeal Private Limited ('ECPL'). The Company also has further two subsidiary Company 1) AAT Global Limited, Hongkong in which the Company holds 100% equity through its wholly owned Indian Subsidiary, 2) Shandong Dawn Himadri Chemical Industry Limited ("SDHCIL") in China, in which the Company holds 94% equity through its wholly owned subsidiary Company, AAT Global Limited.

The Board of Directors of the Company regularly reviews the minutes of the Board Meetings, financial statements, in particular investments made and significant transactions and arrangements (if any) entered into by the unlisted subsidiary companies. The Audit Committee reviews the financial statements, in particular, the investments made by the unlisted Subsidiary Company. The Company has duly formulated a policy for determining 'material' subsidiaries. The main objective of the policy is to ensure governance of material subsidiary companies.

The web link for Policy for determining Material Subsidiaries is placed on the website of the Company is https://www.himadri.com/pdf/corporate_governance/policy_for_determining_material_subsidiary.pdf

# ANNEXURE X
**of the Board's Report (Contd.)**

## 14. OTHER DISCLOSURES

**i. Materially significant related party transactions (i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc.) that may have potential conflict with the interests of the Company at large;**

The Company has not entered into any materially significant related party transaction during the year with any of the related parties which may have potential conflict with the interest of the Company.

The related party transactions constitute contracts or arrangements, made by the Company from time to time, with Companies in which Directors are interested. The Audit Committee reviews periodically the significant related party transactions and the Committee provided omnibus approval for related party transactions which are in ordinary course of business (repetitive in nature) and are on Arm's Length basis. All transactions covered under the related party transactions are regularly ratified and / or approved by the Board. There were no material transactions during the financial year 2017-18 that were prejudicial to the Company's interest.

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management and their subsidiaries or relatives that may have potential conflict with Company's interest at a large.

Related party transactions as per requirements of Indian Accounting Standard (Ind AS 24) "Related Party Disclosures" are disclosed in the Notes to the Financial Statements of the Company for the year ended 31 March 2018.

**ii. Reconciliation of Share Capital Audit Report;**

A qualified Practising Company Secretary has carried out exercise of Reconciliation of Share Capital to the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital as on the close of the financial year 2017-18. The Reconciliation of Share Capital confirms that the total issued / paid up capital was in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**iii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to the capital markets, during the last three years;**

The Company has complied with the requirements of the stock exchange(s)/ SEBI and statutory authorities on all matters related to capital markets. There were no instances of non-compliance on any matter relating to the capital market during the last three years. There were no penalties or strictures imposed on the Company by the stock exchange(s), SEBI or any statutory authority in any matter related to capital markets.

**iv. Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee;**

The Company has adopted a Vigil Mechanism and Whistle Blower Policy and the same is uploaded on the website of the Company. Mr. Bajrang Lal Sharma, Company Secretary is appointed as Vigilance Officer by the Board for this purpose. The whistle blowers may also lodge their complaints/concern with the Chairman of the Audit Committee,

# ANNEXURE X
**of the Board's Report (Contd.)**

whose contact details are provided in the Whistle Blower Policy of the Company. The Policy also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings.

**v. Mandatory and Non-mandatory requirements;**

The Company has complied with the mandatory requirements and has adopted a few non-mandatory requirements as specified under Regulations of SEBI Listing Regulations, which are reviewed by the management from time to time.

**vi. Details of compliance with Non-mandatory (discretionary) requirements;**

The Company has complied with the following non mandatory (discretionary) requirements as specified in Part E of Schedule II of SEBI Listing Regulations:

**a. Shareholders' Rights**

The Company's financial results are published in the newspapers and also posted on its own website (www.himadri.com). Hence, the Financial Results are deemed to be sent to the shareholders. However, the Company furnishes the financial results on receipt of request from the shareholders.

The Company had sent Annual Reports for 2017 together with Notice of the Annual General Meeting in electronic mode to those shareholders who had registered their e-mail addresses with the Company's RTA or the Depositories for this purpose. For other shareholders, who had not registered their email ids, the complete Annual Report for 2017 in physical form was sent at their registered address.

**b. Unmodified Audit Opinion**

During the year under review, there is no audit qualification in your Company's standalone financial statements. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.

**c. Reporting of Internal Auditor**

The Company's Internal Auditor reports directly to the Audit Committee.

**vii. Proceeds from Public Issues, rights issue, preferential issues, etc.;**

The Company has not raised any money through issue of Securities by means of Public issue, Rights Issue, Preferential Issue, etc. during the financial year ended 31 March 2018.

**viii. Web link where policy on determining 'material' subsidiaries is disclosed;**

The Company has formulated a policy pursuant to provisions of Chapter IV of SEBI Listing Regulations to determine material subsidiaries. The policy is posted on the website of the Company and the web link for the same is: https://www.himadri.com/pdf/corporate_governance/policy_for_determining_material_subsidiary.pdf

**ix. Web link where policy on dealing with related party transactions;**

The Company has duly formulated a Policy on dealing with Related Party transactions. The Company recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof and therefore has adopted this Policy to ensure that all Related Party Transactions with Related Parties shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The link for the same as placed on the website of the Company is https://www.himadri.com/pdf/corporate_governance/policy_on_related_party_transactions.pdf

# ANNEXURE X
**of the Board's Report (Contd.)**

**x. Disclosure of commodity price risks and commodity hedging activities.**

Disclosure of commodity price risks and commodity hedging activities has been adequately covered under the Management Discussion and Analysis Report.

**xi. Disclosure of the Compliance of the Corporate Governance.**

The Company is in compliance with the Corporate Governance requirements as specified in Regulation 17 to 27 except Regulation 21 as the same is not applicable to the Company and the Company is also in compliance with the requirements of dissemination of the information of as required in terms of Regulation 46 (2) of the SEBI Listing Regulations.

**Details of corporate policies**

| Sl. No. | Policy | Link |
|---|---|---|
| 1 | Corporate Social Responsibility Policy | https://www.himadri.com/pdf/corporate_governance/policy_on_corporate_social_responsibility.pdf |
| 2 | Composition and Profile of the Board of Directors | https://www.himadri.com/leadership |
| 3 | Terms and Conditions of appointment of Independent Directors | https://www.himadri.com/corporate_governance |
| 4 | Familiarization Programme for Independent Directors | https://www.himadri.com/corporate_governance |
| 5 | Remuneration policy of Directors, KMPs & other Employees | https://www.himadri.com/pdf/corporate_governance/nomination_and_remunaration_policy_new.pdf |
| 6 | Code of Conduct | https://www.himadri.com/pdf/corporate_governance/code_of_conduct_for_all_director_and_senior_management.pdf |
| 7 | Criteria for making payments to Non-Executive Directors/ Executive directors | https://www.himadri.com/pdf/corporate_governance/nomination_and_remunaration_policy_new.pdf |
| 8 | Code of Conduct for Non-Executive Directors | https://www.himadri.com/pdf/corporate_governance/code_of_conduct_for_independent_directors.pdf |
| 9 | Policy on Related Party Transactions | https://www.himadri.com/pdf/corporate_governance/policy_on_related_party_transactions.pdf |
| 10 | Policy on determining Material Subsidiaries | https://www.himadri.com/pdf/corporate_governance/policy_for_determining_material_subsidiary.pdf |
| 11 | Whistle Blower Policy | https://www.himadri.com/pdf/corporate_governance/policy_on_vigil_mechanism.pdf |
| 12 | Policy on determination of Materiality for Disclosure(s) | https://www.himadri.com/pdf/corporate_governance/policy_on_determination_of_materiality_of_events.pdf |

**For and on behalf of the Board**

Sd/-
**B. L. Choudhary**
*Managing Director*
(DIN: 00173792)

Sd/-
**S.S. Choudhary**
*Executive Director*
(DIN: 00173732)

Dated: 21 May 2018
Place: Kolkata

# ANNEXURE X
**of the Board's Report (Contd.)**

## DECLARATION BY THE CHIEF EXECUTIVE OFFICER

**Pursuant to Regulation 34 (3) [Schedule V Paragraph D] of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To,**

**The Members of**

Himadri Speciality Chemical Ltd

I, Anurag Choudhary, Chief Executive Officer of the Company declare that to the best of my knowledge and belief, all the Members of the Board and the designated personnel in the Senior Management personnel of the Company have affirmed their respective compliance with the applicable Code of Conduct for the financial year ended 31 March 2018.

For Himadri Speciality Chemical Ltd

Sd/-
**Anurag Choudhary**
***Chief Executive Officer***
Date: 21 May 2018

## PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

**as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To**

**The Members**

Himadri Speciality Chemical Ltd

**Kolkata**

We have examined the compliance of Corporate Governance by Himadri Speciality Chemical Ltd ("the Company") for the period between April 1, 2017 and March 31, 2018, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations, 2015") of the said Company with stock exchange(s) (as applicable) ("Listing Agreement").

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to review of the 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 and based on the representation made by the directors, the management and the Company's officers, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations/Listing Agreements (as applicable).

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 its affairs.

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

Sd/-
**Arun Kumar Maitra**
**Partner**
Membership No.-A3010
CP No.-14490

Dated: 21.05.2018
Place: Kolkata

# ANNEXURE X
**of the Board's Report (Contd.)**

## CEO & CFO CERTIFICATION

**To**
**The Members of**
Himadri Speciality Chemical Ltd
**23A, Netaji Subhas Road, 8th Floor, Suite No 15,**
**Kolkata - 700 001**
**Sub: CEO & CFO certification in terms of Regulation 17 (8) of the SEBI (LODR) Regulations, 2015**

We,

1) Anurag Choudhary, Chief Executive Officer and
2) Kamlesh Kumar Agarwal, Chief Financial Officer

Certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended 31 March 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 violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal control, 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:
   i) Significant changes in internal control over financial reporting during the year;
   ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii) 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.

For Himadri Speciality Chemical Ltd

Sd/-
**Anurag Choudhary**
*Chief Executive Officer*

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Dated: 29 May 2018
Place: Kolkata

# ANNEXURE XI
**of the Board's Report**

## BUSINESS RESPONSIBILITY REPORT

### Section A: General information about the Company

1. **Corporate Identity Number (CIN):** L27106WB1987PLC042756
2. **Name of the Company:** Himadri Speciality Chemical Ltd (Formerly known as Himadri Chemicals & Industries Limited)
3. **Registered address:** 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata – 700 001
4. **Website:** www.himadri.com
5. **E-mail id:** investors@himadri.com
6. **Financial year reported:** 2017-18
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)**

| Particulars | National Industrial Code |
|---|---|
| Carbon Materials & Chemicals | 23999 |
| Power | 38210 |

8. **The key products/services manufactured :**
   - i. **Carbon Materials and Chemicals**
   - ii. **Power**
9. **Total number of locations where business activity is undertaken:**
   - i. **Number of international locations**

     Himadri Speciality Chemical Ltd carries out its international operations in Longkou, Shandong, China through its step-down subsidiary in China – Shandong Dawn Himadri Chemical Industry Limited.
   - ii. **Number of national locations:**

     The Company carries out its operation through its head office in Kolkata and several marketing offices across India. The Company has one manufacturing unit at Mahistikry, Hooghly, West Bengal, two manufacturing units at Liluah, Howrah, West Bengal, one unit at Falta SEZ, West Bengal, one unit each at Korba, Chhattisgarh, Vapi, Gujarat, Vishakhapatnam, Andhra Pradesh and Sambalpur, Odisha.
10. **Markets served by the Company: Local/State/ National/International**

    Himadri products are sold across India. In international markets, the geography Himadri primarily caters to include Asia, Middle East, Europe, Africa and America.

### Section B: Financial details of the Company

1. **Paid up capital** (₹): 4,184.08 lakhs
2. **Total turnover** (₹): 202,152.30 lakhs
3. **Total profit after taxes** (₹): 24,257.46 lakhs
4. **Total spending on Corporate Social Responsibility (CSR) as percentage of PAT (%)**:

   ₹ 33.03 lakhs which is 0.14% of the PAT
5. **List of activities in which expenditure in 4 above has been incurred:**

   Please refer **Annexure IX** of Board's Report

### Section C: Other Details

1. **Does the Company have any subsidiary Company/ Companies?**

   Yes. HSCL has an unlisted non-material wholly owned Indian subsidiary Company, Equal Commodeal Private Limited ('ECPL') and also has two step down subsidiary Companies 1) AAT Global Limited incorporated in Hong Kong in which the Company holds 100% equity through its wholly owned Indian Subsidiary, 2) Shandong Dawn Himadri Chemical Industry Limited ("SDHCIL") in China, in which the Company holds 94% equity through AAT Global Limited as on 31 March 2018.

# ANNEXURE XI
**of the Board's Report (Contd.)**

2. **Do the subsidiary Company/Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).**

   No

3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [>30%, 30-60%, < 60%]**

   The Company's BR Policy is applicable to the management and all employees of the Company. The Company encourages and expects its business partners to adopt the BR practices. However, no formal study has been undertaken as of date to ascertain the percentage of such entities who participate in BR activities.

## Section D: BR information

1. a. **Details of Director/Directors responsible for BR implementation of the BR policy/policies**

   i. **Name:** Mr. Bankey Lal Choudhary

   ii. **Din number:** 00173792

   iii. **Designation:** Managing Director

   iv. **Telephone number:** 033-22309953

   v. **E-mail id:** investors@himadri.com

   b. **Details of BR head**

   i. **Name:** Mr. Anurag Choudhary

   ii. **Designation:** Chief Executive Officer

   iii. **Telephone number:** 033-22309953

   iv. **E-mail id:** investors@himadri.com

## 2. PRINCIPLE-WISE BR POLICIES AS PER NATIONAL VOLUNTARY GUIDELINES

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

| | |
|---|---|
| **p1** | Business should conduct and govern themselves with Ethics, Transparency and Accountability |
| **p2** | Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle |
| **p3** | Businesses should promote the well-being of all employees |
| **p4** | Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised |
| **p5** | Businesses should respect and promote human rights |
| **p6** | Business should respect, protect and make efforts to restore the environment |
| **p7** | Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner |
| **p8** | Businesses should support inclusive growth and equitable development |
| **p9** | Businesses should engage with and provide value to their customers and consumers in a responsible manner |

# ANNEXURE XI
**of the Board's Report (Contd.)**

**(a) Details of Compliance (Reply in Y / N)**

| Questions | | p1 | p2 | p3 | p4 | p5 | p6 | p7 | p8 | p9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Do you have a policy/ policies for: | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 2 | Has the policy being formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3 | Does the policy conform to any national / international standards? if yes, specify? (50 words) | The policy is based on National Voluntary Guidelines on Social, Environmental & Economical Responsibilities of Business released by Ministry of Corporate Affairs in July 2011. | | | | | | | | |
| 4 | Has the policy being approved by the Board? if yes, it has been signed by MD | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 5 | Does the Company have a specified committee of the Board / Director / official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | The Director responsible for BR and BR head are responsible for implementation of the policy | | | | | | | | |
| 6 | Indicate the link for the policy to be viewed online? | https://www.himadri.com/pdf/corporate_governance/HSCL_BRR_POLICY.pdf | | | | | | | | |
| 7 | Has the policy been formally communicated to all relevant internal and external stakeholders? | It has been posted on the Company's Website. | | | | | | | | |
| 8 | Does the Company have in-house structure to implement the policy/ policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 9 | Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 10 | Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | Y | Y | Y | Y | Y | Y | Y | Y | Y |

# ANNEXURE XI
**of the Board's Report (Contd.)**

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:**

**(Tick up to 2 options)**

| No. | Questions | p1 | p2 | p3 | p4 | p5 | p6 | p7 | p8 | p9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | The Company has not understood the Principles | Not Applicable | | | | | | | | |
| 2 | The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | | | | | | | | | |
| 3 | The Company does not have financial or manpower resources available for the task | | | | | | | | | |
| 4 | It is planned to be done within next 6 months | | | | | | | | | |
| 5 | It is planned to be done within the next 1 year | | | | | | | | | |
| 6 | Any other reason (please specify) | | | | | | | | | |

## 3. GOVERNANCE RELATED TO BR

**i. Indicate the frequency with which the Board of Directors, committee of the Board or CEO to assess the BR performance of the Company. Within three months, 3-6 months, annually, more than 1 year:**

The BR Head periodically assess the BR performance of the Company and the Board reviews the same annually.

**ii. Does the Company publish a BR or a Sustainability report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company has adopted its first BR report for FY 2017-18 which forms the part of the Annual Report. The same can be viewed on the website of the Company at www.himadri.com

## Section E: Principle-wise performance

### PRINCIPLE 1 - BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

**1. Does the policy relating to ethics, bribery and corruption cover only the Company? (yes/no). Does it extend to the Group/Joint Ventures/Suppliers/Contractors/ NGOs/Others?**

The Company's policy on Ethics, Transparency and Accountability along with the Code of Conduct is applicable to all the individuals working in the Company. The Company encourages its business partners to follow the code. The policy also intends for fair dealings with customers, suppliers, contractors and other stakeholders.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved? if so, provide details thereof, in about 50 words or so.**

No stakeholder complaints were received pertaining to ethics, transparency and accountability violation in financial year 2017-18.

### PRINCIPLE 2 - BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

- Coal Tar Pitch
- Carbon Black
- Naphthalene

# ANNEXURE XI
**of the Board's Report (Contd.)**

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

   **Power:** The Company produces and uses green power. The Company makes use of the exhaust gases generated during production of carbon black to produce captive power.

   **Fuel:** Coal tar, which is a key raw material, is a by-product of steel plants. The fuel derived from distillation of coal tar is used as energy source for production process.

   **Water:** We utilise all our effluent by treating chemically followed by reverse osmosis process. We have a zero discharge facility .

   **Raw Material:** The key raw material for the Company's integrated manufacturing process is coal tar, which is a by-product of steel plants. The Company sources coal tar from all steel plants generating the same in India and also imports from international markets.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.**

   The Company considers aspects such as safety and environment in addition to commercial considerations while selecting its suppliers. Most of the raw materials are sourced from these suppliers.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

   The major raw material used by the Company in manufacturing its products are of such nature, which are generally not produced by small producers. However, for all other products the Company tries to procure from local supply chain partners which include small scale industries who meet our quality, delivery, cost and technology expectations. Efforts are continuously made to use local service providers for availing various support services at our various plants and services.

5. **Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof.**

   The Company has a robust efficient effluent treatment process thereby enabling it continuously maintain Zero-discharge status across all the facilities.

   The Company has always strived to reduce waste associated with its products. There is an effort to reduce all wastes (including kitchen waste etc.). The Company is using the process wherein minimal waste is generated which has robust treatment measures around it. Water waste generated is recycled as input in other process. All air emissions are strictly within norms of SPCB and CPCB. Of the total input, waste generated and recycled is less than 5%.

## PRINCIPLE 3 - BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

1. **Total number of employees:** 820
2. **Total number of employees hired on temporary/ contractual/casual basis:** 329 (hired in Financial Year 2017-18)
3. **Number of permanent women employees:** 24
4. **Number of permanent employees with disabilities:** 0
5. **Do you have an employee association that is recognised by management?**
   There is no employee association
6. **What percentage of your permanent employees is members of this recognised employee association?**
   Not Applicable

# ANNEXURE XI
**of the Board's Report (Contd.)**

**7. Please indicate the number of complaints relating to Child labour, forced labour, involuntary labour, sexual harassment, Discriminatory employment in the last financial year and pending, as on the end of the financial year**

| No. | Category | No of complaints filed during the year | No of complaints pending as on the end of financial year |
|---|---|---|---|
| 1 | Child labour forced labour, involuntary labour | Nil | Nil |
| 2 | Sexual Harassment | Nil | Nil |
| 3 | Discriminatory employment. | Nil | Nil |

**8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?**

40 per cent of employees were trained on skill up-gradation training (Technical & Managerial together) and 42 per cent trained on safety.

## PRINCIPLE 4 - BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

**1. Has the Company mapped its internal and external Stakeholders?**

Yes – the Company has done so consummately.

**2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised Stakeholders?**

Yes, we always actively work to identify underprivileged communities in and around our Manufacturing Sites to prioritise our Intervention and work on to serve their needs through our well-crafted CSR Programs. The needs are identified through various listening and learning methods and are prioritised by suitably addressing the needs of the Community and the long term strategic growth of the Company as well.

**3. Are there any special initiatives taken by Company to engage with the disadvantaged, vulnerable and marginalised Stakeholders? If so, provide details thereof, in about 50 words or so.**

Yes. Himadri Speciality Chemical Ltd believes that it has an important role to play in the inclusive growth of the Society and the Community in which it operates

- The Company has taken up Project for provision of Safe Drinking Water to each household in the Village.
- The Company promotes Education and Literacy in adjoining villages. Free Distribution of Books is the initiative taken at the commencement of each Academic Year for the needy School Children so that they can seamlessly pursue their studies.
- The Company provides Healthcare Facilities to the underprivileged in and around its Factory premises. A Medical Centre is run in the Village where the Manufacturing Activities of the Company is situated. It provides Free Medical Consultation and Free Medicine to the needy Villagers of all adjoining Villages around the year.

Details of all the Activities listed above can be found in **Annexure IX** to the Board's Report.

## PRINCIPLE 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

**1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/suppliers/contractors/NGOs/others?**

The Company respects & protects the human rights of all people around and associated with it. The Company complies with applicable laws and regulation governing occupational health and safety. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees. The Company is holding ISO 9001:2008 and ISO 14001:2015

# ANNEXURE XI
**of the Board's Report (Contd.)**

certification for Health and Safety Standards and Environment Management Standards. The Company expects its suppliers, contractors etc. to adhere to the principles of human rights.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved?**

   No stakeholder complaints were received pertaining to human rights violation in financial year 2017-18.

## PRINCIPLE 6 - BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to principle 6 cover only the Company or extends to the Group/Joint ventures/ suppliers/contractors/NGOs/others.**

   The Company is committed to safeguard the interest of environment with a view of sustainable development. For the same, Company has taken many environmental friendly initiatives and also carried out process modification to protect environment. The Company's Environmental policy is applicable to all its business places.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming etc? If yes, please give hyperlink for webpage etc.**

   The Company understands and recognizes that climate change and global warming are real threat to the global community and each and every person has a role & responsibility to address such alarming issue. The Company has taken the following initiatives to address these global environmental issues as:

   i. **Anode material for Lithium-ion batteries:** The Company has developed anode material for lithium-ion batteries and is expanding its commercial capacity to market the same. Lithium-ion batteries are critical for industries like electric vehicles and renewable energy storage solutions thereby reducing the reliance on fossil fuel globally.

   ii. **Operation of Boiler through waste flue gas generated from Carbon Black reactor during the production of Carbon Black:** The waste flue gas generated from the carbon black reactor is routed to the drier where it is being utilized for drying the Carbon Black. Thus, additional fuel is not required for the operation of drier thereby reducing the emission of Carbon-dioxide a green-house gas. The power generated by the Company is clean power eligible for carbon credits.

   iii. **Use of heat exchanger:** The heat exchanger transfers some of the waste heat in the exhaust to the furnace air, thus preheating it before entering the fuel burner stage. Since the gases have been pre-heated, less fuel is required to heat the gases up to the furnace inlet temperature. By recovering some of the energy usually lost as waste heat, the heat exchanger can make reheating furnace more efficient. Less use of fuel ultimately leads to less generation of carbon-dioxide thereby contributing to global cause.

   More information is available on following web link: https://www.himadri.com/sustainability

3. **Does the Company identify and assess potential environmental risks?**

   Yes. The Company tries to identify, assess and address potential environmental risks related to its operations.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, is any environmental compliance report filed?**

   No, the Company presently does not have any project related to clean development mechanism.

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc? If yes, please give hyperlink for web page etc.**

   The Company has taken certain initiatives towards conservation of energy and energy efficiency at its various plants. **Annexure VII** to the Board's Report contains details of the steps taken to conserve energy during the year.

   Sustainable growth is an integral part of Company's philosophy and multiple projects and initiatives are undertaken to address clean technology, energy efficiency, renewable energy etc. The Company is **Carbon Positive** in its operations and has zero discharge facilities. Some of the initiatives are listed below:

# ANNEXURE XI
**of the Board's Report (Contd.)**

**Clean and green power:** The Company generates power from flue gas generated during production of carbon black. This power is clean and green power. The power is used for captive consumption as well as sold to grid to reduce overall carbon footprint.

**Alternative Source of energy:** The Company has started commissioning alternate source of energy through use of solar panels for the lighting equipment as well as very long solar panels for the warehouse and packaging activity also contemplating to progressively use this source in critical manufacturing equipment.

**Waste management:** Well integrated system to handle wastes. E.g., all the water waste generated during process is utilised as input material for another process.

- Kitchen waste – we generate the bio-gas which in turn used for our canteen cooking
- A little amount of solid waste we dispose it off through ramkey with a permission of hazard cell of SPCB

**6. Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

All the plants of the Company comply with the prescribed emission norms of various Central/State pollution control boards. All the emission and waste generated by the Company is well within the permissible limits given by SPCB/CPCB for the financial year reported.

**7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

No show cause or legal notices from the pollution control authorities are pending as at the end of the financial year.

## PRINCIPLE 7 - BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

**1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with.**

(a) Bharat Chamber of Commerce
(b) Indian Chamber of Commerce and Industry
(c) Indo-German Chamber of Commerce
(d) Federation of Indian Chambers of Commerce and Industry
(e) CII
(f) Hooghly Chamber of Commerce & Industry
(g) ACAE Chartered Accountants' Study Circle – EIRC and (h) ASSOCHAM

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? If yes, specify the broad areas.**

We do from time to time take up issues through these associations on matters of public and industry interest.

## PRINCIPLE 8 - BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

**1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

The Company is committed to behave responsibly towards people, society and the environment for inclusive growth of the society. The Company has several socio-economic projects running in various areas and are taken as per the CSR policy of the Company which includes:

- Promoting healthcare including preventing healthcare.
- Promoting education and special education.
- Eradicating hunger and making available safe drinking water.

The details of specific CSR projects are given in **Annexure IX** to the Board's Report.

# ANNEXURE XI
**of the Board's Report (Contd.)**

2. **Are the programmes/projects undertaken through in house team/own foundation/external NGO/ government structures/any other organisation?**

   The aforesaid projects have been carried out by the Company directly and/or through implementing agencies.

3. **Have you done any impact assessment of your initiative?**

   Efforts are made to make a general assessment of impact of some of the initiatives. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives. However, no structural impact assessment is put in place at present.

4. **What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken?**

   During the year, the Company has spent INR 33.03 lakhs towards various CSR initiatives and projects. The details of the same are given in Annexure IX to the Board's Report.

5. **Have you taken steps to ensure that the community successfully adopts this community development initiative? Please explain in 50 words, or so.**

   All CSR projects and initiatives are planned with the objective of sustainable community development. The project is identified and developed as a facilitator within the CSR policy framework and presented to the CSR committee for its review, guidance and approval. The Company works directly and through implementing agencies of the project to ensure proper and meaningful adoption of these initiatives among the target community.

## PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints/consumer cases are pending as on the end of the financial year?**

   No customer complaints are pending as on the end of the financial year.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws?**

   Not Applicable

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on the end of the financial year? If so, provide details thereof, in about 50 words or so.**

   There is no case against Himadri Speciality Chemical Ltd during last five years, relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour.

4. **Did your Company carry out any consumer survey/ consumer satisfaction trends?**

   Himadri believes in providing best services to its customers. Time to time meeting(s) with customers are organized to understand their expectation and essentially to gauge our competitiveness in the business. Himadri leverages its presence across the country to remain consistently in touch with the customers through its business unit and mitigate their issues promptly. Feedbacks received from customers are implemented to further enhance quality of service. Our ongoing efforts have made us market leaders or significant players across all products we operate in.

**For and on behalf of the Board**

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| | **Bankey Lal Choudhary** | **Shyam Sundar Choudhary** |
| | *Managing Director* | *Executive Director* |
| Place: Kolkata | (DIN: 00173792) | (DIN: 00173732) |
| Date: 29 May 2018 | | |

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Himadri Speciality Chemical Limited**

(formerly known as Himadri Chemicals & Industries Limited)

## Report on the Audit of the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited) ("the Company") which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

## Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows 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.

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

In preparing these standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## Auditor's Responsibility

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

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

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

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

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

# INDEPENDENT AUDITOR'S REPORT (Contd.)

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

### Opinion

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
   d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
   e. On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
   f. With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
      i The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer note 8, 16, 24 and 35(a) to the standalone Ind AS financial statements;
      ii The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, on long-term contracts including derivative contracts - Refer note 21 to the standalone Ind AS financial statements;
      iii There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
      iv The disclosures in the standalone Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in the audited standalone Ind AS financial statements for the period ended 31 March 2017 have been disclosed.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

# ANNEXURE A

**to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of Himadri Speciality Chemical Limited- 31 March 2018**

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. In accordance with this programme, certain items of fixed assets have been physically verified during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties as disclosed in note 4 to the standalone Ind AS financial statements, are held in the name of the Company.

(ii) The inventory, except stock lying with third parties and goods in transit, have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For stock lying with third parties as at the year end, written confirmations have been obtained and in respect of goods in transit, subsequent goods receipts have been verified. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of paragraph 3(iii) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the provisions of Section 185 are not applicable to the Company. The Company has complied with the provisions of Section 186 of the Act with respect to investments made, loans given and guarantee provided. The Company has not provided any security under the provisions of Section 186 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act, in respect of the products manufactured by the Company and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Value added tax, Goods and service tax, Service tax, Duty of customs, Duty of excise, Cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Value added tax, Goods and Service Tax, Service tax, Duty of customs, Duty of excise, Cess and any other material

# ANNEXURE A

**to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of Himadri Speciality Chemical Limited- 31 March 2018 (Contd.)**

statutory dues were in arrears as at 31 March 2018, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Value added tax, Goods and Service Tax, Service tax, Duty of customs and Duty of excise which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:

| Name of the statute | Nature of the dues | Total amount under dispute (₹ in lakhs) | Total amount paid under protest (₹ in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| Central Sales Tax Act, 1956 | Central Sales tax | 840.59 | 65.39 | 2005 to 2013 | Appellate and Revision Board |
| | | 30.45 | 7.61 | 2005-2006 | Sales Tax Appellate Tribunal |
| | | 1,733.58 | 85.03 | 2013-2015 | Additional Commissioner |
| | | 0.89 | 0.42 | 2010-2011 | Deputy Commissioner |
| West Bengal Value Added Tax Act, 2003 | Value added tax | 36.85 | - | 2008-2009 | West Bengal Taxation Tribunal |
| | | 1,404.22 | - | 2005-2006 to 2007-2008, 2009-2010 to 2010-2011 | Appellate and Revision Board |
| | | 257.91 | - | 2005-2006 | Senior Joint Commissioner -Special Cell |
| | | 41.28 | 19.36 | 2013-2014 | Additional Commissioner |
| Chhattisgarh Value Added Sales Tax Act, 2003 | Value Added Tax | 2.30 | 1.48 | 2010-2011 | Deputy Commissioner |
| The Central Excise Act, 1944 | Duty of Excise | 2,061.27 | - | 2011 to 2016 | Hon'ble high Court of Calcutta |
| | | 437.16 | 0.37 | 2006 to 2008, 2012 to 2016 | Custom Excise and Service Tax Appellate Tribunal |
| | | 353.54 | 2.47 | 2004 to 2007, 2011 to 2017 | Commissioner (Appeals) of Central Excise |
| The Custom Act, 1962 | Custom duty | 491.76 | 37.72 | 2000-2001, 2011-2016 | Custom Excise and Service Tax Appellate Tribunal |
| Finance Act, 1994 | Service tax | 41.00 | - | 2010-2011 | Custom Excise and Service Tax Appellate Tribunal |
| | | 67.92 | 4.97 | 2010-2016 | Commissioner of Central Excise |
| Chhattisgarh Entry Tax Act, 1976 | Entry tax | 465.71 | 248.38 | 2012-2017 | Hon'ble High Court of Judicature Chhatisgarh at Bilaspur |
| The West Bengal Tax on entry of Goods into Local Areas, Act, 2012 | Entry tax | 2,147.44 | - | 2012-2013, 2015-2017 | Hon'ble High Court of Calcutta |
| | | 2,710.45 | - | 2013-14 to 2014-15 | West Bengal Taxation Tribunal |

# ANNEXURE A

**to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of Himadri Speciality Chemical Limited- 31 March 2018 (Contd.)**

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, banks, government or dues to debenture holders during the year.

(ix) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Term loans raised were applied during the year for the purpose for which it was obtained.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid and provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and Section 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them in respect of which provisions of Section 192 of the Act are applicable. Accordingly, the provisions of paragraph 3(xv) of the Order are not applicable to the Company.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of paragraph 3(xvi) of the Order are not applicable to the Company.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

# ANNEXURE B

**to the Independent Auditor's Report**
**(Referred to in our report of even date)**

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

We have audited the internal financial controls with reference to financial statements of Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited) ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls with reference to financial statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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

### Meaning of Internal financial controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with

# ANNEXURE B

**to the Independent Auditor's Report**
**(Referred to in our report of even date) (Contd.)**

generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal financial controls with reference to financial statements

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

# STANDALONE BALANCE SHEET

**as at 31 March 2018**

**Amount in ₹ Lakhs**

| | Note | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **(1) Non-current assets** | | | |
| (a) Property, plant and equipment | 4 | **109,680.58** | 110,297.38 |
| (b) Capital work-in-progress | 5 | **1,768.01** | 936.45 |
| (c) Intangible assets | 6 | **236.14** | - |
| (d) Financial assets | | | |
| (i) Investments | 7 | **35,324.03** | 16,658.38 |
| (ii) Trade receivables | 8 | **798.79** | 798.79 |
| (iii) Loans | 11 | **4,718.29** | 2,499.95 |
| (iv) Other financial assets | 12 | **3.04** | 6.71 |
| (e) Deferred tax assets | 33 | **15,462.90** | 7,853.02 |
| (f) Non-current tax assets (net) | 13 | **486.68** | 409.72 |
| (g) Other non-current assets | 14 | **5,317.03** | 2,716.25 |
| **Total Non-current assets** | | **173,795.49** | 142,176.65 |
| **(2) Current assets** | | | |
| (a) Inventories | 15 | **41,519.79** | 39,207.05 |
| (b) Financial assets | | | |
| (i) Investments | 7 | **-** | 25.08 |
| (ii) Trade receivables | 8 | **26,988.68** | 21,561.06 |
| (iii) Cash and cash equivalents | 9 | **1,718.04** | 1,132.72 |
| (iv) Bank balances other than (iii) above | 10 | **1,431.07** | 2,466.06 |
| (v) Loans | 11 | **268.23** | 418.56 |
| (vi) Other financial assets | 12 | **812.40** | 1,062.26 |
| (c) Other current assets | 16 | **10,226.76** | 9,381.04 |
| **Total Current assets** | | **82,964.97** | 75,253.83 |
| **TOTAL ASSETS** | | **256,760.46** | 217,430.48 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 17 | **4,184.08** | 4,184.08 |
| (b) Other equity | 18 | **141,448.47** | 103,625.68 |
| **Total Equity** | | **145,632.55** | 107,809.76 |
| **Liabilities** | | | |
| **(1) Non-current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 19 | **23,119.18** | 38,703.12 |
| (ii) Derivatives | 21 | **583.65** | 882.32 |
| (iii) Other financial liabilities | 22 | **25.77** | 25.77 |
| (b) Provisions | 24 | **255.22** | 178.86 |
| (c) Deferred tax liabilities (net) | 33 | **25,173.74** | 8,974.27 |
| **Total Non-current liabilities** | | **49,157.56** | 48,764.34 |
| **(2) Current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 19 | **36,422.53** | 33,868.94 |
| (ii) Trade payables | 20 | **11,826.22** | 14,931.38 |
| (iii) Derivatives | 21 | **185.91** | 4,594.40 |
| (iv) Other financial liabilities | 22 | **7,659.55** | 3,966.78 |
| (b) Other current liabilities | 23 | **5,757.31** | 3,167.68 |
| (c) Provisions | 24 | **40.24** | 18.19 |
| (d) Current tax liabilities (net) | 25 | **78.59** | 309.01 |
| **Total Current liabilities** | | **61,970.35** | 60,856.38 |
| **TOTAL EQUITY AND LIABILITIES** | | **256,760.46** | 217,430.48 |
| **Significant accounting policies** | 3 | | |
| The accompanying notes form an integral part of the standalone financial statements. | | | |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# STANDALONE STATEMENT OF PROFIT & LOSS

**for the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **I. Revenue from operations** | 26 | **202,152.30** | 147,125.42 |
| **II. Other income** | 27 | **776.73** | 789.87 |
| **III. Total income (I + II)** | | **202,929.03** | 147,915.29 |
| **IV. Expenses** | | | |
| Cost of materials consumed | 28 | **133,249.40** | 88,052.80 |
| Changes in inventories of finished goods and work in-progress | 29 | **(771.63)** | 645.87 |
| Excise duty | | **5,034.56** | 14,708.21 |
| Employee benefits expense | 30 | **4,663.10** | 3,585.39 |
| Finance costs | 31 | **7,042.98** | 8,047.45 |
| Depreciation and amortisation expense | 4 and 6 | **3,141.42** | 3,097.36 |
| Other expenses | 32 | **14,976.70** | 17,438.08 |
| **Total expenses** | | **167,336.53** | 135,575.16 |
| **V. Profit before tax (III-IV)** | | **35,592.50** | 12,340.13 |
| **VI. Tax expenses** | 33 | | |
| Current tax | | **7,609.88** | 2,644.45 |
| Deferred tax | | **3,725.16** | 1,578.31 |
| **VII. Profit for the year (V-VI)** | | **24,257.46** | 8,117.37 |
| **VIII. Other comprehensive income (net of tax)** | | | |
| **A. Items that will not be reclassified subsequently to profit or loss** | | | |
| (a) Remeasurements of defined benefit liability/ (asset) | | **(13.58)** | (11.69) |
| (b) Equity instruments through other comprehensive income - net change in fair value | | **13,794.02** | 5,509.67 |
| **Net other comprehensive income not to be reclassified subsequently to profit or loss** | | **13,780.44** | 5,497.98 |
| **B. Items that will be reclassified subsequently to profit or loss** | | | |
| (a) Effective portion of gains/(losses) on hedging instruments in cash flow hedges | | **3,882.61** | 168.36 |
| (b) Effective portion of gains/(losses) on hedging instruments in cash flow hedges reclassified to profit and loss | | **(3,774.56)** | - |
| **Net other comprehensive income to be reclassified subsequently to profit or loss** | | **108.05** | 168.36 |
| **Other comprehensive income for the year, net of tax** | | **13,888.49** | 5,666.34 |
| **IX. Total comprehensive income for the year (VII+VIII)** | | **38,145.95** | 13,783.71 |
| **X. Earnings per equity share** | 34 | | |
| [Face value of equity share ₹ **1** each (previous year ₹ 1 each)] | | | |
| - Basic | | **5.80** | 1.94 |
| - Diluted | | **5.80** | 1.94 |
| **Significant accounting policies** | 3 | | |
| The accompanying notes form an integral part of the standalone financial statements. | | | |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# STANDALONE STATEMENT OF CHANGES IN EQUITY

**for the year ended 31 March 2018**

## A. Equity share capital

| Particulars | Note | Number | Amount in ₹ Lakhs |
|---|---|---|---|
| Balance as at 1 April 2016 | | 418,407,867 | 4,184.08 |
| Changes in equity share capital during 2016-17 | 17 | - | - |
| Balance as at 31 March 2017 | | 418,407,867 | 4,184.08 |
| Changes in equity share capital during 2017-18 | 17 | - | - |
| **Balance as at 31 March 2018** | | **418,407,867** | **4,184.08** |

## B. Other equity

Amount in ₹ Lakhs

| | | Reserves and surplus | | | | | | Items of OCI | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **Note** | **Capital reserve** | **Securities premium reserve** | **Debenture redemption reserve** | **General reserve** | **Share option outstanding reserve** | **Retained earnings** | **Effective portion of cash flow hedge** | **Equity instruments through other comprehensive income** | **Total** |
| Balance at 1 April 2016 | | 1,280.50 | 45,365.53 | 3,535.71 | 13,669.94 | - | 26,330.73 | (2,511.28) | 239.00 | 87,910.13 |
| **Total comprehensive income for the year ended 31 March 2017** | | | | | | | | | | |
| Profit or Loss | | - | - | - | - | - | 8,117.37 | - | - | 8,117.37 |
| Other comprehensive income (net of tax) | | - | - | - | - | - | (11.69) | 168.36 | 5,509.67 | 5,666.34 |
| **Total comprehensive income** | | - | - | - | - | - | 8,105.68 | 168.36 | 5,509.67 | 13,783.71 |
| Dividends (including corporate dividend tax) | 49 | - | - | - | - | - | (251.79) | - | - | (251.79) |
| Fair value changes on derivatives designated as cash flow hedge | 43(d) | - | - | - | - | - | - | 2,158.23 | - | 2,158.23 |
| Share based payments- Equity settled | 39 | - | - | - | - | 25.40 | - | - | - | 25.40 |
| Transfer to debenture redemption reserve | | - | - | 678.56 | - | - | (678.56) | - | - | - |
| **Balance at 31 March 2017** | | 1,280.50 | 45,365.53 | 4,214.27 | 13,669.94 | 25.40 | 33,506.06 | (184.69) | 5,748.67 | 103,625.68 |

# STANDALONE STATEMENT OF CHANGES IN EQUITY

**for the year ended 31 March 2018 (Contd.)**

Amount in ₹ Lakhs

| Particulars | Note | Reserves and surplus | | | | | | Items of OCI | | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Capital reserve | Securities premium reserve | Debenture redemption reserve | General reserve | Share option outstanding reserve | Retained earnings | Effective portion of cash flow hedge | Equity instruments through other comprehensive income | |
| Balance at 1 April 2017 | | 1,280.50 | 45,365.53 | 4,214.27 | 13,669.94 | 25.40 | 33,506.06 | (184.69) | 5,748.67 | 103,625.68 |
| **Total comprehensive income for the year ended 31 March 2018** | | | | | | | | | | |
| Profit or Loss | | - | - | - | - | - | 24,257.46 | - | - | 24,257.46 |
| Other comprehensive income (net of tax) | | - | - | - | - | - | (13.58) | 108.05 | 13,794.02 | 13,888.49 |
| **Total comprehensive income** | | - | - | - | - | - | 24,243.88 | 108.05 | 13,794.02 | 38,145.95 |
| Dividends (including corporate dividend tax) | 49 | - | - | - | - | - | (503.59) | - | - | (503.59) |
| Fair value changes on derivatives designated as cash flow hedge | 43(d) | - | - | - | - | - | - | 76.64 | - | 76.64 |
| Share based payments- Equity settled | 39 | - | - | - | - | 103.79 | - | - | - | 103.79 |
| Transfer from debenture redemption reserve | | - | - | (1,750.00) | 1,750.00 | - | - | - | - | - |
| Transfer to debenture redemption reserve | | - | - | 428.56 | - | - | (428.56) | - | - | - |
| **Balance at 31 March 2018** | | 1,280.50 | 45,365.53 | 2,892.83 | 15,419.94 | 129.19 | 56,817.79 | - | 19,542.69 | 141,448.47 |
| **Significant accounting policies** | 3 | | | | | | | | | |

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Place: Kolkata
Date: 29 May 2018

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

# STANDALONE STATEMENT OF CASH FLOWS

**for the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | | Year ended 31 March 2017 | |
|---|---|---|---|---|---|
| **A.** | **Cash flows from operating activities** | | | | |
| | **Net profit before tax** | | **35,592.50** | | 12,340.13 |
| | Adjustments for: | | | | |
| | Depreciation and amortisation expense | **3,141.42** | | 3,097.36 | |
| | Share based payments | **103.79** | | 25.40 | |
| | Finance costs | **7,042.98** | | 8,047.45 | |
| | Interest income | **(298.71)** | | (360.69) | |
| | Unwinding of discount on security deposits and others | **(227.27)** | | (166.63) | |
| | Gain of fair valuation of investments through profit or loss | **(0.63)** | | (65.56) | |
| | Dividend income on equity instruments | **(0.08)** | | (0.22) | |
| | Guarantee fee | **(7.28)** | | (36.76) | |
| | Gain on sale of current investments (mutual funds) | **(11.35)** | | (29.57) | |
| | Foreign exchange fluctuation (net) | **781.12** | | 1,873.62 | |
| | Net gain on sale of property, plant and equipment | **-** | | (39.21) | |
| | | | **10,523.99** | | 12,345.19 |
| | **Operating cash flows before working capital changes** | | **46,116.49** | | 24,685.32 |
| | Working capital adjustments: | | | | |
| | (Increase) in inventories | **(2,312.74)** | | (7,705.71) | |
| | (Increase) in trade receivables | **(5,405.93)** | | (1,593.90) | |
| | (Increase) in financial and other assets | **(979.81)** | | (730.68) | |
| | Increase/ (decrease) in trade payables | **(3,111.35)** | | 6,269.77 | |
| | Increase/ (decrease) in financial, other liabilities and provisions | **(1,721.75)** | | 1,899.70 | |
| | | | **(13,531.58)** | | (1,860.82) |
| | **Cash generated from operating activities** | | **32,584.91** | | 22,824.50 |
| | Income tax paid (net) | | **(7,922.68)** | | (2,338.44) |
| | **Net cash from operating activities (A)** | | **24,662.23** | | 20,486.06 |
| **B.** | **Cash flows from investing activities** | | | | |
| | Acquisition of property, plant and equipments | **(5,205.17)** | | (1,153.49) | |
| | Proceeds from sale of property, plant and equipments | **-** | | 44.61 | |
| | Interest income received | **372.50** | | 334.29 | |
| | Dividends received | **0.08** | | 0.22 | |
| | Guarantee fee received | **125.29** | | 1.89 | |
| | Loan to a subsidiary | **(2,421.41)** | | (154.44) | |
| | Proceeds from sale of investments | **6,237.05** | | 2,802.66 | |
| | Purchase of investments | **(6,200.00)** | | - | |
| | (Investment)/ redemption in fixed deposits with banks (having maturity of more than 3 months) | **1,038.63** | | (781.27) | |
| | **Net cash provided/ (used) in Investing activities (B)** | | **(6,053.03)** | | 1,094.47 |

# STANDALONE STATEMENT OF CASH FLOWS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | | Year ended 31 March 2017 | |
|---|---|---|---|---|---|
| **C.** | **Cash flows from financing activities** | | | | |
| | Repayment of non convertible debentures | **(10,000.00)** | | - | |
| | Proceeds from non-current borrowings | **13,122.63** | | 5,053.04 | |
| | Repayment of non-current borrowings | **(15,223.53)** | | (10,974.60) | |
| | Increase/ (decrease) in current borrowings | **1,959.35** | | (4,941.89) | |
| | Interest paid | **(6,460.46)** | | (10,255.11) | |
| | Net proceeds/ (outflow) on settlement of derivative contracts | **(917.54)** | | (896.99) | |
| | Dividend paid (including dividend distribution tax) | **(503.59)** | | (251.79) | |
| | **Net cash provided by/ (used in) financing activities (C)** | | **(18,023.14)** | | (22,267.34) |
| | **Net Increase/ (decrease) in cash and cash equivalents (A+B+C)** | | **586.06** | | (686.81) |
| | Cash and cash equivalents at 1 April | | **1,132.72** | | 1,819.97 |
| | (refer note 9 to the Standalone financial statements) | | | | |
| | Effect of exchange rate fluctuations on cash held in foreign currency (EEFC accounts) | | **(0.74)** | | (0.44) |
| | **Cash and cash equivalents at 31 March** | | **1,718.04** | | 1,132.72 |
| | **(refer note 9 to the Standalone financial statements)** | | | | |

**Notes:**

1. Standalone Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
2. Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.
3. Change in Liability arising from financing activities

**Amount in ₹ Lakhs**

| | 1 April 2017 | Cash flow (net) | Foreign exchange movement | Fair Value Changes | 31 March 2018 |
|---|---|---|---|---|---|
| Borrowing (including current maturities of long-term debt) - Non Current | 41,543.32 | (12,100.90) | 88.46 | 62.02 | 29,592.90 |
| Borrowing - Current | 33,868.94 | 1,959.35 | 594.24 | - | 36,422.53 |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

**for the year ended 31 March 2018**

## 1. Reporting entity

Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited '(the Company') is a public company domiciled and headquartered in India, having its registered office situated at 23A, N. S Road, Kolkata and corporate office situated at 8, India Exchange Place, 2nd floor, Kolkata - 700 001. The Company was incorporated on 28 July 1987 and its shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Company is primarily engaged in the manufacturing of carbon materials and chemicals. The Company has operations in India and caters to both domestic and international markets. The Company also has a wholly-owned subsidiary in India in the name of Equal Commodeal Private Limited, a step down wholly-owned subsidiary in the name of AAT Global Limited, incorporated in Hong Kong and another step down subsidiary with 94% shareholding in the name of Shandong Dawn Himadri Chemical Industry Limited, incorporated in China.

## 2. Basis of preparation of Standalone financial statements

### (a) Statement of compliance

These Standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 Companies Act, 2013 ('Act') and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India ('SEBI'), as applicable.

The Standalone financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 29 May 2018.

The details of the Company's accounting policies are included in note 3.

### (b) Functional and presentation currency

These Standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

### (c) Basis of measurement

The Standalone financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

(i) Derivative financial instruments measured at fair value;

(ii) Certain financial assets and financial liabilities measured at fair value;

(iii) Assets held for sale-measured at the lower of its carrying amount and fair value less costs to sell;

(iv) Employee's defined benefit plan as per actuarial valuation, and

(v) Share-based payments

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### (d) Use of estimates and judgements

The preparation of the Company's Standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying notes and disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. 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 application of accounting policies that require critical

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

accounting estimates involving complex and subjective judgements and the use of assumptions in these Standalone financial statements have been disclosed 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. The changes in the estimates are reflected in the Standalone financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Standalone financial statements.

**Critical accounting estimates and key sources of estimation uncertainty: Key assumptions**

**(i) Useful lives of Property, plant and equipment**

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets. See note 3 (d) and 4 for details.

**(ii) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as volatility risk, credit risk and volatility. See note 3 (v) and 42 for details.

**(iii) Defined benefit plan**

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. See note 3(g) and 38 for details.

**(iv) Share-based payments**

The Company measures the cost of equity-settled transactions with employees using Black Scholes Merton model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 3(g)(ii) and 39.

**(v) Recognition of current tax and deferred tax**

Current taxes are recognised at tax rates (and tax laws) enacted or substantively enacted by the reporting date and the amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. See note 3(n) and 33 for details.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(vi) Recognition and measurement of provisions and contingencies**

The certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for. See note 24, 35(a) and 43 for details.

**(e) Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in note 43.

## 3. Significant accounting policies

**(a) Current Vs. non-current classification**

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

(i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is expected to be realised within 12 months after the reporting date; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets.

All other assets are classified as non-current.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

(i) it is expected to be settled in the Company's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is due to be settled within 12 months after the reporting date; or

(iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

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

**Operating cycle**

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

## (b) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Statement of Profit and Loss in the period in which they arise, except:

- exchange differences on qualifying cash flow hedges to the extent that the hedges are effective;
- exchange differences on long term foreign currency monetary items accounted for in accordance with exemption availed by the Company under Ind AS 101.

## (c) Financial instruments

### (i) Recognition and initial measurement

Trade Receivables and debt securities issued are initially recognised when they are originated. All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at transaction price.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue of the financial asset.

### (ii) Classification and subsequent measurement

**Financial assets**

On initial recognition, a financial asset is classified as measured at:

- amortised cost; or
- fair value through Other Comprehensive Income (FVOCI)– Equity Investment; or
- fair value through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

**Financial assets at amortised cost**

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

(a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The effective interest rate (EIR) amortisation is included in finance income in the Statement of Profit and Loss. This category generally applies to long-term deposits and long-term trade receivables.

**Financial assets at FVOCI**

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI-equity investment). This election is made on an investment-by-investment basis.

Financial assets are measured at the FVOCI if both of the following conditions are met:

(a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

(b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI).

**Financial assets at FVTPL**

All financial assets which are not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

*Financial assets: Subsequent measurement and gains and losses*

| | |
|---|---|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss. |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the EIR. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss. |
| Equity investments at FVOCI | These assets are subsequently measured at fair value. Dividends are recognised as income in Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Statement of Profit and Loss. |

Investments in subsidiary is carried at cost in standalone financial statements.

**Financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL.

**Financial liabilities through FVTPL**

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. 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. See note 3(c)(v) for financial liabilities designated as hedging instruments.

Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on such instruments are recognised in the Statement of Profit and Loss.

**Financial liabilities at amortised cost**

Other financial liabilities are subsequently measured at amortised cost using the EIR method Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Financial guarantee liability**

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 net off 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.

**(iii) Derecognition**

**Financial assets**

The Company derecognises a financial asset:

- when the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Statement of Profit and Loss.

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Derivative financial instruments and hedge accounting**

The Company holds derivative financial instruments, such as foreign currency forward contracts, interest rate swaps, cross currency swap and option contracts to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

**Cash flow hedges**

The Company uses forward contracts, cross currency swaps and interest rates swaps to hedge its exposure to foreign

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

currency risk in forecast transactions and firm commitments.

These derivative contracts which qualify as cash flow hedges are recorded in accordance with the recognition and measurement principles set out in the Ind AS 109 *"Financial Instruments: Recognition and Measurement"* issued by the Institute of Chartered Accountants of India. The use of hedge instruments is governed by the Company's policies approved by the Board of Directors. The Company does not use these contracts for trading or speculative purposes.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in Statement of Profit and Loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to Statement of Profit and Loss in the same period or periods during which the hedged expected future cash flows affect Statement of Profit and Loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to Statement of Profit and Loss in the same period or periods as the hedged expected future cash flows affect Statement of Profit and Loss.

If the hedged future cash flows/ forecasted transactions are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to Statement of Profit and Loss.

**Derivatives that are not designated as hedge**

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through Statement of Profit and Loss.

**(vi) Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

Embedded derivative are accounted for as separate derivative and recorded at fair value with changes in fair value recognised in Statement of Profit and Loss.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(d) Property, plant and equipment**

**(i) Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss. Property, plant and equipment under construction are disclosed as Capital work-in-progress. Assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

Foreign currency exchange differences on loans used for purchases of property, plant and equipment prior to 1 April 2016 are continued to be capitalised as per policy stated in note 3 (b) above.

**(ii) Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

**(iii) Depreciation and amortisation**

Depreciation and amortisation for the year is recognised in the Statement of Profit and Loss.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method for property, plant and equipment situated at Liluah Unit - I (Howrah), Vapi and Vizag, and on Property, Plant and equipments situated at other locations are provided on straight line method over the useful lives of assets, at the rates and in the manner specified in Part C of Schedule II of the Act. The rates of depreciation as prescribed in Part C of Schedule II of the Act are considered as the minimum rates.

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

The estimated useful lives of items of property, plant and equipment for the current period are as follows:

| Asset | Management estimate of useful life (in years) | Useful life as per Schedule II (in years) |
|---|---|---|
| Buildings | 10-60 | 30 |
| Plant and equipment | 5-60 | 8-40 |
| Office equipment | 5-25 | 5 |
| Vehicles | 8-10 | 6-10 |
| Furniture and fixtures | 10 | 8-10 |

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation report obtained from an independent valuer, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Estimates in respect of Plant and equipment and Building were revised w.e.f 1 April 2016.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off/ discard).

## (e) Intangible Assets

### (i) Recognition and measurement

Intangible assets includes computer software which are acquired by the Company and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment loss.

Revenue expenditure on Research and development is charged as an expense through the normal heads of account in the year in which the same is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and is depreciated according to the policy followed by the Company.

### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

### (iii) Amortisation

Amortisation in respect to all the intangible assets is provided on straight line method over the useful lives of assets based on the evaluation. The useful life of such intangible assets for Computer software is 5 years

## (f) Impairment

### (i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 *Financial Instruments for recognition of impairment loss allowance.* The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including subsequent information.

**(ii) Impairment of non-financial assets**

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## (g) Employee benefits

### (i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### (ii) Share- based payment transactions

The Company recognises compensation expense relating to share-based payments in Statement of Profit and Loss using fair value in accordance with Ind AS 102, Share Based Payment.

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

### (iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions (a) employee provident fund to Government administered provident fund scheme, and (b) superannuation scheme for eligible employees to Life Insurance Corporation of India (LICI), which are defined contribution plans. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### (iv) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Company recognises all actuarial gains and losses arising from defined benefit plan immediately in the Statement of Profit and Loss.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The contributions are deposited with the Life Insurance Corporation of India based on information received by the Company. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested.

**(v) Compensated absences**

As per policy of the Company, employees can carry forward unutilised accrued compensated absences and utilise it in next service period or receive cash compensation. Since the compensated absences fall due wholly within twelve months after the end of the period in which the employees render the related service and are also expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a current employee benefit. The Company records an obligation for such compensated absences in the year in which the employee renders the services that increase this entitlement. The obligation is measured at actuals at the year end as per the policy of the Company. The expected cost of accumulating compensated absences is determined by the management at each balance sheet date measured based on the amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur.

**(h) Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

### (i) Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, packing materials, stores and spares are measured at the lower of cost and net realisable value.

The cost of inventories is based on the first-in first-out (FIFO) formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Excise duty liability is included in the valuation of closing inventory of the finished goods.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

### (j) Revenue- Sale of products

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and quantity discounts and exclusive of Sales tax and Value added tax (VAT) and Goods and Service Tax (GST) and is inclusive of excise duty. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale. Export incentives (duty drawback) are recognised on accrual basis against goods exported.

Earning from sale of power is accounted for on tariff rates agreed with respective Electricity Board and are net of discounts for prompt payment of bills.

### (k) Government Grants

Government grants are recognised in the Statement of Profit and Loss as other operating revenue on a systematic basis over the periods in which the Company recognises the related costs for which the grants are intended to compensate.

Government grants that are receivable towards capital investments under State Incentive Scheme are recognised in the Statement of Profit and Loss in the period in which they become receivable.

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognised in the Statement of Profit and Loss. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**(l) Recognition of dividend income, interest income or expense**

Dividend income is recognised in Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**(m) Leases**

**(i) Determining whether an arrangement contains a lease**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

The arrangement is, or contains, a lease if fulfilment 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.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

**(ii) Assets held under leases**

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet. Payments made under operating leases are recognised in the Statement of Profit or Loss on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with general inflation.

**(iii) Lease payments**

Payments made under operating leases are generally recognised in Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

## (n) Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (tax base). Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

In case of tax payable as Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

### (o) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

### (p) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

### (q) Dividends

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

### (r) Cash and cash equivalents

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

### (s) Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period 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 flows from operating, investing and financing activities of the Company are segregated.

### (t) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

### (u) Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company has currently two reportable segments viz. Carbon materials and chemicals and Power.

### (v) Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

**(i) Separable embedded derivative**

The fair value of the separable embedded derivative is measured using the Black-Scholes Merton valuation model. Measurement inputs include share price on measurement date, expected term of the instrument, risk free rate (based on government bond), expected volatility.

**(ii) Non-derivative financial assets**

Non-derivative financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL or at FVOCI.

Investments in equity instruments are measured at FVOCI and adjusted net assets method has been used for fair valuations of investment in unquoted securities.

**(iii) Trade and other receivables**

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

**(iv) Derivative financial liabilities**

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps, cross currency swap to hedge its foreign currency risks, interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

**(v) Other non-derivative financial liabilities**

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date. For finance leases the market rate of interest is determined with reference to similar lease agreements.

**(vi) Share-based payment transactions**

The fair value of employee stock options is measured using the Black-Scholes Merton valuation model. Measurement inputs include share price on grant date, exercise price of the instrument, expected volatility, expected life of the instrument (based on historical experience), expected dividends, and the risk free interest rate (based on government bonds).

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 3A. Recent accounting pronouncements- Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after 1 April 2018:

**(i) Revenue from contracts with customers- Ind AS 115**

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 Revenue, Ind AS 11 Construction Contracts when it becomes effective.

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The standard permits two possible methods of transition:

Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors.

Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach). The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The Company will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

**(ii) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018**

## 4. Property, plant and equipment

See accounting policies in note 3(d) and (f)

### Reconciliation of carrying amount

Amount in ₹ Lakhs

| | Freehold Land | Leasehold Land | Buildings | Plant and equipment | Furniture and fittings | Vehicles | Office equipment | Total |
|---|---|---|---|---|---|---|---|---|
| **Cost or deemed cost (Gross carrying amount)** | | | | | | | | |
| Balance at 1 April 2016 | 3,600.94 | 304.35 | 7,227.14 | 135,053.13 | 736.16 | 833.43 | 1,556.00 | 149,311.15 |
| Additions | 69.86 | 29.81 | 144.58 | 2,885.28 | 0.72 | 65.81 | 104.44 | 3,300.50 |
| Disposals/ discard | (3.65) | - | - | - | - | (5.59) | - | (9.24) |
| Effect of movement in foreign exchange rates | - | - | - | 15.36 | - | - | - | 15.36 |
| Balance at 31 March 2017 | **3,667.15** | **334.16** | **7,371.72** | **137,953.77** | **736.88** | **893.65** | **1,660.44** | **152,617.77** |
| Balance at 1 April 2017 | **3,667.15** | **334.16** | **7,371.72** | **137,953.77** | **736.88** | **893.65** | **1,660.44** | **152,617.77** |
| Additions | **40.00** | **-** | **202.56** | **1,986.56** | **25.88** | **80.29** | **100.74** | **2,436.03** |
| Disposals/ discard | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| Effect of movement in foreign exchange rates | **-** | **-** | **-** | **88.46** | **-** | **-** | **-** | **88.46** |
| **Balance at 31 March 2018** | **3,707.15** | **334.16** | **7,574.28** | **140,028.79** | **762.76** | **973.94** | **1,761.18** | **155,142.26** |
| **Accumulated depreciation and amortisation** | | | | | | | | |
| Balance at 1 April 2016 | - | - | 1,842.39 | 35,003.89 | 415.06 | 538.84 | 1,426.70 | 39,226.88 |
| Depreciation/ amortisation for the year | - | 13.75 | 197.01 | 2,684.43 | 71.25 | 84.70 | 46.22 | 3,097.36 |
| Adjustments/ disposals | - | - | - | - | - | (3.85) | - | (3.85) |
| Balance at 31 March 2017 | **-** | **13.75** | **2,039.40** | **37,688.32** | **486.31** | **619.69** | **1,472.92** | **42,320.39** |
| Balance at 1 April 2017 | **-** | **13.75** | **2,039.40** | **37,688.32** | **486.31** | **619.69** | **1,472.92** | **42,320.39** |
| Depreciation/ amortisation for the year | **-** | **13.75** | **198.63** | **2,749.33** | **68.50** | **72.26** | **38.82** | **3,141.29** |
| Adjustments/ disposals | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Balance at 31 March 2018** | **-** | **27.50** | **2,238.03** | **40,437.65** | **554.81** | **691.95** | **1,511.74** | **45,461.68** |
| **Carrying amounts (net)** | | | | | | | | |
| At 31 March 2017 | 3,667.15 | 320.41 | 5,332.32 | 100,265.45 | 250.57 | 273.96 | 187.52 | 110,297.38 |
| **At 31 March 2018** | **3,707.15** | **306.66** | **5,336.25** | **99,591.14** | **207.95** | **281.99** | **249.44** | **109,680.58** |

**Notes**:

(a) As at 31 March 2018, Property, plant and equipment with carrying amount of ₹ **106,036.35 lakhs** (31 March 2017: ₹ 106,423.43 lakhs) are subject to first charge to secure borrowings (refer note 19).

(b) Closing gross carrying amount includes Research and Development assets (Building, Plant and equipment, Furniture and fittings and Office equipment) of ₹ **1,446.01 lakhs** (31 March 2017: ₹ 1,254.12 lakhs) and Net Block of ₹ **916.29 lakhs** (31 March 2017: ₹ 815.95 lakhs). Additions for the Research and development assets during the year 2017-18 is ₹ **191.89 lakhs.**

(c) During the previous year ended 31 March 2017, on the basis of technical report obtained from an independent valuer, the management had reassessed estimated useful life of Plant and equipment and Buildings with effect from 1 April 2016. As a result, the depreciation charge for the previous year ended 31 March 2017 was lower by ₹ 2,859.93 lakhs and profit before tax for the previous year ended 31 March 2017 was higher by ₹ 2,859.93 lakhs.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 5. Capital work-in-progress

See accounting policy in note 3(d)

| | | Amount in ₹ Lakhs |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| At the beginning of the year | **936.45** | 2,732.70 |
| Additions during the year | **3,275.96** | 1,376.99 |
| Capitalised during the year | **(2,444.40)** | (3,173.24) |
| At the end of the year | **1,768.01** | 936.45 |

**Capital work-in-progress includes:**

Expenditure incurred during construction period on substantial expansion / new manufacturing facility of the Company, given below:

| | | Amount in ₹ Lakhs |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| At the beginning of the year | **17.46** | 198.84 |
| Additions during the year: | | |
| Employee benefits expense | **48.50** | 11.68 |
| Power and fuel | **-** | 1.66 |
| Rates and taxes | **50.00** | 7.80 |
| Repairs | **-** | 1.05 |
| Rent | **-** | 3.73 |
| Miscellaneous expenses (includes consultancy charges, inspection charges, testing charges, etc.) | **108.39** | 52.53 |
| | **206.89** | 78.45 |
| Less: Capitalised during the year | **-** | 259.83 |
| **At the end of the year** | **224.35** | 17.46 |

## 6. Intangible assets

See accounting policies in note 3(e) and (f)

**Reconciliation of carrying amount**

| | | Amount in ₹ Lakhs |
|---|---|---|
| | **Computer Software** | **Total** |
| **Cost or deemed cost (Gross carrying amount)** | | |
| Balance at 1 April 2016 | - | - |
| Additions | - | - |
| Disposals/ Discard | - | - |
| Balance at 31 March 2017 | **-** | **-** |
| Balance at 1 April 2017 | **-** | - |
| Additions* | **236.27** | 236.27 |
| Disposals/ Discard | **-** | - |
| **Balance at 31 March 2018** | **236.27** | **236.27** |
| **Accumulated amortisation** | | |
| Balance at 1 April 2016 | - | - |
| Amortisation for the year | - | - |
| Adjustments/ Disposals | - | - |
| Balance at 31 March 2017 | **-** | **-** |
| Balance at 1 April 2017 | - | - |
| Amortisation for the year | **0.13** | **0.13** |
| Adjustments/ Disposals | - | - |
| **Balance at 31 March 2018** | **0.13** | **0.13** |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Amount in ₹ Lakhs

| | Computer Software | Total |
|---|---|---|
| **Carrying amounts (net)** | | |
| At 31 March 2017 | - | - |
| **At 31 March 2018** | **236.14** | **236.14** |

*Capitalised on 31 March 2018

## 7. Investments

See accounting policies in note 3(c)(i) - (ii), (c)(v) and (f)(i)

### A. Non-current investments

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Investments in subsidiaries carried at cost** | | |
| **Equity instruments** | | |
| **10,000** (31 March 2017: 10,000) equity shares of Equal Commodeal Private Limited, a wholly-owned subsidiary (face value - ₹ 10 each, fully paid-up) | **1.00** | 1.00 |
| **Debentures or bonds** | | |
| **800** (31 March 2017: 800) 1.50% Fully Convertible Debentures in Equal Commodeal Private Limited, a wholly-owned subsidiary (face value - ₹ 1,000,000 each, fully paid-up) | **8,000.00** | 8,000.00 |
| | **8,001.00** | 8,001.00 |
| **Equity instruments carried at fair value through other comprehensive income (FVOCI)** | | |
| **Quoted** | | |
| **334,900** (31 March 2017: 334,900) equity shares of Himadri Credit & Finance Limited (face value - ₹ 10 each) | **5,790.09** | 1,796.07 |
| **8,000** (31 March 2017: 8,000) equity shares of Transchem Limited (face value - ₹ 10 each) | **2.60** | 1.80 |
| | **5,792.69** | 1,797.87 |
| **Unquoted** | | |
| **720,000** (31 March 2017: 720,000) equity shares of Himadri Dyes & Intermediates Limited (face value - ₹ 10 each) | **12,109.68** | 3,755.52 |
| **17,000** (31 March 2017: 17,000) equity shares of Himadri e-Carbon Limited (face value - ₹ 10 each) | **1.52** | 1.56 |
| **493,300** (31 March 2017: 493,300) equity shares of Himadri Industries Limited (face value - ₹ 10 each) | **9,419.07** | 3,102.36 |
| | **21,530.27** | 6,859.44 |
| **Government securities (unquoted) carried at amortised cost** | | |
| Kisan Vikas Patra (Deposited with sales tax authorities) | **0.07** | 0.07 |
| **Total** | **35,324.03** | 16,658.38 |
| Aggregate book value of quoted investments | **5,792.69** | 1,797.87 |
| Aggregate market value of quoted investments | **5,792.69** | 1,797.87 |
| Aggregate value of unquoted investments | **29,531.34** | 14,860.51 |

The Company, on 31 March 2014, invested in 800, 1.50% Optionally Convertible Debentures ("OCDs") of face value of ₹ 1,000,000 each of Equal Commodeal Private Limited, aggregating to ₹ 8,000 lakhs by way of private placement. The said debentures were, at the option of the debenture holder

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

redeemable at par, in part or in full, anytime on or after 12 months from the date of allotment or convertible into equity shares at the end of 10 years from the date of allotment at a price equal to Net Asset Value as per the last audited Balance Sheet of Equal Commodeal Private Limited.

During the previous year ended 31 March 2017, the terms of the existing OCDs were amended and accordingly, by way of approval of the board of directors, passed at the meeting held on 31 March 2017, the above OCDs stand as Fully Convertible Debentures (FCD) into equity shares, at par, of full value of ₹ 8,000 lakhs, at the end of the maturity, with option with the FCD holder to opt for an early conversion at any time during the tenure of the FCD. The coupon payments of 1.5% p.a. compounded quarterly were also revised to be paid discretionarily at the discretion of the issuer company.

## B. Current investments

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Mutual funds (quoted) carried at fair value through profit or loss** | | |
| **Nil** (31 March 2017: 187,180) units of UTI Banking & PSU Debt Fund - Direct Plan - Growth | - | 25.08 |
| | - | 25.08 |
| Aggregate book value of quoted investments | - | 22.76 |
| Aggregate market value of quoted investments | - | 25.08 |

Investments in mutual funds amounting to ₹ **Nil** (31 March 2017: ₹ 25.08 lakhs) are pledged with banks against various credit facilities availed by the Company.

Information about the Company's exposure to fair value measurement, credit and market risk and are included in note 42 and note 43.

## C. Equity shares designated at fair value though other comprehensive income (FVOCI)

As at 1 April 2016, the Company designated the investments shown below as equity instruments at FVOCI because these equity instruments represent investments that the Company intends to hold for long-term for strategic purposes.

**Amount in ₹ Lakhs**

| | Fair value as at 31 March 2018 | Dividend income recognised during 2017-18 | Fair value as at 31 March 2017 | Dividend income recognised during 2016-17 | Fair value as at 31 March 2016 |
|---|---|---|---|---|---|
| Investment in ACC Limited | - | **0.08** | - | 0.22 | 17.60 |
| Investment in Himadri Credit & Finance Limited | **5,790.09** | - | 1,796.07 | - | 496.99 |
| Investment in New Delhi Television Limited | - | - | - | - | 1.49 |
| Investment in Transchem Limited | **2.60** | - | 1.80 | - | 1.40 |
| Investment in Himadri Dyes & Intermediates Limited | **12,109.68** | - | 3,755.52 | - | 1,437.84 |
| Investment in Himadri e-Carbon Limited | **1.52** | - | 1.56 | - | 1.56 |
| Investment in Himadri Industries Limited | **9,419.07** | - | 3,102.36 | - | 1,210.07 |
| | **27,322.96** | **0.08** | 8,657.31 | 0.22 | 3,166.95 |

Equity shares of ACC Limited and New Delhi Television Limited were sold for ₹ **Nil** (31 March 2017: ₹ 19.31 lakhs).

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 8. Trade receivables

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Secured | | |
| - Considered good | **885.25** | 294.01 |
| Unsecured | | |
| - Considered good | **26,902.22** | 22,065.84 |
| - Considered doubtful | **417.01** | 417.01 |
| | **27,319.23** | 22,482.85 |
| Less: Loss for allowances | | |
| - Provision for doubtful debts | **417.01** | 417.01 |
| | **26,902.22** | 22,065.84 |
| Non-current | **798.79** | 798.79 |
| Current | **26,988.68** | 21,561.06 |
| | **27,787.47** | 22,359.85 |

(a) For receivables secured against borrowings, refer note 19.

(b) Non-current trade receivables include an amount of **₹ 798.79 lakhs** (31 March 2017: ₹ 798.79 lakhs) due from a customer which is currently under arbitration. Based on the merits of the case, the management believes that the outcome of the said proceedings would be in favour of the Company.

(c) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(d) Information about the Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 43.

## 9. Cash and cash equivalents

See accounting policy in note 3(r)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Cash on hand | **15.49** | 13.20 |
| Balances with banks | | |
| - On current accounts | **1,184.52** | 430.18 |
| - On EEFC accounts | **78.02** | 582.52 |
| - On deposit account (with original maturities up to 3 months) | **440.01** | 106.82 |
| | **1,718.04** | 1,132.72 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 10. Bank balances other than cash and cash equivalents

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date | **1,401.03** | 2,436.67 |
| Fixed deposits held as margin money | **0.27** | 0.27 |
| Earmarked balances with banks for unpaid dividend accounts | **29.77** | 29.12 |
| | **1,431.07** | 2,466.06 |

### Details of balance with banks on deposit accounts

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Deposits due to mature within 3 months of the reporting date included under 'Cash and cash equivalents' (refer note 9) | **440.01** | 106.82 |
| Deposits due to mature after 3 months of original maturities but within 12 months of the reporting date included under 'Other bank balances' (refer note 10) | **1,401.03** | 2,436.67 |
| Deposits due to mature after 12 months of the reporting date included under 'Other financial assets - non-current' (refer note 12) | **2.99** | 5.98 |
| | **1,844.03** | 2,549.47 |

Bank deposits ₹ **1,844.03 lakhs** (31 March 2017: ₹ 2,549.47 lakhs) have been pledged with the banks against various credit facilities availed by the Company

## 11. Loans

*(Unsecured, considered good)*

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Non-current** | | |
| Security and other deposits | **1,641.04** | 1,874.11 |
| Loan to employees | **30.00** | - |
| **To related party - wholly owned subsidiary** | | |
| Loan given to Equal Commodeal Private Limited (refer note 40) | **3,047.25** | 625.84 |
| | **4,718.29** | 2,499.95 |
| **Current** | | |
| Security and other deposits | **153.35** | 304.04 |
| Loan to employees | **114.88** | 114.52 |
| | **268.23** | 418.56 |
| | **4,986.52** | 2,918.51 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 12. Other financial assets

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Non-current** | | |
| Bank deposits due to mature after 12 months of the reporting date | **2.99** | 5.98 |
| Interest accrued on fixed deposits | **0.05** | 0.73 |
| | **3.04** | 6.71 |
| **Current** | | |
| **To parties other than related parties** | | |
| Interest accrued on fixed deposits | **35.96** | 90.03 |
| Insurance claim receivable | **126.13** | 173.94 |
| Income tax refundable | **11.50** | 6.08 |
| Export incentive receivable | **20.42** | 36.48 |
| Government grants receivable | **557.06** | 557.06 |
| Other receivables | **1.08** | 0.67 |
| **To related parties** | | |
| Interest receivable from a subsidiary - Equal Commodeal Private Limited (refer note 40) | **60.25** | 79.29 |
| Guarantee fee receivable from a subsidiary - AAT Global Limited | **-** | 118.71 |
| | **812.40** | 1,062.26 |
| | **815.44** | 1,068.97 |

## 13. Non-current tax assets (net)

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Advance income tax | **486.68** | 409.72 |
| [net of provision for income tax ₹ **7,370.43 lakhs** (31 March 2017: ₹ 4,725.98 lakhs)] | | |
| | **486.68** | 409.72 |

## 14. Other non-current assets

*(Unsecured, considered good)*

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Capital advances | **1,947.13** | 124.57 |
| Advances other than capital advances | | |
| - Deposit against demands in dispute | **768.24** | 343.95 |
| Other advances | | |
| - Prepaid expenses | **2,601.66** | 2,247.73 |
| | **5,317.03** | 2,716.25 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 15. Inventories

*(Valued at the lower of cost and net realisable value)*

See accounting policy in note 3(i)

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| Raw materials [including goods-in-transit ₹ **2,483.64 lakhs** (31 March 2017: ₹ 3,433.52 lakhs)] | **16,327.70** | 15,321.01 |
| Work-in-progress | **8,811.51** | 8,213.90 |
| Finished goods | **13,846.80** | 13,672.78 |
| Packing materials | **236.45** | 214.02 |
| Stores and spares | **2,297.33** | 1,785.34 |
| | **41,519.79** | 39,207.05 |

Carrying amount of inventories pledged as securities for borrowings, refer note 19.

## 16. Other current assets

*(Unsecured considered good unless otherwise stated)*

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| **To parties other than related parties** | | |
| **Advances for supplies** | | |
| Unsecured, considered good | **7,077.08** | 6,053.24 |
| Unsecured, considered doubtful | **46.76** | 46.76 |
| | **7,123.84** | 6,100.00 |
| Less: Provision for doubtful advances | **46.76** | 46.76 |
| | **7,077.08** | 6,053.24 |
| **Others** | | |
| Balance with goods and service tax authorities | **1,941.18** | - |
| Balance with excise authorities | **-** | 2,013.52 |
| Sales tax deposit and VAT receivable | **-** | 465.08 |
| Other receivables | **434.87** | 560.53 |
| **To related party** | | |
| Advance for supplies: AAT Global Limited (refer note 40) | **773.63** | 288.67 |
| | **10,226.76** | 9,381.04 |

Advances for supplies includes ₹ **1,086.76 lakhs** (31 March 2017: ₹ 833.93 lakhs) as advance given in earlier years against supply of raw materials which is currently under arbitration. Based on the merits of the case, the management believes that the outcome of the said proceedings would be in favour of the Company.

Other receivables includes prepaid expenses and advance for expenses.

## 17. Equity share capital

See accounting policy in note 3(p)

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| **Authorised** | | |
| **700,000,000** (31 March 2017: 700,000,000) equity shares of ₹ 1 each | **7,000.00** | 7,000.00 |
| **Issued, subscribed and fully paid-up** | | |
| **418,407,867** (31 March 2017: 418,407,867) equity shares of ₹ 1 each | **4,184.08** | 4,184.08 |
| | **4,184.08** | 4,184.08 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## A. Reconciliation of equity shares (ordinary shares) outstanding at the beginning and at the end of the reporting year

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| At the commencement of the year | **418,407,867** | **4,184.08** | 418,407,867 | 4,184.08 |
| Add: Issued during the year | **-** | **-** | - | - |
| Number of shares outstanding at the end of the year | **418,407,867** | **4,184.08** | 418,407,867 | 4,184.08 |

## B. Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares with par value of ₹ 1 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

## C. Employee stock option

See accounting policy in note 3(g)(ii).

The terms attached to stock options granted to employees are described in note 39 regarding share based payment.

## D. Shares held by upstream associates (shareholders of the Company) having significant influence over the Company

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| BC India Investments | **103,178,860** | **1,031.79** | 103,178,860 | 1,031.79 |
| Himadri Dyes & Intermediates Limited | **98,284,310** | **982.84** | 98,284,310 | 982.84 |

## E. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **% of total shares in the class** | Number | % of total shares in the class |
| **Equity shares of ₹ 1 each fully paid up held by:** | | | | |
| BC India Investments | **103,178,860** | **24.66%** | 103,178,860 | 24.66% |
| Himadri Dyes & Intermediates Limited | **98,284,310** | **23.49%** | 98,284,310 | 23.49% |
| Himadri Industries Limited | **46,140,000** | **11.03%** | 46,140,000 | 11.03% |
| Himadri Coke & Petro Limited | **38,175,297** | **9.12%** | 38,175,297 | 9.12% |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## F. Shares reserved for issue under options

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| Under Employee Stock Option Plan, 2016 (ESOP 2016): **1,281,100 (31 March 2017: 1,304,600)** equity shares of ₹ 1 each, at an exercise price of ₹ 19 per share (see note 39) | **1,281,100** | **12.81** | 1,304,600 | 13.05 |

## G. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

During the year ended 31 March 2016, 32,675,297 equity shares of ₹ 1 each have been allotted as fully paid up pursuant to conversion of Deep Discount Debentures (DDD) into 32,675,297 equity shares of ₹ 1 each at a price of ₹ 19 per equity share (including a premium of ₹ 18 per equity share) on 25 March 2016 to Himadri Coke & Petro Limited, a related party, on preferential basis for consideration other than cash.

## 18. Other equity

**Amount in ₹ Lakhs**

| **Components** | **Note** | **1 April 2017** | **Movement during the year (net)** | **31 March 2018** | 1 April 2016 | Movement during the year (net) | 31 March 2017 |
|---|---|---|---|---|---|---|---|
| Capital reserve | a | **1,280.50** | **-** | **1,280.50** | 1,280.50 | - | 1,280.50 |
| Security premium reserve | b | **45,365.53** | **-** | **45,365.53** | 45,365.53 | - | 45,365.53 |
| Debenture redemption reserve | c | **4,214.27** | **(1,321.44)** | **2,892.83** | 3,535.71 | 678.56 | 4,214.27 |
| General reserve | d | **13,669.94** | **1,750.00** | **15,419.94** | 13,669.94 | - | 13,669.94 |
| Share option outstanding reserve | e | **25.40** | **103.79** | **129.19** | - | 25.40 | 25.40 |
| Retained earnings | f | **33,506.06** | **23,311.73** | **56,817.79** | 26,330.73 | 7,175.33 | 33,506.06 |
| Effective portion of cash flow hedge | g | **(184.69)** | **184.69** | **-** | (2,511.28) | 2,326.59 | (184.69) |
| Equity instruments through OCI | h | **5,748.67** | **13,794.02** | **19,542.69** | 239.00 | 5,509.67 | 5,748.67 |
| | | **103,625.68** | **37,822.79** | **141,448.47** | 87,910.13 | 15,715.55 | 103,625.68 |

The description, nature and purpose of each reserve within equity are as follows:

**(a) Capital reserve:** Capital reserve represents profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments.

**(b) Security premium reserve:** Security premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

**(c) Debenture redemption reserve (DRR):** The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (amended), requires the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued.

The movement is on account of following:

(i) On redemption of 9.6% redeemable non-convertible debentures, **₹ 1,750 lakhs** (31 March 2017: ₹ Nil) lying in DRR was transferred to General reserve. The Company has complied with requisite provisions of the Act, as applicable.

(ii) **₹ 428.56 lakhs** (31 March 2017: ₹ 678.56 lakhs) was transferred from Retained earnings to DRR for the purpose of redemption of debentures.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(d) General reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

On redemption of 9.6% redeemable non-convertible debentures, **₹ 1,750 lakhs** (31 March 2017: ₹ Nil) lying in Debenture redemption reserve was transferred to General reserve.

**(e) Share option outstanding reserve:** The Company has a stock option scheme under which options to subscribe for the Company's share have been granted to certain executives and senior employees. The share option outstanding reserve is used to recognise the value of equity-settled share based payments provided to employees, including certain key management personnel, as part of their remuneration. Refer note 39 for further details of these plans.

**(f) Retained earnings**

It comprise of accumulated profit/ (loss) of the Company. The movement is on account of following:

(i) **₹ 24,257.46 lakhs** (31 March 2017: ₹ 8,117.37 lakhs) was on account of profit made by the Company.

(ii) **₹ 428.56 lakhs** (31 March 2017: ₹ 678.56 lakhs) was transferred to debenture redemption reserve for the purpose of redemption of debentures.

(iii) **₹ 13.58 lakhs** (31 March 2017: ₹ 11.69 lakhs) was on account of remeasurement of defined benefit liability/ asset.

(iv) **₹ 503.59 lakhs** (31 March 2017: ₹ 251.79) was on account of dividend distribution (inclusive of dividend distribution tax).

**(g) Effective portion of cash flow hedge:** This comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedging transactions that have not matured.

**(h) Equity instruments through OCI:** The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the equity instruments through OCI shown under the head other equity. The Company transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

## 19. Borrowings

See accounting policy in note 3(b) and (c)(i) - (ii)

**Amount in ₹ Lakhs**

| | Interest | Maturity | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| **Non-current borrowings** | | | | |
| **500** (31 March 2017: 500) 12.50% Redeemable non-convertible debentures of ₹ 1,000,000 each (secured) | 12.50% | 2020-2021 | **5,000.00** | 5,000.00 |
| **2,500,000** (31 March 2017: 2,500,000) 10% Redeemable non-convertible debentures of ₹ 400 each (secured) | 10.00% | 2020-2021 | **10,000.00** | 10,000.00 |
| **Nil** (31 March 2017: 1,000) 9.60% Redeemable non-convertible debentures of ₹ 1,000,000 each (secured) | | | **-** | 9,990.43 |
| | | | **15,000.00** | 24,990.43 |
| **Term loans** | | | | |
| **Rupee term loan (secured)** | refer note (b) below | | | |
| From banks | | | **13,106.76** | 12,017.61 |
| **Foreign currency loans (secured)** | refer note (b) below | | | |
| From banks | | | **1,324.37** | 1,733.04 |
| From others | | | **-** | 2,640.66 |
| | | | **14,431.13** | 16,391.31 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Amount in ₹ Lakhs

| | Interest | Maturity | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| Loan against vehicles and equipment (secured) | 8.3%-11% | 2017-2020 | **161.77** | 100.16 |
| **Deferred payment liabilities** | | | | |
| Sales tax deferment (unsecured) | | | **-** | 61.42 |
| | | | **29,592.90** | 41,543.32 |
| Less: Current maturities of long-term debt (refer note 22) | | | **6,473.72** | 2,840.20 |
| | | | **23,119.18** | 38,703.12 |
| **Current borrowings** | | | | |
| **Secured** | | | | |
| **From banks (Repayable on demand)** | | | | |
| Rupee loans | | | **3,554.62** | 10,389.48 |
| Foreign currency loans | | | **19,402.29** | 17,539.28 |
| | | | **22,956.91** | 27,928.76 |
| **From others** | | | | |
| Rupee loan | | | **1,500.00** | 1,666.88 |
| **Unsecured** | | | | |
| **From banks (Repayable on demand)** | | | | |
| Rupee loans | | | **9,587.02** | 2,626.95 |
| Foreign currency loans | | | **2,378.60** | - |
| **From others (Rupee loan repayable on demand)** | | | **-** | 1,646.35 |
| | | | **36,422.53** | 33,868.94 |

Information about the Company's exposure to interest rate, currency and liquidity risks related to borrowings is disclosed in note 43.

## A. Terms of repayment/ conversion/ redemption

### (a) Bonds and Debentures

(i) The Company, on 29 October 2013, had issued 500 12.50% Redeemable non-convertible debentures of face value of ₹ 1,000,000 each aggregating ₹ 5,000 lakhs to be redeemed at par at the end of 7 years from the date of allotment on private placement basis to Life Insurance Corporation of India.

(ii) The Company, on 24 August 2010, had issued 2,500,000 10% Redeemable non-convertible debentures of face value of ₹ 400 each aggregating ₹ 10,000 lakhs to be redeemed at par at the end of 10 years from the date of allotment on private placement basis to Life Insurance Corporation of India.

(iii) The Company, on 28 June 2010, had issued 1,000 9.60% Redeemable non-convertible debentures of face value of ₹ 1,000,000 each aggregating ₹ 10,000 lakhs to be redeemed at par at the end of 10 years from the date of allotment on private placement basis to ICICI Bank Limited. These debentures can be redeemed at par on or after 7 years from the date of allotment, at the option of the either party. During the current year, the debenture holder has exercised its put option of redemption and accordingly these non-convertible debentures were redeemed on 28 June 2017.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(b) Term loans**

**Amount in ₹ Lakhs**

| Name of the lender | Interest | Repayment schedule | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| **(i) Rupee term loans** | | | | |
| Axis Bank Limited [**₹ 1,950.00 lakhs** (31 March 2017: ₹ 7,050.00 lakhs)] | 6 Month MCLR + 1.70% | Repayable in April 2018 | **1,950.00** | 7,050.00 |
| Axis Bank Limited [**₹ 8,334.00 lakhs** (31 March 2017: ₹ Nil)] | 6 Month MCLR + 0.35% | Repayable at quarterly rest: 8 of ₹ 833.00 10 of ₹ 167.00 | **8,311.16** | - |
| IDFC Bank [**₹ 2,850.00 lakhs** (31 March 2017: ₹ Nil)] | 12 Month MCLR + 0.15% | Repayable at quarterly rest: 19 of ₹ 150.00 | **2,845.60** | - |
| State Bank of India [**₹ Nil** (31 March 2017: ₹ 4,967.61)] | | | **-** | 4,967.61 |
| **(ii) Foreign currency term loans** | | | | |
| ICICI Bank Limited [**JPY 2,152.78 lakhs** (31 March 2017: JPY 3,013.89 lakhs)] | 6 Month JPY Libor + 2.00% | JPY 430.56 - repayable in 5 half yearly rest | **1,324.82** | 1,733.04 |
| International Finance Corporation [**USD Nil** (31 March 2017: USD 15.00 lakhs)] | | | **-** | 971.09 |
| DEG- Deutsche Investitionsund Entwicklungsgesellschaft MBH [**USD Nil** (31 March 2017: USD 26.25 lakhs)] | | | **-** | 1,669.57 |

(iii) The Company had been granted sales tax deferment by the Government of Andhra Pradesh under the "Target 2000 - New Industrial Policy". The same is repayable from the end of the 14th year without payment of interest during the period from August 2014 to October 2017. During the current year, the Company has made repayment of **₹ 61.42 lakhs** (31 March 2017: ₹ 102.46 lakhs).

(iv) Loans against vehicles and equipments are for a period of three to five years and repayable by way of equated monthly instalments.

## B. Details of security

(i) 12.50% and 10% Redeemable non-convertible debentures issued to Life Insurance Corporation of India, aggregating to ₹ 15,000 lakhs are secured by way of Equitable Mortgage on land situated at Mouza Maharaj Pura Dist - Mahsana (Gujarat), First Pari Passu charge on immovable properties (Leasehold Land) situated at Mahistikry and hypothecation of all movable property, plant and equipment (including plant and equipment) of the Company in favour of Axis Trustee Services Limited, being the trustee of the debenture holders.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

(ii) Rupee term loans from Axis Bank Limited is secured by way of mortgage of immovable properties situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit and hypothecation of all movable property, plant and equipment on pari passu basis with other lenders.

Rupee term loans from IDFC Bank Limited is secured by way of mortgage of immovable properties situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit and hypothecation of movable property, plant and equipment situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit on pari passu basis with other lenders. Further rupee term loan from State Bank of India being personally guaranteed by the promoter directors of the Company.

(iii) Foreign currency borrowings from ICICI Bank Limited is secured by way of mortgage of immovable properties (Leasehold Land) and hypothecation of movable property, plant and equipment situated at Mahistikry on pari passu basis with other secured lenders.

(iv) Loans against vehicles and equipment are secured by way of hypothecation of the underlying asset financed.

(v) Working capital loans from banks aggregating to ₹ **24,456.91 lakhs** (31 March 2017: ₹ 29,595.64 lakhs) are secured by hypothecation of currents assets of the Company both present and future on pari passu basis. Further, working capital loan from bank aggregating to ₹ **12,848.15 lakhs** (31 March 2017: ₹ 2,655.47 lakhs) is also secured by subservient charge on moveable property, plant and equipment of the Company. These loans include ₹ **1.90 lakhs** (31 March 2017: ₹ 1,038.19 lakhs), being personally guaranteed by the promoter directors of the Company.

## 20. Trade payables

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Dues to micro enterprises and small enterprises (to the extent identified with available information) (refer note 48) | **200.58** | 187.69 |
| Trade payables (other than micro enterprises and small enterprises) | **11,625.64** | 14,743.69 |
| | **11,826.22** | 14,931.38 |
| **Non-current** | **-** | - |
| **Current** | **11,826.22** | 14,931.38 |
| | **11,826.22** | 14,931.38 |

Informaton about the Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 43.

## 21. Derivatives

See accounting policy in note 3(c)(v)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Foreign exchange forward/ interest rate swap contracts used for hedging | **-** | 184.69 |
| Other foreign exchange forward/ interest rate swap/ option contracts | **769.56** | 5,292.03 |
| | **769.56** | 5,476.72 |
| **Non-current** | **583.65** | 882.32 |
| **Current** | **185.91** | 4,594.40 |
| | **769.56** | 5,476.72 |

Information about the Company's exposure to interest rate and currency risks related to derivatives is disclosed in note 43.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 22. Other financial liabilities

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| **Non-current** | | |
| Other payables | **25.77** | 25.77 |
| | **25.77** | 25.77 |
| **Current** | | |
| Current maturities of long-term debts (refer note 19) | **6,473.72** | 2,840.20 |
| Interest accrued | **699.06** | 598.76 |
| Unclaimed dividend | **29.77** | 29.12 |
| Liability for capital goods | **260.58** | 139.33 |
| Financial guarantee liability | **-** | 0.70 |
| Other payables | **196.42** | 358.67 |
| | **7,659.55** | 3,966.78 |

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2018.

(b) Other payables includes amount due towards Employee benefits expense and Security deposits.

(c) Information about the Company's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 43.

## 23. Other current liabilities

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| Statutory dues | **1,921.58** | 2,533.37 |
| Advance from customers | **3,835.73** | 634.31 |
| | **5,757.31** | 3,167.68 |

## 24. Provisions

See accounting policies in note 3(g) and (h)

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| **Provisions for employee benefits** | | |
| Net defined benefit liability - Gratuity (refer note 38) | **176.80** | 100.44 |
| Liability for compensated absences | **40.24** | 18.19 |
| **Total provisions for employee benefits (A)** | **217.04** | 118.63 |
| **Other provisions** | | |
| Provision for litigation | | |
| Balance at the beginning of the year | **78.42** | 78.42 |
| Provisions made during the year | **-** | - |
| Provision reversed/ utilised | **-** | - |
| **Balance at the end of the year** | **78.42** | 78.42 |
| **Total other provisions (B)** | **78.42** | 78.42 |
| **Total provisions (A+B)** | **295.46** | 197.05 |
| | | |
| **Non-current** | **255.22** | 178.86 |
| **Current** | **40.24** | 18.19 |
| | **295.46** | 197.05 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Movement of provision for litigation during the year as required by Ind AS 37: "Provisions, Contingent Liabilities and Contingent Asset" specified under Section 133 of the Companies Act, 2013, the Company as a prudent measure had made provisions in the earlier year amounting to ₹ 78.42 lakhs representing estimates made mainly for probable claims arising out of disputes pending with the sales tax authorities. The probability and timing of the outflow with regard to these matters depend upon the ultimate settlement with the relevant authorities. The carrying amount at the beginning of the year was ₹ 78.42 lakhs, provision of ₹ **Nil** made during the year and the closing amount of ₹ **78.42 lakhs** is carried forward at the end of the year and neither the amount has been used nor the used amount reversed during the year under audit.

## 25. Current tax liabilities (net)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Income tax liabilities | **78.59** | 309.01 |
| [net of advance tax ₹ **7,531.30 lakhs** (31 March 2017: ₹ 2,335.44 lakhs)] | | |
| | **78.59** | 309.01 |

## 26. Revenue from operations

See accounting policies in note 3(j) and (k)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Sale of products (including excise duty) (A) *** | **202,105.25** | 146,557.40 |
| Other operating revenue | | |
| - Government grants (refer note 46) | **-** | 557.06 |
| - Export incentives | **47.05** | 10.96 |
| **Total other operating revenue (B)** | **47.05** | 568.02 |
| **Total revenue from operations (A+B)** | **202,152.30** | 147,125.42 |

* Upto 30 June 2017, Revenue from operations are gross of excise duty. Effective 1 July 2017, Revenue from operations are net of Goods and Service Tax. Accordingly, the figures for the previous year is not comparable.

## 27. Other income

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest Income under the effective interest method on: | | |
| - Interest on fixed deposits with banks | **101.82** | 190.99 |
| - Income from a related party: | | |
| - On loan given to a wholly owned subsidiary | **196.89** | 49.70 |
| - On FCD to a wholly owned subsidiary | **-** | 120.00 |
| - On guarantee provided to a subsidiary | **7.28** | 36.76 |
| - Unwinding of discount on security deposits and others | **227.27** | 166.63 |
| Dividend income on equity securities at FVOCI | **0.08** | 0.22 |
| Gain on sale of current investments at FVTPL | **11.35** | 29.57 |
| Insurance claims | **112.46** | 27.94 |
| Net foreign exchange gain | **27.79** | - |
| Net gain on sale of property, plant and equipment | **-** | 39.21 |
| Gain on fair valuation of investments at FVTPL | **0.63** | 65.56 |
| Miscellaneous income | **91.16** | 63.29 |
| | **776.73** | 789.87 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 28. Cost of materials consumed

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Inventory of raw materials at the beginning of the year | **15,321.01** | 7,042.72 |
| Add: Purchases | **134,256.09** | 96,331.09 |
| | **149,577.10** | 103,373.81 |
| Less: Inventory of raw materials at the end of the year | **16,327.70** | 15,321.01 |
| Cost of materials consumed | **133,249.40** | 88,052.80 |

## 29. Change in inventories of finished goods and work-in-progress

See accounting policy in note 3(i)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Opening inventories** | | |
| Finished goods | **13,672.78** | 13,805.83 |
| Work-in-progress | **8,213.90** | 8,726.72 |
| | **21,886.68** | 22,532.55 |
| **Closing inventories** | | |
| Finished goods | **13,846.80** | 13,672.78 |
| Work-in-progress | **8,811.51** | 8,213.90 |
| | **22,658.31** | 21,886.68 |
| | **(771.63)** | 645.87 |

## 30. Employee benefits expense

See accounting policy in note 3(g)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Salaries, wages and bonus | **3,902.39** | 3,073.81 |
| Contribution to provident and other funds | **195.70** | 140.60 |
| Gratuity (refer note 38) | **85.59** | 28.80 |
| Share based payments- Equity settled (refer note 39) | **103.79** | 25.40 |
| Staff welfare expenses | **375.63** | 316.78 |
| | **4,663.10** | 3,585.39 |

Salaries, wages and bonus includes ₹ **267.00 lakhs** (31 March 2017: ₹ 256.35 lakhs) relating to outsource manpower cost.

## 31. Finance costs

See accounting policy in note 3(o)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest expense on financial liabilities measured at amortised cost | **6,184.75** | 7,410.05 |
| Exchange difference regarded as an adjustment to borrowing costs | **420.20** | 75.05 |
| Other borrowing costs | **438.03** | 562.35 |
| | **7,042.98** | 8,047.45 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 32. Other expenses

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Consumption of stores and spares | **334.90** | 357.31 |
| Power and fuel * [refer note (a) below] | **1,192.92** | 1,125.89 |
| Excise duty related to increase/ (decrease) in inventory of finished goods | **(1,827.07)** | (166.99) |
| Rent | **423.33** | 443.44 |
| Rates and taxes | **106.17** | 539.78 |
| Repairs to *: | | |
| - Building | **51.98** | 63.23 |
| - Plant and equipment | **1,546.26** | 1,457.59 |
| - Others | **468.19** | 379.69 |
| Payment to auditor's [refer note (b) below] | **69.29** | 50.91 |
| Rebates and discounts | **275.41** | 238.80 |
| Insurance | **139.99** | 173.76 |
| Packing expenses | **1,496.35** | 1,372.07 |
| Freight and forwarding expenses | **6,215.94** | 5,803.91 |
| Commission on sales | **1,030.86** | 934.55 |
| Net foreign exchange loss | **-** | 2,002.89 |
| Expenditure on corporate social responsibility (refer note (c) below) | **33.03** | 14.70 |
| Miscellaneous expenses | **3,419.15** | 2,646.55 |
| | **14,976.70** | 17,438.08 |
| * includes stores and spares consumed. | **1,766.12** | 1,275.79 |

### (a) Power and fuel includes expenses incurred on operation of the power plant

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Consumption of stores and spares | **151.52** | 96.96 |
| Repairs | **179.68** | 126.06 |
| Other operational expenses | **15.13** | 16.15 |
| | **346.33** | 239.17 |

### (b) Payment to auditor's

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| As auditor's: | | |
| - Statutory audit | **40.50** | 30.50 |
| - Tax audit | **-** | - |
| - Limited review of quarterly results | **4.50** | 6.00 |
| In other capacity: | | |
| - Other services | **18.86** | 10.38 |
| Reimbursement of expenses | **5.43** | 4.03 |
| | **69.29** | 50.91 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## (c) Details of expenditure on corporate social responsibility (CSR)

As per section 135 of the Act, a Company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediate preceeding three financial years on CSR activities. The area of CSR activity are eradicating hunger, poverty and malnutrition, promoting education, promoting healthcare including preventive healthcare. A CSR committee has been formed by the Company as per the Act.

| | | Amount in ₹ Lakhs |
|---|---|---|
| | Year ended 31 March 2018 | Year ended 31 March 2017 |
| (a) Amount required to be spent by the Company during the year | **57.34** | Nil |
| (b) Amount spent during the year (in cash) | | |
| (i) Construction/acquisition of any asset | **-** | - |
| (ii) On purposes other than (i) above | **33.03** | 14.70 |
| | **33.03** | 14.70 |

## 33. Income tax

See accounting policy in note 3(n)

| | | | Amount in ₹ Lakhs |
|---|---|---|---|
| | | 31 March 2018 | 31 March 2017 |
| **A. Amount recognised in profit or loss** | | | |
| **Current tax** | | | |
| Current period | | **7,609.88** | 2,644.45 |
| | (a) | **7,609.88** | 2,644.45 |
| **Deferred tax charge** | | | |
| Attributable to- | | | |
| Origination and reversal of temporary differences | | **3,725.16** | 1,578.31 |
| | (b) | **3,725.16** | 1,578.31 |
| **Tax expense reported in the Standalone Statement of Profit and Loss [(a)+(b)]** | | **11,335.04** | 4,222.76 |

| | Amount in ₹ Lakhs | |
|---|---|---|
| | 31 March 2018 | 31 March 2017 |
| **B. Income tax recognised in OCI** | | |
| Deferred tax related to items recognised in OCI during the year | | |
| Tax income on net loss on remeasurements of defined benefit plans | **(7.20)** | (6.19) |
| Tax income on net gain on change in fair value of equity instruments | **4,871.63** | - |
| **Tax expense reported in the Standalone Statement of Profit and Loss** | **4,864.43** | (6.19) |

| | Amount in ₹ Lakhs | |
|---|---|---|
| | Percentage | Amount |
| **C. Reconciliation of effective tax rate for the year ended 31 March 2018** | | |
| Profit before tax | | **35,592.50** |
| Tax using the Indian tax rate | **34.61%** | **12,317.85** |
| Effects of the amount which are not deductible in calculating taxable income | | |
| Non - deductible expenses for tax purposes | **0.29%** | **102.34** |
| Tax exempt income/ additional deduction as per income tax | **(3.05%)** | **(1,085.15)** |
| **Effective tax rate** | **31.85%** | **11,335.04** |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | | Percentage | Amount |
|---|---|---|---|
| **Reconciliation of effective tax rate for the year ended 31 March 2017** | | | |
| Profit before tax | | | 12,340.13 |
| Tax using the Indian tax rate | | 34.61% | 4,270.67 |
| Effects of the amount which are not deductible in calculating taxable income | | | |
| Non - deductible expenses for tax purposes | | 0.64% | 79.06 |
| Tax exempt income / additional deduction as per income tax | | (1.03%) | (126.97) |
| Effective tax rate | | 34.22% | 4,222.76 |

## D. Recognised deferred tax assets and liabilities

**Amount in ₹ Lakhs**

| | Balance as on 1 April 2017 | (Charged) / credited to profit or loss | Charged / (credited) to OCI | Balance as on 31 March 2018 |
|---|---|---|---|---|
| Property, plant and equipment | **20,514.43** | **1,443.39** | **-** | **21,957.82** |
| Trade receivables | **(144.08)** | **(3.73)** | **-** | **(147.81)** |
| Loans | **(78.80)** | **29.29** | **-** | **(49.51)** |
| Other assets | **(16.18)** | **-** | **-** | **(16.18)** |
| Borrowings | **(203.76)** | **10.67** | **-** | **(193.09)** |
| Other financial liabilities | **(1,958.99)** | **1,410.56** | **-** | **(548.43)** |
| Share based payments-Equity-settled | **-** | **(37.38)** | **-** | **(37.38)** |
| Provisions | **(35.31)** | **(61.19)** | **(7.19)** | **(103.69)** |
| MAT credit entitlement | **(7,853.02)** | **(7,609.88)** | **-** | **(15,462.90)** |
| Fair valuation of Investments | **-** | **-** | **4,871.62** | **4,871.62** |
| Tax losses carried forward | **(9,103.04)** | **8,543.43** | **-** | **(559.61)** |
| Net deferred tax liabilities | **1,121.25** | **3,725.16** | **4,864.43** | **9,710.84** |
| **Disclosed as** | | | | |
| Deferred tax assets | **(7,853.02)** | | | **(15,462.90)** |
| Deferred tax liabilities (net) | **8,974.27** | | | **25,173.74** |
| | **1,121.25** | | | **9,710.84** |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | Balance as on 1 April 2016 | (Charged) / credited to profit or loss | Charged / (credited) to OCI | Balance as on 31 March 2017 |
|---|---|---|---|---|
| Property, plant and equipment | 18,736.42 | 1,778.01 | - | 20,514.43 |
| Trade receivables | (147.81) | 3.73 | - | (144.08) |
| Loans | (49.51) | (29.29) | - | (78.80) |
| Other assets | (16.18) | - | - | (16.18) |
| Borrowings | (215.56) | 11.80 | - | (203.76) |
| Other financial liabilities | (2,032.22) | 73.23 | - | (1,958.99) |
| Share based payments-Equity settled | - | - | - | - |
| Provisions | (29.12) | - | (6.19) | (35.31) |
| MAT credit entitlements | (5,208.57) | (2,644.45) | - | (7,853.02) |
| Fair valuation of Investments | - | - | - | - |
| Tax losses carried forward | (11,488.32) | 2,385.28 | - | (9,103.04) |
| Net deferred tax liabilities | (450.87) | 1,578.31 | (6.19) | 1,121.25 |
| **Disclosed as** | | | | |
| Deferred tax assets | (5,208.57) | | | (7,853.02) |
| Deferred tax liabilities (net) | 4,757.70 | | | 8,974.27 |
| | (450.87) | | | 1,121.25 |

## 34. Earnings per share (EPS)

See accounting policy in note 3(t)

### A. Basic earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **(i)** | **Profit attributable to equity shareholders (basic)** | **24,257.46** | 8,117.37 |
| | Profit for the year, attributable to the equity holders | | |
| **(ii)** | **Weighted average number of equity shares (basic)** | | |
| | At the beginning of the year | **418,407,867** | 418,407,867 |
| | Impact of new issue of equity shares | - | - |
| | **Weighted average number of equity shares (basic) for the year** | **418,407,867** | 418,407,867 |
| | **Basic earnings per share [(i)/ (ii)]** | **5.80** | 1.94 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## B. Diluted earnings per share

The calculation of diluted earnings per share is based on profit attributable to equity shareholders and weighted average number of equity shares outstanding, after adjustment for the effects of all dilutive potential equity shares as follows:

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **(i) Profit attributable to equity shareholders (diluted)** | | |
| Profit for the year, attributable to the equity shareholders (diluted) | **24,257.46** | 8,117.37 |
| **(ii) Weighted average number of equity shares (diluted)** | | |
| Weighted average number of equity shares (basic) | **418,407,867** | 418,407,867 |
| Effect of Potential equity shares to be issued | **-** | - |
| **Weighted average number of equity shares (diluted) for the year** | **418,407,867** | 418,407,867 |
| **Diluted earnings per share [(i)/ (ii)]** | **5.80** | 1.94 |

**1,281,100** (31 March 2017: 1,304,600) number of employee stock options has an anti dilutive effect.

## 35. Contingent liability and commitments

*(to the extent not provided for)*

**Amount in ₹ Lakhs**

| Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **a) Claim against the Company not acknowledged as debt** | | |
| (i) Sales tax/VAT matters in dispute/ under appeal | **4,230.80** | 3,100.36 |
| (ii) Excise/ Service Tax matters in dispute/under appeal | **2,960.91** | 1,228.00 |
| (iii) Custom duty matter in dispute/ under appeal | **491.76** | 28.83 |
| (iv) Entry tax in dispute/ under appeal - West Bengal | **4,317.89** | 3,427.55 |
| (v) Entry tax in dispute/ under appeal - Chhattisgarh | **465.71** | 426.65 |
| (vi) Income tax in dispute/ under appeal | **633.81** | 633.81 |
| (vii) Others | **266.71** | - |
| **b) Capital and other commitments** | | |
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | **24,573.37** | 1,092.40 |
| (ii) Estimated amount of export obligations to be fulfilled in respect of goods imported under advance license/ Export Promotion Capital Goods Scheme (EPCG) | **6,768.62** | 4,371.37 |
| **c) Guarantee outstanding** | | |
| Standby letter of credit issued on behalf of the Company to secure the financial assistance to its subsidiary | **-** | 1,945.16 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Note:**

(i) Cash outflows for the above are determinable only on receipt of judgments pending at various forums/ authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

(ii) The Company had filed Writ petition on 7 January 2013 before the Hon'ble High Court of Calcutta and challenged the constitutional validity of Entry Tax levied by the Government of West Bengal. The Hon'ble High Court of Calcutta during the earlier year, passed an order on 24 June 2013 declaring The West Bengal tax on Entry of Goods into Local Areas Act, 2012 as unconstitutional against which the government filed an appeal which is still pending to be disposed off. In the opinion of the management, there is a strong merit of the case; hence the Company has not made provision for entry tax liability in the books for the current year and during the earlier years.

(iii) The Company had issued corporate guarantee in favour of banker on behalf of its one step down subsidiary - AAT Global Limited for the purpose of availing working capital loan. This corporate guarantee was issued in USD.

(iv) A search u/s 132 of the Income Tax Act, 1961("the Act") was conducted by the Income Tax Department at all the premises/factories of the Company during the previous year ended 31 March 2017. As per the applicable provisions of the Act, the Income Tax Department will reassess the taxable income of the Company for the Assessment year 2011 -12 to 2016-17 by issuing notice u/s 153A of the Act. Notice has been received by the Company on 20 April 2017 and the Company filed all returns u/s 153A of the Act declaring the same income and income tax liability as was declared in the original return filed u/s 139(1). The management as per internal assessment and based on independent legal opinion, does not foresee any material financial liability on this account.

## 36. Operating leases

See accounting policy in note 3(m)

### (a) Future minimum lease rentals payable under non cancellable operating lease

The Company has taken certain commercial premises under non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:

**Amount in ₹ Lakhs**

| | **31 March 2018** | 31 March 2017 |
|---|---|---|
| Not later than one year | **9.22** | 1.92 |
| Later than one year and not later than five years | **36.86** | 7.68 |
| More than five years | **86.18** | 16.96 |

**(b)** The Company has taken various commercial premises and equipment under cancellable operating leases. These lease agreements are normally renewed on expiry. Lease payments recognised in Standalone Statement of Profit and Loss with respect to operating leases ₹ **167.50 lakhs** (31 March 2017: ₹ 187.34 lakhs) has been included as rent in note 32 'Other expenses'.

## 37. Research and development expenses

See accounting policy in note 3(e)

Research and development expenses aggregating to ₹ **326.22 lakhs** (31 March 2017: ₹ 257.44 lakhs) in the nature of revenue expenditure and ₹ **191.89 lakhs** (31 March 2017: ₹ 94.56 lakhs) in the nature of capital expenditure have been included under the relevant account heads.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 38. Assets and Liabilities relating to employee benefits

See accounting policy in note 3(g)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Statement of Assets and Liabilities for defined benefit obligation** | | |
| Net defined benefit asset - Gratuity Plan | **159.78** | 127.02 |
| Net defined benefit obligation - Gratuity Plan | **(336.58)** | (227.46) |
| Total employee benefit liabilities | **(176.80)** | (100.44) |
| Non-current | **(176.80)** | (100.44) |
| Current | **-** | - |

For details about the related employee benefit expenses, refer note 30.

### Defined contribution

The expense for defined contribution plans amounted to ₹ **168.64 lakhs** (31 March 2017: ₹ 133.39 lakhs). Out of these, ₹ **125.71 lakhs** (31 March 2017: ₹ 103.30 lakhs) pertains to provident fund plan and ₹ **42.93 lakhs** (31 March 2017: ₹ 30.09 lakhs) pertains to superannuation fund plan.

### Defined benefits - Gratuity

The Company's gratuity benefit scheme for its employees in India is a defined benefit plan (funded).

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of expected gratuity payments.

### Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

These defined benefit plans expose the Company to actuarial risks, such as interest rate risk, demographic risk, salary inflation risk and market (investment) risk.

The following tables analyse present value of defined benefit obligations, expense recognised in Standalone Statement of Profit and Loss, actuarial assumptions and other information.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## Reconciliation of the net defined benefit (asset)/ liability:

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **(i) Reconciliation of present value of defined benefit obligation** | | |
| (a) Balance at the beginning of the year | **227.46** | 178.35 |
| (b) Current service cost | **31.15** | 23.63 |
| (c) Past service cost - plan amendments | **48.21** | - |
| (d) Interest cost | **16.43** | 13.99 |
| (e) Actuarial (gains)/ losses recognised in other comprehensive income | **17.99** | 18.46 |
| (f) Benefits paid | **(4.66)** | (6.97) |
| **Balance at the end of the year** | **336.58** | 227.46 |
| **(ii) Reconciliation of present value of plan assets** | | |
| (a) Balance at the beginning of the year | **127.02** | 102.92 |
| (b) Interest income | **10.20** | 8.82 |
| (c) Actual return on plan asset less interest on plan asset | **(2.78)** | 0.58 |
| (d) Contributions by the employer | **30.00** | 21.67 |
| (e) Benefits paid | **(4.66)** | (6.97) |
| **Balance at the end of the year** | **159.78** | 127.02 |
| **(iii) Net asset/ (liability) recognised in the Standalone Balance Sheet** | | |
| (a) Present value of defined benefit obligation | **(336.58)** | (227.46) |
| (b) Fair value of plan assets | **159.78** | 127.02 |
| **Net defined benefit obligations in the Standalone Balance Sheet** | **(176.80)** | (100.44) |
| **(iv) Expense recognised in Standalone Profit or Loss** | | |
| (a) Current service cost | **31.15** | 23.63 |
| (b) Past service cost - plan amendments | **48.21** | - |
| (c) Interest cost | **16.43** | 13.99 |
| (d) Expected return on plan assets | **(10.20)** | (8.82) |
| **Amount charged to Standalone Profit or Loss** | **85.59** | 28.80 |
| **(v) Remeasurements recognised in Standalone OCI** | | |
| (a) Actuarial loss/ (gain) arising on defined benefit obligation from | | |
| - financial assumptions | **(11.17)** | 16.43 |
| - experience adjustment | **29.16** | 2.03 |
| (b) Actual return on plan asset less interest on plan asset | **2.78** | (0.58) |
| **Amount recognised in Standalone OCI** | **20.77** | 17.88 |
| **(vi) Sensitivity analysis** | | |
| Defined benefit obligation on discount rate plus 100 basis points (31 March 2017: 50 basis point) | **(28.33)** | (11.94) |
| Defined benefit obligation on salary growth rate plus 100 basis points (31 March 2017: 50 basis point) | **30.05** | 11.92 |
| Defined benefit obligation on discount rate minus 100 basis points (31 March 2017: 50 basis point) | **33.88** | 13.10 |
| Defined benefit obligation on salary growth rate minus 100 basis points (31 March 2017: 50 basis point) | **(25.71)** | (11.10) |
| **(vii) Actuarial assumptions** | | |
| Principal actuarial assumptions at the reporting date (expressed as weighted averages) | | |
| Discount rate | **7.70%** | 7.30% |
| Expected rate of salary increase | **6.00%** | 6.00% |
| Retirement age (years) | **60** | 60 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Attrition rate based on different age group of employees: | | |
| ages from 20-25 | **5%** | 5% |
| ages from 25-30 | **3%** | 3% |
| ages from 30-35 | **2%** | 2% |
| ages from 35-50 | **1%** | 1% |
| ages from 50-55 | **2%** | 2% |
| ages from 55-58 | **3%** | 3% |
| Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2006-08). | | |
| **(viii) Maturity Profile of defined benefit obligation** | | |
| Within next 12 months | **92.97** | 36.18 |
| 1-2 year | **9.64** | 10.97 |
| 2-3 year | **17.14** | 8.37 |
| 3-4 year | **16.70** | 16.04 |
| 4-5 year | **14.35** | 17.29 |
| Thereafter | **151.60** | 114.24 |
| **(ix) Weighted average duration of defined benefit obligation** | **12 years** | 13 years |
| **(x)** The Company expects to pay **₹ 176.80 lakhs** in contribution to its defined benefit plans during the year 2018-19. | | |

## 39. Share based payments

See accounting policy in note 3(g)(ii)

### A. Description of share-based payment arrangement

At 31 March 2018, the Company has the following share based payment arrangement:

**Himadri Employees Stock Option Plan 2016 (equity-settled)**

The Company at its 28th Annual General Meeting held on 24 September 2016, has approved "Himadri Employees Stock Option Plan 2016" (ESOP 2016 or Plan) for granting 4,000,000 Employees Stock Options to certain "eligible employees". The plan is administered by the Nomination and Remuneration Committee of the Board ("Committee") in compliance with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable provisions of the Companies Act. 2013 for the time being in force. The Committee has granted 1,304,600 options to its employees on 5 January 2017 under the approved ESOP 2016 Plan to be exercised at a price of ₹ 19 per share. The options are vested after 1 year but not later than 5 years from the the date of grant of options, and the said options can be exercised any time within a period of 5 years from the date of vesting and will be settled by way of equity shares in accordance with the aforesaid plan. The quantum of options to be vested periodically are specified in grant letters issued to each employees. The key terms and conditions related to the grants under this plan are as follows; all options are to be settled by the delivery of shares.

| Grant date/ employees entitled | Number of instruments | Vesting conditions | Contractual life of options |
|---|---|---|---|
| Option granted to certain eligible employees including certain key management personnel on 5 January 2017 | 1,304,600 | Time basis, Company performance and individual performance as specified in the grant letter | 5 years |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## B. Measurement of fair values

**Equity-settled share based payment arrangements**

The fair value of employee share options, see (A) above, has been measured using Black Scholes Merton Model.

The fair value of the options and the inputs used in the measurement of the grant date fair values of the equity-settled share based payment plan are as follows:

| | ESOP 2016 (see A above) | |
|---|---|---|
| **Particulars** | **31 March 2018** | 31 March 2017 |
| Fair value at grant date | **` 24.94** | ` 24.94 |
| Share price at grant date | **` 36.70** | ` 36.70 |
| Exercise price | **` 19.00** | ` 19.00 |
| Expected volatility* (weighted average volatility) | **57.57%** | 57.57% |
| Expected life (expected weighted average life) | **4.39 years** | 4.39 years |
| Expected dividends** | **0.27%** | 0.27% |
| Risk-free interest rate (based on government bonds) | **6.48%** | 6.48% |

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behavior.

Expected life of the Options has been calculated on the assumption that options would exercise within one year from the date of vesting.

The fair value of option on the date of grant have been done by an independent valuer appointed by the management using the Black Scholes Merton Model.

Weighted Average Fair value of the options granted during the year is ₹ **Nil** (31 March 2017: ₹ 325.40 lakhs).

* Expected volatility on the Company's stock price on National Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.

** Expected dividend on underlying shares is taken as 10% on market price as on the date of grant.

## C. Reconciliation of outstanding share options

The number and weighted average exercise prices of share option under the share option plan (see A above) are as follows.

| | **Weighted average exercise price per option** | **Number of options** | Weighted average exercise price per option | Number of options |
|---|---|---|---|---|
| **Particulars** | **31 March 2018** | **31 March 2018** | 31 March 2017 | 31 March 2017 |
| Outstanding at 1 April | **₹ 19.00** | **1,304,600** | - | - |
| Granted during the period | **-** | **-** | ₹ 19.00 | 1,304,600 |
| Forfeited during the period | **₹ 19.00** | **23,500** | - | - |
| Exercised during the period | **-** | **-** | - | - |
| Outstanding at 31 March | **₹ 19.00** | **1,281,100** | ₹ 19.00 | 1,304,600 |
| Exercisable at 31 March | **-** | **-** | - | - |

The options outstanding at 31 March 2018 have an exercise price of ₹ **19** (31 March 2017: ₹ 19) per share and a weighted average remaining contractual life of **3.39 years** (31 March 2017: 4.39 years).

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

### D. Expense recognised in Standalone Statement of Profit and Loss

During the year ended 31 March 2018, the Company has charged ₹ **103.79 lakhs** (31 March 2017: ₹ 25.40 lakhs) as share based payment equity-settled expenses and the first vesting date is 31 August 2018, refer note 30.

### E. Details of the Liabilities arising the share based payment were as follows:

**Amount in ₹ Lakhs**

| Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Total carrying amount | **129.19** | 25.40 |

## 40. Related party disclosure

### A. List of related parties where control exists

**Amount in ₹ Lakhs**

| Name of the related party | Principal place of business | % Shareholding and voting power 31 March 2018 | % Shareholding and voting power 31 March 2017 |
|---|---|---|---|
| Equal Commodeal Private Limited (ECPL), Wholly owned subsidiary | India | **100** | 100 |
| AAT Global Limited (AAT), Wholly owned subsidiary of ECPL | Hongkong | **100** | 100 |
| Shandong Dawn Himadri Chemical Industry Limited (SDHCIL), Subsidiary of AAT | China | **94** | 94 |

### B. Other related parties with whom transactions have taken place during the year

**i) Key Management Personnel (KMP) and their relatives**

| Name of the related parties | Relationship |
|---|---|
| Mr. Bankey Lal Choudhary, Managing Director | Key Management Personnel (KMP) |
| Mr. Shyam Sundar Choudhary, Executive Director | Key Management Personnel (KMP) |
| Mr. Vijay Kumar Choudhary, Executive Director | Key Management Personnel (KMP) |
| Mr. Anurag Choudhary, Chief Executive Officer | Key Management Personnel (KMP) |
| Mr. Amit Choudhary, President - Projects | Key Management Personnel (KMP) |
| Mr. Tushar Choudhary, President - Operations | Key Management Personnel (KMP) |
| Mr. Kamlesh Kumar Agarwal - Chief Financial Officer | Key Management Personnel (KMP) |
| Mr. Bajrang Lal Sharma - Company Secretary | Key Management Personnel (KMP) |
| Mr. Damodar Prasad Choudhary, Chairman Emeritus | Relative of KMPs |
| Mrs.Sushila Devi Choudhary | Relative of KMPs (wife of Mr.Damodar Prasad Choudhary) |
| Mrs.Sheela Devi Choudhary | Relative of KMPs (wife of Mr.Shyam Sundar Choudhary) |
| Mrs.Saroj Devi Choudhary | Relative of KMPs (wife of Mr.Bankey Lal Choudhary) |
| Mrs.Kanta Devi Choudhary | Relative of KMPs (wife of Mr.Vijay Kumar Choudhary) |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**ii) Non-Executive Directors**

| Name of the related parties |
|---|
| Mr. Sakti Kumar Banerjee, Non-Executive Independent Director |
| Mr. Hardip Singh Mann, Non-Executive Independent Director |
| Mr. Santimoy Dey, Non-Executive Independent Director |
| Mr. Hanuman Mal Choraria, Non-Executive Independent Director |
| Ms Rita Bhattacharya, Nominee Director (Non-Executive) of LICI |
| Mr. Santosh Kumar Agrawala, Non-Executive Independent Director |
| Mr. Suryakant Balkrishna Mainak, Non-Executive Independent Director |

**C. Enterprises controlled by the Key Managerial Personnel or their relatives**

Himadri Credit & Finance Limited

Himadri Coke & Petro Limited

Himadri Industries Limited

Sri Agro Himghar Limited

Himadri e-Carbon Limited

Nanhey Lal Mohini Devi Foundation

Bharat Seva Nidhi

**D. Entities with significant influence over the Company**

BC India Investments

Himadri Dyes & Intermediates Limited

**E. The following transactions were carried out with related parties in the ordinary course of business**

**Amount in ₹ Lakhs**

| Name of the related party | Nature of transaction | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| Equal Commodeal Private Limited | Loan given | **2,421.41** | 154.45 |
| | Reimbursement | **33.22** | - |
| | Interest on loan given | **196.89** | 49.70 |
| | Interest on FCD | **-** | 120.00 |
| AAT Global Limited | Purchases | **35,470.19** | 20,577.01 |
| | Payment for supplies | **35,854.63** | 20,018.02 |
| | Guarantee fee | **7.28** | 36.76 |
| Shandong Dawn Himadri Chemical Industry Limited | Reimbursement | **-** | 1.68 |
| Himadri Dyes & Intermediates Limited | Rent paid | **0.07** | 0.07 |
| Himadri Industries Limited | Rent paid | **0.07** | 0.07 |
| Sri Agro Himghar Limited | Rent paid | **0.04** | 0.04 |
| Mr. Bankey Lal Choudhary | Remuneration | **94.68** | 60.68 |
| Mr. Shyam Sundar Choudhary | Remuneration | **90.68** | 60.68 |
| Mr. Vijay Kumar Choudhary | Remuneration | **90.68** | 60.00 |
| Mr. Anurag Choudhary | Remuneration | **109.13** | 73.80 |
| Mr. Amit Choudhary | Remuneration | **94.13** | 73.80 |
| Mr. Tushar Choudhary | Remuneration | **94.13** | 73.80 |
| Mr. Kamlesh Kumar Agarwal | Remuneration | **45.52** | 35.16 |
| Mr. Bajrang Lal Sharma | Remuneration | **16.08** | 14.94 |
| Mr. Sakti Kumar Banerjee | Sitting fees | **1.48** | 1.56 |
| Mr. Hardip Singh Mann | Sitting fees | **1.00** | 1.00 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| Name of the related party | Nature of transaction | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| Mr. Santimoy Dey | Sitting fees | **1.44** | 1.56 |
| Mr. Hanuman Mal Choraria | Sitting fees | **1.24** | 1.32 |
| Ms Rita Bhattacharya | Sitting fees | **1.00** | 0.80 |
| Mr. Santosh Kumar Agrawala | Sitting fees | **1.00** | 0.40 |
| Mr. Suryakant Balkrishna Mainak | Sitting fees | **0.60** | - |
| Nanhey Lal Mohini Devi Foundation | Donation/CSR | **70.00** | 10.00 |
| Bharat Seva Nidhi | Donation/CSR | **1.00** | - |
| BC India Investments | Dividend paid | **103.18** | 51.59 |
| Himadri Dyes & Intermediates Limited | Dividend paid | **98.29** | 49.14 |
| Himadri Industries Limited | Dividend paid | **46.14** | 23.07 |
| Himadri Credit & Finance Limited | Dividend paid | **9.48** | 4.74 |
| Himadri Coke & Petro Limited | Dividend paid | **38.18** | 19.09 |
| Mr. Vijay Kumar Choudhary | Dividend paid | **3.27** | 1.63 |
| Mr. Shyam Sundar Choudhary | Dividend paid | **3.23** | 1.62 |
| Mr. Bankey Lal Choudhary | Dividend paid | **1.48** | 0.74 |
| Mr. Damodar Prasad Choudhary | Dividend paid | **1.48** | 0.74 |
| Mrs.Sushila Devi Choudhary | Dividend paid | **0.85** | 0.43 |
| Mrs.Sheela Devi Choudhary | Dividend paid | **0.76** | 0.38 |
| Mrs.Saroj Devi Choudhary | Dividend paid | **0.82** | 0.41 |
| Mrs.Kanta Devi Choudhary | Dividend paid | **0.82** | 0.41 |

## F. Outstanding balances

**Amount in ₹ Lakhs**

| Name of the related party | Nature of transaction | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| Equal Commodeal Private Limited | Loan given | **3,047.25** | 625.84 |
| | Interest receivable on FCD | **-** | 54.00 |
| | Interest receivable on loan | **60.25** | 25.29 |
| AAT Global Limited | Stand by letter of credit | **-** | 1,945.16 |
| | Advance for supplies (net) | **773.63** | 288.67 |
| | Guarantee fees receivable | **-** | 118.71 |

## G. Key Management Personnel Remuneration

Key management personnels remuneration comprised of the following:

**Amount in ₹ Lakhs**

| Nature of transaction | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Short-term employee benefits | **631.22** | 449.04 |
| Other long-term benefits | **3.81** | 3.82 |
| Total remuneration paid to key management personnel | **635.03** | 452.86 |

As the future liability for gratuity is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the KMP's are taken by the Board of Directors of the Company, in accordance with shareholders' approval, wherever necessary.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## H. Details of loans, investments and guarantee covered under Section 186(4) of the Companies Act, 2013

a. Details of loan: Loan given to Equal Commodeal Private Limited for business purpose, bears interest rate of 9% p.a. compounded quarterly and is repayable on or before 28 September 2023 (refer note 11).

b. Details of investments: Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in note 7.

c. Details of Corporate Guarantee/ stand by letter of credit given by the Company is as below:

**Amount in ₹ Lakhs**

| Name of the Company | Date of undertaking | Purpose | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| AAT Global Limited | 8 February 2012 | Short-term loan facility | - | 1,945.16 |

## I. Terms and conditions of transactions with related parties

The purchase from a related parties is made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions with other vendors. Outstanding balances at the year-end is unsecured and settlement occurs in cash.

For the year ended 31 March 2018, the Company has not recorded any impairment of receivables relating to amounts owed by a related parties. This assessment is undertaken in each financial year through examining the financial position of the related parties and the market in which the related party operates.

## 41. Information pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Loans and advances in the nature of loan to a subsidiary company** | | |
| Equal Commodeal Private Limited | | |
| Amount outstanding as at year ended | **3,047.25** | 625.84 |
| Maximum balance of loan outstanding during the year | **3,047.25** | 625.84 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 42. Fair value measurement

See accounting policy in note 3(v)

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

### A. Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their level in the fair value hierarchy.

**Amount in ₹ Lakhs**

| | Carrying value | | | | Fair value measurement using | | |
|---|---|---|---|---|---|---|---|
| As on 31 March 2018 | Amortised cost | Financial assets/ liabilities at FVTPL | Financial assets/ liabilities at FVOCI | Total carrying amount | Level 1 | Level 2 | Level 3 |
| **Financial assets:** | | | | | | | |
| Investment in equity instruments (Unquoted) | - | - | 21,531.27 | 21,531.27 | - | - | 21,531.27 |
| Investment in equity instruments (Quoted) | - | - | 5,792.69 | 5,792.69 | 2.60 | - | 5,790.09 |
| Investment in mutual funds | - | - | - | - | - | - | - |
| Investment in government securities | 0.07 | - | - | 0.07 | - | - | - |
| Trade receivables | 27,787.47 | - | - | 27,787.47 | - | - | - |
| Cash and cash equivalents | 1,718.04 | - | - | 1,718.04 | - | - | - |
| Bank balances other than cash and cash equivalents | 1,431.07 | - | - | 1,431.07 | - | - | - |
| Loans | 4,986.52 | - | - | 4,986.52 | - | - | - |
| Other financial assets | 815.44 | - | - | 815.44 | - | - | - |
| **Financial liabilities:** | | | | | | | |
| Non convertible debentures | 15,000.00 | - | - | 15,000.00 | - | - | - |
| Term loans | 14,592.90 | - | - | 14,592.90 | - | - | - |
| Sale tax deferment | - | - | - | - | - | - | - |
| Current Borrowings | 36,422.53 | - | - | 36,422.53 | - | - | - |
| Trade payables | 11,826.22 | - | - | 11,826.22 | - | - | - |
| Derivatives | - | 769.56 | - | 769.56 | - | 769.56 | - |
| Other financial liabilities | 1,211.60 | - | - | 1,211.60 | - | - | - |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| As on 31 March 2017 | Carrying value | | | | Fair value measurement using | | |
|---|---|---|---|---|---|---|---|
| | Amortised cost | Financial assets/ liabilities at FVTPL | Financial assets/ liabilities at FVOCI | Total carrying amount | Level 1 | Level 2 | Level 3 |
| **Financial assets:** | | | | | | | |
| Investment in equity instruments (Unquoted) | - | - | 6,860.44 | 6,860.44 | - | - | 6,860.44 |
| Investment in equity instruments (Quoted) | - | - | 1,797.87 | 1,797.87 | 1.80 | - | 1,796.07 |
| Investment in mutual funds | - | 25.08 | - | 25.08 | 25.08 | - | - |
| Investment in government securities | 0.07 | - | - | 0.07 | - | - | - |
| Trade receivables | 22,359.85 | - | - | 22,359.85 | - | - | - |
| Cash and cash equivalents | 1,132.72 | - | - | 1,132.72 | - | - | - |
| Bank balances other than cash and cash equivalents | 2,466.06 | - | - | 2,466.06 | - | - | - |
| Loans | 2,918.51 | - | - | 2,918.51 | - | - | - |
| Other financial assets | 1,068.97 | - | - | 1,068.97 | - | - | - |
| **Financial liabilities:** | | | | | | | |
| Non convertible debentures | 24,990.43 | - | - | 24,990.43 | - | - | - |
| Term Loans | 16,491.47 | - | - | 16,491.47 | - | - | - |
| Sale Tax Deferment | 61.42 | - | - | 61.42 | - | - | - |
| Current Borrowings | 33,868.94 | - | - | 33,868.94 | - | - | - |
| Trade payables | 14,931.38 | - | - | 14,931.38 | - | - | - |
| Derivatives | - | 5,292.03 | 184.69 | 5,476.72 | - | 5,476.72 | - |
| Other financial liabilities | 1,151.65 | 0.70 | - | 1,152.35 | - | - | 0.70 |

The management assessed that trade receivables, cash and cash equivalent, bank balances other than cash and cash equivalent, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. The Company's borrowings have been contracted at market rates of interest. Accordingly, the carrying value of such borrowings approximate fair value.

## B. Measurement of fair values

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2**:** The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing net asset value. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

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

(a) The fair value of the quoted investments/units of mutual fund schemes are based on market price/net asset value at the respective reporting date.

(b) The fair value of the quoted /unquoted investments included in level 3 are based on the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

(c) The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

(d) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies.

(e) The fair value of currency swap is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

(f) The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The discount rate used is based on management estimates.

The significant observable inputs used in the fair value measurement of the fair value hierarchy of level 3 inputs like discounted cash flows, market multiple method, option pricing model etc.

There were no transfer of financial assets or liabilites measured at fair value between level 1 and level 2, or transfer into or out of level 3 during the year ended 31 March 2018 and 31 March 2017.

### Reconciliation of level 3 fair value measurements

The following table shows a reconcilaition from opening balances to closing balances for level 3 for fair values on a recurring basis.

**Amount in ₹ Lakhs**

| | **31 March 2018** | 31 March 2017 |
|---|---|---|
| Balance as at beginning of the year | **8,656.51** | 3,147.46 |
| Change in value of investment in equity instruments measured at FVTOCI (unrealised) | **18,664.85** | 5,509.05 |
| Balance as at end of the year | **27,321.36** | 8,656.51 |

## 43. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

### Risk management framework

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. Foreign currency options contract are entered to hedge certain

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The sources of risks which the Company is exposed to and their management is given below:

| Risk | Exposure Arising from | Measurement | Management |
|---|---|---|---|
| **Credit risk** | Trade receivables, Investments, Derivative financial instruments, Loans | Ageing analysis, Credit rating | Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, credit based approval process. |
| **Liquidity risk** | Borrowings and Other liabilities | Rolling cash flow forecasts | Adequate unused credit lines and borrowing facilities. |
| **Market risk** | | | |
| Foreign exchange risk | Committed commercial transaction<br>Financial asset and liabilities not denominated in INR | Cash flow forecasting<br>Sensitivity analysis | Forward foreign exchange contracts.<br>Foreign currency options principal only/currency swaps. |
| Interest rate | Long term borrowings at variable rates ; Investment in debt scheme of mutual fund and other debt securities | Sensitivity analysis<br>Interest rate movements | Interest rate swaps |
| Commodity Price risk | Movement in prices of raw materials. | Commodity price tracking | Maintaining inventory at optimum level |
| Security prices | Investment in equity instruments | Sensitivity analysis | Portfolio diversification |

The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in debt securities and mutual fund schemes of debt categories only and restricts the exposure in equity markets.

### (i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally form the Company receivables from customers and loans. Credit arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with bank, mutual fund investments, investments in debt securities, foreign exchange transactions and financial guarantees. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Trade receivable**

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's export sales are backed by letters of credit . The Company bifurcates the Domestic Customers into Large Corporates, Distributors and others for Credit monitoring. The Company maintains adequate security deposits for sales made to its distributors. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

**Exposure to credit risks**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customer operates. The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of three months for customers.

Details of concentration percentage of revenue generated from top customer and top five customers are stated below:

| Particulars | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Revenue from a top customer | **25%** | 14% |
| Revenue from top five customers | **72%** | 44% |

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit lossed on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the credit loss allowance for trade receivables.

Movement in impairment loss account is as follows:

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Balance at the beginning | **417.01** | 417.01 |
| **Balance at the end** | **417.01** | 417.01 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## (ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, finding as well as settlement management. In addition, Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Exposure to liquidity risk**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

**Amount in ₹ Lakhs**

| 31 March 2018 | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings (including estimated interest) | **42,896.79** | **4,521.62** | **16,564.12** | **2,060.60** | **-** | **66,043.13** |
| Trade and other payables | **11,826.22** | **-** | **-** | **-** | **-** | **11,826.22** |
| Derivatives | **185.91** | **185.79** | **397.86** | **-** | **-** | **769.56** |
| Other financial liabilities | **486.77** | **-** | **-** | **25.77** | **-** | **512.54** |

**Amount in ₹ Lakhs**

| 31 March 2017 | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings (including estimated interest) | 40,725.02 | 6,557.92 | 6,271.15 | 31,888.03 | 4,390.90 | 89,833.02 |
| Trade and other payables | 14,931.38 | - | - | - | - | 14,931.38 |
| Derivatives | 4,594.40 | 220.79 | 220.79 | 440.74 | - | 5,476.72 |
| Other financial liabilities | 527.82 | - | - | 25.77 | - | 553.59 |

## (iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

The Company uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the management. Generally, the Company seeks to apply hedge accounting to manage volatility in other comprehensive income.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(a) Currency risk**

Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of raw materials and spare parts, capital expenditure, exports of finished goods. The currency in which these transactions are primarily denominated as USD and JPY. The Company manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point of time.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency swaps and forwards to hedge exposure to foreign currency risk. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.

**Exposure to currency risk**

The Company's exposure to foreign currency are at the end of the reporting period are as follows:

**Amount in Lakhs**

| 31 March 2018 | In original currency (USD) | In local currency | In original currency (JPY) | In local currency |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Trade receivables | **16.37** | **1,065.15** | **-** | **-** |
| Cash and cash equivalents | **1.20** | **78.02** | **-** | **-** |
| Other financial assets | **28.83** | **1,874.81** | **-** | **-** |
| | **46.40** | **3,017.98** | **-** | **-** |
| **Financial Liabilities** | | | | |
| Borrowings (including current maturities of long-term debt) | **336.77** | **21,905.11** | **2,157.31** | **1,327.61** |
| Trade payables | **78.98** | **5,137.05** | **-** | **-** |
| Derivatives | **5.53** | **359.54** | **666.27** | **410.02** |
| Other financial liabilities | **0.22** | **14.62** | **-** | **-** |
| Less:Forward contracts | **(1.07)** | **(69.60)** | **-** | **-** |
| | **420.43** | **27,346.72** | **2,823.58** | **1,737.63** |
| **Net exposure in respect of recognised financial assets and liabilities** | **(374.03)** | **(24,328.74)** | **(2,823.58)** | **(1,737.63)** |

**Amount in Lakhs**

| 31 March 2017 | In original currency (USD) | In local currency | In original currency (JPY) | In local currency |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Trade receivables | 16.73 | 1,084.45 | - | - |
| Cash and cash equivalents | 8.98 | 582.52 | - | - |
| Other financial assets | 21.97 | 1,425.68 | - | - |
| | 47.68 | 3,092.65 | - | - |
| **Financial Liabilities** | | | | |
| Borrowings (including current maturities of long-term debt) | 312.76 | 20,278.80 | 3,020.26 | 1,750.54 |
| Trade payables | 106.48 | 6,903.82 | - | - |
| Derivatives | 73.94 | 4,794.36 | 1,177.29 | 682.36 |
| Other financial liabilities | 0.03 | 1.82 | - | - |
| Less:Forward contracts | (275.34) | (17,852.65) | - | - |
| | 217.87 | 14,126.15 | 4,197.55 | 2,432.90 |
| **Net exposure in respect of recognised financial assets and liabilities** | (170.19) | (11,033.50) | (4,197.55) | (2,432.90) |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the USD and JPY against Indian rupee at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amount shown below. This analysis assumes that all other variables, in particular interest rates , remain constant and ignores any impact of forecast sales and purchases.

Amount in ₹ Lakhs

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | Strengthening | Weakening | Strengthening | Weakening |
| **31 March 2018** | | | | |
| USD (5% Movement) | **(1,216.44)** | **1,216.44** | **(795.45)** | **795.45** |
| JPY (10% Movement) | **(173.76)** | **173.76** | **(113.63)** | **113.63** |
| 31 March 2017 | | | | |
| USD (5% Movement) | (551.68) | 551.68 | (360.75) | 360.75 |
| JPY (10% Movement) | (243.29) | 243.29 | (159.09) | 159.09 |

**(b) 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. The Company exposure to the risk of changes in market interest rates related primarily to the Company's current borrowing (excluding commercial paper and others) with floating interest rates. For all non-current with floating rates, the risk of variation in the interest rates in mitigated through interest rate swaps. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

**Exposure to interest rate risk**

The interest rate profile of the Company 's interest bearing financial instruments at the end of the reporting period are as follows:

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Fixed rate instruments** | | |
| Financial assets | **4,891.55** | 3,175.58 |
| Financial liabilities | **(15,000.00)** | (24,990.43) |
| | **(10,108.45)** | (21,814.85) |
| Effect of interest rate swaps | **-** | (2,674.59) |
| | **(10,108.45)** | (24,489.44) |
| **Variable rate instruments** | | |
| Financial assets | **-** | - |
| Financial liabilities | **(51,015.43)** | (50,360.41) |
| | **(51,015.43)** | (50,360.41) |
| Effect of interest rate swaps | **-** | 2,674.59 |
| | **(51,015.43)** | (47,685.82) |

**Sensitivity analysis**

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitivity analysis.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

Amount in ₹ Lakhs

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | Strengthening | Weakening | Strengthening | Weakening |
| **31 March 2018** | | | | |
| Variable rate instruments | **(510.15)** | **510.15** | **(333.60)** | **333.60** |
| Interest rate swap | **-** | **-** | **-** | **-** |
| **Cash flow sensitivity (net)** | **(510.15)** | **510.15** | **(333.60)** | **333.60** |
| 31 March 2017 | | | | |
| Variable rate instruments | (503.60) | 503.60 | (329.31) | 329.31 |
| Interest rate swap | 26.75 | (26.75) | 17.49 | (17.49) |
| Cash flow sensitivity (net) | (476.85) | 476.85 | (311.82) | 311.82 |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period and all other variables, in particulars foreign currency exchange rates, remain constant. Further, the calculation for the unhedged floating rate borrowing have been done on the notional value of the foreign currency.

**(c) Equity price risks**

The Company's quoted and unquoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The senior management reviews and approves all equity investment decisions.

**Sensitivity analysis**

Investment in equity instruments of the Company are listed on the Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Calcutta Stock Exchange (CSE) in India. The table below summarizes the impact of increase/decrease of the Nifty 50 index on the Company's equity and profit for the period. The analysis is based on the assumption that the NSE nifty 50 equity index had increased/decreased by 10% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

**Amount in ₹ Lakhs**

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | **31 March 2018** | 31 March 2017 | **31 March 2018** | 31 March 2017 |
| NSE Nifty 50 - increase by 10% (31 March 2017: 10%) | **0.27** | 0.27 | **0.18** | 0.18 |
| NSE Nifty 50 - decrease by 10% (31 March 2017: 10%) | **(0.27)** | (0.27) | **(0.18)** | (0.18) |

**(d) Hedge accounting**

*Currency risk-Transactions in foreign currency*

The Company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales and interest rate exposures are denominated. The currencies in which these transactions are primarily denominated are US dollars and JPY Yens. The Company buys and sells derivatives, and also incurs financial liabilities, in order to manage market risks. All such transactions are carried out as per the risk managemnet policy of the Company.

The Company holds derivative financial instruments such as foreign currency forward, cross currency swaps, interest rate swaps and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.The Company's risk management policy is to hedge its foreign currency exposure in respect of firm commitments and highly probable forecasted transcations and interest rate risks. The counterparty for these contracts is generally a bank or a financial institution.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in cash flows of the hedged item. In order to designate a derivative contract as an effective hedge, the management objectively evaluates and evidence with appropriate underlying documents of each contract whether the contract is effective in offsetting cash flow attributable to the hedged risk. The Company applies a hedge ratio of 1:1.

In these hedging relationships, the main sources of ineffectiveness are :

- the effect of the counterparty and the Company's own credit risk on the fair value of the forward exchange contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in exchange rates; and

- changes in the timing of the hedged transactions.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

*Interest rate risk*

The Company adopts a policy of hedging its certain interest rate risk exposure is at a fixed rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Company applies a hedge ratio of 1:1.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities and the notional of hedging instruments or par amounts of hedged items.

In these hedging relationships, the main sources of ineffectiveness are:

- the effect of the counterparty and the Company's own credit risk on the fair value of the swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates; and
- differences in re-pricing dates between the swaps and the borrowings.

The following table gives details in respect of outstanding foreign currency forward, cross currency swaps, interest rate swaps and option contracts:

| | | | **31 March 2018** | | 31 March 2017 | |
|---|---|---|---|---|---|---|
| **Particulars** | **Currency pair** | **Position** | **Amount in foreign currency in lakhs** | **Amount in ₹ in lakhs** | Amount in foreign currency in lakhs | Amount in ₹ in lakhs |
| Forward contracts [**1,** (previous year 4)] | USD/INR | Buy | **1.07** | **69.60** | 275.34 | 17,852.65 |
| Currency swaps [**Nil,** (previous year 4)] | USD/INR | Sell | **-** | **-** | 213.54 | 13,845.63 |
| Currency swap [**1,** (previous year 1)] | USD/JPY | Sell | **2,152.78** | **1,324.82** | 3,013.89 | 1,746.85 |
| Option contracts [**Nil,** (previous year 5)] | USD/INR | Options | **-** | **-** | 230.00 | 14,912.88 |
| Interest rate swaps [**3,** (previous year 3)] | USD/INR | Notional Principal | **246.12** | **16,008.65** | 246.12 | 15,958.08 |
| Interest rate swaps [**Nil,** (previous year 2)] | USD-Floating to fixed | Notional Principal | **-** | **-** | 41.25 | 2,674.59 |
| Interest rate swap [**1,** (previous year 1)] | JPY to INR | Notional Principal | **4,733.69** | **2,913.11** | 4,733.69 | 2,743.65 |

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

**Amount in ₹ Lakhs**

| | **31 March 2018** | 31 March 2017 |
|---|---|---|
| Not later than one month | **-** | 1.67 |
| Later than one month and not later than three months | **0.12** | 4,375.47 |
| Later than three months and not later than one year | **185.79** | 217.26 |
| Later than one year | **583.65** | 882.32 |
| | **769.56** | 5,476.72 |

All derivative contracts outstanding as at year end are marked to market. The Company has applied hedge accounting principles. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items. If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in Statement of Profit and Loss at the time of the hedge relationship rebalancing.

Accordingly, net exchange fluctuation loss/ (gain) aggregating to **₹ (108.05) lakhs** [31 March 2017: ₹ (168.36 lakhs)], being the effective portion of the contract designated as effective hedge for future cash flows has been recognised in the other comprehensive income.

The following table provides quantitative information about offsetting of derivative financial assets and derivative financial liabilities:

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Derivative financial asset** | **Derivative financial liability** | Derivative financial asset | Derivative financial liability |
| Gross amount of recognised financial asset/ liability | **54.46** | **824.02** | 114.40 | 5,591.12 |
| Amount set-off | **(54.46)** | **(54.46)** | (114.40) | (114.40) |
| **Net amount presented in balance sheet** | **-** | **769.56** | - | 5,476.72 |

**Disclosure of effects of hedge accounting on financial performance**

**For the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| **Type of hedge** | **Change in the value of the hedging instrument recognised in OCI** | **Hedge effectiveness recognised in Standalone Statement of Profit and Loss** | **Amount reclassified from cash flow hedging reserve to Standalone Statement of Profit and Loss** | **Line item affected in the Standalone Statement of Profit and Loss because of the reclassification** |
|---|---|---|---|---|
| **Cash flow hedge** | | | | **Foreign exchange fluctuation** |
| (i) Foreign exchange risk | **(121.18)** | **-** | **(76.64)** | |
| (ii) Interest rate risk | **(13.13)** | **-** | **-** | |

For the year ended 31 March 2017

**Amount in ₹ Lakhs**

| Type of hedge | Change in the value of the hedging instrument recognised in OCI | Hedge effectiveness recognised in Standalone Statement of Profit and Loss | Amount reclassified from cash flow hedging reserve to Standalone Statement of Profit and Loss | Line item affected in the Standalone Statement of Profit and Loss because of the reclassification |
|---|---|---|---|---|
| Cash flow hedge | | | | Foreign exchange fluctuation |
| (i) Foreign exchange risk | (124.65) | - | 2,158.23 | |
| (ii) Interest rate risk | (43.71) | - | - | |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Movements in cash flow hedging reserve**

Amount in ₹ Lakhs

| Risk category | Foreign currency risks | Interest rate risk | |
|---|---|---|---|
| **Derivative instruments** | **Foreign exchange forward contract** | **Interest rate swaps** | **Total** |
| **Cash flow hedging reserve** | | | |
| As at 1 April 2016 | 2,480.71 | 30.57 | 2,511.28 |
| Add: Changes in discounted spot element of foreign exchange forward contracts | (124.65) | - | (124.65) |
| Add: Changes in fair value of interest rate swaps | - | (43.71) | (43.71) |
| Less: Amount reclassified to profit or loss | 2,158.23 | - | 2,158.23 |
| **As at 31 March 2017** | 197.82 | (13.13) | 184.69 |
| Add: Changes in discounted spot element of foreign exchange forward contracts | **(121.18)** | **-** | **(121.18)** |
| Add: Changes in fair value of interest rate swaps | **-** | **13.13** | **13.13** |
| Less: Amount reclassified to profit or loss | **(76.64)** | **-** | **(76.64)** |
| **As at 31 March 2018** | **-** | **-** | **-** |

**Impact of hedging activities**

**31 March 2018**

Amount in ₹ Lakhs

| | Nominal value | | Carrying amount of hedging instrument | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Type of hedge and risks** | **Assets** | **Liabilities** | **Assets** | **Liabilities** | **Maturity date** | **Hedge ratio** | **Weighted average strike price/ rate** | **Change in fair value of hedging instrument** | **Change in the value of hedged item used as the basis for recognising hedge effectiveness** |
| **Cash flow hedge:** | | | | | | | | | |
| **Foreign exchange contract** | | | | | | | | | |
| - Currency swap contract | **-** | **-** | **-** | **-** | **ICICI: 28 June 2017 (USD) 24 Aug 2020 (JPY)** | **1:1** | **US$ 1: INR 46.83 JPY 1: INR 0.7026** | **(121.18)** | **121.18** |
| **Interest rate risk** | | | | | | | | | |
| - Interest rate swap | **-** | **-** | **-** | **-** | **DBS: 15 September 2017 HSBC: 8 November 2017** | **1:1** | **1.3%** | **13.13** | **(13.13)** |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

31 March 2017

**Amount in ₹ Lakhs**

| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Hedge ratio | Weighted average strike price/ rate | Change in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness |
|---|---|---|---|---|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities | | | | | |
| Cash flow hedge: | | | | | | | | | |
| Foreign exchange contract | | | | | | | | | |
| - Currency swap contract | - | USD 213.54 JPY 3,013.89 | - | 4,043.45 | ICICI: 28 June 2017 (USD) 24 Aug 2020 (JPY) | 1:1 | "US$ 1: INR 46.83 JPY 1: INR 0.7026" | (121.27) | 121.27 |
| Interest rate risk | | | | | | | | | |
| - Interest rate swap | USD 41.25 | - | 13.13 | - | DBS: 15 September 2020 HSBC: 17 September 2018 | 1:1 | 1.3% | (43.71) | 43.71 |

## 44. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain furture development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders. The Company's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

**Amount in ₹ Lakhs**

| **Particulars** | | **31 March 2018** | 31 March 2017 |
|---|---|---|---|
| Debt | A | **66,015.43** | 75,412.26 |
| Liquid investments including bank deposits | B | **1,718.04** | 1,157.80 |
| **TOTAL** | C = A-B | **64,297.39** | 74,254.46 |
| Equity | D | **145,632.55** | 107,809.76 |
| **Debt to Equity** | E = A / D | **0.45** | 0.70 |
| **Debt to Equity (net)** | F = C / D | **0.44** | 0.69 |

For the purpose of the Company's capital management

(a) Debt is defined as non-current borrowings, current borrowings and current maturities of long-term debts as described in note 19 and 22.

(b) Equity includes Issued, subscribed and fully paid-up equity share capital and other equity attributable to the equity holders of the Company as described in note 17 and 18.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 45. Segments information

See accounting policy in note 3(u)

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the Consolidated financial statements of the Company, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

**46.** Government grant (Ind AS 20): Other operating revenues includes Incentives against capital investments, under State Investment Promotion Scheme of ₹ **Nil** (31 March 2017: ₹ 557.06 lakhs).

**47.** The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulations under Sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documents for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense for the year and that of provision for taxation.

## 48. Due to Micro enterprises and small enterprises

**Amount in ₹ Lakhs**

| | | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| (a) | The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year: | | |
| | - Principal | **200.58** | 187.69 |
| | - Interest | **-** | - |
| (b) | The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year. | **-** | - |
| (c) | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006. | **-** | - |
| (d) | The amount of interest accrued and remaining unpaid at the end of each accounting year. | **-** | - |
| (e) | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006. | **-** | - |

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 49. Distribution made and proposed dividend

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Cash dividend on equity shares declared and paid** | | |
| Final dividend for the year ended on 31 March 2017: ₹ 0.10 per share (31 March 2016: ₹ 0.05) | **418.41** | 209.20 |
| Dividend distribution tax on final dividend | **85.18** | 42.59 |
| **Total dividend paid** | **503.59** | 251.79 |
| **Proposed dividend on Equity shares** | | |
| Final dividend for the year ended on 31 March 2018: ₹ 0.10 per share (31 March 2017: ₹ 0.10) | **418.41** | 418.41 |
| Dividend distribution tax on final dividend | **86.00** | 85.18 |
| **Total dividend proposed** | **504.41** | 503.59 |

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including dividend distribution tax thereon) as at 31 March 2018.

## 50. Disclosure on specified bank notes (SBNs)

The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31 March 2018. Corresponding amounts as appearing in the audited standalone financial statements for the period ended 31 March 2017 have been disclosed.

**Amount in ₹ Lakhs**

| | Specified Bank Notes | Other denomination notes | Total |
|---|---|---|---|
| Closing cash in hand as on 8 November 2016 | 25.30 | 7.69 | 32.99 |
| Add: Permitted receipts | - | 59.36 | 59.36 |
| Less: Permitted payments | - | 55.11 | 55.11 |
| Less: Amount deposited in banks | 25.30 | - | 25.30 |
| Closing cash in hand as on 30 December 2016 | - | 11.94 | 11.94 |

**51.** The Shareholders by way of special resolution dated 24 September 2016, at Annual General Meeting, have authorised the Nomination and Remuneration Committee ("the Committee") to grant options to the employees under the Himadri Employee Stock Option Plan 2016 ("ESOP 2016"). Accordingly, the Committee has further granted 26,95,000 (Twenty six lakhs ninety five thousand only) options as Grant II on 8 May 2018, to its eligible employees (with each such option conferring a right upon the employee to apply for one equity share of the Company) under the ESOP 2016. The face value of each equity share is ₹ 1/- and exercise price per option/equity share is ₹ 140 per share, and the options shall vest after 1 year but within 5 years from the date of such grant.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Himadri Speciality Chemical Limited**

(formerly known as Himadri Chemicals & Industries Limited)

## Report on the Audit of Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited) (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows, for the year then ended, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

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

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

In preparing these consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## Auditor's Responsibility

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

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

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

We are also responsible to conclude on the appropriateness of management's use of the going

# INDEPENDENT AUDITOR'S REPORT (Contd.)

concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2018, and their consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

### Other Matters

(a) We did not audit the financial statements/ information of 3 (three) subsidiaries- Equal Commodeal Private Limited, AAT Global Limited and Shandong Dawn Himadri Chemical Industry Limited for the year ended 31 March 2018, whose financial statements/ information reflect total assets of ₹ 35,381.56 lakhs as at 31 March 2018, total revenues of ₹ 42,970.35 lakhs and net cash inflows amounting to ₹ 193.82 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management have converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

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

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

# INDEPENDENT AUDITOR'S REPORT (Contd.)

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder;

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the report of the other auditors on separate financial statements, as also the other financial information of the subsidiaries, as noted in the 'Other Matters' paragraph:

i. The consolidated Ind AS financial statement disclose the impact of pending litigations on the consolidated financial position of the Group - Refer note 8, 16, 24 and 35(a) to the consolidated Ind AS financial statements;

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long term contracts including derivative contracts - Refer note 21 to the consolidated Ind AS financial statements in respect of such items as it relates to the Group;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India during the year 31 March 2018; and

iv. The disclosures in the consolidated Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in the audited consolidated Ind AS financial statements for the period ended 31 March 2017 have been disclosed.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

# ANNEXURE A

**to the Independent Auditor's Report**
**(Referred to in our report of even date)**

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

In conjunction with our audit of the consolidated Ind AS financial statements of Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited) ("the Holding Company") as of and for the year ended 31 March 2018, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India as of that date.

### Management's Responsibility for Internal Financial Controls with reference to financial statements

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

### Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's and its subsidiary company incorporated in India, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and its subsidiary Company's incorporated in India, internal financial control system with reference to financial statements.

### Meaning of Internal financial controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

# ANNEXURE A

**to the Independent Auditor's Report**
**(Referred to in our report of even date) (Contd.)**

principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal financial controls with reference to financial statements

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

### Opinion

In our opinion, the Holding Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to its subsidiary company incorporated in India, is based on the corresponding report of the auditor of such subsidiary company, incorporated in India.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

# CONSOLIDATED BALANCE SHEET

**as at 31 March 2018**

**Amount in ₹ Lakhs**

| | Note | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **(1) Non-current assets** | | | |
| (a) Property, plant and equipment | 4 | **117,542.16** | 117,382.03 |
| (b) Capital work-in-progress | 5 | **2,244.44** | 1,298.98 |
| (c) Intangible assets | 6 | **236.14** | - |
| (d) Financial assets | | | |
| (i) Investments | 7 | **27,323.03** | 8,657.38 |
| (ii) Trade receivables | 8 | **798.79** | 798.79 |
| (iii) Loans | 11 | **1,671.04** | 1,874.11 |
| (iv) Other financial assets | 12 | **3.04** | 6.71 |
| (e) Deferred tax assets | 33 | **15,462.90** | 7,853.02 |
| (f) Non-current tax assets (net) | 13 | **486.68** | 409.72 |
| (g) Other non-current assets | 14 | **5,317.84** | 2,716.25 |
| **Total Non-current assets** | | **171,086.06** | 140,996.99 |
| **(2) Current assets** | | | |
| (a) Inventories | 15 | **42,011.70** | 39,589.40 |
| (b) Financial assets | | | |
| (i) Investments | 7 | **1.14** | 37.67 |
| (ii) Trade receivables | 8 | **27,179.85** | 22,119.53 |
| (iii) Cash and cash equivalents | 9 | **1,989.42** | 1,205.08 |
| (iv) Bank balances other than (iii) above | 10 | **1,431.07** | 2,466.06 |
| (v) Loans | 11 | **316.43** | 483.60 |
| (vi) Other financial assets | 12 | **798.79** | 864.26 |
| (c) Other current assets | 16 | **12,275.86** | 11,272.70 |
| **Total Current assets** | | **86,004.26** | 78,038.30 |
| **TOTAL ASSETS** | | **257,090.32** | 219,035.29 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 17 | **4,184.08** | 4,184.08 |
| (b) Other equity | 18 | **137,281.86** | 98,826.33 |
| **Equity attributable to the owners of the Company** | | **141,465.94** | 103,010.41 |
| **Non-controlling interests** | | **(26.42)** | (36.84) |
| **Total Equity** | | **141,439.52** | 102,973.57 |
| **Liabilities** | | | |
| **(1) Non-current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 19 | **23,119.18** | 38,703.12 |
| (ii) Derivatives | 21 | **583.65** | 882.32 |
| (iii) Other financial liabilities | 22 | **25.77** | 25.77 |
| (b) Provisions | 24 | **255.22** | 178.86 |
| (c) Deferred tax liabilities (net) | 33 | **25,173.74** | 8,974.27 |
| **Total Non-current liabilities** | | **49,157.56** | 48,764.34 |
| **(2) Current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 19 | **36,422.53** | 35,815.58 |
| (ii) Trade payables | 20 | **14,623.49** | 17,829.43 |
| (iii) Derivatives | 21 | **185.91** | 4,594.40 |
| (iv) Other financial liabilities | 22 | **7,659.55** | 3,982.66 |
| (b) Other current liabilities | 23 | **7,480.81** | 4,748.11 |
| (c) Provisions | 24 | **40.24** | 18.19 |
| (d) Current tax liabilities (net) | 25 | **80.71** | 309.01 |
| **Total Current liabilities** | | **66,493.24** | 67,297.38 |
| **TOTAL EQUITY AND LIABILITIES** | | **257,090.32** | 219,035.29 |
| **Significant accounting policies** | 3 | | |
| The accompanying notes form an integral part of the consolidated financial statements. | | | |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# CONSOLIDATED STATEMENT OF PROFIT & LOSS

**for the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| | | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|---|
| **I.** | **Revenue from operations** | 26 | **207,184.68** | 149,008.82 |
| **II.** | **Other income** | 27 | **1,225.95** | 583.70 |
| **III.** | **Total income (I + II)** | | **208,410.63** | 149,592.52 |
| **IV.** | **Expenses** | | | |
| | Cost of materials consumed | 28 | **137,370.32** | 87,458.98 |
| | Changes in inventories of finished goods and work-in-progress | 29 | **(845.30)** | 703.09 |
| | Excise duty | | **5,034.56** | 14,708.21 |
| | Employee benefits expense | 30 | **4,839.16** | 3,730.54 |
| | Finance costs | 31 | **7,044.87** | 8,157.74 |
| | Depreciation and amortisation expense | 4 and 6 | **3,323.24** | 3,278.14 |
| | Other expenses | 32 | **15,546.86** | 19,089.24 |
| | **Total expenses** | | **172,313.71** | 137,125.94 |
| **V.** | **Profit before tax (III-IV)** | | **36,096.92** | 12,466.58 |
| **VI.** | **Tax expenses** | 33 | | |
| | Current tax | | **7,612.00** | 2,644.45 |
| | Deferred tax | | **3,725.16** | 1,578.31 |
| **VII.** | **Profit for the year (V-VI)** | | **24,759.76** | 8,243.82 |
| **VIII.** | **Other comprehensive income (net of tax)** | | | |
| | **A. Items that will not be reclassified subsequently to profit or loss** | | | |
| | (a) Remeasurements of defined benefit liability/ (asset) | | **(13.58)** | (11.69) |
| | (b) Equity instruments through other comprehensive income - net change in fair value | | **13,794.02** | 5,509.67 |
| | **Net other comprehensive income not to be reclassified subsequently to profit or loss** | | **13,780.44** | 5,497.98 |
| | **B. Items that will be reclassified subsequently to profit or loss** | | | |
| | (a) Effective portion of gains/(losses) on hedging instruments in cash flow hedges | | **3,882.61** | 168.36 |
| | (b) Effective portion of gains/(losses) on hedging instruments in cash flow hedges reclassified to profit and loss | | **(3,774.56)** | - |
| | (c) Exchange differences in translating financial statements of foreign operations | | **143.96** | (734.82) |
| | **Net other comprehensive income to be reclassified subsequently to profit or loss** | | **252.01** | (566.46) |
| | **Other comprehensive income for the year, net of tax** | | **14,032.45** | 4,931.52 |
| **IX.** | **Total comprehensive income for the year (VII+VIII)** | | **38,792.21** | 13,175.34 |
| **X.** | **Profit attributable to:** | | | |
| | Owners of the Company | | **24,746.24** | 8,277.57 |
| | Non-controlling interests | | **13.52** | (33.75) |
| | **Profit after tax** | | **24,759.76** | 8,243.82 |
| **XI.** | **Other comprehensive income attributable to:** | | | |
| | Owners of the Company | | 14,035.55 | 4,929.69 |
| | Non-controlling interests | | (3.10) | 1.83 |
| | **Other comprehensive income for the year** | | **14,032.45** | 4,931.52 |
| **XII.** | **Total comprehensive income attributable to:** | | | |
| | Owners of the Company | | 38,781.79 | 13,207.26 |
| | Non-controlling interests | | 10.42 | (31.92) |
| | **Total comprehensive income for the year** | | **38,792.21** | 13,175.34 |
| **XIII.** | **Earnings per equity share** | 34 | | |
| | [Face value of equity share ₹ **1** each (previous year ₹ 1 each)] | | | |
| | - Basic | | **5.92** | 1.98 |
| | - Diluted | | **5.92** | 1.98 |
| **Significant accounting policies** | | 3 | | |
| The accompanying notes form an integral part of the consolidated financial statements. | | | | |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## FOR THE YEAR ENDED 31 MARCH 2018

### A. Equity share capital

| | Note | Number | Amount in ₹ Lakhs |
|---|---|---|---|
| Balance as at 1 April 2016 | | 418,407,867 | 4,184.08 |
| Changes in equity share capital during 2016-17 | 17 | - | - |
| Balance as at 31 March 2017 | | 418,407,867 | 4,184.08 |
| Changes in equity share capital during 2017-18 | 17 | - | - |
| **Balance as at 31 March 2018** | | **418,407,867** | **4,184.08** |

### B. Other equity

Amount in ₹ Lakhs

| | | Reserves and surplus | | | | | | Items of OCI | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **Note** | **Capital reserve** | **Securities premium reserve** | **Debenture redemption reserve** | **General reserve** | **Share option outstanding reserve** | **Retained earnings** | **Effective portion of cash flow hedge** | **Exchange differences in translating financial statements of foreign operations** | **Equity instruments through other comprehensive income** | **Total attributable to the owners of the Company** | **Attributable to Non-controlling interests** | **Total** |
| Balance at 1 April 2016 | | 1,280.50 | 45,365.53 | 3,535.71 | 13,669.94 | - | 22,377.69 | (2,511.28) | (271.69) | 239.00 | 83,685.40 | (4.92) | 83,680.48 |
| **Total comprehensive income for the year ended 31 March 2017** | | | | | | | | | | | | | |
| Profit or Loss | | - | - | - | - | - | 8,277.57 | - | - | - | 8,277.57 | (33.75) | 8,243.82 |
| Other comprehensive income (net of tax) | | - | - | - | - | - | (11.69) | 168.36 | (734.82) | 5,509.67 | 4,931.52 | 1.83 | 4,933.35 |
| **Total comprehensive income** | | - | - | - | - | - | 8,265.88 | 168.36 | (734.82) | 5,509.67 | 13,209.09 | (31.92) | 13,177.17 |
| Dividends (including corporate dividend tax) | 50 | - | - | - | - | - | (251.79) | - | - | - | (251.79) | - | (251.79) |
| Fair value changes on derivatives designated as cash flow hedge | 43 (d) | - | - | - | - | - | - | 2,158.23 | - | - | 2,158.23 | - | 2,158.23 |
| Share based payments- Equity settled | 39 | - | - | - | - | 25.40 | - | - | - | - | 25.40 | - | 25.40 |
| Transfer to debenture redemption reserve | | - | - | 678.56 | - | - | (678.56) | - | - | - | - | - | - |
| **Balance at 31 March 2017** | | 1,280.50 | 45,365.53 | 4,214.27 | 13,669.94 | 25.40 | 29,713.22 | (184.69) | (1,006.51) | 5,748.67 | 98,826.33 | (36.84) | 98,789.49 |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## FOR THE YEAR ENDED 31 MARCH 2018 (Contd.)

Amount in ₹ Lakhs

| Particulars | Note | Reserves and surplus | | | | | | Items of OCI | | | Total attributable to the owners of the Company | Attributable to Non-controlling interests | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Capital reserve | Securities premium reserve | Debenture redemption reserve | General reserve | Share option outstanding reserve | Retained earnings | Effective portion of cash flow hedge | Exchange differences in translating financial statements of foreign operations | Equity instruments through other comprehensive income | | | |
| Balance at 1 April 2017 | | 1,280.50 | 45,365.53 | 4,214.27 | 13,669.94 | 25.40 | 29,713.22 | (184.69) | (1,006.51) | 5,748.67 | 98,826.33 | (36.84) | 98,789.49 |
| **Total comprehensive income for the year ended 31 March 2018** | | | | | | | | | | | | | |
| Profit or Loss | | - | - | - | - | - | 24,746.24 | - | | - | 24,746.24 | 13.52 | 24,759.76 |
| Other comprehensive income (net of tax) | | - | - | - | - | - | (13.58) | 108.05 | 143.96 | 13,794.02 | 14,032.45 | (3.10) | 14,029.35 |
| **Total comprehensive income** | | - | - | - | - | - | 24,732.66 | 108.05 | 143.96 | 13,794.02 | 38,778.69 | 10.42 | 38,789.11 |
| Dividends (including corporate dividend tax) | 50 | - | - | - | - | - | (503.59) | - | - | - | (503.59) | - | (503.59) |
| Fair value changes on derivatives designated as cash flow hedge | 43 (d) | - | - | - | - | - | - | 76.64 | - | - | 76.64 | - | 76.64 |
| Share based payments- Equity settled | 39 | - | - | - | - | 103.79 | - | - | - | - | 103.79 | - | 103.79 |
| Transfer from debenture redemption reserve | | - | - | (1,750.00) | 1,750.00 | - | - | - | - | - | - | - | - |
| Transfer to debenture redemption reserve | | - | - | 428.56 | - | - | (428.56) | - | - | - | - | - | - |
| **Balance at 31 March 2018** | | 1,280.50 | 45,365.53 | 2,892.83 | 15,419.94 | 129.19 | 53,513.73 | - | (862.55) | 19,542.69 | 137,281.86 | (26.42) | 137,255.44 |
| **Significant accounting policies** | 3 | | | | | | | | | | | | |

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Place: Kolkata
Date: 29 May 2018

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

# CONSOLIDATED STATEMENT OF CASH FLOWS

**for the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | | Year ended 31 March 2017 | |
|---|---|---|---|---|---|
| **A.** | **Cash flows from operating activities** | | | | |
| | **Net profit before tax** | | **36,096.92** | | 12,466.58 |
| | Adjustments for: | | | | |
| | Depreciation and amortisation expense | **3,323.24** | | 3,278.14 | |
| | Share based payments | **103.79** | | 25.40 | |
| | Finance costs | **7,044.87** | | 8,157.74 | |
| | Interest income | **(101.82)** | | (190.99) | |
| | Unwinding of discount on security deposits and others | **(227.27)** | | (166.63) | |
| | Gain of fair valuation of investments through profit or loss | **(0.63)** | | (65.56) | |
| | Dividend income on equity instruments | **(0.08)** | | (0.22) | |
| | Gain on sale of current investments (mutual funds) | **(12.20)** | | (29.57) | |
| | Unrealised foreign exchange fluctuation (net) | **781.12** | | 1,994.25 | |
| | Net gain on sale of property, plant and equipment | **-** | | (39.21) | |
| | | | **10,911.02** | | 12,963.35 |
| | **Operating cash flows before working capital changes** | | **47,007.94** | | 25,429.93 |
| | Working capital adjustments: | | | | |
| | (Increase) in inventories | **(2,422.30)** | | (7,627.26) | |
| | (Increase) in trade receivables | **(5,038.63)** | | (1,749.51) | |
| | (Increase) in financial and other assets | **(1,167.05)** | | (1,541.22) | |
| | Increase/ (decrease) in trade payables | **(3,212.13)** | | 6,472.99 | |
| | Increase/ (decrease) in financial, other liabilities and provisions | **(1,578.68)** | | 1,892.67 | |
| | | | **(13,418.79)** | | (2,552.33) |
| | **Cash generated from operating activities** | | **33,589.15** | | 22,877.60 |
| | Income tax paid (net) | | **(7,922.68)** | | (2,338.44) |
| | **Net cash from operating activities (A)** | | **25,666.47** | | 20,539.16 |
| **B.** | **Cash flows from investing activities** | | | | |
| | Acquisition of property, plant and equipments | **(6,278.63)** | | (472.14) | |
| | Proceeds from sale of property, plant and equipments | **-** | | 44.61 | |
| | Interest income received | **156.57** | | 170.60 | |
| | Dividends received | **0.08** | | 0.22 | |
| | Proceeds from sale of investments | **6,399.35** | | 2,803.07 | |
| | Purchase of investments | **(6,350.00)** | | (13.00) | |
| | (Investment)/ redemption in fixed deposits with banks (having maturity of more than 3 months) | **1,038.63** | | (781.27) | |
| | **Net cash provided/ (used) in investing activities (B)** | | **(5,034.00)** | | 1,752.09 |

# CONSOLIDATED STATEMENT OF CASH FLOWS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | | Year ended 31 March 2017 | |
|---|---|---|---|---|---|
| **C.** | **Cash flows from financing activities** | | | | |
| | Repayment of non convertible debentures | **(10,000.00)** | | - | |
| | Proceeds from non-current borrowings | **13,122.63** | | 5,053.04 | |
| | Repayment of non-current borrowings | **(15,223.53)** | | (11,880.34) | |
| | Increase/ (decrease) in current borrowings | **12.71** | | (4,983.82) | |
| | Interest paid | **(6,478.93)** | | (10,359.79) | |
| | Net proceeds/ (outflow) on settlement of derivative contracts | **(917.54)** | | (896.99) | |
| | Dividend paid (including dividend distribution tax) | **(503.59)** | | (251.79) | |
| | **Net cash provided by/ (used in) financing activities (C)** | | **(19,988.25)** | | (23,319.69) |
| | **Net increase/ (decrease) in cash and cash equivalents (A+B+C)** | | **644.22** | | (1,028.44) |
| | Cash and cash equivalents at 1 April | | **1,205.08** | | 2,966.95 |
| | (refer note 9 to the Consolidated financial statements) | | | | |
| | Effect of changes in exchange differences in translating financial statements of foreign operations | | **140.86** | | (732.99) |
| | Effect of exchange rate fluctuations on cash held in foreign currency (EEFC accounts) | | **(0.74)** | | (0.44) |
| | **Cash and cash equivalents at 31 March** | | **1,989.42** | | 1,205.08 |
| | (refer note 9 to the Consolidated financial statements) | | | | |

**Notes:**

1. Consolidated Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
2. Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.
3. Change in Liability arising from financing activities

**Amount in ₹ Lakhs**

| | 1 April 2017 | Cash flow (net) | Foreign exchange movement | Fair Value Changes | 31 March 2018 |
|---|---|---|---|---|---|
| Borrowing (including current maturities of long-term debt) - Non Current | 41,543.32 | (12,100.90) | 88.46 | 62.02 | 29,592.90 |
| Borrowing - Current | 35,815.58 | 12.71 | 594.24 | - | 36,422.53 |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018**

## 1. Reporting entity

Himadri Speciality Chemical Limited (formerly known as Himadri Chemicals & Industries Limited ('the Holding Company' or ' the Company') is a public company domiciled and headquartered in India, having its registered office situated at 23A, N. S Road, Kolkata. The Holding Company was originally incorporated on 28 July 1987 and its shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Holding Company is primarily engaged in the manufacturing of carbon materials and chemicals. The Holding Company has operations in India and caters to both domestic and international markets. The Holding Company also has a wholly-owned subsidiary in India in the name of Equal Commodeal Private Limited, a step down wholly-owned subsidiary in the name of AAT Global Limited, incorporated in Hong Kong and another step down subsidiary with 94% shareholding in the name of Shandong Dawn Himadri Chemical Industry Limited, incorporated in China, collectively referred to as "the Group".

## 2. Basis of preparation of Consolidated financial statements

### (a) Statement of compliance

These Consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India ('SEBI'), as applicable.

The Consolidated financial statements are authorised for issue by the Board of Directors of the Holding Company at their meeting held on 29 May 2018.

The details of the Group's accounting policies are included in note 3.

### (b) Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (₹), which is also the Holding Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

### (c) Basis of measurement

The Consolidated financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

(i) Derivative financial instruments measured at fair value;

(ii) Certain financial assets and financial liabilities measured at fair value;

(iii) Assets held for sale-measured at the lower of its carrying amount and fair value less costs to sell;

(iv) Employee's defined benefit plan as per actuarial valuation; and

(v) Share-based payments

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### (d) Use of estimates and judgements

The preparation of the Group's Consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. 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 application of accounting policies that require critical accounting estimates involving

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

complex and subjective judgements and the use of assumptions in these Consolidated financial statements have been disclosed 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. The changes in the estimates are reflected in the Consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

**Critical accounting estimates and key sources of estimation uncertainty: Key assumptions**

**(i) Useful lives of Property, plant and equipment**

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets. See note 3 (d) and 4 for details.

**(ii) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as volatility risk, credit risk and volatility. See note 3(v) and 42 for details.

**(iii) Defined benefit plan**

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. See note 3(g) and 38 for details.

**(iv) Share-based payments**

The Group measures the cost of equity-settled transactions with employees using Black Scholes Merton model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 3(g)(ii) and 39.

**(v) Recognition of current tax and deferred tax**

Current taxes are recognised at tax rates (and tax laws) enacted or substantively enacted by the reporting date and the amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used See note 3(n) and 33 for details.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(vi) Recognition and measurement of provisions and contingencies**

The certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for. See note 8, 16, 24, 35(a) and 43 for details.

**(e) Measurement of fair values**

A number of the Group's accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in note 37 and 40.

**(f) Basis of consolidation**

**(i) Business combination**

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

**(ii) Subsidiaries**

These Consolidated financial statements are prepared on the following basis in accordance with Ind AS on "Consolidated Financial Statements"(Ind AS - 110, specified under Section 133 of the Companies Act, 2013.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated financial statements from the date on which control commences until the date on which control ceases. Subsidiaries considered in the Consolidated financial statements are:

| Name of the Company | Country of incorporation | Current Year Percentage Holding – Share | Previous Year Percentage Holding – Share |
|---|---|---|---|
| Equal Commodeal Private Limited | India | 100% | 100% |
| AAT Global Limited | Hong Kong | 100% | 100% |
| Shandong Dawn Himadri Chemical Industry Limited | China | 94% | 94% |

**(iii) Non-controlling interest (NCI)**

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

**(iv) Loss of control**

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

**(v) Transactions eliminated on consolidation**

The financial statements of the Holding Company and its subsidiaries used in the consolidation procedures are drawn upto the same reporting date i.e 31 March 2018.

The financial statements of the Holding Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with subsidiaries are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

## 3. Significant accounting policies

### (a) Current and non-current classification

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within 12 months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in the Group's normal operating cycle;

b) it is held primarily for the purpose of being traded;

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

c) it is due to be settled within 12 months after the reporting date; or

d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

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

**Operating cycle**

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

**(b) (i) Foreign currency transactions**

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at an average rate which approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise, except:

- exchange differences on qualifying cash flow hedges to the extent that the hedges are effective;
- exchange differences on long term foreign currency monetary items accounted for in accordance with exemption availed by the Group under Ind AS 101.

**(ii) Foreign operations**

The assets and liabilities of foreign operations (subsidiaries) like fair value adjustments arising on acquisition, are translated into ₹ the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into ₹ at an average rate.

When a foreign operation is disposed off in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognized in Other Comprehensive Income (OCI) is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to Non-controlling Interest (NCI).

**(c) Financial instruments**

**(i) Recognition and initial measurement**

Trade Receivables and debt securities issued are initially recognised when they are originated. All financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at transaction price.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

attributable to its acquisition or issue of the financial asset.

**(ii) Classification and subsequent measurement**

**Financial assets**

On initial recognition, a financial asset is classified as measured at:

- amortised cost; or
- fair value through Other Comprehensive Income (FVOCI)– Equity Investment; or
- fair value through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

**Financial assets at amortised cost**

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

a. the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

b. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The effective interest rate (EIR) amortisation is included in finance income in the Consolidated Statement of Profit and Loss. This category generally applies to long-term deposits and long-term trade receivables.

**Financial assets at FVOCI**

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI-equity investment). This election is made on an investment-by-investment basis.

Financial assets are measured at the FVOCI if both of the following conditions are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI).

In accordance with Ind AS 101, the Group has irrevocably designated its investment in equity instruments (other than investment in subsidiary) as FVOCI on the date of transition to Ind AS.

**Financial assets at FVTPL**

All financial assets which are not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

*Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

*Financial assets: Subsequent measurement and gains and losses*

| | |
|---|---|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Consolidated Statement of Profit and Loss. |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method (EIR). The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is recognised in consolidated Statement of Profit and Loss. |
| Equity investments at FVOCI | These assets are subsequently measured at fair value. Dividends are recognised as income in Consolidated Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Consolidated Statement of Profit and Loss. |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL.

**Financial liabilities through FVTPL**

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Consolidated Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. See note 3 (c) (v) for financial liabilities designated as hedging instruments.

Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on such instruments are recognised in the Consolidated Statement of Profit and Loss.

**Financial liabilities at amortised cost**

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Consolidated Statement of Profit and Loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

**Financial guarantee liability**

Financial guarantee contracts issued by the Group 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 net off 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.

**(iii) Derecognition**

**Financial assets**

The Group derecognises a financial asset:

- when the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

**Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Consolidated Statement of Profit and Loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the consolidated balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Derivative financial instruments and hedge accounting**

The Group holds derivative financial instruments, such as foreign currency forward contracts, interest rate swaps, cross currency swap and option contracts to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in Consolidated Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

**Cash flow hedges**

The Group uses forward contracts, cross currency swaps and interest rates swaps to hedge its exposure to foreign currency risk in forecast transactions and firm commitments.

These derivative contracts which qualify as cash flow hedges are recorded in accordance with the recognition and measurement principles set out in the Ind AS 109 "Financial Instruments: Recognition and Measurement" issued by the Institute of Chartered Accountants of India. The use of hedge instruments is governed by the Group's policies approved by the Board of Directors. The Group does not use these contracts for trading or speculative purposes.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in Other Comprehensive Income (OCI) and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in Consolidated Statement of Profit and Loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to Consolidated Statement of Profit and Loss in the same period or periods during which the hedged expected

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

future cash flows affect Consolidated Statement of Profit and Loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to Consolidated Statement of Profit and Loss in the same period or periods as the hedged expected future cash flows affect Consolidated Statement of Profit and Loss.

If the hedged future cash flows/ forecasted transactions are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to Consolidated Statement of Profit and Loss.

**Derivatives that are not designated as hedge**

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through Consolidated Statement of Profit and Loss.

**Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

Embedded derivative are accounted for as separate derivative and recorded at fair value with changes in fair value recognised in Consolidated Statement of Profit and Loss.

**(d) Property, plant and equipment**

**(i) Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Any gain or loss on disposal of an item of

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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property, plant and equipment is recognised in Consolidated Statement of Profit and Loss. Property, plant and equipment under construction are disclosed as Capital work-in-progress. Assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

Foreign currency exchange differences on loans used for purchases of property, plant and equipment prior to 1 April 2016 are continued to be capitalised as per policy stated in note 3 (b) above.

**(ii) Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

**(iii) Depreciation and amortisation**

Depreciation and amortisation for the year is recognised in the Consolidated Statement of Profit and Loss.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method for property, plant and equipment situated at Liluah Unit - I (Howrah), Vapi and Vizag, and on Property, Plant and equipments situated at other locations are provided on straight line method over the useful lives of assets, at the rates and in the manner specified in Part C of Schedule II of the Act. The rates of depreciation as prescribed in Part C of Schedule II of the Act are considered as the minimum rates.

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.The estimated useful lives of items of property, plant and equipment for the current period are as follows:

| Asset | Management estimate of useful life (in years) | Useful life as per Schedule II (in years) |
|---|---|---|
| Buildings | 10-60 | 30 |
| Plant and equipment | 5-60 | 8-40 |
| Office equipment | 5-25 | 5 |
| Vehicles | 8-10 | 6-10 |
| Furniture and fittings | 10 | 8-10 |

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation report obtained from an independent valuer, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Estimates in respect of Plant and equipment and Building were revised w.e.f 1 April 2016.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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## (e) Intangible Assets

### (i) Recognition and measurement

Intangible assets includes computer software which are acquired by the Group and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and any accumulated impairment loss.

Revenue expenditure on Research and development is charged as an expense through the normal heads of account in the year in which the same is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and is depreciated according to the policy followed by the Group.

### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

### (iii) Amortisation

Amortisation in respect to all the intangible assets is provided on straight line method over the useful lives of assets based on the evaluation. The useful life of such intangible assets of Computer Software is 5 years

## (f) Impairment

### (i) Impairment of financial instruments: financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Consolidated Statement of Profit and Loss.

In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 - Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including subsequent information.

### (ii) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g. corporate office for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(g) Employee benefits**

**(i) Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**(ii) Share- based payment transactions**

The Group recognises compensation expense relating to share-based payments in Consolidated Statement of Profit and Loss using fair value in accordance with Ind AS 102, Share Based Payment.

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

**(iii) Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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specified monthly contributions (a) employee provident fund to Government administered provident fund scheme, and (b) superannuation scheme for eligible employees to Life Insurance Corporation of India (LICI), which are defined contribution plans. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Consolidated Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

**(iv) Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Group recognises all actuarial gains and losses arising from defined benefit plan immediately in the Consolidated Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The contributions are deposited with the Life Insurance Corporation of India based on information received by the Group. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Consolidated Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested.

**(v) Compensated absences**

As per policy of the Group, employees can carry forward unutilised accrued compensated absences and utilise it in next service period or receive cash compensation. Since the compensated absences fall due wholly within twelve months after the end of the period in which the employees render the related service and are also expected

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

to be utilised wholly within twelve months after the end of such period, the benefit is classified as a current employee benefit. The Group records an obligation for such compensated absences in the year in which the employee renders the services that increase this entitlement. The obligation is measured at actuals at the year end as per the policy of the Group. The expected cost of accumulating compensated absences is determined by the management at each balance sheet date measured based on the amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur.

**(h) Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

**(i) Inventories**

Inventories which comprise raw materials, work-in-progress, finished goods, packing materials, stores and spares are measured at the lower of cost and net realisable value.

The cost of inventories is based on the first-in first-out (FIFO) formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Excise duty liability is included in the valuation of closing inventory of the finished goods.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

**(j) Revenue- Sale of goods**

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and quantity discounts

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

and exclusive of Sales tax , Value added tax (VAT) and Goods and Service Tax (GST) and is inclusive of excise duty. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale. Export incentives (duty drawback) are recognised on accrual basis against goods exported.

Earning from sale of power is accounted for on tariff rates agreed with respective Electricity Board and are net of discounts for prompt payment of bills.

**(k) Government grants**

Government grants are recognised in the Consolidated Statement of Profit and Loss as other operating revenue on a systematic basis over the periods in which the Group recognises the related costs for which the grants are intended to compensate.

Government grants that are receivable towards capital investments under State Incentive Scheme are recognised in the Consolidated Statement of Profit and Loss in the period in which they become receivable.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognised in the Consolidated Statement of Profit and Loss. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**(l) Leases**

**(i) Determining whether an arrangement contains a lease**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

The arrangement is, or contains, a lease if fulfilment 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.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

**(ii) Assets held under leases**

Leases of property, plant and equipment that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Group substantially all the risks and rewards of ownership (i.e.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

operating leases) are not recognised in the Group's Consolidated Balance Sheet. Payments made under operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with general inflation.

**(iii) Lease payments**

Payments made under operating leases are generally recognised in Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

**(m) Recognition of dividend income, interest income or expense**

Dividend income is recognised in Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**(n) Income tax**

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

**(i) Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**(ii) Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (tax base). Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

In case of tax payable as Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**(o) Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

### (p) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

### (q) Dividends

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

### (r) Cash and cash equivalents

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

### (s) Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period 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 flows from operating, investing and financing activities of the Group are segregated.

### (t) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

### (u) Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer (CEO) to make decisions about resources to be allocated to the segments and assess their performance. The Group has currently two reportable segments viz. Carbon materials and chemicals and Power.

### (v) Determination of fair values

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

#### (i) Separable embedded derivative

The fair value of the separable embedded derivative is measured using the Black-Scholes Merton valuation model. Measurement inputs include share price on measurement date, expected term of the instrument, risk free rate (based on government bond), expected volatility.

#### (ii) Non-derivative financial assets

Non-derivative financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL or at FVOCI. Investments in equity instruments are measured at FVOCI and adjusted net assets method has been used for fair valuations of investment in unquoted securities.

#### (iii) Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

**(iv) Derivative financial liabilities**

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps, cross currency swap to hedge its foreign currency risks, interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

**(v) Other non-derivative financial liabilities**

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date. For finance leases the market rate of interest is determined with reference to similar lease agreements.

**(vi) Share-based payment transactions**

The fair value of employee stock options is measured using the Black-Scholes Merton valuation model. Measurement inputs include share price on grant date, exercise price of the instrument, expected volatility, expected life of the instrument (based on historical experience), expected dividends, and the risk free interest rate (based on government bonds).

## 3A. Recent accounting pronouncements- Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective for annual periods beginning on or after 1 April 2018:

**(i) Revenue from contracts with customers- Ind AS 115**

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 Revenue, Ind AS 11 Construction Contracts when it becomes effective.

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The standard permits two possible methods of transition:

Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors.

Retrospectively with cumulative effect of initially applying the standard recognized

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

at the date of initial application (Cumulative catch - up approach). The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The Holding Company will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant

**(ii) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Group is evaluating the impact of this amendment on its financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 4. Property, plant and equipment

See accounting policies in note 3(d) and (f)

### Reconciliation of carrying amount

Amount in ₹ Lakhs

| | Freehold Land | Leasehold Land | Buildings | Plant and equipment | Furniture and fittings | Vehicles | Office equipment | Total |
|---|---|---|---|---|---|---|---|---|
| **Cost or deemed cost (Gross carrying amount)** | | | | | | | | |
| Balance at 1 April 2016 | 3,600.94 | 619.15 | 11,537.62 | 139,847.30 | 793.63 | 924.52 | 1,674.47 | 158,997.63 |
| Additions | 69.86 | 29.81 | 144.58 | 2,894.88 | 0.72 | 65.81 | 104.44 | 3,310.10 |
| Disposals/ discard | (3.65) | - | - | - | (0.37) | (5.88) | (12.40) | (22.30) |
| Effect of movement in foreign exchange rates | - | - | - | 15.36 | - | - | - | 15.36 |
| - Exchange differences on translation of foreign operations | - | (26.06) | (356.74) | (397.19) | (4.74) | (7.53) | (9.28) | (801.54) |
| Balance at 31 March 2017 | **3,667.15** | **622.90** | **11,325.46** | **142,360.35** | **789.24** | **976.92** | **1,757.23** | **161,499.25** |
| Balance at 1 April 2017 | **3,667.15** | **622.90** | **11,325.46** | **142,360.35** | **789.24** | **976.92** | **1,757.23** | **161,499.25** |
| Additions | **245.66** | **40.00** | **202.56** | **1,986.56** | **25.88** | **80.29** | **100.74** | **2,681.69** |
| Disposals/ discard | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| Effect of movement in foreign exchange rates | **-** | **29.43** | **402.93** | **537.54** | **5.33** | **8.49** | **9.86** | **993.58** |
| **Balance at 31 March 2018** | **3,912.81** | **692.33** | **11,930.95** | **144,884.45** | **820.45** | **1,065.70** | **1,867.83** | **165,174.52** |
| **Accumulated depreciation and amortisation** | | | | | | | | |
| Balance at 1 April 2016 | - | 42.92 | 2,446.25 | 35,966.33 | 435.32 | 580.21 | 1,538.33 | 41,009.36 |
| Depreciation/ amortisation for the year | - | 20.32 | 262.95 | 2,775.60 | 76.95 | 95.76 | 46.56 | 3,278.14 |
| Adjustments/ disposals | - | - | - | - | (0.19) | (3.98) | (11.45) | (15.62) |
| Exchange differences on translation of foreign operations | - | (3.83) | (52.76) | (83.51) | (1.91) | (3.88) | (8.77) | (154.66) |
| Balance at 31 March 2017 | - | 59.41 | 2,656.44 | 38,658.42 | 510.17 | 668.11 | 1,564.67 | 44,117.22 |
| Balance at 1 April 2017 | **-** | **59.41** | **2,656.44** | **38,658.42** | **510.17** | **668.11** | **1,564.67** | **44,117.22** |
| Depreciation/ amortisation for the year | **-** | **20.36** | **264.97** | **2,841.34** | **74.23** | **83.39** | **38.82** | **3,323.11** |
| Adjustments/ disposals | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| Exchange differences on translation of foreign operations | **-** | **4.98** | **66.13** | **103.38** | **2.71** | **5.48** | **9.35** | **192.03** |
| **Balance at 31 March 2018** | **-** | **84.75** | **2,987.54** | **41,603.14** | **587.11** | **756.98** | **1,612.84** | **47,632.36** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Amount in ₹ Lakhs

| | Freehold Land | Leasehold Land | Buildings | Plant and equipment | Furniture and fittings | Vehicles | Office equipment | Total |
|---|---|---|---|---|---|---|---|---|
| **Carrying amounts (net)** | | | | | | | | |
| At 31 March 2017 | 3,667.15 | 563.49 | 8,669.02 | 103,701.93 | 279.07 | 308.81 | 192.56 | 117,382.03 |
| **At 31 March 2018** | **3,912.81** | **607.58** | **8,943.41** | **103,281.31** | **233.34** | **308.72** | **254.99** | **117,542.16** |

**Notes**:

(a) As at 31 March 2018, Property, plant and equipment with carrying amount of ₹ **106,036.35 lakhs** (31 March 2017: ₹ 106,423.43 lakhs) are subject to first charge to secure borrowings (refer note 19).

(b) Closing gross carrying amount includes Research and development assets (Building, Plant and equipment, Furniture and fittings and Office equipment) of ₹ **1,446.01 lakhs** (31 March 2017: ₹ 1,254.12 lakhs) and Net Block of ₹ **916.29 lakhs** (31 March 2017: ₹ 815.95 lakhs). Additions for the Research and development assets during the year 2017-18 is ₹ **191.89** lakhs.

(c) During the previous year ended 31 March 2017, on the basis of technical report obtained from an independent valuer, the management had reassessed estimated useful life of Plant and equipment, and Buildings with effect from 1 April 2016. As a result, the depreciation charge for the previous year ended 31 March 2017 was lower by ₹ 2,859.93 lakhs and profit before tax for the previous year ended 31 March 2017 was higher by ₹ 2,859.93 lakhs.

## 5. Capital work-in-progress

See accounting policy in note 3(b and d)

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| At the beginning of the year | **1,298.98** | 3,138.01 |
| Additions during the year | **3,352.91** | 1,376.97 |
| Capitalised during the year | **(2,444.40)** | (3,182.84) |
| Impact of foreign exchange differences | **36.95** | (33.16) |
| At the end of the year | **2,244.44** | 1,298.98 |

**Capital work-in-progress includes:**

Expenditure incurred during construction period on substantial expansion / new manufacturing facility of the Group, given below:

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| At the beginning of the year | **17.46** | 198.84 |
| Additions during the year: | | |
| Employee benefits expense | **-** | 11.68 |
| Power and fuel | **-** | 1.66 |
| Rates and taxes | **50.00** | 7.80 |
| Repairs | **-** | 1.05 |
| Rent | **-** | 3.73 |
| Miscellaneous expenses (includes consultancy charges, inspection charges, testing charges, etc.) | **136.89** | 52.53 |
| | **186.89** | 78.45 |
| Less: Capitalised during the year | **-** | 259.83 |
| **At the end of the year** | **204.35** | 17.46 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 6. Intangible assets

See accounting policies in note 3(e)

### Reconciliation of carrying amount

Amount in ₹ Lakhs

| | Computer Software | Total |
|---|---|---|
| **Cost or deemed cost (Gross carrying amount)** | | |
| Balance at 1 April 2016 | - | - |
| Additions | - | - |
| Disposals/ Discard | - | - |
| Balance at 31 March 2017 | - | - |
| Balance at 1 April 2017 | - | - |
| Additions* | **236.27** | 236.27 |
| Disposals/ Discard | - | - |
| **Balance at 31 March 2018** | **236.27** | **236.27** |
| **Accumulated amortisation** | | |
| Balance at 1 April 2016 | - | - |
| Amortisation for the year | - | - |
| Adjustments/ Disposals | - | - |
| Balance at 31 March 2017 | - | - |
| Balance at 1 April 2017 | - | - |
| Amortisation for the year | **0.13** | **0.13** |
| Adjustments/ Disposals | - | - |
| **Balance at 31 March 2018** | **0.13** | **0.13** |
| **Carrying amounts (net)** | | |
| At 31 March 2017 | - | - |
| **At 31 March 2018** | **236.14** | **236.14** |

* Capitalised on 31 March 2018

## 7. Investments

See accounting policies in note 3(c)(i) - (ii), (c)(v) and (f)

### A. Non-current investments

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Equity instruments carried at fair value through other comprehensive income (FVOCI)** | | |
| **Quoted** | | |
| **334,900** (31 March 2017: 334,900) equity shares of Himadri Credit & Finance Limited (face value - ₹ 10 each) | **5,790.09** | 1,796.07 |
| **8,000** (31 March 2017: 8,000) equity shares of Transchem Limited (face value - ₹ 10 each) | **2.60** | 1.80 |
| | **5,792.69** | 1,797.87 |
| **Unquoted** | | |
| **720,000** (31 March 2017: 720,000) equity shares of Himadri Dyes & Intermediates Limited (face value - ₹ 10 each) | **12,109.68** | 3,755.52 |
| **17,000** (31 March 2017: 17,000) equity shares of Himadri e-Carbon Limited (face value - ₹ 10 each) | **1.52** | 1.56 |
| **493,300** (31 March 2017: 493,300) equity shares of Himadri Industries Limited (face value - ₹ 10 each) | **9,419.07** | 3,102.36 |
| | **21,530.27** | 6,859.44 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Government securities (unquoted) carried at amortised cost** | | |
| Kisan Vikas Patra (Deposited with sales tax authorities) | **0.07** | 0.07 |
| **Total** | **27,323.03** | 8,657.38 |
| Aggregate book value of quoted investments | **5,792.69** | 1,797.87 |
| Aggregate market value of quoted investments | **5,792.69** | 1,797.87 |
| Aggregate value of unquoted investments | **21,530.34** | 6,859.51 |

## B. Current investments

Amount in ₹ Lakhs

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Mutual funds (quoted) carried at fair value through profit or loss** | | |
| **Nil** (31 March 2017: 187,180) units of UTI Banking & PSU Debt Fund - Direct Plan - Growth | **-** | 25.08 |
| **39** (31 March 2017: 463) units of UTI-Floating Rate Fund - Direct - Growth | **1.14** | 12.59 |
| | **1.14** | 37.67 |
| Aggregate book value of quoted investments | **1.14** | 22.76 |
| Aggregate market value of quoted investments | **1.14** | 37.67 |

Investments in mutual funds amounting to ₹ **Nil** (31 March 2017: ₹ 25.08 lakhs) are pledged with banks against various credit facilities availed by the Holding Company.

Information about the Group's exposure to fair value measurement, credit and market risk and are included in note 42 and note 43.

## C. Equity shares designated at fair value though other comprehensive income (FVOCI)

As at 1 April 2016, the Group designated the investments shown below as equity instruments at FVOCI because these equity instruments represent investments that the Group intends to hold for long-term for strategic purposes.

Amount in ₹ Lakhs

| | Fair value as at 31 March 2018 | Dividend income recognised during 2017-18 | Fair value as at 31 March 2017 | Dividend income recognised during 2016-17 | Fair value as at 31 March 2016 |
|---|---|---|---|---|---|
| Investment in ACC Limited | **-** | **0.08** | - | 0.22 | 17.60 |
| Investment in Himadri Credit & Finance Limited | **5,790.09** | **-** | 1,796.07 | - | 496.99 |
| Investment in New Delhi Television Limited | **-** | **-** | - | - | 1.49 |
| Investment in Transchem Limited | **2.60** | **-** | 1.80 | - | 1.40 |
| Investment in Himadri Dyes & Intermediates Limited | **12,109.68** | **-** | 3,755.52 | - | 1,437.84 |
| Investment in Himadri e-Carbon Limited | **1.52** | **-** | 1.56 | - | 1.56 |
| Investment in Himadri Industries Limited | **9,419.07** | **-** | 3,102.36 | - | 1,210.07 |
| | **27,322.96** | **0.08** | 8,657.31 | 0.22 | 3,166.95 |

Equity shares of ACC Limited and New Delhi Television Limited were sold for ₹ **Nil** (31 March 2017: ₹ 19.31 lakhs).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 8. Trade receivables

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Secured | | |
| - Considered good | **885.25** | 294.01 |
| Unsecured | | |
| - Considered good | **27,093.39** | 22,624.31 |
| - Considered doubtful | **417.01** | 417.01 |
| | **27,510.40** | 23,041.32 |
| Less: Loss for allowances | | |
| - Provision for doubtful debts | **417.01** | 417.01 |
| | **27,093.39** | 22,624.31 |
| Non-currenty | **798.79** | 798.79 |
| Current | **27,179.85** | 22,119.53 |
| | **27,978.64** | 22,918.32 |

(a) For receivables secured against borrowings, refer note 19.

(b) Non-current trade receivables include an amount of **₹ 798.79 lakhs** (31 March 2017: ₹ 798.79 lakhs) due from a customer which is currently under arbitration. Based on the merits of the case, the management believes that the outcome of the said proceedings would be in favour of the Holding Company.

(c) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(d) Information about the Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 43.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 9. Cash and cash equivalents

See accounting policy in note 3(r)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Cash on hand | **20.54** | 17.05 |
| Balances with banks | | |
| - On current accounts | **1,450.85** | 498.69 |
| - On EEFC accounts | **78.02** | 582.52 |
| - On deposit account (with original maturities up to 3 months) | **440.01** | 106.82 |
| | **1,989.42** | 1,205.08 |

## 10. Bank balances other than cash and cash equivalents

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Bank deposits due to mature after 3 months of original maturities but within 12 months of the reporting date | **1,401.03** | 2,436.67 |
| Fixed deposits held as margin money | **0.27** | 0.27 |
| Earmarked balances with banks for unpaid dividend accounts | **29.77** | 29.12 |
| | **1,431.07** | 2,466.06 |

### Details of balance with banks on deposit accounts

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Deposits due to mature within 3 months of the reporting date included under 'Cash and cash equivalents' (refer note 9) | **440.01** | 106.82 |
| Deposits due to mature after 3 months of original maturities but within 12 months of the reporting date included under 'Other bank balances' (refer note 10) | **1,401.03** | 2,436.67 |
| Deposits due to mature after 12 months of the reporting date included under 'Other financial assets - non-current' (refer note 12) | **2.99** | 5.98 |
| | **1,844.03** | 2,549.47 |

Bank deposits ₹ **1,844.03 lakhs** (31 March 2017: ₹ 2,549.47 lakhs) have been pledged with the banks against various credit facilities availed by the Group.

## 11. Loans

*(Unsecured, considered good)*

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Non-current** | | |
| Security and other deposits | **1,641.04** | 1,874.11 |
| Loan to employees | **30.00** | - |
| | **1,671.04** | 1,874.11 |
| **Current** | | |
| Security and other deposits | **158.42** | 308.05 |
| Loan to employees | **158.01** | 175.55 |
| | **316.43** | 483.60 |
| | **1,987.47** | 2,357.71 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 12. Other financial assets

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Non-current** | | |
| Bank deposits due to mature after 12 months of the reporting date | **2.99** | 5.98 |
| Interest accrued on fixed deposits | **0.05** | 0.73 |
| | **3.04** | 6.71 |
| **Current** | | |
| **To parties other than related parties** | | |
| Interest accrued on fixed deposits | **35.96** | 90.03 |
| Insurance claim receivable | **126.13** | 173.94 |
| Income tax refundable | **11.50** | 6.08 |
| Export incentive receivable | **20.42** | 36.48 |
| Government grants receivable | **557.06** | 557.06 |
| Other receivables | **47.72** | 0.67 |
| | **798.79** | 864.26 |
| | **801.83** | 870.97 |

## 13. Non-current tax assets (net)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Advance income tax | **486.68** | 409.72 |
| [net of provision for income tax ₹ **7,370.43 lakhs** (31 March 2017: ₹ 4,725.98 lakhs)] | | |
| | **486.68** | 409.72 |

## 14. Other non-current assets

*(Unsecured, considered good)*

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Capital advances | **1,947.94** | 124.57 |
| Advances other than capital advances | | |
| - Deposit against demands in dispute | **768.24** | 343.95 |
| Other advances | | |
| - Prepaid expenses | **2,601.66** | 2,247.73 |
| | **5,317.84** | 2,716.25 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 15. Inventories

*(Valued at the lower of cost and net realisable value)*

See accounting policy in note 3(i)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Raw materials [including goods-in-transit ₹ **2,483.64 lakhs** (31 March 2017: ₹ 3,433.52 lakhs)] | **16,467.78** | 15,454.06 |
| Work-in-progress | **8,811.51** | 8,213.90 |
| Finished goods | **14,017.92** | 13,757.94 |
| Packing materials | **246.71** | 223.47 |
| Stores and spares | **2,467.78** | 1,940.03 |
| | **42,011.70** | 39,589.40 |

Carrying amount of inventories pledged as securities for borrowings, refer note 19.

## 16. Other current assets

*(Unsecured considered good unless otherwise stated)*

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **To parties other than related parties** | | |
| **Advances for supplies** | | |
| Unsecured, considered good | **9,594.59** | 8,062.92 |
| Unsecured, considered doubtful | **46.76** | 46.76 |
| | **9,641.35** | 8,109.68 |
| Less: Provision for doubtful advances | **46.76** | 46.76 |
| | **9,594.59** | 8,062.92 |
| **Others** | | |
| Balance with goods and service tax authorities | **1,941.18** | - |
| Balance with excise authorities | **-** | 2,013.52 |
| Sales tax deposit and VAT receivable | **304.82** | 635.73 |
| Other receivables | **435.27** | 560.53 |
| | **12,275.86** | 11,272.70 |

Advances for supplies includes ₹ **1086.76 lakhs** (31 March 2017: ₹ 833.93 lakhs) as advance given in earlier years against supply of raw materials which is currently under arbitration. Based on the merits of the case, the management believes that the outcome of the said proceedings would be in favour of the Holding Company.

Other receivables includes prepaid expenses and advance for expenses.

## 17. Equity share capital

See accounting policy in note 3(p)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Authorised** | | |
| **700,000,000** (31 March 2017: 700,000,000) equity shares of ₹ 1 each | **7,000.00** | 7,000.00 |
| **Issued, subscribed and fully paid-up** | | |
| **418,407,867** (31 March 2017: 418,407,867) equity shares of ₹ 1 each | **4,184.08** | 4,184.08 |
| | **4,184.08** | 4,184.08 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## A. Reconciliation of equity shares (ordinary shares) outstanding at the beginning and at the end of the reporting year

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| At the commencement of the year | **418,407,867** | **4,184.08** | 418,407,867 | 4,184.08 |
| Add: Issued during the year | **-** | **-** | - | - |
| Number of shares outstanding at the end of the year | **418,407,867** | **4,184.08** | 418,407,867 | 4,184.08 |

## B. Rights, preferences and restrictions attached to equity shares

The Holding Company has a single class of equity shares with par value of ₹ 1 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Holding Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Holding Company.

On winding up of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

## C. Employee stock option

See accounting policy in note 3(g)(ii).

The terms attached to stock options granted to employees are described in note 39 regarding share based payment.

## D. Shares held by upstream associates (shareholders of the Holding Company) having significant influence over the Holding Company

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| BC India Investments | **103,178,860** | **1,031.79** | 103,178,860 | 1,031.79 |
| Himadri Dyes & Intermediates Limited | **98,284,310** | **982.84** | 98,284,310 | 982.84 |

## E. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **% of total shares in the class** | Number | % of total shares in the class |
| **Equity shares of ₹ 1 each fully paid up held by:** | | | | |
| BC India Investments | **103,178,860** | **24.66%** | 103,178,860 | 24.66% |
| Himadri Dyes & Intermediates Limited | **98,284,310** | **23.49%** | 98,284,310 | 23.49% |
| Himadri Industries Limited | **46,140,000** | **11.03%** | 46,140,000 | 11.03% |
| Himadri Coke & Petro Limited | **38,175,297** | **9.12%** | 38,175,297 | 9.12% |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## F. Shares reserved for issue under options

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| Under Employee Stock Option Plan, 2016 (ESOP 2016): **1,281,100** (31 March 2017: 1,304,600) equity shares of ₹ 1 each, at an exercise price of ₹ 19 per share (see note 39) | **1,281,100** | **12.81** | 1,304,600 | 13.05 |

## G. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

During the year ended 31 March 2016, 32,675,297 equity shares of ₹ 1 each have been allotted as fully paid up pursuant to conversion of Deep Discount Debentures (DDD) into 32,675,297 equity shares of ₹ 1 each at a price of ₹ 19 per equity share (including a premium of ₹ 18 per equity share) on 25 March 2016 to Himadri Coke & Petro Limited, a related party, on preferential basis for consideration other than cash.

## 18. Other equity

**Amount in ₹ Lakhs**

| **Components** | **Note** | **1 April 2017** | **Movement during the year (net)** | **31 March 2018** | 1 April 2016 | Movement during the year (net) | 31 March 2017 |
|---|---|---|---|---|---|---|---|
| Capital reserve | a | **1,280.50** | **-** | **1,280.50** | 1,280.50 | - | 1,280.50 |
| Security premium reserve | b | **45,365.53** | **-** | **45,365.53** | 45,365.53 | - | 45,365.53 |
| Debenture redemption reserve | c | **4,214.27** | **(1,321.44)** | **2,892.83** | 3,535.71 | 678.56 | 4,214.27 |
| General reserve | d | **13,669.94** | **1,750.00** | **15,419.94** | 13,669.94 | - | 13,669.94 |
| Share option outstanding reserve | e | **25.40** | **103.79** | **129.19** | - | 25.40 | 25.40 |
| Retained earnings | f | **29,713.22** | **23,800.51** | **53,513.73** | 22,377.69 | 7,335.53 | 29,713.22 |
| Effective portion of cash flow hedge | g | **(184.69)** | **184.69** | **-** | (2,511.28) | 2,326.59 | (184.69) |
| Exchange differences in translating financial statements of foreign operations | h | **(1,006.51)** | **143.96** | **(862.55)** | (271.69) | (734.82) | (1,006.51) |
| Equity instruments through OCI | i | **5,748.67** | **13,794.02** | **19,542.69** | 239.00 | 5,509.67 | 5,748.67 |
| | | **98,826.33** | **38,455.53** | **137,281.86** | 83,685.40 | 15,140.93 | 98,826.33 |

The description, nature and purpose of each reserve within equity are as follows:

**(a) Capital reserve:** Capital reserve represents profit or loss on purchase, sale, issue or cancellation of the Holding Company's own equity instruments.

**(b) Security premium reserve:** Security premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(c) Debenture redemption reserve (DRR):** The Group has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (amended), requires the Group to create DRR out of profits of the Group available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued.

The movement is on account of following:

(i) On redemption of 9.6% redeemable non-convertible debentures, ₹ **1,750 lakhs** (31 March 2017: ₹ Nil) lying in DRR was transferred to General reserve. The Group has complied with requisite provisions of the Act, as applicable.

(ii) ₹ **428.56 lakhs** (31 March 2017: ₹ 678.56 lakhs) was transferred from Retained earnings to DRR for the purpose of redemption of debentures.

**(d) General reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

On redemption of 9.6% redeemable non-convertible debentures, ₹ **1,750 lakhs** (31 March 2017: ₹ Nil) lying in Debenture redemption reserve was transferred to General reserve.

**(e) Share option outstanding reserve:** The Company has a stock option scheme under which options to subscribe for the Company's share have been granted to certain executives and senior employees. The share option outstanding reserve is used to recognise the value of equity-settled share based payments provided to employees, including certain key management personnel, as part of their remuneration. Refer note 39 for further details of these plans.

**(f) Retained earnings**

It comprise of accumulated profit/ (loss) of the Group. The movement is on account of following:

(i) ₹ **24,746.24 lakhs** (31 March 2017: ₹ 8,277.57 lakhs) was on account of profit incurred by the Group.

(ii) ₹ **428.56 lakhs** (31 March 2017: ₹ 678.56 lakhs) was transferred to debenture redemption reserve for the purpose of redemption of debentures.

(iii) ₹ **13.58 lakhs** (31 March 2017: ₹ 11.69 lakhs) was on account of remeasurement of defined benefit liability/ asset.

(iv) ₹ **503.59 lakhs** (31 March 2017: ₹ 251.79) was on account of dividend distribution (inclusive of dividend distribution tax).

**(g) Effective portion of cash flow hedge:** This comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedging transactions that have not matured.

**(h) Exchange differences in translating financial statements of foreign operations:** This reserve has been created for exchange veriation in opening equity share capital and other equity of AAT Global Limited and Shandong Dawn Himadri Chemical Industry Limited.

**(i) Equity instruments through OCI:** The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the equity instruments through OCI shown under the head other equity. The Group transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 19. Borrowings

See accounting policy in note 3(b) and (c)(i) - (ii)

**Amount in ₹ Lakhs**

| | Interest | Maturity | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| **Non-current borrowings** | | | | |
| **500** (31 March 2017: 500) 12.50% Redeemable non-convertible debentures of ₹ 1,000,000 each (secured) | 12.50% | 2020-2021 | **5,000.00** | 5,000.00 |
| **2,500,000** (31 March 2017: 2,500,000) 10% Redeemable non-convertible debentures of ₹ 400 each (secured) | 10.00% | 2020-2021 | **10,000.00** | 10,000.00 |
| **Nil** (31 March 2017: 1,000) 9.60% Redeemable non-convertible debentures of ₹ 1,000,000 each (secured) | | | **-** | 9,990.43 |
| | | | **15,000.00** | 24,990.43 |
| **Term loans** | | | | |
| **Rupee term loan (secured)** | refer note (b) below | | | |
| From banks | | | **13,106.76** | 12,017.61 |
| **Foreign currency loans (secured)** | refer note (b) below | | | |
| From banks | | | **1,324.37** | 1,733.04 |
| From others | | | **-** | 2,640.66 |
| | | | **14,431.13** | 16,391.31 |
| Loan against vehicles and equipment (secured) | 8.3%-11% | 2017-2020 | **161.77** | 100.16 |
| **Deferred payment liabilities** | | | | |
| Sales tax deferment (unsecured) | | | **-** | 61.42 |
| | | | **29,592.90** | 41,543.32 |
| Less: Current maturities of long-term debt (refer note 22) | | | **6,473.72** | 2,840.20 |
| | | | **23,119.18** | 38,703.12 |
| **Current borrowings** | | | | |
| **Secured** | | | | |
| **From banks (Repayable on demand)** | | | | |
| Rupee loans | | | **3,554.62** | 10,389.48 |
| Foreign currency loans | | | **19,402.29** | 19,485.92 |
| | | | **22,956.91** | 29,875.40 |
| **From others** | | | | |
| Rupee loan | | | **1,500.00** | 1,666.88 |
| **Unsecured** | | | | |
| **From banks (Repayable on demand)** | | | | |
| Rupee loans | | | **9,587.02** | 4,273.30 |
| Foreign currency loans | | | **2,378.60** | - |
| **From others (Rupee loan repayable on demand)** | | | **-** | 1,646.35 |
| | | | **36,422.53** | 35,815.58 |

Information about the Group's exposure to interest rate, currency and liquidity risks related to borrowings is disclosed in note 43.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## A. Terms of repayment/ conversion/ redemption

### (a) Bonds and Debentures

(i) The Holding Company, on 29 October 2013, had issued 500 12.50% Redeemable non-convertible debentures of face value of ₹ 1,000,000 each aggregating ₹ 5,000 lakhs to be redeemed at par at the end of 7 years from the date of allotment on private placement basis to Life Insurance Corporation of India.

(ii) The Holding Company, on 24 August 2010, had issued 2,500,000 10% Redeemable non-convertible debentures of face value of ₹ 400 each aggregating ₹ 10,000 lakhs to be redeemed at par at the end of 10 years from the date of allotment on private placement basis to Life Insurance Corporation of India.

(iii) The Holding Company, on 28 June 2010, had issued 1,000 9.60% Redeemable non-convertible debentures of face value of ₹ 1,000,000 each aggregating ₹ 10,000 lakhs to be redeemed at par at the end of 10 years from the date of allotment on private placement basis to ICICI Bank Limited. These debentures can be redeemed at par on or after 7 years from the date of allotment, at the option of the either party. During the current year, the debenture holder has exercised its put option of redemption and accordingly these non-convertible debentures were redeemed on 28 June 2017.

### (b) Term loans

**Amount in ₹ Lakhs**

| Name of the lender | Interest | Repayment schedule | 31 March 2018 | 31 March 2017 |
|---|---|---|---|---|
| **(i) Rupee term loans** | | | | |
| Axis Bank Limited [**₹ 1,950.00 lakhs** (31 March 2017: ₹ 7,050.00 lakhs)] | 6 Month MCLR + 1.70% | Repayable in April 2018 | **1,950.00** | 7,050.00 |
| Axis Bank Limited [**₹ 8,334.00 lakhs** (31 March 2017: ₹ Nil)] | 6 Month MCLR + 0.35% | Repayable at quarterly rest: 8 of ₹ 833.00 10 of ₹ 167.00 | **8,311.16** | - |
| IDFC Bank [**₹ 2,850.00 lakhs** (31 March 2017: ₹ Nil)] | 12 Month MCLR + 0.15% | Repayable at quarterly rest: 19 of ₹ 150.00 | **2,845.60** | - |
| State Bank of India [**₹ Nil** (31 March 2017: ₹ 4,967.61)] | | | **-** | 4,967.61 |
| **(ii) Foreign currency term loans** | | | | |
| ICICI Bank Limited [**JPY 2,152.78 lakhs** (31 March 2017: JPY 3,013.89 lakhs)] | 6 Month JPY Libor + 2.00% | JPY 430.56 - repayable in 5 half yearly rest | **1,324.82** | 1,733.04 |
| International Finance Corporation [**USD Nil** (31 March 2017: USD 15.00 lakhs)] | | | **-** | 971.09 |
| DEG- Deutsche Investitionsund Entwicklungsgesellschaft MBH [**USD Nil** (31 March 2017: USD 26.25 lakhs)] | | | **-** | 1,669.57 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

(iii) The Holding Company had been granted sales tax deferment by the Government of Andhra Pradesh under the "Target 2000 - New Industrial Policy". The same is repayable from the end of the 14th year without payment of interest during the period from August 2014 to October 2017. During the current year, the Holding Company has made repayment of ₹ **61.42 lakhs** (31 March 2017: ₹ 102.46 lakhs).

(iv) Loans against vehicles and equipments are for a period of three to five years and repayable by way of equated monthly instalments.

**B. Details of security**

(i) 12.50% and 10% Redeemable non-convertible debentures issued to Life Insurance Corporation of India, aggregating to ₹ 15,000 lakhs are secured by way of Equitable Mortgage on land situated at Mouza Maharaj Pura Dist - Mahsana (Gujarat), First Pari Passu charge on immovable properties (Leasehold Land) situated at Mahistikry and hypothecation of all movable property, plant and equipment (including plant and equipment) of the Company in favour of Axis Trustee Services Limited, being the trustee of the debenture holders.

(ii) Rupee term loans from Axis Bank Limited is secured by way of mortgage of immovable properties situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit and hypothecation of all movable property, plant and equipment on pari passu basis with other lenders.

Rupee term loans from IDFC Bank Limited is secured by way of mortgage of immovable properties situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit and hypothecation of movable property, plant and equipment situated at Mahistikry Unit (Leasehold Land), Liluah Unit, and Vishakhapatnam Unit on pari passu basis with other lenders.

Further rupee term loan from State Bank of India being personally guaranteed by the promoter directors of the Company.

(iii) Foreign currency borrowings from ICICI Bank Limited is secured by way of mortgage of immovable properties (Leasehold Land) and hypothecation of movable property, plant and equipment situated at Mahistikry on pari passu basis with other secured lenders.

(iv) Loans against vehicles and equipment are secured by way of hypothecation of the underlying asset financed.

(v) Working capital loans from banks aggregating to ₹ **22,956.91 lakhs** (31 March 2017: ₹ 29,595.64 lakhs) are secured by hypothecation of currents assets of the Group both present and future on pari passu basis. Further, working capital loan from bank aggregating to ₹ **12,848.15 lakhs** (31 March 2017: ₹ 2,655.47 lakhs) is also secured by subservient charge on moveable property, plant and equipment of the Holding Company. These loans include ₹ **1.90 lakhs** (31 March 2017: ₹ 1,038.19 lakhs), being personally guaranteed by the promoter directors of the Holding Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 20. Trade payables

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| Dues to micro enterprises and small enterprises (to the extent identified with available information) (refer note 49) | **200.58** | 187.69 |
| Trade payables (other than micro enterprises and small enterprises) | **14,422.91** | 17,641.74 |
| | **14,623.49** | 17,829.43 |
| **Non-current** | **-** | - |
| **Current** | **14,623.49** | 17,829.43 |
| | **14,623.49** | 17,829.43 |

Informaton about the Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 43.

## 21. Derivatives

See accounting policy in note 3(c)(v)

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| Foreign exchange forward/ interest rate swap contracts used for hedging | **-** | 184.69 |
| Other foreign exchange forward/ interest rate swap/ option contracts | **769.56** | 5,292.03 |
| | **769.56** | 5,476.72 |
| **Non-current** | **583.65** | 882.32 |
| **Current** | **185.91** | 4,594.40 |
| | **769.56** | 5,476.72 |

Information about the Group's exposure to interest rate and currency risks related to derivatives is disclosed in note 43.

## 22. Other financial liabilities

| | Amount in ₹ Lakhs | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| **Non-current** | | |
| Other payables | **25.77** | 25.77 |
| | **25.77** | 25.77 |
| **Current** | | |
| Current maturities of long-term debts (refer note 19) | **6,473.72** | 2,840.20 |
| Interest accrued | **699.06** | 615.34 |
| Unclaimed dividend | **29.77** | 29.12 |
| Liability for capital goods | **260.58** | 139.33 |
| Other payables | **196.42** | 358.67 |
| | **7,659.55** | 3,982.66 |

(a) There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2018.

(b) Other payables includes amount due towards Employee benefits expense and Security deposits.

(c) Information about the Group's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in note 43.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 23. Other current liabilities

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Statutory dues | **2,227.54** | 2,702.53 |
| Advance from customers | **5,253.27** | 2,045.58 |
| | **7,480.81** | 4,748.11 |

## 24. Provisions

See accounting policies in note 3(g) and (h)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Provisions for employee benefits** | | |
| Net defined benefit liability - Gratuity (refer note 38) | **176.80** | 100.44 |
| Liability for compensated absences | **40.24** | 18.19 |
| **Total provisions for employee benefits (A)** | **217.04** | 118.63 |
| **Other provisions** | | |
| Provision for litigation | | |
| Balance at the beginning of the year | **78.42** | 78.42 |
| Provisions made during the year | **-** | - |
| Provision reversed/ utilised | **-** | - |
| **Balance at the end of the year** | **78.42** | 78.42 |
| **Total other provisions (B)** | **78.42** | 78.42 |
| **Total provisions (A+B)** | **295.46** | 197.05 |
| | | |
| **Non-current** | **255.22** | 178.86 |
| **Current** | **40.24** | 18.19 |
| | **295.46** | 197.05 |

Movement of provision for litigation during the year as required by Ind AS 37: "Provisions, Contingent Liabilities and Contingent Asset" specified under Section 133 of the Companies Act, 2013, the Group as a prudent measure had made provisions in the earlier year amounting to ₹ 78.42 lakhs representing estimates made mainly for probable claims arising out of disputes pending with the sales tax authorities. The probability and timing of the outflow with regard to these matters depend upon the ultimate settlement with the relevant authorities. The carrying amount at the beginning of the year was ₹ 78.42 lakhs, provision of ₹ **Nil** made during the year and the closing amount of ₹ **78.42 lakhs** is carried forward at the end of the year and neither the amount has been used nor the used amount reversed during the year under audit.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 25. Current tax liabilities (net)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Income tax liabilities | **80.71** | 309.01 |
| [net of advance tax ₹ **7,531.30 lakhs** (31 March 2017: ₹ 2,335.44 lakhs)] | | |
| | **80.71** | 309.01 |

## 26. Revenue from operations

See accounting policies in note 3(j) and (k)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Sale of products (including excise duty) (A) *** | **207,137.63** | 148,440.80 |
| Other operating revenue | | |
| - Government grants (refer note 45) | **-** | 557.06 |
| - Export incentives | **47.05** | 10.96 |
| **Total other operating revenue (B)** | **47.05** | 568.02 |
| **Total revenue from operations (A+B)** | **207,184.68** | 149,008.82 |

* Upto 30 June 2017, Revenue from operations are gross of excise duty. Effective 1 July 2017, Revenue from operations are disclosed net of Goods and Service Tax. Accordingly, the figures for the previous year is not comparable.

## 27. Other income

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest Income under the effective interest method on: | | |
| - Interest on fixed deposits with banks | **101.82** | 190.99 |
| - Unwinding of discount on security deposits and others | **227.27** | 166.63 |
| Dividend income on equity securities at FVOCI | **0.08** | 0.22 |
| Gain on sale of current investments at FVTPL | **12.20** | 29.57 |
| Insurance claims | **112.46** | 27.94 |
| Net foreign exchange gain | **676.49** | - |
| Net gain on sale of property, plant and equipment | **-** | 39.21 |
| Gain on fair valuation of investments at FVTPL | **0.63** | 65.56 |
| Miscellaneous income | **95.00** | 63.58 |
| | **1,225.95** | 583.70 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 28. Cost of materials consumed

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Inventory of raw materials at the beginning of the year | **15,454.06** | 7,172.13 |
| Add: Purchases | **138,372.54** | 95,752.25 |
| | **153,826.60** | 102,924.38 |
| Less: Inventory of raw materials at the end of the year | **16,467.78** | 15,454.06 |
| Foreign currency translation impact on movement in raw materials | **11.50** | (11.34) |
| Cost of materials consumed | **137,370.32** | 87,458.98 |

## 29. Change in inventories of finished goods and work-in-progress

See accounting policy in note 3(i)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Opening inventories** | | |
| Finished goods | **13,757.94** | 13,958.42 |
| Work-in-progress | **8,213.90** | 8,726.72 |
| | **21,971.84** | 22,685.14 |
| **Closing inventories** | | |
| Finished goods | **14,017.92** | 13,757.94 |
| Work-in-progress | **8,811.51** | 8,213.90 |
| | **22,829.43** | 21,971.84 |
| Foreign currency translation impact on movement in finished goods and work-in-progress | **12.29** | (10.21) |
| | **(845.30)** | 703.09 |

## 30. Employee benefits expense

See accounting policy in note 3(g)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Salaries, wages and bonus | **4,053.99** | 3,185.80 |
| Contribution to provident and other funds | **212.88** | 166.32 |
| Gratuity (refer note 38) | **85.59** | 28.80 |
| Share based payments- Equity settled (refer note 39) | **103.79** | 25.40 |
| Staff welfare expenses | **382.91** | 324.22 |
| | **4,839.16** | 3,730.54 |

Salaries, wages and bonus includes ₹ **267.00 lakhs** (31 March 2017: ₹ 256.35 lakhs) relating to outsource manpower cost.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 31. Finance costs

See accounting policy in note 3(o)

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest expense on financial liabilities measured at amortised cost | **6,222.23** | 7,512.44 |
| Exchange difference regarded as an adjustment to borrowing costs | **420.20** | 75.05 |
| Other borrowing costs | **402.44** | 570.25 |
| | **7,044.87** | 8,157.74 |

## 32. Other expenses

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Consumption of stores and spares | **335.79** | 358.23 |
| Power and fuel * | **1,201.10** | 1,134.96 |
| Excise duty related to increase/ (decrease) in inventory of finished goods | **(1,827.07)** | (166.99) |
| Rent | **476.76** | 496.55 |
| Rates and taxes | **129.25** | 562.72 |
| Repairs to *: | | |
| - Building | **51.98** | 63.23 |
| - Plant and equipment | **1,549.62** | 1,457.73 |
| - Others | **468.19** | 379.69 |
| Payment to auditor's | **76.11** | 54.54 |
| Rebates and discounts | **275.41** | 238.80 |
| Insurance | **143.54** | 178.32 |
| Packing expenses | **1,543.27** | 1,426.72 |
| Freight and forwarding expenses | **6,441.29** | 6,407.14 |
| Commission on sales | **1,030.86** | 934.55 |
| Net foreign exchange loss | **-** | 2,812.33 |
| Expenditure on corporate social responsibility [refer note (a) below] | **33.03** | 14.70 |
| Miscellaneous expenses | **3,617.73** | 2,736.02 |
| | **15,546.86** | 19,089.24 |
| * includes stores and spares consumed. | **1,766.12** | 1,275.79 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## (a) Details of expenditure on corporate social responsibility (CSR)

As per Section 135 of the Act, a Company meeting the applicability threshold, is required to spend at least 2% of its average net profit for the immediate preceeding three financial years on CSR activities. The area of CSR activity are eradicating hunger, poverty and malnutrition, promoting education, promoting healthcare including preventive healthcare. A CSR committee has been formed by the Holding Company as per the Act.

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| (a) Amount required to be spent by the Holding Company during the year | **57.34** | - |
| (b) Amount spent during the year (in cash) | | |
| (i) Construction/acquisition of any asset | **-** | - |
| (ii) On purposes other than (i) above | **33.03** | 14.70 |
| | **33.03** | 14.70 |

## 33. Income taxes

See accounting policy in note 3(n)

**Amount in ₹ Lakhs**

| | | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| **A. Amount recognised in profit or loss** | | | |
| **Current tax** | | | |
| Current period | | **7,612.00** | 2,644.45 |
| | (a) | **7,612.00** | 2,644.45 |
| **Deferred tax charge** | | | |
| Attributable to- | | | |
| Origination and reversal of temporary differences | | **3,725.16** | 1,578.31 |
| | (b) | **3,725.16** | 1,578.31 |
| **Tax expense reported in the Consolidated Statement of Profit and Loss [(a)+(b)]** | | **11,337.16** | 4,222.76 |

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **B. Income tax recognised in OCI** | | |
| Deferred tax related to items recognised in OCI during the year | | |
| Tax income on net loss on remeasurements of defined benefit plans | **(7.20)** | 6.19 |
| Tax income on net gain on change in fair value of equity instruments | **4,871.63** | - |
| **Tax expense reported in the Consolidated Statement of Profit and Loss** | **4,864.43** | 6.19 |

**Amount in ₹ Lakhs**

| | Percentage | Amount |
|---|---|---|
| **C. Reconciliation of effective tax rate for the year ended 31 March 2018** | | |
| Profit before tax | | **36,096.92** |
| Tax using the Indian tax rate | **34.61%** | **12,492.42** |
| Effects of the amount which are not deductible in calculating taxable income | | |
| Non - deductible expenses for tax purposes | **0.28%** | **102.34** |
| Tax exempt income/ Additional deduction as per income tax | **(3.48%)** | **(1,257.60)** |
| **Effective tax rate** | **31.41%** | **11,337.16** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | Percentage | Amount |
|---|---|---|
| **Reconciliation of effective tax rate for the year ended 31 March 2017** | | |
| Profit before tax | | 12,466.58 |
| Tax using the Indian tax rate | 34.26% | 4,270.67 |
| Effects of the amount which are not deductible in calculating taxable income | | |
| Non - deductible expenses for tax purposes | 0.63% | 79.06 |
| Tax exempt income / Additional deduction as per income tax | (1.02%) | (126.97) |
| **Effective tax rate** | 33.87% | 4,222.76 |

## D. Recognised deferred tax assets and liabilities

**Amount in ₹ Lakhs**

| | Balance as on 1 April 2017 | (Charged) / credited to profit or loss | Charged / (credited) to OCI | Balance as on 31 March 2018 |
|---|---|---|---|---|
| Property, plant and equipment | **20,514.43** | **1,443.39** | **-** | **21,957.82** |
| Trade receivables | **(144.08)** | **(3.73)** | **-** | **(147.81)** |
| Loans | **(78.80)** | **29.29** | **-** | **(49.51)** |
| Other assets | **(16.18)** | **-** | **-** | **(16.18)** |
| Borrowings | **(203.76)** | **10.67** | **-** | **(193.09)** |
| Other financial liabilities | **(1,958.99)** | **1,410.56** | **-** | **(548.43)** |
| Share based payments-Equity settled | **-** | **(37.38)** | **-** | **(37.38)** |
| Provisions | **(35.31)** | **(61.19)** | **(7.19)** | **(103.69)** |
| MAT credit entitlement | **(7,853.02)** | **(7,609.88)** | | **(15,462.90)** |
| Fair valuation of Investments | **-** | **-** | **4,871.62** | **4,871.62** |
| Tax losses carried forward | **(9,103.04)** | **8,543.43** | **-** | **(559.61)** |
| Net deferred tax liabilities | **1,121.25** | **3,725.16** | **4,864.43** | **9,710.84** |
| **Disclosed as** | | | | |
| Deferred tax assets | **(7,853.02)** | | | **(15,462.90)** |
| Deferred tax liabilities (net) | **8,974.27** | | | **25,173.74** |
| | **1,121.25** | | | **9,710.84** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | Balance as on 1 April 2016 | (Charged) / credited to profit or loss | Charged / (credited) to OCI | Balance as on 31 March 2017 |
|---|---|---|---|---|
| Property, plant and equipment | 18,736.42 | 1,778.01 | - | 20,514.43 |
| Trade receivables | (147.81) | 3.73 | - | (144.08) |
| Loans | (49.51) | (29.29) | - | (78.80) |
| Other assets | (16.18) | - | - | (16.18) |
| Borrowings | (215.56) | 11.80 | - | (203.76) |
| Other financial liabilities | (2,032.22) | 73.23 | - | (1,958.99) |
| Share based payments-Equity settled | - | - | - | - |
| Provisions | (29.12) | - | (6.19) | (35.31) |
| MAT credit entitlements | (5,208.57) | (2,644.45) | - | (7,853.02) |
| Fair valuation of Investments | - | - | - | - |
| Tax losses carried forward | (11,488.32) | 2,385.28 | - | (9,103.04) |
| Net deferred tax liabilities | (450.87) | 1,578.31 | (6.19) | 1,121.25 |
| **Disclosed as** | | | | |
| Deferred tax assets | (5,208.57) | | | (7,853.02) |
| Deferred tax liabilities (net) | 4,757.70 | | | 8,974.27 |
| | (450.87) | | | 1,121.25 |

## 34. Earnings per share (EPS)

See accounting policy in note 3(t)

### A. Basic earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

**Amount in ₹ Lakhs**

| | | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **(i)** | **Profit attributable to equity shareholders (basic)** | | |
| | Profit for the year, attributable to the equity holders | **24,759.76** | 8,277.57 |
| **(ii)** | **Weighted average number of equity shares (basic)** | | |
| | At the beginning of the year | **418,407,867** | 418,407,867 |
| | Impact of new issue of equity shares | **-** | - |
| | **Weighted average number of equity shares (basic) for the year** | **418,407,867** | 418,407,867 |
| | **Basic earnings per share [(i)/ (ii)]** | **5.92** | 1.98 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## B. Diluted earnings per share

The calculation of diluted earnings per share is based on profit attributable to equity shareholders and weighted average number of equity shares outstanding, after adjustment for the effects of all dilutive potential equity shares as follows:

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **(i) Profit attributable to equity shareholders (diluted)** | | |
| Profit for the year, attributable to the equity shareholders (diluted) | **24,759.76** | 8,277.57 |
| **(ii) Weighted average number of equity shares (diluted)** | | |
| Weighted average number of equity shares (basic) | **418,407,867** | 418,407,867 |
| Effect of Potential equity shares to be issued | **-** | - |
| **Weighted average number of equity shares (diluted) for the year** | **418,407,867** | 418,407,867 |
| **Diluted earnings per share [(i)/ (ii)]** | **5.92** | 1.98 |

**1,281,100** (31 March 2017: 1,304,600) number of employee stock options has an anti dilutive effect.

## 35. Contingent liability and commitments

*(to the extent not provided for)*

**Amount in ₹ Lakhs**

| Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **a) Claim against the Company not acknowledged as debt** | | |
| (i) Sales tax/VAT matters in dispute/ under appeal | **4,230.80** | 3,100.36 |
| (ii) Excise/ Service Tax matters in dispute/under appeal | **2,960.91** | 1,228.00 |
| (iii) Custom duty matter in dispute/ under appeal | **491.76** | 28.83 |
| (iv) Entry tax in dispute/ under appeal - West Bengal | **4,317.89** | 3,427.55 |
| (v) Entry tax in dispute/ under appeal - Chhattisgarh | **465.71** | 426.65 |
| (vi) Income tax in dispute/ under appeal | **633.81** | 633.81 |
| (vii) Others | **266.71** | - |
| **b) Capital and other commitments** | | |
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | **24,573.37** | 1,092.40 |
| (ii) Estimated amount of export obligations to be fulfilled in respect of goods imported under advance license/ Export Promotion Capital Goods Scheme (EPCG) | **6,768.62** | 4,371.37 |
| **c) Guarantee outstanding** | | |
| Standby letter of credit issued on behalf of the Holding Company to secure the financial assistance to its subsidiary | **-** | 1,945.16 |

**Note:**

(i) Cash outflows for the above are determinable only on receipt of judgments pending at various forums/ authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

(ii) The Holding Company had filed Writ petition on 7 January 2013 before the Hon'ble High Court of Calcutta and challenged the constitutional validity of Entry Tax levied by the Government of West Bengal. The Hon'ble High Court of Calcutta during the earlier year, passed an order on 24 June 2013 declaring The West Bengal tax on Entry of Goods into Local Areas Act, 2012 as unconstitutional against which the government filed an appeal which is still pending to be disposed off. In the opinion of the management, there is a strong merit of the case; hence the Holding Company has not made provision for entry tax liability in the books for the current year and during the earlier years.

(iii) The Holding Company had issued corporate guarantee in favour of banker on behalf of its one step down subsidiary - AAT Global Limited for the purpose of availing working capital loan. This corporate guarantee was issued in USD.

(iv) A search u/s 132 of the Income Tax Act, 1961("the Act") was conducted by the Income Tax Department at all the premises/factories of the Holding Company during the previous year ended 31 March 2017. As per the applicable provisions of the Act, the Income Tax Department will reassess the taxable income of the Holding Company for the Assessment year 2011 -12 to 2016-17 by issuing notice u/s 153A of the Act. Notice has been received by the Holding Company on 20 April 2017 and the Holding Company filed all returns u/s 153A of the Act declaring the same income and income tax liability as was declared in the original return filed u/s 139(1). The management as per internal assessment and based on independent legal opinion, does not foresee any material financial liability on this account.

## 36. Operating leases

See accounting policy in note 3(l)

### (a) Future minimum lease rentals payable under non cancellable operating lease

The Group has taken certain commercial premises under non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Not later than one year | **9.22** | 1.92 |
| Later than one year and not later than five years | **36.86** | 7.68 |
| More than five years | **86.18** | 16.96 |

**(b)** The Group has taken various commercial premises and equipment under cancellable operating leases. These lease agreements are normally renewed on expiry. Lease payments recognised in Consolidated Statement of Profit and Loss with respect to operating leases **₹ 167.50 lakhs** (31 March 2017: ₹ 187.34 lakhs) has been included as rent in note 32 'Other expenses'.

## 37. Research and development expenses

See accounting policy in note 3(e)

Research and development expenses aggregating to **₹ 326.22 lakhs** (31 March 2017: ₹ 257.44 lakhs) in the nature of revenue expenditure and **₹ 191.89 lakhs** (31 March 2017: ₹ 94.56) in the nature of capital expenditure have been included under the relevant account heads.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 38. Assets and Liabilities relating to employee benefits

See accounting policy in note 3(g)

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Statement of Assets and Liabilities for defined benefit obligation** | | |
| Net defined benefit asset - Gratuity Plan | **159.78** | 127.02 |
| Net defined benefit obligation - Gratuity Plan | **(336.58)** | (227.46) |
| Total employee benefit liabilities | **(176.80)** | (100.44) |
| Non-current | **(176.80)** | (100.44) |
| Current | | |

For details about the related employee benefit expenses, refer note 30.

### Defined contribution

The expense for defined contribution plans amounted to ₹ **168.64 lakhs** (31 march 2017: ₹ 133.39 lakhs). Out of these, ₹ **125.71 lakhs** (31 March 2017: ₹ 103.30 lakhs) pertains to provident fund plan and ₹ **42.93 lakhs** (31 March 2017: ₹ 30.09 lakhs) pertains to superannuation fund plan.

### Defined benefits - Gratuity

The Holding Company gratuity benefit scheme for its employees in India is a defined benefit plan (funded).

The Holding Company provides for gratuity from employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Holding Company makes contributions to recognised funds in India. The Holding Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of expected gratuity payments.

### Inherent risk

The plan is defined benefit in nature which is sponsored by the Holding Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Holding Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

These defined benefit plans expose the Holding Company to actuarial risks, such as interest rate risk, demographic risk, salary inflation risk and market (investment) risk.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

## Reconciliation of the net defined benefit (asset)/ liability:

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **(i) Reconciliation of present value of defined benefit obligation** | | |
| (a) Balance at the beginning of the year | **227.46** | 178.35 |
| (b) Current service cost | **31.15** | 23.63 |
| (c) Past service cost - plan amendments | **48.21** | |
| (d) Interest cost | **16.43** | 13.99 |
| (e) Actuarial (gains)/ losses recognised in OCI | **17.99** | 18.46 |
| (f) Benefits paid | **(4.66)** | (6.97) |
| **Balance at the end of the year** | **336.58** | 227.46 |
| **(ii) Reconciliation of present value of plan assets** | | |
| (a) Balance at the beginning of the year | **127.02** | 102.92 |
| (b) Interest income | **10.20** | 8.82 |
| (c) Actual return on plan asset less interest on plan asset | **(2.78)** | 0.58 |
| (d) Contributions by the employer | **30.00** | 21.67 |
| (e) Benefits paid | **(4.66)** | (6.97) |
| **Balance at the end of the year** | **159.78** | 127.02 |
| **(iii) Net asset/ (liability) recognised in the Consolidated Balance Sheet** | | |
| (a) Present value of defined benefit obligation | **(336.58)** | (227.46) |
| (b) Fair value of plan assets | **159.78** | 127.02 |
| **Net defined benefit obligations in the Consolidated Balance Sheet** | **(176.80)** | (100.44) |
| **(iv) Expense recognised in Consolidated Profit or Loss** | | |
| (a) Current service cost | **31.15** | 23.63 |
| (b) Past service cost - plan amendments | **48.21** | |
| (c) Interest cost | **16.43** | 13.99 |
| (d) Expected return on plan assets | **(10.20)** | (8.82) |
| **Amount charged to Consolidated Profit or Loss** | **85.59** | 28.80 |
| **(v) Remeasurements recognised in Consolidated OCI** | | |
| (a) Actuarial loss/ (gain) arising on defined benefit obligation from | | |
| - financial assumptions | **(11.17)** | 16.43 |
| - experience adjustment | **29.16** | 2.03 |
| (b) Actual return on plan asset less interest on plan asset | **2.78** | (0.58) |
| **Amount recognised in Consolidated OCI** | **20.77** | 17.88 |
| **(vi) Sensitivity analysis** | | |
| Defined benefit obligation on discount rate plus 100 basis points (31 March 2017: 50 basis point) | **(28.33)** | (11.94) |
| Defined benefit obligation on salary growth rate plus 100 basis points (31 March 2017: 50 basis point) | **30.05** | 11.92 |
| | | |
| Defined benefit obligation on discount rate minus 100 basis points (31 March 2017: 50 basis point) | **33.88** | 13.10 |
| Defined benefit obligation on salary growth rate minus 100 basis points (31 March 2017: 50 basis point) | **(25.71)** | (11.10) |
| **(vii) Actuarial assumptions** | | |
| Principal actuarial assumptions at the reporting date (expressed as weighted averages) | | |
| Discount rate | **7.70%** | 7.30% |
| Expected rate of salary increase | **6.00%** | 6.00% |
| Retirement age (years) | **60** | 60 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Attrition rate based on different age group of employees | | |
| ages from 20-25 | **5%** | 5% |
| ages from 25-30 | **3%** | 3% |
| ages from 30-35 | **2%** | 2% |
| ages from 35-50 | **1%** | 1% |
| ages from 50-55 | **2%** | 2% |
| ages from 55-58 | **3%** | 3% |
| Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2006-08). | | |
| **(viii) Maturity Profile of defined benefit obligation** | | |
| Within next 12 months | **92.97** | 36.18 |
| 1-2 year | **9.64** | 10.97 |
| 2-3 year | **17.14** | 8.37 |
| 3-4 year | **16.70** | 16.04 |
| 4-5 year | **14.35** | 17.29 |
| Thereafter | **151.60** | 114.24 |
| **(ix) Weighted average duration of defined benefit obligation** | | |
| **(x)** The Holding Company expects to pay **₹ 176.80 lakhs** in contribution to its defined benefit plans during the year 2018-19. | | |

## 39. Share based payments

See accounting policy in note 3(g)(ii)

### A. Description of share-based payment arrangement

At 31 March 2018, the Group has the following share based payment arrangement:

**Himadri Employees Stock Option Plan 2016 (equity-settled)**

The Holding Company at its 28th Annual General Meeting held on 24 September 2016, has approved "Himadri Employees Stock Option Plan 2016" (ESOP 2016 or Plan) for granting 4,000,000 Employees Stock Options to certain "eligible employees". The plan is administered by the Nomination and Remuneration Committee of the Board ("Committee") in compliance with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable provisions of the Companies Act. 2013 for the time being in force. The Committee has granted 1,304,600 options to its employees on 5 January 2017 under the approved ESOP 2016 Plan to be exercised at a price of ₹ 19 per share. The options are vested after 1 year but not later than 5 years from the date of grant of options, and the said options can be exercised any time within a period of 5 years from the date of vesting and will be settled by way of equity shares in accordance with the aforesaid plan. The quantum of options to be vested periodically are specified in grant letters issued to each employees. The key terms and conditions related to the grants under this plan are as follows; all options are to be settled by the delivery of shares.

| Grant date/ employees entitled | Number of instruments | Vesting conditions | Contractual life of options |
|---|---|---|---|
| Option granted to certain eligible employees including certain key management personnel on 5 January 2017 | 1,304,600 | Time basis, Company performance and individual performance as specified in the grant letter | 5 years |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## B. Measurement of fair values

**Equity-settled share based payment arrangements**

The fair value of employee share options, see (A) above, has been measured using Black Scholes Merton Model.

The fair value of the options and the inputs used in the measurement of the grant date fair values of the equity-settled share based payment plan are as follows:

| | ESOP 2016 (see A above) | |
|---|---|---|
| **Particulars** | **31 March 2018** | 31 March 2017 |
| Fair value at grant date | **₹ 24.94** | ₹ 24.94 |
| Share price at grant date | **₹ 36.70** | ₹ 36.70 |
| Exercise price | **₹ 19.00** | ₹ 19.00 |
| Expected volatility* (weighted average volatility) | **57.57%** | 57.57% |
| Expected life (expected weighted average life) | **4.39 years** | 4.39 years |
| Expected dividends** | **0.27%** | 0.27% |
| Risk-free interest rate (based on government bonds) | **6.48%** | 6.48% |

Expected volatility has been based on an evaluation of the historical volatility of the Holding Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behavior.

Expected life of the Options has been calculated on the assumption that options would exercise within one year from the date of vesting.

The fair value of option on the date of grant have been done by an independent valuer appointed by the management using the Black Scholes Merton Model.

Weighted Average Fair value of the options granted during the year is **₹ Nil** (31 March 2017: ₹ 325.40 lakhs).

* Expected volatility on the Holding Company's stock price on National Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.

** Expected dividend on underlying shares is taken as 10% on market price as on the date of grant.

## C. Reconciliation of outstanding share options

The number and weighted average exercise prices of share option under the share option plan (see A above) are as follows.

| | **Weighted average exercise price per option** | **Number of options** | Weighted average exercise price per option | Number of options |
|---|---|---|---|---|
| **Particulars** | **31 March 2018** | **31 March 2018** | 31 March 2017 | 31 March 2017 |
| Outstanding at 1 April | **₹ 19.00** | **1,304,600** | - | - |
| Granted during the period | **-** | **-** | ₹ 19.00 | 1,304,600 |
| Forfeited during the period | **₹ 19.00** | **23,500** | - | - |
| Exercised during the period | **-** | **-** | - | - |
| Outstanding at 31 March | **₹ 19.00** | **1,281,100** | ₹ 19.00 | 1,304,600 |
| Exercisable at 31 March | **-** | **-** | - | - |

The options outstanding at 31 March 2018 have an exercise price of **₹ 19** (31 March 2017: ₹ 19) per share and a weighted average remaining contractual life of **3.39 years** (31 March 2017: 4.39 years).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## D. Expense recognised in Consolidated Statement of Profit and Loss

During the year ended 31 March 2018, the Group has charged ₹ **103.79 lakhs** (31 March 2017: ₹ 25.40 lakhs) as share based payment equity-settled expenses and the first vesting date is 31 August 2018, refer note 30.

## E. Details of the Liabilities arising the share based payment were as follows:

**Amount in ₹ Lakhs**

| Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Total carrying amount** | **129.19** | 25.40 |

## 40. Related party disclosure

### A. List of related parties

#### i) Key Management Personnel (KMP) and their relatives

| Name of the related parties | Relationship |
|---|---|
| Mr. Bankey Lal Choudhary, Managing Director | Key Management Personnel (KMP) |
| Mr. Shyam Sundar Choudhary, Executive Director | Key Management Personnel (KMP) |
| Mr. Vijay Kumar Choudhary, Executive Director | Key Management Personnel (KMP) |
| Mr. Anurag Choudhary, Chief Executive Officer | Key Management Personnel (KMP) |
| Mr. Amit Choudhary, President - Projects | Key Management Personnel (KMP) |
| Mr. Tushar Choudhary, President - Operations | Key Management Personnel (KMP) |
| Mr. Kamlesh Kumar Agarwal - Chief Financial Officer | Key Management Personnel (KMP) |
| Mr. Bajrang Lal Sharma - Company Secretary | Key Management Personnel (KMP) |
| Mr. Damodar Prasad Choudhary, Chairman Emeritus | Relative of KMPs |
| Mrs.Sushila Devi Choudhary | Relative of KMPs (wife of Mr.Damodar Prasad Choudhary) |
| Mrs.Sheela Devi Choudhary | Relative of KMPs (wife of Mr.Shyam Sundar Choudhary) |
| Mrs.Saroj Devi Choudhary | Relative of KMPs (wife of Mr.Bankey Lal Choudhary) |
| Mrs.Kanta Devi Choudhary | Relative of KMPs (wife of Mr.Vijay Kumar Choudhary) |

#### ii) Non-Executive Directors

| Name of the related parties |
|---|
| Mr. Sakti Kumar Banerjee, Non-Executive Independent Director |
| Mr. Hardip Singh Mann, Non-Executive Independent Director |
| Mr. Santimoy Dey, Non-Executive Independent Director |
| Mr. Hanuman Mal Choraria, Non-Executive Independent Director |
| Ms Rita Bhattacharya, Nominee Director (Non-Executive) of LICI |
| Mr. Santosh Kumar Agrawala, Non-Executive Independent Director |
| Mr. Suryakant Balkrishna Mainak, Non-Executive Independent Director |

### B. Enterprises controlled by the Key Managerial Personnel or their relatives

| |
|---|
| Himadri Credit & Finance Limited |
| Himadri Coke & Petro Limited |
| Himadri Industries Limited |
| Sri Agro Himghar Limited |
| Himadri e-Carbon Limited |
| Nanhey Lal Mohini Devi Foundation |
| Bharat Seva Nidhi |

### C. Entities with significant influence over the Holding Company

BC India Investments

Himadri Dyes & Intermediates Limited

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## D. The following transactions were carried out with related parties in the ordinary course of business

**Amount in ₹ Lakhs**

| Name of the related party | Nature of transaction | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| Himadri Dyes & Intermediates Limited | Rent paid | **0.07** | 0.07 |
| Himadri Industries Limited | Rent paid | **0.07** | 0.07 |
| Sri Agro Himghar Limited | Rent paid | **0.04** | 0.04 |
| Mr. Bankey Lal Choudhary | Remuneration | **94.68** | 60.68 |
| Mr. Shyam Sundar Choudhary | Remuneration | **90.68** | 60.68 |
| Mr. Vijay Kumar Choudhary | Remuneration | **90.68** | 60.00 |
| Mr. Anurag Choudhary | Remuneration | **109.13** | 73.80 |
| Mr. Amit Choudhary | Remuneration | **94.13** | 73.80 |
| Mr. Tushar Choudhary | Remuneration | **94.13** | 73.80 |
| Mr. Kamlesh Kumar Agarwal | Remuneration | **45.52** | 35.16 |
| Mr. Bajrang Lal Sharma | Remuneration | **16.08** | 14.94 |
| Mr. Sakti Kumar Banerjee | Sitting fees | **1.48** | 1.56 |
| Mr. Hardip Singh Mann | Sitting fees | **1.00** | 1.00 |
| Mr. Santimoy Dey | Sitting fees | **1.44** | 1.56 |
| Mr. Hanuman Mal Choraria | Sitting fees | **1.24** | 1.32 |
| Ms Rita Bhattacharya | Sitting fees | **1.00** | 0.80 |
| Mr. Santosh Kumar Agrawala | Sitting fees | **1.00** | 0.40 |
| Mr. Suryakant Balkrishna Mainak | Sitting fees | **0.60** | - |
| Nanhey Lal Mohini Devi Foundation | Donation/CSR | **70.00** | 10.00 |
| Bharat Seva Nidhi | Donation/CSR | **1.00** | - |
| BC India Investments | Dividend paid | **103.18** | 51.59 |
| Himadri Dyes & Intermediates Limited | Dividend paid | **98.29** | 49.14 |
| Himadri Industries Limited | Dividend paid | **46.14** | 23.07 |
| Himadri Credit & Finance Limited | Dividend paid | **9.48** | 4.74 |
| Himadri Coke & Petro Limited | Dividend paid | **38.18** | 19.09 |
| Mr. Vijay Kumar Choudhary | Dividend paid | **3.27** | 1.63 |
| Mr. Shyam Sundar Choudhary | Dividend paid | **3.23** | 1.62 |
| Mr. Bankey Lal Choudhary | Dividend paid | **1.48** | 0.74 |
| Mr. Damodar Prasad Choudhary | Dividend paid | **1.48** | 0.74 |
| Mrs.Sushila Devi Choudhary | Dividend paid | **0.85** | 0.43 |
| Mrs.Sheela Devi Choudhary | Dividend paid | **0.76** | 0.38 |
| Mrs.Saroj Devi Choudhary | Dividend paid | **0.82** | 0.41 |
| Mrs.Kanta Devi Choudhary | Dividend paid | **0.82** | 0.41 |

## E. Key Management Personnel Remuneration

Key management personnels remuneration comprised of the following:

**Amount in ₹ Lakhs**

| Nature of transaction | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Short-term employee benefits | **631.22** | 449.04 |
| Other long-term benefits | **3.81** | 3.82 |
| Total remuneration paid to key management personnel | **635.03** | 452.86 |

As the future liability for gratuity is provided on an actuarial basis for the Group as a whole, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the KMP's are taken by the Board of Directors of the Holding Company, in accordance with shareholders' approval, wherever necessary.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 41. Operating segments:

### A. Basis of segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group' s other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

The Group has two reportable segments, as described below, which is the Group's strategic business units. These business units are managed separately because they require different technology and marketing strategies. For these business units, the Group's CEO reviews internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segments:

| Reportable segment | Operations |
|---|---|
| Carbon materials and chemicals | Manufacturing |
| Power | Generation and Distribution |

### B. Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

**Amount in ₹ Lakhs**

| | Reportable segments | | | |
|---|---|---|---|---|
| Year ended 31 March 2018 | Carbon materials and chemicals | Power | Elimination | Total |
| Segment revenue: | | | | |
| - External revenues | 205,274.87 | 1,909.81 | - | 207,184.68 |
| - Inter-segment revenue | - | 1,944.03 | 1,944.03 | m - |
| **Total segment revenue** | 205,274.87 | 3,853.84 | 1,944.03 | 207,184.68 |
| Segment profit before income tax | - | - | - | 36,096.92 |
| Segment profit before income tax includes: | | | | |
| Interest revenue | - | - | - | (329.09) |
| Interest expense | - | - | - | 7,044.87 |
| Depreciation and amortisation | 3,173.23 | 150.01 | - | 3,323.24 |
| Tax expense | - | - | - | 11,337.16 |
| Profit after tax | - | - | - | 24,759.76 |
| **Segment assets** | 203,375.43 | 5,685.76 | - | 209,061.19 |
| Unallocable corporate assets | - | - | - | 48,029.13 |
| Capital expenditure during the year | 5,569.74 | 46.94 | - | 5,616.68 |
| **Segment liabilities** | 22,855.72 | 26.81 | - | 22,882.53 |
| Unallocable corporate liabilities | - | - | - | 92,768.27 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| Year ended 31 March 2017 | Reportable segments | | | Total |
|---|---|---|---|---|
| | Carbon materials and chemicals | Power | Elimination | |
| Segment revenue: | | | | |
| - External revenues | 147,171.71 | 1,837.11 | - | 149,008.82 |
| - Inter-segment revenue | - | 1,671.46 | 1,671.46 | - |
| Total segment revenue | 147,171.71 | 3,508.57 | 1,671.46 | 149,008.82 |
| Segment profit (loss) before income tax | - | - | - | 12,466.58 |
| Segment profit (loss) before income tax includes: | | | | |
| Interest revenue | - | - | - | (357.62) |
| Interest expense | - | - | - | 8,157.74 |
| Depreciation and amortisation | 3,128.24 | 149.90 | - | 3,278.14 |
| Tax expense | - | - | - | 4,222.76 |
| Profit after tax | - | - | - | 8,243.82 |
| Segment assets | 192,120.39 | 5,625.49 | - | 197,745.88 |
| Unallocable corporate assets | - | - | - | 21,289.41 |
| Capital expenditure during the year | 1,196.71 | 16.71 | - | 1,213.42 |
| Segment liabilities | 23,573.81 | 33.56 | - | 23,607.37 |
| Unallocable corporate liabilities | - | - | - | 92,454.35 |

Property, plant and equipment are allocated based on location of the assets.

**Secondary segment information (geographical segment)**

**Amount in ₹ Lakhs**

| Particulars | Within India | | Outside India | | Total | |
|---|---|---|---|---|---|---|
| | **31 March 2018** | 31 March 2017 | **31 March 2018** | 31 March 2017 | **31 March 2018** | 31 March 2017 |
| External revenue by location of customers | **175,594.58** | 131,001.12 | **31,590.10** | 18,007.70 | **207,184.68** | 149,008.82 |
| Carrying amount of segment assets by location of assets | **242,933.78** | 205,880.92 | **14,156.54** | 13,154.37 | **257,090.32** | 219,035.29 |
| Cost incurred on acquisition of tangible and intangible fixed assets | **5,572.89** | 1,204.80 | **43.79** | 8.62 | **5,616.68** | 1,213.42 |

**Major customer**

Revenue from one customer of the Group's Carbon material and chemical segment is **₹ 32,930.61 lakhs** (31 March 2017: ₹ 18,947.96 lakhs) which is more than 10 percent of the Group's total revenue.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 42. Fair value measurement

See accounting policy in note 3(c)

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

### A. Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their level in the fair value hierarchy.

**Amount in ₹ Lakhs**

| | Carrying value | | | | Fair value measurement using | | |
|---|---|---|---|---|---|---|---|
| **As on 31 March 2018** | **Amortised cost** | **Financial assets/ liabilities at FVTPL** | **Financial assets/ liabilities at FVOCI** | **Total carrying amount** | **Level 1** | **Level 2** | **Level 3** |
| **Financial assets:** | | | | | | | |
| Investment in equity instruments (Unquoted) | - | - | 21,530.27 | 21,530.27 | - | - | 21,530.27 |
| Investment in equity instruments (Quoted) | - | - | 5,792.69 | 5,792.69 | 2.60 | - | 5,790.09 |
| Investment in mutual funds | - | - | - | - | - | - | - |
| Investment in government securities | 0.07 | - | - | 0.07 | - | - | - |
| Trade receivables | 27,978.64 | - | - | 27,978.64 | - | - | - |
| Cash and cash equivalents | 1,989.42 | - | - | 1,989.42 | - | - | - |
| Bank balance other then cash and cash equivalents | 1,431.07 | - | - | 1,431.07 | - | - | - |
| Loans | 1,987.47 | - | - | 1,987.47 | - | - | - |
| Other financial assets | 801.83 | - | - | 801.83 | - | - | - |
| **Financial liabilities:** | | | | | | | |
| Non convertible debentures | 15,000.00 | - | - | 15,000.00 | - | - | - |
| Term loans | 14,592.90 | - | - | 14,592.90 | - | - | - |
| Sale tax deferment | - | - | - | - | - | - | - |
| Current borrowings | 36,422.53 | - | - | 36,422.53 | - | - | - |
| Trade payables | 14,623.49 | - | - | 14,623.49 | - | - | - |
| Derivatives | - | 769.56 | - | 769.56 | - | 769.56 | - |
| Other financial liabilities | 1,211.60 | - | - | 1,211.60 | - | - | - |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

**Amount in ₹ Lakhs**

| | Carrying value | | | | Fair value measurement using | | |
|---|---|---|---|---|---|---|---|
| As on 31 March 2017 | Amortised cost | Financial assets/ liabilities at FVTPL | Financial assets/ liabilities at FVOCI | Total carrying amount | Level 1 | Level 2 | Level 3 |
| **Financial assets:** | | | | | | | |
| Investment in equity instruments (Unquoted) | - | - | 6,859.44 | 6,859.44 | - | - | 6,859.44 |
| Investment in equity instruments (Quoted) | - | - | 1,797.87 | 1,797.87 | 1.80 | - | 1,796.07 |
| Investment in mutual funds | - | 37.67 | - | 37.67 | 37.67 | - | - |
| Investment in government securities | 0.07 | - | - | 0.07 | - | - | - |
| Trade receivables | 22,918.32 | - | - | 22,918.32 | - | - | - |
| Cash and cash equivalents | 1,205.08 | - | - | 1,205.08 | - | - | - |
| Bank balance other then cash and cash equivalents | 2,466.06 | - | - | 2,466.06 | - | - | - |
| Loans | 2,357.71 | - | - | 2,357.71 | - | - | - |
| Other financial assets | 870.97 | - | - | 870.97 | - | - | - |
| **Financial liabilities:** | | | | | | | |
| Non convertible debentures | 24,990.43 | - | - | 24,990.43 | - | - | - |
| Term loans | 16,491.47 | - | - | 16,491.47 | - | - | - |
| Sale tax deferment | 61.42 | - | - | 61.42 | - | - | - |
| Current borrowings | 35,815.58 | - | - | 35,815.58 | - | - | - |
| Trade payables | 17,829.43 | - | - | 17,829.43 | - | - | - |
| Derivatives | - | 5,292.03 | 184.69 | 5,476.72 | - | 5,476.72 | - |
| Other financial liabilities | 1,168.23 | - | - | 1,168.23 | - | - | - |

The management assessed that trade receivables, cash and cash equivalent, bank balances other than cash and cash equivalent, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. The Group's borrowings have been contracted at market rates of interest. Accordingly, the carrying value of such borrowings approximate fair value.

## B. Measurement of fair values

The Group has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing net asset value. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

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

(a) The fair value of the quoted investments/units of mutual fund schemes are based on market price/net asset value at the respective reporting date.

(b) The fair value of the quoted /unquoted investments included in level 3 are based on the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.y

(c) The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

(d) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies.

(e) The fair value of currency swap is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

(f) The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The discount rate used is based on management estimates.

The significant observable inputs used in the fair value measurement of the fair value hierarchy of level 3 inputs like discounted cash flows, market multiple method, option pricing model etc.

There were no transfer of financial assets or liabilites measured at fair value between level 1 and level 2, or transfer into or out of level 3 during the year ended 31 March 2018 and 31 March 2017.

**Reconciliation of level 3 fair value measurements**

**Amount in ₹ Lakhs**

| | **31 March 2018** | 31 March 2017 |
|---|---|---|
| Balance as at beginning of the year | **8,656.51** | 3,147.46 |
| Change in value of investment in equity securities measured at FVTOCI (unrealised) | **18,664.85** | 5,509.05 |
| Balance as at end of the year | **27,321.36** | 8,656.51 |

## 43. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

**Risk management framework**

The Group's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group operations. The Group's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. Foreign currency options contract are entered to hedge certain foreign currency

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

risk exposures and interest rate swaps to hedge variable interest rate exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

The sources of risks which the Group is exposed to and their management is given below:

| Risk | Exposure Arising from | Measurement | Management |
|---|---|---|---|
| **Credit risk** | Trade receivables, Investments, Derivative financial instruments, Loans | Ageing analysis, Credit rating | Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, credit based approval process |
| **Liquidity risk** | Borrowings and Other liabilities | Rolling cash flow forecasts | Adequate unused credit lines and borrowing facilities |
| **Market risk** | | | |
| Foreign exchange risk | Committed commercial transaction<br>Financial asset and liabilities not denominated in INR | Cash flow forecasting<br>Sensitivity analysis | Forward foreign exchange contracts.<br>Foreign currency options principal only/currency swaps |
| Interest rate | Long term borrowings at variable rates ; Investment in debt scheme of mutual fund and other debt securities | Sensitivity analysis<br>Interest rate movements | Interest rate swaps |
| Commodity Price risk | Movement in prices of raw materials | Commodity price tracking | Maintaining inventory at optimum level |
| Security prices | Investment in equity securities | Sensitivity analysis | Portfolio diversification |

The Group has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in debt securities and mutual fund schemes of debt categories only and restricts the exposure in equity markets.

### (i) Credit risk

Credit risk is the risk of financial loss of the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally form the Group receivables from customers and loans. Credit arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with bank, mutual fund investments, investments in debt securities, foreign exchange transactions and financial guarantees. The Group has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Trade receivable**

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

**Exposure to credit risks**

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below:

| Particulars | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Revenue from a top customer | **25%** | 14% |
| Revenue from top five customers | **72%** | 43% |

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. As per simplified approach, the Group makes provision of expected credit lossed on trade receivables using a provision matrix to mitigate the risk of default payments amd makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the credit loss allowance for trade receivables.

Movement in impairment loss account is as follows:

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Balance at the beginning | **417.01** | 417.01 |
| **Balance at the end** | **417.01** | 417.01 |

**(ii) Liquidity risk**

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's finance team is responsible for liquidity, finding as well as settlement management. In addition, Processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Exposure to liquidity risk**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

**Amount in ₹ Lakhs**

| 31 March 2018 | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings (including estimated interest) | **42,896.79** | **4,521.62** | **16,564.12** | **2,060.60** | **-** | **66,043.13** |
| Trade and other payables | **14,623.49** | **-** | **-** | **-** | **-** | **14,623.49** |
| Derivatives | **185.91** | **185.79** | **397.86** | **-** | **-** | **769.56** |
| Other financial liabilities | **486.77** | **-** | **-** | **25.77** | **-** | **512.54** |

**Amount in ₹ Lakhs**

| 31 March 2017 | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings (including estimated interest) | 42,671.66 | 6,557.92 | 6,271.15 | 31,888.03 | 4,390.90 | 91,779.66 |
| Trade and other payables | 17,829.43 | - | - | - | - | 17,829.43 |
| Derivatives | 4,594.40 | 220.79 | 220.79 | 440.74 | - | 5,476.72 |
| Other financial liabilities | 527.12 | - | - | 25.77 | - | 552.89 |

**(iii) Market risk**

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

The Group uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the management. Generally, the Group seeks to apply hedge accounting to manage volatility in other comprehensive income..

**(a) Currency risk**

Foreign currency risk is the risk impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings, import of raw materials and spare parts, capital expenditure, exports of finished goods. The currency in which these transactions are primarily denominated as USD and JPY. The Group manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point of time.

The Group evaluates exchange rate exposure arising from foreign currency transactions. The Group follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency swaps and forwards to hedge exposure to foreign currency risk. When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**Exposure to currency risk**

The Group's exposure to foreign currency are at the end of the reporting period are as follows:

**Amount in ₹ Lakhs**

| 31 March 2018 | In original currency (USD) | In Rupees | In original currency (JPY) | In Rupees |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Trade receivables | **16.37** | **1,065.15** | **-** | **-** |
| Cash and cash equivalents | **1.20** | **78.02** | **-** | **-** |
| Other financial assets | **16.93** | **1,101.17** | **-** | **-** |
| | **34.50** | **2,244.34** | **-** | **-** |
| **Financial Liabilities** | | | | |
| Borrowings (including current maturities of long-term debt) | **336.77** | **21,905.11** | **2,157.31** | **1,327.61** |
| Trade payables | **79.20** | **5,151.67** | **-** | **-** |
| Derivatives | **5.53** | **359.54** | **666.27** | **410.02** |
| Other financial liabilities | **0.22** | **14.62** | **-** | **-** |
| Less:Forward contracts | **(1.07)** | **(69.60)** | **-** | **-** |
| | **420.65** | **27,361.34** | **2,823.58** | **1,737.63** |
| **Net exposure in respect of recognised financial assets and liabilities** | **(386.15)** | **(25,117.00)** | **(2,823.58)** | **(1,737.63)** |

**Amount in ₹ Lakhs**

| 31 March 2017 | In original currency (USD) | In Rupees | In original currency (JPY) | In Rupees |
|---|---|---|---|---|
| **Financial Assets** | | | | |
| Trade receivables | 16.72 | 1,083.80 | - | - |
| Cash and cash equivalents | 8.98 | 582.52 | - | - |
| Other financial assets | 15.68 | 1,017.12 | - | - |
| | 41.38 | 2,683.44 | - | - |
| **Financial Liabilities** | | | | |
| Borrowings (including current maturities of long-term debt) | 312.76 | 20,278.80 | 3,020.26 | 1,750.54 |
| Trade payables | 106.48 | 6,903.82 | - | - |
| Derivatives | 73.94 | 4,794.36 | 1,177.29 | 682.36 |
| Other financial liabilities | 0.03 | 1.82 | - | - |
| Less:Forward contracts | (275.34) | (17,852.65) | - | - |
| | 217.87 | 14,126.15 | 4,197.55 | 2,432.90 |
| **Net exposure in respect of recognised financial assets and liabilities** | (176.49) | (11,442.71) | (4,197.55) | (2,432.90) |

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the USD and JPY against Indian rupee at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amount shown below. This analysis assumes that all other variables, in particular interest rates , remain constant and ignores any impact of forecast sales and purchases.

**Amount in ₹ Lakhs**

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | **Strengthening** | **Weakening** | **Strengthening** | **Weakening** |
| **31 March 2018** | | | | |
| USD (5% Movement) | **1,368.07** | **(1,368.07)** | **894.61** | **(894.61)** |
| JPY (10% Movement) | **173.76** | **(173.76)** | **113.63** | **(113.63)** |
| 31 March 2017 | | | | |
| USD (5% Movement) | (572.14) | 572.14 | (374.13) | 374.13 |
| JPY (10% Movement) | 243.29 | (243.29) | 159.09 | (159.09) |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(b) 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. The Group exposure to the risk of changes in market interest rates related primarily to the Group's current borrowing (excluding commercial paper and others) with floating interest rates. For all non-current borrowings with floating rates, the risk of variation in the interest rates in mitigated through interest rate swaps. The Group constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

**Exposure to interest rate risk**

The interest rate profile of the Group 's interest bearing financial instruments at the end of the reporting period are as follows:

**Amount in ₹ Lakhs**

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| **Fixed rate instruments** | | |
| Financial assets | **1,844.30** | 2,549.74 |
| Financial liabilities | **(15,000.00)** | (24,990.43) |
| | **(13,155.70)** | (22,440.69) |
| Effect of interest rate swaps | **-** | (2,674.59) |
| | **(13,155.70)** | (25,115.28) |
| **Variable rate instruments** | | |
| Financial assets | **-** | - |
| Financial liabilities | **(51,015.43)** | (52,307.05) |
| | **(51,015.43)** | (52,307.05) |
| Effect of interest rate swaps | **-** | 2,674.59 |
| | **(51,015.43)** | (49,632.46) |

**Sensitivity analysis**

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitivity analysis.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

**Amount in ₹ Lakhs**

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | **Strengthening** | **Weakening** | **Strengthening** | **Weakening** |
| **31 March 2018** | | | | |
| Variable rate instruments | **(510.15)** | **510.15** | **(333.60)** | **333.60** |
| Interest rate swap | **-** | **-** | **-** | **-** |
| **Cash flow sensitivity (net)** | **(510.15)** | **510.15** | **(333.60)** | **333.60** |
| 31 March 2017 | | | | |
| Variable rate instruments | (523.07) | 523.07 | (342.05) | 342.05 |
| Interest rate swap | 26.75 | (26.75) | 17.49 | (17.49) |
| Cash flow sensitivity (net) | (496.32) | 496.32 | (324.55) | 324.55 |

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period and all other variables, in particulars foreign currency exchange rates, remain constant. Further, the calculation for the unhedged floating rate borrowing have been done on the notional value of the foreign currency.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**(c) Equity price risks**

The Group's quoted and unquoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The senior management reviews and approves all equity investment decisions.

**Sensitivity analysis**

Investment in equity instruments of the Holding Company are listed on the Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Calcutta Stock Exchange (CSE) in India. The table below summaries the impact of increase/decrease of the Nifty 50 index on the Holding Company equity and profit for the period. The analysis is based on the assumption that the NSE nifty 50 equity index had increased/decreased by 10% with all other variables held constant, and that all the Holding Company equity instruments moved in line with the index.

**Amount in ₹ Lakhs**

| | Profit or loss | | Equity, net of tax | |
|---|---|---|---|---|
| | **31 March 2018** | 31 March 2017 | **31 March 2018** | 31 March 2017 |
| NSE Nifty 50 - increase by 10% (31 March 2017: 10%) | **0.27** | 0.27 | **0.18** | 0.18 |
| NSE Nifty 50 - decrease by 10% (31 March 2017: 10%) | **(0.27)** | (0.27) | **(0.18)** | (0.18) |

**(d) Hedge accounting**

*Currency risk-Transactions in foreign currency*

The Holding Company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales and interest rate exposures are denominated. The currencies in which these transactions are primarily denominated are US dollars and JPY Yens. The Holding Company buys and sells derivatives, and also incurs financial liabilities, in order to manage market risks. All such transactions are carried out as per the risk managemnet policy of the Holding Company.

The Holding Company holds derivative financial instruments such as foreign currency forward, cross currency swaps, interest rate swaps and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.The Holding Company's risk management policy is to hedge its foreign currency exposure in respect of firm commitments and highly probable forecasted transcations and interest rate risks. The counterparty for these contracts is generally a bank or a financial institution.

The Holding Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Holding Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in cash flows of the hedged item. In order to designate a derivative contract as an effective hedge, the management objectively evaluates and evidence with appropriate underlying documents of each contract whether the contract is effective in offsetting cash flow attributable to the hedged risk. The Holding Company applies a hedge ratio of 1:1.

In these hedging relationships, the main sources of ineffectiveness are :

- the effect of the counterparty and the Holding Company's own credit risk on the fair value of the forward exchange contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in exchange rates; and

- changes in the timing of the hedged transactions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

*Interest rate risk*

The Holding Company adopts a policy of hedging its certain interest rate risk exposure is at a fixed rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Holding Company applies a hedge ratio of 1:1.

The Holding Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities and the notional of hedging instruments or par amounts of hedged items.

In these hedging relationships, the main sources of ineffectiveness are:
- the effect of the counterparty and the Holding Company's own credit risk on the fair value of the swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates; and

- differences in re-pricing dates between the swaps and the borrowings.

The following table gives details in respect of outstanding foreign currency forward, cross currency swaps, interest rate swaps and option contracts:

| | | | **31 March 2018** | | 31 March 2017 | |
|---|---|---|---|---|---|---|
| **Particulars** | **Currency pair** | **Position** | **Amount in foreign currency in lakhs** | **Amount in ₹ in lakhs** | Amount in foreign currency in lakhs | Amount in ₹ in lakhs |
| Forward contracts [**1,** (previous year 4)] | USD/INR | Buy | **1.07** | **69.60** | 275.34 | 17,852.65 |
| Currency swaps [**Nil**, (previous year 4)] | USD/INR | Sell | **-** | **-** | 213.54 | 13,845.63 |
| Currency swap [**1,** (previous year 1)] | USD/JPY | Sell | **2,152.78** | **1,324.82** | 3,013.89 | 1,746.85 |
| Option contracts [**Nil,** (previous year 5)] | USD/INR | Options | **-** | **-** | 230.00 | 14,912.88 |
| Interest rate swaps [**3,** (previous year 3)] | USD/INR | Notional Principal | **246.12** | **16,008.65** | 246.12 | 15,958.08 |
| Interest rate swaps [**Nil**, (previous year 2)] | USD-Floating to fixed | Notional Principal | **-** | **-** | 41.25 | 2,674.59 |
| Interest rate swap [**1,** (previous year 1)] | JPY to INR | Notional Principal | **4,733.69** | **2,913.11** | 4,733.69 | 2,743.65 |

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

| | **Amount in ₹ Lakhs** | |
|---|---|---|
| | **31 March 2018** | 31 March 2017 |
| Not later than one month | **-** | 1.67 |
| Later than one month and not later than three months | **0.12** | 4,375.47 |
| Later than three months and not later than one year | **185.79** | 217.26 |
| Later than one year | **583.65** | 882.32 |
| | **769.56** | 5,476.72 |

All derivative contracts outstanding as at year end are marked to market. The Holding Company has applied hedge accounting principles. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

instrument is expected to offset changes in cash flows of hedged items. If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in Statement of Profit and Loss at the time of the hedge relationship rebalancing.

Accordingly, net exchange fluctuation loss/ (gain) aggregating to **₹ (108.05) lakhs** [31 March 2017: ₹ (168.36 lakhs)], being the effective portion of the contract designated as effective hedge for future cash flows has been recognised in the other comprehensive income.

The following table provides quantitative information about offsetting of derivative financial assets and derivative financial liabilities:

**Amount in ₹ Lakhs**

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | **Derivative financial asset** | **Derivative financial liability** | Derivative financial asset | Derivative financial liability |
| Gross amount of recognised financial asset/ liability | **54.46** | **824.02** | 114.40 | 5,591.12 |
| Amount set-off | **(54.46)** | **(54.46)** | (114.40) | (114.40) |
| **Net amount presented in balance sheet** | **-** | **769.56** | - | 5,476.72 |

**Disclosure of effects of hedge accounting on financial performance**

**For the year ended 31 March 2018**

**Amount in ₹ Lakhs**

| **Type of hedge** | **Change in the value of the hedging instrument recognised in OCI** | **Hedge effectiveness recognised in Consolidated Statement of Profit and Loss** | **Amount reclassified from cash flow hedging reserve to Consolidated Statement of Profit and Loss** | **Line item affected in the Consolidated Statement of Profit and Loss because of the reclassification** |
|---|---|---|---|---|
| **Cash flow hedge** | | | | **Foreign exchange fluctuation** |
| (i) Foreign exchange risk | **(121.18)** | **-** | **(76.64)** | |
| (ii) Interest rate risk | **13.13** | **-** | **-** | |

For the year ended 31 March 2017

**Amount in ₹ Lakhs**

| Type of hedge | Change in the value of the hedging instrument recognised in OCI | Hedge effectiveness recognised in Consolidated Statement of Profit and Loss | Amount reclassified from cash flow hedging reserve to Consolidated Statement of Profit and Loss | Line item affected in the Consolidated Statement of profit and Loss because of the reclassification |
|---|---|---|---|---|
| Cash flow hedge | | | | Foreign exchange fluctuation |
| (i) Foreign exchange risk | (124.65) | - | 2,158.23 | |
| (ii) Interest rate risk | (43.71) | - | - | |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**for the year ended 31 March 2018 (Contd.)**

**Movements in cash flow hedging reserve**

Amount in ₹ Lakhs

| Risk category | Foreign currency risks | Interest rate risk | |
|---|---|---|---|
| **Derivative instruments** | **Foreign exchange forward contract** | **Interest rate swaps** | **Total** |
| **Cash flow hedging reserve** | | | |
| As at 1 April 2016 | 2,480.71 | 30.57 | 2,511.28 |
| Add: Changes in discounted spot element of foreign exchange forward contracts | (124.65) | - | (124.65) |
| Add: Changes in fair value of interest rate swaps | - | (43.71) | (43.71) |
| Less: Amount reclassified to profit or loss | 2,158.23 | - | 2,158.23 |
| **As at 31 March 2017** | 197.82 | (13.13) | 184.69 |
| Add: Changes in discounted spot element of foreign exchange forward contracts | **(121.18)** | **-** | **(121.18)** |
| Add: Changes in fair value of interest rate swaps | **-** | **(13.13)** | **(13.13)** |
| Less: Amount reclassified to profit or loss | **(76.64)** | **-** | **(76.64)** |
| **As at 31 March 2018** | **-** | **-** | **-** |

**Impact of hedging activities**

**31 March 2018**

Amount in ₹ Lakhs

| | Nominal value | | Carrying amount of hedging instrument | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Type of hedge and risks** | **Assets** | **Liabilities** | **Assets** | **Liabilities** | **Maturity date** | **Hedge ratio** | **Weighted average strike price/ rate** | **Change in fair value of hedging instrument** | **Change in the value of hedged item used as the basis for recognising hedge effectiveness** |
| **Cash flow hedge:** | | | | | | | | | |
| **Foreign exchange contract** | | | | | | | | | |
| - Currency swap contract | **-** | **-** | **-** | | **ICICI: 28 June 2017 (USD) 24 Aug 2020 (JPY)** | **1:1** | **US$ 1: INR 46.83 JPY 1: INR 0.7026** | **(121.18)** | **121.18** |
| **Interest rate risk** | | | | | | | | | |
| - Interest rate swap | **-** | **-** | **-** | **-** | **DBS: 15 September 2017 HSBC: 8 November 2017** | **1:1** | **1.3%** | **13.13** | **(13.13)** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

31 March 2017

**Amount in ₹ Lakhs**

| | Nominal value | | Carrying amount of hedging instrument | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Type of hedge and risks | Assets | Liabilities | Assets | Liabilities | Maturity date | Hedge ratio | Weighted average strike price/ rate | Change in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness |
| Cash flow hedge: | | | | | | | | | |
| Foreign exchange contract | | | | | | | | | |
| - Currency swap contract | - | USD 213.54 JPY 3,013.89 | - | 4,043.45 | ICICI: 28 June 2017 (USD) 24 Aug 2020 (JPY) | 1:1 | "US$ 1: INR 46.83 JPY 1: INR 0.7026" | (121.27) | 121.27 |
| Interest rate risk | | | | | | | | | |
| - Interest rate swap | USD 41.25 | - | 13.13 | - | DBS: 15 September 2020 HSBC: 17 September 2018 | 1:1 | 1.3% | (43.71) | 43.71 |

## 44. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain furture development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders. The Group's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

**Amount in ₹ Lakhs**

| **Particulars** | | **31 March 2018** | 31 March 2017 |
|---|---|---|---|
| Debt | A | **66,015.43** | 77,358.90 |
| Liquid investments including bank deposits | B | **1,990.56** | 1,242.75 |
| **TOTAL** | C = A-B | **64,024.87** | 76,116.15 |
| Equity | D | **141,439.52** | 102,973.57 |
| **Debt to Equity** | E = A / D | **0.47** | 0.75 |
| **Debt to Equity (net)** | F = C / D | **0.45** | 0.74 |

For the purpose of the Group's capital management

(a) Debt is defined as non-current borrowings, current borrowings and current maturities of long-term debts as described in note 19 and 22.

(b) Equity includes Issued, subscribed and fully paid-up equity share capital and other equity attributable to the equity holders of the Holding Company as described in note 17 and 18.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

**45.** Government grant : Other operating revenue includes Incentives against capital investments, under State Investment Promotion Scheme of ₹ **Nil** (31 March 2017: ₹ 557.06 lakhs).

**46.** The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulations under Sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group continuously updates its documents for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense for the year and that of provision for taxation.

**47. Disclosure on specified bank notes (SBNs)**

The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31 March 2018. Corresponding amounts as appearing in the audited standalone financial statements for the period ended 31 March 2017 have been disclosed.

**Amount in ₹ Lakhs**

| | Specified Bank Notes | Other denomination notes | Total |
|---|---|---|---|
| Closing cash in hand as on 8 November 2016 | **25.30** | **8.07** | **33.37** |
| Add: Permitted receipts | **-** | **60.26** | **60.26** |
| Less: Permitted payments | **-** | **55.13** | **55.13** |
| Less: Amount deposited in banks | **25.30** | **-** | **25.30** |
| Closing cash in hand as on 30 December 2016 | **-** | **13.20** | **13.20** |

## 48. Non-controlling interests

**Additional information pursuant to paragraph 2 of Division II of schedule III to the Companies Act, 2013.**

Amount in ₹ Lakhs

| | Net assets (total assets minus total liabilities) | | Share in Profit or Loss | | Share in OCI | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of Consolidated net assets | Amount in ₹ Lakhs | As % of Consolidated profit or loss | Amount in ₹ Lakhs | As % of Consolidated OCI | Amount in Rupees Lakhs | As % of Consolidated total comprehensive income | Amount in ₹ Lakhs |
| **Parent** | | | | | | | | |
| Himadri Speciality Chemical Limited | 102.96% | 145,632.55 | 97.97% | 24,257.46 | 99.00% | 13,888.49 | 98.33% | 38,145.95 |
| **Subsidiaries:** | | | | | | | | |
| **Indian** | | | | | | | | |
| Equal Commodeal Private Limited | 5.62% | 7,942.13 | (0.15%) | (36.05) | 0.00% | - | (0.09%) | (36.05) |
| **Foreign** | | | | | | | | |
| 1. AAT Global Limited | 4.11% | 5,810.84 | 1.57% | 387.53 | 0.00% | - | 1.00% | 387.53 |
| 2. Shandong Dawn Himadri Chemical Industry Limited | (0.29%) | (415.61) | 0.86% | 211.77 | 0.00% | - | 0.55% | 211.77 |
| **Non-controlling interests in all subsidiaries** | (0.02%) | (26.42) | 0.05% | 13.52 | (0.02%) | (3.10) | 0.03% | 10.42 |
| Intercompany eliminations on consolidation | (12.38%) | (17,503.97) | (0.30%) | (74.47) | 0.00% | - | (0.19%) | (74.47) |
| Exchange differences in translating financial statements of foreign operations | 0.00% | - | 0.00% | - | 1.03% | 143.96 | 0.37% | 143.96 |
| **At 31 March 2018** | **100.00%** | **141,439.52** | **100.00%** | **24,759.76** | **100.00%** | **14,029.35** | **100.00%** | **38,789.11** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

## 49. Due to Micro enterprises and small enterprises

**Amount in ₹ Lakhs**

| | | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| (a) | The amounts remaining unpaid to Micro and Small suppliers as at the end of each accounting year: | | |
| | - Principal | **200.58** | 187.69 |
| | - Interest | **-** | - |
| (b) | The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year. | **-** | - |
| (c) | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006. | **-** | - |
| (d) | The amount of interest accrued and remaining unpaid at the end of each accounting year. | **-** | - |
| (e) | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006. | **-** | - |

## 50. Distribution made and proposed dividend

**Amount in ₹ Lakhs**

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Cash dividend on equity shares declared and paid** | | |
| Final dividend for the year ended on 31 March 2017: ₹ 0.10 per share (31 March 2016: ₹ 0.05) | **418.41** | 209.20 |
| Dividend distribution tax on final dividend | **85.18** | 42.59 |
| **Total dividend paid** | **503.59** | 251.79 |
| **Proposed dividend on Equity shares** | | |
| Final dividend for the year ended on 31 March 2018: ₹ 0.10 per share (31 March 2017: ₹ 0.10) | **418.41** | 418.41 |
| Dividend distribution tax on final dividend | **86.00** | 85.18 |
| **Total dividend proposed** | **504.41** | 503.59 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
**for the year ended 31 March 2018 (Contd.)**

Proposed dividends on equity shares are subject to approval at the Annual General Meeting of the Holding Company and are not recognised as a liability (including dividend distribution tax thereon) as at 31 March 2018.

**51.** The Shareholders by way of special resolution dated 24 September 2016, at Annual General Meeting, have authorised the Nomination and Remuneration Committee ("the Committee") to grant options to the employees under the Himadri Employee Stock Option Plan 2016 ("ESOP 2016"). Accordingly, the Committee has further granted 26,95,000 (Twenty six lakhs ninety five thousand only) options as Grant II on 8 May 2018, to its eligible employees (with each such option conferring a right upon the employee to apply for one equity share of the Company) under the ESOP 2016. The face value of each equity share is ₹ 1/- and exercise price per option/equity share is ₹ 140 per share, and the options shall vest after 1 year but within 5 years from the date of such grant.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration Number. 101248W/W-100022

Sd/-
**Jayanta Mukhopadhyay**
*Partner*
Membership No. 055757

Place: Kolkata
Date: 29 May 2018

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

## Form AOC-1

**Statement containing salient features of the Financial Statements of Subsidiaries as per Companies Act, 2013**

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part"A": Subsidiaries**

**Amount in ₹ Lakhs**

| S.No. | 1 | 2 | | 3 | |
|---|---|---|---|---|---|
| **Name of the Subsidiary Company** | **Equal Commodeal Private Limited, India** | **AAT Global Limited, Hongkong** | | **Shandong Dawn Himadri Chemical Industry Limited, China** | |
| **Financial year ending on** | 31 March 2018 | 31 March 2018 | | 31 March 2018 | |
| **Reporting Currency** | INR | INR | HKD | INR | RMB |
| **Share Capital** | 1.00 | 5,875.05 | 707.84 | 4,878.61 | 470.00 |
| **Other Equity** | 7,941.13 | (64.21) | (7.74) | (5,320.64) | (512.59) |
| **Total Assets** | 11,102.78 | 13,616.50 | 1,640.54 | 10,662.28 | 1,027.19 |
| **Total Liabilities** | 3,160.65 | 7,805.66 | 940.44 | 11,104.31 | 1,069.78 |
| **Investments** | 5,245.78 | 4,484.26 | 540.27 | - | - |
| **Turnover / Total Income** | 249.73 | 35,772.60 | 4,299.59 | 7,105.25 | 718.06 |
| **Profit/(Loss) Before Taxation** | (33.93) | 387.53 | 46.58 | 225.29 | 22.77 |
| **Provision for Taxation** | 2.12 | - | - | - | - |
| **Profit/(Loss) After Taxation** | (36.05) | 387.53 | 46.58 | 225.29 | 22.77 |
| **Proposed Dividend** | - | - | - | - | - |
| **% of Shareholding** | 100% | | 100% | | 94% |

*For and on behalf of the Board of Directors of*
**Himadri Speciality Chemical Limited**
CIN: L27106WB1987PLC042756

Sd/-
**Bankey Lal Choudhary**
*Managing Director*
DIN: 00173792

Sd/-
**Shyam Sundar Choudhary**
*Executive Director*
DIN: 00173732

Sd/-
**Kamlesh Kumar Agarwal**
*Chief Financial Officer*

Sd/-
**Bajrang Lal Sharma**
*Company Secretary*

Place: Kolkata
Date: 29 May 2018

Place: Kolkata
Date: 29 May 2018

# Himadri Speciality Chemical Ltd









## Awards & Achievements

- **World's 100 Greatest Brands 2017-18 Asia & GCC**
  2018, At the Fourth edition of India-UAE Business and Social Forum 2018 & WGBL 4th Edition Summit Organized by AsiaOne Magazine & URS-United Research Services Media Consulting PL and having PricewaterhouseCoopers PL as the process reviewer of the Award
- **Mr. Anurag Choudhary, CEO, recognized as "World's 100 Greatest Leaders 2017-18"**
  2018, At the Fourth edition of India-UAE Business and Social Forum 2018 & WGBL 4th Edition Summit Organized by AsiaOne Magazine & URS-United Research Services Media Consulting PL and having PricewaterhouseCoopers PL as the process reviewer of the Award
- **Mr. Anurag Choudhary, CEO, receives Asia Pacific Entrepreneurship Awards (APEA) India**
  2018 by Enterprise Asia
- **Identified as Fortune 500**
  HSCL has been identified as the one of the top 25 wealth creators among the Next 500 companies by Fortune, India
- **Recognized as Star Export House**
  2018 by Ministry of Commerce, Govt. of India
- **India's Best Company of the Year Award 2017'**
  2018 by IBC InfoMedia in collaboration with Media Research Group (MRG)
- **Platinum Award & Top 100 in International Annual Report Competition**
  2018 by League of American Communications Professionals LLC (LACP)
- **18th Annual Greentech Environment Award**
  2018 by Greentech Foundation, New Delhi

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